ON EXTENSION TO 10/15/2014

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** DEC 1, 2012 **, and ending** NOV 30, 2013

Name of foundation
THE NEUBAUER FAMILY FOUNDATION

**A Employer identification number**
25-6627704

Number and street (or P O box number if mail is not delivered to street address)
C/O BAKER TILLY LLP 1800 BYBERRY RD

Room/suite
1100

**B** Telephone number
(215) 947-2100

City or town, state, and ZIP code
HUNTINGDON VALLEY, PA 19006-3523

**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: ☒ 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)* ▶$ 238,892,912.

**J** Accounting method: ☒ 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) |
|---|---|---|---|---|---|---|---|
| Revenue | 1 | Contributions, gifts, grants, etc., received | 9,085,758. | | N/A | |
| | 2 | Check ▶ ☐ if the foundation is not required to attach Sch B | | | | |
| | 3 | Interest on savings and temporary cash investments | | | | |
| | 4 | Dividends and interest from securities | 3,878,178. | 3,813,406. | | STATEMENT 2 |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 231,681. | | | STATEMENT 1 |
| | b | Gross sales price for all assets on line 6a 4,244,053. | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 274,917. | | |
| | 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 | <1,599,299.> | <1,675,863.> | | STATEMENT 3 |
| | 12 | **Total**. Add lines 1 through 11 | 11,596,318. | 2,412,460. | | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc | 0. | 0. | | 0. |
| | 14 | Other employee salaries and wages | 81,680. | 0. | | 81,680. |
| | 15 | Pension plans, employee benefits | 15,523. | 0. | | 15,523. |
| | 16a | Legal fees | | | | |
| | b | Accounting fees STMT 4 | 95,439. | 47,720. | | 47,719. |
| | c | Other professional fees STMT 5 | 20,530. | 20,530. | | 0. |
| | 17 | Interest | 34,898. | 34,898. | | 0. |
| | 18 | Taxes STMT 6 | 155,173. | 0. | | 9,435. |
| | 19 | Depreciation and depletion | | | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | 756. | 756. | | 0. |
| | 22 | Printing and publications | | | | |
| | 23 | Other expenses STMT 7 | 82,834. | 15,300. | | 67,534. |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 486,833. | 119,204. | | 221,891. |
| | 25 | Contributions, gifts, grants paid | 11,778,164. | | | 11,778,164. |
| | 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 12,264,997. | 119,204. | | 12,000,055. |
| | 27 | Subtract line 26 from line 12: | | | | |
| | a | Excess of revenue over expenses and disbursements | <668,679.> | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 2,293,256. | | |
| | c | **Adjusted net income** (if negative, enter -0-) | | | N/A | |

SCANNED OCT 27 2014

RECEIVED
OCT 24 2014
OGDEN, UT
IRS-OSC

620 15

| 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 | (c) Fair Market Value |
|---|---|---|---|---|
| **Assets** | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 4,975,865. | 407,508. | 407,508. |
| | 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 ▶ | 450,993. | 0. | 0. |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments - U.S. and state government obligations | | | |
| | b Investments - corporate stock STMT 8 | 15,795,283. | 1,830,646. | 4,050,949. |
| | c Investments - corporate bonds STMT 9 | 3,157,650. | 0. | 0. |
| | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other STMT 10 | 170,406,753. | 191,879,711. | 234,434,455. |
| | 14 Land, buildings, and equipment: basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 15 Other assets (describe ▶ ) | | | |
| | 16 **Total assets** (to be completed by all filers) | 194,786,544. | 194,117,865. | 238,892,912. |
| **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 | 194,786,544. | 194,117,865. | |
| | 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** | 194,786,544. | 194,117,865. | |
| | 31 **Total liabilities and net assets/fund balances** | 194,786,544. | 194,117,865. | |

## 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 | 194,786,544. |
| 2 Enter amount from Part I, line 27a | 2 | <668,679.> |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 194,117,865. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 194,117,865. |

## 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 | 4,244,053. | | 3,969,136. | 274,917. |

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 | | | | 274,917. |

| | | |
|---|---|---|
| 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 | 274,917. |
| 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 | 11,385,638. | 201,522,809. | .056498 |
| 2010 | 10,865,148. | 189,919,135. | .057209 |
| 2009 | 7,661,953. | 169,656,325. | .045162 |
| 2008 | 9,336,226. | 160,486,971. | .058174 |
| 2007 | 3,560,679. | 186,933,333. | .019048 |

| | | |
|---|---|---|
| 2 **Total** of line 1, column (d) | 2 | .236091 |
| 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 | .047218 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 227,760,890. |
| 5 Multiply line 4 by line 3 | 5 | 10,754,414. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 22,933. |
| 7 Add lines 5 and 6 | 7 | 10,777,347. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 12,000,055. |

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

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

| | | | | | |
|---|---|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions) | | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b | | | 1 | 22,933. |
| 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 | 22,933. |
| 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 | 22,933. |
| 6 | Credits/Payments: | | | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 142,394. | | |
| b | Exempt foreign organizations - tax withheld at source | 6b | | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 255,000. | | |
| d | Backup withholding erroneously withheld | 6d | | | |
| 7 | Total credits and payments. Add lines 6a through 6d | | | 7 | 397,394. |
| 8 | Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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 | 374,461. |
| 11 | Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 374,461. **Refunded** ▶ | | | 11 | 0. |

