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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation HENRY DOLFINGER 2 TRUST UW		A Employer identification number 23-6207346						
Number and street (or P.O. box number if mail is not delivered to street address) DUANE MORRIS LLP, 30 S. 17TH ST.		B Telephone number 215-979-1768						
City or town, state or province, country, and ZIP or foreign postal code PHILADELPHIA, PA 19103-4196		C If exemption application is pending, check here ☐						
G Check all that apply: <table border="0" style="width:100%"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ 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 ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
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) \$ 20,143,267. (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 ☐						
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____								

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				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		279,858.	279,858.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,023,619.			
b Gross sales price for all assets on line 6a		3,064,899.			
7 Capital gain net income (from Part IV, line 2)			1,023,619.		
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		285,945.	285,945.		STATEMENT 2
12 Total. Add lines 1 through 11		1,589,422.	1,589,422.		
13 Compensation of officers, directors, trustees, etc		79,551.	0.		15,910.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees		36,343.	18,172.		18,171.
b Accounting fees		4,840.	4,840.		0.
c Other professional fees		139,784.	49,784.		81,000.
17 Interest					
18 Taxes		10,257.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		2,000.	0.		2,000.
24 Total operating and administrative expenses. Add lines 13 through 23		272,775.	72,796.		117,081.
25 Contributions, gifts, grants paid		804,500.			804,500.
26 Total expenses and disbursements. Add lines 24 and 25		1,077,275.	72,796.		921,581.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		512,147.			
b Net investment income (if negative, enter -0-)			1,516,626.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

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

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	186,696.	1,202,705.	1,202,705.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 8	13,020,064.	12,898,317.	16,343,919.	
	c Investments - corporate bonds				
		11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 9		486,621.	539,311.	674,233.	
14 Land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶ STATEMENT 10)		2,301,516.	1,866,711.	1,922,410.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		15,994,897.	16,507,044.	20,143,267.	
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 ▶ ☐				
	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.				
	27 Capital stock, trust principal, or current funds	18,250,482.	18,250,482.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	-2,255,585.	-1,743,438.		
30 Total net assets or fund balances	15,994,897.	16,507,044.			
31 Total liabilities and net assets/fund balances	15,994,897.	16,507,044.			

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	15,994,897.
2 Enter amount from Part I, line 27a	2	512,147.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	16,507,044.
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	16,507,044.

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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 CREDIT SUISSE - SEE ATTACHE	P	VARIOUS	12/31/13
b FIDELITY INVESTMENTS - SEE ATTACHED	P	VARIOUS	12/31/13
c FIDELITY INVESTMENTS - SEE ATTACHED	P	VARIOUS	12/31/13
d CAPITAL GAINS DIVIDENDS			
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 262,774.		190,381.	72,393.
b 50,919.		51,916.	-997.
c 2,530,368.		1,798,983.	731,385.
d 220,838.			220,838.
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			72,393.
b			-997.
c			731,385.
d			220,838.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,023,619.
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))
2012	930,167.	17,661,897.	.052665
2011	957,233.	18,024,189.	.053108
2010	873,417.	17,019,256.	.051319
2009	731,028.	15,049,948.	.048573
2008	895,730.	16,833,482.	.053211

2 Total of line 1, column (d)	2	.258876
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	.051775
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	19,042,691.
5 Multiply line 4 by line 3	5	985,935.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,166.
7 Add lines 5 and 6	7	1,001,101.
8 Enter qualifying distributions from Part XII, line 4	8	921,581.

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)		1	30,333.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	30,333.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	30,333.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	8,000.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	25,000.
a 2013 estimated tax payments and 2012 overpayment credited to 2013		6d	
b Exempt foreign organizations - tax withheld at source		7	33,000.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	2,667.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax 2,667. Refunded			

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
1b 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
1c Did the foundation file Form 1120-POL for this year?		X
2 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.		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) 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	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 2013 or the taxable year beginning in 2013 (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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>DUANE MORRIS LLP</u> Telephone no. ► <u>215-979-1769</u> Located at ► <u>30 SOUTH 17TH STREET, PHILADELPHIA, PA</u> ZIP+4 ► <u>19103</u>			
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 <u>N/A</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ► ☐	1b	
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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.) <u>N/A</u> c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____	2b	
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 2013 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 2013.) <u>N/A</u>	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 2013?	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)?

☐ 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

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?

