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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**2014**

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation TOWERBROOK FOUNDATION		A Employer identification number 74-3182897
Number and street (or P O box number if mail is not delivered to street address) PARK AVENUE TOWER, 65 EAST 55TH ST, 27 FL	Room/suite	B Telephone number (see instructions) (212) 699-2278
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10022		C If exemption application is pending check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 10,615,917.	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		9,256.	9,256.		
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,158,500.			
b Gross sales price for all assets on line 6a		4,158,500.			
7 Capital gain net income (from Part IV, line 2)			4,158,500.		
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 1		135.	135.		
12 Total. Add lines 1 through 11		4,167,891.	4,167,891.	0	
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) ATCH 2		1,007.			157.
b Accounting fees (attach schedule) ATCH 3		17,800.			17,000.
c Other professional fees (attach schedule) ATCH 4		2,200.			2,200.
17 Interest					
18 Taxes (attach schedule) (see instructions) [5]		85,615.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 6		12,570.			10,037.
24 Total operating and administrative expenses. Add lines 13 through 23		119,192.			29,394.
25 Contributions, gifts, grants paid		2,031,285.			2,041,946.
26 Total expenses and disbursements. Add lines 24 and 25		2,150,477.	0	0	2,071,340.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		2,017,414.			
b Net investment income (if negative, enter -0-)			4,167,891.		
c Adjusted net income (if negative, enter -0-)				0	

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Revenue

Operating and Administrative Expenses

654
10

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			
	2 Savings and temporary cash investments	4,147,504.	5,837,226.	5,837,226.
	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)			
	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)			
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ ATCH 7)	602,213.	1,010,693.	4,778,691.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,749,717.	6,847,919.	10,615,917.	
Liabilities	17 Accounts payable and accrued expenses	16,000.	20,183.	
	18 Grants payable	84,300.	73,639.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	100,300.	93,822.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	4,649,417.	6,754,097.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ☐ check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	4,649,417.	6,754,097.	
	31 Total liabilities and net assets/fund balances (see instructions)	4,749,717.	6,847,919.	

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	4,649,417.
2 Enter amount from Part I, line 27a	2	2,017,414.
3 Other increases not included in line 2 (itemize) ▶ ATCH 8	3	87,266.
4 Add lines 1, 2, and 3	4	6,754,097.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,754,097.

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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					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			2	4,158,500.	
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))
2013	2,587,970.	6,472,254.	0.399856
2012	1,697,682.	8,581,483.	0.197831
2011	1,974,121.	6,508,329.	0.303322
2010	1,795,153.	4,990,789.	0.359693
2009	1,237,216.	723,730.	1.709499
2 Total of line 1, column (d)			2 2.970201
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 0.594040
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 8,042,164.
5 Multiply line 4 by line 3			5 4,777,367.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 41,679.
7 Add lines 5 and 6			7 4,819,046.
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 2,071,340.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	83,358.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3 Add lines 1 and 2			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	83,358.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		4	0
6 Credits/Payments		5	83,358.
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 86,243.	7	86,243.
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		8	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		9	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		10	2,885.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		11	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax ☐ 2,885. Refunded ☐			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DE, NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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).	ATCH 9	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? Website address ▶ N/A		13	X	
14	The books are in care of ▶ LISA KIRSCHNER Telephone no ▶ 212-699-2209 Located at ▶ PARK AV. TOWER, 65 E. 55TH ST, 27TH FL NY, NY ZIP+4 ▶ 10022				
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 2014, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ▶		16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes ☒ 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	
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 ☒ No	
b If "Yes," did it have excess business holdings in 2014 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 2014)	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 2014?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b** ☒ X

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 **ATCH 10**

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒ X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		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		0	0	0

Total number of other employees paid over \$50,000. ☐

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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
NONE		0
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 N/A	
2	
3	
4	

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

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

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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	
b	Average of monthly cash balances	1b	4,396,636.
c	Fair market value of all other assets (see instructions)	1c	3,767,998.
d	Total (add lines 1a, b, and c)	1d	8,164,634.
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	8,164,634.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	122,470.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,042,164.
6	Minimum investment return. Enter 5% of line 5	6	402,108.

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	402,108.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	83,358.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	83,358.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	318,750.
4	Recoveries of amounts treated as qualifying distributions	4	2,482.
5	Add lines 3 and 4	5	321,232.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	321,232.

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	2,071,340.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,071,340.
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	2,071,340.

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.

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Page **9****Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				321,232.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u>				
3 Excess distributions carryover, if any, to 2014				
a From 2009	1,201,029.			
b From 2010	1,603,805.			
c From 2011	1,709,093.			
d From 2012	1,282,311.			
e From 2013	2,264,357.			
f Total of lines 3a through e	8,060,595.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>2,071,340.</u>				
a Applied to 2013, but not more than line 2a				
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 2014 distributable amount				321,232.
e Remaining amount distributed out of corpus	1,750,108.			
5 Excess distributions carryover applied to 2014 . (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	9,810,703.			
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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	1,201,029.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	8,609,674.			
10 Analysis of line 9				
a Excess from 2010	1,603,805.			
b Excess from 2011	1,709,093.			
c Excess from 2012	1,282,311.			
d Excess from 2013	2,264,357.			
e Excess from 2014	1,750,108.			

Form 990-PF (2014)

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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)

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) 2014	(b) 2013	(c) 2012	(d) 2011	
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))

N/A

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

ATCH 12

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year ATCH 13				
Total			3a	2,041,946.
b Approved for future payment ATCH 14				
Total			3b	73,639.

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	9,256.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income			14	135.		
8 Gain or (loss) from sales of assets other than inventory			18	4,158,500.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				4,167,891.		
13 Total. Add line 12, columns (b), (d), and (e)						4,167,891.