**Part VII-A** **Statements Regarding Activities**

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? | 1b | | X |
| | *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0. | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0. | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.* | 2 | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | X | |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 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) STATEMENT 11 STATEMENT 12 STMT 13 | 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 ▶ BAKER TILLY, LLP, CPA'S Telephone no. ▶ (215)947-2100 | | | |
| | Located at ▶ 1800 BYBERRY RD, STE 1100, HUNTINGDON VALLEY, PA ZIP+4 ▶ 19006-3523 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A | | | |
| 16 | At any time during calendar year 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)? | 1b | | X |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 |
|---|---|---|---|---|
| JOSEPH NEUBAUER<br>C/O BAKER TILLY, LLP 1800 BYBERRY ROA<br>HUNTINGDON VALLEY, PA 19006 | TRUSTEE<br>6.00 | 0. | 0. | 0. |
| LAWRENCE NEUBAUER<br>C/O BAKER TILLY, LLP 1800 BYBERRY ROA<br>HUNTINGDON VALLEY, PA 19006 | TRUSTEE<br>1.00 | 0. | 0. | 0. |
| MELISSA NEUBAUER ANDERSON<br>C/O BAKER TILLY, LLP 1800 BYBERRY ROA<br>HUNTINGDON VALLEY, PA 19006 | TRUSTEE<br>1.00 | 0. | 0. | 0. |

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

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

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

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

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

| (a) Name and address of each person paid more than $50,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| PARENTEBEARD LLC - 1800 BYBERRY RD STE 1100, HUNTINGDON VALLEY, PA 19006-3523 | ACCOUNTING SERVICES | 60,000. |
| | | |
| | | |
| | | |
| | | |
| **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 | 18,364,303. |
| b | Average of monthly cash balances | 1b | 14,654,672. |
| c | Fair market value of all other assets | 1c | 198,210,355. |
| d | **Total** (add lines 1a, b, and c) | 1d | 231,229,330. |
| 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 | 231,229,330. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 3,468,440. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 227,760,890. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 11,388,045. |

**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 | 11,388,045. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 — 2a: 22,933. | | |
| b | Income tax for 2012. (This does not include the tax from Part VI.) — 2b: | | |
| c | Add lines 2a and 2b | 2c | 22,933. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 11,365,112. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 11,365,112. |
| 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 | 11,365,112. |

**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 | 12,000,055. |
| 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 | 12,000,055. |
| 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 | 22,933. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 11,977,122. |

**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 | | | | 11,365,112. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | 5,015,693. | |
| b Total for prior years: ______ , ______ , ______ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2012: | | | | |
| a From 2007 | | | | |
| b From 2008 | | | | |
| c From 2009 | | | | |
| d From 2010 | | | | |
| e From 2011 | | | | |
| f **Total** of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 12,000,055. | | | | |
| a Applied to 2011, but not more than line 2a | | | 5,015,693. | |
| 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 | | | | 6,984,362. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 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 | 0. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 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 | | | | 4,380,750. |
| 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 | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 | | | | |
| b Excess from 2009 | | | | |
| c Excess from 2010 | | | | |
| d Excess from 2011 | | | | |
| e Excess from 2012 | | | | |

**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).)

JOSEPH NEUBAUER

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 ▶ [X] 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:

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

c Any submission deadlines:

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

**Part XV Supplementary Information** (continued)

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

| Recipient: Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| *a Paid during the year* | | | | |
| ACADEMY OF MUSIC RESTORATION FUND<br>BROAD AND LOCUST STREETS<br>PHILADELPHIA, PA 19102 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 25,000. |
| AFRICAN WILDLIFE FOUNDATION<br>1400 SIXTEENTH STREET, N.W. SUITE 120<br>WASHINGTON, DC 20036 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 11,250. |
| BETH DAVID REFORM SYNAGOGUE<br>1130 VAUGHAN LANE<br>GLADWYNE, PA 19035 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 37,500. |
| ABRAMSON CANCER CENTER<br>3535 MARKET STREET, SUITE 750<br>PHILADELPHIA, PA 19104 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 250. |
| BRANDEIS UNIVERSITY<br>P.O. BOX 549110<br>WALTHAM, MA 02454 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 180,348. |
| **Total** SEE CONTINUATION SHEET(S) | | | ▶ 3a | 11,778,164. |
| *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 | | | | | |
| 4 Dividends and interest from securities | | | 14 | 3,878,178. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | 14 | <1,599,299.> | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 231,681. | |
| 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. | | 2,510,560. | 0. |

13 **Total** Add line 12, columns (b), (d), and (e) 13 2,510,560.

(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). |
|---|---|
| | NOT APPLICABLE |

**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

Signature of officer or trustee: [signature] Date: 10/13/14 Title: TRUSTEE

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 |
|---|---|---|---|---|
| MICHAEL S. KEHOE, CPA | [signature] | 10/10/14 | | P00096004 |
| Firm's name ▶ PARENTEBEARD LLC | | | Firm's EIN ▶ 23-2932984 | |
| Firm's address ▶ 1800 BYBERRY RD SUITE 1100 HUNTINGDON VALLEY, PA 19006-3523 | | | Phone no. 215-947-2100 | |



223622
12-05-12

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

# Schedule of Contributors

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

OMB No 1545-0047

**2012**

| **Name of the organization** | **Employer identification number** |
|---|---|
| THE NEUBAUER FAMILY FOUNDATION | 25-6627704 |

**Organization type** (check one):

| **Filers of:** | **Section:** |
|---|---|
| Form 990 or 990-EZ | ☐ 501(c)( ) (enter number) organization |
| | ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation |
| | ☐ 527 political organization |
| Form 990-PF | ☒ 501(c)(3) exempt private foundation |
| | ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | ☐ 501(c)(3) taxable private foundation |

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

**General Rule**

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

**Special Rules**

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

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

| Name of organization | Employer identification number |
|---|---|
| THE NEUBAUER FAMILY FOUNDATION | 25-6627704 |