If "Yes" to 6b, file Form 8870

6b

X

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
SHELDON BONOVITZ, ESQ. DM LLP, 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103	CO-TRUSTEE 2.00	39,776.	0.	0.
DAVID LODER, ESQ. DM LLP, 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103	CO-TRUSTEE 2.00	39,775.	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

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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	19,332,681.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	19,332,681.
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	19,332,681.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	289,990.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,042,691.
6	Minimum investment return. Enter 5% of line 5	6	952,135.

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	952,135.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	30,333.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	30,333.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	921,802.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	921,802.
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	921,802.

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	921,581.
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	921,581.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	921,581.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				921,802.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				23,726.
e From 2012				60,626.
f Total of lines 3a through e	84,352.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 921,581.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				921,581.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	221.			221.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	84,131.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	84,131.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				23,505.
d Excess from 2012				60,626.
e Excess from 2013				

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 2013, 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)

- 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.

- 3** Subtract line 2d from line 2. 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(i)(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).)

NONE

- 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 address of the person to whom applications should be addressed:

DAVID LODER, ESQUIRE, 215-979-1834
30 SOUTH 17TH STREET, PHILADELPHIA, PA 19103

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

IN WRITING

- c Any submission deadlines:**

NONE

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

NONE

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED SCHEDULE	NONE	PUBLIC	GENERAL	804,500.
Total				804,500.
b Approved for future payment				
NONE				
Total				0.

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. | | |

[illegible]

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

- | b If "Yes," complete the following schedule. | | |
|--|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| 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

Date 7/24/14

TRUSTEE
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

MICHAEL A. GILLEN

Preparator's signature _____

Date _____

07/01/14

Check ☐ self-employed

PTIN

P00009321

Firm's name ► **DUANE MORRIS LLP**

Firm's EIN ► 23-1392502

Firm's address ► 30 SOUTH 17TH STREET
PHILADELPHIA, PA 19103-4196

Phone no. **215-979-1635**

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CREDIT SUISSE	391.	0.	391.	391.	
FIDELITY					
INVESTMENTS	475,658.	220,838.	254,820.	254,820.	
PNC ADVISORS	24,647.	0.	24,647.	24,647.	
TO PART I, LINE 4	500,696.	220,838.	279,858.	279,858.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LBC CREDIT PARTNERS	31,702.	31,702.	
LLR EQUITY PARTNERS III	2,501.	2,501.	
LLR EQUITY PARTNERS II	199,203.	199,203.	
LBC CREDIT PARTNERS II	41,235.	41,235.	
WP REAL ESTATE FUND III	-1,430.	-1,430.	
VERSA CAPITAL FUND II-A	5,914.	5,914.	
LUBERT-ADLER RE FUND V	0.	0.	
LUBERT-ADLER RE FUND IV	29,671.	29,671.	
LLR III CAYMANS, L.P.	-6.	-6.	
LLR EQUITY PARTNERS IV	-10,144.	-10,144.	
ENTERPRISE PRODUCTS PARTNERS	-4,264.	-4,264.	
ENERGY TRANSFER PARTNERS	-919.	-919.	
ENERGY TRANSFER EQUITY	-917.	-917.	
EQT MIDSTREAM PARTNERS	840.	840.	
CRESTWOOD MIDSTREAM	-720.	-720.	
ROSE ROCK MIDSTREAM	-611.	-611.	
WILLIAMS PARTNERS	-1,352.	-1,352.	
ICAHN ENTERPRISES	530.	530.	
TESORO LOGISTICS	-806.	-806.	
MPLX LP	-620.	-620.	
BOARDWALK PIPELINE PARTNERS	-835.	-835.	
MARKWEST ENERGY PARTNERS	-3,936.	-3,936.	
ENBRIDGE ENERGY PARTNERS	-7,051.	-7,051.	
EL PASO PARTNERS	-1,001.	-1,001.	
COPANO ENERGY	-519.	-519.	
KKR FINANCIAL HOLDINGS	3,323.	3,323.	
FORTRESS INVESTMENT GROUP	1,521.	1,521.	
KKR & CO LP	1,936.	1,936.	
PHILLIPS 66 PARTNERS LP	-342.	-342.	
THE CARLYLE GROUP	1,712.	1,712.	

AP ALTERNATIVE ASSETS
CVR REFINING

-20.
1,350.

-20.
1,350.

TOTAL TO FORM 990-PF, PART I, LINE 11

285,945.
285,945.

FORM 990-PF

LEGAL FEES

STATEMENT

3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUANE MORRIS LEGAL & ACCTG FEES	36,343.	18,172.		18,171.
TO FM 990-PF, PG 1, LN 16A	36,343.	18,172.		18,171.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CREDIT SUISSE	4,840.	4,840.		0.
TO FORM 990-PF, PG 1, LN 16B	4,840.	4,840.		0.