(See worksheet in line 13 instructions to verify calculations)

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
----------------------	--

[illegible]

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? | | Yes | No |
|---|--|-------|----|
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| 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. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule

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

**Sign
Here**

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

Signature of officer or trustee

11/12/15
Date

► Director
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name SHIRA FULLER	Preparer's signature <i>Shira Fuller</i>	Date 11/11/2015	Check ☐ if self-employed	PTIN P01417945
Firm's name ▶ PRICEWATERHOUSECOOPERS LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 300 MADISON AVENUE NEW YORK, NY 10017			Phone no 646-471-3000	

Form **990-PF** (2014)

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)	
		PARTNERSHIP INVESTMENT PROPERTY TYPE: SECURITIES				D	VAR 4,158,500.	VAR
TOTAL GAIN (LOSS)							<u>4,158,500.</u>	

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INCOME FROM FLOW-THROUGH INVESTMENT	135.	135.	
TOTALS	<u>135.</u>	<u>135.</u>	

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAUL WEISS	1,007.			157.
TOTALS	<u>1,007.</u>			<u>157.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PRICEWATERHOUSECOOPERS LLP	17,800.			17,000.
TOTALS	<u>17,800.</u>			<u>17,000.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
TCP LP - CONSULTING	2,200.	2,200.
TOTALS	<u>2,200.</u>	<u>2,200.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAX	85,615.
TOTALS	<u>85,615.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GENERAL & ADMINISTRATIVE	12,286.	9,753.
STATE FILING FEE	250.	250.
BANK FEE	34.	34.
TOTALS	<u>12,570.</u>	<u>10,037.</u>

ATTACHMENT 7FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PROFITS INTEREST IN PARTNERSHIP		3,767,998.
MISCELLANEOUS RECEIVABLES	1,010,693.	1,010,693.
TOTALS	<u>1,010,693.</u>	<u>4,778,691.</u>

ATTACHMENT 8FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BOOK-TAX DIFFERENCE IN K-1 INVESTMENT	87,266.
TOTAL	<u>87,266.</u>

ATTACHMENT 9FORM 990PF, PART VII-A, LINE 11A-TRANSFERS TO CONTROLLED ENTITY STATEMENT

TOTAL AMOUNT

CONTROLLED ENTITY'S NAME: TOWERBROOK FOUNDATION, LIMITED (TFL)
CONTROLLED ENTITY'S ADDRESS: KINNAIRD HOUSE, 1 PALL MALL EAST
CITY, STATE & ZIP: LONDON SW1Y 5AU
FOREIGN COUNTRY: UNITED KINGDOM
EIN: 37-1525158

TRANSFER AMOUNT:

EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:

TFL IS AN INACTIVE UK CHARITABLE ENTITY WHOLLY OWNED BY THE FOUNDATION.

ATTACHMENT 10FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: CITY YEAR LONDON
GRANTEE'S ADDRESS: 58-62 WHITE LION STREET N1 9PP
CITY, STATE & ZIP: LONDON
FOREIGN COUNTRY: UNITED KINGDOM
GRANT DATE: 02/06/2013
GRANT AMOUNT: 178,000.
GRANT PURPOSE: CYL GLOBAL EXCHANGE PROGRAM
AMOUNT EXPENDED: 178,000.
ANY DIVERSION? NO
DATES OF REPORTS: 7/21/2014
VERIFICATION DATE:
RESULTS OF VERIFICATION:

THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS AND/OR GRANT PURPOSE FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.

GRANTEE'S NAME: CITY YEAR LONDON
GRANTEE'S ADDRESS: 58-62 WHITE LION STREET N1 9PP
CITY, STATE & ZIP: LONDON
FOREIGN COUNTRY: UNITED KINGDOM
GRANT DATE: 02/06/2013
GRANT AMOUNT: 161,000.
GRANT PURPOSE: CYL TEAM 2013-14
AMOUNT EXPENDED: 161,000.
ANY DIVERSION? NO
DATES OF REPORTS: 2/27/2014
VERIFICATION DATE:
RESULTS OF VERIFICATION:

THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS AND/OR GRANT PURPOSE FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.

GRANTEE'S NAME: DOLPHIN SOCIETY
GRANTEE'S ADDRESS: 17 ST AUGUSTINE'S PARADE BS1 4UL
CITY, STATE & ZIP: BRISTOL
FOREIGN COUNTRY: UNITED KINGDOM
GRANT DATE: 12/26/2012
GRANT AMOUNT: 5,000.
GRANT PURPOSE: FOR GENERAL OPERATING SUPPORT
AMOUNT EXPENDED: 5,000.
ANY DIVERSION? NO
DATES OF REPORTS: 8/4/2014
VERIFICATION DATE:
RESULTS OF VERIFICATION:

THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS AND/OR GRANT PURPOSE FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.

GRANTEE'S NAME: FRIENDS OF BERLIN PHILHARMONIC
GRANTEE'S ADDRESS: HERBERT-VON-KARAJAN-STRABE 1 10785

CONT'D ON NEXT PAGE

ATTACHMENT 10 (CONT'D)FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

CITY, STATE & ZIP: BERLIN
FOREIGN COUNTRY: GERMANY
GRANT DATE: 01/24/2013
GRANT AMOUNT: 7,500.
GRANT PURPOSE: TO SUPPORT CIMBASSO ACQUISITION
AMOUNT EXPENDED: 7,500.
ANY DIVERSION? NO
DATES OF REPORTS: 12/11/2013
VERIFICATION DATE:
RESULTS OF VERIFICATION:

THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS AND/OR GRANT PURPOSE FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.

