See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491121006224

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 07-01-2012 , and ending 06-30-2013

Name of foundation
THE WILLEM DE KOONING FOUNDATION

% KATHY BERNARD

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
790 MADISON AVENUE
Suite 303

City or town, state, and ZIP code
NEW YORK, NY 10065

A Employer identification number
13-4151973

B Telephone number (see instructions)
(212) 319-3737

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 62,186,310

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	340,812	340,812	340,812	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,027,861			
	b	Gross sales price for all assets on line 6a 10,697,308				
	7	Capital gain net income (from Part IV, line 2)		2,027,861		
	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)	49,679		49,679	
	12	**Total.** Add lines 1 through 11	2,418,352	2,368,673	390,491	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	170,011		5,553	164,458
	14	Other employee salaries and wages	487,389		15,919	471,470
	15	Pension plans, employee benefits	99,613		3,254	96,359
	16a	Legal fees (attach schedule)	60,448	0	1,974	58,474
	b	Accounting fees (attach schedule)	50,847	12,712	13,957	36,890
	c	Other professional fees (attach schedule)	2,216		72	2,144
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	91,160		1,363	40,354
	19	Depreciation (attach schedule) and depletion	7,190		7,190	
	20	Occupancy	116,739		3,813	112,926
	21	Travel, conferences, and meetings	12,159		397	11,762
	22	Printing and publications				
	23	Other expenses (attach schedule)	513,263	27,848	43,702	469,561
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,611,035	40,560	97,194	1,464,398
	25	Contributions, gifts, grants paid	25,000			25,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,636,035	40,560	97,194	1,489,398
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	782,317			
	b	**Net investment income** (if negative, enter -0-)		2,328,113		
	c	**Adjusted net income** (if negative, enter -0-)			293,297	

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	5,616	70,856	70,856
2	Savings and temporary cash investments	244,237	129,698	129,698
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 page 15 of the 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)	5,762,681	7,021,470	6,886,744
b	Investments—corporate stock (attach schedule)	2,034,375	2,196,339	2,480,079
c	Investments—corporate bonds (attach schedule)	3,346,311	2,847,922	2,820,091
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶ 119,129 Less accumulated depreciation (attach schedule) ▶ 70,632	8,545	48,497	48,497
15	Other assets (describe ▶)	49,881,045	49,750,345	49,750,345
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	61,282,810	62,065,127	62,186,310
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 ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	61,282,810	62,065,127	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **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 page 17 of the instructions)	61,282,810	62,065,127	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	61,282,810	62,065,127	

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	61,282,810
2	Enter amount from Part I, line 27a	2	782,317
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	62,065,127
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	62,065,127

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 STATEMENT A	D	1997-03-19	2012-12-18
b	SEE STATEMENT B	P		
c	SEE STATEMENT C	P		
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	2,434,500		384,450	2,050,050
b	4,146,250		4,158,687	-12,437
c	4,116,558		4,126,310	-9,752
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				2,050,050
b				-12,437
c				-9,752
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	2,027,861
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	-12,437

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 page 18 of 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))
2011	1,500,218	11,973,204	0 125298
2010	1,511,356	7,965,532	0 189737
2009	1,605,447	5,512,272	0 29125
2008	1,371,947	5,522,799	0 248415
2007	1,239,829	1,880,289	0 659382

2	**Total** of line 1, column (d). . . .	2	1 514082
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 302816
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . .	4	12,092,116
5	Multiply line 4 by line 3. . . .	5	3,661,686
6	Enter 1% of net investment income (1% of Part I, line 27b). . . .	6	23,281
7	Add lines 5 and 6. . . .	7	3,684,967
8	Enter qualifying distributions from Part XII, line 4. . . .	8	1,489,398

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	46,562
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	46,562
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	46,562
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	51,200		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	43,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	94,200
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	116
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	47,522
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 47,522	**Refunded** ▶		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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE, 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 General Instruction G? *If "No," attach explanation*	8b	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	Yes	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶KATHY BERNARD Telephone no ▶(631) 329-6068

Located at ▶182 WOODBINE DRIVE EAST HAMPTON NY ZIP+4 ▶11937

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?	**5b**		
	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?	**6b**		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?	**7b**		

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
JOHN SILBERMAN C/O JOHN SILBERMAN ASSOCIATES PC NEW YORK, NY 10022	PRESIDENT/DIRECTOR 2 0	0	0	0
JOHN L EASTMAN C/O JOHN SILBERMAN ASSOCIATES PC NEW YORK, NY 10022	VICE PRESIDENT/DIRECTOR 1 0	0	0	0
DONN ZARETSKY C/O JOHN SILBERMAN ASSOCIATES PC NEW YORK, NY 10022	SECRETARY & TREASURER/DIRECTOR 1 0	0	0	0
AMY SCHICHTEL C/O WILLEM DE KOONING FOUNDATION NEW YORK, NY 10065	EXECUTIVE DIRECTOR 18 57	170,011	20,496	

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
ROGER ANTHONY C/O WILLEM DE KOONING FOUND NEW YORK, NY 10065	COLLECTION MANAGER 26 15	184,973	18,604	0
RICKI MOSKOWITZ C/O WILLEM DE KOONING FOUND NEW YORK, NY 10065	ARCHIVIST 27 15	94,871	14,011	0
TIMOTHY MCCARTHY C/O WILLEM DE KOONING FOUND NEW YORK, NY 10065	VISUAL RESOURCE MGT 25 5	69,828	13,391	0
JENNIFER FIELD C/O WILLEM DE KOONING FOUND NEW YORK, NY 10065	RESEARCHER 29 08	54,220	2,541	0

Total number of other employees paid over $50,000 ▶ 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
HECHT AND COMPANY PC 350 FIFTH AVENUE NEW YORK, NY 10118	0	50,847
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 CATALOGUING AND MAINTAINING THE WILLEM DE KOONING FOUNDATION ART COLLECTION AND ARCHIVE AND FACILITATING MUSEUM EXHIBI- TIONS AND SCHOLARLY RESEARCH REGARDING WILLEM DE KOONING	1,464,398
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	
2	
All other program-related investments See page 24 of the instructions 3	
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	11,613,287
b	Average of monthly cash balances	1b	662,973
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	12,276,260
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	0
3	Subtract line 2 from line 1d	3	12,276,260
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	184,144
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,092,116
6	**Minimum investment return.** Enter 5% of line 5	6	604,606

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	
2a	Tax on investment income for 2012 from Part VI, line 5	2a			
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	
3	Distributable amount before adjustments Subtract line 2c from line 1			3	
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	
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	

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	1,489,398
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,489,398
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,489,398

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				0
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 2010 , 2009 , 2008				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $				
a Applied to 2011, but not more than line 2a			0	
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 2012 distributable amount.				
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 *(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	0			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . . 0				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶ 2001-05-14

