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

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

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

OMB No 1545-0052 **2009**

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: THE SUNOCO FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 1735 MARKET STREET, SUITE LL — Room/suite

City or town, state, and ZIP code: PHILADELPHIA, PA 19103

A Employer identification number 20-3459268

B Telephone number (see page 10 of the instructions) 215-977-6910

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 28,797,618

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	204	204		
	4 Dividends and interest from securities	801,747	801,747		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	801,951	801,951		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	7,324	7,324		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	14,000			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	21,324	7,324		
	25 Contributions, gifts, grants paid	1,704,257			1,704,257
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,725,581	7,324		1,704,257
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-923,630			
	b **Net investment income** (if negative, enter -0-)		794,627		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	25,559,969	28,797,618	28,797,618
2	Savings and temporary cash investments			
3	Accounts receivable ▶			
	Less. allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less· allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
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 ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	25,559,969	28,797,618	28,797,618
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	25,559,969	28,797,618	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	25,559,969	28,797,618	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)			

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	25,559,969
2	Enter amount from Part I, line 27a	2	-923,630
3	Other increases not included in line 2 (itemize) ▶ Mark-To-Market	3	4,151,279
4	Add lines 1, 2, and 3	4	28,787,618
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	28,787,618

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				
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) . . . . . { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2**

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 pages 13 and 17 of the instructions).
If (loss), enter -0- in Part I, line 8. . . . . **3**

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	3,531,504	31,030,973	0.1138
2007	2,553,911	20,766,237	0.1230
2006	1,353,489	10,201,518	0.1327
2005	0	1,233,299	0.0000
2004			

2	**Total** of line 1, column (d)	2	0.3695
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	0.0924
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	26,185,013
5	Multiply line 4 by line 3	5	2,419,495
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,946
7	Add lines 5 and 6	7	2,427,441
8	Enter qualifying distributions from Part XII, line 4	8	1,704,257

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 on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	15,893
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	15,893
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	15,893
6	Credits/Payments.		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 15,297		
b	Exempt foreign organizations-tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	15,297
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	596
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶$ ________ **(2)** On foundation managers ▶$ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ PENNSYLVANIA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ http://www.sunocoinc.com/Site/TheCompany/SocialResponsibility/TheSunocoFoundation.htm

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 215-977-6910

Located at ▶ 1735 MARKET STREET, PHILADELPHIA, PA ZIP + 4 ▶ 19103-7583

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 N/A

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ 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 page 20 of the instructions.)		2b	N/A	
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 2009 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 2009.)*		3b	N/A	
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 2009?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? . . . . . **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . **6b** No: 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** N/A

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 page 22 of the 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
SEE STATEMENT 2				

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services . . . ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions 3 N/A	
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 page 24 of the 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	26,583,770
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	26,583,770
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	26,583,770
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	398,757
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	26,185,013
6	**Minimum investment return.** Enter 5% of line 5	6	1,309,251

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	1,309,251
2a	Tax on investment income for 2009 from Part VI, line 5	2a	15,893		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	15,893
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,293,358
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,293,358
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,293,358

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,704,257
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	1,704,257
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 page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,704,257

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				1,293,358
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only				
b	Total for prior years 20____,20____,20____				
3	Excess distributions carryover, if any, to 2009:				
a	From 2004				
b	From 2005				
c	From 2006 835,409				
d	From 2007 1,838,821				
e	From 2008 2,115,361				
f	**Total** of lines 3a through e	4,789,591			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 1,704,257				
a	Applied to 2008, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2009 distributable amount				1,293,358
e	Remaining amount distributed out of corpus	410,899			
5	Excess distributions carryover applied to 2009 *(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	5,200,490			
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 page 27 of the instructions				
e	Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	5,200,490			
10	Analysis of line 9:				
a	Excess from 2005				
b	Excess from 2006 835,409				
c	Excess from 2007 1,838,821				
d	Excess from 2008 2,115,361				
e	Excess from 2009 410,899				