**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 | JOSEPH NEUBAUER<br>210 W. RITTENHOUSE SQUARE #3106<br>PHILADELPHIA, PA 19103 | $ 5,500,000. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| 2 | JOSEPH NEUBAUER<br>210 W. RITTENHOUSE SQUARE #3106<br>PHILADELPHIA, PA 19103 | $ 46,212. | Person [ ]<br>Payroll [ ]<br>Noncash [X]<br>(Complete Part II if there is a noncash contribution ) |
| 3 | JOSEPH NEUBAUER<br>210 W. RITTENHOUSE SQUARE #3106<br>PHILADELPHIA, PA 19103 | $ 328,295. | Person [ ]<br>Payroll [ ]<br>Noncash [X]<br>(Complete Part II if there is a noncash contribution ) |
| 4 | JOSEPH NEUBAUER<br>210 W. RITTENHOUSE SQUARE #3106<br>PHILADELPHIA, PA 19103 | $ 443,700. | Person [ ]<br>Payroll [ ]<br>Noncash [X]<br>(Complete Part II if there is a noncash contribution ) |
| 5 | JOSEPH NEUBAUER<br>210 W. RITTENHOUSE SQUARE #3106<br>PHILADELPHIA, PA 19103 | $ 486,270. | Person [ ]<br>Payroll [ ]<br>Noncash [X]<br>(Complete Part II if there is a noncash contribution ) |
| 6 | JOSEPH NEUBAUER<br>210 W. RITTENHOUSE SQUARE #3106<br>PHILADELPHIA, PA 19103 | $ 364,450. | Person [ ]<br>Payroll [ ]<br>Noncash [X]<br>(Complete Part II if there is a noncash contribution ) |

| Name of organization | Employer identification number |
|---|---|
| THE NEUBAUER FAMILY FOUNDATION | 25-6627704 |

**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 |
|---|---|---|---|
| 7 | JOSEPH NEUBAUER<br>210 W. RITTENHOUSE SQUARE #3106<br>PHILADELPHIA, PA 19103 | $ 145,447. | Person [ ]<br>Payroll [ ]<br>Noncash [X]<br>(Complete Part II if there is a noncash contribution ) |
| 8 | JOSEPH NEUBAUER<br>210 W. RITTENHOUSE SQUARE #3106<br>PHILADELPHIA, PA 19103 | $ 244,215. | Person [ ]<br>Payroll [ ]<br>Noncash [X]<br>(Complete Part II if there is a noncash contribution ) |
| 9 | JOSEPH NEUBAUER<br>210 W. RITTENHOUSE SQUARE #3106<br>PHILADELPHIA, PA 19103 | $ 351,925. | Person [ ]<br>Payroll [ ]<br>Noncash [X]<br>(Complete Part II if there is a noncash contribution ) |
| 10 | JOSEPH NEUBAUER<br>210 W. RITTENHOUSE SQUARE #3106<br>PHILADELPHIA, PA 19103 | $ 1,175,244. | Person [ ]<br>Payroll [ ]<br>Noncash [X]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |

| Name of organization | Employer identification number |
|---|---|
| THE NEUBAUER FAMILY FOUNDATION | 25-6627704 |

**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 | 920 SHARES WILLIAMS PARTNERS LP STOCK | $ 46,212. | 03/25/13 |
| 3 | 23,824 SHARES ALLOT COMMUNICATIONS LTD STOCK | $ 328,295. | 11/15/13 |
| 4 | 13,600 SHARES ALTRIA GROUP INC | $ 443,700. | 12/18/12 |
| 5 | 9,000 SHARES CIGNA CORP | $ 486,270. | 12/18/12 |
| 6 | 10,000 SHARES COMCAST CORP STOCK | $ 364,450. | 12/18/12 |
| 7 | 3,137 SHARES KRAFT FOODS GROUP | $ 145,447. | 12/18/12 |

| Name of organization | Employer identification number |
|---|---|
| THE NEUBAUER FAMILY FOUNDATION | 25-6627704 |

**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 |
|---|---|---|---|
| 8 | 9,411 SHARES MONDELEZ INTL INC | $ 244,215. | 12/18/12 |
| 9 | 5,000 SHARES PEPSICO INC | $ 351,925. | 12/18/12 |
| 10 | 13,600 SHARES PHILIP MORRIS INTL INC | $ 1,175,244. | 12/18/12 |
| | | $ | |
| | | $ | |
| | | $ | |

**Name of organization**

THE NEUBAUER FAMILY FOUNDATION

**Employer identification number**

25-6627704

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

Use duplicate copies of Part III if additional space is needed

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

**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 | GOLDENTREE LEVERAGE LOAN PARTNERS | P | VARIOUS | 11/30/13 |
| b | JANA OFFSHORE PARTNERS LTD | P | VARIOUS | 01/15/13 |
| c | TACONIC OPPORTUNITY OFFSHORE FUND | P | VARIOUS | 05/16/13 |
| d | ETON PARK OVERSEAS FUND LTD | P | VARIOUS | 11/14/13 |
| e | 920 SHS WILLIAMS PARTNERS LP | D | VARIOUS | 03/25/13 |
| f | 7594 SHS ALLOT COMMUNICATIONS | D | 08/19/09 | 11/18/13 |
| g | LUBERT-ADLER REAL ESTATE FUND V | P | VARIOUS | 07/02/13 |
| h | CAPITAL GAIN FROM LUBERT-ADLER RE FD V | P | VARIOUS | 12/31/12 |
| i | CAPITAL LOSS FROM LUBERT-ADLER RE FD V | P | VARIOUS | 12/31/12 |
| j | CAPITAL GAIN FROM NEXT EGG INVESTMENT (NFF) | P | VARIOUS | 12/31/12 |
| k | CAPITAL GAIN FROM NEXT EGG INVESTMENT (NFF) | P | VARIOUS | 12/31/12 |
| l | HIGHBRIDGE CAPITAL | P | VARIOUS | 11/30/13 |
| m | WOLF RIVER SPEC OFFSHORE FUND | P | VARIOUS | 12/17/12 |
| 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 | 330,873. | | 375,292. | <44,419.> |
| b | 25,146. | | | 25,146. |
| c | 2,357. | | | 2,357. |
| d | 3,735. | | | 3,735. |
| e | 45,984. | | 2,976. | 43,008. |
| f | 104,944. | | 23,617. | 81,327. |
| g | 923,170. | | 3,392,605. | <2,469,435.> |
| h | 3. | | | 3. |
| i | | | 174,646. | <174,646.> |
| j | 318,411. | | | 318,411. |
| k | 1,847,805. | | | 1,847,805. |
| l | 142,493. | | | 142,493. |
| m | 499,132. | | | 499,132. |
| n | | | | |
| o | | | | |

