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# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

2010

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2010, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation

VICTORY FOUNDATION 042165  
C/O WILMINGTON TRUST COMPANY

A Employer identification number

52-6854620

Number and street (or P O box number if mail is not delivered to street address)

1100 NORTH MARKET STREET

Room/suite

B Telephone number

(302) 651-1437

City or town, state, and ZIP code

WILMINGTON, DE 19890-0900

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 ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year  
(from Part II, col. (c), line 16)

\$ 5,173,465. (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)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 ☐**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).)

(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

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

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

b Gross sales price for all assets on line 6a 19,281.

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)

11 Other income

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

N/A

101,388.

101,388.

STATEMENT 1

19,281.

19,281.

120,669.

120,669.

2,548.

1,274.

1,274.

1,000.

1,000.

0.

689.

689.

0.

4,237.

2,963.

1,274.

223,556.

223,556.

227,793.

2,963.

224,830.

&lt;107,124.&gt;

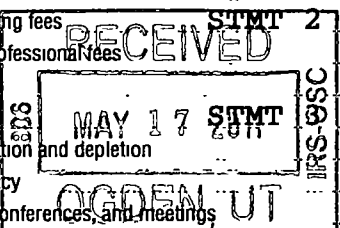
117,706.

N/A

SCANNED MAY 19 2011

ENVELOPE OPENED MAY 13 2011

Operating and Administrative Expenses



918-19

| Part II Balance Sheets                                              |                                                                                           | Attached schedules and amounts in the description column should be for end-of-year amounts only |                                                     |            |
|---------------------------------------------------------------------|-------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|-----------------------------------------------------|------------|
|                                                                     |                                                                                           | Beginning of year<br>(a) Book Value                                                             | End of year<br>(b) Book Value (c) Fair Market Value |            |
| Assets                                                              | 1 Cash - non-interest-bearing                                                             |                                                                                                 |                                                     |            |
|                                                                     | 2 Savings and temporary cash investments                                                  | 418,213.                                                                                        | 291,637.                                            | 291,637.   |
|                                                                     | 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      |                                                                                                 |                                                     |            |
|                                                                     | 7 Other notes and loans receivable ▶                                                      |                                                                                                 |                                                     |            |
|                                                                     | 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                                   |                                                                                                 |                                                     |            |
|                                                                     | b Investments - corporate stock STMT 4                                                    | 2,102,075.                                                                                      | 2,149,376.                                          | 4,881,828. |
|                                                                     | c Investments - corporate bonds                                                           |                                                                                                 |                                                     |            |
| Liabilities                                                         | 11 Investments - land, buildings, and equipment basis ▶                                   |                                                                                                 |                                                     |            |
|                                                                     | Less accumulated depreciation ▶                                                           |                                                                                                 |                                                     |            |
|                                                                     | 12 Investments - mortgage loans                                                           |                                                                                                 |                                                     |            |
|                                                                     | 13 Investments - other                                                                    |                                                                                                 |                                                     |            |
|                                                                     | 14 Land, buildings, and equipment basis ▶                                                 |                                                                                                 |                                                     |            |
|                                                                     | Less accumulated depreciation ▶                                                           |                                                                                                 |                                                     |            |
|                                                                     | 15 Other assets (describe ▶)                                                              |                                                                                                 |                                                     |            |
|                                                                     | 16 Total assets (to be completed by all filers)                                           | 2,520,288.                                                                                      | 2,441,013.                                          | 5,173,465. |
|                                                                     | 17 Accounts payable and accrued expenses                                                  |                                                                                                 |                                                     |            |
|                                                                     | 18 Grants payable                                                                         |                                                                                                 |                                                     |            |
|                                                                     | 19 Deferred revenue                                                                       |                                                                                                 |                                                     |            |
| Net Assets or Fund Balances                                         | 20 Loans from officers, directors, trustees, and other disqualified persons               |                                                                                                 |                                                     |            |
|                                                                     | 21 Mortgages and other notes payable                                                      |                                                                                                 |                                                     |            |
|                                                                     | 22 Other liabilities (describe ▶)                                                         |                                                                                                 |                                                     |            |
|                                                                     | 23 Total liabilities (add lines 17 through 22)                                            | 0.                                                                                              | 0.                                                  |            |
| Net Assets or Fund Balances                                         | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>                   |                                                                                                 |                                                     |            |
|                                                                     | and complete lines 24 through 26 and lines 30 and 31.                                     |                                                                                                 |                                                     |            |
|                                                                     | 24 Unrestricted                                                                           |                                                                                                 |                                                     |            |
|                                                                     | 25 Temporarily restricted                                                                 |                                                                                                 |                                                     |            |
|                                                                     | 26 Permanently restricted                                                                 |                                                                                                 |                                                     |            |
|                                                                     | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> |                                                                                                 |                                                     |            |
|                                                                     | and complete lines 27 through 31.                                                         |                                                                                                 |                                                     |            |
|                                                                     | 27 Capital stock, trust principal, or current funds                                       | 2,520,288.                                                                                      | 2,441,013.                                          |            |
| 28 Paid-in or capital surplus, or land, bldg., and equipment fund   | 0.                                                                                        | 0.                                                                                              |                                                     |            |
| 29 Retained earnings, accumulated income, endowment, or other funds | 0.                                                                                        | 0.                                                                                              |                                                     |            |
| 30 Total net assets or fund balances                                | 2,520,288.                                                                                | 2,441,013.                                                                                      |                                                     |            |
| 31 Total liabilities and net assets/fund balances                   | 2,520,288.                                                                                | 2,441,013.                                                                                      |                                                     |            |