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
PNC ADVISORS	2,000.	2,000.		0.
BANK WIRE FEES	75.	75.		0.
INVESTMENT ADVISORY FEES	47,709.	47,709.		0.
DUANE MORRIS ADMINISTRATION FEES	90,000.	0.		81,000.
TO FORM 990-PF, PG 1, LN 16C	139,784.	49,784.		81,000.

FORM 990-PF	TAXES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	10,257.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,257.	0.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	2,000.	0.		2,000.
TO FORM 990-PF, PG 1, LN 23	2,000.	0.		2,000.

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
BLACKROCK LOW DURATION	1,063,842.	1,143,487.		
ADAMS HARKNESS SMALL CAP GROWTH	109,792.	179,910.		
BARON GROWTH	94,388.	193,389.		
DFA EMERGING MARKETS CORE EQ I	146,535.	260,881.		
DFA INTL SMALL CAP VALUE	309,918.	395,012.		
DFA INTL VALUE	643,267.	666,785.		
DFA ONE YEAR FIXED INCOME	1,274,764.	1,279,316.		
DFA US LARGE CAP VALUE	202,667.	429,471.		
DFA US MICRO CAP I	196,967.	280,100.		
DFA US SMALL CAP VALUE	189,568.	369,915.		
DODGE & COX STOCK	169,133.	300,555.		
FIRST EAGLE OVERSEAS CL I	266,366.	404,175.		
HOTCHKIS & WILEY LARGE CAP VALUE	219,944.	298,284.		
HOTCHKIS & WILEY MID CAP VALUE	229,839.	503,369.		
JANUS OVERSEAS	212,349.	332,158.		
JANUS FD I SHARES	144,887.	286,150.		
MORGAN STANLEY INSTL EMERGING MKTS	210,542.	273,247.		
MORGAN STANLEY INTL EQUITY	358,041.	428,165.		
ROYCE OPPORTUNITY	210,845.	370,548.		
THIRD AVENUE INTL VALUE	263,113.	310,113.		
TURNER LARGE GROWTH	0.	0.		

WESTCORE INTL SM CAP	142,777.	274,135.
WESTCORE MID CAP VALUE	231,355.	438,701.
WESTCORE MIDCO GROWTH	237,014.	317,803.
WILLIAM BLAIR INTL GROWTH	279,674.	383,009.
WILLIAM BLAIR INTL SMALL CAP	167,948.	252,185.
WILLIAM BLAIR LARGE CAP GROWTH	212,070.	332,847.
WILLIAM BLAIR MID CAP GROWTH	224,371.	343,667.
FEDERATED GOVT ULTRASHORT	654,845.	652,842.
METROPOLITAN WEST TOTAL RETURN	958,357.	1,075,621.
DFA SHORT-TERM GOVERNMENT	673,629.	661,118.
THORNBURG INT'L VALUE	304,312.	395,350.
WILLIAM BLAIR SMALL CAP GROWTH	123,752.	178,620.
IVY MID CAP GROWTH I	220,714.	297,868.
DFA GLOBAL REAL ESTATE SECS	256,143.	278,401.
E.I.I. GLOBAL PROP INST'L	210,105.	237,933.
RS GLOBAL NATURAL RESOURCES	218,203.	210,847.
MAINSTAY MARKETFIELD FUND CL P	250,029.	254,963.
AIP MULTI STRATEGY FUND	850,000.	862,306.
WILLIAMS COS INC COM	31,901.	34,713.
FIFTH ST FIN CORP	46,846.	46,250.
KKR FINL HLDGS COM	87,505.	109,710.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,898,317.	16,343,919.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BOARDWALK PIPELINE PARTNERS	COST	11,254.	12,760.
COPANO ENERGY, LLC	COST	0.	0.
EQT MIDSTREAM PARTNERS	COST	27,240.	70,548.
EL PASO PIPELINE PARTNERS	COST	22,183.	27,000.
ENBRIDGE ENERGY PARTNERS	COST	15,843.	26,883.
ENERGY TRANSFER EQUITY	COST	10,006.	24,522.
ENERGY TRANSFER PARTNERS	COST	14,144.	22,900.
ENTERPRISE PRODUCTS PARTNERS	COST	31,426.	49,725.
FORTRESS INVESTMENT GROUP LLC	COST	21,070.	42,800.
CRESTWOOD MIDSTREAM LP	COST	18,804.	24,890.
ICAHN ENTERPRISES LP	COST	0.	0.
KKR FINANCIAL HLDGS LLC	COST	134,588.	60,950.
KINDER MORGAN MANAGEMENT	COST	0.	0.
KKR & CO	COST	18,882.	30,425.
MPLX LP	COST	30,155.	50,286.
MARKWEST ENERGY	COST	15,001.	26,915.
ROSE ROCK MIDSTREAM	COST	13,285.	23,220.
TESORO LOGISTICS	COST	15,202.	26,170.
WILLIAMS PARTNERS LP	COST	0.	0.
PHILLIPS 66 PARTNERS	COST	30,813.	40,813.
THE CARLYLE GROUP	COST	33,316.	42,744.
AP ALTERNATIVE ASSETS	COST	42,517.	43,990.