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|---|---|---|---|
| a | | | | <44,419.> |
| b | | | | 25,146. |
| c | | | | 2,357. |
| d | | | | 3,735. |
| e | | | | 43,008. |
| f | | | | 81,327. |
| g | | | | <2,469,435.> |
| h | | | | 3. |
| i | | | | <174,646.> |
| j | | | | 318,411. |
| k | | | | 1,847,805. |
| l | | | | 142,493. |
| m | | | | 499,132. |
| 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 | 274,917. |
| 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 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 |
|---|---|---|---|---|
| CARSON SCHOLARS FUND<br>305 W. CHESAPEAKE AVENUE, SUITE L-020<br>TOWSON, MD 21204 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 2,500. |
| AMERICAN FRIENDS OF THE ISRAEL MUSEUM<br>500 FIFTH AVENUE, SUITE 2540<br>NEW YORK, NY 10110 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 85,000. |
| CHILDREN'S CARDIOMYOPATHY FOUNDATION<br>P.O. BOX 547<br>TENAFLY, NJ 07670 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 3,000. |
| AMERICAN JEWISH COMMITTEE<br>30 S 15TH ST #801<br>PHILADELPHIA, PA 19102 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 30,000. |
| AMERICAN PHILOSOPHICAL SOCIETY<br>104 SOUTH FIFTH STREET<br>PHILADELPHIA, PA 19106 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 25,000. |
| CURTIS INSTITUTE OF MUSIC<br>1726 LOCUST STREET<br>PHILADELPHIA, PA 19103 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 1,200,000. |
| ASIA SOCIETY<br>725 PARK AVENUE<br>NEW YORK, NY 10021 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 5,000. |
| ASSOCIATION FOR FRONTOTEMPORAL DISORDERS<br>290 KING OF PRUSSIA ROAD<br>RADNOR, PA 19087 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 16,500. |
| FOUNDATION FIGHTING BLINDNESS<br>7168 COLUMBIA GATEWAY DRIVE, STE 100<br>COLUMBIA, MD 21046 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 5,000. |
| FOUNDATION FOR JEWISH CAMP<br>15 WEST 36TH STREET 13TH FLOOR<br>NEW YORK, NY 10018 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 100,000. |
| **Total from continuation sheets** | | | | 11,523,816. |

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>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 |
|---|---|---|---|---|
| AUTISM SCIENCE FOUNDATION<br>28 WEST 39TH STREET, SUITE #502<br>NEW YORK, NY 10018 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 3,000. |
| FRANKLIN INSTITUTE<br>222 N 20TH ST<br>PHILADELPHIA, PA 19103 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 10,000. |
| FREE LIBRARY OF PHILADELPHIA<br>FOUNDATION<br>1901 VINE STREET<br>PHILADELPHIA, PA 19103 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 20,000. |
| FRIENDS' CENTRAL SCHOOL<br>1101 CITY AVENUE<br>WYNNEWOOD, PA 19096 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 24,000. |
| AVENUE OF THE ARTS INC<br>123 S. BROAD STREET, SUITE 1240<br>PHILADELPHIA, PA 19109 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 5,000. |
| BRIDLEWILD TRAILS ASSOCIATION<br>PO BOX 368<br>GLADWYNE, PA 19035 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 300. |
| HORATIO ALGER ASSOCIATION<br>99 CANAL CENTER PLAZA, SUITE 320<br>ALEXANDRIA, VA 22314 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 528,085. |
| CENTRAL PARK CONSERVATORY<br>14 E. 60TH ST<br>NEW YORK, NY 10022 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 2,500. |
| JCHAI<br>274 S. BRYN MAWR AVENUE<br>BRYN MAWR, PA 19010 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 5,000. |
| JEWISH MUSEUM OF NEW YORK<br>1109 FIFTH AVENUE<br>NEW YORK, NY 10128 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 42,500. |
| **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 |
|---|---|---|---|---|
| JEWISH THEOLOGIC SEMINARY<br>3080 BROADWAY<br>NEW YORK, NY 10027 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 50,000. |
| CHILDREN'S HOPE INDIA<br>7 EDGEMERE DRIVE<br>SEARINGTOWN, NY 11507 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 5,000. |
| LIBRARY COMPANY OF PHILADELPHIA<br>1314 LOCUST STREET<br>PHILADELPHIA, PA 19107 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 15,000. |
| MIRACLE FEET<br>605 W. MAIN STREET, SUITE 107<br>CARRBORO, NC 27510 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 5,400. |
| NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY<br>55 NORTH 5TH STREET<br>PHILADELPHIA, PA 19106 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 200,000. |
| CHILDREN'S MUSEUM OF ART<br>103 CHARLTON ST.<br>NEW YORK, NY 10014 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 60,000. |
| ORIENTAL INSTITUTE UNIVERSITY OF CHICAGO<br>1155 EAST 58TH STREET<br>CHICAGO, IL 60637 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 100,000. |
| PENNSYLVANIA HORTICULTURAL SOCIETY<br>100 N. 20TH STREET - 5TH FLOOR<br>PHILADELPHIA, PA 19103 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 10,000. |
| PEW CHARITABLE TRUST<br>2005 MARKET STREET, SUITE 1700<br>PHILADELPHIA, PA 19103 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 1,250,000. |
| COMMUNITY PARTNERSHIP SCHOOL<br>1936 N. JUDSON STREET<br>PHILADELPHIA, PA 19121 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 7,500. |
| **Total from continuation sheets** | | | | |