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	293,297	343,163	138,887	203,519	978,866
b 85% of line 2a	249,302	291,689	118,054	172,991	832,036
c Qualifying distributions from Part XII, line 4 for each year listed	1,489,398	1,500,218	1,511,356	1,605,447	6,106,419
d Amounts included in line 2c not used directly for active conduct of exempt activities	25,000	27,600	12,500	74,973	140,073
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	1,464,398	1,472,618	1,498,856	1,530,474	5,966,346
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets	62,186,310	61,382,237	61,989,408	55,669,967	241,227,922
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	49,750,345	49,881,045	49,975,045	50,492,045	200,098,480
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.	403,071	399,107	265,518	183,743	1,251,439
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the organization 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 ▶☑ 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 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
a *Paid during the year*				
LONG ISLAND CHILDREN'S MUSEUM 11 DAVIS AVENUE GARDEN CITY, NY 11530	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000
Total . . . . ▶ 3a				25,000
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	340,812	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	2,027,861	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a REPRODUCTION INCOME					49,679
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				2,368,673	49,679

13 Total. Add line 12, columns (b), (d), and (e). 13 2,418,352

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
11	INCOME FROM THE LICENSING OF THE REPRODUCTION OF AND/OR PUBLICATION OF WILLEM DE KOONING'S ART CONSTITUTES SOME OF THE MEANS BY WHICH THE FOUNDATION CURRENTLY ACCOMPLISHES ITS EXEMPT PURPOSE ITS EXEMPT PURPOSE IS TO PRESERVE THE ART WORK OF WILLEM DE KOONING AND PROVIDE ACCESS THERETO, TO CREATE AND MAINTAIN AN ARCHIVE OF ART WORKS AND REFERENCE PAPERS RELATING TO WILLEM DE KOONING AND PROVIDE ACCESS TO THE ARCHIVE TO SCHOLARS FOR RESEARCH, TO EDUCATE THE PUBLIC ABOUT THE ART OF WILLEM DE KOONING AND ART IN GENERAL

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

			Yes	No
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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	**1a(1)**		**No**
	(2) Other assets	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		**No**
	(4) Reimbursement arrangements	**1b(4)**		**No**
	(5) Loans or loan guarantees	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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 (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2014-04-26	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
STEVEN STERN	STEVEN STERN			

Firm's name ▶ HECHT AND COMPANY PC

Firm's EIN ▶

Firm's address ▶ 350 5TH AVENUE - 68TH FL
NEW YORK, NY 101180110

Phone no (212) 819-8000

TY 2012 Accounting Fees Schedule

Name: THE WILLEM DE KOONING FOUNDATION

EIN: 13-4151973

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MAINTENANCE OF ACCOUNTING/				
INVESTMENT RECORDS	12,712	12,712	12,712	
PREPARATION OF FORM 990-PF &				
NYS ATTORNEY GENERAL REPORT	38,135		1,245	36,890

TY 2012 Contractor Compensation Explanation

Name: THE WILLEM DE KOONING FOUNDATION

EIN: 13-4151973

Contractor	Explanation
HECHT AND COMPANY PC	ACCOUNTING SERVICES

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: THE WILLEM DE KOONING FOUNDATION

EIN: 13-4151973

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE EQUIPMENT	2004-11-21	3,647	3,647	SL	7				
OFFICE EQUIPMENT	2006-08-23	2,989	2,349	SL	7	427			
COMPUTER EQUIPMENT	2007-06-30	30,078	30,078	SL	5				
COMPUTER EQUIPMENT	2008-06-01	12,396	11,156	SL	5	1,240			
COMPUTER EQUIPMENT	2007-12-31	10,353	9,319	SL	5	1,034			
FURNITURE	2008-01-23	8,496	5,463	SL	7	1,214			
SCANNER	2009-03-31	715	501	SL	5	143			
FURNITURE	2010-10-14	291	73	SL	7	42			
COMPUTER EQUIPMENT	2010-10-19	2,386	835	SL	5	477			
AUDIO RECORDER	2012-04-01	636	23	SL	7	91			
FURNITURE	2012-08-29	1,456		SL	7	173			
FURNITURE	2012-09-13	9,364		SL	7	1,115			
FURNITURE	2012-11-12	1,455		SL	7	139			
FURNITURE	2012-12-01	8,386		SL	7	699			
IMPROVEMENTS	2012-12-01	26,481		SL	39	396			

TY 2012 Investments Corporate Bonds Schedule

Name: THE WILLEM DE KOONING FOUNDATION

EIN: 13-4151973

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHMENT 8	2,847,922	2,820,091

TY 2012 Investments Corporate Stock Schedule

Name: THE WILLEM DE KOONING FOUNDATION

EIN: 13-4151973

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VANGUARD INDEX TRUST TOTAL	1,646,339	1,980,242
VANGUARD TOTAL INTL STOCK	550,000	499,837

TY 2012 Investments Government Obligations Schedule

Name: THE WILLEM DE KOONING FOUNDATION

EIN: 13-4151973

US Government Securities - End of Year Book Value: 7,021,470

US Government Securities - End of Year Fair Market Value: 6,886,744

State & Local Government Securities - End of Year Book Value:

State & Local Government Securities - End of Year Fair Market Value:

TY 2012 Land, Etc. Schedule

Name: THE WILLEM DE KOONING FOUNDATION

EIN: 13-4151973

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE EQUIPMENT	3,647	3,647		
OFFICE EQUIPMENT	2,989	2,776	213	
COMPUTER EQUIPMENT	30,078	30,078		
COMPUTER EQUIPMENT	12,396	12,396		
COMPUTER EQUIPMENT	10,353	10,353		
FURNITURE	8,496	6,677	1,819	
SCANNER	715	644	71	
FURNITURE	291	115	176	
COMPUTER EQUIPMENT	2,386	1,312	1,074	
AUDIO RECORDER	636	114	522	

TY 2012 Legal Fees Schedule

Name: THE WILLEM DE KOONING FOUNDATION

EIN: 13-4151973

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES RELATED TO				
CHARITABLE ACTIVITIES	60,448		1,974	58,474

TY 2012 Other Assets Schedule

Name: THE WILLEM DE KOONING FOUNDATION

EIN: 13-4151973

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
WILLEM DE KOONING ARTWORK	49,881,045	49,740,045	49,740,045
SECURITY DEPOSITS	0	10,300	10,300

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491121006224

TY 2012 Other Expenses Schedule

Name: THE WILLEM DE KOONING FOUNDATION

EIN: 13-4151973

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	27,848	27,848	27,848	
FILING FEES	1,803		59	1,744
COMPUTER EXPENSES	878		29	849
ART RESTORATION	7,000		229	6,771
ART BOOKS	482		16	466
ART DUES & SUBSCRIPTIONS	2,726		89	2,637
ART FREIGHT	1,500		49	1,451
ART INSURANCE	125,562		4,101	121,461
ART WAREHOUSE	1,300		42	1,258
ART CONSULTANTS	44,009		1,437	42,572
ART SECURITY COSTS	1,498		49	1,449
ART STORAGE CHARGES	251,803		8,224	243,579
ART SUNDRY	82		3	79
TELEPHONE	8,071		264	7,807
PAYROLL SERVICE FEES	3,442		112	3,330
INSURANCE	6,155		201	5,954
POSTAGE & DELIVERY	8,055		263	7,792
OFFICE EXPENSES	13,330		435	12,895
MEDIA MONITORING	7,719		252	7,467

TY 2012 Other Income Schedule

Name: THE WILLEM DE KOONING FOUNDATION

EIN: 13-4151973

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
REPRODUCTION & PUBLICATION INCOME	49,679		49,679

