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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: THE BRUCE E AND ROBBI S TOLL FOUNDATION

A Employer identification number: 23-2667935

Number and street (or P O box number if mail is not delivered to street address): 250 GIBRALTAR ROAD | Room/suite:

B Telephone number: (215)938-8222

City or town, state, and ZIP code: HORSHAM, PA 19044

C If exemption application is pending, check here ▶ [ ]

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

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) ▶$ 22,433,763.

J Accounting method: [X] Cash [ ] 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))

Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	102.	102.		STATEMENT 1
4	Dividends and interest from securities	549,978.	549,978.		STATEMENT 2
5a	Gross rents	<37,907.>			STATEMENT 3
b	Net rental income or (loss) <37,907.>				
6a	Net gain or (loss) from sale of assets not on line 10	878,857.			
b	Gross sales price for all assets on line 6a 6,233,982.				
7	Capital gain net income (from Part IV, line 2)		878,857.		
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	366,819.	366,819.		STATEMENT 4
12	**Total.** Add lines 1 through 11	1,757,849.	1,795,756.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees				
17	Interest				
18	Taxes STMT 5	18,032.	4,632.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	417,031.	412,367.		0.
24	**Total operating and administrative expenses.** Add lines 13 through 23	435,063.	416,999.		0.
25	Contributions, gifts, grants paid	1,262,199.			1,262,199.
26	**Total expenses and disbursements.** Add lines 24 and 25	1,697,262.	416,999.		1,262,199.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	60,587.			
b	**Net investment income** (if negative, enter -0-)		1,378,757.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

Revenue — Operating and Administrative Expenses

SCANNED DEC 10 2013

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223501
12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2012)

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	926,813.	563,589.	563,589.
	2 Savings and temporary cash investments	546,199.	720,732.	720,732.
	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 7	1,985,343.	1,603,973.	1,697,380.
	b Investments - corporate stock STMT 8	5,531,810.	6,139,384.	5,824,995.
	c Investments - corporate bonds STMT 9	835,040.	944,924.	987,363.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	12,360,255.	12,239,282.	12,570,056.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	69,648.	69,648.	69,648.
	16 Total assets (to be completed by all filers)	22,255,108.	22,281,532.	22,433,763.
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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	22,255,108.	22,281,532.	
	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	22,255,108.	22,281,532.	
	31 Total liabilities and net assets/fund balances	22,255,108.	22,281,532.	

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	22,255,108.
2	Enter amount from Part I, line 27a	2	60,587.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	22,315,695.
5	Decreases not included in line 2 (itemize) ▶ BOOK/TAX DIFFERENCE	5	34,163.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,281,532.

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 STATEMENT			
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	6,233,982.		5,355,125.	878,857.

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				878,857.

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 } 2 878,857.

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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,504,080.	21,429,719.	.070187
2010	1,420,461.	19,212,355.	.073935
2009	1,166,984.	18,340,382.	.063629
2008	1,322,727.	20,596,549.	.064221
2007	984,196.	22,977,896.	.042832

2	Total of line 1, column (d)	2	.314804
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	.062961
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	21,775,285.
5	Multiply line 4 by line 3	5	1,370,994.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,788.
7	Add lines 5 and 6	7	1,384,782.
8	Enter qualifying distributions from Part XII, line 4	8	1,262,199.

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 ▶ ☐ and enter 1% of Part I, line 27b		1	27,575.
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	27,575.
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	27,575.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 9,300.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 3,500.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	12,800.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	93.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** SEE STATEMENT 12 ▶		9	14,868.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	1b		X
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?	4b	X	
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 2012 or the taxable year beginning in 2012 (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

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 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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE ORGANIZATION Telephone no ▶215-938-8222

Located at ▶250 GIBRALTAR ROAD, HORSHAM, PA ZIP+4 ▶19044

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 2012, 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 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 instructions)?	N/A	1b		
	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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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 2012 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 2012.)*	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 2012?		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** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
BRUCE E. TOLL 754 S. COUNTY ROAD PALM BEACH, FL 33480	PRESIDENT 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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	13,528,318.
b	Average of monthly cash balances	1b	1,088,818.
c	Fair market value of all other assets	1c	7,489,752.
d	**Total** (add lines 1a, b, and c)	1d	22,106,888.
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	22,106,888.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	331,603.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,775,285.
6	**Minimum investment return.** Enter 5% of line 5	6	1,088,764.

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	1,088,764.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 27,575.		
b	Income tax for 2012 (This does not include the tax from Part VI.) — 2b: 52,723.		
c	Add lines 2a and 2b	2c	80,298.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,008,466.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,008,466.
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	1,008,466.

