ON EXTENSION TO 2/15/2012

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning JUL 1, 2010 , and ending JUN 30, 2011

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: THE BROOK J. LENFEST FOUNDATION, INC.

A Employer identification number: 23-3031338

Number and street (or P O box number if mail is not delivered to street address): 5 TOWER BRIDGE, 300 BARR HARBOR DR. Room/suite: 450

B Telephone number: 610-828-4510

City or town, state, and ZIP code: WEST CONSHOHOCKEN, PA 19428

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: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 29,284,750.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	542,135.	542,135.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	471,057.			
	b Gross sales price for all assets on line 6a 3,186,800.				
	7 Capital gain net income (from Part IV, line 2)		471,057.		
	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	39,941.	39,941.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	1,053,133.	1,053,133.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	28,917.	5,783.		23,134.
	14 Other employee salaries and wages	6,015.	1,203.		4,812.
	15 Pension plans, employee benefits	5,037.	1,007.		4,030.
	16a Legal fees				
	b Accounting fees STMT 3	17,065.	3,413.		13,652.
	c Other professional fees STMT 4	42,789.	42,701.		88.
	17 Interest				
	18 Taxes STMT 5	43,844.	461.		1,844.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,001.	600.		2,401.
	22 Printing and publications	3,007.	601.		2,406.
	23 Other expenses STMT 6	4,735.	798.		3,937.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	154,410.	56,567.		56,304.
	25 Contributions, gifts, grants paid	3,162,364.			3,508,074.
	26 **Total expenses and disbursements** Add lines 24 and 25	3,316,774.	56,567.		3,564,378.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<2,263,641.>			
	b **Net investment income** (if negative, enter -0-)		996,566.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,019.	2,504.	2,504.
	2 Savings and temporary cash investments	340,045.	2,550,134.	2,550,134.
	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 STMT 10	3,732,505.	1,582,560.	1,582,560.
	b Investments - corporate stock STMT 11	13,865,620.	15,944,790.	15,944,790.
	c Investments - corporate bonds STMT 12	1,036,920.	515,045.	515,045.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	8,269,182.	8,650,223.	8,650,223.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 14)	46,339.	39,494.	39,494.
	16 **Total assets** (to be completed by all filers)	27,293,630.	29,284,750.	29,284,750.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	8,895,777.	8,550,067.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 15)	0.	33,700.	
	23 **Total liabilities** (add lines 17 through 22)	8,895,777.	8,583,767.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted	18,397,853.	20,700,983.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	18,397,853.	20,700,983.	
	31 **Total liabilities and net assets/fund balances**	27,293,630.	29,284,750.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	18,397,853.
2	Enter amount from Part I, line 27a	2	<2,263,641.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	4,842,633.
4	Add lines 1, 2, and 3	4	20,976,845.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	275,862.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,700,983.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	3,186,800.		2,715,743.	471,057.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				471,057.

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	471,057.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	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) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,888,450.	27,841,752.	.067828
2008	1,802,653.	28,010,454.	.064356
2007	1,794,040.	36,584,594.	.049038
2006	1,683,677.	36,912,667.	.045612
2005	1,611,559.	34,705,131.	.046436

2 **Total** of line 1, column (d)	2	.273270
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.054654
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	29,154,724.
5 Multiply line 4 by line 3	5	1,593,422.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,966.
7 Add lines 5 and 6	7	1,603,388.
8 Enter qualifying distributions from Part XII, line 4	8	3,564,378.

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 ▶ ☐ and enter "N/A" on line 1. 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 ▶ [X] and enter 1% of Part I, line 27b	1	9,966.
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	9,966.
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	9,966.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 7,741.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 10,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	17,741.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	34.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	7,741.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 7,741. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ WWW.BROOKJLENFESTFOUNDATION.ORG

14 The books are in care of ▶ FOUNDATION MANAGEMENT Telephone no. ▶610-828-4510

Located at ▶300 BARR HARBOR DR., WEST CONSHOHOCKEN, PA ZIP+4 ▶19428

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

			Yes	No
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		X
	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 ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	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?	☐ Yes ☒ 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

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)? 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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | 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? 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
SEE STATEMENT 16		28,917.	1,552.	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

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

3 Five highest-paid independent contractors for professional services. 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 THE FOUNDATION IS A PRIVATE NON-OPERATING FOUNDATION, AND AS SUCH, ITS ONLY ACTIVITY IS TO MAKE GRANTS OR CONTRIBUTIONS TO OTHER 501 (C)(3) ORGANIZATIONS, PRINCIPALLY TO PUBLIC	0.
2 CHARITIES. SEE PART XV, QUESTION 3A.	0.
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	28,880,964.
b	Average of monthly cash balances			1b	717,741.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	29,598,705.
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	29,598,705.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	443,981.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	29,154,724.
6	**Minimum investment return** Enter 5% of line 5			6	1,457,736.

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

1	Minimum investment return from Part X, line 6			1	1,457,736.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	9,966.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	9,966.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,447,770.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,447,770.
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	1,447,770.

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	3,564,378.
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	3,564,378.
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	9,966.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,554,412.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,447,770.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			869,014.	
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: ▶ $ 3,564,378.				
a Applied to 2009, but not more than line 2a			869,014.	
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				1,447,770.
e Remaining amount distributed out of corpus	1,247,594.			
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,247,594.			
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				0.
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	1,247,594.			
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 1,247,594.				

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)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

BROOK J. LENFEST

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:

SEE STATEMENT 17

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE	N/A	PUBLIC CHARITIES	SEE ATTACHED SCHEDULE	3,508,074.
Total			▶ 3a	3,508,074.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	542,135.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	39,941.	
8 Gain or (loss) from sales of assets other than inventory			18	471,057.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,053,133.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,053,133.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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: [signature] | Date: 2-10-12 | Title: Asst. CFO-Treasurer

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEVEN PRESSMAN, CPA	[signature]	2/9/12		
Firm's name ▶ PARENTEBEARD LLC, CPA'S			Firm's EIN ▶	
Firm's address ▶ 1800 BYBERRY ROAD SUITE 1100 HUNTINGDON VALLEY, PA 19006-3523			Phone no. 215-947-2100	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CAPITAL GAINS FROM LLR EQUITY PARTNERS II	P	VARIOUS	VARIOUS
b	CAPITAL GAINS FROM NB SECONDARY OPPORTUNITIES FUN	P	VARIOUS	VARIOUS
c	CAPITAL LOSSES FROM NB SECONDARY OPPORTUNITIES FU	P	VARIOUS	VARIOUS
d	CAPITAL GAINS FROM NB SECONDARY OPPORTUNITIES FUN	P	VARIOUS	VARIOUS
e	CAPITAL GAINS FROM NB SECONDARY OPPORTUNITIES FUN	P	VARIOUS	VARIOUS
f	CAPITAL LOSSES FROM FIFTH STREET CAPITAL PARTNERS	P	VARIOUS	VARIOUS
g	CAPITAL GAINS FROM LEHMAN MLP	P	VARIOUS	VARIOUS
h	MORGAN STANLEY NWQ - SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
i	MORGAN STANLEY NWQ - SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
j	PIMCO REAL RETURN BOND FUND	P	07/30/08	07/01/10
k	PIMCO REAL RETURN BOND FUND	P	07/30/08	07/22/10
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	156,088.			156,088.
b	44,783.			44,783.
c			1,087.	<1,087.>
d	14,909.			14,909.
e	2,351.			2,351.
f			43,298.	<43,298.>
g	62,175.			62,175.
h	237,532.		226,486.	11,046.
i	2,168,962.		1,947,116.	221,846.
j	250,000.		248,878.	1,122.
k	250,000.		248,878.	1,122.
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				156,088.
b				44,783.
c				<1,087.>
d				14,909.
e				2,351.
f				<43,298.>
g				62,175.
h				11,046.
i				221,846.
j				1,122.
k				1,122.
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	471,057.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY	542,135.	0.	542,135.
TOTAL TO FM 990-PF, PART I, LN 4	542,135.	0.	542,135.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
GAINS FROM PARTNERSHIP K-1S	39,941.	39,941.	
TOTAL TO FORM 990-PF, PART I, LINE 11	39,941.	39,941.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARENTEBEARD LLC, CPA'S	17,065.	3,413.		13,652.
TO FORM 990-PF, PG 1, LN 16B	17,065.	3,413.		13,652.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	42,679.	42,679.		0.
MISC. PROFESSIONAL FEES	110.	22.		88.
TO FORM 990-PF, PG 1, LN 16C	42,789.	42,701.		88.

FORM 990-PF — TAXES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	2,305.	461.		1,844.
CURRENT FEDERAL EXCISE TAX	9,836.	0.		0.
DEFERRED FEDERAL EXCISE TAX	31,703.	0.		0.
TO FORM 990-PF, PG 1, LN 18	43,844.	461.		1,844.

