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

EXTENSIONS ATTACHED
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

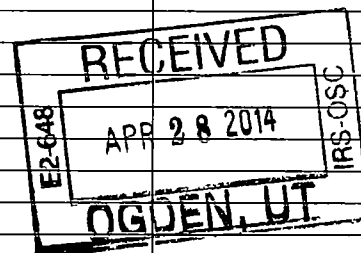
For calendar year 2012 or tax year beginning

07/01, 2012, and ending

06/30, 2013

| | | | | | | | | | | | | | | |
|--|---|---|----------------|--------------------------|--------------|-------------------------------------|----------------|--------------------------|---|--------------------------|----------------|--------------------------|-------------|---|
| Name of foundation THE PILGRIM FOUNDATION 1212-07-4/9 | | A Employer identification number 23-2955610 | | | | | | | | | | | | |
| Number and street (or P O box number if mail is not delivered to street address) C/O GLENMEDE TRUST CO., 1650 MARKET ST., | | B Telephone number (see instructions) 215- 419-6000 | | | | | | | | | | | | |
| Room/suite 1200 | | | | | | | | | | | | | | |
| City or town, state, and ZIP code PHILADELPHIA, PA 19103-7391 | | | | | | | | | | | | | | |
| G Check all that apply: <table style="display: inline-table; vertical-align: top;"> <tr><td><input type="checkbox"/></td><td>Initial return</td></tr> <tr><td><input type="checkbox"/></td><td>Final return</td></tr> <tr><td><input checked="" type="checkbox"/></td><td>Address change</td></tr> </table> <table style="display: inline-table; vertical-align: top;"> <tr><td><input type="checkbox"/></td><td>Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/></td><td>Amended return</td></tr> <tr><td><input type="checkbox"/></td><td>Name change</td></tr> </table> | | <input type="checkbox"/> | Initial return | <input type="checkbox"/> | Final return | <input checked="" type="checkbox"/> | Address change | <input type="checkbox"/> | Initial return of a former public charity | <input type="checkbox"/> | Amended return | <input type="checkbox"/> | Name change | C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |
| <input type="checkbox"/> | Initial return | | | | | | | | | | | | | |
| <input type="checkbox"/> | Final return | | | | | | | | | | | | | |
| <input checked="" type="checkbox"/> | Address change | | | | | | | | | | | | | |
| <input type="checkbox"/> | Initial return of a former public charity | | | | | | | | | | | | | |
| <input type="checkbox"/> | Amended return | | | | | | | | | | | | | |
| <input type="checkbox"/> | Name change | | | | | | | | | | | | | |
| 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 | | | | | | | | | | | | | | |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 16,488,668. | | 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) |
|---|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (attach schedule) | 1,433,195. | | | |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| 3 Interest on savings and temporary cash investments | 1,812. | 1,812. | N/A | |
| 4 Dividends and interest from securities | 100,887. | 100,887. | | |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 283,245. | | | |
| b Gross sales price for all assets on line 6a 1,620,971. | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 283,245. | | |
| 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) | -181,104. | -196,899. | | STMT 1 |
| 12 Total. Add lines 1 through 11 | 1,638,035. | 189,045. | | |
| 13 Compensation of officers, directors, trustees, etc | 30,000. | | | 30,000. |
| 14 Other employee salaries and wages | 56,600. | | | 56,600. |
| 15 Pension plans, employee benefits | 9,584. | | | 9,584. |
| 16a Legal fees (attach schedule) | 18,926. | 9,463. | NONE | 9,463. |
| b Accounting fees (attach schedule) | | | | |
| c Other professional fees (attach schedule) | 9,610. | 8,798. | | 812. |
| 17 Interest | 2,070. | 2,070. | | |
| 18 Taxes (attach schedule) (see instructions) | | | | |
| 19 Depreciation (attach schedule) and depletion | 2,548. | 1,274. | | |
| 20 Occupancy | 25,775. | 12,887. | | 12,888. |
| 21 Travel, conferences, and meetings | 7,252. | | | 7,252. |
| 22 Printing and publications | 90. | | | 90. |
| 23 Other expenses (attach schedule) STMT. 2 | 16,424. | 6,008. | | 10,416. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 178,879. | 40,500. | NONE | 137,105. |
| 25 Contributions, gifts, grants paid | 636,000. | | | 636,000. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 814,879. | 40,500. | NONE | 773,105. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | 823,156. | | | |
| b Net investment income (if negative, enter -0-) | | 148,545. | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | |



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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.) | | |
|--|---|--|----------------|-----------------------|
| | | Beginning of year | End of year | |
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | 97,997. | 54,647. | 54,647. |
| | 2 Savings and temporary cash investments | 809,045. | 516,448. | 516,448. |
| | 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 | | | |
| | 10 a Investments - U.S. and state government obligations (attach schedule) | | | |
| | • b Investments - corporate stock (attach schedule) | | | |
| | • c Investments - corporate bonds (attach schedule) | | | |
| | 11 Investments - land, buildings, and equipment: basis ▶ | | | |
| • Less: accumulated depreciation ▶ (attach schedule) | | | | |
| 12 Investments - mortgage loans | | | | |
| 13 Investments - other (attach schedule) | 12,098,376. | 13,234,719. | 15,914,899. | |
| 14 Land, buildings, and equipment: basis ▶ | 17,330. | | | |
| • Less: accumulated depreciation ▶ (attach schedule) | 14,656. | 2,674. | 2,674. | |
| 15 Other assets (describe ▶) | | | | |
| 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | 13,005,418. | 13,808,488. | 16,488,668. | |
| 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) | | NONE | | |
| 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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> | | | |
| | 27 Capital stock, trust principal, or current funds | 13,005,418. | 13,808,488. | |
| | 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) | 13,005,418. | 13,808,488. | | |
| 31 Total liabilities and net assets/fund balances (see instructions) | 13,005,418. | 13,808,488. | | |

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 | 13,005,418. |
| 2 Enter amount from Part I, line 27a | 2 | 823,156. |
| 3 Other increases not included in line 2 (itemize) ▶ SEE SCHEDULE ATTACHED | 3 | 5,224. |
| 4 Add lines 1, 2, and 3 | 4 | 13,833,798. |
| 5 Decreases not included in line 2 (itemize) ▶ SEE SCHEDULE ATTACHED | 5 | 25,310. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 13,808,488. |

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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 PUBLICLY TRADED SECURITIES | | | P&D | VARIOUS | VARIOUS |
| 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 1,620,971. | | 1,337,726. | 283,245. | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | | |
| (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 | | | 283,245. | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) | | | 2 | 283,245. | |
| { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | | | | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): | | | 3 | | |
| If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 | | | | | |

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 | 848,709. | 15,853,164. | 0.053536 |
| 2010 | 632,573. | 14,899,340. | 0.042456 |
| 2009 | 482,125. | 12,864,294. | 0.037478 |
| 2008 | 466,044. | 9,389,638. | 0.049634 |
| 2007 | 528,105. | 10,352,237. | 0.051014 |
| 2 Total of line 1, column (d) | | | 2 0.234118 |
| 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 0.046824 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | | | 4 14,853,665. |
| 5 Multiply line 4 by line 3 | | | 5 695,508. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 1,485. |
| 7 Add lines 5 and 6 | | | 7 696,993. |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 8 773,105. |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

| | | |
|---|-----------|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 1,485. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | |
| 3 Add lines 1 and 2 | 3 | 1,485. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | NONE |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 1,485. |
| 6 Credits/Payments: | | |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 7,084. |
| b Exempt foreign organizations - tax withheld at source | 6b | NONE |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 1,100. |
| d Backup withholding erroneously withheld | 6d | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 8,184. |
| 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 | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 6,699. |
| 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 6,699. Refunded <input type="checkbox"/> 11 | 11 | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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. | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ -0- (2) On foundation managers <input checked="" type="checkbox"/> \$ -0- | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ -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. | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | X | |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | X | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • 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? | 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 | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> PENNSYLVANIA | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | 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 | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

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

| | | | | |
|--|---|----------------------------|-------------------|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation 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 ▶ SEE STATEMENT 3 | | Telephone no. ▶ | |
| Located at ▶ | | ZIP+4 ▶ | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here | ▶ <input type="checkbox"/> | | |
| and enter the amount of tax-exempt interest received or accrued during the year | | 15 | | |
| 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 | Yes | No |
| 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.

| | | | |
|--|--|-----------|------------|
| <p>1a During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(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</p> <p>(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</p> | | | |
| <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/></p> | | 1b | X |
| <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | | 1c | X |
| <p>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)):</p> | | | |
| <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes," list the years <input type="checkbox"/></p> | | | |
| <p>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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | | 2b | N/A |
| <p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/></p> | | | |
| <p>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</p> | | | |
| <p>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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | | 3b | N/A |
| <p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | | 4a | X |
| <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | | 4b | X |