**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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 2,520,288. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | <107,124.> |
| 3 Other increases not included in line 2 (itemize) ▶ <b>ROUNDING ADJUSTMENT</b>                                                                                 | 3 | 27,849.    |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 2,441,013. |
| 5 Decreases not included in line 2 (itemize) ▶                                                                                                                  | 5 | 0.         |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 2,441,013. |

Form 990-PF (2010)

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a CAPITAL GAINS DIVIDENDS</b>                                                                                                  |                                                  |                                      |                                  |
| <b>b</b>                                                                                                                           |                                                  |                                      |                                  |
| <b>c</b>                                                                                                                           |                                                  |                                      |                                  |
| <b>d</b>                                                                                                                           |                                                  |                                      |                                  |
| <b>e</b>                                                                                                                           |                                                  |                                      |                                  |

| (e) Gross sales price                                                                       | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                    |
|---------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <b>a</b> 19,281.                                                                            |                                            |                                                 | 19,281.                                                                                         |
| <b>b</b>                                                                                    |                                            |                                                 |                                                                                                 |
| <b>c</b>                                                                                    |                                            |                                                 |                                                                                                 |
| <b>d</b>                                                                                    |                                            |                                                 |                                                                                                 |
| <b>e</b>                                                                                    |                                            |                                                 |                                                                                                 |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                            |                                                 | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
| (i) F.M.V. as of 12/31/69                                                                   | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                 |
| <b>a</b>                                                                                    |                                            |                                                 | 19,281.                                                                                         |
| <b>b</b>                                                                                    |                                            |                                                 |                                                                                                 |
| <b>c</b>                                                                                    |                                            |                                                 |                                                                                                 |
| <b>d</b>                                                                                    |                                            |                                                 |                                                                                                 |
| <b>e</b>                                                                                    |                                            |                                                 |                                                                                                 |

|                                                                                                                                                                                        |                                                                                     |          |         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------|---------|
| <b>2</b> Capital gain net income or (net capital loss)                                                                                                                                 | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | <b>2</b> | 19,281. |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 | { }                                                                                 | <b>3</b> | N/A     |

**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 instructions before making any entries.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2009                                                                 | 315,622.                                 | 4,626,239.                                   | .068224                                                     |
| 2008                                                                 | 100,728.                                 | 6,364,194.                                   | .015827                                                     |
| 2007                                                                 | 96,608.                                  | 2,441,190.                                   | .039574                                                     |
| 2006                                                                 | 90,647.                                  | 1,904,381.                                   | .047599                                                     |
| 2005                                                                 | 85,997.                                  | 1,839,166.                                   | .046759                                                     |

|                                                                                                                                                                                       |          |          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                  | <b>2</b> | .217983  |
| <b>3</b> 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 | <b>3</b> | .043597  |
| <b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5                                                                                                 | <b>4</b> | 207,180. |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                    | <b>5</b> | 9,032.   |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | <b>6</b> | 1,177.   |
| <b>7</b> Add lines 5 and 6                                                                                                                                                            | <b>7</b> | 10,209.  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4                                                                                                                         | <b>8</b> | 224,830. |

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)**

|                                                                                                                                                                                                                                        |    |        |        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--------|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) |    |        |        |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                           |    | 1      | 1,177. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).                                                                                                             |    |        |        |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                            |    | 2      | 0.     |
| 3 Add lines 1 and 2                                                                                                                                                                                                                    |    | 3      | 1,177. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                          |    | 4      | 0.     |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                              |    | 5      | 1,177. |
| 6 Credits/Payments:                                                                                                                                                                                                                    |    |        |        |
| a 2010 estimated tax payments and 2009 overpayment credited to 2010                                                                                                                                                                    | 6a | 1,120. |        |
| 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  | 1,120. |        |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                                         | 8  |        |        |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                        | 9  | 57.    |        |
| 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 2011 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>                                                                                             | 11 |        |        |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                           | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                   |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?<br>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:<br>(1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                  |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                                                                    |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>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?                                                                                                                                                                                                                                                                        | N/A |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>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:<br>• By language in the governing instrument, or<br>• 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?<br>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) <input type="checkbox"/> PA                                                                                                                                                                                                         |     |    |
| 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 2010 or the taxable year beginning in 2010 (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  |

Form 990-PF (2010)