FORM 990-PF — OTHER EXPENSES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	387.	77.		310.
PAYROLL SERVICE	393.	79.		314.
OFFICE SUPPLIES	1,734.	347.		1,387.
POSTAGE	121.	24.		97.
COMPUTER EXPENSE	218.	44.		174.
ALARM/SECURITY	186.	37.		149.
EQUIPMENT REPAIR	203.	41.		162.
TELEPHONE	743.	149.		594.
DUES AND SUBSCRIPTIONS	750.	0.		750.
TO FORM 990-PF, PG 1, LN 23	4,735.	798.		3,937.

FOOTNOTES — STATEMENT 7

EXPLANATION - PART VII-B QUESTION 1A(3)

THIS FOUNDATION ACCEPTS THE USE OF OFFICE SPACE AND SIMILAR OCCUPANCY EXPENSES FREE OF CHARGE FROM HAROLD F. LENFEST, WHO IS THE FATHER OF FOUNDATION MANAGER BROOK LENFEST. ADDITIONALLY, THIS FOUNDATION SHARES OFFICE SPACE WITH TWO OTHER PRIVATE FOUNDATIONS WHOSE MANAGERS ARE THE PARENTS AND SIBLING OF THE MANAGER OF THIS FOUNDATION. THE THREE FOUNDATIONS SHARE CERTAIN PERSONNEL AND ADMINISTRATIVE COSTS AND HAVE AN ARRANGEMENT WHEREBY THESE COMMON COSTS ARE PAID FOR BY ONE OF THE FOUNDATIONS, WHICH IS THEN REIMBURSED BY THE OTHER TWO FOUNDATIONS. THE ALLOCATION OF EXPENSES IS ON A "BREAK-EVEN" BASIS SO THAT EACH FOUNDATION PAYS ONLY ITS FAIR SHARE OF THE COMMON COSTS, NO MORE AND NO LESS.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
NET UNREALIZED APPRECIATION ON INVESTMENTS	4,842,633.
TOTAL TO FORM 990-PF, PART III, LINE 3	4,842,633.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
INCOME FROM PARTNERSHIP K-1S NOT INCLUDED IN FINANCIAL STATEMENTS	275,862.
TOTAL TO FORM 990-PF, PART III, LINE 5	275,862.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT BONDS IN MORGAN STANLEY ACCOUNT	X		1,582,560.	1,582,560.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,582,560.	1,582,560.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,582,560.	1,582,560.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MS ISHARES TR RUSSELL 1000 GROWTH INDEX FD US ETFS	3,890,232.	3,890,232.
MORGAN STANLEY ACCOUNT # 190-010003 012	1,308,528.	1,308,528.
MS ISHARES TR MSCI EAFE IDX	3,247,560.	3,247,560.
MS RUSS 2000 INDEX SMALL CAP ETF	3,312,000.	3,312,000.
MS ISHARES IBOXX INV GRADE CORP	583,689.	583,689.
SPDR S&P 500 ETF TRUST	3,602,781.	3,602,781.
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,944,790.	15,944,790.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MS CORPORATE BONDS	515,045.	515,045.
TOTAL TO FORM 990-PF, PART II, LINE 10C	515,045.	515,045.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LLR EQUITY PARTNERS	FMV	828,563.	828,563.
MORGAN STANLEY LIQUID MARKETS FUND I - PRIVATE INVESTORS LP	FMV	2,429,239.	2,429,239.
ATTALUS MULTISTRATEGY	FMV	1,136,788.	1,136,788.
LEHMAN SECONDARY OPPORTUNITIES FUND	FMV	584,547.	584,547.
FIFTH STREET CAPITAL PARTNERS	FMV	285,234.	285,234.
SKYBRIDGE CAPITAL	FMV	850,048.	850,048.
LBC PRIVATE EQUITY	FMV	427,284.	427,284.
LEHMAN MLP	FMV	357,142.	357,142.
MS EMERGING PRIVATE MARKETS	FMV	573,110.	573,110.
PIMCO REAL RETURN BOND FUND	FMV	672,221.	672,221.
LEHMAN SECONDARY OPPORTUNITIES FUND II	FMV	506,047.	506,047.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,650,223.	8,650,223.

FORM 990-PF OTHER ASSETS STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST	37,750.	39,494.	39,494.
PREPAID FEDERAL EXCISE TAXES	8,589.	0.	0.
TO FORM 990-PF, PART II, LINE 15	46,339.	39,494.	39,494.

FORM 990-PF OTHER LIABILITIES STATEMENT 15

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CURRENT FEDERAL EXCISE TAX PAYABLE	0.	1,247.
DEFERRED EXCISE TAX	0.	31,703.
DUE TO THE LENFEST FOUNDATION	0.	750.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	33,700.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BROOK J. LENFEST 5 TOWER BRIDGE, 300 BARR HARBOR DRIVE SUITE 450 WEST CONSHOHOCKEN, PA 19428	PRESIDENT, DIRECTOR 2.00	0.	0.	0.
MARGUERITE B. LENFEST 5 TOWER BRIDGE, 300 BARR HARBOR DRIVE SUITE 450 WEST CONSHOHOCKEN, PA 19428	TREASURER, DIRECTOR 0.25	0.	0.	0.
BRUCE MELGARY 5 TOWER BRIDGE, 300 BARR HARBOR DRIVE SUITE 450 WEST CONSHOHOCKEN, PA 19428	EXECUTIVE DIRECTOR 5.00	19,201.	851.	0.
WILLIAM LUTERMAN 5 TOWER BRIDGE, 300 BARR HARBOR DRIVE SUITE 450 WEST CONSHOHOCKEN, PA 19428	CHIEF INVESTMENT OFFICER 2.00	0.	0.	0.
JOY TARTAR 5 TOWER BRIDGE, 300 BARR HARBOR DRIVE SUITE 450 WEST CONSHOHOCKEN, PA 19428	CFO & ASSISTANT TREASURER 2.00	0.	0.	0.
GRAHAME RICHARDS 5 TOWER BRIDGE, 300 BARR HARBOR DRIVE SUITE 450 WEST CONSHOHOCKEN, PA 19428	ASSISTANT SECRETARY 5.00	9,716.	701.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		28,917.	1,552.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 17
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE BROOK J. LENFEST FOUNDATION, INC.
5 TOWER BRIDGE, 300 BARR HARBOR DRIVE STE 450
WEST CONSHOHOCKEN, PA 19428

TELEPHONE NUMBER

610-828-4510

FORM AND CONTENT OF APPLICATIONS

INSTRUCTIONS RELATING TO WHAT INFORMATION TO INCLUDE WITH YOUR APPLICATION ARE INCLUDED IN THE "GRANTMAKING" SECTION OF THE WEBSITE, OR CAN BE OBTAINED BY SUBMITTING A WRITTEN REQUEST TO THE FOUNDATION.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE WEBSITE LISTS AREAS OF NON-SUPPORT WHICH INCLUDE GRANTS TO INDIVIDUALS, PROGRAMS THAT DEAL WITH HEALTH ISSUES, MEDICAL RESEARCH OR MEDICAL TREATMENT, RELIGIOUS PROGRAMS OR ACTIVITIES, PUBLICATIONS, UNIVERSITY PRESSES, RESEARCH OR ACADEMIC STUDIES LACKING ACTION PLANS, POLITICAL OR QUASI-POLITICAL ORGANIZATIONS, AND LITIGATION.

The Brook J. Lenfest Foundation, Inc.
Gains(Loss) for the fiscal year ended June 30, 2011
MS - NWQ Large Cap Value - 190010003