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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 ☒ NoOrganizations 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 |
|-----------------------|---|---|---|---------------------------------------|
| SEE SCHEDULE ATTACHED | | 30,000. | - 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 |
|---|---|------------------|---|---------------------------------------|
| NONE | | NONE | NONE | NONE |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Total number of other employees paid over \$50,000 ☐ **NONE**

Form 990-PF (2012)

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 | | NONE |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | | NONE |

Part IX-A Summary of Direct Charitable Activities

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

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|--------|
| 1 NONE | |
| 2 | |
| All other program-related investments See instructions | |
| 3 NONE | |
| Total. Add lines 1 through 3 | |

Form 990-PF (2012)

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 | 14,508,492. |
| b | Average of monthly cash balances | 1b | 568,697. |
| c | Fair market value of all other assets (see instructions) | 1c | 2,674. |
| d | Total (add lines 1a, b, and c) | 1d | 15,079,863. |
| 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 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 15,079,863. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 226,198. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 14,853,665. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 742,683. |

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 | 742,683. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 1,485. |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | 1,982. |
| c | Add lines 2a and 2b | 2c | 3,467. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 739,216. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 739,216. |
| 6 | Deduction from distributable amount (see instructions) | 6 | NONE |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 739,216. |

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 | 773,105. |
| 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 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 773,105. |
| 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 | 1,485. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 771,620. |

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 | | | | 739,216. |
| 2 Undistributed income, if any, as of the end of 2012: | | | | |
| a Enter amount for 2011 only | | | 559,646. | |
| b Total for prior years: 20____, 20____, 20____ | | NONE | | |
| 3 Excess distributions carryover, if any, to 2012: | | | | |
| a From 2007 | NONE | | | |
| b From 2008 | NONE | | | |
| c From 2009 | NONE | | | |
| d From 2010 | NONE | | | |
| e From 2011 | NONE | | | |
| f Total of lines 3a through e | NONE | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 773,105. | | | | |
| a Applied to 2011, but not more than line 2a | | | 559,646. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | NONE | | |
| c Treated as distributions out of corpus (Election required - see instructions) | NONE | | | |
| d Applied to 2012 distributable amount | | | | 213,459. |
| e Remaining amount distributed out of corpus | NONE | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).) | NONE | | | NONE |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | NONE | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | NONE | | |
| 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 | | NONE | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | NONE | | |
| e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions | | | NONE | |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 | | | | 525,757. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | NONE | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) | NONE | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | NONE | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 | NONE | | | |
| b Excess from 2009 | NONE | | | |
| c Excess from 2010 | NONE | | | |
| d Excess from 2011 | NONE | | | |
| e Excess from 2012 | NONE | | | |

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

1a 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)

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

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

SEE STATEMENT 4

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| <div>Recipient</div> <div>Name and address (home or business)</div> | <div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div> | <div>Foundation status of recipient</div> | <div>Purpose of grant or contribution</div> | <div>Amount</div> |
|---|--|---|---|--|
| a Paid during the year SEE SCHEDULE ATTACHED | | | | <p style="text-align: right;">636,000.</p> |
| Total | | | 3a | <p style="text-align: right;">636,000.</p> |
| b Approved for future payment N/A | | | | |
| Total | | | 3b | <p style="text-align: right;">-0-</p> |

Enter gross amounts unless otherwise indicated.

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

NOT APPLICABLE

17

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

OMB No 1545-0047

2013

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

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 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

| | |
|---|---|
| Name of organization THE PILGRIM FOUNDATION | Employer identification number 23-2955610 |
|---|---|

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|---|----------------------------|---|
| 1 | GARY L. PILGRIM 2002 UNITRUST C/O GLENMEDE TRUST CO., 1650 MARKET ST., SUITE 1200 PHILADELPHIA, PA 19103-7391 | \$ 433,195 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 2 | GARY L. PILGRIM 2002 UNITRUST C/O GLENMEDE TRUST CO., 1650 MARKET ST., SUITE 1200 PHILADELPHIA, PA 19103-7391 | \$ 1,000,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

| | |
|---|---|
| Name of organization THE PILGRIM FOUNDATION | Employer identification number 23-2955610 |
|---|---|