Part XIV Private Operating Foundations (see page 27 of the 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 2009, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	N/A				
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 page 28 of the 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

RUTH CLAUSER 1735 MARKET STREET, PHILADELPHIA, PA 19103 215-977-6910

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

SEE STATEMENT 3

c Any submission deadlines:

NONE

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

SEE STATEMENT 3

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 4				1,704,257
Total. ▶ 3a				1,704,257
b *Approved for future payment*				
SEE STATEMENT 5				2,250,000
Total. ▶ 3b				2,250,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue:					
a	N/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			14	204	
4 Dividends and interest from securities			14	801,747	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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)				801,951	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 801,951

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions.)
	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If "Yes," complete the following schedule

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

Sign Here

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

Ruth A Clauser | 4/14/10 | Pres. Sunoco Foundation

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (See **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no	

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The Sunoco Foundation
EIN 20-3459268

2009 Form 990-PF

Part I: Analysis of Revenues & Expenditures	(a) Revenue & Expenses per Books	(b) Net Investment Income
16c) Other Professional Fees:		
Bank Fees	$ 7,324	$ 7,324
	$ 7,324	$ 7,324
18) Taxes:		
Excise Tax	$ 14,000	$ -

STATEMENT 1

The Sunoco Foundation
EIN 20-3459268

2009 Form 990-PF

Attachment to Part VIII, Line 1

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contribution to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Dennis Zeleny 1735 Market Street Philadelphia, PA 19103	Chairman & Director 1.0	-0-	-0-	-0-
Ruth A. Clauser 1735 Market Street Philadelphia, PA 19103	President 20.0	-0-	-0-	-0-
Charmian Uy 1735 Market Street Philadelphia, PA 19103	Treasurer 0 25	-0-	-0-	-0-
Ann C. Mulé 1735 Market Street Philadelphia, PA 19103	Secretary 0.25	-0-	-0-	-0-
Katria N. Kowal 1735 Market Street Philadelphia, PA 19103	Assistant Treasurer 0.25	-0-	-0-	-0-
Rosemary M. Haselroth 1735 Market Street Philadelphia, PA 19103	Assistant Secretary 0.5	-0-	-0-	-0-
Joy N. Widgeon 1735 Market Street Philadelphia, PA 19103	Assistant Secretary 0.0	-0-	-0-	-0-
Vincent J. Kelley 1735 Market Street Philadelphia, PA 19103	Director 0.25	-0-	-0-	-0-

The Sunoco Foundation
EIN: 20-3459268

2009 Form 990-PF
Attachment to Part XV, Line 2

THE SUNOCO FOUNDATION GUIDELINES

Focus of Program:

Supporting communities in which Sunoco operates is the primary reason for The Sunoco Foundation's ("The Foundation") philanthropy. Sunoco and its employees have a long and proud tradition of helping improve the quality of life in the communities where we work and live. Below you will find The Foundation's contribution guidelines:

Geographic Scope:

Primarily to organizations in areas where Sunoco has a major presence. Generally do not support national or international organizations.

Funding Areas:

Education and Workforce Development
Environmental Stewardship
Improving our Communities: helping to make them great places to live and work.

Additional Facts:

The Foundation prefers to fund specific projects rather than operating budgets. Requests for deficit funding, individuals, benefit fundraisers, endowments, surveys, studies, religious groups, fraternal organizations, athletic groups, groups which discriminate by policy, schools, single diseases and non-tax exempt organizations are generally not considered. All contributions made are on a one-time basis unless expressly noted otherwise. The Foundation will not accept funding proposals to be used for lobbying or any other legislative purpose, to influence the outcome of any public election, to pursue terrorist activities or to support terrorist organizations or for any activity not described in Section 501(c)(3) of the Internal Revenue Code.

Request Procedures:

Requests must be signed and in writing. Proposals should be clear, concise and include purpose, population served, time frame, budget, copy of 501(c)(3) tax-exempt status, federal tax ID number and amount requested from The Foundation. Direct inquiries to: The Sunoco Foundation, 1735 Market Street, Ste. LL, Philadelphia, PA 19103-7583, Attention: Ruth A. Clauser, President.