Description	# Shares	Purch Date	Cost	Sales Date	Proceeds	Gain/(Loss)	ST/LT
Frontier Communications	0	07/01/10	0 00	07/01/10	7 15	7 15	ST
Verizon Communications	354	09/30/03	10,330 22	07/20/10	9,427.46	(902 76)	LT
Verizon Communications	879	07/01/03	31,024 48	07/20/10	23,408 87	(7,615 61)	LT
			41,354 70		32,843 48	(8,511 22)	
Mosiac Co Brooklyn	122	06/30/09	5,506 71	08/17/10	6,804.68	1,297.97	LT
Mosiac Co Brooklyn	145	06/30/09	6,544 87	08/18/10	8,289 08	1,744 21	LT
Mosiac Co Brooklyn	121	06/30/09	5,461 58	08/20/10	6,841 33	1,379 75	LT
Mosiac Co Brooklyn	5	06/21/10	217 11	08/23/10	294 55	77.44	ST
Mosiac Co Brooklyn	118	06/30/09	5,326 16	08/23/10	6,951 45	1,625 29	LT
Kimberly Clark Corp	14	07/01/03	720 02	08/24/10	907 56	187.54	LT
Kimberly Clark Corp	171	07/01/03	8,794 52	08/25/10	11,031.69	2,237.17	LT
Kimberly Clark Corp	127	07/01/03	6,531 60	08/27/10	8,170 94	1,639 34	LT
			39,102 57		49,291.28	10,188 71	
Frontier Communications	85	09/30/03	696 33	09/14/10	652 36	(43 97)	LT
Frontier Communications	210	07/01/03	2,091 26	09/14/10	1,611 70	(479 56)	LT
Kimberly Clark Corp	169	07/01/03	8,691 66	09/22/10	11,272 93	2,581 27	LT
Philip Morris	328	07/01/03	8,036 14	09/27/10	18,255 45	10,219 31	LT
			19,515 39		31,792 44	12,277 05	
Mosiac Co Brooklyn	227	06/21/10	9,856 98	10/08/10	15,038 01	5,181 03	ST
Mosiac Co Brooklyn	207	06/22/10	9,054 08	10/11/10	13,784 15	4,730 07	ST
Mosiac Co Brooklyn	31	06/21/10	1,346 11	10/11/10	2,064 29	718 18	ST
Noble Energy Inc	33	06/08/05	1,232 39	10/11/10	2,559 99	1,327 60	LT
Noble Energy Inc	65	06/08/05	2,427 43	10/12/10	4,989.02	2,561 59	LT
Noble Energy Inc	141	06/08/05	5,265 66	10/13/10	10,995 31	5,729 65	LT
Noble Energy Inc	146	09/16/08	7,922 62	10/15/10	11,409.57	3,486.95	LT
Noble Energy Inc	2	06/08/05	74 69	10/15/10	156.30	81 61	LT
			37,179 96		60,996 64	23,816 68	
Aetna Inc	229	10/30/03	3,215 18	11/15/10	7,159 26	3,944.08	LT
Aetna Inc	124	10/30/03	1,740 97	11/16/10	3,783 74	2,042 77	LT
Aetna Inc	144	09/07/06	5,123 15	11/17/10	4,371 22	(751 93)	LT
Aetna Inc	127	10/31/03	1,783 09	11/17/10	3,855 17	2,072 08	LT
Aetna Inc	112	03/06/09	2,176 97	11/18/10	3,398 14	1,221.17	LT
Aetna Inc	47	09/08/06	1,682 96	11/18/10	1,426.00	(256.96)	LT
Aetna Inc	152	09/07/06	5,407 76	11/18/10	4,611 75	(796 01)	LT
Aetna Inc	785	03/06/09	15,258 20	11/19/10	23,853 07	8,594 87	LT
			36,388 28		52,458 35	16,070.07	
CBS Corp	475	12/06/04	13,640 71	12/08/10	8,545 62	(5,095.09)	LT
CBS Corp	227	12/20/04	6,389 76	12/10/10	4,085.93	(2,303.83)	LT
CBS Corp	159	12/17/04	4,444 90	12/10/10	2,861.95	(1,582.95)	LT
CBS Corp	43	12/07/04	1,214 18	12/10/10	773.99	(440 19)	LT
CBS Corp	156	12/06/04	4,479 89	12/10/10	2,807 95	(1,671 94)	LT
Haliburton Co	34	11/12/08	598 04	12/10/10	1,371 38	773 34	LT
CBS Corp	271	12/20/04	7,628 30	12/13/10	4,883 33	(2,744 97)	LT
Haliburton Co	201	11/12/08	3,535 47	12/13/10	8,234.40	4,698 93	LT
CBS Corp	149	12/20/04	4,194 15	12/14/10	2,681.35	(1,512 80)	LT
Amgen Inc	180	05/24/07	9,810 38	12/16/10	10,180 62	370 24	LT
Amgen Inc	11	05/23/07	599 30	12/16/10	622.15	22.85	LT
Anglogold Ashanti Limited	133	04/15/08	4,901 32	12/16/10	6,296.10	1,394 78	LT
AON Corp	3	08/09/06	98 46	12/16/10	133.05	34.59	LT
AON Corp	342	08/07/06	10,821 94	12/16/10	15,168.19	4,346 25	LT
AON Corp	42	01/28/05	909 15	12/16/10	1,862.76	953.61	LT
Apache Corp	125	01/04/07	7,974 90	12/16/10	14,600.24	6,625 34	LT
Apache Corp	128	01/03/07	8,253 89	12/16/10	14,950 65	6,696 76	LT
Barrick Gold Corp	544	07/01/03	10,001.82	12/16/10	27,907.59	17,905 77	LT
CA Inc	1,142	07/01/03	25,169 68	12/16/10	28,259.45	3,089 77	LT
Canadian Natural Resources	320	11/16/09	11,084 37	12/16/10	13,577 37	2,493 00	LT

The Brook J. Lenfest Foundation, Inc.
Gains(Loss) for the fiscal year ended June 30, 2011
MS - NWQ Large Cap Value - 190010003

Description	# Shares	Purch Date	Cost	Sales Date	Proceeds	Gain/(Loss)	ST/LT
CBS Corp	452	09/07/05	12,295 61	12/16/10	8,105 71	(4,189 90)	LT
CBS Corp	276	09/06/05	7,461 30	12/16/10	4,949 50	(2,511.80)	LT
CBS Corp	176	09/02/05	4,720.41	12/16/10	3,156 21	(1,564.20)	LT
CBS Corp	61	12/20/04	1,717 07	12/16/10	1,093 91	(623 16)	LT
Citigroup Inc	1,934	12/17/09	6,185 71	12/16/10	8,818 89	2,633 18	ST
CVS Caremark Corp	78	11/05/09	2,245 52	12/16/10	2,691 73	446 21	LT
General Motors	150	11/22/10	5,132 16	12/16/10	5,050 41	(81.75)	ST
Genworth Financial Inc	91	05/27/04	1,775 16	12/16/10	1,162 05	(613.11)	LT
Genworth Financial Inc	733	05/26/04	14,297.75	12/16/10	9,360 25	(4,937 50)	LT
Goldman Sachs	24	08/25/10	3,463 31	12/16/10	3,936 17	472 86	ST
Haliburton Co	33	11/13/08	579 69	12/16/10	1,327 53	747.84	LT
Haliburton Co	78	11/12/08	1,371 97	12/16/10	3,137 81	1,765 84	LT
Hartford Financial Services	353	07/01/03	17,815 91	12/16/10	9,076 95	(8,738 96)	LT
Ingersoll-Rand Co	666	07/01/03	15,660 99	12/16/10	30,901 54	15,240 55	LT
Kroger Co	94	09/22/09	1,920.09	12/16/10	2,025 66	105 57	LT
Lincoln National Corp	154	06/22/10	4,231.03	12/16/10	4,321 16	90 13	ST
Lockheed Martin Corp	136	10/25/05	8,285 16	12/16/10	9,557 11	1,271 95	LT
Lockheed Martin Corp	23	02/05/04	1,132.25	12/16/10	1,616 28	484.03	LT
Loews Corp	276	10/18/07	13,707 01	12/16/10	10,634 42	(3,072 59)	LT
Loews Corp	49	10/17/07	2,425 51	12/16/10	1,888 00	(537.51)	LT
Merck & Co	333	12/09/08	8,777 75	12/16/10	12,259 85	3,482 10	LT
Metlife Inc	409	10/08/08	13,055 85	12/16/10	17,805 26	4,749 41	LT
Motorola Inc	418	05/29/07	7,604 05	12/16/10	3,688 32	(3,915 73)	LT
Motorola Inc	1,591	11/08/06	34,365 60	12/16/10	14,038 58	(20,327.02)	LT
Motorola Inc	149	06/07/06	3,175.06	12/16/10	1,314 74	(1,860.32)	LT
Motorola Inc	71	06/06/06	1,529 56	12/16/10	626 49	(903.07)	LT
Noble Energy Inc	122	09/16/08	6,620 27	12/16/10	10,234 72	3,614.45	LT
Occidental Pete Corp	127	04/12/10	11,005.16	12/16/10	11,976 50	971.34	ST
Pfizer Inc	823	03/29/10	14,220 78	12/16/10	14,147 13	(73.65)	ST
Philip Morris	148	07/01/03	3,626.06	12/16/10	8,814 69	5,188 63	LT
Pitney Bowes Inc	179	12/17/07	6,703 17	12/16/10	4,358 13	(2,345.04)	LT
Pitney Bowes Inc	244	11/19/07	9,357 18	12/16/10	5,940 69	(3,416 49)	LT
Pitney Bowes Inc	705	11/16/07	26,777.17	12/16/10	17,164 69	(9,612 48)	LT
Sanofi-Aventis	489	08/02/07	20,168 46	12/16/10	15,990 90	(4,177.56)	LT
Talisman Energy	679	06/24/08	15,288 16	12/16/10	13,850.21	(1,437.95)	LT
Time Warner Inc	164	10/13/10	5,172 92	12/16/10	5,127 19	(45 73)	ST
Union Pacific Corp	120	03/11/04	3,673 70	12/16/10	11,048 98	7,375 28	LT
Unum Group	423	05/20/10	9,038.71	12/16/10	10,012 24	973.53	ST
Viacom Cl B	66	09/06/05	2,718.41	12/16/10	2,553 92	(164.49)	LT
Viacom Cl B	176	09/02/05	7,191 94	12/16/10	6,810 47	(381 47)	LT
Viacom Cl B	326	12/20/04	13,981 13	12/16/10	12,614 84	(1,366 29)	LT
Wells Fargo Company	150	07/01/03	3,800 05	12/16/10	4,483 92	683 87	LT
Merck & Co	150	02/27/09	3,752 80	12/20/10	5,477 74	1,724 94	LT
Merck & Co	186	12/10/08	4,998 19	12/20/10	6,792 40	1,794 21	LT
Merck & Co	373	12/09/08	9,832 13	12/20/10	13,621 32	3,789 19	LT
			508,608.48		523,369 28	14,760.80	
Motorola Mobility Holdings	0	01/03/11	0 00	01/03/11	23 83	23.83	ST
Motorola Solutions	0	02/01/10	0.00	01/04/11	11 42	11.42	ST
Motorola Mobility Holdings	160	05/30/07	9,882 70	01/06/11	5,289 50	(4,593.20)	LT
Motorola Mobility Holdings	7	05/29/07	454.07	01/06/11	231 42	(222.65)	LT
Motorola Mobility Holdings	122	01/03/08	6,618.72	01/07/11	4,033 68	(2,585.04)	LT
Motorola Mobility Holdings	84	01/02/08	4,530.79	01/07/11	2,777 28	(1,753.51)	LT
Motorola Mobility Holdings	111	05/31/07	6,793 34	01/07/11	3,669 98	(3,123 36)	LT
Motorola Mobility Holdings	12	05/30/07	741 20	01/07/11	396 76	(344.44)	LT
Motorola Mobility Holdings	38	01/03/08	2,061 57	01/10/11	1,245 97	(815.60)	LT
Motorola Mobility Holdings	133	01/03/08	7,216 22	01/13/11	4,387 94	(2,828.28)	LT