CVR REFINING	COST	33,582.	26,692.
TOTAL TO FORM 990-PF, PART II, LINE 13		539,311.	674,233.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
WP REAL ESTATE FUND III	21,802.	20,029.	91,643.
LLR EQUITY PARTNERS II	490,978.	320,629.	334.
LUBERT-ADLER RE FUND IV	499,939.	433,036.	595,865.
LBC CREDIT PARTNERS, LP	85,771.	50,982.	41,731.
LUBERT-ADLER RE FUND V, L.P.	170,873.	162,902.	240,675.
LBC CREDIT PARTNERS II, LP	321,187.	168,503.	153,639.
LLR EQUITY PARTNERS III, LP	301,049.	315,637.	324,817.
VERSA CAPITAL FUND II, LP	379,150.	374,382.	393,774.
LLR III CAYMANS, LP	31,198.	31,192.	79,932.
LLR EQUITY PARTNERS IV, LP	-431.	-10,581.	0.
TO FORM 990-PF, PART II, LINE 15	2,301,516.	1,866,711.	1,922,410.

Recipient's Name and Address:
T/U/W OF HENRY DOLFINGER
THE DOLFINGER MCMAHON

Account Number: 2QN-006854

Recipient's Identification
Number 23-6207346

**2013 TAX and
YEAR-END STATEMENT**
As of 01/27/2014

IMPORTANT MESSAGE: We send tax statements when information is finalized by securities issuers. If information is pending from issuers, you and members of your household may receive tax statement(s) at different times. Tax statement mailings will occur by January 31, February 18, February 28 and March 17, depending on when final information for your account is received from issuers. If you have any questions, please visit mytaxhandbook.com.

Summary Of Transactions We Do Not Report To The IRS (See instructions for additional information)

	Amount
Non-Reportable Transactions	
Partnership Cash Distributions	29,593.20
Advisory Fees	(4,839.84)

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b, or 9)

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Disposition Transaction	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds		Cost or Other Basis (Box 3)	Adjustments		Realized Gain or Loss (Loss)
				Less Commissions and Option Premiums (Box 2a)	(Box 2a)		Wash Sale Loss (Box 5)	0=Option Premium	

Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b)

Description (Box 8): KINDER MORGAN MGMT L LC SHS CUSIP: 49455U100

CASH IN LIEU	FIRST IN FIRST OUT	572	08/08/2012	02/14/2013	47.20	40.59			6.60
CASH IN LIEU	FIRST IN FIRST OUT	022	08/08/2012	05/15/2013	1.96	1.59			0.37
SELL	LAST IN FIRST OUT	826	08/08/2012	07/23/2013	69,187.41	57,738.17			11,449.24
SECURITY TOTAL					69,236.57	57,780.35			11,456.21
Short-Term Covered Total					69,236.57	57,780.35			11,456.21
Covered Total					69,236.57	57,780.35			11,456.21

Recipient's Name and Address:

T/U/W OF HENRY DOLFINGER
THE DOLFINGER MCMAHON

Account Number: 2QN-006854

Recipient's Identification
Number: 23-6207346

**2013 TAX and
YEAR-END STATEMENT
As of 01/27/2014**

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)
(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium	Realized Gain or Loss
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Short-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part I, with Box B checked.

Noncovered (Box 6a)

Description (Box 8): COPANO ENERGY L L C COM UNITS

SELL	LAST IN FIRST OUT	300	10/31/2012	02/01/2013	11,511.12	9,339.00		2,172.12
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CUSIP: 217202100

