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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
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. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation CY TWOMBLY FOUNDATION		A Employer identification number 20-2572529
Number and street (or P O box number if mail is not delivered to street address) PO BOX 5034	Room/suite	B Telephone number (see instructions) (212) 848-9866
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 101855034		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,541,452,016	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	227,136	227,136		
	4 Dividends and interest from securities.	358,833	358,833		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	7,021,790			
	b Gross sales price for all assets on line 6a 37,206,653				
	7 Capital gain net income (from Part IV, line 2)		11,521,790		
	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)	60,677	60,677			
12 Total. Add lines 1 through 11	7,668,436	12,168,436			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	280,084	28,008		252,076
	b Accounting fees (attach schedule)	71,882	7,188		64,694
	c Other professional fees (attach schedule)	233,524	37,451		196,073
	17 Interest	26,476	25,830		646
	18 Taxes (attach schedule) (see instructions)	5,624	691		4,933
	19 Depreciation (attach schedule) and depletion	2,107	0		
	20 Occupancy	150,004	11,245		138,759
	21 Travel, conferences, and meetings	163,977	15,894		148,083
	22 Printing and publications				
	23 Other expenses (attach schedule)	5,565,177	4,343,775		1,221,402
	24 Total operating and administrative expenses. Add lines 13 through 23	6,498,855	4,470,082		2,026,666
	25 Contributions, gifts, grants paid	1,000,000			1,000,000
26 Total expenses and disbursements. Add lines 24 and 25	7,498,855	4,470,082		3,026,666	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	169,581				
b Net investment income (if negative, enter -0-)		7,698,354			
c Adjusted net income (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,444,354	95,872	95,872		
	2	Savings and temporary cash investments	29,093,972	22,395,711	22,395,711		
	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)	0 <input type="checkbox"/>	1,852,449	1,833,614		
	b	Investments—corporate stock (attach schedule)	0 <input type="checkbox"/>	25,483,006	26,514,607		
	c	Investments—corporate bonds (attach schedule)	10,772,010 <input type="checkbox"/>	12,824,051	12,832,211		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	22,500,000 <input type="checkbox"/>	10,836,552	13,002,529		
	14	Land, buildings, and equipment basis ▶ _____ 29,868,659 Less accumulated depreciation (attach schedule) ▶ 3,926	28,449,234 <input type="checkbox"/>	29,864,733	29,864,733		
15	Other assets (describe ▶ _____)	<input type="checkbox"/> 1,450,725,477	<input type="checkbox"/> 1,434,732,241	<input type="checkbox"/> 1,434,912,739			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,542,985,047	1,538,084,615	1,541,452,016			
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 ▶ _____)	<input type="checkbox"/> 5,320,000	<input type="checkbox"/> 250,000			
23	Total liabilities (add lines 17 through 22)	5,320,000	250,000				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	0	0			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0			
	29	Retained earnings, accumulated income, endowment, or other funds	1,537,665,047	1,537,834,615			
30	Total net assets or fund balances (see page 17 of the instructions)	1,537,665,047	1,537,834,615				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,542,985,047	1,538,084,615				

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	1,537,665,047
2	Enter amount from Part I, line 27a	2	169,581
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	1,537,834,628
5	Decreases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	5	13
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,537,834,615

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)
1a	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
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	11,521,790
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	

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))
2012	30,954,681	64,077,122	0.483085
2011	5,152,694	29,312,451	0.175785
2010	199,498	4,226,727	0.047199
2009	159,873	3,107,533	0.051447
2008	99,709	2,024,908	0.049241
2	Total of line 1, column (d).		2 0.806757
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 0.161351
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 58,125,743
5	Multiply line 4 by line 3.		5 9,378,647
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 76,984
7	Add lines 5 and 6.		7 9,455,631
8	Enter qualifying distributions from Part XII, line 4.		8 3,026,666

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 <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	153,967
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	0
3	Add lines 1 and 2.	3	153,967
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	153,967
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	137,463
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	137,463
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	16,504
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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)? <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>	1b	No
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 <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>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation .</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VII-A Statements Regarding Activities (continued)

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 N/A
14 The books are in care of DAVID R BAUM Telephone no (212) 768-6925
Located at 1221 AVENUE OF THE AMERICAS NEW YORK NY ZIP +4 100201089
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
16 At any time during calendar year 2013, 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 Yes No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country IT