GRANTEE'S NAME: HABITAT FOR HUMANITY
GRANTEE'S ADDRESS: 46 WEST BAR STREET OX16 9RZ
CITY, STATE & ZIP: BANBURY
FOREIGN PROVINCE: OXFORDSHIRE
FOREIGN COUNTRY: UNITED KINGDOM
GRANT DATE: 11/28/2012
GRANT AMOUNT: 200,000.
GRANT PURPOSE: TO SUPPORT NEW START - NEW LIFE PROJECT
AMOUNT EXPENDED: 197,006.
ANY DIVERSION? NO
DATES OF REPORTS: 7/7/2014
VERIFICATION DATE:
RESULTS OF VERIFICATION:

THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS AND/OR GRANT PURPOSE FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.

GRANTEE'S NAME: UKUMBI
GRANTEE'S ADDRESS: KALEVANKATU 31 A 9 00100
CITY, STATE & ZIP: HELSINKI
FOREIGN COUNTRY: FINLAND
GRANT DATE: 03/07/2013
GRANT AMOUNT: 25,000.
GRANT PURPOSE: TO SUPPORT KWIECO SHELTER HOUSE PROJECT
AMOUNT EXPENDED: 25,000.
ANY DIVERSION? NO
DATES OF REPORTS: 8/4/2014
VERIFICATION DATE:
RESULTS OF VERIFICATION:

THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS AND/OR GRANT PURPOSE FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.

GRANTEE'S NAME: WELLINGTON COLLEGE
GRANTEE'S ADDRESS: CROWTHORNE RG45 7PU
CITY, STATE & ZIP: WEST BERKSHIRE

CONT'D ON NEXT PAGE

ATTACHMENT 10 (CONT'D)FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

FOREIGN COUNTRY: UNITED KINGDOM
GRANT DATE: 01/10/2013
GRANT AMOUNT: 95,000.
GRANT PURPOSE: FOR GENERAL OPERATING SUPPORT
AMOUNT EXPENDED: 95,000.
ANY DIVERSION? NO
DATES OF REPORTS: 1/1/2014
VERIFICATION DATE:
RESULTS OF VERIFICATION:

THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE
REPORTS AND/OR GRANT PURPOSE FROM THE GRANTEE; THEREFORE, NO
INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.

GRANTEE'S NAME: ALZHEIMER'S SOCIETY
GRANTEE'S ADDRESS: 58 ST KATHERINE'S WAY E1W 1LB
CITY, STATE & ZIP: LONDON
FOREIGN COUNTRY: UNITED KINGDOM
GRANT DATE: 01/13/2014
GRANT AMOUNT: 8,375.
GRANT PURPOSE: FOR GENERAL OPERATING SUPPORT
AMOUNT EXPENDED: 8,375.
ANY DIVERSION? NO
DATES OF REPORTS: 12/09/2014
VERIFICATION DATE:
RESULTS OF VERIFICATION:

THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE
REPORTS AND/OR GRANT PURPOSE FROM THE GRANTEE; THEREFORE, NO
INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.

GRANTEE'S NAME: CITY YEAR LONDON
GRANTEE'S ADDRESS: 58-62 WHITE LION STREET N1 9PP
CITY, STATE & ZIP: LONDON
FOREIGN COUNTRY: UNITED KINGDOM
GRANT DATE: 08/04/2014
GRANT AMOUNT: 161,000.
GRANT PURPOSE: CITY YEAR TEAM 2014-2015
AMOUNT EXPENDED: 161,000.
ANY DIVERSION? NO
DATES OF REPORTS: 03/31/2015
VERIFICATION DATE:
RESULTS OF VERIFICATION:

THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE
REPORTS AND/OR GRANT PURPOSE FROM THE GRANTEE; THEREFORE, NO
INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.

GRANTEE'S NAME: CITY YEAR LONDON
GRANTEE'S ADDRESS: 58-62 WHITE LION STREET N1 9PP
CITY, STATE & ZIP: LONDON
FOREIGN COUNTRY: UNITED KINGDOM
GRANT DATE: 08/04/2014

CONT'D ON NEXT PAGE

ATTACHMENT 10 (CONT'D)FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANT AMOUNT: 89,000.
GRANT PURPOSE: GLOBAL EXCHANGE PROGRAM
AMOUNT EXPENDED: 89,000.
ANY DIVERSION? NO
DATES OF REPORTS: 03/31/2015
VERIFICATION DATE:
RESULTS OF VERIFICATION:

THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS AND/OR GRANT PURPOSE FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.

GRANTEE'S NAME: FRIENDS OF BERLIN PHILHARMONIC
GRANTEE'S ADDRESS: HERBERT-VON-KARAJAN-STRASSE 1 10785
CITY, STATE & ZIP: BERLIN
FOREIGN COUNTRY: GERMANY
GRANT DATE: 01/08/2014
GRANT AMOUNT: 7,500.
GRANT PURPOSE: FOR GENERAL OPERATING SUPPORT
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS: NOT YET DUE
VERIFICATION DATE:
RESULTS OF VERIFICATION:

GRANTEE'S NAME: HABITAT FOR HUMANITY
GRANTEE'S ADDRESS: 46 WEST BAR STREET OX16 9RZ
CITY, STATE & ZIP: BANBURY
FOREIGN PROVINCE: OXFORDSHIRE
FOREIGN COUNTRY: UNITED KINGDOM
GRANT DATE: 03/20/2014
GRANT AMOUNT: 150,000.
GRANT PURPOSE: FOR GENERAL OPERATING SUPPORT
AMOUNT EXPENDED: 150,000.
ANY DIVERSION? NO
DATES OF REPORTS: 03/27/2015
VERIFICATION DATE:
RESULTS OF VERIFICATION:

THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS AND/OR GRANT PURPOSE FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.