Description (Box 8): ICAHN ENTERPRISES L P DEPOSITARY UNIT

SELL	LAST IN FIRST OUT	021	09/10/2012	01/17/2013	1.30	0.91		0.39
Wash sale 46 day(s) added to holding period								
SELL	LAST IN FIRST OUT	114.782	09/10/2012	01/17/2013	6,901.04	4,552.60		2,348.44
SELL	LAST IN FIRST OUT	201.195	09/17/2012	01/17/2013	12,096.40	8,171.98		3,924.42
SALE DATE TOTAL		315.998	VARIOUS	01/17/2013	18,998.74	12,725.49		6,273.25
SELL	LAST IN FIRST OUT	25.608	07/31/2012	01/23/2013	1,537.62	976.24		561.38
SELL	LAST IN FIRST OUT	86.391	09/10/2012	01/23/2013	5,187.15	3,426.52		1,760.63
SALE DATE TOTAL		111.999	VARIOUS	01/23/2013	6,724.77	4,402.76		2,322.01
SELL	LAST IN FIRST OUT	195	07/31/2012	01/24/2013	12,255.53	7,433.65		4,821.88
SELL	LAST IN FIRST OUT	223.691	07/16/2012	01/25/2013	14,164.54	9,263.29		4,901.25
SELL	LAST IN FIRST OUT	184.308	07/31/2012	01/25/2013	11,670.71	7,026.07		4,644.64
SALE DATE TOTAL		407.999	VARIOUS	01/25/2013	25,835.25	16,289.36		9,545.89
SELL	LAST IN FIRST OUT	181	07/16/2012	01/28/2013	11,467.99	7,495.38		3,972.61
SELL	LAST IN FIRST OUT	150	03/19/2013	10/24/2013	14,853.15	8,724.09		6,129.06
SELL	LAST IN FIRST OUT	350	03/19/2013	11/05/2013	40,253.85	20,356.21		19,897.64

CUSIP: 451100101

Recipient's Name and Address:
TJ/W OF HENRY DOLFINGER
THE DOLFINGER MCMAHON

Account Number: 2QN-006854

Recipient's Identification
Number: 23-6207346

2013 TAX and
YEAR-END STATEMENT
As of 01/27/2014

2013 Form 1099-B Proceeds from Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)
(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium (Loss)	Realized Gain or (Loss)
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Short-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part I, with Box B checked.

Noncovered (Box 6a) (continued)

Description (Box 8): ICAHN ENTERPRISES L P DEPOSITARY UNIT

CUSIP: 451100101 (continued)

SECURITY TOTAL 130,389.28 77,426.94 52,962.34

Description (Box 8): MARKWEST ENERGY PART NERS L P UNIT LTD PA RTNERSHIP INT

CUSIP: 570759100

SELL	LAST IN FIRST OUT	93	08/15/2012	03/25/2013	5,753.34	4,704.87		1,048.47
SELL	LAST IN FIRST OUT	314	12/06/2012	03/25/2013	19,425.27	15,740.19		3,685.08
SALE DATE TOTAL		407	VARIOUS	03/25/2013	25,178.61	20,445.06		4,733.55

Description (Box 8): WILLIAMS PARTNERS L P COM UNIT LTD PARTN ERSHIP INT

CUSIP: 96950F104

SELL	LAST IN FIRST OUT	500	08/08/2012	07/23/2013	26,458.60	25,390.00		1,068.60
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Short-Term Noncovered Total 193,537.61 132,601.00 60,936.61

Noncovered Total 193,537.61 132,601.00 60,936.61

Total 262,774.18 190,381.35 72,392.82

IRS Form 1099-B - Proceeds from Broker and Barter Exchange Transactions

The amounts in this section of your Tax Information Statement reflect proceeds from securities transactions such as sales, redemptions, tender offers, return of principal distributions, the option premium portion of reverse convertibles and bond maturities. Short-term and long-term transactions are segregated in your 1099-B form in a format comparable to IRS Form 8949, for dispositions of covered and noncovered securities. Since your financial organization subscribes to our premium Tax and Year-End Statement, the date of acquisition, cost or other basis, type of gain or loss (long-term or short-term) and whether any loss is disallowed due to a wash sale for both covered and noncovered securities transactions will be displayed when available. Please note that such detail for noncovered transactions is not reported to the IRS.

Type of Gain or Loss (Box 1e). The section headings within the 1099-B indicate the type of gain or loss for the transactions, short-term or long-term.

Covered (b) or Noncovered (a) Security (Box 6). The section headings within the 1099-B indicate whether your security transaction is or is not a covered security under the IRS cost basis reporting program.

Description (Box 8). Shows a brief description of the item or service for which the proceeds are being reported.

CUSIP. Broker transactions may show the Committee on Uniform Security Identification Procedures (CUSIP) number of the item reported.

Disposition Transaction. This column will denote the type of transaction, for example "SELL."

Disposition Method. The method used to select the lot will be displayed as, for example, first-in first-out (FIFO). Please refer to the Client Service Information Section in your brokerage account statement for your account's existing tax-lot disposition method.