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.
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 2013? 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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 2013 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 2013.). 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 2013? 4b No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p>	
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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
NICOLA DEL ROSCIO C/O WITHERS BERGMANLLP430 PARK AVENUE NEW YORK, NY 100223528	PRESIDENT 50 00	0	0	0
THOMAS H SALIBA C/O WITHERS BERGMANLLP430 PARK AVENUE NEW YORK, NY 100223528	VICE PRESIDENT/TREASURER 30 00	0	0	0
RALPH E LERNER ESQ C/O WITHERS BERGMANLLP430 PARK AVENUE NEW YORK, NY 100223528	VICE PRESIDENT/SECRETARY 30 00	0	0	0
JULIE SYLVESTER C/O WITHERS BERGMANLLP430 PARK AVENUE NEW YORK, NY 100223528	DIRECTOR 50 00	0	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
NONE				

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
YUMIKA SAITO VIA AVENTINA 35 ROME 00153 IT	CONSULTING SERVICES	136,905
VIOREL GRASU VIA DEL CASTELLO 13 GAETA 04024 IT	WAREHOUSE MANAGEMENT FEES	113,169
WITHERS BERGMAN LLP 157 CHURCH STREET NEW HAVEN, CT 06510	LEGAL SERVICES	101,838
LH FRISHKOFF & CO LLP 529 FIFTH AVENUE 9TH FL NEW YORK, NY 10017	ACCOUNTING SERVICE	71,882
ELEONORA DI ERASMO VIA TELEGONO 6 ROME 00175 IT	CONSULTING SERVICES	47,107
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	
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		
Total. Add lines 1 through 3		0

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	25,003,566
b	Average of monthly cash balances.	1b	34,007,341
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	59,010,907
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	59,010,907
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	885,164
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	58,125,743
6	Minimum investment return. Enter 5% of line 5.	6	2,906,287

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	2,906,287
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	153,967
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	153,967
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,752,320
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,752,320
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,752,320

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	3,026,666
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	
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	3,026,666
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	3,026,666

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,752,320
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.	2,736			
c From 2010.				
d From 2011.	5,047,545			
e From 2012.	27,883,205			
f Total of lines 3a through e.	32,933,486			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>3,026,666</u>				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				2,752,320
e Remaining amount distributed out of corpus	274,346			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	33,207,832			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	33,207,832			
10 Analysis of line 9				
a Excess from 2009.	2,736			
b Excess from 2010.				
c Excess from 2011.	5,047,545			
d Excess from 2012.	27,883,205			
e Excess from 2013.	274,346			

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 2013, enter the date of the ruling.

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

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)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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))

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

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 <i>Paid during the year</i> WHITNEY MUSEUM OF AMERICAN ART 945 MADISON AVENUE NEW YORK, NY 10021	NONE	PUBLIC CHARITY	PROMOTING VISUAL ART IN UNITED STATES	1,000,000
Total ▶ 3a				1,000,000
b <i>Approved for future payment</i>				
Total ▶ 3b				0

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 (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.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
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.

Table with 4 columns: (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

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

Signature of officer or trustee: ***** Date: 2014-08-14 Title: *****

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

Paid Preparer Use Only section containing fields for Preparer's name (JOHN V PERNA), Signature, Date, Firm's name (LH FRISHKOFF & CO LLP), Firm's address (529 FIFTH AVE 9TH FLOOR NEW YORK, NY 100174608), Firm's EIN (13-1974820), and Phone no (212) 808-0070.

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
55 SHARES AIR PRODUCTS & CHEMICALS	P	2013-07-12	2013-07-30
75 SHARES BHP BILLITON	P	2013-07-12	2013-08-05
45 SHARES BHP BILLITON	P	2013-07-17	2013-08-05
600 SHARES BNP PARIBAS	P	2013-09-26	2013-10-01
150 SHARES BNP PARIBAS	P	2013-08-22	2013-10-01
170 SHARES COACH INC	P	2013-07-17	2013-10-22
180 SHARES COACH INC	P	2013-09-26	2013-10-22
100 SHARES COACH INC	P	2013-08-22	2013-10-22
80 SHARES COACH INC	P	2013-08-22	2013-10-23
85 SHARES DETROIT ENERGY	P	2013-07-17	2013-09-25
25 SHARES EMBRAER	P	2013-07-17	2013-08-29
25 SHARES EMBRAER	P	2013-07-17	2013-09-03
50 SHARES EMBRAER	P	2013-07-17	2013-09-04
80 SHARES EMBRAER	P	2013-07-17	2013-09-04
45 SHARES EMBRAER	P	2013-08-22	2013-09-04
100 SHARES EMBRAER	P	2013-08-22	2013-09-06
35 SHARES EMBRAER	P	2013-08-22	2013-09-09
390 SHARES ENI SPA	P	2013-09-24	2013-09-27
160 SHARES ENI SPA	P	2013-08-22	2013-09-27
100 SHARES ENI SPA	P	2013-08-22	2013-09-30
800 SHARES FANNIE MAE	P	2013-08-18	2013-09-16
900 SHARES FANNIE MAE	P	2013-08-18	2013-10-24
600 SHARES FANNIE MAE	P	2013-08-18	2013-11-13
90000 SHARES FEDERAL HOME LOAN	P	2013-11-15	2013-11-22
600 SHARES KON AHOLD	P	2013-07-17	2013-09-30
25 SHARES KON AHOLD	P	2013-07-17	2013-10-01
375 SHARES KON AHOLD	P	2013-08-22	2013-10-01
250 SHARES KON AHOLD	P	2013-08-22	2013-10-02
340 SHARES MARATHON OIL CORP	P	2013-07-17	2013-09-27
260 SHARES MARATHON OIL CORP	P	2013-08-22	2013-09-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
50 SHARES MARATHON OIL CORP	P	2013-08-22	2013-09-27
400 SHARES MICROSOFT INC	P	2013-07-17	2013-10-25
125 SHARES MICROSOFT INC	P	2013-07-17	2013-10-28
500 SHARES MICROSOFT INC	P	2013-08-22	2013-10-28
100 SHARES NORDEA BANK SWEDEN	P	2013-07-12	2013-08-05
175 SHARES NORDEA BANK SWEDEN	P	2013-07-17	2013-08-05
125 SHARES NORDEA BANK SWEDEN	P	2013-07-17	2013-08-05
30 SHARES NORDEA BANK SWEDEN	P	2013-07-17	2013-08-05
220 SHARES TEVA PHARM	P	2013-08-01	2013-11-26
290 SHARES TEVA PHARM	P	2013-08-01	2013-11-26
310 SHARES TEVA PHARM	P	2013-08-01	2013-11-26
360 SHARES TEVA PHARM	P	2013-08-01	2013-11-26
125 SHARES UNITED HEALTH CARE	P	2013-07-17	2013-08-29
95 SHARES UNITED HEALTH CARE	P	2013-07-17	2013-08-30
500 SHARES US TREASURY BONDS @ 08/15/22	P	2013-08-13	2013-09-26
3500000 SHARES US TREASURY NOTE	P	2013-08-13	2013-08-16
70000 SHARES US TREASURY NOTE 12/15/2015	P	2013-08-16	2013-10-02
85000 SHARES US TREASURY NOTE 12/15/2015	P	2013-08-16	2013-10-04
85000 SHARES US TREASURY NOTE 12/15/2015	P	2013-08-16	2013-10-07
90000 SHARES US TREASURY NOTE 12/15/2015	P	2013-08-16	2013-10-31
20000 SHARES US TREASURY NOTE 12/15/2015	P	2013-08-15	2013-11-05
90000 SHARES US TREASURY NOTE 12/15/2015	P	2013-08-16	2013-11-08
175000 SHARES US TREASURY NOTE 12/15/2015	P	2013-08-16	2013-11-15
70000 SHARES US TREASURY NOTE 12/15/2015	P	2013-08-16	2013-11-05
100 SHARES VODAFONE	P	2013-08-22	2013-09-12
125 SHARES VODAFONE	P	2013-08-22	2013-09-13
55 SHARES VODAFONE	P	2013-08-22	2013-09-13
45 SHARES VODAFONE	P	2013-07-17	2013-09-16
125 SHARES VODAFONE	P	2013-08-22	2013-09-17
130 SHARES VODAFONE	P	2013-08-22	2013-09-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
300 SHARES WALGREEN	P	2013-09-26	2013-11-14
10 SHARES WALGREEN	P	2013-09-26	2013-11-14
40 SHARES WALGREEN	P	2013-08-18	2013-11-14
GS FX NA CURRENCY BASKET 08/5/1	P	2012-02-03	2013-08-05
UBS CBEN PALLADIUM 8/20/13 LNKD	P	2012-08-08	2013-08-20
11857 708 SHS JPM REALTY INCOME FD- INSTL FUND 1372 JP (ID 9040504-50-3)	P	2013-08-01	2013-08-06
9146 341 SHS JPM TR I GL RES ENH IDX FD FUND 3457 JP MORGAN (ID 46637K-51-3)	P	2013-08-01	2013-08-06
4021 448 SHS JPM CHINA REGION FD- SEL FUND 3810 JP MORGAN (ID 4812A3-52-8)	P	2013-08-01	2013-08-06
23572 625 SHS PIMCO TOTAL RETURN 111-P (ID 72201 P-59-7)	P	2013-08-01	2013-08-06
3983 006 SHS PRUDENTIAL JENN M/C GROW-Z (ID 74441 C-80-8)	P	2013-08-01	2013-08-06
15581 272 SHS EATON VANCE GLOBAL MACRO-1 (ID 277923-72-8)	P	2013-08-01	2013-08-06
633 SPDR GOLD TRUST (ID 78643V-10-7)	P	2013-08-01	2013-10-31
DB SARN BRL 01/19/14	P	2012-07-13	2013-01-18
UNTITLED CAMINO (PLATE IV)	D	2011-07-05	2013-01-25
UNTITLED CAMINO (REAL)	D	2011-07-05	2013-01-25
UNTITLED CAMINO REAL	D	2011-07-05	2013-01-25
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,836		5,300	536
4,283		4,072	211
2,596		2,443	153
20,464		20,826	-362
5,116		5,017	99
9,215		9,994	-779
9,757		9,857	-100
5,420		5,182	238
4,306		4,145	161
5,719		5,844	-125
839		931	-92
814		931	-117
1,634		1,863	-229
2,632		2,980	-348
1,480		1,451	29
3,310		3,225	85
1,167		1,129	38
18,102		18,430	-328
7,426		7,289	137
4,655		4,555	100
83,281		83,442	-161
94,076		93,873	203
60,814		60,070	744
89,866		89,770	96
10,446		9,960	486
434		415	19
6,515		6,075	440
4,332		4,050	282
12,094		12,512	-418
9,248		9,300	-52

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,771		1,789	-18
13,822		14,152	-330
4,242		4,422	-180
16,969		15,820	1,149
1,258		1,180	78
2,220		2,066	154
1,593		1,476	117
382		354	28
8,793		8,864	-71
11,591		11,577	14
12,390		12,164	226
14,389		13,608	781
9,074		8,500	574
6,805		6,460	345
69,648		70,053	-405
349,877		350,096	-219
69,795		69,634	161
84,768		84,555	213
84,648		84,555	93
89,831		89,529	302
19,966		19,895	71
89,877		89,511	366
174,699		174,050	649
49,916		49,729	187
3,306		2,973	333
4,087		3,716	371
1,820		1,635	185
1,489		1,324	165
4,154		3,679	475
4,360		3,826	534

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
17,830		16,887	943
596		563	33
2,383		1,955	428
5,700,000		5,000,000	700,000
2,692,500		2,500,000	192,500
141,937		150,000	-8,063
150,823		150,000	823
77,252		75,000	2,252
224,176		225,118	-942
151,235		150,000	1,235
149,736		150,512	-776
80,849		78,705	2,144
5,467,500		5,000,000	467,500
6,300,000		3,500,000	2,800,000
7,000,000		3,500,000	3,500,000
7,000,000		3,500,000	3,500,000
356,419			356,419

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			536
			211
			153
			-362
			99
			-779
			-100
			238
			161
			-125
			-92
			-117
			-229
			-348
			29
			85
			38
			-328
			137
			100
			-161
			203
			744
			96
			486
			19
			440
			282
			-418
			-52

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-18
			-330
			-180
			1,149
			78
			154
			117
			28
			-71
			14
			226
			781
			574
			345
			-405
			-219
			161
			213
			93
			302
			71
			366
			649
			187
			333
			371
			185
			165
			475
			534

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			943
			33
			428
			700,000
			192,500
			-8,063
			823
			2,252
			-942
			1,235
			-776
			2,144
			467,500
			2,800,000
			3,500,000
			3,500,000
			356,419

Form **4562**
 Department of the Treasury
 Internal Revenue Service (99)

Depreciation and Amortization
 (Including Information on Listed Property)

OMB No 1545-0172
2013
 Attachment
 Sequence No **179**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return CY TWOMBLY FOUNDATION	Business or activity to which this form relates FORM 990-PF PAGE 1	Identifying number 20-2572529
--	---	---

Part I Election To Expense Certain Property Under Section 179
Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	500,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2013	17	2,031
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	

Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life		1,523	10 0	HY	S/L	76
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions.)

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	2,107
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A-Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? 24b If "Yes," is the evidence written? 25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) 26 Property used more than 50% in a qualified business use 27 Property used 50% or less in a qualified business use 28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 29 Add amounts in column (i), line 26 Enter here and on line 7, page 1

Section B-Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (do not include commuting miles) 31 Total commuting miles driven during the year 32 Total other personal(noncommuting) miles driven 33 Total miles driven during the year Add lines 30 through 32 34 Was the vehicle available for personal use during off-duty hours? 35 Was the vehicle used primarily by a more than 5% owner or related person? 36 Is another vehicle available for personal use?

Section C-Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners 39 Do you treat all use of vehicles by employees as personal use? 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received? 41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions) Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs (b) Date amortization begins (c) Amortizable amount (d) Code section (e) Amortization period or percentage (f) Amortization for this year 42 Amortization of costs that begins during your 2013 tax year (see instructions) 43 Amortization of costs that began before your 2013 tax year 44 Total. Add amounts in column (f) See the instructions for where to report

TY 2013 Accounting Fees Schedule

Name: CY TWOMBLY FOUNDATION

EIN: 20-2572529

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	71,882	7,188		64,694

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

TY 2013 Depreciation Schedule

Name: CY TWOMBLY FOUNDATION

EIN: 20-2572529

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
COMPUTER	2011-10-17	804		200DB	5 000000000000	0	0		
FURNITURE & FIXTURES - ROME	2012-05-31	7,633	382	ADS	10 000000000000	763	0		
FURNITURE & FIXTURES - ROME	2012-08-03	7,466	373	ADS	10 000000000000	747	0		
COMPUTER	2012-10-23	2,603	260	ADS	5 000000000000	521	0		
COMPUTER - EQUIPMENT	2013-03-31	1,523		ADS	10 000000000000	76	0		

**TY 2013 Investments Corporate
Bonds Schedule**

Name: CY TWOMBLY FOUNDATION

EIN: 20-2572529

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CS BREN CURRENCY BASKET 7/05/13	0	0
JPM MT FLOAT RATE NOTE-%	772,005	780,183
CREDIT SUISSE NY MTN 4%	5,000,005	5,025,000
JP MORGAN CHASE & CO FRN 3ML+112.50 DUE 09/22/2015	81,116	80,990
CELGENE CORP 2.450% DUE 10/15/2015	82,523	82,183
COSTCO WHOLESALE CORP 0.650% DUE12/07/2015	70,022	70,128
ANHEUSER-BUSCH INBEV FIN 0.800 % DUE 01/15/2016	80,028	79,944
GOLDMAN SACHS GROUP INC 3.625% DUE 02/07/2016	84,057	83,958
CHEMICAL CO THE DOW2.516 2.500% DUE02/15/2016	82,684	82,448
MORGAN STANLEY 1.750% DUE 02/25/2016	91,239	91,207
MEDIA LLC 2.875% DUE 04/01/2016	83,745	83,276
INSTRUMENT INC TXN 2.37516 2.375%	82,865	82,923
TOYOTA MOTOR CREDIT CORP 0.800% DUE 05/17/2016	69,920	70,074
EXPRESS CREDIT 1 .300% DUE 07/29/2016	69,983	70,541
HATHAWAY FIN 0.950 % DUE 08/15/2016	84,838	85,385
COCA-COLA CO 1 .800 % DUE 09/01/2016	87,381	87,041
HONDA FINANCE 1.125% DUE10/07/2016	90,396	90,368
PROCTER & GAMBLE CO 0.750% DUE11/04/2016	89,991	89,611
CITIGROUP INC 1.300% DUE 11/15/2016	89,910	89,685
GENERAL ELEC CAP CORP 2.900% DUE 01/09/2017	83,320	83,517
APPLE INC FRN 0.492% DUE 05/03/2018	69,843	69,881
SHELL INTERNATIONAL FIN 0.900% DUE 11/1512016	84,894	84,988
KFW 1.250% DUE 02/15/2017	80,480	80,773
AVENUE MUT FDS TR CREO STRA INST	200,000	201,238
DODGE & COX INCOME FUND	858,907	855,519
DOUBLELINE TOTAL RET BD-1	234,638	229,592
JPM SH DURATION HIGH YLD FD- SEL	292,986	294,671
JPM STRAT INCOME OPPORT FD- SEL	974,482	974,631
JPM SHORT DURATION BOND FD- SEL	978,655	976,860
JPM MULTI SECTOR INCOME FD - SEL	292,225	296,998
JPM INFLATION MGD BOND FD- SEL	351,763	348,216
PIMCO TOTAL RETURN FUND-INST	440,745	436,017
RIDGEWORTH SEIX FLOATING-I	494,430	496,106
PIMCO EMERGING LOCAL BOND.P	293,975	278,259

TY 2013 Investments Corporate Stock Schedule

Name: CY TWOMBLY FOUNDATION

EIN: 20-2572529

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DOLLAR GENERAL CORP (DG)	54,406	59,716
L BRANDS INC (L..B)	40,143	41,748
MACY'S INC (M)	52,346	60,876
TARGET CORP (TGT)	48,757	45,554
VIACOM INC CL B NEW (VIAB)	35,135	41,049
CVS/CAREMARK CORP (CVS)	41,126	49,383
LORILLARD INC COM (LO)	26,817	29,141
WALGREEN CO (WAG)	26,771	31,592
CONOCOPHILLIPS (COP)	37,535	38,857
MARATHON OIL CORP (MRO)	24,712	25,416
ACE UMRRED	53,931	60,047
AMERICAN INTL GROUP INC ?1\IG)	35,760	37,777
CRRIGROUP INC (C)	38,119	39,603
KEYCORP NEW (KEY)	19,514	20,666
MORGAN STANLEY GAP INC (MS)	20,483	21,952
AETNA INC NEW ?1\ETJ	44,427	48,013
MYLAN INC (MYL)	68,523	71,610
PFIZER INC (PFE)	63,128	66,620
THERMO FISHER SCIENTIFIC (TMO)	54,045	65,696
ZIMMER HLDGS INC (ZMI-Q	69,166	78,279
CUMMINS INC (CMI)	19,517	21,145
ILLINOIS TOOL WORKS INC ~TW)	44,734	49,607
NIELSEN HOLDINGS BV	44,885	58,739
UNION PACIFIC CORP (UNP)	49,898	53,760
ACCENTURE PLC CL A	29,142	32,065
APPLE INC (AAPL)	68,890	78,542
AVAGO TECHNOLOGIES	54,403	71,386
INTERNATIONAL BUS MACHINES ~BM)	54,380	54,395
QUALCOMM INC (QCOM)	58,593	65,340
CENTURYUNK INC (CTL)	24,568	23,250

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN WATER WORKS CO (AWK)	66,381	67,827
BRIDGESTONE CORP ADR	32,795	34,458
DAIHATSU MOTOR CO. LTD ADR	30,842	25,770
NIKON CORP PLC UNSPON-ADR	33,958	33,353
SWATCH GROUP AG UNSPON ADR	27,093	27,839
VOLKSWAGEN AG ADR	40,019	47,821
IMPERIAL TOBACCO LT ADR	52,031	56,536
J SAINSBURY SPN ADR NEW	63,018	61,540
SVENSKA CL AKTIBLGT ADR	45,658	51,484
ENI S.P.A. ADR	32,193	34,427
SINOPEC/CHINA PETE&CHM ADR	51,265	55,053
TOTALSAADR	57,143	63,108
ALLIANZ AKTIENGES ADR	19,741	22,452
BNP PARIBAS SPON ADR	51,746	60,106
CHINA CONSTRUCTION ADR	49,127	49,042
MUNICH REGROUP ADR	54,318	61,238
RSA INS GRP INC SPON ADR	66,560	50,144
SKANDINAVISKA ENSKILD ADR	19,927	22,389
WHARF HOLDINGS ADR	19,835	17,131
SANOFI-ADR	57,836	60,065
ITOCHU CORP ADR	62,591	62,536
WEIR GROUP PLC ADR	51,387	48,818
SUMITOMO METAL MIN CO LTD	47,501	43,495
CHINA TELECOM ADA	57,805	57,144
KDDI CORP ADA	37,243	45,012
TELE2ABADR	42,379	37,570
TIM PARTICIPACOES SA ADR	34,491	44,608
TOKYO GAS LTD ADR	37,115	32,922
OW LARGE CAP STRATEGIES FD	4,320,846	4,666,434
OW GLOBAL SML & MID CAP FD	2,981,029	3,068,083

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OW GLOBAL OPPORTUNITIES FD	3,105,773	3,090,606
OW REAL RETURN FUND	600,000	607,946
BNP CONT BUFF EQ SPX 12/10114	300,000	304,966
CS CONT BUFF EQ SPX 11/13114	300,000	309,837
CULLEN HIGH DMDEND EQ-1	530,701	557,722
EDGEWOOD GROWTH FUND-INS	694,823	795,665
JOHN HANCOCK 111-DISCIPLN V-1	539,536	553,887
JPM US LARGE CAP CORE PLUS FD - SEL	860,706	878,289
NEUBERGER BER MU/C OPP-INS	593,782	656,732
PRINCIPAL MIDCAP FUND-INS MIDCP GROWTH I	455,946	482,295
TIMESSQUARE MID CAP GROW-PRM	422,749	425,752
SOUTHERNSUN US EQUITY FUND	314,608	338,806
CAPITAL PRIVATE CLIENT SVCS CAP NON US EQT	942,445	986,360
DODGE & COX INTL STOCK FUND	1,027,366	1,093,332
MFS INTL VALUE-I	547,248	580,844
BARC MARKET PLUS SX5E 04129/15	300,000	297,150
VANGUARD FTSE EUROPE ETF	289,075	321,930
COLUMBIA ASIA PAX X-JPN-R5	243,231	252,974
T ROWE PRICE NEW ASIA	453,914	451,758
NEUBERGER BERMAN EQUITY FDS	172,410	185,035
VIRTUS EMERGING MKTS OPPOR-1	367,955	355,705
EQUINOX FDS TR	290,000	292,246
GATEWAY FUND-Y	739,076	756,182
GOLDMAN SACHS TR STRG INCM INST	292,509	297,582
INV BALANCED-RISK ALLOC-Y	680,505	638,252
PIMCO UNCONSTRAINED BOND.P	331,857	326,497
ISHARES COHEN & STEERS REALTY MAJORS	239,064	226,028

**TY 2013 Investments Government
Obligations Schedule**

Name: CY TWOMBLY FOUNDATION

EIN: 20-2572529

US Government Securities - End of Year Book Value:	1,852,449
US Government Securities - End of Year Fair Market Value:	1,833,614
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2013 Investments - Other Schedule

Name: CY TWOMBLY FOUNDATION

EIN: 20-2572529

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GS FX NA CURRENCY BASKET 08/5/1	FMV	0	0
DB SARN BRL 01/19/14	FMV	0	0
HSBC MKT PLUS SPX	FMV	5,000,000	7,216,500
UBS CBEN PALLADIUM 8/20/13 LNKD	FMV	0	0
WF FIXED/FLOATING MTN CPN 4%	FMV	5,000,000	4,940,000
BARC CONT BUFF EQ PALLADIUM 10/29114	FMV	100,000	101,450
JPM LEVERAGED CBEN WT1 CRUDE 117115	FMV	100,000	103,310
PIMCO COMMODITYPL STRAT .P	FMV	536,552	538,869
SG MARKET PLUS WT1 CRUDE 08106114	FMV	100,000	102,400

TY 2013 Land, Etc. Schedule

Name: CY TWOMBLY FOUNDATION

EIN: 20-2572529

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER	804	804	0	
FURNITURE & FIXTURES - ROME	7,633	1,145	6,488	
FURNITURE & FIXTURES - ROME	7,466	1,120	6,346	
COMPUTER	2,603	781	1,822	
COMPUTER - EQUIPMENT	1,523	76	1,447	

TY 2013 Legal Fees Schedule

Name: CY TWOMBLY FOUNDATION

EIN: 20-2572529

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	280,084	28,008		252,076

TY 2013 Other Assets Schedule

Name: CY TWOMBLY FOUNDATION

EIN: 20-2572529

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
RESIDENCE- LEXINGTON, VA (NET OF INTERVENING LIFE ESTATE)	159,502	159,502	340,000
TWOMBLY DRAWINGS	3,097	3,097	3,097
UNREALIZED GAIN/(LOSS) ON CURRENCY EXCHNAGE	4,084	3,590	3,590
BEQUESTS - WORKS OF ART	1,450,550,080	1,434,550,080	1,434,550,080
SECURITY DEPOSITS - NYC UTILITIES	3,705	3,705	3,705
SECURITY DEPOSITS - ROME OFFICE	0	12,006	12,006
RECEIVABLE FROM TWOMBLY TRUST	5,000	0	0
EURO AT HAND	9	261	261

TY 2013 Other Decreases Schedule

Name: CY TWOMBLY FOUNDATION

EIN: 20-2572529

Description	Amount
PRIOR YEAR ADJUSTMENT	13

TY 2013 Other Expenses Schedule

Name: CY TWOMBLY FOUNDATION

EIN: 20-2572529

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SUPPLIES	4,760	0		4,760
BANK SERVICE CHARGES	570	570		0
ART STORAGE	731,329	73,133		658,196
BOOKS	736	0		736
CATALOGUE AND PHOTOS	181,549	155,197		26,352
COMMISSION EXPENSE	4,060,000	4,060,000		0
COMPUTER - JULIE SYLVESTER	265	0		265
EQUIPMENT RENTAL	3,878	0		3,878
INSURANCE	331,605	32,171		299,434
IT COMPUTER EXPENSE	2,670	0		2,670
UTILITIES	9,170	0		9,170
SHIPPING	4,718	472		4,246
SECURITY EXPENSE	96,028	8,847		87,181
MANAGEMENT FEES	113,169	11,317		101,852
MAINTENANCE - LEXINGTON	1,015	0		1,015
REPAIRS	176	0		176
SUBSCRIPTIONS	1,284	128		1,156
STAMP DUTY	132	0		132
VAT	1,100	0		1,100
OTHER EXPENSE	1,525	0		1,525
REIMBURSEMENT OF EXPENSES - NICOLA DEL ROSCIO	261	26		235
REIMBURSEMENT OF EXPENSES - JULIE SYLVESTER	7,049	705		6,344
REIMBURSEMENT OF EXPENSES - TOM SALIBA	12,089	1,209		10,880
REIMBURSEMENT OF EXPENSES - OTHER	99	0		99

TY 2013 Other Income Schedule**Name:** CY TWOMBLY FOUNDATION**EIN:** 20-2572529

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MENIL CATALOGUE	64,118	64,118	64,118
CURRENCY EXCHANGE LOSS	-3,441	-3,441	-3,441

TY 2013 Other Liabilities Schedule

Name: CY TWOMBLY FOUNDATION

EIN: 20-2572529

Description	Beginning of Year - Book Value	End of Year - Book Value
SALES DEPOSIT RECEIVED	5,320,000	0
LINE OF CREDIT	0	250,000

TY 2013 Other Professional Fees Schedule

Name: CY TWOMBLY FOUNDATION

EIN: 20-2572529

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEES	184,012	0		184,012
INVESTMENT MANAGEMENT FEES	37,451	37,451		0
PAYROLL FEES - ITALY	12,061	0		12,061

TY 2013 Taxes Schedule

Name: CY TWOMBLY FOUNDATION

EIN: 20-2572529

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REAL ESTATE	3,433	0		3,433
NYS CHARITIES BUREAU	1,500	0		1,500
FOREIGN TAX - BESSEMER	691	691		0

TY 2013 IRS Payment**Name:** CY TWOMBLY FOUNDATION**EIN:** 20-2572529**Routing Transit Number:** -----**Bank Account Number:****Type of Account:** Savings**Payment Amount in Dollars and** 16,504**Cents:****Requested Payment Date:** 2014-08-14**Taxpayer's Daytime Phone** (212) 848-9866**Number:**