

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

▶ **Do not enter social security numbers on this form as it may be made public.**
 ▶ **Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.**

OMB No 1545-0052
2017
Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation TOWERBROOK FOUNDATION		A Employer identification number 74-3182897	
% LISA KIRSCHNER			
Number and street (or P O box number if mail is not delivered to street address) PARK AVE TOWER 65 E 55TH ST 19 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 <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 7,030,385		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	0			
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	34,824	34,824	0	
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	882,445			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		882,445		
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)	132,237	136,562	0	
12	Total. Add lines 1 through 11	1,049,506	1,053,831	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)	991	0	0	991
b	Accounting fees (attach schedule)	24,160	0	0	22,160
c	Other professional fees (attach schedule)	1,225	0	0	500
17	Interest				
18	Taxes (attach schedule) (see instructions)	20,000	0	0	0
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	1,142	0	0	1,142
24	Total operating and administrative expenses. Add lines 13 through 23	47,518	0	0	24,793
25	Contributions, gifts, grants paid	934,129			939,477
26	Total expenses and disbursements. Add lines 24 and 25	981,647	0	0	964,270
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	67,859			
b	Net investment income (if negative, enter -0-)		1,053,831		
c	Adjusted net income (if negative, enter -0-)			0	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	4,754,051	4,812,833	4,812,833
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	☞ 1,126,696	☞ 458,731	☞ 2,217,552	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,880,747	5,271,564	7,030,385	
Liabilities	17 Accounts payable and accrued expenses	20,000	22,725	
	18 Grants payable	5,349	17,050	
	19 Deferred revenue	0	323,214	
	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)	25,349	362,989	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	5,855,398	4,908,575	
	25 Temporarily restricted	0	0	
	26 Permanently restricted	0	0	
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	5,855,398	4,908,575		
31 Total liabilities and net assets/fund balances (see instructions) .	5,880,747	5,271,564		

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	5,855,398
2 Enter amount from Part I, line 27a	2	67,859
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	5,923,257
5 Decreases not included in line 2 (itemize) ▶ _____	5	1,014,682
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	4,908,575

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a TOWERBROOK INVESTORS GP II, LP	D		
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			882,445
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)	2	882,445
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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))
2016	694,962	6,956,037	0.099908
2015	1,485,732	6,742,790	0.220344
2014	2,071,340	8,042,164	0.25756
2013	2,587,970	6,472,254	0.399856
2012	1,697,682	8,581,483	0.197831

2 Total of line 1, column (d)	2	1.175499
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	0.2351
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	6,142,385
5 Multiply line 4 by line 3	5	1,444,075
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,538
7 Add lines 5 and 6	7	1,454,613
8 Enter qualifying distributions from Part XII, line 4	8	964,270

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, domestic foundations, tax under section 511, subtitle A tax, tax based on investment income, credits/payments, and tax due/overpayment. Total tax due is 843.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about political campaigns, political expenditures, unrelated business income, and substantial contributors. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, public inspection requirements, and books in care.

Located at PARK AVE TOWER 65 E 55TH ST 19 F 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


Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here. ▶			5b
				No
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i> 	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>			6b
				No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances

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

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

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	
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	

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	0
b	Average of monthly cash balances.	1b	4,477,103
c	Fair market value of all other assets (see instructions).	1c	1,758,821
d	Total (add lines 1a, b, and c).	1d	6,235,924
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	6,235,924
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	93,539
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	6,142,385
6	Minimum investment return. Enter 5% of line 5.	6	307,119

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	307,119
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	21,077
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	21,077
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	286,042
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	286,042
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	286,042

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	964,270
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	964,270
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	964,270

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				286,042
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 2015, 2014, 2013		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	1,282,311			
b From 2013.	2,264,357			
c From 2014.	1,750,108			
d From 2015.	1,174,945			
e From 2016.	349,057			
f Total of lines 3a through e.	6,820,778			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>964,270</u>				
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2017 distributable amount.				286,042
e Remaining amount distributed out of corpus	678,228			
5 Excess distributions carryover applied to 2017 (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	7,499,006			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
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 2012 not applied on line 5 or line 7 (see instructions).	1,282,311			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	6,216,695			
10 Analysis of line 9				
a Excess from 2013.	2,264,357			
b Excess from 2014.	1,750,108			
c Excess from 2015.	1,174,945			
d Excess from 2016.	349,057			
e Excess from 2017.	678,228			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					

