

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year **2016** or tax year beginning , **2016**, and ending , **20**

Name of foundation THE CHILDREN'S INVESTMENT FUND FOUNDATION		A Employer identification number 04-3632641
DBA BIG WIN PHILANTHROPY, C/O DAY PITNEY LLP		B Telephone number (see instructions) (202) 827-6374
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	
BLUE BACK SQ.75 ISHAM RD	300	
City or town, state or province, country, and ZIP or foreign postal code WEST HARTFORD, CT 06107-2237		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply:		D 1. Foreign organizations, check here. <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 159,597,203.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)				
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	9,653,258.	9,653,258.		ATCH 1
5a Gross rents				
b Net rental income or (loss) _____				
6a Net gain or (loss) from sale of assets not on line 10	722,392.			
b Gross sales price for all assets on line 6a 29,634,698.				
7 Capital gain net income (from Part IV, line 2)		722,392.		
8 Net short-term capital gain.				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	10,375,650.	10,375,650.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	465,000.	25,000.		440,000.
14 Other employee salaries and wages	105,696.			105,696.
15 Pension plans, employee benefits	41,668.	8,334.		33,334.
16a Legal fees (attach schedule) ATCH 2.	5,802.	2,901.		2,901.
b Accounting fees (attach schedule) ATCH 3.	94,731.	24,819.		69,912.
c Other professional fees (attach schedule) [4]	380,117.			380,117.
17 Interest				
18 Taxes (attach schedule) (see instructions) [5]	261,663.			31,663.
19 Depreciation (attach schedule) and depletion	5,410.			
20 Occupancy	29,598.			29,598.
21 Travel, conferences, and meetings	555,093.	27,755.		527,338.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6.	58,030.	469.		57,561.
24 Total operating and administrative expenses. Add lines 13 through 23.	2,002,808.	89,278.		1,678,120.
25 Contributions, gifts, grants paid	3,656,359.			3,656,359.
26 Total expenses and disbursements. Add lines 24 and 25	5,659,167.	89,278.	0.	5,334,479.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	4,716,483.			
b Net investment income (if negative, enter -0-)		10,286,372.		
c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	12,123,525.	41,322,390.	41,322,390.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____			
		Less: allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____			
		Less: allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less: allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations (attach schedule). .			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment: basis ▶ _____			
	Less: accumulated depreciation (attach schedule) ▶ _____				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 7	129,433,237.	104,698,222.	118,254,741.	
14	Land, buildings, and equipment: basis ▶ _____ 25,089.			ATCH 8	
	Less: accumulated depreciation (attach schedule) ▶ _____ 7,750.	11,697.	17,339.	17,339.	
15	Other assets (describe ▶ _____ ATCH 9)	12,385.	2,733.	2,733.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	141,580,844.	146,040,684.	159,597,203.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons. .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____ ATCH 10)	1,898.	279,230.	
23	Total liabilities (add lines 17 through 22)	1,898.	279,230.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	141,578,946.	145,761,454.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg., and equipment fund.				
29	Retained earnings, accumulated income, endowment, or other funds . .				
30	Total net assets or fund balances (see instructions)	141,578,946.	145,761,454.		
31	Total liabilities and net assets/fund balances (see instructions)	141,580,844.	146,040,684.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 141,578,946.
2	Enter amount from Part I, line 27a	2 4,716,483.
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 146,295,429.
5	Decreases not included in line 2 (itemize) ▶ _____ ATCH 11	5 533,975.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 145,761,454.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a SEE PART IV SCHEDULE						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
a						
b						
c						
d						
e						
2	Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			2	722,392.	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0.	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	7,005,983.	150,170,687.	0.046653
2014	6,175,991.	143,857,317.	0.042931
2013	5,876,327.	128,425,542.	0.045757
2012	4,966,005.	113,972,222.	0.043572
2011	2,758,685.	117,687,038.	0.023441
2	Total of line 1, column (d)		2 0.202354
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.		3 0.040471
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		4 151,530,395.
5	Multiply line 4 by line 3.		5 6,132,587.
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 102,864.
7	Add lines 5 and 6.		7 6,235,451.
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8 5,334,479.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948- see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b.	1	205,727.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	205,727.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	205,727.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016.	6a	239,139.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868).	6c	200,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	439,139.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	233,412.
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> 233,412. Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CT, NY,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 covering questions about controlled entities, distributions, public inspection requirements, and foreign interests.