GRANTEE'S NAME: OUTSET CONTEMPORARY ART FUND
GRANTEE'S ADDRESS: UNIT 14, 85 BARLBY ROAD W10 6BN
CITY, STATE & ZIP: LONDON
FOREIGN COUNTRY: UNITED KINGDOM
GRANT DATE: 01/13/2014
GRANT AMOUNT: 8,375.
GRANT PURPOSE: FOR GENERAL OPERATING SUPPORT
AMOUNT EXPENDED: 8,375.
ANY DIVERSION? NO

CONT'D ON NEXT PAGE

ATTACHMENT 10 (CONT'D)FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

DATES OF REPORTS: 02/04/2015

VERIFICATION DATE:

RESULTS OF VERIFICATION:

THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS AND/OR GRANT PURPOSE FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.

GRANTEE'S NAME: WELLINGTON COLLEGE

GRANTEE'S ADDRESS: CROWTHORNE RG45 7PU

CITY, STATE & ZIP: WEST BERKSHIRE

FOREIGN COUNTRY: UNITED KINGDOM

GRANT DATE: 01/17/2014

GRANT AMOUNT: 50,000.

GRANT PURPOSE: FOR GENERAL OPERATING SUPPORT

AMOUNT EXPENDED: 50,000.

ANY DIVERSION? NO

DATES OF REPORTS: 04/01/2015

VERIFICATION DATE:

RESULTS OF VERIFICATION:

THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS AND/OR GRANT PURPOSE FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.

GRANTEE'S NAME: TREES FOR CITIES

GRANTEE'S ADDRESS: PRINCE CONSORT LODGE SE11 4AS

CITY, STATE & ZIP: LONDON

FOREIGN COUNTRY: UNITED KINGDOM

GRANT DATE: 10/28/2014

GRANT AMOUNT: 12,346.

GRANT PURPOSE: FOR GENERAL OPERATING SUPPORT

AMOUNT EXPENDED: 12,346.

ANY DIVERSION? NO

DATES OF REPORTS: 07/21/2015

VERIFICATION DATE:

RESULTS OF VERIFICATION:

THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS AND/OR GRANT PURPOSE FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.

TOWERBROOK FOUNDATION

74-3182897

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

<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>
JONATHAN BILZIN PARK AVENUE TOWER, 65 EAST 55TH ST, NEW YORK, NY 10022	DIRECTOR .50	0	0	0
FILIPPO CARDINI PARK AVENUE TOWER, 65 EAST 55TH ST, NEW YORK, NY 10022	DIRECTOR, SCRTRY, ASST. TREAS. 1.00	0	0	0
ROBIN ESTERSON PARK AVENUE TOWER, 65 EAST 55TH ST, NEW YORK, NY 10022	DIRECTOR (UNTIL 12/31/2014) .50	0	0	0
JENNIFER GLASSMAN PARK AVENUE TOWER, 65 EAST 55TH ST, NEW YORK, NY 10022	DIRECTOR, TREAS., ASST. SCRTRY 1.00	0	0	0
WINSTON GINSBERG PARK AVENUE TOWER, 65 EAST 55TH ST, NEW YORK, NY 10022	DIRECTOR .50	0	0	0
NEAL MOSZKOWSKI PARK AVENUE TOWER, 65 EAST 55TH ST, NEW YORK, NY 10022	DIRECTOR, CHAIRPERSON 1.00	0	0	0

TOWERBROOK FOUNDATION

74-3182897

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
TRAVIS NELSON PARK AVENUE TOWER, 65 EAST 55TH ST, NEW YORK, NY 10022	DIRECTOR .50	0	0	0
IAN SACKS PARK AVENUE TOWER, 65 EAST 55TH ST, NEW YORK, NY 10022	DIRECTOR .50	0	0	0
KARIM SADDI PARK AVENUE TOWER, 65 EAST 55TH ST, NEW YORK, NY 10022	DIRECTOR .50	0	0	0
RAMEZ SOUSOU PARK AVENUE TOWER, 65 EAST 55TH ST, NEW YORK, NY 10022	DIRECTOR, CHAIRPERSON 1.00	0	0	0
ANDREW ROLFE PARK AVENUE TOWER, 65 EAST 55TH ST, NEW YORK, NY 10022	DIRECTOR .50	0	0	0
PATRICK SMULDERS PARK AVENUE TOWER, 65 EAST 55TH ST, NEW YORK, NY 10022	DIRECTOR .50	0	0	0

TOWERBROOK FOUNDATION

74-3182897

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
AXEL MEYERSIEK PARK AVENUE TOWER, 65 EAST 55TH ST, NEW YORK, NY 10022	DIRECTOR .50	0	0	0
GORDON HOLMES PARK AVENUE TOWER, 65 EAST 55TH ST, NEW YORK, NY 10022	DIRECTOR .50	0	0	0
MICHAEL KARANGELEN PARK AVENUE TOWER, 65 EAST 55TH ST, NEW YORK, NY 10022	DIRECTOR .50	0	0	0
HUGH HARPER PARK AVENUE TOWER, 65 EAST 55TH ST, NEW YORK, NY 10022	DIRECTOR (UNTIL 01/24/2014) .50	0	0	0
ADAM MCLAIN PARK AVENUE TOWER, 65 EAST 55TH ST, NEW YORK, NY 10022	DIRECTOR .50	0	0	0
GLENN MILLER PARK AVENUE TOWER, 65 EAST 55TH ST, NEW YORK, NY 10022	DIRECTOR .50	0	0	0