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 |
|---------------------------|--|--|----------------------|
| 2 | LIBERTY SPECIAL STRATEGIES OFFSHORE FUND | \$ 500,000 | 06/13/2013 |
| 2 | BROADSTONE NET LEASE INC | \$ 500,000 | 06/13/2013 |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |

THE PILGRIM FOUNDATION
E.I.N. 23-2955610
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 1 FORM 990-PF
PART I ANALYSIS OF REVENUE, EXPENSES AND CONTRIBUTIONS

| | <u>COLUMN A</u> | <u>COLUMN B</u> | <u>COLUMN D</u> |
|--|---|--|---|
| REVENUE: | | | |
| LINE 3 INTEREST ON SAVINGS AND TEMPORARY CASH INV - INTEREST | <u>1,812</u> | <u>1,812</u> | |
| LINE 4 DIVIDENDS AND INTEREST FROM SECURITIES - DIVIDENDS & INTEREST | <u>100,887</u> | <u>100,887</u> | |
| LINE 11 OTHER INCOME - PARTNERSHIP INVESTMENT INCOME PER K-1'S - PARTNERSHIP INVESTMENT INCOME PER K-1'S REPORTED ON FORM 990-T | <u>-196,899</u> <u>15,795</u> <u>-181,104</u> | <u>-196,899</u> <u>0</u> <u>-196,899</u> | |
| EXPENSES: | | | |
| LINE 16a LEGAL FEES - DILTS, MACARY & CALVIN | <u>18,926</u> | <u>9,463</u> | <u>9,463</u> |
| LINE 16c OTHER PROFESSIONAL FEES - PRAIRIE CAPITAL INVESTMENT MANAGEMENT FEE - KAREN PENNELL CONSULTING | <u>8,798</u> <u>812</u> <u>9,610</u> | <u>8,798</u> <u>0</u> <u>8,798</u> | <u>0</u> <u>812</u> <u>812</u> |
| LINE 20 OCCUPANCY - RENT - PECO - VERIZON | <u>20,379</u> <u>1,085</u> <u>4,311</u> <u>25,775</u> | <u>10,189</u> <u>543</u> <u>2,155</u> <u>12,887</u> | <u>10,190</u> <u>542</u> <u>2,156</u> <u>12,888</u> |
| LINE 23 OTHER EXPENSES - WIRE FEE - OFFICE SUPPLIES AND EXPENSES - PAYCHECK EXPENSES - HARTFORD FIRE INSURANCE - D & O INSURANCE - ASSOCIATION OF SMALL FOUNDATION - TECHNICAL SUPPORT - THE GATHERING - MISCELLANEOUS EXPENSE | <u>319</u> <u>8,533</u> <u>605</u> <u>966</u> <u>2,200</u> <u>1,690</u> <u>425</u> <u>1,550</u> <u>136</u> <u>16,424</u> | <u>159</u> <u>4,266</u> <u>0</u> <u>483</u> <u>1,100</u> <u>0</u> <u>0</u> <u>0</u> <u>0</u> <u>6,008</u> | <u>160</u> <u>4,267</u> <u>605</u> <u>483</u> <u>1,100</u> <u>1,690</u> <u>425</u> <u>1,550</u> <u>136</u> <u>10,416</u> |

THE PILGRIM FOUNDATION
EIN: 23-2955610
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF
PART II BALANCE SHEETS

| SECURITY | BOOK VALUE | MARKET VALUE |
|----------|---------------|-----------------|
|----------|---------------|-----------------|

UNINVESTED CASH

| | | |
|------------------------------|------------------|------------------|
| PENN LIBERTY BANK - CHECKING | 52,347 00 | 52,347 00 |
| UTILITY DEPOSIT | 150 00 | 150 00 |
| LEASE DEPOSIT | 2,150 00 | 2,150 00 |
| TOTAL UNINVESTED CASH | 54,647.00 | 54,647.00 |

CASH EQUIVALENTS

| | | |
|---|-------------------|-------------------|
| VANGUARD MONEY MARKET FUND | 43,002 00 | 43,002 00 |
| PENN LIBERTY BANK - SAVINGS | 440,251 00 | 440,251 00 |
| GLENEMEDE FUND INC GOVT CASH PORTFOLIO | 33,195 00 | 33,195 00 |
| TOTAL CASH EQUIVALENTS | 516,448.00 | 516,448.00 |