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

|                                                                                                                                               |                                                                                                                                                                                           |    |     |    |
|-----------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 11                                                                                                                                            | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)   | 11 |     | X  |
| 12                                                                                                                                            | Did the foundation 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 <b>N/A</b>                                                                                                                    |                                                                                                                                                                                           |    |     |    |
| 14                                                                                                                                            | The books are in care of <b>WILMINGTON TRUST CO.</b> Telephone no. <b>(302) 651-1437</b>                                                                                                  |    |     |    |
| Located at <b>1100 MARKET STREET, WILMINGTON, DE</b> ZIP+4 <b>19890-0900</b>                                                                  |                                                                                                                                                                                           |    |     |    |
| 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 |    |
| 16                                                                                                                                            | At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No |
| See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country |                                                                                                                                                                                           |    |     | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                              |     |    |
| (2)                      | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                      |     |    |
| (3)                      | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                          |     |    |
| (4)                      | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>                                                                                                                                                     | 1b  | X  |
| 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 2010?                                                                                                                                                                                                                                                                                                             | 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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A                                                                                                                                                                                       | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                      |     |    |
| b                        | If "Yes," did it have excess business holdings in 2010 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 2010.) N/A | 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 2010?                                                                                                                                                                                                                                                                   | 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 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No **N/A** **5b**

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 **N/A**

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

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

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

| (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 |
|--------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| VICTORIA MCNEIL LE VINE<br>506 OLD GULPH ROAD<br>GLADWYNE PA | TRUSTEE<br>1.00                                           | 0.                                        | 0.                                                                    | 0.                                    |
|                                                              |                                                           |                                           |                                                                       |                                       |
|                                                              |                                                           |                                           |                                                                       |                                       |
|                                                              |                                                           |                                           |                                                                       |                                       |
|                                                              |                                                           |                                           |                                                                       |                                       |
|                                                              |                                                           |                                           |                                                                       |                                       |
|                                                              |                                                           |                                           |                                                                       |                                       |
|                                                              |                                                           |                                           |                                                                       |                                       |

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

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

**Total number of other employees paid over \$50,000** **►** **0**

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

**3** Five highest-paid independent contractors for professional services. 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 0

**Part IX-A** Summary of Direct Charitable Activities

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

**Part IX-B** Summary of Program-Related Investments

| 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 instructions.                                                          |        |
| 3                                                                                                                 |        |
|                                                                                                                   |        |
| Total. Add lines 1 through 3                                                                                      | 0.     |

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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 | 4,613,167. |
| b | Average of monthly cash balances                                                                            | 1b | 286,386.   |
| c | Fair market value of all other assets                                                                       | 1c |            |
| d | Total (add lines 1a, b, and c)                                                                              | 1d | 4,899,553. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | 1e | 0.         |
| 2 | Acquisition indebtedness applicable to line 1 assets                                                        | 2  | 0.         |
| 3 | Subtract line 2 from line 1d                                                                                | 3  | 4,899,553. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 73,493.    |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | 5  | 4,826,060. |
| 6 | Minimum investment return. Enter 5% of line 5                                                               | 6  | 241,303.   |

**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  | 241,303. |
| 2a | Tax on investment income for 2010 from Part VI, line 5                                             | 2a | 1,177.   |
| b  | Income tax for 2010. (This does not include the tax from Part VI.)                                 | 2b |          |
| c  | Add lines 2a and 2b                                                                                | 2c | 1,177.   |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 240,126. |
| 4  | Recoveries of amounts treated as qualifying distributions                                          | 4  | 0.       |
| 5  | Add lines 3 and 4                                                                                  | 5  | 240,126. |
| 6  | Deduction from distributable amount (see instructions)                                             | 6  | 0.       |
| 7  | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 240,126. |

**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 | 224,830. |
| b | Program-related investments - total from Part IX-B                                                                                | 1b | 0.       |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | 2  |          |
| 3 | Amounts set aside for specific charitable projects that satisfy the:                                                              |    |          |
| a | Suitability test (prior IRS approval required)                                                                                    | 3a |          |
| b | Cash distribution test (attach the required schedule)                                                                             | 3b |          |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                        | 4  | 224,830. |
| 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 | 5  | 1,177.   |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4                                                                    | 6  | 223,653. |

**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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Part XIII

Undistributed Income (see instructions)