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	1,262,199.
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	1,262,199.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,262,199.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,008,466.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ___, ___, ___		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008 253,826.				
c From 2009 267,203.				
d From 2010 470,091.				
e From 2011 451,194.				
f Total of lines 3a through e	1,442,314.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,262,199.				
a Applied to 2011, but not more than line 2a			0.	
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 2012 distributable amount				1,008,466.
e Remaining amount distributed out of corpus	253,733.			
5 Excess distributions carryover applied to 2012 (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	1,696,047.			
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 2011. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	1,696,047.			
10 Analysis of line 9.				
a Excess from 2008 253,826.				
b Excess from 2009 267,203.				
c Excess from 2010 470,091.				
d Excess from 2011 451,194.				
e Excess from 2012 253,733.				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 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).)

BRUCE E. TOLL

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 or e-mail of the person to whom applications should be addressed:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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				
AMERICAN CANCER SOCIETY	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	500.
ABINGTON MEMORIAL HOSPITA	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	100,000.
ABINGTON PAL	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	500.
AFMDA	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	5,000.
AMERICAN FRIENDS OF HEBREW UNIVERSITY	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	15,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,262,199.
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 (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	102.	
4 Dividends and interest from securities			14	549,978.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			16	<37,907.>	
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	366,819.	
8 Gain or (loss) from sales of assets other than inventory			18	878,857.	
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.		1,757,849.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,757,849.

(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)
	N/A

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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) is based on all information of which preparer has any knowledge.

Bruce E Toll | 11-18-13 | PRESIDENT

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
THOMAS EARLEY	Thomas Earley	11/14/13		P00142993

Firm's name ▶ EISNERAMPER LLP — Firm's EIN ▶ 13-1639826

Firm's address ▶ 101 WEST AVENUE, P.O. BOX 458 JENKINTOWN, PA 19046-0458 — Phone no. (215) 881-8800

Form **990-PF** (2012)

223622 12-05-12

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	SHORT TERM G/L FROM FLOW THROUGH ENTITIES	P	VARIOUS	12/30/12
b	LONG TERM G/L FROM FLOW THROUGH ENTITIES	P	VARIOUS	12/30/12
c	MERRILL LYNCH ACCT 04G26 - SEE ATTACHMENT	P	VARIOUS	12/30/12
d	MERRILL LYNCH ACCT 04G26 - SEE ATTACHMENT	P	VARIOUS	12/30/12
e	MERRILL LYNCH ACCT 02180 - SEE ATTACHMENT	P	VARIOUS	12/30/12
f	MERRILL LYNCH ACCT 04013 - SEE ATTACHMENT	P	VARIOUS	12/30/12
g	MERRILL LYNCH ACCT 04013 - SEE ATTACHMENT	P	VARIOUS	12/30/12
h	MERRILL LYNCH ACCT 04013 - SEE ATTACHMENT	P	VARIOUS	12/30/12
i	MERRILL LYNCH ACCT 04013 - SEE ATTACHMENT	P	VARIOUS	12/30/12
j	CAPITAL GAINS DIVIDENDS			
k				
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	1,773.			1,773.
b	624,695.			624,695.
c	1,256,181.		1,317,898.	<61,717.>
d	1,829,485.		1,720,489.	108,996.
e	565,060.		508,843.	56,217.
f	398,748.		386,980.	11,768.
g	867,716.		796,846.	70,870.
h	289,321.		289,321.	0.
i	369,742.		334,748.	34,994.
j	31,261.			31,261.
k				
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				1,773.
b				624,695.
c				<61,717.>
d				108,996.
e				56,217.
f				11,768.
g				70,870.
h				0.
i				34,994.
j				31,261.
k				
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	878,857.
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