TOWERBROOK FOUNDATION

74-3182897

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
EVAN GOLDMAN PARK AVENUE TOWER, 65 EAST 55TH ST, NEW YORK, NY 10022	DIRECTOR .50	0	0	0
RAYHAN DAVIS PARK AVENUE TOWER, 65 EAST 55TH ST, NEW YORK, NY 10022	DIRECTOR .50	0	0	0
GRAND TOTALS		0	0	0

ATTACHMENT 12FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

JENNIFER GLASSMAN
PARK AVE TOWER 65 E.55TH ST 27TH FL
NEW YORK, NY 10022
212-699-2278

FILIPPO CARDINI
PARK AVE TOWER 65 E.55TH ST 27TH FL
NEW YORK, NY 10022
212-699-2278

TOWERBROOK FOUNDATION

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALLEN STEVENSON SCHOOL 132 E 78TH ST NEW YORK, NY 10075	NONE PC		FOR GENERAL OPERATING SUPPORT	10,000
ALZHEIMER'S SOCIETY 58 ST KATHERINE'S WAY E1W 1LB LONDON UNITED KINGDOM	NONE PC		FOR GENERAL OPERATING SUPPORT	8,375
AMERICAN FRIENDS OF WINCHESTER COLLEGE PMB #293, 601 PENN AVE NW SUITE 900 SOUTH BLDG WASHINGTON, DC 20004	NONE PC		FOR GENERAL OPERATING SUPPORT	30,000
AMERICAN HEART ASSOCIATION P.O. BOX 5022 5 BROOKSIDE DRIVE WALLINGFORD, CT 06492	NONE PC		FOR GENERAL OPERATING SUPPORT	2,150.
AMERICAN IRELAND FUND 211 CONGRESS STREET 10TH FLOOR BOSTON, MA 02110	NONE PC		INTEGRATED EDUCATION FUND	15,000
AMERICAN IRELAND FUND 211 CONGRESS STREET 10TH FLOOR BOSTON, MA 02110	NONE PC		MUNSTER RUGBY COMMUNITY PROGRAMME	11,115

TOWERBROOK FOUNDATION

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
AMERICAN IRELAND FUND 211 CONGRESS STREET 10TH FLOOR BOSTON, MA 02110	NONE	PC	GLENSTAL ABBEY SCHOLARSHIP FUND	5,000
BERGEN FAMILY CENTER 44 ARMORY STREET ENGLEWOOD, NJ 07631	NONE	PC	FOR GENERAL OPERATING SUPPORT	1,000
BREAST CANCER RESEARCH FOUNDATION 60 EAST 56TH STREET 8TH FLOOR NEW YORK, NY 10022	NONE	PC	FOR GENERAL OPERATING SUPPORT	2,000
BYRAM HILLS EDUCATION FOUNDATION PO BOX 872 ARMONK, NY 10504	NONE	PC	FOR GENERAL OPERATING SUPPORT	8,250
CAF AMERICA 1800 DIAGONAL ROAD SUITE 150 ALEXANDRIA, VA 22314-2840	NONE	PC	GREAT ORMOND STREET HOSPITAL CHARITY	101,900
CAF AMERICAN DONOR FUND 1800 DIAGONAL ROAD SUITE 150 ALEXANDRIA, VA 22314-2840	NONE	PC	FOR GENERAL OPERATING SUPPORT	100,000

TOWERBROOK FOUNDATION

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAF AMERICAN DONOR FUND 1800 DIAGONAL ROAD SUITE 150 ALEXANDRIA, VA 22314-2840	NONE PC	HORIZON FOUNDATION	50,000
CAMBRIDGE IN AMERICA PO BOX 271 NEW YORK, NY 10013	NONE PC	PEMBROKE COLLEGE	20,000
CHILDRENS BRAIN TUMOR FOUNDATION INC 1325 SIXTH AVENUE 27TH FLOOR NEW YORK, NY 10019	NONE PC	FOR GENERAL OPERATING SUPPORT	10,000
CITY YEAR INC 287 COLUMBUS AVENUE BOSTON, MA 02116	NONE PC	SUPPORT FOR NEW YORK CHAPTER	2,500
CITY YEAR INC 287 COLUMBUS AVENUE BOSTON, MA 02116	NONE PC	GLOBAL EXCHANGE/TEAM SPONSORSHIP	250,000.
CITY YEAR LONDON 58-62 WHITE LION STREET N1 9PP LONDON UNITED KINGDOM	NONE PC	CITY YEAR TEAM 2014-2015	161,000.

TOWERBROOK FOUNDATION

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FORM 990EE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>		<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CITY YEAR LONDON	NONE			
58-62 WHITE LION STREET N1 9PP	PC		GLOBAL EXCHANGE PROGRAM	89,000
LONDON				
UNITED KINGDOM				
CITYLAX	NONE			
65 WEST 89TH STREET	PC		NYC PUBLIC SCHOOLS' LACROSSE	10,000
NEW YORK, NY 10024				
DALTON SCHOOL	NONE			
108 EAST 89TH STREET	PC		FOR GENERAL OPERATING SUPPORT	5,000
NEW YORK, NY 10128-1599				
DEPAUW UNIVERSITY	NONE			
PO BOX 37	PC		FOR GENERAL OPERATING SUPPORT	10,000
GREENCASTLE, IN 46135				
DYSAUTONOMIA FOUNDATION INC	NONE			
315 WEST 39TH STREET	PC		FOR GENERAL OPERATING SUPPORT	150
SUITE 701				
NEW YORK, NY 10018				
EQUITY PROJECT CHARTER SCHOOL	NONE			
549 AUDUBON AVENUE, T 30	PC		FOR GENERAL OPERATING SUPPORT	750
NEW YORK, NY 10040				