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

a "Assets" alternative test—enter

(1) Value of all assets

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

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

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

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
NA

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 email 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	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 <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				939,477
b <i>Approved for future payment</i> See Additional Data Table				
Total ▶ 3b				17,050


Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JONATHAN BILZIN PARK AVE TOWER 65 E 55TH ST 19 FL NEW YORK, NY 10022	DIRECTOR 0 5	0	0	0
FILIPPO CARDINI PARK AVE TOWER 65 E 55TH ST 19 FL NEW YORK, NY 10022	DIRECTOR, SCRTRY, ASST TREAS 1 0	0	0	0
GUY CARTWRIGHT PARK AVE TOWER 65 E 55TH ST 19 FL NEW YORK, NY 10022	DIRECTOR 0 5	0	0	0
NICOLAS CHAVANNE PARK AVE TOWER 65 E 55TH ST 19 FL NEW YORK, NY 10022	DIRECTOR 0 5	0	0	0
MATTHEW GERBER PARK AVE TOWER 65 E 55TH ST 19 FL NEW YORK, NY 10022	DIRECTOR 0 5	0	0	0
WINSTON GINSBERG PARK AVE TOWER 65 E 55TH ST 19 FL NEW YORK, NY 10022	DIRECTOR 0 5	0	0	0
JENNIFER GLASSMAN PARK AVE TOWER 65 E 55TH ST 19 FL NEW YORK, NY 10022	DIRECTOR, TREAS , ASST SCRTRY 1 0	0	0	0
EVAN GOLDMAN PARK AVE TOWER 65 E 55TH ST 19 FL NEW YORK, NY 10022	DIRECTOR 0 5	0	0	0
GORDON HOLMES PARK AVE TOWER 65 E 55TH ST 19 FL NEW YORK, NY 10022	DIRECTOR 0 5	0	0	0
JOE KNOLL PARK AVE TOWER 65 E 55TH ST 19 FL NEW YORK, NY 10022	DIRECTOR 0 5	0	0	0
CHRISTOPH LUENEBURGER PARK AVE TOWER 65 E 55TH ST 19 FL NEW YORK, NY 10022	DIRECTOR 0 5	0	0	0
GLENN MILLER PARK AVE TOWER 65 E 55TH ST 19 FL NEW YORK, NY 10022	DIRECTOR 0 5	0	0	0
NEAL MOSZKOWSKI PARK AVE TOWER 65 E 55TH ST 19 FL NEW YORK, NY 10022	DIRECTOR, CHAIRPERSON 1 0	0	0	0
TRAVIS NELSON PARK AVE TOWER 65 E 55TH ST 19 FL NEW YORK, NY 10022	DIRECTOR 0 5	0	0	0
ANDREW ROLFE PARK AVE TOWER 65 E 55TH ST 19 FL NEW YORK, NY 10022	DIRECTOR 0 5	0	0	0

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ABRIELLE ROSENTHAL PARK AVE TOWER 65 E 55TH ST 19 FL NEW YORK, NY 10022	DIRECTOR 0 5	0	0	0
IAN SACKS PARK AVE TOWER 65 E 55TH ST 19 FL NEW YORK, NY 10022	DIRECTOR 0 5	0	0	0
KARIM SADDI PARK AVE TOWER 65 E 55TH ST 19 FL NEW YORK, NY 10022	DIRECTOR 0 5	0	0	0
RAMEZ SOUSOU PARK AVE TOWER 65 E 55TH ST 19 FL NEW YORK, NY 10022	DIRECTOR, CHAIRPERSON 1 0	0	0	0
AXEL MEYERSIEK PARK AVE TOWER 65 E 55TH ST 19 FL NEW YORK, NY 10022	DIRECTOR (UNTIL 1/9/2017) 0 5	0	0	0

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
American Cancer Society 132 W 32nd Street NEW YORK, NY 10001	NONE	PC	For CIBC Run for the Cure	5,000
American Cancer Society 132 W 32nd Street NEW YORK, NY 10001	NONE	PC	FOR GENERAL OPERATING SUPPORT	300
Aspen Center for Environmental Studies 100 Puppy Smith Street ASPEN, CO 81611	NONE	PC	FOR GENERAL OPERATING SUPPORT	1,500
Total 				939,477
3a				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Avail NYC115 West 45th St 4th Floor NEW YORK, NY 10036	NONE	PC	FOR GENERAL OPERATING SUPPORT	900
Brigham and Women's Hospital 116 Huntington Avenue Third Floor BOSTON, MA 02116	NONE	PC	FOR GENERAL OPERATING SUPPORT	750
Brooklyn Academy of Music 30 Lafayette Avenue BROOKLYN, NY 11217	NONE	PC	FOR GENERAL OPERATING SUPPORT	50,000
Total 3a				939,477