Quantity (Box 1e). The number of shares included in the sale or exchange for the lot reported. If fractional shares are part of the disposition, those shares will be displayed to three decimal places.



2013 TAX REPORTING STATEMENT

T/U/W OF HENRY DOLFINGER
Account No 672-572470 Customer Service 215-979-1600
Recipient ID No 23-6207346 Payer's Fed ID Number 04-3523567

FORM 1099-B*

2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I

(This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld	15 State Tax Withheld
DFA US SMALL CAP VALUE PRF INSTL, DFSVX, 233203819										
Sale	04/23/13	03/08/13	1 972	56 75	57 95	-1.20				
METROPOLITAN WEST TOTAL RETURN CLASS I, MWITX, 592905509										
Sale	11/13/13	04/23/13	4,555.606	48,554 19	50,000 00	-1,445 81				
TURNER LARGE GROWTH INSTL CL, TTMEX, 900297847										
Sale	11/04/13	12/21/12	148 849	2,308 49	1,857 63	450.86				
TOTALS				50,919.43	51,915.58					0.00
Box A Short-Term Realized Gain						450.86				
Box A Short-Term Realized Loss						-1,447.01				
Box A Wash Sale Loss Disallowed							0.00			

(976.15)

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2013 TAX REPORTING STATEMENT

T/U/W OF HENRY DOLFINGER
Account No 672-572470 Customer Service 215-979-1600
Recipient ID No 23-6207346 Payer's Fed ID Number 04-3523567

FORM 1099-B*

2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis is reported to the IRS --report on Form 8949 with Box D checked and/or Schedule D, Part II

(This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP									
Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld
DFA US LARGE CAP VALUE PRTF INSTL, DFLVX, 233203827									
Sale	04/23/13	03/08/12	82 430	2,124 16	1,745 86	378 30			
Sale	11/13/13	06/08/12	128 719	3,894 67	2,549 93	1,344 74			
Sale	11/13/13	09/10/12	113 873	3,445 47	2,510 90	934 57			
Subtotals				9,464.30	6,806.69				
DFA US SMALL CAP VALUE PRTF INSTL, DFSVX, 233203819									
Sale	11/13/13	06/08/12	42 369	1,488 42	1,019 83	468 59			
DODGE & COX STOCK, DODGX, 256219106									
Sale	11/13/13	02/01/12	327 740	53,041 49	35,731 73	17,309 76			
Sale	11/13/13	03/27/12	9 348	1,512 88	1,076 99	435 89			
Sale	11/13/13	09/25/12	7 024	1,136 77	837 05	299 72			
Subtotals				55,691.14	37,645.77				
METROPOLITAN WEST TOTAL RETURN CLASS I, MWTIX, 592905509									
Sale	11/13/13	02/01/12	8,727 696	93,020 81	91,743 38	1,277 43			
ROYCE OPPORTUNITY FUND INVEST CLASS, RYPNX, 780905832									
Sale	11/13/13	08/01/12	8,908 755	144,475 00	97,566 11	46,908 89			
TOTALS				304,139.67	234,781.78				0.00
Box D Long-Term Realized Gain						69,357.89			
Box D Long-Term Realized Loss						0.00			
Box D Wash Sale Loss Disallowed									0.00

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2013 TAX REPORTING STATEMENT