INVESTMENTS OTHER

| | | |
|---|------------|------------|
| BROADSTONE NET LEASE INC | 500,000 00 | 516,129 00 |
| LIBERTY SPECIAL STRATEGIES OFFSHORE FUND | 500,000 00 | 529,049 00 |
| SMI OPPORTUNITIES FUND LTD - CLASS A | 300,000 00 | 249,701 00 |
| SMI DEFENSIVE FUND LIMITED - CLASS A | 300,000 00 | 280,126 00 |
| ECF VALUE FUND INTERNATIONAL | 700,000 00 | 864,834 00 |
| HIGHLAND CAP MTG INST'L FUND | 413,603 00 | 421,079 00 |

THE PILGRIM FOUNDATION**EIN: 23-2955610****TAX YEAR ENDING 6/30/2013****ATTACHMENTS PAGE 2 FORM 990-PF****PART II BALANCE SHEETS**

| SECURITY | BOOK VALUE | MARKET VALUE |
|---|-----------------------|-------------------------|
| LANX OFFSHORE PARTNERS LP | 500,000 00 | 578,962 00 |
| LARSON MCCOLL FUND II | 274,404 00 | 314,918 00 |
| LEGACY VENTURE V | 670,077 00 | 707,437 00 |
| LEGACY VENTURE VI | 192,292 00 | 199,006 00 |
| LEVCO PARTNERS | 17,753 00 | 45,972 00 |
| MARATHON SECURITIZED FUND | 716,645 00 | 1,035,518 00 |
| MARATHON STRUCTURED FINANCE | 241,898 00 | 325,316 00 |
| MAVERICK STABLE FUND | 500,000 00 | 617,176 00 |
| PCM DIVERSIFIED CAPITAL | 659,007 00 | 683,787 00 |
| PCM PRIVATE EQUITY III | 199,590 00 | 219,486 00 |
| PCM CEC OPPORUNITY LP | 93,840 00 | 89,469 00 |
| PLANTINUM PARTNERS ARBITRAGE FUND | 550,000 00 | 669,457 00 |
| PLANTINUM PARTNERS CREDIT OPPORTUNITIES FUND | 321,068 00 | 346,073.00 |
| ROUND ROCK CAPITAL PARTNERS | 644,195 00 | 710,972 00 |
| SANDPIPER CAPITAL, LLC | 1,829,388 00 | 1,596,246 00 |
| SANDPIPER TOTAL RETURN FUND | 362,069 00 | 290,179 00 |
| SEAMARK FUND, LP | 145,752 00 | 1,158,848 00 |
| SYMMETRY PEAK LTD SER 1 | 524,008 00 | 907,691 00 |
| TACONY PARTNERS, LP | 211,678 00 | 468,002 00 |

THE PILGRIM FOUNDATION
 EIN: 23-2955610
 TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF
 PART II BALANCE SHEETS

| SECURITY | BOOK VALUE | MARKET VALUE |
|---|----------------------|----------------------|
| THIRTEEN PARTNERS PARTNERSHIP | 800,000 00 | 960,276 00 |
| THIRTEEN PARTNERS PRIVATE EQUITY 2008 | 217,452.00 | 279,190 00 |
| PROMISSORY NOTE CITY TITTLE LOAN LLC DTD 8/20/2012 16% 4/1/2015 | 600,000 00 | 600,000 00 |
| PROMISSORY NOTE CITY TITTLE LOAN LLC DTD 10/17/2012 16% 4/1/2015 | 250,000 00 | 250,000 00 |
| | | |
| TOTAL INVESTMENTS OTHER | 13,234,719.00 | 15,914,899.00 |

COMPOSED OF THE ABOVE:

| | | |
|--|----------------------|----------------------|
| TOTAL UNINVESTED CASH | 54,647 00 | 54,647 00 |
| TOTAL CASH EQUIVALENTS | 516,448 00 | 516,448 00 |
| TOTAL INVESTMENTS OTHER | 13,234,719 00 | 15,914,899 00 |
| LAND, BUILDINGS AND EQUIPMENT | 2,674 00 | 2,674 00 |
| TOTAL PORTFOLIO AS OF 6/30/2013 | 13,808,488 00 | 16,488,668 00 |

THE PILGRIM FOUNDATION
E.I.N. 23-2955610
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 2 FORM 990-PF
PART III ANALYSIS OF CHANGES IN NET ASSETS OF FUND BALANCES