|                                                                                                                                                                            | (a)<br>Corpus | (b)<br>Years prior to 2009 | (c)<br>2009 | (d)<br>2010 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7                                                                                                                       |               |                            |             | 240,126.    |
| 2 Undistributed income, if any, as of the end of 2010:                                                                                                                     |               |                            |             |             |
| a Enter amount for 2009 only                                                                                                                                               |               |                            | 221,781.    |             |
| b Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2010:                                                                                                                         |               |                            |             |             |
| a From 2005                                                                                                                                                                |               |                            |             |             |
| b From 2006                                                                                                                                                                |               |                            |             |             |
| c From 2007                                                                                                                                                                |               |                            |             |             |
| d From 2008                                                                                                                                                                |               |                            |             |             |
| e From 2009                                                                                                                                                                |               |                            |             |             |
| f Total of lines 3a through e                                                                                                                                              | 0.            |                            |             |             |
| 4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 224,830.                                                                                                   |               |                            |             |             |
| a Applied to 2009, but not more than line 2a                                                                                                                               |               |                            | 221,781.    |             |
| b Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| c Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| d Applied to 2010 distributable amount                                                                                                                                     |               |                            |             | 3,049.      |
| e Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| 5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)                                        | 0.            |                            |             | 0.          |
| 6 Enter the net total of each column as indicated below:                                                                                                                   | 0.            |                            |             |             |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                        | 0.            |                            |             |             |
| b Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | 0.                         |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               |                            | 0.          |             |
| f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011                                                              |               |                            |             | 237,077.    |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)                                                     | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |             |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a                                                                                              | 0.            |                            |             |             |
| 10 Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| a Excess from 2006                                                                                                                                                         |               |                            |             |             |
| b Excess from 2007                                                                                                                                                         |               |                            |             |             |
| c Excess from 2008                                                                                                                                                         |               |                            |             |             |
| d Excess from 2009                                                                                                                                                         |               |                            |             |             |
| e Excess from 2010                                                                                                                                                         |               |                            |             |             |

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed
- b** 85% of line 2a ...
- c** Qualifying distributions from Part XII, line 4 for each year listed
- d** Amounts included in line 2c not used directly for active conduct of exempt activities
- e** Qualifying distributions made directly for active conduct of exempt activities.

[illegible]

**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 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).)

VICTORIA MCNEIL LE VINE

- 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.

**NONE**

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

- c Any submission deadlines:**

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

**Part XV** **Supplementary Information** (continued)

| <b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b> |                                                                                                           |                                |                                  |                 |
|---------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|-----------------|
| 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)                                                   |                                                                                                           |                                |                                  |                 |
| <b>a Paid during the year</b>                                                         |                                                                                                           |                                |                                  |                 |
| <b>SEE STATEMENT 5</b>                                                                |                                                                                                           |                                |                                  |                 |
| <b>Total</b>                                                                          |                                                                                                           |                                | <b>3a</b>                        | <b>223,556.</b> |
| <b>b Approved for future payment</b>                                                  |                                                                                                           |                                |                                  |                 |
| <b>NONE</b>                                                                           |                                                                                                           |                                |                                  |                 |
| <b>Total</b>                                                                          |                                                                                                           |                                | <b>3b</b>                        | <b>0.</b>       |

**Part XVI-A**

Enter gross amounts unless otherwise indicated.

| Enter gross amounts unless otherwise indicated.                      |                         | Unrelated business income |                               | Excluded by section 512, 513, or 514 |    | (e)<br>Related or exempt<br>function income |
|----------------------------------------------------------------------|-------------------------|---------------------------|-------------------------------|--------------------------------------|----|---------------------------------------------|
|                                                                      | (a)<br>Business<br>code | (b)<br>Amount             | (c)<br>Exclu-<br>sion<br>code | (d)<br>Amount                        |    |                                             |
| <b>1</b> Program service revenue:                                    |                         |                           |                               |                                      |    |                                             |
| <b>a</b> _____                                                       |                         |                           |                               |                                      |    |                                             |
| <b>b</b> _____                                                       |                         |                           |                               |                                      |    |                                             |
| <b>c</b> _____                                                       |                         |                           |                               |                                      |    |                                             |
| <b>d</b> _____                                                       |                         |                           |                               |                                      |    |                                             |
| <b>e</b> _____                                                       |                         |                           |                               |                                      |    |                                             |
| <b>f</b> _____                                                       |                         |                           |                               |                                      |    |                                             |
| <b>g</b> Fees and contracts from government agencies                 |                         |                           |                               |                                      |    |                                             |
| <b>2</b> Membership dues and assessments                             |                         |                           |                               |                                      |    |                                             |
| <b>3</b> Interest on savings and temporary cash<br>investments       |                         |                           |                               |                                      |    |                                             |
| <b>4</b> Dividends and interest from securities                      |                         |                           | 14                            | 101,388.                             |    |                                             |
| <b>5</b> Net rental income or (loss) from real estate:               |                         |                           |                               |                                      |    |                                             |
| <b>a</b> Debt-financed property                                      |                         |                           |                               |                                      |    |                                             |
| <b>b</b> Not debt-financed property                                  |                         |                           |                               |                                      |    |                                             |
| <b>6</b> Net rental income or (loss) from personal<br>property       |                         |                           |                               |                                      |    |                                             |
| <b>7</b> Other investment income                                     |                         |                           |                               |                                      |    |                                             |
| <b>8</b> Gain or (loss) from sales of assets other<br>than inventory |                         |                           | 14                            | 19,281.                              |    |                                             |
| <b>9</b> Net income or (loss) from special events                    |                         |                           |                               |                                      |    |                                             |
| <b>10</b> Gross profit or (loss) from sales of inventory             |                         |                           |                               |                                      |    |                                             |
| <b>11</b> Other revenue:                                             |                         |                           |                               |                                      |    |                                             |
| <b>a</b> _____                                                       |                         |                           |                               |                                      |    |                                             |
| <b>b</b> _____                                                       |                         |                           |                               |                                      |    |                                             |
| <b>c</b> _____                                                       |                         |                           |                               |                                      |    |                                             |
| <b>d</b> _____                                                       |                         |                           |                               |                                      |    |                                             |
| <b>e</b> _____                                                       |                         |                           |                               |                                      |    |                                             |
| <b>12</b> Subtotal. Add columns (b), (d), and (e)                    |                         | 0.                        |                               | 120,669.                             |    | 0.                                          |
| <b>13</b> Total. Add line 12, columns (b), (d), and (e)              |                         |                           |                               |                                      | 13 | 120,669.                                    |