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

Table with 3 columns: Question, Yes, No. Rows 1a-4b covering questions about disqualifying acts, taxes on failure to distribute income, and business enterprise interests.

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		465,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		72,000.	0.	0.

Total number of other employees paid over \$50,000. Yes No 0.

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 15		279,707.

Total number of others receiving over \$50,000 for professional services **0.**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	121,590,104.
b	Average of monthly cash balances	1b	32,247,860.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	153,837,964.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	153,837,964.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,307,569.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	151,530,395.
6	Minimum investment return. Enter 5% of line 5	6	7,576,520.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	7,576,520.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	205,727.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	205,727.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,370,793.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	7,370,793.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	7,370,793.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	5,334,479.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,334,479.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,334,479.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				7,370,793.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only.			4,491,071.	
b Total for prior years: 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ <u>5,334,479.</u>				
a Applied to 2015, but not more than line 2a			4,491,071.	
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount.				843,408.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017.				6,527,385.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with 5 columns: (a) 2016, (b) 2015, (c) 2014, (d) 2013, (e) Total. Rows include 2a-2e (Qualifying distributions) and 3a-3d (Alternative tests).

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>ATCH 16</p>				
Total				3a 3,656,359.
<p>b <i>Approved for future payment</i></p>				
Total				3b

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash... (2) Other assets... b Other transactions: (1) Sales of assets... (2) Purchases of assets... (3) Rental of facilities... (4) Reimbursement arrangements... (5) Loans or loan guarantees... (6) Performance of services... c Sharing of facilities... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains N/A.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [X] No

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here: Signature of officer or trustee, Date, Title. May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only: Print/Type preparer's name (JEFFREY PERELMAN), Preparer's signature, Date, Check self-employed [] if PTIN (P00568345), Firm's name (ANCHIN BLOCK & ANCHIN LLP), Firm's EIN (13-0436940), Firm's address (1375 BROADWAY NEW YORK, NY), Phone no. (212-840-3456).

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
29634698.		SALE OF TALOS NOTES PROPERTY TYPE: OTHER 28912306.				P	VARIOUS 722,392.	VARIOUS
TOTAL GAIN(LOSS)							<u>722,392.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST-TALOS CAPITAL LIMITED	9,653,258.	9,653,258.
TOTAL	<u>9,653,258.</u>	<u>9,653,258.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES IN CONNECTION WITH FOUNDATION MATTERS	5,802.	2,901.		2,901.
TOTALS	<u>5,802.</u>	<u>2,901.</u>		<u>2,901.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING, TAX RETURN PREPARATION & CONSULTING FEES	62,330.	24,819.		37,511.
AUDIT FEES RELATING TO GRANTS PAID	32,401.			32,401.
TOTALS	<u>94,731.</u>	<u>24,819.</u>		<u>69,912.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
OUTSIDE CONTRACT SERVICES	380,117.	380,117.
TOTALS	<u>380,117.</u>	<u>380,117.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL EXCISE TAXES PAID ON NET INVESTMENT INCOME	230,000.	
PAYROLL TAXES	31,663.	31,663.
TOTALS	<u>261,663.</u>	<u>31,663.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
BANK CHARGES	469.	469.	
PAYROLL FEES	2,799.		2,799.
MISCELLANEOUS EXPENSE	4,104.		4,104.
OFFICE EXPENSE	49,133.		49,133.
STATE FILING FEES	1,525.		1,525.
TOTALS	<u>58,030.</u>	<u>469.</u>	<u>57,561.</u>