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Name and address (home or business)				
a <i>Paid during the year</i>				
Byram Hills Education Foundation PO BOX 872 ARMONK, NY 10504	NONE	PC	FOR GENERAL OPERATING SUPPORT	6,000
Carbonfundorg853 Main Street EAST AURORA, NY 14052	NONE	PC	FOR GENERAL OPERATING SUPPORT	5,265
Central Park Conservancy 14 East 60th Street NEW YORK, NY 10022	NONE	PC	FOR GENERAL OPERATING SUPPORT	600
Total ▶ 3a				939,477

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Name and address (home or business)				
a <i>Paid during the year</i>				
Chai Lifeline Inc 151 West 30th Street Floor 3 NEW YORK, NY 10001	NONE	PC	FOR GENERAL OPERATING SUPPORT	7,500
Charities Aid Foundation America 225 Reinekers Lane Suite 375 ALEXANDRIA, VA 22314	NONE	PC	Recommendation for Roparun	5,799
Charities Aid Foundation America 225 Reinekers Lane Suite 375 ALEXANDRIA, VA 22314	NONE	PC	Recommendation for Trees for Cities	4,899
Total			▶	939,477
3a				

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Name and address (home or business)				
a <i>Paid during the year</i>				
Charities Aid Foundation America 225 Reinekers Lane Suite 375 ALEXANDRIA, VA 22314	NONE	PC	Recommendation for Outward Bound Trust	1,363
Charities Aid Foundation America 225 Reinekers Lane Suite 375 ALEXANDRIA, VA 22314	NONE	PC	Recommendation for SOS Children's Villages UK	2,304
City Harvest 6 East 32nd Street 5th Floor NEW YORK, NY 10016	NONE	PC	FOR GENERAL OPERATING SUPPORT	750
Total 3a				939,477

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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 <i>Paid during the year</i>				
City Year 20 W 22nd Street 3rd Floor NEW YORK, NY 10010	NONE	PC	FOR GENERAL OPERATING SUPPORT	4,500
City Year London 58-62 White Lion Street London N1 9PP UK	NONE	NC	For running City Year London Team	132,173
City Year New York 287 Columbus Ave BOSTON, MA 02116	NONE	PC	For the Team Sponsorship Program	175,000
Total ▶ 3a				939,477

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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 <i>Paid during the year</i>				
Columbia University - Law School 622 West 113th Street Mail Code 4524 NEW YORK, NY 10025	NONE	PC	FOR GENERAL OPERATING SUPPORT	4,999
Covenant House 5 Penn Plaza 2nd Floor NEW YORK, NY 100011810	NONE	PC	FOR GENERAL OPERATING SUPPORT	750
Creative Arts Team Inc 101 West 31st Street 6th Floor NEW YORK, NY 10001	NONE	PC	FOR GENERAL OPERATING SUPPORT	300
Total 3a				939,477

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Name and address (home or business)				
a <i>Paid during the year</i>				
Creekside Elementary PTCO 19993 E Long Ave CENTENNIAL, CO 80016	NONE	PC	FOR GENERAL OPERATING SUPPORT	420
Direct Relief 27 S LaPatera Lane SANTA BARBARA, CA 93117	NONE	PC	For Hurricane Harvey Relief	300
Divers Alert Network Inc (The DAN Foundation) 6 West Colony Place DURHAM, NC 27705	NONE	PC	FOR GENERAL OPERATING SUPPORT	300
Total 3a				939,477

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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 <i>Paid during the year</i>				
Equal Justice Initiative 122 Commerce Street MONTGOMERY, AL 36104	NONE	PC	FOR GENERAL OPERATING SUPPORT	750
Equity Project Charter School 549 Audubon Avenue T30 NEW YORK, NY 10025	NONE	PC	FOR GENERAL OPERATING SUPPORT	750
Friends of Jaclyn 119 Oregon Road CORTLANDT MANON, NY 10567	NONE	PC	FOR GENERAL OPERATING SUPPORT	3,600
Total ▶ 3a				939,477