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

**Part XVI-B**[illegible]

## Part XVII

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

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

**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.

Signature of officer or trustee

Date \_\_\_\_\_

**TRUSTEE**

Title

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☐ if  
self-employed

PTIN

**Paid  
Preparer  
Use Only**

WILLIAM J. CHANDLEEWILLIAM J. CHANDL

04/19/11

P00039065

Firm's name ► **WILMINGTON TRUST COMPANY**

Firm's EIN ► 51-0055023

1100 NORTH MARKET STREET

Phone no. (302) 651-8351

Form **990-PF** (2010)

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2010**

Name of the organization

VICTORY FOUNDATION 042165  
C/O WILMINGTON TRUST COMPANY

Employer identification number

52-6854620

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)( ) (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

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

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

**Special Rules**

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

## Name of organization

VICTORY FOUNDATION 042165  
C/O WILMINGTON TRUST COMPANY

## Employer identification number

52-6854620

**Part I Contributors** (see instructions)

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                           | (c)<br>Aggregate contributions | (d)<br>Type of contribution                                                                                                                                                  |
|------------|-----------------------------------------------------------------------------|--------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | ROBERT L MCNEIL JR.<br><br>601 E EVERGREEN AVENUE<br><br>WYNDMOOR, PA 19038 | \$ _____                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
|            |                                                                             | \$ _____                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                             | \$ _____                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                             | \$ _____                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                             | \$ _____                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                             | \$ _____                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                             | \$ _____                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |

Name of organization

VICTORY FOUNDATION 042165  
C/O WILMINGTON TRUST COMPANY

Employer identification number

52-6854620

**Part II Noncash Property** (see instructions)

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|------------------------------|----------------------------------------------|------------------------------------------------|----------------------|
| 1                            | 73700 SHS JOHNSON & JOHNSON STOCK            | \$                                             |                      |
|                              |                                              | \$                                             |                      |
|                              |                                              | \$                                             |                      |
|                              |                                              | \$                                             |                      |
|                              |                                              | \$                                             |                      |
|                              |                                              | \$                                             |                      |
|                              |                                              | \$                                             |                      |
|                              |                                              | \$                                             |                      |
|                              |                                              | \$                                             |                      |
|                              |                                              | \$                                             |                      |

Name of organization

VICTORY FOUNDATION

042165

Employer identification number

C/O WILMINGTON TRUST COMPANY

52-6854620

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

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

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|             |                                        |           |   |
|-------------|----------------------------------------|-----------|---|
| FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT | 1 |
|-------------|----------------------------------------|-----------|---|

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| SOURCE                           | GROSS AMOUNT | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| DOMESTIC DIVIDENDS               | 111,422.     | 19,281.                    | 92,141.              |
| FOREIGN DIVIDENDS                | 4,224.       | 0.                         | 4,224.               |
| US GOV'T INTEREST                | 5,023.       | 0.                         | 5,023.               |
| TOTAL TO FM 990-PF, PART I, LN 4 | 120,669.     | 19,281.                    | 101,388.             |

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|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | ACCOUNTING FEES | STATEMENT | 2 |
|-------------|-----------------|-----------|---|

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| DESCRIPTION                      | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|----------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| WILMINGTON TRUST CUSTODY<br>FEES | 1,000.                       | 1,000.                            |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16B     | 1,000.                       | 1,000.                            |                               | 0.                            |

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|             |       |           |   |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 3 |
|-------------|-------|-----------|---|

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| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAXES PAID          | 689.                         | 689.                              |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18 | 689.                         | 689.                              |                               | 0.                            |

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|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 4 |
|-------------|-----------------|-----------|---|

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| DESCRIPTION                             | BOOK VALUE | FAIR MARKET<br>VALUE |
|-----------------------------------------|------------|----------------------|
| SEE ATTACHED SCHEDULE                   | 2,149,376. | 4,881,828.           |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 2,149,376. | 4,881,828.           |