LINE 2 INCREASES NOT INCLUDED IN LINE 2 5,224

- OFFICE FURNITURE NOT INCLUDED ON
THE JUNE 30, 2012 TAX RETURN 5,222

- ROUNDING 2

LINE 5 DECREASES NOT INCLUDED IN LINE 2 25,310

- PRIOR YEAR CASH OVERSTATED ON
THE JUNE 30, 2012 TAX RETURN 25,310

FEDERAL SCHEDULE D CHRONOLOGICALLY
7/01/2012 TO 6/30/2013

ACCOUNT #1212-07-4/9
THE PILGRIM FOUNDATION
TAXPAYER ID 23-2955610

| SHARES/UNITS | DESCRIPTION | DATE ACQUIRED | DATE DISPOSED | PROCEEDS | COST | GAIN/LOSS |
|--|---|------------------|------------------|----------|-------------|------------|
| SHORT-TERM/LONG-TERM GAIN OR LOSS | | | | | | |
| PER 2012 K-1'S FROM PARTNERSHIPS AS FOLLOWS | | | | | | |
| | HIGHLAND CAPITAL MANAGEMENT INSTITUTIONAL FUND, LLC | 7/1/2012 | 6/30/2013 | 0.00 | -10,012.00 | 10,012.00 |
| | LEGACY VENTURE V, LLC | 7/1/2012 | 6/30/2013 | 0.00 | -43,634.00 | 43,634.00 |
| | LEGACY VENTURE VI, LLC | 7/1/2012 | 6/30/2013 | 0.00 | -1,071.00 | 1,071.00 |
| | LEVCO PARTNERS, LP | 7/1/2012 | 6/30/2013 | 0.00 | -34,380.00 | 34,380.00 |
| | PCM DIVERSIFIED STRATEGIES, LP | 7/1/2012 | 6/30/2013 | 0.00 | -42,763.00 | 42,763.00 |
| | PCM PRIVATE EQUITY III, LP | 7/1/2012 | 6/30/2013 | 0.00 | -2,810.00 | 2,810.00 |
| | PLATINUM PARTNERS CREDIT OPPORTUNITIES FUND LLC | 7/1/2012 | 6/30/2013 | 0.00 | -5,968.00 | 5,968.00 |
| | RIVANNA LONG BIAS, LP | 7/1/2012 | 6/30/2013 | 0.00 | -93,689.00 | 93,689.00 |
| | ROUND ROCK CAPITAL PARTNERS | 7/1/2012 | 6/30/2013 | 0.00 | -25,587.00 | 25,587.00 |
| | SANDPIPER CAPITAL FUND, LLC | 7/1/2012 | 6/30/2013 | 0.00 | -1,981.00 | 1,981.00 |
| | SANDPIPER TOTAL RETURN FUND | 7/1/2012 | 6/30/2013 | 0.00 | 410.00 | -410.00 |
| | SEAMARK FUND, LP | 7/1/2012 | 6/30/2013 | 0.00 | -87,798.00 | 87,798.00 |
| | TACONY INVESTMENT PARTNERSHIP, LP | 7/1/2012 | 6/30/2013 | 0.00 | -7,468.00 | 7,468.00 |
| | THIRTEEN PARTNERS PRIVATE EQUITY 2008, LP | 7/1/2012 | 6/30/2013 | 0.00 | -30,113.00 | 30,113.00 |
| TOTAL SHORT-TERM/LONG-TERM GAIN OR LOSS | | | | 0.00 | -386,864.00 | 386,864.00 |
| PER 2012 K-1'S | | | | | | |

SHORT-TERM/LONG-TERM GAIN OR LOSS

SALE OF PARTNERSHIP INTEREST AS FOLLOWS

| | | | | |
|---------------------------|------------|------------|------------|-------------|
| LANX OFFSHORE PARTNERS LP | 10/11/2012 | 250,000.00 | 250,000.00 | 0.00 |
| LEVCO PARTNERS LP | VARIOUS | 626,359.99 | 626,359.99 | 0.00 |
| RIVANNA LONG BIAS, LP | VARIOUS | 594,610.81 | 748,319.00 | -153,708.19 |

