



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2011

For calendar year 2011 or tax year beginning July 1, 2011, and ending June 30, 2012

Name of foundation THE PILGRIM FOUNDATION		A Employer identification number 23-2955610
Number and street (or P O box number if mail is not delivered to street address) 540 PENNSYLVANIA AVENUE	Room/suite 318	B Telephone number (see instructions) 610-692-3032
City or town, state, and ZIP code FORT WASHINGTON, PA 19034		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 14,821,504	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	100,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	2,794	2,794		
	4 Dividends and interest from securities		72,300		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	130,781			
	b Gross sales price for all assets on line 6a	1,653,437			
	7 Capital gain net income (from Part IV, line 2)		503,519		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		(73,085)			
12 Total. Add lines 1 through 11	233,575	505,528			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	29,297			29,297
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	13,932			
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	22,970	3,862		19,108
	17 Interest		27,598		
	18 Taxes (attach schedule) (see instructions)	2,493	606		2,493
	19 Depreciation (attach schedule) and depletion	2,549	1,275		
	20 Occupancy	48,475	24,238		24,238
	21 Travel, conferences, and meetings	6,858			6,858
	22 Printing and publications				
	23 Other expenses (attach schedule)	5,042	129,939		2,646
	24 Total operating and administrative expenses. Add lines 13 through 23	131,616	187,517		84,640
	25 Contributions, gifts, grants paid	767,250			767,250
26 Total expenses and disbursements. Add lines 24 and 25	898,866	187,517		851,890	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	(665,291)				
b Net investment income (if negative, enter -0-)		318,011			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form **990-PF** (2011)

SCANNED MAY 08 2013

J18

9

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	700,870	97,997	97,997
	2	Savings and temporary cash investments	700,743	809,045	809,045
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	12,041,297	12,098,376	13,914,462
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶	7,770		
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	13,450,680	13,005,418	14,821,504
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <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 type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	13,450,680	13,005,418	
	31	Total liabilities and net assets/fund balances (see instructions)	13,450,680	13,005,418	

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	13,450,600
2	Enter amount from Part I, line 27a	2	(665,291)
3	Other increases not included in line 2 (itemize) ▶	3	377,646
4	Add lines 1, 2, and 3	4	13,162,955
5	Decreases not included in line 2 (itemize) ▶	5	157,537
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	13,005,418

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			503,519
b			
c			
d			
e			

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	503,519
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

(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))
2010	632,573	14,899,340	0.0425
2009	482,125	12,864,294	0.0375
2008	466,044	9,389,638	0.0496
2007	528,105	10,352,237	0.0510
2006	500,653	10,044,745	0.0498

2 Total of line 1, column (d)	2	0.2304
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.0461
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	15,853,164
5 Multiply line 4 by line 3	5	684,731
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,180
7 Add lines 5 and 6	7	687,911
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	851,890

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. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	3,180
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	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	3,180
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	3,180
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	10,264
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	10,264
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,084
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 7,084 Refunded	11	7,084

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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	✓	
b If "Yes," has it filed a tax return on Form 990-T for this year?	✓	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PENNSYLVANIA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	✓	
14	The books are in care of ▶ GARY L. PILGRIM Telephone no. ▶ 610-692-3032 Located at ▶ 107 E. CHESTNUT STREET, WEST CHESTER, PA ZIP+4 ▶ 19380			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No

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 instructions)?	1b	✓
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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 2011?	1c	✓
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 , 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	✓
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20		
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 2011 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 2011.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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 2011?	4b	✓

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

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

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


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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GARY L. PILGRIM 121 MINE ROAD, MALVERN, PA 19355	PRESIDENT/ DIRECTOR, 5 HRS	0	0	0
SUZANNE T. DANIEL 9 LUCKY HILL ROAD, WEST CHESTER, PA 19382	ASSOC. DIRECTOR E.V.P., 10 HRS	30,000	0	0
STEVEN PILGRIM 1220 8TH AVENUE, BRONX, NY 11215	SECRETARY/ DIRECTOR, 1 HR	0	0	0
MARC DANIEL 9 LUCKY HILL ROAD, WEST CHESTER, PA 19382	DIRECTOR, 1 HOUR	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,233,473
b	Average of monthly cash balances	1b	839,422
c	Fair market value of all other assets (see instructions)	1c	6,459
d	Total (add lines 1a, b, and c)	1d	15,079,354
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	15,079,354
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	226,190
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,853,164
6	Minimum investment return. Enter 5% of line 5	6	742,658