TOWERBROOK FOUNDATION

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FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FOOD ALLERGY RESEARCH AND EDUCATION INC 7925 JONES BRANCH DRIVE SUITE 1100 MCLEAN, VA 22102	NONE PC	FOR GENERAL OPERATING SUPPORT	15,000
FRIENDS OF BERLIN PHILHARMONIC HERBERT-VON-KARAJAN-STRASSE 1 10785 BERLIN GERMANY	NONE PC	FOR GENERAL OPERATING SUPPORT	7,500.
FRIENDS OF BISHOP STRACHAN SCHOOL DEPT NO. 495 PO BOX 8000 BUFFALO, NY 14267	NONE PC	FOR GENERAL OPERATING SUPPORT	1,000
FRIENDS OF HEC INC C/O DEWEY & LEBOEUF 1301 AVENUE OF THE AMERICAS NEW YORK, NY 10019	NONE PC	FOR THE HEC FOUNDATION IN FRANCE	30,000.
HABITAT FOR HUMANITY 46 WEST BAR STREET OX16 9RZ BANBURY OXFORDSHIRE UNITED KINGDOM	NONE PC	FOR GENERAL OPERATING SUPPORT	150,000
HARVARD BUSINESS SCHOOL TEELE HALL SOLDIERS FIELD BOSTON, MA 02163	NONE PC	FOR GENERAL OPERATING SUPPORT	10,000

TOWERBROOK FOUNDATION

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FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
HORACE MANN 231 WEST 246TH STREET RIVERDALE, NY 10471	NONE PC	FOR GENERAL OPERATING SUPPORT	15,000.
ISLES INC 10 WOOD STREET TRENTON, NJ 08618	NONE PC	FOR GENERAL OPERATING SUPPORT	25,000
LEUKEMIA AND LYMPHOMA SOCIETY 61 BROADWAY SUITE 400 NEW YORK, NY 10006	NONE PC	FOR GENERAL OPERATING SUPPORT	150
MAKE A WISH FOUNDATION OF AMERICA 4742 N 24TH STREET SUITE 400 PHOENIX, AZ 85016	NONE PC	FOR GENERAL OPERATING SUPPORT	5,000
MARCH OF DIMES 1275 MAMARONECK AVENUE WHITE PLAINS, NY 10605	NONE PC	FOR GENERAL OPERATING SUPPORT	1,000
MCDONOGH SCHOOL 8600 MCDONOGH ROAD OWINGS MILLS, MD 21117	NONE PC	REUNION/MCDONOGH FOREVER	50,000

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MEMORIAL SLOAN KETTERING CANCER CENTER 1275 YORK AVE NEW YORK, NY 10021	NONE PC	CYCLE OF SURVIVAL	6,708.
MICHAEL'S MISSION 120 E 29TH ST APT 9A NEW YORK, NY 10016	NONE PC	FOR GENERAL OPERATING SUPPORT	2,000
NEST M PARENT TEACHERS ASSOCIATION INC 111 COLUMBIA STREET NEW YORK, NY 10002	NONE PC	FOR GENERAL OPERATING SUPPORT	900
NEW YORK ROAD RUNNERS, INC 9 EAST 89TH STREET NEW YORK, NY 10128	NONE PC	TEAM FOR KIDS	150
NEW YORK TIMES NEEDIEST CASES FUND 620 8TH AVENUE NEW YORK, NY 10018	NONE PC	FOR GENERAL OPERATING SUPPORT	450
NORTHWESTERN UNIVERSITY 375 EAST CHICAGO AVENUE CHICAGO, IL 60611	NONE PC	SCHOOL OF LAW	2,500

TOWERBROOK FOUNDATION

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FORM 990BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OPERATION SMILE 6435 TIDEWATER DRIVE NORFOLK, VA 23509	NONE PC		FOR GENERAL OPERATING SUPPORT	25,000
OUTSET CONTEMPORARY ART FUND UNIT 14, 85 BARLEY ROAD W10 6BN LONDON UNITED KINGDOM	NONE PC		FOR GENERAL OPERATING SUPPORT	8,375
PEDDIE SCHOOL P O BOX A HIGHTSTOWN, NJ 08520	NONE PC		FOR GENERAL OPERATING SUPPORT	17,500.
PIANO PROJECT LIMITED 151 E 31ST ST APT 7K NEW YORK, NY 10016	NONE PC		FOR GENERAL OPERATING SUPPORT	10,000
RYE COUNTRY DAY SCHOOL POST ROAD CEDAR STREET RYE, NY 10580	NONE PC		FOR GENERAL OPERATING SUPPORT	10,000.
STANFORD UNIVERSITY BOARD OF TRUSTEES 326 GALVEZ STREET STANFORD, CA 94305	NONE PC		TO SUPPORT GRADUATE SCHOOL OF BUSINESS	40,000.