The Brook J. Lenfest Foundation, Inc.
Gains(Loss) for the fiscal year ended June 30, 2011
MS - NWQ Large Cap Value - 190010003

Description	# Shares	Purch Date	Cost	Sales Date	Proceeds	Gain/(Loss)	ST/LT
Kimberly Clark Corp	221	07/01/03	11,366 01	01/21/11	14,169 75	2,803 74	LT
			49,664.62		36,237 53	(13,427 09)	
Kimberly Clark Corp	45	07/01/03	4,011.53	02/03/11	5,067 97	1,056 44	LT
Kimberly Clark Corp	157	07/01/03	8,074 50	02/04/11	10,179 93	2,105 43	LT
Kimberly Clark Corp	94	07/01/03	4,834.42	02/07/11	6,104 72	1,270 30	LT
Kimberly Clark Corp	98	07/01/03	5,040 13	02/08/11	6,371 09	1,330 96	LT
Kroger Co	227	09/23/09	4,667 67	02/22/11	5,275 65	607 98	LT
Kroger Co	239	09/22/09	4,881 93	02/22/11	5,554 54	672 61	LT
Kroger Co	49	09/24/09	1,006.85	02/23/11	1,131 92	125 07	LT
Kroger Co	109	09/23/09	2,241.30	02/23/11	2,517 94	276 64	LT
Kroger Co	112	09/24/09	2,301 38	02/24/11	2,597 72	296 34	LT
Kroger Co	128	09/24/09	2,630.14	02/25/11	2,936 39	306 25	LT
Philip Morris	216	07/01/03	5,292.09	02/25/11	13,443 34	8,151 25	LT
Kroger Co	68	09/24/09	1,397 27	02/28/11	1,555 69	158 42	LT
			46,379 21		62,736 90	16,357 69	
Amgen Inc	154	11/15/07	8,422.31	03/02/11	7,942 45	(479 86)	LT
Amgen Inc	230	05/24/07	12,535.48	03/02/11	11,862 11	(673 37)	LT
Pitney Bowes Inc	7	12/17/07	262 14	03/25/11	175.56	(86 58)	LT
Pitney Bowes Inc	61	12/18/07	2,286 00	03/28/11	1,534.75	(751 25)	LT
Pitney Bowes Inc	56	12/17/07	2,097.08	03/28/11	1,408.96	(688 12)	LT
Pitney Bowes Inc	162	12/18/07	6,071 01	03/29/11	4,082 73	(1,988 28)	LT
			31,674 02		27,006 56	(4,667.46)	
Loews Corp	34	11/09/07	1,559.80	04/05/11	1,483 40	(76 40)	LT
Loews Corp	28	10/19/07	1,375.27	04/05/11	1,221.62	(153 65)	LT
Loews Corp	63	10/18/07	3,128.78	04/05/11	2,748 65	(380 13)	LT
Loews Corp	56	11/09/07	2,569.09	04/06/11	2,443.31	(125 78)	LT
Lockheed Martin Corp	44	10/25/05	2,680.49	04/21/11	3,419 07	738 58	LT
Loews Corp	95	11/09/07	4,358.28	04/21/11	4,107 79	(250 49)	LT
Lockheed Martin Corp	120	10/26/05	7,293 31	04/25/11	9,330 41	2,037 10	LT
Lockheed Martin Corp	28	10/25/05	1,705.77	04/25/11	2,177.09	471 32	LT
Loews Corp	57	11/09/07	2,614 97	04/25/11	2,460.81	(154 16)	LT
Motorola Solutions	61	05/30/07	4,486 25	04/25/11	2,694 53	(1,791 72)	LT
Motorola Solutions	8	05/29/07	619 23	04/25/11	353 38	(265 85)	LT
Lockheed Martin Corp	64	10/26/05	3,889 77	04/26/11	5,039 27	1,149 50	LT
Loews Corp	92	11/09/07	4,220 65	04/26/11	3,979 50	(241 15)	LT
Motorola Solutions	41	05/31/07	3,014 62	04/26/11	1,816.05	(1,198 57)	LT
Motorola Solutions	136	05/30/07	10,002 12	04/26/11	6,023 95	(3,978 17)	LT
Pitney Bowes Inc	77	12/19/07	2,903 78	04/27/11	2,007 41	(896 37)	LT
Pitney Bowes Inc	20	12/18/07	749 51	04/27/11	521 41	(228 10)	LT
Barrick Gold Corp	186	07/01/03	3,419 74	04/28/11	9,590.30	6,170 56	LT
Motorola Solutions	65	01/02/08	4,227.66	04/28/11	2,995 42	(1,232 24)	LT
Motorola Solutions	85	05/31/07	6,249.83	04/28/11	3,917.09	(2,332 74)	LT
Pitney Bowes Inc	82	12/20/07	3,117 66	04/28/11	2,149 83	(967.83)	LT
Pitney Bowes Inc	26	12/19/07	980 50	04/28/11	681 65	(298 85)	LT
Barrick Gold Corp	126	07/01/03	2,316 60	04/29/11	6,431 02	4,114 42	LT
Pitney Bowes Inc	101	12/20/07	3,840 04	04/29/11	2,503 59	(1,336 45)	LT
			81,323 72		80,096 55	(1,227 17)	
NRG Energy	29	03/10/08	1,216 20	05/23/11	718 56	(497 64)	LT
NRG Energy	141	03/10/08	5,913.23	05/24/11	3,502.86	(2,410 37)	LT
NRG Energy	124	03/10/08	5,200.29	05/25/11	3,059.69	(2,140.60)	LT
Viacom Cl B	85	09/06/05	3,500 99	05/25/11	4,265 36	764.37	LT
Viacom Cl B	99	09/07/05	4,103 11	05/26/11	4,949.64	846 53	LT
Viacom Cl B	125	09/06/05	5,148.51	05/26/11	6,249.54	1,101.03	LT
Viacom Cl B	38	09/07/05	1,574.93	05/27/11	1,902.20	327.27	LT
			26,657.26		24,647.85	(2,009 41)	
Amgen Inc	611	11/15/07	33,415.77	06/08/11	36,057.34	2,641 57	LT

The Brook J. Lenfest Foundation, Inc.
Gains(Loss) for the fiscal year ended June 30, 2011
MS - NWQ Large Cap Value - 190010003