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	742,658
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,180
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	3,180
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	739,478
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	739,478
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	739,478

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	851,890
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	851,890
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	3,180
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	848,709

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				739,478
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			675,057	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>851,890</u>				
a Applied to 2010, but not more than line 2a			672,057	
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 2011 distributable amount				179,833
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (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	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 2010. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				559,646
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

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

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test—enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

1 Information Regarding Foundation Managers:

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

GARY L. PILGRIM

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:

GARY L. PILGRIM - 121 MINE ROAD, MALVERN, PA 19355

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

SEE ATTACHED

c Any submission deadlines:

NONE

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

NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	2,794	
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	130,781	
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)				133,665	
13	Total. Add line 12, columns (b), (d), and (e)				13	133,665

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

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

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


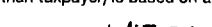
		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	✓
	(2) Other assets	1a(2)	✓
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	✓
	(3) Rental of facilities, equipment, or other assets	1b(3)	✓
	(4) Reimbursement arrangements	1b(4)	✓
	(5) Loans or loan guarantees	1b(5)	✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.					May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		3-21-13 Date		PRESIDENT Title		
Paid Preparer Use Only	Print/type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed	PTIN
	GARY W. CALVIN, ESQUIRE				3-20-13	<input type="checkbox"/>	P01062685
	Firm's name ▶ DILTS, MACARY AND CALVIN					Firm's EIN ▶ 23-2484485	
	Firm's address ▶ 540 PENNSYLVANIA AVE., SUITE 318, FORT WASHINGTON, PA 19034					Phone no 215-653-0202	

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

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

OMB No 1545-0047

2011

Name of the organization

THE PILGRIM FOUNDATION

Employer identification number

23 2955610

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 foundationCheck 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 $\frac{1}{3}$ % 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, total 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 total 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 Part I, 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)

Name of organization

Employer identification number

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

Name of organization	Employer identification number
----------------------	--------------------------------

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(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
	----- ----- -----		----- ----- -----
(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
	----- ----- -----		----- ----- -----
(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
	----- ----- -----		----- ----- -----
(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
	----- ----- -----		----- ----- -----

Pilgrim Foundation
 EIN 23-2955610
 Form 990PF
 Period Ending: 6/30/2012

Schedule 1

	<u>Column (a)</u>	<u>Column (b)</u>	<u>Column (d)</u>
Part I - Line 11 - Other Income:			
Partner's share of Ordinary Income	0	-79,708	
Partner's share of Other Income	0	6,623	
Refund of Tax overpayment	0	0	
Total:	<u>0</u>	<u>-73,085</u>	
Part I - Line 16a - Attorney Fees:			
a. Bird, Loechl, Britain & McCants	623		
b. Dilts, Macary & Calvin	13,309		
	<u>13,932</u>	<u>0</u>	
Part I - Line 16c - Other Professional Fees:			
a. Prairie Capital - investment mgt	3,862	3,862	0
b. Karen Pennell Consulting	6,943		6,943
b. Legacy Group	12,165		12,165
	<u>22,970</u>	<u>3,862</u>	<u>19,108</u>
Part I - Line 18 - Taxes			
a. FICA - Employer portion	1,860	0	1,860
b. Medicare - Employer portion	435	0	435
c. Unemployment Tax	198	0	198
d. Tax on investment inc.	0	0	0
e. Tax on UBTI	0	0	0
f. State inc tax	0	0	0
g. Partner's share of foreign tax pd.	0	606	0
Total:	<u>2,493</u>	<u>606</u>	<u>2,493</u>
Part I - Line 19 - Depreciation			
a. Office Furniture	2,071	1,036	1,036
b. Office Furniture	224	112	112
c. Carpets	254	127	127
Total:	<u>2,549</u>	<u>1,275</u>	<u>1,275</u>
Part I - Line 23 - Other expenses			
a. Bank charges	45	0	0
b. Assoc'n dues	2,495		2,495
c. Partner's share of deductions related to portfolio income	0	129,939	0
d. Office supplies	302	151	151
e. D&O insurance	2,200		
f. Miscellaneous expenses	0		
Total	<u>5,042</u>	<u>130,090</u>	<u>2,646</u>