TOWERBROOK FOUNDATION

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FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SUMNER SEARCH 90 BROAD STREET SUITE 202 NEW YORK, NY 10004	NONE PC	FOR GENERAL OPERATING SUPPORT	1,000.
THE V FOUNDATION 106 TOWERVIEW COURT CAREY, NC 27510	NONE PC	FOR GENERAL OPERATING SUPPORT	300.
TOWN SCHOOL 540 E 76TH STREET NEW YORK, NY 10021	NONE PC	FOR GENERAL OPERATING SUPPORT	11,000.
TOWN SCHOOL 540 E 76TH STREET NEW YORK, NY 10021	NONE PC	ANNUAL GIFT	12,100.
TOWN SCHOOL 540 E 76TH STREET NEW YORK, NY 10021	NONE PC	CAPITAL CAMPAIGN	20,000
TREVOR DAY SCHOOL 11 E 89TH ST NEW YORK, NY 10128	NONE PC	FOR GENERAL OPERATING SUPPORT	450

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FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NY 622 WEST 113TH STREET MAIL CODE 4524 NEW YORK, NY 10025	NONE PC	TO SUPPORT THE SCHOOL OF LAW	753
CORNELL UNIVERSITY 443 WARREN HALL ITHACA, NY 14853	NONE PC	TO SUPPORT EHUB	50,000.
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET SUITE 305 PHILADELPHIA, PA 19104	NONE PC	FOR GENERAL OPERATING SUPPORT	150
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET SUITE 305 PHILADELPHIA, PA 19104	NONE PC	EDUARDO GLANDT CAPITAL FUND	40,000
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET SUITE 305 PHILADELPHIA, PA 19104	NONE PC	ENGINEERING ANNUAL GIVING	20,000
TUFTS UNIVERSITY BALLOU HALL MEDFORD, MA 02155	NONE PC	TO SUPPORT MEN'S LACROSSE	6,500.

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FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UBUNTU EDUCATION FUND 32 BROADWAY SUITE 414 NEW YORK, NY 10004	NONE PC		FOR GENERAL OPERATING SUPPORT	50,000
UNCOMMON SCHOOLS 826 BROADWAY 9TH FLOOR NEW YORK, NY 10001	NONE PC		FOR GENERAL OPERATING SUPPORT	280,000
VOICES AGAINST BRAIN CANCER 1375 BROADWAY 3RD FLOOR NEW YORK, NY 10018	NONE PC		FOR GENERAL OPERATING SUPPORT	2,000.
WALK THE WALK AMERICA INC 1600 BAUSCH AND LOMB PL ROCHESTER, NY 14604	NONE PC		FOR GENERAL OPERATING SUPPORT	150
WELLINGTON COLLEGE CROWTHORNE RG45 7PU WEST BERKSHIRE UNITED KINGDOM	NONE PC		FOR GENERAL OPERATING SUPPORT	50,000
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460	NONE PC		RUN FOR THE WILD	330

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FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WILLIAM AND MARY ATHLETIC EDUCATIONAL FOUNDATION PO BOX 399 WILLIAMSBURG, VA 23187	NONE PC	TO SUPPORT MEN'S SOCCER SCHOLARSHIP	9,000
WOUNDED WARRIOR PROJECT INC 4899 BELFORT ROAD SUITE 3000 JACKSONVILLE, FL 32256	NONE PC	FOR GENERAL OPERATING SUPPORT	2,500
YEAR UP, INC 93 SUMMER STREET 5TH FLOOR BOSTON, MA 02110	NONE PC	TO SUPPORT BAY AREA	25,000
YMCA OF SAN DIEGO COUNTY 3708 RUFFIN ROAD SAN DIEGO, CA 92123	NONE PC	FOR GENERAL OPERATING SUPPORT	5,000
YOUNG ADULT INSTITUTE INC 460 WEST 34TH STREET 11TH FLOOR NEW YORK, NY 10001	NONE PC	FOR GENERAL OPERATING SUPPORT	10,000
YOUNG ADULT INSTITUTE INC 460 WEST 34TH STREET 11TH FLOOR NEW YORK, NY 10001	NONE PC	CENTRAL PARK CHALLENGE	5,000

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN FRIENDS OF UN TECHO PARA MI PAIS 2050 SW 22ND STREET SUITE 306 MIAMI, FL 33145	NONE PC	FOR GENERAL OPERATING SUPPORT	10,000
AMERICANS FOR OXFORD INC 500 5TH AVE 32ND FLOOR NEW YORK, NY 10110	NONE PC	FOR GENERAL OPERATING SUPPORT	25,000
ASPHALT GREEN INC 555 EAST 90TH STREET NEW YORK, NY 10128	NONE PC	FOR GENERAL OPERATING SUPPORT	2,000
CHILD MIND INSTITUTE 445 PARK AVENUE NEW YORK, NY 10022	NONE PC	FOR GENERAL OPERATING SUPPORT	540.
CHROMOSOME DISORDER OUTREACH PO BOX 724 BOCA RATON, FL 33429	NONE PC	FOR GENERAL OPERATING SUPPORT	1,000
EB RESEARCH PARTNERSHIP 132 E 43RD ST SUITE 432 NEW YORK, NY 10017	NONE PC	2014 ACTION FOR JACKSTONE EVENT	2,000

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FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FAIRMOUNT PARK CONSERVANCY 1617 JOHN F. KENNEDY BLVD SUITE 1670 PHILADELPHIA, PA 19103	NONE PC	FOR GENERAL OPERATING SUPPORT	705
FRIENDS OF JACLYN 119 OREGON RD CORTLANDT MANOR, NY 10567	NONE PC	FOR GENERAL OPERATING SUPPORT	450.
ISRAEL LACROSSE ASSOCIATION 1501 BROADWAY NEW YORK, NY 10036	NONE PC	FOR GENERAL OPERATING SUPPORT	5,188
JEWISH CHILD CARE ASSOCIATION OF NEW YORK 120 WALL ST NEW YORK, NY 10005	NONE PC	PLEASANTVILLE COTTAGE SCHOOL	2,500
OCHSNER CLINIC FOUNDATION 1514 JEFFERSON HWY NEW ORLEANS, LA 70121	NONE PC	FOR GENERAL OPERATING SUPPORT	1,000
ONE DAYS WAGES P O BOX 19535 SEATTLE, WA 98109	NONE PC	FOR GENERAL OPERATING SUPPORT	243.