Description	# Shares	Purch Date	Cost	Sales Date	Proceeds	Gain/(Loss)	ST/LT
Anglogold Ashanti Limited	530	06/04/08	18,304 24	06/08/11	22,843 09	4,538 85	LT
Anglogold Ashanti Limited	116	04/15/08	4,274 83	06/08/11	4,999 62	724 79	LT
AON Corp	187	08/22/06	6,299 51	06/08/11	9,463 45	3,163 94	LT
AON Corp	38	08/10/06	1,244 73	06/08/11	1,923 06	678 33	LT
AON Corp	180	08/09/06	5,907 51	06/08/11	9,109.21	3,201 70	LT
Apache Corp	279	01/04/07	17,799 98	06/08/11	33,343 03	15,543.05	LT
Barrick Gold Corp	669	07/01/03	12,300 03	06/08/11	29,545 01	17,244 98	LT
CA Inc	1,308	07/01/03	28,828 32	06/08/11	28,940 77	112 45	LT
Canadian Natural Resources	23	11/20/09	757 09	06/08/11	945 48	188 39	LT
Canadian Natural Resources	130	11/19/09	4,343 46	06/08/11	5,344.01	1,000 55	LT
Canadian Natural Resources	240	11/16/11	8,313 27	06/08/11	9,865 87	1,552.60	ST
Cisco	551	05/12/11	9,291 07	06/08/11	8,406 11	(884 96)	ST
Citigroup Inc	524	12/17/09	16,768.94	06/08/11	19,298 54	2,529 60	LT
CVS Caremark Corp	471	11/05/09	13,559.47	06/08/11	17,686 65	4,127 18	LT
General Motors	170	11/22/10	5,816 45	06/08/11	4,885.70	(930.75)	ST
Genworth Financial Inc	151	05/27/04	2,945 60	06/08/11	1,580.93	(1,364 67)	LT
Goldman Sachs	55	08/26/10	7,940 55	06/08/11	7,251 54	(689 01)	ST
Goldman Sachs	54	08/25/10	7,792 46	06/08/11	7,119 69	(672.77)	ST
Haliburton Co	245	11/13/08	4,303 74	06/08/11	11,700 97	7,397.23	LT
Hartford Financial Services	450	07/01/03	22,711 50	06/08/11	10,984 06	(11,727 44)	LT
Hess Corp	95	04/20/07	5,432 44	06/08/11	7,008.01	1,575 57	LT
Ingersoll-Rand Co	212	07/01/03	4,985 18	06/08/11	9,510 13	4,524.95	LT
JPMorgan Chase & Co	333	07/01/03	11,303 25	06/08/11	13,444 95	2,141.70	LT
Kroger Co	57	09/24/09	1,171 24	06/08/11	1,346 88	175 64	LT
Lincoln National Corp	282	06/22/10	7,747 72	06/08/11	7,459 74	(287.98)	ST
Lockheed Martin Corp	40	10/26/05	2,431 10	06/08/11	3,087 14	656.04	LT
Lockheed Martin Corp	121	10/26/05	7,354 09	06/08/11	9,337.11	1,983 02	LT
Loews Corp	232	10/03/08	8,418 23	06/08/11	9,479 50	1,061 27	LT
Loews Corp	174	11/09/07	7,982 52	06/08/11	7,109 62	(872.90)	LT
Merck & Co	244	02/27/09	6,104 56	06/08/11	8,740 89	2,636 33	LT
Metlife Inc	23	10/09/08	649 25	06/08/11	948.25	299 00	LT
Metlife Inc	394	01/08/08	12,577 03	06/08/11	16,243.99	3,666 96	LT
Motorola Mobility Holdings	235	12/01/09	6,550 03	06/08/11	5,646.59	(903 44)	LT
Motorola Mobility Holdings	173	02/11/09	2,306 55	06/08/11	4,156 85	1,850 30	LT
Motorola Mobility Holdings	338	02/10/09	4,533 51	06/08/11	8,121.47	3,587.96	LT
Motorola Mobility Holdings	12	01/03/08	649 42	06/08/11	288 34	(361 08)	LT
Motorola Solutions	134	02/10/09	2,146.29	06/08/11	6,128 80	3,982 51	LT
Motorola Solutions	348	01/03/08	22,565 75	06/08/11	15,916 59	(6,649 16)	LT
Motorola Solutions	30	01/02/08	1,951 23	06/08/11	1,372 12	(579 11)	LT
Noble Energy Inc	26	09/17/08	1,504 36	06/08/11	2,273 65	769.29	LT
Noble Energy Inc	153	09/16/08	8,302 46	06/08/11	13,379.54	5,077.08	LT
NRG Energy	353	03/10/08	14,804 04	06/08/11	8,524.25	(6,279 79)	LT
Occidental Pete Corp	169	04/12/10	14,644 66	06/08/11	17,345 67	2,701 01	LT
Pfizer Inc	521	04/14/10	8,883 15	06/08/11	10,763 65	1,880.50	LT
Pfizer Inc	965	03/29/10	16,674 43	06/08/11	19,936.52	3,262 09	LT
Pfizer Inc	762	03/29/10	13,166 75	06/08/11	15,726 15	2,559.40	LT
Pfizer Inc	198	07/01/03	4,851.09	06/08/11	13,476 55	8,625.46	LT
Philip Morris	416	12/20/07	15,816 40	06/08/11	9,498.05	(6,318 35)	LT
Pitney Bowes Inc	166	09/09/03	5,389 49	06/08/11	7,998.70	2,609.21	LT
Raytheon Company	927	08/02/07	38,233.47	06/08/11	35,293.83	(2,939.64)	LT
Sanofi-Aventis	560	06/24/08	12,608 79	06/08/11	11,167.80	(1,440.99)	LT
Talisman Energy	530	10/13/10	16,717.37	06/08/11	18,490 17	1,772 80	ST
Time Warner Inc	172	03/11/04	5,265.63	06/08/11	17,185.81	11,920 18	LT
Union Pacific Corp	769	05/20/10	16,432.07	06/08/11	19,130.50	2,698.43	LT
Unum Group	322	01/05/06	13,592 71	06/08/11	15,619.56	2,026 85	LT
Viacom Cl B	315	09/07/05	13,055 34	06/08/11	15,280.01	2,224.67	LT

The Brook J. Lenfest Foundation, Inc.
Gains(Loss) for the fiscal year ended June 30, 2011
MS - NWQ Large Cap Value - 190010003

Description	# Shares	Purch Date	Cost	Sales Date	Proceeds	Gain/(Loss)	ST/LT
Viacom Cl B	568	07/01/03	14,389 51	06/08/11	14,417.49	27 98	LT
Wells Fargo Company	106	09/23/09	6,413.29	06/08/11	6,210 03	(203 26)	LT
Amgen Inc	16	09/17/09	957 49	06/14/11	937 36	(20 13)	LT
Amgen Inc	267	04/14/09	12,723 19	06/14/11	15,642 24	2,919 05	LT
Amgen Inc	77	11/15/07	4,211 15	06/14/11	4,511 06	299 91	LT
Amgen Inc	94	07/09/08	3,095 84	06/14/11	4,068 88	973 04	LT
Anglogold Ashanti Limited	454	07/08/08	14,614.76	06/14/11	19,651 83	5,037 07	LT
Anglogold Ashanti Limited	81	06/04/08	2,797 44	06/14/11	3,506 16	708 72	LT
AON Corp	110	12/02/09	4,230 99	06/14/11	5,631 35	1,400 36	LT
AON Corp	224	08/23/06	7,511.57	06/14/11	11,467 48	3,955 91	LT
AON Corp	55	08/22/06	1,852.79	06/14/11	2,815 67	962 88	LT
AON Corp	154	08/22/06	5,187.83	06/14/11	7,867 59	2,679 76	LT
Apache Corp	200	04/26/07	14,901 16	06/14/11	23,600 74	8,699 58	LT
Apache Corp	48	01/04/07	3,062 36	06/14/11	5,664 18	2,601 82	LT
Barrick Gold Corp	446	07/01/03	8,200.02	06/14/11	19,504 18	11,304 16	LT
CA Inc	293	02/07/05	8,181 24	06/14/11	6,362 40	(1,818 84)	LT
CA Inc	735	02/04/05	20,277.25	06/14/11	15,960 30	(4,316.95)	LT
CA Inc	428	07/01/03	9,433 12	06/14/11	9,293.88	(139.24)	LT
Canadian Natural Resources	469	11/20/09	15,438 03	06/14/11	19,065 18	3,627 15	LT
Cisco	670	05/12/11	11,297 68	06/14/11	10,110.10	(1,187 58)	ST
Citigroup Inc	688	12/17/09	22,017 23	06/14/11	26,735 16	4,717 93	LT
CVS Caremark Corp	62	02/04/11	2,022 59	06/14/11	2,353 47	330 88	ST
CVS Caremark Corp	309	11/05/09	8,895 71	06/14/11	11,729 41	2,833 70	LT
General Motors	503	11/22/10	17,209 84	06/14/11	14,761.75	(2,448 09)	ST
Genworth Financial Inc	224	01/07/08	5,488.45	06/14/11	2,320 59	(3,167 86)	LT
Genworth Financial Inc	270	01/04/08	6,610 28	06/14/11	2,797 15	(3,813 13)	LT
Genworth Financial Inc	682	05/04/06	22,621.05	06/14/11	7,065.38	(15,555 67)	LT
Genworth Financial Inc	43	05/03/06	1,425 36	06/14/11	445 47	(979 89)	LT
Genworth Financial Inc	566	05/27/04	11,041 14	06/14/11	5,863 65	(5,177 49)	LT
Goldman Sachs	66	03/17/11	10,205 00	06/14/11	9,052 95	(1,152 05)	ST
Goldman Sachs	50	08/26/10	7,218 69	06/14/11	6,858.30	(360 39)	ST
Haliburton Co	145	11/13/08	2,547.11	06/14/11	6,943 81	4,396 70	LT
Hartford Financial Services	163	08/01/06	13,785 45	06/14/11	4,085 76	(9,699 69)	LT
Hartford Financial Services	29	07/31/06	2,461 98	06/14/11	726.91	(1,735 07)	LT
Hartford Financial Services	387	07/01/03	19,531.89	06/14/11	9,700.55	(9,831 34)	LT
Hess Corp	137	04/20/07	7,834.15	06/14/11	10,070 30	2,236 15	LT
Ingersoll-Rand Co	280	07/01/03	6,584 20	06/14/11	12,277 96	5,693 76	LT
JPMorgan Chase & Co	373	07/01/03	12,661.00	06/14/11	15,599 31	2,938 31	LT
Kroger Co	175	09/25/09	3,601.33	06/14/11	4,066 27	464 94	LT
Kroger Co	142	09/24/09	2,917.81	06/14/11	3,299 49	381 68	LT
Lincoln National Corp	97	06/23/10	2,612 48	06/14/11	2,672.30	59 82	ST
Lincoln National Corp	307	06/22/10	8,434 58	06/14/11	8,457.68	23 10	ST
Lockheed Martin Corp	44	08/04/09	3,317 70	06/14/11	3,515.25	197 55	LT
Lockheed Martin Corp	112	10/26/05	6,807 09	06/14/11	8,947.91	2,140 82	LT
Loews Corp	17	03/20/09	387.30	06/14/11	699 67	312 37	LT
Loews Corp	427	10/03/08	15,493 91	06/14/11	17,573.99	2,080 08	LT
Merck & Co	304	02/27/09	7,605 69	06/14/11	10,859 83	3,254 14	LT
Metlife Inc	611	10/09/08	17,247.43	06/14/11	25,422 12	8,174 69	LT
Microsoft Corp	588	06/27/05	14,814.89	06/14/11	14,277.77	(537.12)	LT
Motorola Mobility Holdings	25	03/09/11	668 32	06/14/11	603.74	(64.58)	ST
Motorola Mobility Holdings	151	03/08/11	4,045.41	06/14/11	3,646.57	(398 84)	ST
Motorola Mobility Holdings	45	02/01/10	954 85	06/14/11	1,086 73	131 88	LT
Motorola Mobility Holdings	157	01/29/10	3,287.34	06/14/11	3,791.48	504.14	LT
Motorola Mobility Holdings	85	12/02/09	2,367 53	06/14/11	2,052 71	(314.82)	LT
Motorola Mobility Holdings	139	12/01/09	3,874.27	06/14/11	3,356.79	(517 48)	LT
Motorola Solutions	166	02/11/09	2,650 57	06/14/11	7,617.53	4,966.96	LT