T/U/W OF HENRY DOLFINGER

Account No 672-572470 Customer Service 215-979-1600

Recipient ID No 23-6207346 Payer's Fed ID Number 04-3523567

FORM 1099-B*

2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II

(This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP										
Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld	15 State Tax Withheld
ADAMS HARKNESS SMALL CAP GROWTH FUND, ASCGX, 349903229										
Sale	11/13/13	08/28/08	2,218.274	43,700.00	27,661.88	16,038.12				
BARON GROWTH FUND INSTL CLASS, BGRIX, 068278704										
Sale	04/23/13	09/17/10	313.668	19,055.06	13,578.75	5,476.31				
Sale	04/23/13	11/29/11	97.449	5,919.94	4,821.77	1,098.17				
Sale	11/13/13	07/08/99	1,380.630	99,834.55	42,233.47	57,601.08				
Sale	11/13/13	09/17/10	1,355.819	98,040.45	58,693.68	39,346.77				
Subtotals				222,850.00	119,327.67					
DFA GLOBAL REAL ESTATE SEC PORTFOLIO, DFGEX, 23320G554										
Sale	04/23/13	01/31/11	2,982.107	29,975.00	24,127.48	5,847.52				
DFA INT'L SMALL CAP VALUE, DISVX, 233203736										
Sale	04/23/13	08/02/06	873.381	14,974.73	16,908.10	-1,933.37				
Sale	04/23/13	12/19/07	73.303	1,256.83	1,389.10	-132.27				
Sale	04/23/13	12/19/07	73.303	1,256.83	1,389.10	-132.27				
Sale	04/23/13	12/19/07	597.084	10,237.42	11,314.74	-1,077.32				
Sale	04/23/13	06/10/08	131.181	2,249.19	2,418.98	-169.79				
Subtotals				29,975.00	33,420.02					
DFA INTERNATIONAL VALUE PRTF INSTL, DFIVX, 25434D203										
Sale	11/13/13	10/26/06	5,657.663	109,001.51	124,828.85	-15,827.34	536.73			
Sale	11/13/13	12/18/06	2.645	50.96	60.49	-9.53				
Sale	11/13/13	12/18/06	437.767	8,434.09	10,011.74	-1,577.65				
Sale	11/13/13	12/18/06	166.642	3,210.55	3,811.11	-600.56				

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02/23/2014 9001089408

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2013 TAX REPORTING STATEMENT

T/U/W OF HENRY DOLFINGER
Account No 672-572470 Customer Service 215-979-1600
Recipient ID No 23-6207346 Payer's Fed ID Number 04-3523567

FORM 1099-B*

2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II

(This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP		1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	6 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld	15 State Tax Withheld
DFA INTERNATIONAL VALUE PRTF INSTL, DFIVX, 25434D203											
Sale	11/13/13	01/30/07		244 502	4,710 62	5,747 39	-1,036 77				
Sale	11/13/13	03/08/07		20 724	399 27	485 56	-86 29				
Subtotals					125,807.00	144,945.14		536.73			
DFA US LARGE CAP VALUE PRTF INSTL, DFLVX, 233203827											
Sale	04/23/13	12/18/00		2,057 993	53,032 94	32,619 19	20,413 75				
Sale	04/23/13	12/13/11		186 963	4,817 90	3,466.29	1,351 61				
Sale	11/13/13	03/08/00		700 491	21,194 87	10,920 66	10,274 21				
Sale	11/13/13	12/18/00		4,846 785	146,649 94	76,821 54	69,828 40				
Sale	11/13/13	12/17/01		2,817 236	85,241 55	42,004 99	43,236 56				
Sale	11/13/13	09/09/03		193 293	5,848 50	2,951 58	2,896 92				
Subtotals					316,785.70	168,784.25					
DFA US MICRO CAP PRTF INSTL, DFSCX, 233203504											
Sale	04/23/13	02/18/04		1,250 363	19,893 38	17,898 44	1,994 94				
Sale	04/23/13	03/08/11		5 130	81 62	74 23	7 39				
Subtotals					19,975.00	17,972.67					
DFA US SMALL CAP VALUE PRTF INSTL, DFSVX, 233203819											
Sale	04/23/13	01/04/00		990 317	28,499 35	17,781 99	10,717 36				
Sale	04/23/13	12/17/01		803 326	23,118 12	14,684 80	8,433 32				
Sale	04/23/13	12/13/11		53 362	1,535 65	1,189 43	346 22				
Sale	04/23/13	12/13/11		235 080	6,765 13	5,239 93	1,525 20				

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2013 TAX REPORTING STATEMENT

T/U/W OF HENRY DOLFINGER
Account No. 672-572470 Customer Service 215-979-1600
Recipient ID No 23-6207346 Payer's Fed ID Number 04-3523567

FORM 1099-B*

2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II

(This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld	16 State Tax Withheld
DFA US SMALL CAP VALUE PRFT INSTL, DFSVX, 233203819										
Sale	11/13/13	01/04/00	401.986	14,121.77	7,218.01	6,903.76				
Sale	11/13/13	12/18/00	2,054.222	72,164.81	36,133.77	36,031.04				
Subtotals				146,204.83	82,247.93					
DODGE & COX STOCK, DODGX, 256219106										
Sale	11/13/13	03/28/11	5.623	910.03	634.27	275.76				
Sale	11/13/13	06/27/11	7.253	1,173.83	795.65	378.18				
Subtotals				2,083.86	1,429.92					
HOTCHKIS & WILEY LARGE CAP VALUE CL I, HWLIX, 44134R503										
Sale	04/23/13	05/06/04	1,481.481	29,975.00	28,461.08	1,513.92				
Sale	11/13/13	05/06/04	1,458.774	34,475.00	28,024.85	6,450.15				
Subtotals				64,450.00	56,485.93					
HOTCHKIS & WILEY MIDCAP VALUE CL I, HWMIX, 44134R800										
Sale	04/23/13	12/21/07	930.580	30,587.91	19,318.85	11,269.06				
Sale	04/23/13	12/21/07	777.954	25,571.14	16,150.33	9,420.81				
Sale	04/23/13	12/17/10	73.785	2,425.29	1,705.90	719.39				
Sale	04/23/13	01/31/11	629.677	20,697.31	15,115.40	5,581.91				
Sale	04/23/13	12/16/11	21.094	693.35	440.24	253.11				
Sale	11/13/13	08/04/03	1,488.941	58,520.62	27,668.36	30,852.26				
Sale	11/13/13	12/21/07	184.081	7,235.03	3,821.52	3,413.51				
Sale	11/13/13	12/21/07	2,185.233	85,887.35	45,365.44	40,521.91				
Subtotals				231,618.00	129,586.04					