TY 2012 Taxes Schedule

Name: THE WILLEM DE KOONING FOUNDATION

EIN: 13-4151973

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	49,443			
PAYROLL TAXES	41,717		1,363	40,354

THE WILLEM DE KOONING FOUNDATION
EIN: 13-4151973
FORM 990-PF - PART II, LINE 10 (a)
U.S. AND STATE GOVERNMENT OBLIGATIONS
FYE: 6/30/2013

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
178,869	FHLMCG POOL #G06385	194,073	192,159
66,827	FNMA POOL #746355	70,085	72,010
118,852	FNMA POOL #AE0949	127,097	124,266
92,985	FNMA POOL #190363	99,188	100,847
111,746	FNMA POOL #889323	121,366	120,557
61,519	FNMA POOL #889692	66,517	66,721
56,144	FNMA POOL #963148	60,872	60,891
188,324	FNMA POOL #AE7758	199,653	196,450
239,321	GNMA POOL #004977	259,402	251,931
60,650	GNMA POOL #003976	67,150	67,085
69,265	GNMA POOL #004291	76,148	76,595
225,502	GNMA POOL #004747	241,332	248,620
157,269	GNMA POOL #004922	166,533	165,978
88,387	GNMA POOL #005017	92,254	94,608
164,939	GNMA POOL #005083	182,859	180,359
267,730	GNMA POOL #005115	296,344	287,408
155,377	GNMA POOL #005280	166,739	163,350
228,167	GNMA POOL #005331	241,376	234,567
121,604	GNMA POOL #005332	133,328	127,828
141,198	GNMA POOL #367098	151,016	148,265
318,061	GNMA POOL #724221	327,457	345,809
150,298	GNMA POOL #MA0007	159,128	155,547
181,338	GOVT NATL MTGE ASSN POOL #MA0220	196,752	186,425
257,679	GOVT NATL MTGE ASSN POOL #MA0317	272,969	255,327
160,000	PROVINCE OF ONTARIO CANADA	159,782	156,448
170,000	U S TREASURY NOTES	164,847	159,215
410,000	U S TREASURY NOTES	405,243	389,885
501,667	U S TREASURY NOTES	533,210	514,720
130,000	ATLANTIC GA ARPT PASSENGER	153,085	150,045
100,000	CALIFORNIA ST FOR PREVIOUS	119,949	116,270
90,000	CALIFORNIA ST GO BONDS	106,140	103,197
200,000	FLORIDA ST BRD ED LOTTERY	244,472	234,282
150,000	IOWA ST VISION SPL FD	182,583	175,859
140,000	JACKSONVILLE FLA SALES TAX REV	149,795	151,322

THE WILLEM DE KOONING FOUNDATION
EIN: 13-4151973
FORM 990-PF - PART II, LINE 10 (a)
U.S. AND STATE GOVERNMENT OBLIGATIONS
FYE: 6/30/2013

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
180,000	NEW JERSEY ST TRANSN TR FD	222,915	212,013
190,000	NEW YORK NY SER J	226,187	220,980
190,000	TRI-CNTY MET TRANSN DIST	208,998	205,242
150,000	WISCONSIN ST HEALTH & EDL	174,626	173,663
TOTAL INVESTMENTS IN US & STATE GOV. OBLIGATIONS		7,021,470	6,886,744

THE WILLEM DE KOONING FOUNDATION
EIN: 13-4151973
FORM 990-PF - PART II, LINE 10 (c)
CORPORATE BONDS
FYE: 6/30/2013

QUANTITY	SECURITY	BOOK VALUE	MARKET VALUE
390,000	AB SVENSK EXPORTKREDIT	388,647	396,728
210,000	AMERICAN EXPRESS CREDIT CORP	216,614	214,385
115,000	ASTRAZENECA PLC	138,139	133,620
380,000	AT&T INC	379,753	377,135
200,000	BANK OF MONTREAL	204,364	205,014
150,000	BANK OF NEW YORK MELLON	155,007	152,889
190,000	BLACKROCK INC	190,162	192,531
210,000	BP CAPITAL MARKETS PLC	209,828	202,417
200,000	GENERAL ELECTRIC CAPITAL CORP	198,994	188,984
140,000	INTL BUSINESS MACHINE	161,837	161,711
210,000	JP MORGAN CHASE CO	206,499	199,374
180,000	MERK & CO INC	196,720	192,199
190,000	TARGET CORP	201,358	203,104
TOTAL INVESTMENTS IN CORPORATE BONDS		2,847,922	2,820,091

THE WILLEM DE KOONING FOUNDATION
EIN: 13-4151973
FORM 990-PF - PART IV SCHEDULE
GAINS (LOSSES) ON SALE OF ART
FYE: 6/30/2013

WORKS OF ART CREATED BY WILLEM DE KOONING:

DESCRIPTION	TYPE OF ART	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST/BASIS OF ART SOLD INVENTORY VALUE	EXPENSES OF SALE	TOTAL COST	GAIN
RECLINING FIGURE, 1969-1980	SCULPTURE	3/19/1997	12/18/2012	2,434,500	141,000	243,450	384,450	2,050,050
TOTAL SALE OF ART (SEE NOTE BELOW)				2,434,500	141,000	243,450	384,450	2,050,050

NOTE:
THE WORK OF ART SOLD WAS RECEIVED BY THE FOUNDATION IN ACCORDANCE WITH THE PROVISIONS OF AN AGREEMENT DATED AUGUST 15, 1995 ESTABLISHING THE WILLEM DE KOONING REVOCABLE TRUST (THE "TRUST"). THE TRUST BECAME IRREVOCABLE UPON THE DEATH OF WILLEM DE KOONING. THE BASIS OF THE ASSETS SOLD WAS THE VALUE AS REFLECTED ON THE ESTATE TAX RETURN OF THE ESTATE OF WILLEM DE KOONING.

STATEMENT A

THE WILLEM DE KOONING FOUNDATION
EIN: 13-4151973
FORM 990-PF - PART IV SCHEDULE
GAINS (LOSSES) ON SALES OF SECURITIES
FYE: 6/30/2013