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>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 |
|---|---|---|---|---|
| PHILADELPHIA MUSEUM OF ART<br>P.O. BOX 7646<br>PHILADELPHIA, PA 19101 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 10,000. |
| PRESIDENTIAL SCHOLARSHIP FUND<br>PO BOX 5910<br>PRINCETON, NJ 08543 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 12,500. |
| CONGREGATION HABONIM<br>44 WEST 66TH<br>NEW YORK, NY 10023 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 45,000. |
| COUNCIL ON FOREIGN RELATIONS<br>58 EAST 68TH STREET<br>NEW YORK, NY 10065 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 9,850. |
| ECCF/COLLEEN RITZER FUND<br>175 ANDOVER ST.<br>DANVERS, MA 01923 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 1,000. |
| SLATER JETT MEYERS FOUNDATION<br>25 WOODGLEN DR<br>NEW CITY, NY 10956 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 3,000. |
| TEMPLE BETH ZION BETH ISRAEL<br>300 SOUTH 18TH STREET<br>PHILADELPHIA, PA 19103 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 18,000. |
| EPISCOPAL ACADEMY<br>1785 BISHOP WHITE DRIVE<br>NEWTOWN SQUARE, PA 19073 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 7,500. |
| THE BARNES FOUNDATION<br>300 N. LATCHES LANE<br>MERION STATION, PA 19066 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 125,000. |
| FESTIVALS OF NORTH AMERICA ORCHESTRAS<br>470 PARK AVENUE S #9YH<br>NEW YORK, NY 10016 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 60,000. |
| **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 |
|---|---|---|---|---|
| FIGURE SKATING IN HARLEM<br>361 WEST 125TH STREET, 2ND FLOOR<br>NEW YORK, NY 10027 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 10,000. |
| FRIENDS OF TEL AVIV UNIVERSITY<br>39 BROADWAY, SUITE 1510<br>NEW YORK, NY 10006 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 101,129. |
| THE METROPOLITAN OPERA<br>LINCOLN CENTER<br>NEW YORK, NY 10023 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 2,475,000. |
| GLADWYNE FIRE COMPANY<br>1044 BLACK ROCK ROAD<br>GLADWYNE, PA 19035 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 300. |
| GLADWYNE FREE LIABRARY<br>362 RIGHTERS MILL ROAD<br>GLADWYNE, PA 19035 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 750. |
| WHYY<br>150 N. 6TH STREET<br>PHILADELPHIA, PA 19106 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 744,032. |
| GRANTMAKERS IN THE ARTS<br>4055 21ST AVENUE WEST, SUITE 100<br>SEATTLE, WA 98199 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 25,000. |
| GREATER PHILADELPHIA CHAMBER OF COMMERCE<br>200 S. BROAD ST., SUITE 700<br>PHILADELPHIA, PA 19102 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 5,000. |
| GREENFIELD HOME AND SCHOOL ASSOCIATION<br>2200 CHESTNUT STREET<br>PHILADELPHIA, PA 19103 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 1,000. |
| HEIFER INTERNATIONAL<br>1 WORLD AVE.<br>LITTLE ROCK, AR 72202 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 750. |
| **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 |
|---|---|---|---|---|
| HEBREW IMMIGRANT AID SOCIETY<br>333 SEVENTH AVENUE 16TH FLOOR<br>NEW YORK, NY 10001 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 3,600. |
| JACKSON GABRIEL SILVER FOUNDATION<br>1725 YORK AVENUE, SUITE 29G<br>NEW YORK, NY 10128 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 10,800. |
| JEWISH FEDERATION OF GREATER PHILADELPHIA<br>2100 ARCH STREET<br>PHILADELPHIA, PA 19103 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 251,080. |
| JEWISH MUSEUM BERLIN<br>LINDENSTRABE 9-14<br>BERLIN, GERMANY 10969 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 10,000. |
| JEWISH PUBLICATION SOCIETY<br>2100 ARCH STREET<br>PHILADELPHIA, PA 19103 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 3,000. |
| LITTLE HEARTS<br>P.O. BOX 171<br>CROMWELL, CT 06416 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 15,000. |
| LOWER MERION FRATERNAL ORDER OF POLICE<br>P.O. BOX 430<br>ARDMORE, PA 19003 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 180. |
| MD ANDERSON CANCER CENTER<br>1515 HOLCOMBE BLVD<br>HOUSTON, TX 77030 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 50,000. |
| MAIN LINE ART CENTER<br>746 PANMURE ROAD<br>HAVERFORD, PA 19041 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 300. |
| MEMORIAL SLOAN-KETTERING CANCER CENTER<br>1275 YORK AVENUE<br>NEW YORK, NY 10065 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 6,800. |
| **Total from continuation sheets** | | | | |