ATTACHMENT 7FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT - TALOS CAPITAL LTD	104,698,222.	118,254,741.
TOTALS	<u>104,698,222.</u>	<u>118,254,741.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 8

FIXED ASSET DETAIL

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
LAPTOPS/COMPUTERS	SL	8,235.			8,235.	1,373.	1,373.		2,746.
LAPTOPS/COMPUTERS	SL	3,904.			3,904.	651.	651.		1,302.
LAPTOPS/COMPUTERS	SL	1,898.			1,898.	316.	316.		632.
WEBSITE DESIGN	SL		11,052.		11,052.		3,070.		3,070.
TOTALS		<u>14,037.</u>			<u>25,089.</u>	<u>2,340.</u>			<u>7,750.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SECURITY DEPOSIT	2,733.	2,733.
TOTALS	<u>2,733.</u>	<u>2,733.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
FIXED ASSET PAYABLE	1,898.
DUE TO CIFF UK	277,332.
TOTALS	<u>279,230.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

PRIOR PERIOD ADJ. - TALOS CAPITAL LTD

533,975.

TOTAL

533,975.

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND

THE FOUNDATION MADE \$1,000,000 IN QUALIFYING DISTRIBUTIONS TO THE NATIONAL PHILANTHROPIC TRUST, A DONOR ADVISED FUND. THE NATIONAL PHILANTHROPIC TRUST MAKES GRANTS ONLY TO US-BASED PUBLIC CHARITIES THAT SUPPORT THE FOUNDATION'S PHILANTHROPIC MISSION.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JAMIE COOPER C/O THE CHILDREN'S INVESTMENT FUND BLUE BACK SQUARE 75 ISHAM ROAD WEST HARTFORD, CT 06107	PRESIDENT AND CHAIR 20.00	0.	0.	0.
MARK DYBUL C/O THE CHILDREN'S INVESTMENT FUND BLUE BACK SQUARE 75 ISHAM ROAD WEST HARTFORD, CT 06107	TRUSTEE 1.00	0.	0.	0.
SUPROTIK BASU C/O THE CHILDREN'S INVESTMENT FUND BLUE BACK SQUARE 75 ISHAM ROAD WEST HARTFORD, CT 06107	TRUSTEE 1.00	0.	0.	0.
MALIK DECHAMBENOIT C/O THE CHILDREN'S INVESTMENT FUND BLUE BACK SQUARE 75 ISHAM ROAD WEST HARTFORD, CT 06107	TRUSTEE 1.00	0.	0.	0.
BILL HANEY C/O THE CHILDREN'S INVESTMENT FUND BLUE BACK SQUARE 75 ISHAM ROAD WEST HARTFORD, CT 06107	TRUSTEE 1.00	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
NIKOS MAKRIS C/O THE CHILDREN'S INVESTMENT FUND BLUE BACK SQUARE 75 ISHAM ROAD WEST HARTFORD, CT 06107	TRUSTEE 1.00	0.	0.	0.
MUHAMMAD PATE C/O THE CHILDREN'S INVESTMENT FUND BLUE BACK SQUARE 75 ISHAM ROAD WEST HARTFORD, CT 06107	CEO 40.00	340,000.	0.	0.
CHRISTOPHER KLATELL C/O THE CHILDREN'S INVESTMENT FUND BLUE BACK SQUARE 75 ISHAM ROAD WEST HARTFORD, CT 06107	COO AND GENERAL COUNSEL 20.00	125,000.	0.	0.
	GRAND TOTALS	<u>465,000.</u>	<u>0.</u>	<u>0.</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
PAIGE SHOLAR C/O THE CHILDREN'S INVESTMENT FUND, BLUE BACK SQ.75 ISHAM RD WEST HARTFORD, CT 06107	PROGRAM ANALYST 40.00	72,000.	0.	0.
	TOTAL COMPENSATION	<u>72,000.</u>	<u>0.</u>	<u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
PATRICIA NDEGWA BLUE BACK SQUARE, 75 ISHAM RD WEST HARTFORD, CT 06107	CONSULTING	211,271.
IMAGES OF DEVELOPMENT CONSULTING 12 ALWYN GARDENS LONDON UNITED KINGDOM NW4 4XP	CONSULTING	68,436.
	TOTAL COMPENSATION	<u>279,707.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
HARVARD UNIVERSITY 225 WATER STREET QUINCY, MA 02169	NONE PC	GENERAL PURPOSES	872,131.
LIBERIA - MINISTRY OF EDUCATION PO BOX 10-9012 MONROVIA LIBERIA	NONE GOV	IMPROVE TEACHER PERFORMANCE TO IMPROVE EDUCATIONAL OUTCOMES FOR LIBERIAN CHILDREN.	565,244.
LIBERIA - MINISTRY OF HEALTH CONGO TOWN, TUBMAN BLVD MONROVIA LIBERIA	NONE GOV	CONVENE A MEETING OF WEST AFRICAN HEALTH LEADERS TO ADDRESS THE EBOLA CRISIS.	50,000.
AFRICAN POPULATION & HEALTH RESEARCH CENTER PO BOX 10787, 00100 NAIROBI KENYA	NONE PC	GENERAL PURPOSES	131,025.
GLOBAL DEVELOPMENT INCUBATOR, INC. 1634 I STREET NW, SUITE 300 WASHINGTON, DC 20006	NONE PC	GENERAL PURPOSES	171,414.
RESULTS FOR DEVELOPMENT INSTITUTE, INC. 1111 19TH STREET, NW SUITE 700 WASHINGTON, DC 20036	NONE PC	GENERAL PURPOSES	348,842.