The Brook J. Lenfest Foundation, Inc.
Gains(Loss) for the fiscal year ended June 30, 2011
MS - NWQ Large Cap Value - 190010003

Description	# Shares	Purch Date	Cost	Sales Date	Proceeds	Gain/(Loss)	ST/LT
Motorola Solutions	252	02/10/09	4,036 30	06/14/11	11,563 95	7,527 65	LT
Noble Energy Inc	160	09/17/08	9,257.57	06/14/11	13,921 73	4,664 16	LT
NRG Energy	374	03/10/08	15,684 74	06/14/11	8,872 11	(6,812 63)	LT
Occidental Pete Corp	99	04/14/10	8,491.27	06/14/11	10,384 86	1,893 59	LT
Occidental Pete Corp	54	04/12/10	4,679 36	06/14/11	5,664 47	985 11	LT
Pfizer Inc	141	04/26/10	2,381 22	06/14/11	2,904 84	523 62	LT
Pfizer Inc	1,373	04/14/10	23,409 93	06/14/11	28,286 14	4,876 21	LT
Philip Morris	129	06/20/06	4,922 18	06/14/11	8,929 21	4,007 03	LT
Philip Morris	43	07/01/03	1,053 52	06/14/11	2,976 40	1,922 88	LT
Pitney Bowes Inc	386	08/18/09	8,296 80	06/14/11	8,819 93	523 13	LT
Pitney Bowes Inc	20	12/20/07	760 40	06/14/11	456 99	(303 41)	LT
Raytheon Company	90	10/14/03	2,520 34	06/14/11	4,397 31	1,876 97	LT
Raytheon Company	134	09/09/03	4,350.55	06/14/11	6,547 11	2,196 56	LT
Sanofi-Aventis	161	05/04/10	5,346.62	06/14/11	6,166 12	819 50	LT
Sanofi-Aventis	393	08/03/07	16,332 33	06/14/11	15,051 45	(1,280 88)	LT
Sanofi-Aventis	108	08/02/07	4,454 38	06/14/11	4,136 28	(318 10)	LT
Talisman Energy	279	07/21/08	5,341.18	06/14/11	5,500 07	158 89	LT
Talisman Energy	236	06/24/08	5,313.71	06/14/11	4,652 39	(661 32)	LT
Teva Pharm	94	06/08/11	4,674 40	06/14/11	4,674 53	0 13	ST
Teva Pharm	192	06/07/11	9,536 14	06/14/11	9,547.97	11 83	ST
Time Warner Inc	228	10/14/10	7,141.81	06/14/11	8,002.64	860 83	ST
Time Warner Inc	188	10/13/10	5,929 93	06/14/11	6,598 67	668 74	ST
Union Pacific Corp	116	03/11/04	3,551 24	06/14/11	11,778 41	8,227 17	LT
Unum Group	4	09/15/10	88.35	06/14/11	102 05	13 70	ST
Unum Group	722	05/20/10	15,427 76	06/14/11	18,420 83	2,993 07	LT
Viacom Cl B	629	01/05/06	26,552 23	06/14/11	30,064 30	3,512 07	LT
Wells Fargo Company	762	07/01/03	19,304 24	06/14/11	20,632 43	1,328 19	LT
Kroger Co	144	09/28/09	2,961 32	06/21/11	3,533 17	571 85	LT
Kroger Co	158	09/25/09	3,251 48	06/21/11	3,876 67	625 19	LT
Kroger Co	245	09/28/09	5,038 35	06/22/11	6,022 98	984 63	LT
Occidental Pete Corp	69	04/14/10	5,918 16	06/30/11	7,175 80	1,257.64	LT
			1,255,754 26		1,425,017 13	169,262 87	
			2,173,602 47		2,406,493 99	232,891 52	
Long-term:			1,947,116		2,168,962	221,846	
Short-term:			226,486		237,532	11,046	

Morgan Stanley
Private Wealth Management

Supplemental Report

One Tower Bridge, 6th Floor
West Conshohocken, PA 19428
800-954-2283

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Valuation Currency: USD

Portfolio Valuation By Position

190010003 : BROOK J LENFEST FOUNDATION *NWQ LARGE CAP VALUE*

06/30/2011

Trade Date Reporting

Security Description	Shares or Face Value	Div or YTM@pur	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Interest	Total Market Value	% of *** Portfolio	Acct Type
CASH AND CASH ALTERNATIVES											
CURRENCIES											
US DOLLAR	122 38			122 38		122 38			122.38	0 01	C
MONEY MARKET FUNDS**											
ACTIVE ASSET FUND MONEY TRUST MMKT FD DX	34,096 46	0 01	1 00	34,096 46	1 00	34,096 46			34,096.46	2 54	C
TOTAL CASH AND CASH ALTERNATIVES				*34,218.84*		*34,218 84*			*34,218.84*	*2.55*	
EQUITIES											
COMMON STOCKS											
Energy											
Oil & Gas Equipment & Services											
HALLIBURTON CO COM	273.00	0.36	17 57	4,795 60	51.00	13,923.00	9,127.40		13,923.00	1.04	C
Integrated Oil & Gas											
HESS CORP COM	268.00	0.40	57 28	15,350 12	74.76	20,035 68	4,685.56		20,035.68	1 49	C
OCCIDENTAL PETE CORP	194 00	1 84	85 71	16,628.67	104 04	20,183 76	3,555.09		20,183.76	1 50	C

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Valuation Currency: USD

Portfolio Valuation By Position
190010003 : BROOK J LENFEST FOUNDATION *NWQ LARGE CAP VALUE*
06/30/2011
Trade Date Reporting

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
ACCRUAL CASH DIVIDEND OCCIDENTAL PETE CORP EX DATE 06/08/2011 PAY DATE. 07/15/2011								269 10	269.10	0 02	C
Integrated Oil & Gas				31,978.79		40,219 44	8,240 65	269.10	40,488.54	3 01	
Oil & Gas Exploration & Production											
APACHE CORP COM	452 00	0.60	74.19	33,534.19	123 39	55,772 28	22,238.09		55,772.28	4 15	C
CANADIAN NATURAL RES OURCES CAD COM NPV	890 00	0 37	33 00	29,371 92	41.86	37,255 40	7,883 48		37,255.40	2 77	C
ACCRUAL CASH DIVIDEND CANADIAN NATURAL RES EX DATE. 06/15/2011 PAY DATE. 07/01/2011								82 53	82.53	0.01	C
NOBLE ENERGY INC	300 00	0.72	58.19	17,458 37	89 63	26,889.00	9,430 63		26,889.00	2 00	C
TALISMAN ENERGY	1,365 00	0 28	19 34	26,393.55	20.49	27,968 85	1,575.30		27,968.85	2.08	C
Oil & Gas Exploration & Production				106,758.03		147,885.53	41,127.50	82 53	147,968.06	11.01	
Energy				143,532 42		202,027 97	58,495.55	351 63	202,379.60	15.05	