223591
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
AMERICAN FRIENDS OF ISRAEL MUSEUM	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	125,350.
AMERICAN FRIENDS OF THE ISRAEL PHILHARMONIC	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	15,000.
BETH SHOLOM CONGREGATION	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	4,685.
BREAST CANCER RESEARCH FOUNDATION	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	1,100.
BRIGHAM & WOMEN HOSPITAL	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	5,000.
CENTRAL PARK CONSERVANCY	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	1,800.
CONGREGATION RODEPH SHALOM	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	7,710.
ETHICAL CULTURE FIELDSTON SCHOOL	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	1,000.
FEDERATION HOUSING	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	100.
FRIENDS OF RITTENHOUSE SQUARE	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	500.
Total from continuation sheets				1,141,199.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HISTORICAL SOCIETY OF PALM BEACH COUNTY	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	250.
HOW DESIGN	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	1,500.
IHM CENTER FOR LITERACY	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	2,784.
INSTITUTE OF CONTEMPORARY ART	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	15,000.
INCARNATION OF OUR LORD	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	25,875.
JEWISH FEDERATION OF PALM BEACH COUNTY	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	100,000.
LINCOLN CENTER FOR THE PERFORMING ARTS	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	412,100.
JEWISH FEDERATION OF SOUTH JERSEY	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	250.
JUPITER MEDICAL CENTER	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	100.
MUSEUM OF MODERN ART	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	3,400.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NANTUCKET BOYS & GIRLS CLUB	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	5,000.
NATIONAL LIBERTY MUSEUM	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	25,000.
NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	137,500.
MORSE LIFE FOUNDATION	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	9,200.
PALM BEACH COUNTRY CLUB FOUNDATION	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	1,000.
PHILADELPHIA MUSEUM OF ART	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	110,000.
NATIONAL MS SOCIETY	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	5,500.
PHILADELPHIA THEATER COMPANY	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	200.
PROSTATE CANCER FOUNDATION	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	4,000.
RAYMOND F. KRAVIS CENTER FOR THE PERFORMING ARTS	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	1,500.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
RIVERDALE COUNTY SCHOOL	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	5,000.
SOLOMON R. GUGGENHEIM FOUNDATION	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	125.
ST. LUKE'S MINERS MEMORIAL HOSPITAL	N/A	OTHER PUBLIC CHARTY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	8,000.
ST. MARY MEDICAL CENTER FOUNDATION	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	10,200.
STEPHEN WISE FREE SYNAGOGUE	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	6,800.
TEMPLE UNIVERSITY	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	1,500.
THE BARNES FOUNDATION	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	20,000.
THE FRICK COLLECTION	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	1,000.
THE JEWISH MUSEUM	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	1,000.
THE SOCIETY OF THE FOUR ARTS	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	13,800.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ROOM TO GROW	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	600.
TRUSTEE OF THE UNIVERSITY OF PENNSYLVANIA	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	2,500.
PENNSYLVANIA ACADEMY OF THE FINE ARTS	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	5,200.
UNITED WAY OF PALM BEACH	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	10,000.
UNIVERSITY OF MIAMI	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	17,100.
UPPER DUBLIN EDUCATION FOUNDATION	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	3,000.
US HOLOCAUST MEMORIAL MUSEUM	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	5,000.
WHITNEY MUSEUM OF AMERICAN ART	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	120.
SUSAN G KOMEN	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	2,500.
SOCIETY OF THE PRESERVATION OF THE GREAT AMERICAN SONGBOOK	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	250.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BOSTON SYMPHONY ORCHESTRA	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	100.
HIWAY THEATER	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	1,000.
DEVEREUX	N/A	OTHER PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE RECIPIENT	4,000.
Total from continuation sheets				

223631
05-01-12

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK OF AMERICA	4.
JP MORGAN	28.
RIVERSTONE GLOBEL ENERGY PARTNERS	64.
WELLS FARGO 9647 & 5528 COMBINED	6.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	102.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME FROM FLOW-THROUGH ENT	94,711.	0.	94,711.
INTEREST INCOME FROM FLOW-THROUGH ENT	108,113.	0.	108,113.
JP MORGAN	120.	0.	120.
MERRILL LYNCH 02180 - INTEREST	16,052.	0.	16,052.
MERRILL LYNCH 04013 - INTEREST	101,826.	0.	101,826.
MERRILL LYNCH 04013-OID ON TREASURY OBL	494.	0.	494.
MERRILL LYNCH 04G26	219,558.	30,451.	189,107.
MERRILL LYNCH 04G26 - INTEREST	218.	0.	218.
MERRILL LYNCH 4013-ACCRUED PURCHASED INT	<3,857.>	0.	<3,857.>
UBS	4.	0.	4.
WELLS FARGO 9647	44,000.	810.	43,190.
TOTAL TO FM 990-PF, PART I, LN 4	581,239.	31,261.	549,978.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL INCOME FROM FLOW-THROUGH	1	<37,907.>
TOTAL TO FORM 990-PF, PART I, LINE 5A		<37,907.>

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME FROM FLOW-THROUGH ENT	96,172.	96,172.	
ROYALTY INCOME FROM FLOW-THROUGH ENT	8,763.	8,763.	
OTHER INCOME FROM FLOW-THROUGH ENTITY	22,116.	22,116.	
CLASS ACTION SETTLEMENT PROCEEDS	949.	949.	
SECT 1231 GAIN FROM FLOW-THROUGH ENTITY	238,044.	238,044.	
CANCELLATION OF DEBT	775.	775.	
TOTAL TO FORM 990-PF, PART I, LINE 11	366,819.	366,819.	