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 5

| RECIPIENT NAME AND ADDRESS                                                                     | RECIPIENT RELATIONSHIP<br>AND PURPOSE OF GRANT | RECIPIENT<br>STATUS        | AMOUNT |
|------------------------------------------------------------------------------------------------|------------------------------------------------|----------------------------|--------|
| 1812 PRODUCTIONS<br>421 NORTH 7TH STREET, SUITE 218<br>PHILADELPHIA, PA 19123                  | NONE<br>GENERAL OPERATING<br>SUPPORT           | OTHER<br>PUBLIC<br>CHARITY |        |
| ACTING WITHOUT BOUNDARIES<br>750 E HAVERFORD ROAD BRYN MAWR,<br>PA 19010                       | NONE<br>GENERAL OPERATING<br>SUPPORT           | OTHER<br>PUBLIC<br>CHARITY |        |
| AGNES IRWIN SCHOOL<br>ITHAN AVE & CONESTOGA RD<br>ROSEMONT, PA 19010                           | NONE<br>GENERAL OPERATING<br>SUPPORT           | OTHER<br>PUBLIC<br>CHARITY |        |
| ARDEN THEATER COMPANY<br>40 N. 2ND STREET PHILADELPHIA,<br>PA 19106                            | NONE<br>GENERAL OPERATING<br>SUPPORT           | OTHER<br>PUBLIC<br>CHARITY |        |
| ART REACH<br>1819 JFK BOULEVARD, SUITE 200,<br>PHILADELPHIA, PA 19103                          | NONE<br>GENERAL OPERATING<br>SUPPORT           | OTHER<br>PUBLIC<br>CHARITY |        |
| ARTHUR ASHE YOUTH TENNIS AND<br>EDUCATION<br>3901 MAIN ST, SUITE 304<br>PHILADELPHIA, PA 19127 | NONE<br>GENERAL OPERATING<br>SUPPORT           | OTHER<br>PUBLIC<br>CHARITY |        |
| BROADWAY DREAMS FOUNDATION<br>ALPHARETTA, GA 30022                                             | NONE<br>GENERAL OPERATING<br>SUPPORT           | OTHER<br>PUBLIC<br>CHARITY |        |
| CAMP DREAMCATCHER<br>110 E STATE ST, SUITE C KENNETT<br>SQUARE, PA 19348                       | NONE<br>GENERAL OPERATING<br>SUPPORT           | OTHER<br>PUBLIC<br>CHARITY |        |

|                                                                                                |                                      |                            |         |
|------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------|---------|
| CARNEGIE MELLON UNIVERSITY<br>5000 FORBES AVE PITTSBURG, PA<br>15213                           | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY | 66,500. |
| CHILDREN'S CRISIS TREATMENT<br>CENTER<br>1823 CALLOWHILL ST.<br>PHILADELPHIA, PA 19130         | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY | 2,500.  |
| CHILDREN'S HOSPITAL FOUNDATION<br>2020 WALNUT ST PHILADELPHIA, PA<br>19107                     | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY |         |
| CHILDREN'S HOSPITAL OF<br>PHILADELPHIA<br>324 S. 34TH ST PHILADELPHIA, PA<br>19104             | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY |         |
| COMMUNITY VOLUNTEERS IN MEDICINE<br>300 LAWRENCE DRIVE SUITE B WEST<br>CHESTER, PA 19380       | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY |         |
| DRAGONFLY FORREST<br>726 E CONSHOHOCKEN STATE ROAD<br>PENN VALLEY, PA 19072                    | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY | 5,000.  |
| EDUCATING COMMUNITIES FOR<br>PARENTING<br>211 N. 13TH ST., SUITE 701<br>PHILADELPHIA, PA 19107 | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY |         |
| ENCHANTED THEATER COMPANY<br>100 S. BROAD STREET, SUITE 1318<br>PHILADELPHIA, PA 19110         | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY | 5,000.  |
| HMS SCHOOL FOR CHILDREN WITH<br>CERERBAL PALSY<br>4400 BALTIMORE AVE<br>PHILADELPHIA, PA 19104 | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY |         |
| KELLY ANN DOLAN MEMORIAL FUND<br>602 S BETHLEHEM PIKE BUILDING D<br>AMBLER, PA 19002           | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY |         |

|                                                                                          |                                      |                            |         |
|------------------------------------------------------------------------------------------|--------------------------------------|----------------------------|---------|
| MAKE-A-WISH FOUNDATION<br>801 E. GERMANTOWN AVE<br>NORRISTOWN, PA 19401                  | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY |         |
| NATIONAL CONSTITUTION CENTER<br>525 ARCH ST, INDEPENDENCE MALL<br>PHILADELPHIA, PA 19106 | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY |         |
| NEED IN DEED<br>8616 GERMANTOWN AVE, 2ND FLOOR<br>PHILADELPHIA, PA 19118                 | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY |         |
| PENNSYVNIA ACADEMY OF FINE ARTS<br>BROAD & CHERRY STS<br>PHILADELPHIA, PA 19102          | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY | 25,000. |
| PEOPLE FOR PEOPLE CHARTER SCHOOL<br>800 NORTH BROAD STREET<br>PHILADELPHIA, PA 19130     | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY |         |
| PETER'S PLACE<br>150 N. RADNOR CHESTER RD<br>RADNOR, PA 19087                            | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY |         |
| PHILADELPHIA MUSEUM OF ART<br>BENJ FRANKLIN PARKWAY AND 26TH<br>PHILADELPHIA, PA 19130   | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY |         |
| PHILADELPHIA THEATER COMPANY<br>230 S. 15TH ST PHILADELPHIA, PA<br>19102                 | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY |         |
| PLEASE TOUCH MUSEUM<br>210 N 21ST STREET PHILADELPHIA,<br>PA 19103                       | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY |         |
| PRESBYTERIAN CHILDREN'S VILLAGE<br>6601 CHESTER AVENUE<br>PHILADELPHIA, PA 19142         | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY | 7,500.  |