THE SUNOCO FOUNDATION
Tax ID #20-3459268
FOR THE TAX YEAR ENDEDDECEMBER 31, 2009
FORM 990-PF
RETURN OF PRIVATE FOUNDATION

XV
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2009
3a)

Name of Organization/All 501(c)(3) Public Charities	Address	EIN#	Purpose of Grant or Contribution	Amount
Academy of Natural Sciences	1900 Benjamin Franklin Parkway, Philadelphia, PA 19103-1195	23-1352000	Women In Natural Science Program Support	$25,000
Adoption Center of Delaware Valley	1500 Walnut Street, Ste 701, Philadelphia, PA 19102	23-2484926	Matching Gift Program	$5,000
American Association of Blacks in Energy	927 Fifteenth Street, N W , Suite 200, Washington, DC	84-0782569	Matching Gift Program	$3,000
American Red Cross - SEPA	23rd and Chestnuts Street, Philadelphia PA 19103	53-0196605	Matching Gift Program	$250
Arts and Business Council	200 South Broad Street, Suite 700, Philadelphia, PA 19102	23-1967627	Program Support	$2,500
Arthritis Foundation, Eastern Pennsylvania Chapter	111 S Independence Mall East, Suite 500, Philadelphia, PA 19106	23-1371953	Matching Gift Program	$3,500
The Barnes Foundation	300 N Latch's Lane, Merion Station, PA 19066	23-6000149	Grant for relocation project to Benjamin Franklin Pkwy	$50,000
Boys and Girls Club of Philadelphia	1518 Walnut Street, Suite 712, Philadelphia, PA 19102	23-1966756	Matching Gift Program	$10,000
Boys and Girls Club of Philadelphia	1518 Walnut Street, Suite 712, Philadelphia, PA 19102	23-1966756	Matching Gift Program	$2,000
Bryn Mawr College	101 N Merion Avenue, Bryn Mawr, PA 19010-2899	23-1352621	Matching Gift Program	$10,000
Chemical Heritage Foundation	315 Chestnut Street, Philadelphia, PA 19106	22-2817365	Environmental History and Policy Initiatives	$100,000
Citizens Crime Commission of the Delaware Valley	1518 Walnut Street, Suite 902, Philadelphia, PA 19102	23-1543180	Program Support	$10,000
Community College of Philadelphia	1700 Spring Garden Street, Philadelphia, PA 191	23-6391672	Center for Science and Engineering	$20,000
Congreso de Latinos Unidos, Inc	216 West Somerset Street, Philadelphia, PA 19133	23-2051143	Program Support/Workforce Development	$25,000
Covenant House Pennsylvania	417 Callowhill Street, Philadelphia, PA 19123	23-3003176	Matching Gift Program	$500
Covenant House Pennsylvania	417 Callowhill Street, Philadelphia, PA 19123	23-3003176	Matching Gift Program	$5,000
Crozer-Chester Foundation	One Medical Center Boulevard, Upland, PA 19013-3995	22-2540853	Matching Gift Program	$5,000
Crozer-Chester Foundation	One Medical Center Boulevard, Upland, PA 19013-3995	22-2540853	Matching Gift Program	$250
Crozer-Chester Foundation	One Medical Center Boulevard, Upland, PA 19013-3995	22-2540853	Matching Gift Program	$5,000
Curtis Institute of Music	1726 Locust Street, Philadelphia, PA 19103	23-1585611	Matching Gift Program	$10,000
Partnership for the Delaware Estuary	110 South Poplar Street, Suite 202, Wilmington, DE 19801	51-0375307	Program Support / Climate change planning	$50,000
Delaware County Community College Educational Foundation	901 Media Line Road, Media, PA 19063	23-2143790	Process Technology Scholarship	$25,000
Delaware County Community College Educational Foundation	901 Media Line Road, Media, PA 19063	23-2143790	Fast Track Program	$30,000