Part II - Line 1 Cash - non-interest bearing:

	<u>Column (b)</u> Book Value	<u>Column (c)</u> Fair Market Value
a. Penn Liberty Bank - ckg	58,804	58,804
b. Utility Deposit	150	150
c. Lease deposit	2,150	2,150
d. Robeco cash pending	<u>36,893</u>	<u>36,893</u>
Total:	97,997	97,997

Part II - Line 2 Savings and temporary cash investments:

a. Vanguard Money Market	195,937	195,937
b. Penn Liberty Bank - svgs	<u>613,108</u>	<u>613,108</u>
Total:	809,045	809,045

Part II - Line 13 - Investments

	Book Value	Fair Market Value
a. ECF Value Fund Int'l	500,000	540,767
b. Highland Cap Mgt Inst'l Fund	404,099	411,499
c. Lanx Offshore Partners, Ltd	750,000	770,526
d. Larson McColl Fd II	130,888	139,972
e. Legacy Venture V	590,886	620,263
f. Legacy Venture VI	85,501	79,804
g. Levco Partners	616,502	629,404
h. Marathon Securitized Fund	716,645	766,868
i. Marathon Structured Finance	241,898	285,794
j. Maverick Stable Fund	500,000	542,854
k. PCM Diversified Capital	614,004	607,357
l. PCM Private Equity III	114,605	138,406
m. Platinum Partners Arbitrage Fd	550,000	602,107
n. Platinum Partners Cr. Opp. Fd	300,000	312,336
o. Rivanna Long Bias, LP	674,245	616,938
p. Round Rock Capital Partners	626,119	654,808
q. Sandpiper Capital, LLC	1,854,275	1,567,161
r. Sandpiper Total Return Fund	371,136	291,646
s. Seamark Fund, LP	493,567	1,853,340
t. Symmetry Peak LTD Ser 1.	623,919	794,639
u. Tacony Partners, L.P.	352,533	569,313
v. Thirteen Partners Partnership	800,000	874,668
w. Thirteen Partners Private Equity 2008	<u>187,555</u>	<u>243,994</u>
Total:	12,098,376	13,914,462

Part III - Line 3 - Increases not included in line 2:

a Partner's share of partnership income not included in book income but included in investment income and asset book value:	371,953
b Partner's share of partnership tax exempt income not included in book income or investment income but included in asset book value:	1,566
c. Accounting adjustment	<u>4,127</u>
Total Increases	377,646

Part III - Line 5 - Decreases not included in line 2:

a. Difference between book value and fair market value of contributed property:	-
b. Partner's share of partnership expenses not included in book income but included in investment income and asset book value:	157,537
c. UBTI (loss) subtracted from basis but not book income:	-
d. Accounting adjustment	<u>-</u>
Total Decreases	157,537

Part XV - Line 2 b - Information Required for Grant Request

- a. Promotional materials that express the mission of the organization (mission statement, purpose and history)
- b. IRS Tax exemption letter/ proof of 501(c)(3) designation
- c. Current IRS Form 990
- d. Previous year's budget (projected versus actual, all on one page please)
- e. Current budget
- f. Audited financial statements
- g. Statement of Christian faith
- h. List of board members, with occupations and contact information
- i. Description of current needs with applicable history and research
- j. Past major contributors

The Pilgrim Foundation
EIN 23-2955610
Form 990-PF
Period Ending: 6/30/12

Part XV – Supplementary Information
3 – Grants and Contributions Paid During the Year