| Organization Name and Address                                                         | Support Type                         | Other Public Charity       | Amount   |
|---------------------------------------------------------------------------------------|--------------------------------------|----------------------------|----------|
| SAMUEL S FLEISHER ART MEMORIAL<br>719 CATHERINE ST PHILADELPHIA,<br>PA 19147          | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY | 5,000.   |
| SCAN<br>520 N. COLUMBUS BLVD SUITE 305<br>PHILADELPHIA, PA 19123                      | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY |          |
| SQUASH SMARTS<br>3890 N. 10TH ST PHILADELPHIA,<br>PA 19140                            | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY |          |
| ST. EDMUND'S HOME FOR CHILDREN<br>320 SOUTH ROBERTS ROAD BRYN<br>MAWR, PA 19010       | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY |          |
| STEPPINGSTONE SCHOLARS<br>230 S. BROAD ST STE 102<br>PHILADELPHIA, PA 19102           | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY |          |
| THE GESU SCHOOL<br>1700 THOMPSON ST PHILADELPHIA,<br>PA 19121                         | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY |          |
| THE MAINLINE ARTS CENTER<br>OLD BUCK ROAD AND LANCATER AVE<br>HAVERFORD, PA 19041     | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY |          |
| THE UNIVERSITY OF THE ARTS<br>211 S BROAD ST PHILADELPHIA, PA<br>19107                | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY | 1,856.   |
| THEATRE ALLIANCE OF GREATER<br>PHILADELPHIA<br>44 S. 3RD ST PHILADELPHIA, PA<br>19106 | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY | 105,200. |
| THORNCROFT THERAPEUTIC HORSEBACK<br>190 LINE RD MALVERN, PA 19355                     | NONE<br>GENERAL OPERATING<br>SUPPORT | OTHER<br>PUBLIC<br>CHARITY |          |

VICTORY FOUNDATION

042165 C/O W

52-6854620

WAYNE ARTS CENTER  
413 MAPLEWOOD ROAD WAYNE, PA  
19087

NONE  
GENERAL OPERATING  
SUPPORT

OTHER  
PUBLIC  
CHARITY

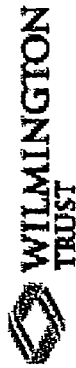
WOMEN'S RESOURCE CENTER  
113 W. WAYNE AVE WAYNE, PA  
19087

NONE  
GENERAL OPERATING  
SUPPORT

OTHER  
PUBLIC  
CHARITY

TOTAL TO FORM 990-PF, PART XV, LINE 3A

223,556.