QUANITY	DESCRIPTION	DATE SOLD	DATE ACQUIRED	PROCEEDS	COST BASIS	NET GAIN (LOSS)
SHORT TERM:						
932.590	GNMA POOL #367098	7/15/2012	9/12/2011	932.59	997.43	(64 84)
2,757.660	GNMA POOL #005280	7/20/2012	3/16/2012	2,757.66	2,959.31	(201.65)
1,171.320	GNMA POOL #005331	7/20/2012	5/11/2012	1,171.32	1,239.13	(67.81)
2,699.460	GNMA POOL #004922	7/20/2012	8/26/2011	2,699.46	2,858.47	(159.01)
1,969 440	GNMA POOL #005083	7/20/2012	8/4/2011	1,969.44	2,163.61	(194 17)
100,000 000	U S TREAS NTS	7/20/2012	3/23/2012	101,546 54	99,041.44	2,505.10
80,000.000	MICROSOFT CORP	7/23/2012	9/23/2011	82,952 00	81,939.20	1,012.80
150,000.000	EUROPEAN INVT BK	7/31/2012	8/4/2011	159,039.00	157,969.50	1,069 50
300,000.000	KREDITANSTALT FUR WI	8/9/2012	1/5/2012	303,648.00	299,355.00	4,293.00
1,222.540	GNMA POOL #367098	8/15/2012	9/12/2011	1,222.54	1,307.54	(85.00)
1,110.700	GNMA POOL #MA0007	8/20/2012	6/29/2012	1,110.70	1,175.95	(65.25)
3,627 510	GNMA POOL #005280	8/20/2012	3/16/2012	3,627.51	3,892.77	(265.26)
1,625 060	GNMA POOL #005331	8/20/2012	5/11/2012	1,625.06	1,719.14	(94.08)
2,997.990	GNMA POOL #004922	8/20/2012	8/26/2011	2,997 99	3,174.59	(176.60)
1,688.890	GNMA POOL #MA0007	9/20/2012	6/29/2012	1,688.89	1,788.11	(99.22)
4,818.440	GNMA POOL #005280	9/20/2012	3/16/2012	4,818.44	5,170.79	(352.35)
2,573.150	GNMA POOL #005331	9/20/2012	5/11/2012	2,573.15	2,722.11	(148.96)
3,599.390	GNMA POOL #005083	9/20/2012	7/30/2012	3,599.39	4,007.50	(408.11)
1,788.440	GNMA POOL #MA0007	10/20/2012	6/29/2012	1,788.44	1,893.51	(105.07)
4,633.500	GNMA POOL #005280	10/20/2012	3/16/2012	4,633.50	4,972.32	(338.82)
2,733.520	GNMA POOL #005331	10/20/2012	5/11/2012	2,733.52	2,891.77	(158.25)
3,569.600	GNMA POOL #005332	10/20/2012	8/27/2012	3,569.60	3,913.73	(344.13)
3,376.120	GNMA POOL #005083	10/20/2012	7/30/2012	3,376 12	3,759.10	(382.98)
7,532.900	GNMA POOL #005115	10/20/2012	9/7/2012	7,532.90	8,337.98	(805.08)
1,786.290	GNMA POOL #MA0007	11/20/2012	6/19/2012	1,786.29	1,891.23	(104.94)
5,829.420	GNMA POOL #005280	11/20/2012	3/16/2012	5,829.42	6,255.70	(426.28)
3,579.920	GNMA POOL #005331	11/20/2012	5/11/2012	3,579.92	3,787.16	(207.24)
5,092.580	GNMA POOL #005332	11/20/2012	8/27/2012	5,092.58	5,583.54	(490.96)
5,167.090	GNMA POOL #005083	11/20/2012	7/30/2012	5,167.09	5,753.23	(586.14)
8,875.540	GNMA POOL #005115	11/20/2012	9/7/2012	8,875.54	9,824 11	(948.57)
160,000 000	U S TREAS NTS	12/19/2012	3/2/2012	173,668.75	174,587.50	(918.75)
2,343.290	GNMA POOL #MA0007	12/20/2012	6/29/2012	2,343.29	2,480.96	(137.67)
6,084.760	GNMA POOL #005280	12/20/2012	3/16/2012	6,084.76	6,529.71	(444.95)
3,866.520	GNMA POOL #005331	12/20/2012	5/11/2012	3,866.52	4,090.36	(223.84)
4,307 410	GNMA POOL #005332	12/20/2012	8/27/2012	4,307.41	4,722.67	(415.26)
3,858.730	GNMA POOL #005083	12/20/2012	7/30/2012	3,858.73	4,296.45	(437.72)
8,847.710	GNMA POOL #005115	12/20/2012	9/7/2012	8,847.71	9,793.31	(945.60)
2,661.480	GNMA POOL #MA0007	12/31/2012	6/29/2012	2,661.48	2,817.84	(156.36)
2,097.880	GNMA POOL #MA0220	12/31/2012	12/18/2012	2,097.88	2,276.20	(178.32)
736.210	GNMA POOL #MA0317	12/31/2012	12/18/2012	736.21	780.96	(44 75)
5,632.160	GNMA POOL #005280	12/31/2012	3/16/2012	5,632.16	6,044.01	(411.85)
4,405.470	GNMA POOL #005331	12/31/2012	5/11/2012	4,405.47	4,660.51	(255.04)
4,510.640	GNMA POOL #005332	12/31/2012	8/27/2012	4,510 64	4,945.49	(434.85)
4,589.710	GNMA POOL #005083	12/31/2012	7/30/2012	4,589.71	5,110.36	(520.65)
8,550.870	GNMA POOL #005115	12/31/2012	9/7/2012	8,550.87	9,464.74	(913.87)
11,799 330	FHLMCG POOL #G06385	3/15/2013	2/6/2013	11,799.33	12,802.27	(1,002.94)

THE WILLEM DE KOONING FOUNDATION
EIN: 13-4151973
FORM 990-PF - PART IV SCHEDULE
GAINS (LOSSES) ON SALES OF SECURITIES
FYE: 6/30/2013