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Security Description	Shares or Face Value	Div or YTM@pur	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Interest	Total Market Value	% of *** Portfolio	Acct Type
Materials											
Gold											
ANGLOGOLD ASHANTI LIMITED ADR NEW	1,206.00	0 20	34 25	41,309 48	42.09	50,760 54	9,451.06		50,760.54	3.78	C
BARRICK GOLD CORP COM	886.00	0.48	19.09	16,915 30	45.29	40,126.94	23,211.64		40,126.94	2.98	C
Gold				58,224.78		90,887 48	32,662.70		90,887.48	6 76	
Materials				58,224 78		90,887 48	32,662 70		90,887.48	6 76	
Industrials											
Aerospace & Defense											
LOCKHEED MARTIN CORP COM	260 00	3 00	75 37	19,596 46	80 97	21,052 20	1,455 74		21,052.20	1 57	C
RAYTHEON COMPANY COM	397 00	1 72	28 00	11,117 51	49 85	19,790 45	8,672.94		19,790.45	1.47	C
Aerospace & Defense				30,713 97		40,842 65	10,128 68		40,842.65	3.04	
Industrial Machinery											
INGERSOLL-RAND COMPANY LTD BE	598 00	0 48	23 52	14,061 97	45 41	27,155 18	13,093 21		27,155.18	2 02	C
Office Services & Supplies											
PITNEY BOWES INC COM	769 00	1 48	22 00	16,916 90	22 99	17,679 31	762 41		17,679.31	1 31	C

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06/30/2011

Trade Date Reporting

Valuation Currency: USD

Security Description	Shares or Face Value	Div or YTM@pur	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Interest	Total Market Value	% of *** Portfolio	Acct Type
Railroads											
UNION PACIFIC CORP	203 00	1 90	30 61	6,214 68	104.40	21,193 20	14,978.52		21,193 20	1 58	C
ACCRUAL CASH DIVIDEND UNION PACIFIC CORP EX DATE 05/26/2011 PAY DATE 07/01/2011								233 22	233 22	0.02	C
Railroads				6,214 68		21,193 20	14,978.52	233 22	21,426 42	1 59	
Industrials				67,907 52		106,870 34	38,962.82	233 22	107,103 56	7 97	
Consumer Discretionary											
Automobile Manufacturers											
GENERAL MOTORS	896 00		34 71	31,101 40	30 36	27,202 56	(3,898 84)		27,202 56	2.02	C
Movies & Entertainment											
TIME WARNER INC	740 00	0 94	31 65	23,423.95	36 37	26,913 80	3,489.85		26,913 80	2.00	C
VIACOM CL B	1,195 00	1 00	40 03	47,840 55	51 00	60,945 00	13,104 45		60,945 00	4 53	C

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06/30/2011
Trade Date Reporting

Valuation Currency: USD

Security Description	Shares or Face Value	Div or YTM@pur	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Interest	Total Market Value	% of *** Portfolio	Acct Type
ACCRUAL CASH DIVIDEND VIACOM CL B EX DATE. 06/13/2011 PAY DATE 07/01/2011								456 00	456 00	0 03	C
Movies & Entertainment				71,264.50		87,858 80	16,594 30	456 00	88,314.80	6.57	
Consumer Discretionary				102,365 90		115,061 36	12,695 46	456.00	115,517.36	8.59	
Consumer Staples											
Drug Retail											
CVS CAREMARK CORP	652 00	0 50	32 62	21,269 80	37.58	24,502.16	3,232.36		24,502.16	1.82	C
Tobacco											
PHILIP MORRIS INTL	303 00	2 56	38 17	11,564 99	66 77	20,231 31	8,666 32		20,231.31	1.50	C
ACCRUAL CASH DIVIDEND PHILIP MORRIS INTL EX DATE: 06/21/2011 PAY DATE: 07/11/2011								193.92	193.92	0 01	C
Tobacco				11,564.99		20,231.31	8,666.32	193 92	20,425.23	1.52	
Consumer Staples				32,834.79		44,733.47	11,898.68	193.92	44,927.39	3.34	

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Security Description	Shares or Face Value	Div or YTM@pur	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Interest	Total Market Value	% of *** Portfolio	Acct Type
Health Care											
Biotechnology											
AMGEN INC	834 00		54 10	45,120 87	58 35	48,663 90	3,543 03		48,663 90	3.62	C
Pharmaceuticals											
MERCK & CO	544 00	1 52	31 96	17,387.39	35 29	19,197 76	1,810 37		19,197 76	1 43	C
ACCRUAL· CASH DIVIDEND MERCK & CO EX DATE. 06/13/2011 PAY DATE. 07/08/2011								322 24	322 24	0.02	C
PFIZER INC	2,756 00	0 80	17 33	47,756 83	20 60	56,773 60	9,016 77		56,773 60	4.22	C
SANOFI-AVENTIS ADR	1,230.00	1.32	31 57	38,836.29	40.17	49,409.10	10,572.81		49,409 10	3.67	C
TEVA PHARM	442 00	0 76	48 82	21,578.42	48 22	21,313 24	(265 18)		21,313 24	1.59	C
Pharmaceuticals				125,558.93		146,693 70	21,134.77	322 24	147,015 94	10 93	
Health Care				170,679 80		195,357 60	24,677 80	322 24	195,679 84	14 55	
Financials											
Banks											
WELLS FARGO COMPANY	1,191.00	0 48	31 20	37,158 68	28 06	33,419 46	(3,739 22)		33,419 46	2.49	C

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06/30/2011
Trade Date Reporting

Valuation Currency: USD

Security Description	Shares or Face Value	Div or YTM@pur	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Interest	Total Market Value	% of *** Portfolio	Acct Type
Diversified Financial Services											
CITIGROUP INC	1,079 00	0 04	40.10	43,263 46	41.64	44,929.56	1,666 10		44,929.56	3.34	C
JPMORGAN CHASE & CO	615.00	0 20	33.94	20,875.37	40.94	25,178.10	4,302.73		25,178.10	1.87	C
Diversified Financial Services				64,138.83		70,107 66	5,968 83		70,107.66	5 21	
Investment Banking & Brokerage											
GOLDMAN SACHS GROUP INC	186 00	1 40	152 23	28,315 59	133 09	24,754 74	(3,560 85)		24,754 74	1 84	C
Insurance Brokers											
AON CORP	660 00	0 60	38 43	25,360 76	51 30	33,858 00	8,497.24		33,858.00	2.52	C
Life & Health Insurance											
LINCOLN NATL CORP IND COM	724 00	0 20	26 75	19,364 74	28 49	20,626.76	1,262 02		20,626.76	1.53	C
METLIFE INC COMM STOCK	1,091 00	0.74	34.43	37,561 56	43 87	47,862 17	10,300.61		47,862.17	3.56	C
UNUM GROUP	1,285 00	0 37	22 24	28,580 13	25 48	32,741 80	4,161 67		32,741.80	2.44	C
Life & Health Insurance				85,506 43		101,230 73	15,724 30		101,230.73	7 53	
Multi-line Insurance											
GENWORTH FINANCIAL INC	3,442 00	2 63	14 05	48,374 65	10 28	35,383 76	(12,990 89)		35,383.76	2 63	C

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Cost Basis and acquisition dates for securities delivered into your account after your purchase were provided by you or a third party and we make no representation as to the accuracy of such information
The totals in the portfolio valuation by position section do not include the value of unpriced securities (securities with prices denoted with N/A) and any assets not held by Morgan Stanley & Co LLC. Yield/Interest and Gain/Loss information is estimated
***An investment in a money market fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although the Fund seeks to preserve the value of your investment at $1 00 per share, it is possible to lose money by investing in the fund The yield shown represents the SEC 7-day yield*
**** Please see the general disclosures set forth at the end of this Supplemental Report.*

Supplemental Report

One Tower Bridge, 6th Floor
West Conshohocken, PA 19428
800-954-2283

Valuation Currency: USD

Portfolio Valuation By Position
190010003 : BROOK J LENFEST FOUNDATION *NWQ LARGE CAP VALUE*
06/30/2011
Trade Date Reporting

Security Description	Shares or Face Value	Div or YTM@pur	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Interest	Total Market Value	% of *** Portfolio	Acct Type
HARTFORD FINANCIAL SERVICES GRO UP INC COM	1,047 00	0 40	76 51	80,108 73	26 37	27,609 39	(52,499 34)		27,609.39	2 05	C
ACCRUAL: CASH DIVIDEND HARTFORD FINANCIAL SERVICES GRO EX DATE 05/27/2011 PAY DATE 07/01/2011								207 60	207.60	0 02	C
LOEWS CORP COM	787 00	0 25	22 78	17,929 75	42 09	33,124 83	15,195.08		33,124.83	2.46	C
Multi-line Insurance				146,413 13		96,117 98	(50,295.15)	207.60	96,325.58	7.16	
Financials				386,893 42		359,488 57	(27,404.85)	207 60	359,696.17	26.75	
Information Technology											
Systems Software											
CA INC COM	2,896 00	0 20	23 89	69,171.50	22 84	66,144.64	(3,026.86)		66,144.64	4.92	C
MICROSOFT CORP USD 0 01	1,066 00	0 64	27 47	29,285 71	26 00	27,716 00	(1,569.71)		27,716.00	2 06	C
Systems Software				98,457.21		93,860.64	(4,596 57)		93,860.64	6 98	
Telecommunications Equipment											
CISCO SYSTEMS INC	1,276 00	0 24	17 66	22,530 27	15.61	19,918.36	(2,611 91)		19,918.36	1 48	C
MOTOROLA MOBILITY HOLDINGS	1,238 00		24 78	30,672 62	22.04	27,285.52	(3,387.10)		27,286.52	2.03	C