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>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 |
|---|---|---|---|---|
| METROPOLITAN OPERA<br>LINCOLN CENTER<br>NEW YORK, NY 10023 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 150,000. |
| MIDDLE EAST FORUM<br>1500 WALNUT STREET, SUITE 1050<br>PHILADELPHIA, PA 19102 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 2,500. |
| MOUNT SINAI HOSPITAL<br>ONE GUSTAVE L. LEVY PLACE<br>NEW YORK, NY 10029 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 75,000. |
| MOVING TRADITIONS<br>261 OLD YORK ROAD, SUITE 734<br>JENKINTOWN, PA 19046 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 1,080. |
| NATIONAL VIETNAM VETERANS FOUNDATION<br>1919 NE 45TH STREET, SUITE 223<br>FT. LAUDERDALE, FL 33308 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 480. |
| NATIONAL MS SOCIETY GREAT DELAWARE VALLEY CHAPTER<br>30 SOUTH 17TH STREET, SUITE 800<br>PHILADELPHIA, PA 19103 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 7,500. |
| NEW YORK PUBLIC RADIO<br>160 VARICK ST.<br>NEW YORK, NY 10013 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 2,500. |
| OJAR FESTIVAL LTD<br>P.O. BOX 185<br>OJAR, CA 93024 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 25,000. |
| OPERA COMPANY OF PHILADELPHIA<br>1420 LOCUST STREET, SUITE 210<br>PHILADELPHIA, PA 19102 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 15,000. |
| OPERATION UNDERSTANDING<br>30 S. 15TH STREET, SUITE 801<br>PHILADELPHIA, PA 19102 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 5,000. |
| **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 |
|---|---|---|---|---|
| PETER'S PLACE<br>150 N. RADNOR CHESTER ROAD, SUITE F130<br>RADNOR, PA 19087 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 750. |
| PHILADELPHIA RONALD MCDONALD HOUSE<br>3921-3925 CHESTNUT STREET<br>PHILADELPHIA, PA 19104 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 1,500. |
| PHILADELPHIA ZOO<br>3400 W GIRARD AVE<br>PHILADELPHIA, PA 19104 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 4,500. |
| PHILADELPHIA CHILDREN FIRST FUND<br>30 S. 17TH STREET, 10-058<br>PHILADELPHIA, PA 19103 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 206,000. |
| PRO BONO PARTNERSHIP INC<br>237 MAMARONECK AVENUE, SUITE 300<br>WHITE PLAINS, NY 10605 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 5,000. |
| PROJECT HOME<br>1515 FAIRMOUNT AVENUE<br>PHILADELPHIA, PA 19130 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 11,000. |
| RICHARD TUCKER MUSIC FESTIVAL<br>1790 BROADWAY, SUITE 715<br>NEW YORK, NY 10019 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 12,500. |
| SKYSTONE FOUNDATION<br>PO BOX 220<br>FLAGSTAFF, AZ 86002 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 5,000. |
| ST PAUL'S LUTHERAN CHURCH<br>5918 N 5TH ST<br>PHILADELPHIA, PA 19120 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 1,500. |
| TEMPLE UNIVERSITY<br>1801 N. BROAD STREET<br>PHILADELPHIA, PA 19122 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 10,000. |
| **Total from continuation sheets** | | | | |

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>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 |
|---|---|---|---|---|
| THE CHAPIN SCHOOL<br>100 EAST END AVENUE<br>NEW YORK, NY 10028 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 90,000. |
| THE JOE TORRE SAFE AT HOME FOUNDATION<br>P.O. BOX 1037, MIDTOWN STATION<br>NEW YORK, NY 10018 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 15,000. |
| THE PHILADELPHIA ORCHESTRA<br>ONE SOUTH BROAD STREET, 14TH FLOOR<br>PHILADELPHIA, PA 19107 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 1,015,000. |
| THOMAS JEFFERSON UNIVERSITY HOSPITAL<br>111 SOUTH 11TH STREET<br>PHILADELPHIA, PA 19107 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 10,000. |
| TUFTS UNIVERSITY<br>P.O. BOX 3306<br>BOSTON, MA 02241 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 300,000. |
| UNIVERSITY OF CHICAGO<br>5801 SOUTH ELLIS AVENUE<br>CHICAGO, IL 60637 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 1,715,000. |
| WEDIKO CHILDREN'S SERVICES<br>421 WEST 145 STREET<br>NEW YORK, NY 10031 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 4,500. |
| WETHERILL SCHOOL<br>1321 BEAUMONT DRIVE<br>GLADWYNE, PA 19035 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 150. |
| WILMA THEATER<br>265 S BROAD ST<br>PHILADELPHIA, PA 19107 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 5,000. |
| WOLF PERFORMING ARTS CENTER<br>PO BOX 434<br>NARBERTH, PA 19072 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 750. |
| **Total from continuation sheets** | | | | |

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>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 |
|---|---|---|---|---|
| WOMEN AGAINST ABUSE<br>100 SOUTH BROAD STREET, SUITE 1341<br>PHILADELPHIA, PA 19110 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 750. |
| WRTI TEMPLE UNIVERSITY<br>1509 CECIL B. MOORE AVENUE, 3RD FLOOR<br>PHILADELPHIA, PA 19121 | N/A | 501(C)(3)<br>PUBLIC CHARITY | PROGRAM SUPPORT | 5,000. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| **Total from continuation sheets** | | | | |

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| GOLDENTREE LEVERAGE LOAN PARTNERS | PURCHASED | VARIOUS | 11/30/13 |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 330,873. | 375,292. | 0. | 0. | <44,419.> |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| JANA OFFSHORE PARTNERS LTD | PURCHASED | VARIOUS | 01/15/13 |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 25,146. | 0. | 0. | 0. | 25,146. |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| TACONIC OPPORTUNITY OFFSHORE FUND | PURCHASED | VARIOUS | 05/16/13 |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 2,357. | 0. | 0. | 0. | 2,357. |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| ETON PARK OVERSEAS FUND LTD | PURCHASED | VARIOUS | 11/14/13 |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 3,735. | 0. | 0. | 0. | 3,735. |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| 920 SHS WILLIAMS PARTNERS LP | DONATED | VARIOUS | 03/25/13 |

| (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 45,984. | 46,212. | 0. | 0. | <228.> |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| 7594 SHS ALLOT COMMUNICATIONS | DONATED | 08/19/09 | 11/18/13 |

| (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 104,944. | 23,617. | 0. | 0. | 81,327. |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| LUBERT-ADLER REAL ESTATE FUND V | PURCHASED | VARIOUS | 07/02/13 |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 923,170. | 3,392,605. | 0. | 0. | <2,469,435.> |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| CAPITAL GAIN FROM LUBERT-ADLER RE FD V | PURCHASED | VARIOUS | 12/31/12 |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 3. | 0. | 0. | 0. | 3. |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| CAPITAL LOSS FROM LUBERT-ADLER RE FD V | PURCHASED | VARIOUS | 12/31/12 |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 0. | 174,646. | 0. | 0. | <174,646.> |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| CAPITAL GAIN FROM NEXT EGG INVESTMENT (NFF) | PURCHASED | VARIOUS | 12/31/12 |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 318,411. | 0. | 0. | 0. | 318,411. |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| CAPITAL GAIN FROM NEXT EGG INVESTMENT (NFF) | PURCHASED | VARIOUS | 12/31/12 |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 1,847,805. | 0. | 0. | 0. | 1,847,805. |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| HIGHBRIDGE CAPITAL | PURCHASED | VARIOUS | 11/30/13 |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 142,493. | 0. | 0. | 0. | 142,493. |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| WOLF RIVER SPEC OFFSHORE FUND | PURCHASED | VARIOUS | 12/17/12 |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 499,132. | 0. | 0. | 0. | 499,132. |