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
REGIS HIGH SCHOOL 55 E 84TH STREET NEW YORK, NY 10028	NONE PC	FOR GENERAL OPERATING SUPPORT	31,068
REMOTE AREA MEDICAL 2200 STOCK CREEK BLVD. ROCKFORD, TN 37853	NONE PC	FOR GENERAL OPERATING SUPPORT	450.
SHE'S THE FIRST PO BOX 20483 COLUMBUS CIRCLE STATION NEW YORK, NY 10025	NONE PC	FOR GENERAL OPERATING SUPPORT	450
SOCIAL ENTERPRISE FUND 114 CAMPHOR TREE LN ALTAMONTE SPG, FL 32714	NONE PC	FISH FOR LIFE/CARRIBEAN HARVEST	1,500
ST MICHAEL'S COLLEGE ONE WINDOSKI PARK BOX 274 COLCHESTER, VT 05439	NONE PC	FOR GENERAL OPERATING SUPPORT	150
THE PREGNANCY CENTERS OF CENTRAL VIRGINIA 1420 GREENBRIER PL CHARLOTTESVILLE, VA 22901	NONE PC	CHARLOTTESVILLE PREGNANCY CENTER	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TREES FOR CITIES	NONE			
PRINCE CONSORT LODGE SE11 4AS	PC		FOR GENERAL OPERATING SUPPORT	12,346
LONDON				
UNITED KINGDOM				
WILLIAMS COLLEGE	NONE			
PO BOX 67	PC		FOR GENERAL OPERATING SUPPORT	2,700
WILLIAMSTOWN, MA 01267				
TOTAL CONTRIBUTIONS PAID				<u>2,041,946</u>

TOWERBROOK FOUNDATION

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FORM 990BE, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NY 622 WEST 113TH STREET MAIL CODE 4524 NEW YORK, NY 10025	NONE PC		FOR GENERAL OPERATING SUPPORT	3,002
DOE FUND 232 EAST 84TH STREET NEW YORK, NY 10028	NONE PC		FOR GENERAL OPERATING SUPPORT	375
FRIENDS OF HEC INC C/O DEWEY & LEBOEUF 1301 AVENUE OF THE AMERICAS NEW YORK, NY 10019	NONE PC		TO SUPPORT HEC FOUNDATION IN FRANCE	30,000.
FRIENDS OF THE BISHOP STRACHAN SCHOOL, INC DEPT NO 495 PO BOX 8000 BUFFALO, NY 14267	NONE PC		FOR GENERAL OPERATING SUPPORT	1,000
NYT NEEDIEST CASES FUND 620 8TH AVENUE NEW YORK, NY 10018	NONE PC		FOR GENERAL OPERATING SUPPORT	450
OUTSET CONTEMPORARY ART FUND UNIT 14, 85 BARLEY ROAD W10 6BN LONDON UNITED KINGDOM	NONE PC		FOR GENERAL OPERATING SUPPORT	7,630

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FORM 990BF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SADLERS WELLS ASSOCIATION 222 PARK AVE S APT 10A NEW YORK, NY 10003	NONE	FOR GENERAL OPERATING SUPPORT	15,000
THE V FOUNDATION 106 TOWERVIEW COURT CAREY, NC 27510	NONE PC	FOR GENERAL OPERATING SUPPORT	300
WISH 77 EAST ROAD N1 6AH LONDON UNITED KINGDOM	NONE PC	TO SUPPORT THE COMMUNITY LINK INTENSIVE SUPPORT	5,000
EQUAL JUSTICE INITIATIVE 122 COMMERCE ST MONTGOMERY, AL 36104	NONE PC	FOR GENERAL OPERATING SUPPORT	232
REMOTE AREA MEDICAL 2200 STOCK CREEK BLVD ROCKFORD, TN 37853	NONE PC	FOR GENERAL OPERATING SUPPORT	300
BECKET CHINNEY CORNERS YMCA (TWO STATE YMCA) 748 HAMILTON ROAD BECKET, MA 01223	NONE PC	FOR GENERAL OPERATING SUPPORT	1,500

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FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BROOKLYN CONSERVATORY OF MUSIC 58 SEVENTH AVENUE BROOKLYN, NY 11217	NONE PC	FOR GENERAL OPERATING SUPPORT	4,500
CAMFED USA FOUNDATION 465 CALIFORNIA STREET SUITE 626 SAN FRANCISCO, CA 94104	NONE PC	FOR GENERAL OPERATING SUPPORT	300
FOOTBALL FOR PEACE 90 LONG ACRE WC2E 9RA LONDON UNITED KINGDOM	NONE PC	FOR GENERAL OPERATING SUPPORT	3,000
FRIENDS OF JACLYN 119 OREGON RD CORTLANDT MANOR, NY 10567	NONE PC	FOR GENERAL OPERATING SUPPORT	225
HOSH YOGA 55 NASSAU AVE # 1C BROOKLYN, NY 11222	NONE PC	FOR GENERAL OPERATING SUPPORT	300.
NURSE FAMILY PARTNERSHIP 1900 GRANT STREET SUITE 400 DENVER, CO 80203	NONE PC	FOR GENERAL OPERATING SUPPORT	150.

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FORM 990FE, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 14 (CONT'D)					
RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
REACH OUT AND READ 89 SOUTH STREET SUITE 201 BOSTON, MA 02111		NONE PC		FOR GENERAL OPERATING SUPPORT	150.
SECOND HARVEST FOOD BANK 750 CURTNER AVENUE SAN JOSE, CA 95125		NONE PC		FOR GENERAL OPERATING SUPPORT	225
TOTAL CONTRIBUTIONS APPROVED					73,639

ATTACHMENT 14 (CONT'D)