QUANITY	DESCRIPTION	DATE SOLD	DATE ACQUIRED	PROCEEDS	COST BASIS	NET GAIN (LOSS)
SHORT TERM:						
13,386.270	FHLMCG POOL #G06385	4/15/2013	2/6/2013	13,386 27	14,524.10	(1,137.83)
13,540.830	FHLMCG POOL #G06385	5/15/2013	2/6/2013	13,540.83	14,691.80	(1,150.97)
11,477 300	FHLMCG POOL #G06385	6/15/2013	2/6/2013	11,477.30	12,452.87	(975.57)
3,240.240	FNMA POOL #AE0949	5/25/2013	4/2/2013	3,240.24	3,465.03	(224.79)
3,474.450	FNMA POOL #AE0949	6/25/2013	4/2/2013	3,474.45	3,715.49	(241.04)
8,307.900	FNMA POOL #AE7758	3/25/2013	2/6/2013	8,307.90	8,807.67	(499 77)
8,266.770	FNMA POOL #AE7758	4/25/2013	2/6/2013	8,266.77	8,764.07	(497.30)
6,230 520	FNMA POOL #AE7758	5/25/2013	2/6/2013	6,230.52	6,605.32	(374.80)
6,638.390	FNMA POOL #AE7758	6/25/2013	2/6/2013	6,638.39	7,037.73	(399.34)
2,476.520	GNMA POOL #MA0007	1/31/2013	6/29/2012	2,476 52	2,622.02	(145.50)
2,801.240	GNMA POOL #MA0007	3/20/2013	6/29/2012	2,801.24	2,965.81	(164.57)
3,228.620	GNMA POOL #MA0007	4/20/2013	6/29/2012	3,228 62	3,418.30	(189.68)
3,432.540	GNMA POOL #MA0007	5/20/2013	6/29/2012	3,432.54	3,634.20	(201.66)
3,277.440	GNMA POOL #MA0007	6/20/2013	6/29/2012	3,277.44	3,469.99	(192.55)
2,768.960	GNMA MA POOL #MA0220	1/31/2013	12/18/2012	2,768.96	3,004.32	(235.36)
2,044.430	GNMA MA POOL #MA0220	3/20/2013	12/18/2012	2,044.43	2,218.21	(173.78)
2,068.620	GNMA MA POOL #MA0220	4/20/2013	12/18/2012	2,068.62	2,244.45	(175.83)
2,253.050	GNMA MA POOL #MA0220	5/20/2013	12/18/2012	2,253.05	2,444 56	(191.51)
2,635.360	GNMA MA POOL #MA0220	6/20/2013	12/18/2012	2,635 36	2,859.37	(224.01)
1,373.160	GNMA POOL #MA0317	1/31/2013	1/15/2013	1,373.16	1,454.64	(81.48)
1,693.760	GNMA POOL #MA0317	3/20/2013	1/15/2013	1,693 76	1,794.26	(100 50)
1,484.730	GNMA POOL #MA0317	4/20/2013	1/15/2013	1,484 73	1,572.83	(88 10)
1,624.600	GNMA POOL #MA0317	5/20/2013	1/15/2013	1,624.69	1,721.09	(96 40)
2,006.420	GNMA POOL #MA0317	6/20/2013	1/15/2013	2,006.42	2,125.46	(119.04)
5,794.570	GNMA POOL #005280	1/31/2013	3/6/2012	5,794.57	6,218.30	(423.73)
4,175.490	GNMA POOL #005331	1/31/2013	5/11/2012	4,175.49	4,417.21	(241.72)
3,696.680	GNMA POOL #005331	3/20/2013	5/11/2012	3,696.68	3,910.68	(214.00)
3,940.850	GNMA POOL #005331	4/20/2013	5/11/2012	3,940.85	4,168.99	(228.14)
4,805.220	GNMA POOL #005332	1/31/2013	8/27/2012	4,805.22	5,268.47	(463.25)
4,095.420	GNMA POOL #005332	3/20/2013	8/27/2012	4,095 42	4,490.24	(394.82)
3,939.000	GNMA POOL #005332	4/20/2013	8/27/2012	3,939.00	4,318.74	(379.74)
3,777.330	GNMA POOL #005332	5/20/2013	8/27/2012	3,777.33	4,141.49	(364.16)
3,815.870	GNMA POOL #005332	6/20/2013	8/27/2012	3,815.87	4,183.74	(367.87)
6,765.270	GNMA POOL #004977	3/20/2013	2/7/2013	6,765.27	7,332.92	(567.65)
6,945.880	GNMA POOL #004977	4/20/2013	2/7/2013	6,945.88	7,528.68	(582.80)
6,884.630	GNMA POOL #004977	5/20/2013	2/7/2013	6,884.63	7,462.29	(577.66)
5,760.840	GNMA POOL #004977	6/20/2013	2/7/2013	5,760.84	6,244.21	(483.37)
4,857.430	GNMA POOL #005083	1/31/2013	7/30/2012	4,857.43	5,408.44	(551.01)
4,698.680	GNMA POOL #005083	3/20/2013	7/30/2012	4,698.68	5,231.69	(533.01)
4,685.030	GNMA POOL #005083	4/20/2013	7/30/2012	4,685.03	5,216.49	(531.46)
5,018.960	GNMA POOL #005083	5/20/2013	7/30/2012	5,018.96	5,588.30	(569.34)
3,888.960	GNMA POOL #005083	6/20/2013	7/30/2012	3,888 96	4,330.11	(441.15)
9,392.670	GNMA POOL #005115	1/31/2013	9/7/2012	9,392.67	10,396.51	(1,003.84)
8,209.930	GNMA POOL #005115	3/20/2013	9/7/2012	8,209.93	9,087.37	(877.44)
8,384.800	GNMA POOL #005115	4/20/2013	9/7/2012	8,384.80	9,280.93	(896.13)
8,734.610	GNMA POOL #005115	5/20/2013	9/7/2012	8,734.61	9,668.12	(933.51)

THE WILLEM DE KOONING FOUNDATION
EIN: 13-4151973
FORM 990-PF - PART IV SCHEDULE
GAINS (LOSSES) ON SALES OF SECURITIES
FYE: 6/30/2013

QUANITY	DESCRIPTION	DATE SOLD	DATE ACQUIRED	PROCEEDS	COST BASIS	NET GAIN (LOSS)
SHORT TERM:						
8,306.790	GNMA POOL #005115	6/20/2013	9/7/2012	8,306 79	9,194.58	(887 79)
160,000.000	METROPOLITAN TRANSN	5/20/2013	6/29/2012	183,110.40	176,689 80	6,420.60
160,000.000	MET TRANSPRTN AUTH	6/6/2013	7/13/2012	186,380.80	185,031.40	1,349.40
150,000.000	NORTH EAST TX INDEP	2/8/2013	7/27/2012	182,527.50	182,190.62	336.88
160,000.000	OHIO STATE	5/21/2013	6/13/2012	192,084.80	187,861.63	4,223.17
150,000.000	PENNSYLVANIA ST	5/21/2013	8/9/2012	179,947.50	178,476.25	1,471.25
1,500,000.000	U S TREAS BILLS	1/17/2013	12/31/2012	1,499,990.61	1,499,990.61	-
100,000.000	U S TREAS BILLS	4/2/2013	3/28/2013	99,998.96	99,999.31	(0.35)
200,000.000	U S TREAS BILLS	4/3/2013	3/28/2013	199,998.19	199,998.61	(0.42)
200,000.000	U S TREAS BILLS	4/11/2013	3/28/2013	199,998.61	199,998.61	-
	TOTAL SHORT TERM			4,146,250.01	4,158,687.24	(12,437.23)

THE WILLEM DE KOONING FOUNDATION
EIN: 13-4151973
FORM 990-PF - PART IV SCHEDULE
GAINS (LOSSES) ON SALES OF SECURITIES
FYE: 6/30/2013