| | |
|---|---|
| CAPITAL GAINS DIVIDENDS FROM PART IV | 0. |
| TOTAL TO FORM 990-PF, PART I, LINE 6A | 231,681. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|---|---|---|---|
| DIVIDEND FROM LUBERT-ADLER REAL ESTATE FUND V | 4,268. | 0. | 4,268. |
| DIVIDENDS FROM NEXT EGG INVESTMENTS (NFF) PASSTHROUGH K-1S | 359,791. | 0. | 359,791. |
| INTEREST FROM LUBERT-ADLER REAL ESTATE FUND V, LP | 52,527. | 0. | 52,527. |
| INTEREST FROM NEXT EGG INVESTMENTS (NFF) PASSTHROUGH K-1S | 3,356,692. | 0. | 3,356,692. |
| INTEREST INCOME | 5,023. | 0. | 5,023. |
| VARIOUS DIVIDENDS | 99,877. | 0. | 99,877. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 3,878,178. | 0. | 3,878,178. |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|
| K-1 GAIN/LOSS FROM LUBERT-ADLER REAL ESTATE FUND V, LP | <210,216.> | 96,282. | |
| K-1 LOSS FROM NEXT EGG INVESTMENTS (NFF) PASSTHROUGH K-1S | <1,389,083.> | <1,772,145.> | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | <1,599,299.> | <1,675,863.> | |

FORM 990-PF ACCOUNTING FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| PROFESSIONAL FEES | 95,439. | 47,720. | | 47,719. |
| TO FORM 990-PF, PG 1, LN 16B | 95,439. | 47,720. | | 47,719. |

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| INVESTMENT MANAGEMENT FEES | 18,810. | 18,810. | | 0. |
| CONSULTING EXPENSES | 1,720. | 1,720. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 20,530. | 20,530. | | 0. |

FORM 990-PF | TAXES | STATEMENT 6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| NET FEDERAL EXCISE TAX | 145,738. | 0. | | 0. |
| PAYROLL TAXES | 9,435. | 0. | | 9,435. |
| TO FORM 990-PF, PG 1, LN 18 | 155,173. | 0. | | 9,435. |

FORM 990-PF | OTHER EXPENSES | STATEMENT 7

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| BANK FEES | 370. | 370. | | 0. |
| MISC INVESTMENT FEES | 1,244. | 1,244. | | 0. |
| SPONSORSHIP OF FUNDRAISING EVENNTS FOR PUBLIC CHARITIES | 53,281. | 0. | | 53,281. |
| OFFICE EXPENSES | 27,371. | 13,686. | | 13,685. |
| DUE AND SUBSCRIPTIONS | 116. | 0. | | 116. |
| PAYROLL PROCESSING FEE | 452. | 0. | | 452. |
| TO FORM 990-PF, PG 1, LN 23 | 82,834. | 15,300. | | 67,534. |

FORM 990-PF | CORPORATE STOCK | STATEMENT 8

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| CREDIT SUISSE LONG EQUITY | 0. | 0. |
| 400 CAPITAL GLOBAL SECURITIES | 0. | 0. |
| CREDIT SUISSE DISCRETIONARY PROTFOLIO | 0. | 0. |
| INSPIRE MD INC | 0. | 0. |
| BLENHEIM NATURAL RESOURCES | 0. | 0. |
| ALLOT COMMUNICATION LTD | 50,475. | 211,639. |
| UBS SECURITIES | 1,780,171. | 3,839,310. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 1,830,646. | 4,050,949. |

| FORM 990-PF | CORPORATE BONDS | STATEMENT 9 |
|---|---|---|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| STRUCTURED ASSET SEC CORP | 0. | 0. |
| CHESWOLD WOLF RIVER | 0. | 0. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 0. | 0. |

| FORM 990-PF | OTHER INVESTMENTS | STATEMENT 10 |
|---|---|---|

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| LEM R/E MEZZANINE FUND I | COST | 0. | 0. |
| LEM MEZZANINE II | COST | 0. | 0. |
| LUBERT ADLER FUND V | COST | 0. | 0. |
| GS 2006 MEZZANINE | COST | 0. | 0. |
| MS REAL ESTATE SPECIAL SITUATION III | COST | 0. | 0. |
| JPM MIDOCEAN III OFFSHORE | COST | 0. | 0. |
| GOLDENTREE LEV LOAN PARTNERS | COST | 0. | 0. |
| HARBINGER | COST | 0. | 0. |
| TPG-AXON | COST | 526,010. | 280,543. |
| HIGHBRIDGE MEZZANIE | COST | 0. | 0. |
| LB SECOND OPP OFFSHORE | COST | 0. | 0. |
| LIME ROCK PARTNERS V | COST | 0. | 0. |
| LLR EQUITY PARTNERS III | COST | 0. | 0. |
| VERSA CAPITAL FUND I | COST | 0. | 0. |
| VERSA CAPITAL FUND II | COST | 0. | 0. |
| JPM ALTERNATIVE PRTY FUND | COST | 0. | 0. |
| THOR URBAN PROPTY FUND II | COST | 0. | 0. |
| TRUCAP INVESTMENT | COST | 0. | 0. |
| WCP REAL ESTATE FUND II | COST | 0. | 0. |
| ADDISON CLARK | COST | 0. | 0. |
| AURELIUS | COST | 0. | 0. |
| ELLIOT INTERNATIONAL LTD | COST | 5,000,000. | 8,544,151. |
| H PARTNERS OFFSHORE | COST | 0. | 0. |
| ALTOR FUND III LP | COST | 0. | 0. |
| CHESWOLD ALPINE | COST | 0. | 0. |
| DRUG ROYALTY FUND II | COST | 0. | 0. |
| DRUG ROYALTY II MYOZYME | COST | 0. | 0. |
| GARRISON INVESTMENT | COST | 0. | 0. |
| LIME ROCK RESOURCES II | COST | 0. | 0. |
| PERMIT CAPITAL MTG FUND | COST | 0. | 0. |
| PERMIT CAPITAL II | COST | 0. | 0. |
| STRIPES GROUP GROWTH PTRS | COST | 0. | 0. |
| MSREF VII OFFSHORE | COST | 0. | 0. |