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Name and address (home or business)				
a <i>Paid during the year</i>				
Friends of Karen 21 Perry Street PORT JEFFERSON, NY 11777	NONE	PC	FOR GENERAL OPERATING SUPPORT	1,065
Habitat for Humanity 270 Peachtree Street NW Suite 1300 ATLANTA, GA 303031263	NONE	PC	For Chesapeake Habitat for Humanity	50,000
Habitat for Humanity 10 The Grove Slough, Berkshire SL1 1QP UK	NONE	NC	FOR GENERAL OPERATING SUPPORT	150,000
Total ▶ 3a				939,477

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Name and address (home or business)				
a <i>Paid during the year</i>				
Habitat for Humanity 270 Peachtree Street NW Suite 1300 ATLANTA, GA 303031263	NONE	PC	For New York City	10,000
Madison House170 Rugby Rd CHARLOTTESVILLE, VA 22903	NONE	PC	FOR GENERAL OPERATING SUPPORT	6,000
Make-A-Wish America 4742 North 24th Street Suite 400 PHOENIX, AZ 85016	NONE	PC	FOR GENERAL OPERATING SUPPORT	750
Total ▶ 3a				939,477

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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 <i>Paid during the year</i>				
Make-A-Wish America - NJ 4742 North 24th Street Suite 400 PHOENIX, AZ 85016	NONE	PC	FOR GENERAL OPERATING SUPPORT	3,000
Mayanza IncPO Box 85 ROCKY HILL, NJ 08553	NONE	PC	FOR GENERAL OPERATING SUPPORT	2,400
Museum of Modern Art 11 West 53rd Street NEW YORK, NY 10019	NONE	PC	FOR GENERAL OPERATING SUPPORT	249
Total ▶ 3a				939,477

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Name and address (home or business)				
a <i>Paid during the year</i>				
Ochsner Clinic Foundation 1514 Jefferson Highway Suite BH 60 NEW ORLEANS, LA 70121	NONE	PC	For the Riddick Diabetes Institute	1,000
Parents Association of PS 158 Manhattan 1458 York Avenue NEW YORK, NY 10021	NONE	PC	FOR GENERAL OPERATING SUPPORT	2,550
Pregnancy Centers of Central Virginia 1416 Greenbrier Place CHARLOTTESVILLE, VA 22901	NONE	PC	FOR GENERAL OPERATING SUPPORT	750
Total ▶ 3a				939,477

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Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
Project AWARE Project 30151 Tomas Ste 200 SANTA MARGARITA, CA 92688	NONE	PC	FOR GENERAL OPERATING SUPPORT	300
Safe Families for Children (NYC) 4300 W Irving Park Road CHICAGO, IL 60641	NONE	PC	FOR GENERAL OPERATING SUPPORT	750
Samaritan's Purse PO Box 3000 BOONE, NC 28607	NONE	PC	For Hurricane Harvey Relief	150
Total 3a				939,477

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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 <i>Paid during the year</i>				
Stanford University Graduate School of Business 326 Galvez Street STANFORD, CA 94305	NONE	PC	FOR GENERAL OPERATING SUPPORT	6,000
Team Continuum 1787 Route 6 CARMEL, NY 10512	NONE	PC	FOR GENERAL OPERATING SUPPORT	150
The Citizens Foundation - USA 2425 Touhy Ave ELK GROVE VILLAGE, IL 60007	NONE	PC	FOR GENERAL OPERATING SUPPORT	10,000
Total ▶ 3a				939,477

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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 <i>Paid during the year</i>				
The Doe Fund 232 E 84th Street NEW YORK, NY 10028	NONE	PC	FOR GENERAL OPERATING SUPPORT	390
The New York Public Library 445 Fifth Ave 3rd Floor NEW YORK, NY 10016	NONE	PC	FOR GENERAL OPERATING SUPPORT	150
Trevor Day School 566 Columbus Ave NEW YORK, NY 10024	NONE	PC	FOR GENERAL OPERATING SUPPORT	900
Total ▶ 3a				939,477


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Name and address (home or business)				
a <i>Paid during the year</i>				
TriMedx Foundation 5451 Lakeview Parkway S Drive INDIANAPOLIS, IN 46268	NONE	PC	FOR GENERAL OPERATING SUPPORT	5,000
Two State YMCA Becket-Chimney Corners YMCA 748 Hamilton Road BECKET, MA 01223	NONE	PC	FOR GENERAL OPERATING SUPPORT	750
Uncommon Schools 826 Broadway 9th Floor NEW YORK, NY 10003	NONE	PC	For Uncommon Collegiate Charter High School	250,000
Total ▶ 3a				939,477