QUANITY	DESCRIPTION	DATE SOLD	DATE ACQUIRED	PROCEEDS	COST BASIS	NET GAIN (LOSS)
LONG TERM:						
400,000.000	FEDERAL HOME LOAN BANK	7/1/2012	5/17/2011	403,098.00	400,216.00	2,882.00
2,214.990	GNMA POOL #724221	7/15/2012	6/2/2010	2,214.99	2,279.71	(64.72)
200,000.000	FEDERAL HOME LOAN BANK	7/20/2012	5/17/2011	201,755.60	200,108.00	1,647.60
2,751.980	GNMA POOL #003976	7/20/2012	4/29/2011	2,751.98	3,046.96	(294.98)
3,179.350	GNMA POOL #004291	7/20/2012	8/3/2010	3,179.35	3,495.30	(315.95)
6,042.780	GNMA POOL #004747	7/20/2012	VARIOUS	6,042.78	6,466.99	(424.21)
2,284.300	GNMA POOL #005017	7/20/2012	4/29/2011	2,284.30	2,384.24	(99.94)
5,407.100	FNMA POOL #190363	7/25/2012	5/19/2010	5,407.10	5,767.86	(360.76)
6,147.910	FNMA REMIC SER 200	7/25/2012	1/24/2008	6,147.91	6,309.29	(161.38)
4,515.000	FNMA POOL #745355	7/25/2012	5/14/2010	4,515.00	4,735.11	(220.11)
5,484.990	FNMA POOL #889323	7/25/2012	6/30/2012	5,484.99	5,957.23	(472.24)
5,214.960	FNMA POOL #889692	7/25/2012	5/25/2011	5,214.96	5,638.68	(423.72)
4,246.320	FNMA POOL #963148	7/25/2012	5/31/2011	4,246.32	4,603.94	(357.62)
5,373.360	GNMA POOL #724221	8/15/2012	6/2/2010	5,373.36	5,530.36	(157.00)
3,080.940	GNMA POOL #003976	8/20/2012	4/29/2011	3,080.94	3,411.18	(330.24)
3,305.250	GNMA POOL #004291	8/20/2012	8/3/2010	3,305.25	3,633.71	(328.46)
6.076.570	GNMA POOL #004747	8/20/2012	VARIOUS	6,076.57	6,503.15	(426.58)
2,477.520	GNMA POOL #005017	8/20/2012	4/29/2011	2,477 52	2,585.91	(108.39)
2,102.550	GNMA POOL #005083	8/20/2012	8/4/2011	2,102.55	2,309 55	(207.00)
6,214.870	FNMA POOL #190363	8/25/2012	5/19/2010	6,214.87	6,629.52	(414.65)
8,034.040	FNMA REMIC SER 200	8/25/2012	1/24/2008	8,034.04	8.244.93	(210.89)
4,901.550	FNMA POOL #745355	8/25/2012	5/14/2010	4,901.51	5,140.46	(238.95)
6,110.380	FNMA POOL #889323	8/25/2012	6/30/2010	6,110.38	6,636 45	(526.07)
5,254.230	FNMA POOL #889692	8/25/2012	5/25/2011	5,254.23	5,681.14	(426.91)
5,978.510	FNMA POOL #963148	8/25/2012	5/31/2011	5,978.51	6,482.01	(503.50)
150,000 000	BERKSHIRE HATHAWAY	8/30/2012	5/5/2011	156,862.50	162,544.50	(5,682.00)
150,000.000	FEDERAL HOME LOAN BANK	9/10/2012	5/17/2011	151,189.35	150,081.00	1,108.35
947.890	GNMA POOL #367098	9/15/2012	9/12/2011	947.89	1,013.80	(65.91)
3,445.710	GNMA POOL #724221	9/15/2012	6/2/2010	3,445.71	3,546.39	(100.68)
3,186.310	GNMA POOL #003976	9/20/2012	4/29/2011	3,186.31	3,527.84	(341.53)
3,576.990	GNMA POOL #004291	9/20/2012	8/3/2010	3.576.99	3,932.45	(355.46)
6,236.710	GNMA POOL #004747	9/20/2012	VARIOUS	6,236.71	6,674.53	(437.82)
3,697.060	GNMA POOL #004922	9/20/2012	8/26/2011	3,697.06	3,914.84	(217.78)
2,761.000	GNMA POOL #005017	9/20/2012	4/29/2011	2,761.00	2,881.79	(120.79)
1,713.990	GNMA POOL #005083	9/20/2012	8/4/2011	1,713.99	1,882.98	(168.99)
2,247.191	VANGUARD INDEX TR TOTAL	9/20/2012	3/22/2011	82,000.00	73,325.84	8,674.16
5,645 760	FNMA POOL #190363	9/25/2012	5/19/2010	5,645.76	6.022.44	(376.68)
4,135 870	FNMA REMIC SER 200	9/25/2012	1/24/2008	4,135.87	4,244.44	(108.57)
4,536.570	FNMA POOL #745355	9/25/2012	5/14/2010	4,536.57	4,757.73	(221.16)
7,767.670	FNMA POOL #889323	9/25/2012	6/30/2010	7,767.67	8,436.42	(668.75)
5,843.750	FNMA POOL #889692	9/25/2012	5/25/2011	5,843.75	6,318.55	(474.80)
5,186.530	FNMA POOL #963148	9/25/2012	5/31/2011	5,186.53	5,623.33	(436.80)
2,496 970	GNMA POOL #367098	10/15/2012	9/12/2011	2,496.97	2,670.59	(173.62)
2,099.730	GNMA POOL #724221	10/15/2012	6/2/2010	2,099 73	2,161.08	(61.35)
150,000.000	FEDERAL HOME LOAN BANK	10/19/2012	5/17/2011	151,086.30	150,081.00	1,005.30
3,514 890	GNMA POOL #003976	10/20/2012	4/29/2011	3,514.89	3,891.64	(376.75)

THE WILLEM DE KOONING FOUNDATION
EIN: 13-4151973
FORM 990-PF - PART IV SCHEDULE
GAINS (LOSSES) ON SALES OF SECURITIES
FYE: 6/30/2013