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES - BROKERAGE ACCO	3,326.	3,326.		0.
FOREIGN TAXES FROM FLOW-THROUG	1,306.	1,306.		0.
2012 4TH QUARTER ESTIMATED PAYMENTS	9,300.	0.		0.
2011 FEDERAL EXCISE TAX DUE	4,100.	0.		0.
TO FORM 990-PF, PG 1, LN 18	18,032.	4,632.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DEDUCTIONS FROM FLOW-THROUGH	324,594.	320,026.		0.
BANK SERVICE FEES AND SUPPLIES	356.	356.		0.
BROKERAGE AND MANAGEMENT FEES	88,648.	88,648.		0.
TAX PENALTY AND INTEREST	96.	0.		0.
INVESTMENT EXPENSE ML 04013	3,337.	3,337.		0.
TO FORM 990-PF, PG 1, LN 23	417,031.	412,367.		0.

FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH ACCT. #849-04013	X		1,603,973.	1,697,380.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,603,973.	1,697,380.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,603,973.	1,697,380.

FORM 990-PF | CORPORATE STOCK | STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH ACCT. #04G26	2,520,151.	2,911,272.
MERRILL LYNCH ACCT. #849-02180	2,527,754.	2,427,073.
WELLS FARGO SEC ACCT. #9647	1,091,479.	486,650.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,139,384.	5,824,995.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH ACCT. #849-04013	944,924.	987,363.
TOTAL TO FORM 990-PF, PART II, LINE 10C	944,924.	987,363.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BLACKSTONE	COST	1,421,915.	1,414,765.
MERRILL LYNCH ACCT. #02180	COST	0.	0.
BROOK VENTURE FUND II	COST	493,730.	493,713.
BROOK VENTURE FUND, L.P.	COST	32,773.	32,773.
FIFTH STREET MEZZANINE PARTNER	COST	191,332.	90,447.
FSC CO.	COST	299,669.	299,669.
JP MORGAN US REAL ESTATE INCOM	FMV	1,587,871.	1,586,138.
SILVERPEAK LEGACY FUND LP FKA	FMV	31,961.	49,592.
SILVERPEAK LEGACY PENSION PART	FMV	788,238.	474,977.
SILVERPEAK LEGACY FUND II LP F	FMV	140,103.	185,918.
MERRILL LYNCH ACCT#04G26-FUNDS	FMV	5,029,921.	5,329,976.
RC GLOBAL ENERGY AND POWER	FMV	1,127,804.	1,459,998.
RIVER OAK REALTY FUND IV, LLC	COST	307,147.	307,147.
UBS CARLYLE FUND II LLC	FMV	685,818.	743,943.
US I&G DOMESTIC REIT INC.	COST	1,000.	1,000.
BROOK CO-INVETSMENT II LIMITED	COST	100,000.	100,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,239,282.	12,570,056.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LEHMAN BROTHERS REAL ESTATE II	69,648.	69,648.	69,648.
TO FORM 990-PF, PART II, LINE 15	69,648.	69,648.	69,648.

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- 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 File by the due date for filing your return See instructions		
	Name of exempt organization or other filer, see instructions. THE BRUCE E. AND ROBBI S. TOLL FOUNDATION	Employer identification number (EIN) or 23-2667935
	Number, street, and room or suite no If a P.O box, see instructions. 250 GIBRALTAR ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HORSHAM, PA 19044	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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 ▶ THE ORGANIZATION
  Telephone No. ▶ 215-938-8222 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 AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ________ , and ending ________ .

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	$	12,800.
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	$	9,300.
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	$	3,500.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

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01-21-13

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

● If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE BRUCE E. AND ROBBI S. TOLL FOUNDATION	Employer identification number (EIN) or 23-2667935
	Number, street, and room or suite no. If a P.O. box, see instructions. 250 GIBRALTAR ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. HORSHAM, PA 19044	

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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

● The books are in the care of ▶ THE ORGANIZATION

Telephone No. ▶ 215-938-8222 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.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUESTED DUE TO CERTAIN INFORMATION WHICH IS NOT AVAILABLE AT THIS TIME IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN

8a	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.	**8a**	$ 12,800.
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 and any amount paid previously with Form 8868	**8b**	$ 12,800.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶

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01-21-13

08060730 759040 653059 2012.04010 THE BRUCE E. AND ROBBI S. T 6530591