Recipient Name and Address	Purpose of Grant or Contribution	Amount
9 th Street Youth & Community Center 2 West 9 th Street Chester, PA 19013	General charitable purposes	\$ 45,500
Amnion Crisis Pregnancy Center 944 Haverford Road Bryn Mawr, PA 19010	General charitable purposes	\$ 15,000
Andrew L. Hicks, Jr. Foundation 914 Kenmara Drive West Chester, PA 19380	General charitable purposes	\$ 3,500
Baptist Bible College & Seminary 538 Venard Road Clarks Summit, PA 18411	General charitable purposes	\$ 40,000
Baptist Convention of Pennsylvania/Southern New Jersey 4620 Fritchey Street Harrisburg, PA 17109	General charitable purposes	\$ 10,000
Bethany Christian Services 550 Pinetown Road, Suite 100 Fort Washington, PA 19034	General charitable purposes	\$ 60,000
Bridge Academy No address listed	General charitable purposes	\$ 10,000
Bridge of Hope 71516 Olive Street, P.O. Box 1223 Coatesville, PA 19320	General charitable purposes	\$ 30,000
Bridge of Hope National 311 National Road Exton, PA 19341	General charitable purposes	\$ 12,000

Recipient Name and Address	Purpose of Grant or Contribution	Amount
Brooklyn Jubilee 320 7 th Ave., PMB #261 Brooklyn, NY 11215	General charitable purposes	\$ 20,000
Campus Crusade P.O. Box 628222 Orlando, FL 32862	General charitable purposes	\$ 20,000
Chester County Women's Services 1028 E. Lincoln Highway Coatesville, PA 19320	General charitable purposes	\$ 20,000
Christian Alliance for Orphans 6723 Whittier Ave., Ste. 202 McLean, VA 22101	General charitable purposes	\$ 5,000
Christian Veterinary Mission 19303 Freemont Avenue Seattle, WA 98133	General charitable purposes	\$ 15,000
Delaware County Christian School 462 Malin Road Newtown Square, PA 19073	General charitable purposes	\$ 25,000
Forgotten Voices International P.O. Box 1368 Mechanicsburg, PA 17055-1368	General charitable purposes	\$ 43,500
Frederick Douglas Christian School 700 Central Avenue Chester, PA 19013	General charitable purposes	\$ 20,000
The Gathering 601 Shelley Drive, Ste. 201 Tyler, TX 75701	General charitable purposes	\$ 5,000
Good Works, Inc. P.O. Box 1441 Coatesville, PA 19320	General charitable purposes	\$ 40,000
Heritage Foundation 214 Massachusetts Ave., N.E. Washington, DC 20002	General charitable purposes	\$ 20,000

Recipient Name and Address	Purpose of Grant or Contribution	Amount
Hillsdale College 33 East College Street Hillsdale, MI 49242	General charitable purposes	\$ 15,000
Hope International 227 Granite Run Drive, Ste. 250 Lancaster, PA 17601	General charitable purposes	\$ 80,000
International Justice Mission P. O. Box 58147 Washington, DC 20037	General charitable purposes	\$ 30,000
John Jay Institute 306 Bala Avenue Philadelphia, PA 19004	General charitable purposes	\$ 10,000
Lifesong for Orphans P.O. Box 40 202 North Ford Street Gridley, IL 61744	General charitable purposes	\$ 2,000
Mom's House 152 Church Street Phoenixville, PA 19460	General charitable purposes	\$ 5,000
Mosaic 64 East Uwchlan Avenue, B274 Exton, PA 19341	General charitable purposes	\$ 15,000
Prison Fellowship Ministries 44180 Riverside Parkway Leesburg, VA 20176-0176	General charitable purposes	\$ 15,000
Restavek Freedom Foundation 11160 Kenwood Road Cincinnati, OH 45242	General charitable purposes	\$ 20,000
Serving Leaders Ministries 107 East Chestnut Street West Chester, PA 19380	General charitable purposes	\$ 25,000
Sinipas Group 13706 Crested Iris Drive Cypress, TX 77429	General charitable purposes	\$ 30,000

Recipient Name and Address	Purpose of Grant or Contribution	Amount
Legacy Venture V	Partner Share of Partnership Contributions	\$ 750
Spanish Health Ministry Koinonia Christian Ministries 205 East State Street Kennett Square, PA 19348-3111	General charitable purposes	\$ 10,000
The Stone Garage P.O. Box 1158 Kennett Square, PA 19348	General charitable purposes	\$ 40,000
Young Lives 1981 Rochambeau Drive Malvern, PA 19355	General charitable purposes	<u>\$ 10,000</u>
	Total	\$767,250