QUANITY	DESCRIPTION	DATE SOLD	DATE ACQUIRED	PROCEEDS	COST BASIS	NET GAIN (LOSS)
LONG TERM:						
3,564.560	GNMA POOL #004291	10/20/2012	8/3/2010	3,564.56	3,918.79	(354.23)
6,409.690	GNMA POOL #004747	10/20/2012	VARIOUS	6,409.69	6,859.66	(449.97)
3,708.260	GNMA POOL #004922	10/20/2012	8/26/2011	3,708.26	3,926 70	(218.44)
2,424.580	GNMA POOL #005017	10/20/2012	4/29/2011	2,424.58	2,530.65	(106.07)
1,607.680	GNMA POOL #005083	10/20/2012	8/4/2011	1,607.68	1,766.19	(158.51)
5,378.980	FNMA POOL #190363	10/25/2012	5/19/2010	5,378.98	5,737.86	(358.88)
4,321.980	FNMA POOL #745355	10/25/2012	5/14/2010	4,321.98	4,532.68	(210.70)
6,467.900	FNMA POOL #889323	10/25/2012	6/30/2010	6,467.90	7,024.75	(556.85)
4,311.240	FNMA POOL #889692	10/25/2012	5/25/2011	4,311.24	4,661.53	(350.29)
4,062.770	FNMA POOL #963148	10/25/2012	5/31/2011	4,062.77	4,404.93	(342.16)
1,578.620	GNMA POOL #367098	11/15/2012	9/12/2011	1,578.62	1,688.38	(109.76)
556.150	GNMA POOL #724221	11/15/2012	6/2/2010	556.15	572.40	(16.25)
2,571.960	GNMA POOL #003976	11/20/2012	4/29/2011	2,571.96	2,847.64	(275.68)
3,700.660	GNMA POOL #004291	11/20/2012	8/3/2010	3,700.66	4,068.41	(367.75)
8,120.600	GNMA POOL #004747	11/20/2012	VARIOUS	8,120.60	8,690.67	(570.07)
4,066.470	GNMA POOL #004922	11/20/2012	8/26/2011	4,066.47	4,306.01	(239.54)
3,028.060	GNMA POOL #005017	11/20/2012	4/29/2011	3,028.06	3,160.54	(132.48)
2,460.520	GNMA POOL #005083	11/20/2012	8/4/2011	2,460.52	2,703.11	(242.59)
200,000.000	INDIANA BD BK REV	11/20/2012	5/18/2011	203,788.00	203,734.90	53.10
5,704.720	FNMA POOL #190363	11/25/2012	5/19/2010	5,704.72	6,085.33	(380.61)
5,032.580	FNMA POOL #745355	11/25/2012	5/14/2010	5,032.58	5,277.92	(245.34)
6,180.310	FNMA POOL #889323	11/25/2012	6/30/2010	6,180 31	6,712 40	(532.09)
5,048.300	FNMA POOL #889692	11/25/2012	5/25/2011	5,048.30	5,458 47	(410 17)
5,098.420	FNMA POOL #963148	11/25/2012	5/31/2011	5,098.42	5,527.80	(429.38)
180,000.000	LOWER COLO RIV AUTH	11/27/2012	10/6/2011	205,203.60	198,612.47	6,591.13
2,341.220	GNMA POOL #367098	12/15/2012	9/12/2011	2,341 22	2,504.01	(162.79)
2,009.900	GNMA POOL #724221	12/15/2012	6/2/2010	2,009.90	2,068.63	(58.73)
145,000 000	PEPSICO INC	12/18/2012	1/12/2010	152,152.85	145,601.75	6,551.10
2,179.440	GNMA POOL #003976	12/20/2012	4/29/2011	2,179.44	2,413 05	(233 61)
3,021.260	GNMA POOL #004291	12/20/2012	8/3/2010	3,021.26	3,321.50	(300.24)
7,132.470	GNMA POOL #004747	12/20/2012	VARIOUS	7,132.47	7,633.18	(500.71)
4,542 890	GNMA POOL #004922	12/20/2012	8/26/2011	4,542.89	4,810.49	(267.60)
2,963.640	GNMA POOL #005017	12/20/2012	4/29/2011	2,963.64	3,093.30	(129.66)
1,837.490	GNMA POOL #005083	12/20/2012	8/4/2011	1,837.49	2,018 65	(181.16)
7,215.560	FNMA POOL #190363	12/25/2012	5/19/2010	7,215.56	7,696.97	(481.41)
4,341.050	FNMA POOL #745355	12/25/2012	5/14/2010	4,341 05	4,552.68	(211.63)
5,243.670	FNMA POOL #889323	12/25/2012	6/30/2010	5.243.67	5,695.12	(451.45)
4,248.930	FNMA POOL #889692	12/25/2012	5/25/2011	4,248 93	4,594.16	(345.23)
3,661.880	FNMA POOL #963148	12/25/2012	5/31/2011	3,661.88	3,970.28	(308.40)
5,987.050	FNMA POOL #190363	12/31/2012	5/19/2010	5,987 05	6,386.50	(399.45)
4,520.620	FNMA POOL #745355	12/31/2012	5/14/2010	4,520.62	4,741.00	(220.38)
5,042.380	FNMA POOL #889323	12/31/2012	6/30/2010	5,042.38	5,476.50	(434.12)
4,698.260	FNMA POOL #889692	12/31/2012	5/25/2011	4,698.26	5,079.99	(381.73)
5,263.660	FNMA POOL #963148	12/31/2012	5/31/2011	5,263.66	5,706.96	(443.30)
2,378.980	GNMA POOL #003976	12/31/2012	4/29/2011	2,378.98	2,633.98	(255.00)
2,866.080	GNMA POOL #004291	12/31/2012	8/3/2010	2,866.08	3,150.90	(284.82)

THE WILLEM DE KOONING FOUNDATION
EIN: 13-4151973
FORM 990-PF - PART IV SCHEDULE
GAINS (LOSSES) ON SALES OF SECURITIES
FYE: 6/30/2013

QUANITY	DESCRIPTION	DATE SOLD	DATE ACQUIRED	PROCEEDS	COST BASIS	NET GAIN (LOSS)
LONG TERM:						
6,743.290	GNMA POOL #004747	12/31/2012	VARIOUS	6,743.29	7,216.68	(473.39)
4,692 200	GNMA POOL #004922	12/31/2012	8/26/2011	4,696.20	4,972.84	(276.64)
3,442.100	GNMA POOL #005017	12/31/2012	4/29/2011	3,442 10	3,592.69	(150.59)
2,185 580	GNMA POOL #005083	12/31/2012	8/4/2011	2,185.58	2,401 06	(215.48)
2,855.030	GNMA POOL #367098	12/31/2012	9/12/2011	2,855.03	3,053.54	(198.51)
4,630.300	GNMA POOL #724221	12/31/2012	6/2/2010	4,630.30	4,765.59	(135.29)
280,000.000	ASIAN DEV BK	3/6/2013	5/18/2011	341,230.40	328,406.40	12,824.00
180,000.000	CLEVELAND OHIO WRT	5/20/2013	9/22/2011	193,251.60	192,126.82	1,124.78
260,000.000	FEDL HOME LOAN BANKS	6/13/2013	3/6/2012	284,427.00	292,398.60	(7,971.60)
4,837.020	FNMA POOL #190363	2/25/2013	5/19/2010	4,837.02	5,159.74	(322.72)
4,259.330	FNMA POOL #190363	3/25/2013	5/19/2010	4,259.33	4,543.51	(284.18)
4,426.680	FNMA POOL #190363	4/25/2013	5/19/2010	4,426.68	4,722.02	(295.34)
4,978.880	FNMA POOL #190363	5/25/2013	5/19/2010	4,978.88	5,311.06	(332.18)
5,127.490	FNMA POOL #190363	6/25/2013	5/19/2010	5,127.49	5,469.59	(342.10)
4,460.970	FNMA POOL #745355	2/25/2013	5/14/2010	4,460.97	4,678.44	(217.47)
3,716.120	FNMA POOL #745355	3/25/2013	5/14/2010	3,716.12	3,897 28	(181.16)
3,796.890	FNMA POOL #745355	4/25/2013	5/14/2010	3,796.89	3,981.99	(185.10)
4,017 050	FNMA POOL #745355	5/25/2013	5/14/2010	4,017.05	4,212.88	(195 83)
3,844.160	FNMA POOL #745355	6/25/2013	5/14/2010	3,844.16	4,031.56	(187.40)
5,076.410	FNMA POOL #889323	2/25/2013	6/30/2010	5,076.41	5,513.46	(437.05)
3,962.130	FNMA POOL #889323	3/25/2013	6/30/2010	3,962.13	4,303.24	(341.11)
3,616.520	FNMA POOL #889323	4/25/2013	6/30/2010	3,616.52	3,927.88	(311.36)
5,357 540	FNMA POOL #889323	5/25/2013	6/30/2010	5,357.54	5,818 79	(461.25)
4,129 450	FNMA POOL #889323	6/25/2013	6/30/2010	4,129.45	4,484.97	(355.52)
4,211.770	FNMA POOL #889692	2/25/2013	5/25/2011	4,211.77	4,553.98	(342.21)
3,489.620	FNMA POOL #889692	3/25/2013	5/25/2011	3,489.62	3,773.15	(283.53)
3,748 940	FNMA POOL #889692	4/25/2013	5/25/2011	3,748.94	4,053.54	(304.60)
4,101.850	FNMA POOL #889692	5/25/2013	5/25/2011	4,101.85	4,435.13	(333.28)
3,981.270	FNMA POOL #889692	6/25/2013	5/25/2011	3,981.27	4,304.75	(323.48)
3,968 150	FNMA POOL #963148	2/25/2013	5/31/2011	3,968.15	4,302.34	(334.19)
3,253.520	FNMA POOL #963148	3/25/2013	5/31/2011	3,253.52	3,527.53	(274.01)
5,381.710	FNMA POOL #963148	4/25/2013	5/31/2011	5,381 71	5,834.95	(453.24)
3,053.910	FNMA POOL #963148	5/25/2013	5/31/2011	3,053.91	3,311.11	(257.20)
1,215 500	FNMA POOL #963148	6/25/2013	5/31/2011	1,215.50	1,317.87	(102.37)
2,460 540	GNMA POOL #003976	1/31/2013	4/29/2011	2,460.54	2,724.28	(263.74)
2,296.760	GNMA POOL #003976	3/20/2013	4/29/2011	2,296.76	2,542.94	(246.18)
2,168.210	GNMA POOL #003976	4/20/2013	4/29/2011	2,168.21	2,400.62	(232.41)
2,595.260	GNMA POOL #003976	5/20/2013	4/29/2011	2,595.26	2,873.44	(278.18)
2,182.640	GNMA POOL #003976	6/20/2013	4/29/2011	2,182.64	2,416.59	(233.95)
3,538.210	GNMA POOL #004291	1/31/2013	8/3/2010	3,538.21	3,889.82	(351.61)
3,094.920	GNMA POOL #004291	3/20/2013	8/3/2010	3,094.92	3,402.48	(307.56)
2,875.380	GNMA POOL #004291	4/20/2013	8/3/2010	2,875 38	3,161.12	(285.74)
2,946.820	GNMA POOL #004291	5/20/2013	8/3/2010	2,946.82	3,239.66	(292.84)
2,281.160	GNMA POOL #004291	6/20/2013	8/3/2010	2,281.16	2,507 85	(226.69)
4,909.050	GNMA POOL #005280	3/20/2013	3/16/2012	4,909.05	5,268.02	(358.97)
4,704.700	GNMA POOL #005280	4/20/2013	3/16/2012	4,704.70	5,048.73	(344.03)