Delaware County Community College Educational Foundation	901 Media Line Road, Media, PA 19063	23-2143790	Matching Gift Program	$5,000
Delaware County Community College Educational Foundation	901 Media Line Road, Media, PA 19063	23-2143790	Matching Gift Program	$1,000
Drexel University	3141 Chestnut Street, Philadelphia	23-1352630	Matching Gift Program	$5,000
Drexel University	3141 Chestnut Street, Philadelphia	23-1352630	Matching Gift Program	$5,000
Ford's Theatre Society	511 Tenth Street NW, Washington, DC 20004	52-6073157	Upgrade & Expansion of Educational Programs	$100,000
Fox Chase Cancer Center	333 Cottman Avenue, Philadelphia, PA 19111	23-2003072	Matching Gift Program	$10,000
Franklin Institute	222 North 20th Street, Philadelphia, PA 19103-1194	23-1370501	Traveling Science Show	$55,000
Free Library of Phildelphia Foundation	1901 Vine Street, Philadelphia, PA 19103-1189	23-7351482	Matching Gift Program	$9,000
Montgomery Township Education Foundation	P O Box 171, Skillman, NJ 08558	52-1634735	Matching Gift Program	$1,500
National Consitution Center	525 Arch Street, Independence Mall, Philadelphia, PA 19106	23-2434447	Event Sponsorship	$10,000
National Consitution Center	525 Arch Street, Independence Mall, Philadelphia, PA 19106	23-2434447	Young Citizens Scholarship Program	$25,000
Opera Company of Philadelphia	1420 Locust Street, Suite 210, Philadelphia, PA 19102	23-1504706	Matching Gift Program	$7,500
Peoples Light & Theatre Company	39 Conestoga Road, Malvern, PA 19355-1706	23-7313407	Matching Gift Program	$2,500
Philadelphia Academies, Inc	230 South Broad Street, Suite 1300, Philadelphia, PA 19102	22-2442433	Matching Gift Program	$5,000
Philadelphia Boys Choir and Chorale	225 North 32nd Street, Philadelphia, PA 19104	23-2156232	Matching Gift Program	$5,000
Philadelphia Futures	230 S Broad Street, 7th Floor, Philadelphia, PA 19102	23-2973098	Matching Gift Program	$5,000
Philadelphia Futures	230 S Broad Street, 7th Floor, Philadelphia, PA 19102	23-2973098	Fall semester stipends	$23,250
Philadelphia Futures	230 S Broad Street, 7th Floor, Philadelphia, PA 19102	23-2973098	Spring semester stipends	$23,250
Philadelphia Museum of Art	P O Box 7646, Philadelphia, PA 19101-7646	23-1365388	Matching Gift Program	$5,000
Philadelphia Orchestra Association	260 South Broad Street, 16th Floor, Philadelphia, PA 19102	23-1352289	Matching Gift Program	$10,000
Philadelphia Orchestra Association	260 South Broad Street, 16th Floor, Philadelphia, PA 19102	23-1352289	Campaign for the Philadelphia Orchestra	$20,000
Philadelphia Police Foundation	c/o Philadelphia Police Department, Franklin Square, Philadelphia, PA 19106	23-3009913	"Heads Up" Program Support	$10,000
Philadelphia Theatre Company	230 S 15th Street, 4th Floor, Philadelphia, PA 19102	23-1951753	Matching Gift Program	$5,000
Philabundance	3616 South Galloway Street, P.O Box 37555, Philadelphia, PA 19148	23-2290505	Matching Gift Program	$250
Philabundance	3616 South Galloway Street, P O Box 37555, Philadelphia, PA 19148	23-2290505	Program Support in lieu of Holiday Gathering	$10,000
Project H O M E	1515 Fairmount Avenue, Philadelphia, PA 19130	23-2555950	Matching Gift Program	$10,000
Regional Performing Arts Center	260 South Broad Street, Suite 901, Philadelphia, PA 19102	23-2865855	Matching Gift Program	$5,000

STATEMENT 4 (1 of 2)