ATTACHMENT 16

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
THE SYNERGOS INSTITUTE, INC. 3 EAST 54TH STREET, 14TH FLOOR NEW YORK, NY 10022	NONE PC	GENERAL PURPOSES	125,000.
THE TRUSTEES OF THE SMITH COLLEGE COLLEGE HALL 204, 10 ELM STREET NORTHAMPTON, MA 01063	NONE PC	GENERAL PURPOSES	100,000.
INTERNATIONAL FRIENDS OF ELTON JOHN AIDS FDN UK 1455 PENNSYLVANIA AVENUE SUITE 700 WASHINGTON, DC 20004	NONE PC	GENERAL PURPOSES	50,000.
SAVE THE CHILDREN 501 KINGS HIGHWAY EAST, SUITE 400 FAIRFIELD, CT 06825	NONE PC	GENERAL PURPOSES	30,000.
THE STAYING ALIVE FOUNDATION INC 1540 BROADWAY, FLOOR 35 NEW YORK, NY 10036	NONE PC	GENERAL PURPOSES	30,000.
NATIONAL PHILANTHROPIC TRUST 165 TOWNSHIP LINE ROAD, SUITE 1200 JENKINTOWN, PA 19046	NONE PC	GENERAL PURPOSES	1,000,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ENGINEERS WITHOUT BORDERS-INTERNATIONAL, INC. 1031 33RD STREET, SUITE 210 DENVER, CO 80205	NONE PC	GENERAL PURPOSES	182,703.
TOTAL CONTRIBUTIONS PAID			<u>3,656,359.</u>

Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Method	Conv.	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
LAPTOPS/COMPUTERS	01/01/2015	8,235.	100.000			8,235.	1,373.	2,746.	SL		6.000				1,373.
LAPTOPS/COMPUTERS	01/01/2015	3,904.	100.000			3,904.	651.	1,302.	SL		6.000				651.
LAPTOPS/COMPUTERS	01/01/2015	1,898.	100.000			1,898.	316.	632.	SL		6.000				316.
WEBSITE DESIGN	02/18/2016	11,052.	100.000			11,052.		3,070.	SL		3.000				3,070.
Less: Retired Assets															
Subtotals		25,089.				25,089.	2,340.	7,750.							5,410.

Listed Property

Less: Retired Assets															
Subtotals															
TOTALS		25,089.				25,089.	2,340.	7,750.							5,410.

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired