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**Return of Private Foundation**

**2013**

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
Do not enter Social Security numbers on this form as it may be made public.

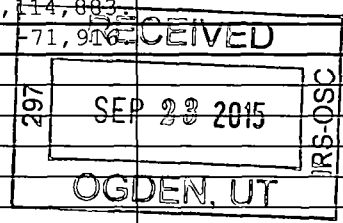
Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning 11/01, 2013, and ending 10/31, 2014

Name of foundation: THE ARMSTRONG FOUNDATION, INC  
 Number and street (or P O box number if mail is not delivered to street address): C/O THE AYCO COMPANY LP-NTG, PO BOX 15014  
 City or town, state or province, country, and ZIP or foreign postal code: ALBANY, NY 12212-5014  
 Room/suite: [Blank]  
 A Employer identification number: 46-1632281  
 B Telephone number (see instructions): (518) 640-5000  
 C If exemption application is pending, check here   
 D 1 Foreign organizations, check here   
 2 Foreign organizations meeting the 85% test, check here and attach computation   
 E If private foundation status was terminated under section 507(b)(1)(A), check here   
 F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here   
 G Check all that apply: Initial return  Final return  Address change   
 Initial return of a former public charity  Amended return  Name change   
 H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation  
 I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 32,174,237.  
 J Accounting method:  Cash  Accrual  Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis)

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)
1	Contributions, gifts, grants, etc., received (attach schedule)	2,222,068.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	1,042,967.	1,042,967.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-352,955.			
b	Gross sales price for all assets on line 6a	6,011,139.			
7	Capital gain net income (from Part IV, line 2)				
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) ATCH 2	-1,114,883.	-1,114,883.		
12	Total. Add lines 1 through 11	1,797,197.	-71,916.		
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest ATCH 3	3,252.	3,252.		
18	Taxes (attach schedule) (see instructions) ATCH 4	28,135.	5,635.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5	2,759.	947.		
24	Total operating and administrative expenses. Add lines 13 through 23	34,146.	9,834.		
25	Contributions, gifts, grants paid	4,787,296.			4,787,296.
26	Total expenses and disbursements. Add lines 24 and 25	4,821,442.	9,834.		4,787,296.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-3,024,245.			
b	Net investment income (if negative, enter -0-)		0		
c	Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing . . . . .	1,987,784.	1,360,747.	1,360,747.
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U.S. and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) ATCH 6 . . . . .	16,527,227.	13,186,381.	15,144,151.
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) ATCH 7 . . . . .	8,339,128.	9,187,958.	15,669,339.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶) . . . . .				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	26,854,139.	23,735,086.	32,174,237.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0		
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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	26,854,139.	23,735,086.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	26,854,139.	23,735,086.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	26,854,139.	23,735,086.		

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 26,854,139.
2	Enter amount from Part I, line 27a . . . . .	2 -3,024,245.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3
4	Add lines 1, 2, and 3 . . . . .	4 23,829,894.
5	Decreases not included in line 2 (itemize) ▶ ATCH 8 . . . . .	5 94,808.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 23,735,086.

**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 PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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		
a				
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	-352,955.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	517,817.	30,433,624.	0.017015
2011			
2010			
2009			
2008			

2 Total of line 1, column (d)	2	0.017015
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	0.017015
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	30,555,359.
5 Multiply line 4 by line 3	5	519,899.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	519,899.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	4,787,296.

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

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments (6a-6d), total credits, penalty, tax due, overpayment, and amount to be credited to 2014 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about influencing legislation, political campaigns, unrelated business income, and substantial contributors. Columns for Yes and 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 X
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 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of C/O THE AYCO COMPANY LP- NTG Telephone no 518-640-5000
Located at PO BOX 15014 ALBANY, NY ZIP+4 12212-5014
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 X
See the 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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . Yes X 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 X 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 X 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 instructions)? . . . . . 1b
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 X
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 X No
If "Yes," list the years
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 X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X 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 X
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 X

**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)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		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

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

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."</b>		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services . . . . .		▶

**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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER CHARITABLE ORGANIZATIONS EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501(C)(3).	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	28,788,675.
b	Average of monthly cash balances	1b	1,900,564.
c	Fair market value of all other assets (see instructions)	1c	331,430.
d	<b>Total</b> (add lines 1a, b, and c)	1d	31,020,669.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	31,020,669.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	465,310.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	30,555,359.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	1,527,768.

**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	1,527,768.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	
b	Income tax for 2013 (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	1,527,768.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,527,768.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,527,768.