THE WILLEM DE KOONING FOUNDATION
EIN: 13-4151973
FORM 990-PF - PART IV SCHEDULE
GAINS (LOSSES) ON SALES OF SECURITIES
FYE: 6/30/2013

QUANITY	DESCRIPTION	DATE SOLD	DATE ACQUIRED	PROCEEDS	COST BASIS	NET GAIN (LOSS)
LONG TERM:						
4,420.240	GNMA POOL #005280	5/20/2013	3/16/2012	4,420.24	4,743.47	(323 23)
4,131.870	GNMA POOL #005280	6/20/2013	3/16/2012	4,131.87	4,434.01	(302.14)
3,706.270	GNMA POOL #005331	5/20/2013	5/11/2012	3,706 27	3,920.83	(214.56)
4,443.030	GNMA POOL #005331	6/20/2013	5/11/2012	4,443.03	4,700.24	(257.21)
6,800.920	GNMA POOL #004747	1/31/2013	4/29/2011	6,800 92	7,278.35	(477 43)
7,161.740	GNMA POOL #004747	3/20/2013	4/29/2011	7,161.74	7,664.50	(502.76)
7,244.830	GNMA POOL #004747	4/20/2013	4/29/2011	7,244.83	7,753.42	(508.59)
8,823.680	GNMA POOL #004747	5/20/2013	4/29/2011	8,823.68	9,443.12	(619.44)
6,747.830	GNMA POOL #004747	6/20/2013	4/29/2011	6,747.83	7,221.54	(473.71)
4,178.500	GNMA POOL #004922	1/31/2013	8/26/2011	4,178.50	4,424.64	(246.14)
3,776.910	GNMA POOL #004922	3/20/2013	8/26/2011	3,776.91	3,999.39	(222.48)
3,739 690	GNMA POOL #004922	4/20/2013	8/26/2011	3,739.69	3,959.98	(220.29)
3,746.370	GNMA POOL #004922	5/20/2013	8/26/2011	3,746.37	3,967.05	(220 68)
3,681.630	GNMA POOL #004922	6/20/2013	8/26/2011	3,681.63	3,898 50	(216.87)
3,468.550	GNMA POOL #005017	1/31/2013	4/29/2011	3,468.55	3,620.30	(151.75)
2,893.160	GNMA POOL #005017	3/20/2013	4/29/2011	2,893 16	3,019.74	(126.58)
3,390.040	GNMA POOL #005017	4/20/2013	4/29/2011	3,390.04	3,538.35	(148.31)
3,306.910	GNMA POOL #005017	5/20/2013	4/29/2011	3,306.91	3,451.59	(144.68)
3,152.220	GNMA POOL #005017	6/20/2013	4/29/2011	3,152.22	3,290.13	(137.91)
2,313 060	GNMA POOL #005083	1/31/2013	8/4/2011	2,313.06	2,541.11	(228.05)
2,237.470	GNMA POOL #005083	3/20/2013	8/4/2011	2,237.47	2,458.07	(220.60)
2,230.970	GNMA POOL #005083	4/20/2013	8/4/2011	2,230.97	2,450.93	(219 96)
2,389.980	GNMA POOL #005083	5/20/2013	8/4/2011	2,389.98	2,625.62	(235.64)
1,851.890	GNMA POOL #005083	6/20/2013	8/4/2011	1,851.89	2,034.47	(182.58)
5,537.770	GNMA POOL #367098	1/31/2013	9/12/2011	5,537.77	5,922.82	(385 05)
3,596.230	GNMA POOL #367098	3/15/2013	9/12/2011	3,596.23	3,846.28	(250.05)
1,946.100	GNMA POOL #367098	4/15/2013	9/12/2011	1,946.10	2,081.41	(135.31)
2,114.750	GNMA POOL #367098	5/15/2013	9/12/2011	2,114.75	2,261.79	(147.04)
3,285.390	GNMA POOL #367098	6/15/2013	9/12/2011	3,285.39	3,513.83	(228.44)
5,175.040	GNMA POOL #724221	1/31/2013	6/2/2010	5,175.04	5,326 25	(151 21)
1,953.880	GNMA POOL #724221	3/15/2013	6/2/2010	1,953.88	2,010.97	(57 09)
3,510.780	GNMA POOL #724221	4/15/2013	6/2/2010	3,510 78	3,613.36	(102.58)
6,549.330	GNMA POOL #724221	5/15/2013	6/2/2010	6,549.33	6,740.69	(191 36)
3,628.360	GNMA POOL #724221	6/15/2013	6/2/2010	3,628.36	3,734.38	(106.02)
100,000.000	GENL ELEC CAP CORP	3/20/2013	8/4/2011	103,464.00	100,605.00	2,859.00
90,000.000	GENL ELEC CAP CORP	3/20/2013	6/3/2010	97,124.40	95,464.80	1,659.60
170,000.000	JPMORGAN CHASE & CO	6/5/2013	2/17/2011	179,814.10	169,649.80	10,164.30
150,000.000	TENNESSEE VALLEY AUTH	5/10/2013	8/5/2011	162,544.50	168,540.00	(5,995 50)
100,000.000	U S TREAS NTS	5/3/2013	3/2/2012	108,136.72	109,117.18	(980 46)
280,000.000	U S TREAS NTS	5/17/2013	5/16/2012	289,581.25	290,271.25	(690.00)
	TOTAL LONG TERM			4,116,558.84	4,126,310.34	(9,751.50)