| | | | |
|---|---|---|---|
| WP REAL ESTATE FUND V | COST | 0. | 0. |
| INVESTMENT SIDE POCKET | COST | 0. | 0. |
| ENERGY CAPITAL PARTNERS II | COST | 0. | 0. |
| PERMIT CAPITAL III | COST | 0. | 0. |
| RIVERWOOD CAP PARTNERS LP | COST | 0. | 0. |
| 5AM VENTURES III | COST | 0. | 0. |
| 400 CAPITAL CREDIT OPP | COST | 0. | 0. |
| FRESHFORD | COST | 0. | 0. |
| GEM REALTY SECURITIES LTD | COST | 0. | 0. |
| MSD EUROPEAN OPP FUND | COST | 0. | 0. |
| MANATUCK HILL NAVIGATOR | COST | 0. | 0. |
| MSD CREDIT OPPORTUNITY | COST | 0. | 0. |
| MORGAN RIO CAPITAL FUND | COST | 0. | 0. |
| CHARTER BRIDGE | COST | 0. | 0. |
| CHESWOLD REGENTS PARK LLC | COST | 0. | 0. |
| ENERGY FUND IV | COST | 0. | 0. |
| RESILIENCE FUND | COST | 0. | 0. |
| CHESWOLD WOLF RIVER | COST | 0. | 0. |
| CS ELIZABETH CAPITAL | COST | 0. | 0. |
| MS ELIZABETH PARK | COST | 0. | 0. |
| CREDIT SUISSE SCIM PERMIT | COST | 0. | 0. |
| CREDIT SUISSE SWAPTIONS | COST | 0. | 0. |
| AB2BIO | COST | 0. | 0. |
| ATALAYA ASSET INC | COST | 0. | 0. |
| BOODELL VALUE CAPITAL | COST | 0. | 0. |
| LIBERATION CAPITAL DTECH | COST | 0. | 0. |
| CHESWOLD RA BOND FUND | COST | 0. | 0. |
| CHESWOLD VALLEY FORGE | COST | 0. | 0. |
| LAJOLLA ON PARK | COST | 0. | 0. |
| FORE JAPAN CREDIT OPPORTUNITY | COST | 0. | 0. |
| STONEPINE CAPITAL | COST | 0. | 0. |
| WCP REAL ESTATE FUND III | COST | 0. | 0. |
| FOUNDATION OFFSHORE FUND | COST | 0. | 0. |
| NEXT EGG INVESTMENTS (NFF), LP | COST | 186,353,701. | 225,522,338. |
| HIGHBRIDGE CAPITAL | COST | 0. | 87,423. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 191,879,711. | 234,434,455. |

FORM 990-PF TRANSFERS TO CONTROLLED ENTITIES STATEMENT 11
PART VII-A, LINE 11

| NAME OF CONTROLLED ENTITY | EMPLOYER ID NO |
|---|---|
| NEXT EGG INVESTMENTS (NFF), LP - FOUNDATION OWNS 100% CAPITAL 96.53% INCOME | 80-0696650 |

ADDRESS

C/O 1800 BYBERRY ROAD, SUITE 1100
HUNTINGDON VALLEY, PA 19006-3523

DESCRIPTION OF TRANSFER

PARTNERSHIP CAPITAL CONTRIBUTIONS.

| | AMOUNT OF TRANSFER |
|---|---|
| | 35,748,977. |
| TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES | 35,748,977. |

FORM 990-PF TRANSFERS FROM CONTROLLED ENTITIES STATEMENT 12
PART VII-A, LINE 11

| NAME OF CONTROLLED ENTITY | EMPLOYER ID NO |
|---|---|
| NEXT EGG INVESTMENTS (NFF), LP - FOUNDATION OWNS 100% CAPITAL 96.53% INCOME | 80-0696650 |

ADDRESS

C/O 1800 BYBERRY ROAD, SUITE 1100
HUNTINGDON VALLEY, PA 19006-3523

DESCRIPTION OF TRANSFER

PARTNERSHIP CAPITAL DISTRIBUTIONS AND RETURN OF CAPITAL.

| | AMOUNT OF TRANSFER |
|---|---|
| | 40,039,517. |
| TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES | 40,039,517. |

FORM 990-PF LIST OF CONTROLLED ENTITIES STATEMENT 13
PART VII-A, LINE 11

| NAME OF CONTROLLED ENTITY | EMPLOYER ID NO |
|---|---|
| NEXT EGG INVESTMENTS (NFF), LP - FOUNDATION OWNS 100% CAPITAL 96.53% INCOME | 80-0696650 |

ADDRESS

C/O 1800 BYBERRY ROAD, SUITE 1100
HUNTINGDON VALLEY, PA 19006-3523

| NAME OF CONTROLLED ENTITY | EMPLOYER ID NO |
|---|---|
| NEXT EGG INVESTMENTS (NFF), LP - FOUNDATION OWNS 100% CAPITAL 96.53% INCOME | 80-0696650 |

ADDRESS

C/O 1800 BYBERRY ROAD, SUITE 1100
HUNTINGDON VALLEY, PA 19006-3523