FEDERAL SCHEDULE D CHRONOLOGICALLY
7/01/2012 TO 6/30/2013

ACCOUNT #1212-07-4/9
THE PILGRIM FOUNDATION
TAXPAYER ID 23-2955610

| SHARES/UNITS | DESCRIPTION | DATE | | PROCEEDS | COST | GAIN/LOSS |
|--------------|---|----------|-----------|--------------|--------------|-------------|
| | | ACQUIRED | DISPOSED | | | |
| | SYMMETRY PEAK LTD SER 1 | | 10/9/2012 | 150,000.00 | 99,911.00 | 50,089.00 |
| | TOTAL SHORT-TERM/LONG-TERM GAIN OR LOSS | | | 1,620,970.80 | 1,724,589.99 | -103,619.19 |
| | TOTAL SHORT-TERM/LONG-TERM GAIN OR LOSS | | | 1,620,970.80 | 1,337,725.99 | 283,244.81 |

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: THE GLENMEDE TRUST CO., N.A.

ADDRESS: 1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103-7391

TELEPHONE NUMBER: (215)419-6000

THE PILGRIM FOUNDATION
E.I.N. 23-2955610
TAX YEAR ENDING 6/30/2013

ATTACHMENTS PAGE 10 FORM 990-PF
PART XV - 2a THROUGH 2d

- 2a GARY L PILGRIM
C/O THE GLENMEDE TRUST COMPANY, N A
1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103-7391
215-419-6000
- 2b a PROMOTIONAL MATERIALS THAT EXPRESS THE MISSION OF THE
ORGANIZATION (MISSION STATEMENT, PURPOSE AND HISTORY)
- b IRS TAX EXEMPTION LETTER/PROOF OF 501©(3) DESIGNATION
- c CURRENT 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
AND CONTACT INFORMATION
- i DESCRIPTION OF CURRENT NEEDS WITH APPLICABLE HISTORY
AND RESEARCH
- j PAST MAJOR CONTRIBUTORS
- 2c NONE
- 2d NONE

THE PILGRIM FOUNDATION

E.I.N. 23-2955610

TAX YEAR ENDING 06/30/2013

ATTACHMENTS PAGE 6 FORM 990-PF

PART VIII LIST OF OFFICERS, DIRECTORS, TRUSTEES, ETC.

| NAME AND ADDRESS | TITLE | AVERAGE HOURS PER WEEK | COMPEN- SATION | EXPENSE ACCT | EMPLOYEE | |
|---|-----------------------------|------------------------------|-------------------|-----------------|----------|---------|
| | | | | | BEN PLAN | CONTRIB |
| 1 GARY L. PILGRIM C/O THE GLENMEDE TRUST COMPANY 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391 | PRESIDENT/ DIRECTOR | 5 | 0 | 0 | 0 | 0 |
| 2 SUZANNE T DANIEL C/O THE GLENMEDE TRUST COMPANY 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391 | ASSOC DIRECTOR E V.P. | 10 | 30,000 | 0 | 0 | 0 |
| 3 STEVEN PILGRIM C/O THE GLENMEDE TRUST COMPANY 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391 | SECRETARY/ DIRECTOR | 1 | 0 | 0 | 0 | 0 |
| 4 MARC DANIEL C/O THE GLENMEDE TRUST COMPANY 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391 | DIRECTOR | 1 | 0 | 0 | 0 | 0 |

THE PILGRIM FOUNDATION

E.I.N. 23-2955610

TAX YEAR ENDING 6/30/2013

PART XV, FORM 990-PF, PAGE 11
GRANTS AND CONTRIBUTION - PAID-

| No. | Grantee Organization and Project Description | Grant Amount | Payment Date |
|-----|---|--------------|--------------|
| 1 | Bethany Christian Services of the Greater DE Valley Elkins Park, PA General Charitable Purposes | 70,000.00 | 7/17/2012 |
| 2 | Forgotten Voices Dillsburg, PA General Charitable Purposes | 50,000.00 | 7/17/2012 |
| 3 | The Andrew L. Hicks Jr. Foundation West Chester, PA Matching challenge grant for camp scholarships | 5,000.00 | 7/29/2012 |
| 4 | 9th Street Youth and Community Center Chester, PA General Charitable Purposes - Three Year Grant 2011-2013 | 45,000.00 | 8/21/2012 |
| 5 | Bridge of Hope National Exton, PA General Charitable Purposes | 12,000.00 | 8/27/2012 |