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One Tower Bridge, 6th Floor
West Conshohocken, PA 19428
800-954-2283

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Portfolio Valuation By Position
190010003 : BROOK J LENFEST FOUNDATION *NWQ LARGE CAP VALUE*
06/30/2011
Trade Date Reporting

Valuation Currency: USD

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
MOTOROLA SOLUTIONS INC	790 00		30.03	23,725.22	46.04	36,371 60	12,646.38		36,371.60	2 71	C
Telecommunications Equipment				76,928 11		83,575 48	6,647.37		83,575.48	6.22	
Information Technology				175,385.32		177,436.12	2,050 80		177,436.12	13 20	
Utilities											
Independent Power Producers & Energy Traders											
NRG ENERGY INC	678 00		42.65	28,917.04	24 58	16,665.24	(12,251 80)		16,665.24	1.24	C
TOTAL COMMON STOCKS				1,166,740 99		1,308,528 15	141,787.16	1,764 61	1,310,292.76	97.45	
TOTAL EQUITIES				*1,166,740 99*		*1,308,528.15*	*141,787.16*	*1,764.61*	*1,310,292.76*	*97.45*	
TOTAL PORTFOLIO				**1,200,959.83**		**1,342,746.99**	**141,787.16**	**1,764.61**	**1,344,511.60**	**100.00**	

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The Brook J. Lenfest Foundation
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2011

Recipient and/or Purpose	Tax Status	Amount Paid FYE 06/30/11
Adoption Center of Delaware Valley 1500 Walnut Street Suite 701 Philadelphia, PA 19102 *Teen Leadership Development Series*	501c(3)	$ 5,000 00
Baker Industries, Inc. The Edwin & Fannie Gray Hall Center 184 Pennsylvania Avenue Malvern, PA 19355-2864 *general operating support*	501c(3)	$ 15,000 00
Breakthrough of Greater Philadelphia 34 W Coulter Street Philadelphia, PA 191444 *general operating support*	501c(3)	$ 15,000 00
Chester County Futures 704 Haywood Drive Exton, PA 19341 *general operating support*	501c(3)	$ 10,000 00
Chester Education Foundation 2600 West Ninth Street Suite GS-100 Chester, PA 19013-2095 *21st Century Community Learning Centers Program*	501c(3)	$ 15,000 00
Community Learning Center 2801 Frankford Avenue Philadelphia, PA 19134-4096 *Community Education Program*	501c(3)	$ 10,000 00
Committee for Dignity & Fairness for the Homeless Housing Development, Inc. 5221 Germantown Avenue Philadelphia, PA 19144 *general operating support*	501c(3)	$ 15,000.00
Consumer Credit Counseling Service of Delco 1608 Walnut Street, 10th Floor Philadelphia, PA 19103 *FinanciallyHers women's education and support initiative*	501c(3)	$ 15,000 00
Dragonfly Forest 1100 E Hector Street Suite 333 Conshohocken, PA 19428 *Teen Leadership Program*	501c(3)	$ 10,000.00
Drexel University **Earle Mack School of Law** 3320 Market Street -- Room 235	501c(3)	$ 50,000.00

990PF

The Brook J. Lenfest Foundation
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2011

Recipient and/or Purpose	Tax Status	Amount Paid FYE 06/30/11
Philadelphia, PA 19104 *Marshall-Brennan National Constitutional Literacy Competition*		
Ed Snider Youth Hockey Foundation 3601 South Broad Street Philadelphia, PA 19148 *general operating support*	501c(3)	$ 25,000 00
Greater Philadelphia Cares 100 South Broad Street□□Suite 2200 Philadelphia, PA 19110 *Reading STARS Program*	501c(3)	$ 15,000.00
IHM Center for Literacy and G.E.D. Programs Incarnation of Our Lord□□425 W Lindley Avenue Philadelphia, PA 19120-3394 *general operating support*	501c(3)	$ 10,000 00
Koresh Dance Company 2020 Chestnut Street Philadelphia, PA 19103 *general operating support*	501c(3)	$ 10,000 00
Lutheran Settlement House 1340 Frankford Avenue Philadelphia, PA 19125 *Community Education and Employment Department*	501c(3)	$ 15,000 00
Metropolitan Area Neighborhood Nutrition Alliance The Steven Korman Nutrition Center□ 2323 Ranstead Street Philadelphia, PA 19103 *general operating support*	501c(3)	$ 10,000 00
Mastery Charter Schools Foundation 5700 Wayne Avenue Philadelphia, PA 19144 *Expansion Project*	501c(3)	$ 290,000 00
Mastery Charter Schools Foundation 5700 Wayne Avenue Philadelphia, PA 19144 *Expansion Project*	501c(3)	$ 1,500,000 00
Montessori Genesis II School 3529 Haverford Avenue Philadelphia, PA 19104 *scholarships*	501c(3)	$ 77,000.00
New Directions for Women, Inc. 4807 Germantown Avenue Philadelphia, PA 19144	501c(3)	$ 15,000 00

Recipient and/or Purpose	Tax Status	Amount Paid FYE 06/30/11
general operating support		
North Light Community Center 175 Green Lane Philadelphia, PA 19127 *Summer Career Exploration Program*	501c(3)	$ 10,000.00
Philadelphia Futures for Youth 230 S Broad Street, 7th Floor Philadelphia, PA 19102 *collegian services and Summer Institute*	501c(3)	$ 35,000.00
Philadelphia Museum of Art P O Box 7646 Philadelphia, PA 19101-7646 *matching grant*	501c(3)	$ 200,000 00
The Rock School for Dance Education 1101 South Broad Street Philadelphia, PA 19147-4410 *RockReach*	501c(3)	$ 5,000.00
Steppingstone Scholars, Inc. 4112 Station Street, Unit D Philadelphia, PA 19127 *Summer Enrichment Program*	501c(3)	$ 10,000.00
Summer Search 1616 Walnut Street□□Suite 2200 Philadelphia, PA 19103 *educational enrichment and mentoring program*	501c(3)	$ 10,000 00
Teach for America, Inc. 714 Market Street□□Suite 420 Philadelphia, PA 19106 *general operating support*	501c(3)	$ 100,000.00
Thresholds In Delaware County, Inc. P O. Box 114 Thornton, PA 19373 *general operating support*	501c(3)	$ 5,000 00
University of Pennsylvania School of Arts and Sciences - Netter Center 133 South 36th Street - Suite 519 Philadelphia, PA 19104-3246 *project BioEYES*	501c(3)	$ 20,000 00
The University of the Arts 320 South Broad Street Philadelphia, PA 19102 *Pre-College Programs - □□Saturday School and Summer Institute*	501c(3)	$ 15,000.00

'The Brook J. Lenfest Foundation
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2011

Recipient and/or Purpose	Tax Status	Amount Paid FYE 06/30/11
Waldron Mercy Academy 513 Montgomery Avenue Merion Station, PA 19066-1298 *financial assistance scholarship program*	501c(3)	$ 20,000.00
White-Williams Scholars 215 South Broad Street□□10th Floor Philadelphia, PA 19107 *program support*	501c(3)	$ 30,000 00
WINGS for Success P O Box 1184 Frazer, PA 19355 *general operating support*	501c(3)	$ 5,000 00
Wissahickon Charter School 4700 G Wissahickon Avenue Philadelphia, PA 19144 *unrestricted grant*	501c(3)	$ 10,000 00
Penn State Scholarship Program 314 Shields Building University Park, PA 16802-1220 *program support*	501c(3)	$ 749,457 00
Sherman College of Straight Chiropractic 2020 State Road 771 Spartanburg, SC 29316 *program support*	501c(3)	$ 40,000 00
Temple University Scholarships 1810 N 13th Street, Speakman Hall Philadelphia, PA 19122 *program support*	501c(3)	$ 116,617 00
Balances per Form 990-PF		$ 3,508,074 00
		To Part I Line 25 (d)

990PF

Form 8868
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization	Employer identification number
File by the due date for filing your return See instructions	THE BROOK J. LENFEST FOUNDATION, INC.	23-3031338
	Number, street, and room or suite no. If a P.O. box, see instructions 5 TOWER BRIDGE, 300 BARR HARBOR DR., NO. 450	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WEST CONSHOHOCKEN, PA 19428	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ FOUNDATION MANAGEMENT 300 BARR HARBOR DR. - WEST CONSHOHOCKEN, PA 19428

  Telephone No. ▶ 610-828-4510 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year ______ or

▶ [X] tax year beginning JUL 1, 2010, and ending JUN 30, 2011

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 17,741.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 7,741.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 10,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

023841
01-03-11

William R. Deiss, CPA Mailed 11-14-2011 990PF 20pgs