## Investment Detail

042165-000 CUST/T/THE VICTORY FOUNDATION

Account level detail combined Principal and Income

As of December 31, 2010

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| Description                                     | Quantity     | Market Value | % MV  | Unit MV  | Federal Tax Cost | Unit Tax Cost | Unrealized Gain/Loss | EAI       | Current Yield (%) | YTM Market |
|-------------------------------------------------|--------------|--------------|-------|----------|------------------|---------------|----------------------|-----------|-------------------|------------|
| <b>Common Stocks And Convertibles</b>           |              |              |       |          |                  |               |                      |           |                   |            |
| <b>Health Care</b>                              |              |              |       |          |                  |               |                      |           |                   |            |
| JOHNSON & JOHNSON COMMON                        | 43,562.0000  | 2,694,309.70 | 52.10 | 61.8500  | .00              |               | 2,694,309.70         | 94,093.92 |                   | 3.49       |
| <b>TOTAL Health Care</b>                        | 43,562.0000  | 2,694,309.70 | 52.10 |          | .00              |               | 2,694,309.70         | 94,093.92 |                   |            |
| <b>TOTAL Common Stocks And Convertibles</b>     | 43,562.0000  | 2,694,309.70 | 52.10 |          | .00              |               | 2,694,309.70         | 94,093.92 |                   |            |
| <b>Mutual Funds</b>                             |              |              |       |          |                  |               |                      |           |                   |            |
| CLIPPER FUND INC COMMON                         | 959.7400     | 59,465.49    | 1.15  | 61.9600  | 81,506.91        | 84.9260       | (22,041.42)          | 606.56    |                   | 1.02       |
| FAIRHOLME FUND                                  | 8,430.1040   | 299,943.10   | 5.80  | 35.5800  | 278,050.49       | 32.9830       | 21,892.61            | 2,638.62  |                   | .88        |
| ROYCE FUND PREMIER SER                          | 14,409.1560  | 293,226.32   | 5.67  | 20.3500  | 287,990.47       | 19.9866       | 5,235.85             | .00       |                   |            |
| THIRD AVENUE FUND INC COMMON                    | 4,079.5610   | 211,158.08   | 4.08  | 51.7600  | 266,889.87       | 65.4212       | (55,731.79)          | 3,944.94  |                   | 1.87       |
| TWEEDY BROWNE FUND INC                          | 8,114.6960   | 193,292.06   | 3.74  | 23.8200  | 171,544.56       | 21.1400       | 21,747.50            | 2,694.08  |                   | 1.39       |
| <b>GLOBAL VALUE FUND</b>                        |              |              |       |          |                  |               |                      |           |                   |            |
| VANGUARD BOND INDEX FD INC INTER TERM PORTFOLIO | 28,245.1910  | 316,628.59   | 6.12  | 11.2100  | 291,982.77       | 10.3374       | 24,645.82            | 12,738.58 |                   | 4.02       |
| VANGUARD INDEX TRUST 500 PORTFOLIO              | 1,800.6800   | 208,554.76   | 4.03  | 115.8200 | 233,067.10       | 129.4328      | (24,512.34)          | 3,540.14  |                   | 1.70       |
| VANGUARD INDEX TRUST EXTENDED MARKET PORTFOLIO  | 7,346.5050   | 303,116.80   | 5.86  | 41.2600  | 247,550.65       | 33.6964       | 55,566.15            | 2,578.62  |                   | .85        |
| WEITZ PARTNERS INC VALUE FUND                   | 14,673.7740  | 302,133.01   | 5.84  | 20.5900  | 290,793.06       | 19.8172       | 11,339.95            | 161.41    |                   | .05        |
| <b>TOTAL</b>                                    | 88,059.4070  | 2,187,518.21 | 42.30 |          | 2,149,375.88     |               | 38,142.33            | 28,902.95 |                   |            |
| <b>TOTAL Mutual Funds</b>                       | 88,059.4070  | 2,187,518.21 | 42.30 |          | 2,149,375.88     |               | 38,142.33            | 28,902.95 |                   |            |
| <b>Short-Term Investments</b>                   |              |              |       |          |                  |               |                      |           |                   |            |
| WILMINGTON US GOV'T FUND W CLASS                | 291,637.1400 | 291,637.14   | 5.64  | 1.0000   | 291,637.14       | 1.0000        | .00                  | 29.16     |                   | .01        |
| <b>TOTAL</b>                                    | 291,637.1400 | 291,637.14   | 5.64  |          | 291,637.14       |               | .00                  | 29.16     |                   |            |
| <b>TOTAL Short-Term Investments</b>             | 291,637.1400 | 291,637.14   | 5.64  |          | 291,637.14       |               | .00                  | 29.16     |                   |            |



## Investment Detail

042165-000 CUST/T/THE VICTORY FOUNDATION

Account level detail combined Principal and Income

As of December 31, 2010

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| Description                                     | Quantity     | Market Value | % MV   | Unit MV | Federal Tax Cost | Unit Tax Cost | Unrealized Gain/Loss | EAI        | Current Yield (%) | YTM Market |
|-------------------------------------------------|--------------|--------------|--------|---------|------------------|---------------|----------------------|------------|-------------------|------------|
| <b>Cash Payables/Receivables</b>                |              |              |        |         |                  |               |                      |            |                   |            |
| <b>Cash Payables</b>                            |              |              |        |         |                  |               |                      |            |                   |            |
| CASH PAYABLE                                    | (633 3600)   | (633 36)     | (.01)  | 1.0000  | (633 36)         | 1.0000        | .00                  | .00        |                   |            |
| Purchased                                       |              |              |        |         |                  |               |                      |            |                   |            |
| FAIRHOLME FUND                                  |              |              |        |         |                  |               |                      |            |                   |            |
| TO SETTLE ON 2011-01-03                         |              |              |        |         |                  |               |                      |            |                   |            |
| CASH PAYABLE                                    | (1,034 1300) | (1,034 13)   | (.02)  | 1.0000  | (1,034 13)       | 1 0000        | .00                  | .00        |                   |            |
| Purchased                                       |              |              |        |         |                  |               |                      |            |                   |            |
| VANGUARD BOND INDEX FD INC INTER TERM PORTFOLIO |              |              |        |         |                  |               |                      |            |                   |            |
| TO SETTLE ON 2011-01-03                         |              |              |        |         |                  |               |                      |            |                   |            |
| TOTAL Cash Payables                             | (1,667.4900) | (1,667.49)   | (.03)  |         | (1,667.49)       |               | .00                  | .00        |                   |            |
| TOTAL Cash Payables/Receivables                 | (1,667.4900) | (1,667.49)   | (.03)  |         | (1,667.49)       |               | .00                  | .00        |                   |            |
| TOTAL 042165-000                                | 421,591.0570 | 5,171,797.56 | 100.00 |         | 2,439,345.53     |               | 2,732,452.03         | 123,026.03 |                   |            |