**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	4,787,296.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	4,787,296.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	6	4,787,296.

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 . . . . .				1,527,768.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .			746,465.	
b Total for prior years 20 11, 20 10, 20 09 . . . . .				
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .				
b From 2009 . . . . .				
c From 2010 . . . . .				
d From 2011 . . . . .				
e From 2012 . . . . .				
f Total of lines 3a through e . . . . .	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 4,787,296.				
a Applied to 2012, but not more than line 2a . . . . .			746,465.	
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 2013 distributable amount . . . . .				1,527,768.
e Remaining amount distributed out of corpus . . . . .	2,513,063.			
5 Excess distributions carryover applied to 2013 . . . . . (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 . . . . .	2,513,063.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				
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 2008 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	2,513,063.			
10 Analysis of line 9				
a Excess from 2009 . . . . .				
b Excess from 2010 . . . . .				
c Excess from 2011 . . . . .				
d Excess from 2012 . . . . .				
e Excess from 2013 . . . . .	2,513,063.			

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

NOT APPLICABLE

1 a 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 foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**

**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

C.MICHAEL AND SARAH ANNE ARMSTRONG

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

N/A

**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 or e-mail address of the person to whom applications should be addressed

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

c Any submission deadlines

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

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><b>a Paid during the year</b></p> <p>ATCH 10</p>				
<b>Total</b> .....				<b>▶ 3a</b> 4,787,296.
<p><b>b Approved for future payment</b></p>				
<b>Total</b> .....				<b>▶ 3b</b>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Dividends, Net rental income, and Subtotal.

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

Table with 2 columns: 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.



# Schedule of Contributors

# 2013

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization THE ARMSTRONG FOUNDATION, INC	Employer identification number 46-1632281
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Organization type (check one)

Filers of:

Section:

- Form 990 or 990-EZ  501(c)( ) (enter number) organization
- 4947(a)(1) nonexempt charitable trust not treated as a private foundation
- 527 political organization
- Form 990-PF  501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

<b>Name of organization</b> THE ARMSTRONG FOUNDATION, INC	<b>Employer identification number</b> 46-1632281
---	---

**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	C. MICHAEL ARMSTRONG ----- C/O THE AYCO COMPANY, LP PO BOX 15014 ----- ALBANY, NY 12212-5014 -----	\$ 2,222,068.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE ARMSTRONG FOUNDATION, INC

Employer identification number

46-1632281

**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----

Name of organization **THE ARMSTRONG FOUNDATION, INC**

Employer identification number

46-1632281

**Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry**

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ▶ \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-37.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					5,101.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					3,821.	
6,002,254.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 6,364,094.					VARIOUS -361,840.	VARIOUS
TOTAL GAIN (LOSS) .....							<u>-352,955.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MORGAN STANLEY #24543-INTEREST	149,883.	149,883.
MORGAN STANLEY #24543-DIVIDENDS	838,917.	838,917.
MORGAN STANLEY#24543-ACCRUED INTEREST PD	-28,248.	-28,248.
STEPSTONE MEZZANINE-DIVIDENDS	28,540.	28,540.
INTEREST INCOME FROM PTP'S	26,013.	26,013.
DIVIDEND INCOME FROM PTP'S	27,862.	27,862.
TOTAL	<u>1,042,967.</u>	<u>1,042,967.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ORDINARY BUSINESS INCOME-PTP'S	-1,147,499.	-1,147,499.
OTHER K-1 INCOME-FROM PTP'S	3,015.	3,015.
1231 LOSS- FROM PTP'S	-2,943.	-2,943.
OTHER INCOME/LOSS	32,538.	32,538.
ROYALTY INCOME FROM PTP'S	6.	6.
	<u>-1,114,883.</u>	<u>-1,114,883.</u>
TOTALS		

ATTACHMENT 3

FORM 990PE, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST EXPENSE FROM PTP'S	3,252.	3,252.
TOTALS	<u>3,252.</u>	<u>3,252.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES PAID	5,635.	5,635.
FEDERAL ESTIMATED PAYMENTS	22,500.	
TOTALS	<u>28,135.</u>	<u>5,635.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MANAGEMENT FEES	884.	884.
CHARITABLE CONTRIBUTIONS K-1'S	156.	
NONDEDUCTIBLE EXPENSES K-1'S	1,656.	
SECTION 59(E) (2) EXPENDITURES	63.	63.
TOTALS	<u>2,759.</u>	<u>947.</u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVEST MS #24543	13,186,381.	15,144,151.
TOTALS	<u>13,186,381.</u>	<u>15,144,151.</u>