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Name and address (home or business)				
a <i>Paid during the year</i>				
University of Illinois Foundation 1305 W Green Street URBANA, IL 61801	NONE	PC	For the UCI Cure Violence Fund	4,500
University of Pennsylvania 433 Franklin Building 3451 Walnut Street PHILADELPHIA, PA 19104	NONE	PC	FOR GENERAL OPERATING SUPPORT	5,001
Washington & Lee University 204 W Washington Street LEXINGTON, VA 24450	NONE	PC	FOR GENERAL OPERATING SUPPORT	750
Total ▶ 3a				939,477

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Name and address (home or business)				
a <i>Paid during the year</i>				
Wilton Brands Helping Hands - Fidelity Charitable 100 Crosby Parkway KC1D-FCS COVINGTON, KY 410159325	NONE	PC	FOR GENERAL OPERATING SUPPORT	10,000
World Vision PO Box 9716 FEDERAL WAY, WA 98063	NONE	PC	FOR GENERAL OPERATING SUPPORT	150
Total 				939,477
3a				

TY 2017 Accounting Fees Schedule**Name:** TOWERBROOK FOUNDATION**EIN:** 74-3182897**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PRICEWATERHOUSECOOPERS LLP	24,160	0	0	22,160

TY 2017 All Other Program Related Investments Schedule**Name:** TOWERBROOK FOUNDATION**EIN:** 74-3182897**Category****Amount**

NONE

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

TY 2017 Depreciation Schedule

Name: TOWERBROOK FOUNDATION

EIN: 74-3182897

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

TY 2017 Expenditure Responsibility Statement

Name: TOWERBROOK FOUNDATION

EIN: 74-3182897

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
CITY YEAR LONDON	58-62 WHITE LION STREET LONDON N1 9PP UK	2017-11-15	132,173	FOR RUNNING CITY YEAR LONDON TEAM	132,173	NO	3/23/2018		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
HABITAT FOR HUMANITY	10 The Grove Slough, Berkshire SL1 1QP UK	2017-06-06	150,000	Project in Ethiopia	150,000	NO	7/18/2018		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

TY 2017 Legal Fees Schedule**Name:** TOWERBROOK FOUNDATION**EIN:** 74-3182897

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MAPLES FIDUCIARY SERVICE	250	0	0	250
CASNER AND EDWARDS	741	0	0	741

TY 2017 Other Assets Schedule**Name:** TOWERBROOK FOUNDATION**EIN:** 74-3182897**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PARTNERSHIPS PROFITS INTEREST	0	0	1,758,821
MISCELLANEOUS RECEIVABLES	1,126,696	458,731	458,731

TY 2017 Other Decreases Schedule**Name:** TOWERBROOK FOUNDATION**EIN:** 74-3182897

Description	Amount
BOOK-TAX DIFFERENCE IN K-1 INVESTMENT	1,014,682

TY 2017 Other Expenses Schedule**Name:** TOWERBROOK FOUNDATION**EIN:** 74-3182897**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GENERAL & ADMINISTRATIVE	892	0	0	892
STATE FILING FEE	250	0	0	250

TY 2017 Other Income Schedule**Name:** TOWERBROOK FOUNDATION**EIN:** 74-3182897**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INCOME FRM TOWERBROOK INVESTORS GP II LP	132,237	136,562	0

TY 2017 Other Liabilities Schedule**Name:** TOWERBROOK FOUNDATION**EIN:** 74-3182897

Description	Beginning of Year - Book Value	End of Year - Book Value
OTHER MISCELLANEOUS PAYABLES		

TY 2017 Other Professional Fees Schedule**Name:** TOWERBROOK FOUNDATION**EIN:** 74-3182897

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CAF AMERICA - GRANT FEES	1,225	0	0	500

TY 2017 Taxes Schedule**Name:** TOWERBROOK FOUNDATION**EIN:** 74-3182897

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	20,000	0	0	0

TY 2017 TransfersToControlledEntities**Name:** TOWERBROOK FOUNDATION**EIN:** 74-3182897

Name	US / Foreign Address	EIN	Description	Amount
TOWERBROOK FOUNDATION LIMITED (TFL)	Kinnaird House 1 Pall Mall East LONDON SW1Y 5AU UK	37-1525158	TFL is an inactive UK charitable entity wholly owned by the foundation	0
Total				