THE PILGRIM FOUNDATION

E.I.N. 23-2955610

TAX YEAR ENDING 6/30/2013

PART XV, FORM 990-PF, PAGE 11

GRANTS AND CONTRIBUTION -PAID-

| Grantee Organization and | | | Grant Amount | Payment Date |
|--------------------------|--|--|--------------|--------------|
| No. | Project Description | | | |
| 6 | Baptist Bible College Clarks Summit, PA General Charitable Purposes | | 40,000.00 | 9/14/2012 |
| 7 | Christian Alliance for Orphans McLean, VA General Charitable Purposes | | 5,000.00 | 9/25/2012 |
| 8 | Bridge of Hope Lancaster and Chester Counties Coatesville, PA General Charitable Purposes | | 30,000.00 | 10/19/2012 |
| 9 | Brooklyn Jubilee Brooklyn, NY General Charitable Purposes | | 10,000.00 | 11/19/2012 |
| 10 | The Gathering Tyler, TX General Charitable Purposes | | 5,000.00 | 11/22/2012 |
| 11 | Chester County Women's Services Coatesville, PA General Charitable Purposes | | 16,000.00 | 12/20/2012 |

THE PILGRIM FOUNDATION

E.I.N. 23-2955610

TAX YEAR ENDING 6/30/2013

PART XV, FORM 990-PF, PAGE 11
GRANTS AND CONTRIBUTION -PAID-

| No. | Grantee Organization and Project Description | Grant Amount | Payment Date |
|-----|---|--------------|--------------|
| 12 | Christian Veterinary Mission Seattle, WA General Charitable Purposes | 20,500.00 | 12/20/2012 |
| 13 | Hope International Lancaster, PA General Charitable Purposes | 30,000.00 | 12/20/2012 |
| 14 | International Justice Mission Arlington, VA General Charitable Purposes | 30,000.00 | 12/20/2012 |
| 15 | World Impact's Frederick Douglass Christian School Chester, PA General Charitable Purposes | 10,000.00 | 12/20/2012 |
| 16 | Campus Crusade for Christ (PSU) State College, PA General Charitable Purposes | 20,000.00 | 1/4/2013 |
| 17 | ServingLeaders Ministries West Chester, PA General Charitable Purposes | 25,000.00 | 2/14/2013 |

THE PILGRIM FOUNDATION

E.I.N. 23-2955610

TAX YEAR ENDING 6/30/2013

**PART XV, FORM 990-PF, PAGE 11
GRANTS AND CONTRIBUTION -PAID-**

| Grantee Organization and Project Description | | Grant Amount | Payment Date |
|---|---|--------------|--------------|
| No. | | | |
| 18 | Project Purr Santa Cruz, CA General Charitable Purposes | 25,000.00 | 2/20/2013 |
| 19 | Westside Community Center West Chester, PA General Charitable Purposes | 20,000.00 | 2/20/2013 |
| 20 | Mom's House Inc. Phoenixville, PA General Charitable Purposes | 7,500.00 | 5/1/2013 |
| 21 | Good Works, Inc. Coatesville, PA General Charitable Purposes | 20,000.00 | 5/2/2013 |
| 22 | The Garage - Kennett Square Kennett Square, PA General Charitable Purposes | 15,000.00 | 5/10/2013 |
| 23 | Spanish Health Ministry Kennett Square, PA General Charitable Purposes | 10,000.00 | 5/30/2013 |

THE PILGRIM FOUNDATION

E.I.N. 23-2955610

TAX YEAR ENDING 6/30/2013

PART XV, FORM 990-PF, PAGE 11
GRANTS AND CONTRIBUTION - PAID-

| No. | Grantee Organization and Project Description | Grant Amount | Payment Date |
|---------------------|---|-------------------|--------------|
| 24 | Delaware County Christian School, PA Newtown Square, PA General Charitable Purposes | 25,000.00 | 5/31/2013 |
| 25 | Young Lives Chester Berwyn, PA General Charitable Purposes | 10,000.00 | 5/31/2013 |
| 26 | Jean R. Cadet Restavek Organization Cincinnati, OH General Charitable Purposes | 20,000.00 | 6/7/2013 |
| 27 | Mosaic Omaha, NE General Charitable Purposes | 15,000.00 | 6/7/2013 |
| 28 | Bridge Academy Coatesville, PA General Charitable Purposes | 15,000.00 | 6/24/2013 |
| 29 | Sinapis Cypress, TX General Charitable Purposes | 30,000.00 | 6/24/2013 |
| Grand Totals | | 636,000.00 | |