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ATLAS PIPELINE PARTNERS, LP	757,649.	1,340,871.
EL PASO PIPELINE PARTNERS, LP	963,452.	1,309,987.
ENERGY TRANSFER PARTNERS, LP	774,450.	1,649,408.
ENTERPRISE PROD PRNRS, LP	588,676.	1,213,124.
MARKWEST ENERGY PARTNERS, LP	763,881.	1,541,450.
PLAINS ALL AMERICAN PIPELINE	619,025.	1,461,719.
REGENCY ENERGY PARTNERS, LP	746,099.	1,355,550.
SUBN PROPANE PTNRS, LP	827,335.	1,018,851.
TARGA RES PARTNERS, LP	945,481.	2,206,026.
CARLYLE GMS FINANCE	263,151.	267,966.
STEPSTONE MEZZ PART I		63,465.
KINDER MORGAN ENERGY, LP	787,511.	952,445.
WILLIAMS PARTNERS, LP	907,705.	957,284.
ENERGY TRANS EQTY, LP	243,543.	331,193.
<b>TOTALS</b>	<u><b>9,187,958.</b></u>	<u><b>15,669,339.</b></u>

ATTACHMENT 8

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

PRIOR PERIOD BALANCE SHEET ADJUSTMENT  
NO TAX EFFECT

94,808.

TOTAL

94,808.

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

ATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
C. MICHAEL ARMSTRONG C/O THE AYCO COMPANY LP-NTG, PO BOX ALBANY, NY 12212-5014	PRESIDENT-AS NEEDED	0	0	0
SARAH ANNE ARMSTRONG C/O THE AYCO COMPANY LP-NTG, PO BOX ALBANY, NY 12212-5014	SECRETARY-AS NEEDED	0	0	0
LINDA RITTENHOUSE C/O THE AYCO COMPANY LP-NTG, PO BOX ALBANY, NY 12212-5014	TREASURER-AS NEEDED	0	0	0
<b>GRAND TOTALS</b>		<u>0</u>	<u>0</u>	<u>0</u>

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

ATTACHMENT 10

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR  
AND  
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED LIST

NONE  
501 (C) (3)

GENERAL CHARITABLE PURPOSES

4,787,296

TOTAL CONTRIBUTIONS PAID

4,787,296

**Armstrong Foundation Inc.**  
**11/01/2013 TO 10/31/14**  
**Charitable Donations**  
**EIN: 46-1632281**

DATE	DESCRIPTION	AMOUNT
11/14/13	SMUS, San Maeteo, CA	\$ 1,000.00
11/07/13	Artis Naples, Naples, FL	\$ 15,000.00
11/21/13	New Caanan Library, Caanan, CT	\$ 200.00
11/12/13	The Mikey Czech Foundation, New Canaan, CT	\$ 1,000.00
11/12/13	Silvermine Arts Center, New Canaan, CT	\$ 1,500.00
11/19/13	Naples United Church of Christ, Naples, FL	\$ 1,000.00
11/26/13	People For Guatemala, Naples, FL	\$ 21,200.00
12/02/13	John Hopkins University, Baltimore, MD	\$ 1,000,000.00
12/16/13	John Hopkins University, Baltimore, MD	\$ 1,500,000.00
12/16/13	Miami University Foundation, Miami, FL	\$ 1,500,000.00
12/04/13	Univeristy of Vermont, Burlington, VT	\$ 6,500.00
12/24/13	MMRF, Norwalk, CT	\$ 500.00
12/04/13	Guadalupe Center, Kansas City, MO	\$ 1,000.00
12/03/13	Naples United Church of Christ, Naples, FL	\$ 1,000.00
12/17/13	Naples United Church of Christ, Naples, FL	\$ 1,000.00
12/24/13	Blue Gavel Scholarship Fund, Naples, FL	\$ 250.00
12/27/13	Council on Foreign Relations, New York, NY	\$ 1,500.00
12/27/13	Doctors Without Borders, New York, NY	\$ 8,000.00
12/24/13	Arrow, Naples, FL	\$ 1,000.00
12/31/13	Telluride Foundation, Telluride, CO	\$ 2,500.00
12/30/13	Ensworth Annual Fund, Nashville, TN	\$ 10,000.00
12/27/13	Habitat For Humanity, Atlanta, GA	\$ 2,000.00
12/31/13	Neighborhood Health Clinic, Naples, FL	\$ 1,000.00
01/13/14	Ensworth Annual Fund, Nashville, TN	\$ 3,750.00
01/10/14	Vanderbilt University, Nashville, TN	\$ 3,500.00
01/02/14	Oasis Ctr, New York, NY	\$ 500.00
01/13/14	Monroe Carell Jr. Children's Center, Nashville, TN	\$ 1,250.00
01/31/14	Vanderbilt Life Flight, Nashville, TN	\$ 250.00
01/02/14	Nashville Humane Society, Nashville, CT	\$ 250.00
01/06/14	American Red Cross, Washington, DC	\$ 250.00
01/08/14	Nashville Rescue Mission, Nashville, TN	\$ 250.00
01/08/14	A Better Live in Darien, Darien, CT	\$ 1,000.00
01/02/14	Harry Chapin Food Bank, Fort Myers, FL	\$ 1,000.00
01/09/14	Salvation Army, New York, NY	\$ 2,000.00
01/09/14	New Caanan Ymca, New Caanan, CT	\$ 500.00
01/15/14	Connecticut Friends School, Wilton, CT	\$ 500.00
01/15/14	Lyme Research Alliance, Stamford, CT	\$ 1,000.00
01/14/14	New Caanan Library, Caanan, CT	\$ 500.00
01/07/14	Children's Scholarship Fund, New York, NY	\$ 10,000.00
01/28/14	People For Guatemala, Naples, FL	\$ 10,000.00
02/04/14	Naples United Church of Christ, Naples, FL	\$ 1,000.00
02/11/14	Neighborhood Health Clinic, Naples, FL	\$ 4,864.64
02/24/14	People For Guatemala, Naples, FL	\$ 30,000.00
02/20/14	Naples United Church of Christ, Naples, FL	\$ 1,000.00
03/27/14	Miami University Foundation, Miami, FL	\$ 100,000.00
03/04/14	Naples United Church of Christ, Naples, FL	\$ 1,000.00
03/18/14	Naples United Church of Christ, Naples, FL	\$ 1,000.00
03/25/14	Naples United Church of Christ, Naples, FL	\$ 1,000.00