THE SUNOCO FOUNDATION
Tax ID #20-3459268
FOR THE TAX YEAR ENDEDDECEMBER 31, 2009
FORM 990-PF
RETURN OF PRIVATE FOUNDATION

XV
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2009
3a)

Name of Organization/All 501(c)(3) Public Charities	Address	EIN#	Purpose of Grant or Contribution	Amount
Regional Performing Arts Center	260 South Broad Street, Suite 901, Philadelphia, PA 19102	23-2865855	Program Support	$200,000
Salvation Army of Greater Philadelphia	701 North Broad Street, Philadelphia, PA 19123	13-5562351	Kroc Center Campaign Support	$200,000
Trustees of the University of Pennsylvania	3680 Walnut Street, Philadelphia, PA 19104	23-1352685	Matching Gift Program	$10,000
United Way of Allegheny County	1250 Penn Avenue, Pittsburgh, PA 15222	25-1043578	Foundation 50% Match for Pledges	$17,185
United Way of Berks County	501 Washington Street, P O Box 702, Reading, PA 19603-0302	23-1655375	Foundation % Match for Pledges	$13,698
United Way of Gloucester County	454 Crown Point Road, Thorofare, NJ 08086	21-6006822	Foundation 50% Match for Pledges	$60,552
United Way of Gloucester County	454 Crown Point Road, Thorofare, NJ 08086	21-6006822	Foundation Contribution	$100,000
United Way of Greater Toledo	One Stranahan Square, Suite 114, Toledo, OH 43604	34-4427947	Foundation 50% Match for Pledges	$66,552
United Way of Scioto County, Inc	2919 Walnut Street, Portsmouth, OH 45662	31-0647473	Foundation 50% Match for Pledges	$4,257
United Way of Southeast Delaware County	2310 Providence Avenue, Chester, PA 19013	23-1353277	Foundation 50% Match for Pledges	$107,325
United Way of the River Cities, Inc	820 Madison Avenue, Huntington, WV 25704	55-0384704	Foundation 50% Match for Pledges	$3,112
United Way of the Texas Gulf Coast	50 Waugh Drive, Houston, TX 77007-5813	74-1167964	Foundation 50% Match for Pledges	$21,900
United Way of Tulsa	1430 South Boulder Avenue, Tulsa, OK 74101	73-0580283	Foundation 50% Match for Pledges	$51,426
Urban League of Philadelphia	121 S Broad Street, 9th Floor, Philadelphia, PA 19107	23-1429810	Program Support	$25,000
Visiting Nurse Association of Greater Philadelphia	One Winding Drive, Monroe Office Center, Philadelphia, PA 19131	23-2103781	Matching Gift Program	$3,000
Whitaker Center for Science and the Arts	225 Market Street, Harrisburg, PA 17101-2508	25-1724566	Support for Endowment	$50,000
			TOTAL	$1,704,257

STATEMENT 4 (2 OF 2)

THE SUNOCO FOUNDATION
Tax ID #20-3459268
FOR THE TAX YEAR ENDED DECEMBER 31, 2009
FORM 990-PF
RETURN OF PRIVATE FOUNDATION

XV

GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

3b)

Name of Organization/All 501(c)(3) Public Charities	Address	EIN#	Purpose of Grant or Contribution	Amount
The Barnes Foundation	300 N Latch's Lane, Merion Station, PA 19066	23-6000149	Grant for relocation project to Benjamin Franklin Pkwy	$50,000
Free Library of Philadelphia Foundation	1901 Vine Street, Philadelphia, PA 19103-1189	23-7351482	Renovation and Expansion of Central Library & "Sunoco Internet Center"	$1,000,000
Regional Performing Arts Center	260 South Broad Street, Suite 901, Philadelphia, PA 19102	23-2865855	Program Support	$600,000
Salvation Army of Greater Philadelphia	701 North Broad Street, Philadelphia, PA 19123	13-5562351	Kroc Center Campaign Support	$600,000
			TOTAL	**$2,250,000**

STATEMENT 5