04/07/14	People For Guatemala, Naples, FL	\$	10,454.00
04/15/14	Naples United Church of Christ, Naples, FL	\$	2,000.00
04/07/14	Marine Corps Heroes Fund, Alexandria, VA	\$	50,000.00
04/09/14	Naples United Church of Christ, Naples, FL	\$	12,600.58
04/08/14	Naples United Church of Christ, Naples, FL	\$	1,000.00
04/28/14	Silvermine Arts Center, New Canaan, CT	\$	1,500.00
04/22/14	Naples United Church of Christ, Naples, FL	\$	3,000.00
04/30/14	All Stars, New York, NY	\$	75,000.00
05/05/14	Connecticut Friends School, Wilton, CT	\$	1,500.00
05/28/14	Children's Hospital Vanderbilt, Nashville, TN	\$	550.00
05/28/14	Neighborhood Health Clinic, Naples, FL	\$	30,000.00
06/09/14	ABC, Darien, CT	\$	50,000.00
07/01/14	Telluride Foundation, Telluride, CO	\$	25,000.00
07/01/14	Artis Naples, Naples, FL	\$	40,000.00
07/21/14	People For Guatemala, Naples, FL	\$	13,944.00
07/28/14	Children's Hospital Vanderbilt, Nashville, TN	\$	600.00
07/28/14	Neighborhood Health Clinic, Naples, FL	\$	50,000.00
07/29/14	Naples United Church of Christ, Naples, FL	\$	3,000.00
08/18/14	Telluride Foundation, Telluride, CO	\$	30,000.00
08/21/14	Samaritan's Purse, Boone, NC	\$	15,000.00
08/29/14	Last Miles Health, Boston, MA	\$	10,000.00
08/29/14	Boys and Girls Club, Naples, FL	\$	3,000.00
09/18/14	Doctors Without Borders, New York, NY	\$	20,000.00
09/15/14	The Buoniconti Fund, Coral Gables, FL	\$	8,500.00
09/23/14	SMUS, San Mateo, CA	\$	2,000.00
09/17/14	Waterside School, Stamford, CT	\$	10,000.00
10/06/14	People For Guatemala, Naples, FL	\$	25,133.00
10/06/14	People For Guatemala, Naples, FL	\$	30,000.00
10/06/14	The Inner City Foundation, Bridgeport, CT	\$	10,000.00

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Total Contributions Paid	\$	4,787,296.22
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**All contributions were made to the general  
purpose fund of Public Charitable Organizations  
that were classified under Section 501(C)(3)  
of the Internal Revenue Code.**