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2013 TAX REPORTING STATEMENT

T/U/W OF HENRY DOLFINGER
Account No 672-572470 Customer Service 215-979-1600
Recipient ID No. 23-6207346 Payer's Fed ID Number 04-3523567

FORM 1099-B*

2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
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Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld
IVY MID CAP GROWTH CL I, IYMIX, 466001609									
Sale	04/23/13	01/31/11	1,699 029	34,975 00	30,278 99	4,696 01			
Sale	11/13/13	01/31/11	1,910 984	46,775 00	34,056 31	12,718 69			
Subtotals				81,750.00	64,335.30				
JANUS FUND CLASS I, JGROX, 47103C688									
Sale	11/13/13	08/04/03	3,198 585	126,575 00	65,773 09	60,801 91			
MORGAN STA INST INC INTL EQUITY CLASS I, MSIQX, 61744J408									
Sale	04/23/13	05/03/02	2,605 863	39,975 00	43,705 96	-3,730 96			
THIRD AVENUE INTL VALUE INSTL CLASS, TAVIX, 884116500									
Sale	04/23/13	12/19/07	1,058 326	19,300 88	19,335 62	-34 74			
Sale	04/23/13	12/19/07	36 964	674 12	675 33	-1 21			
Subtotals				19,975.00	20,010.95				
TURNER LARGE GROWTH INSTL CL, TTMEEX, 900297847									
Sale	11/04/13	11/29/07	23,316 544	361,615.30	343,699.87	17,915 43			
Sale	11/04/13	12/30/08	280 736	4,353 92	2,113 94	2,239 98			
Sale	11/04/13	12/30/09	164 425	2,550 06	1,746 19	803 87			
Sale	11/04/13	12/30/10	69 957	1,084.96	835 29	249 67			
Subtotals				369,604.24	348,395.29				
WESTCORE MID CAP VALUE DIVIDEND FUND, WTMCMX, 957904584									
Sale	11/13/13	05/03/02	865 801	22,000 00	11,757 58	10,242 42			
Sale	04/23/13	05/03/02	2,239 604	50,435 87	30,413 82	20,022 05			

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2013 TAX REPORTING STATEMENT

T/J/W OF HENRY DOLFINGER
Account No 672-572470 Customer Service 215-979-1600
Recipient ID No 23-6207346 Payer's Fed ID Number 04-3523567

FORM 1099-B*

2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II

(This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP									
Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc. (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	15 State Tax Withheld
WESTCORE MID CAP VALUE DIVIDEND FUND, WTMGX, 957904584									
Sale	04/23/13	12/28/11	202 670	4,564 13	3,650 08	914 05			
Subtotals				77,000.00	45,821.48				
WESTCORE MIDCO GROWTH, WTMGX, 957904717									
Sale	11/13/13	02/10/03	4,974 202	42,429 94	23,030 56	19,399 38			
Sale	11/13/13	12/28/11	3,032.832	25,870 06	17,742.07	8,127 99			
Subtotals				68,300.00	40,772.63				
WILLIAM BLAIR INTL SMALL CAP CL I, WISIX, 093001188									
Sale	04/23/13	08/02/06	1,647.956	23,887.93	19,699 64	4,188.29			
Sale	04/23/13	12/16/10	74 994	1,087 07	972 67	114 40			
Subtotals				24,975.00	20,672.31				
WILLIAM BLAIR LARGE CAP GROWTH CL I, LCGFX, 093001543									
Sale	11/13/13	08/31/05	12,267 718	128,663 56	77,450 47	51,213 09			
Sale	11/13/13	12/16/11	96 438	1,011 44	658 67	352 77			
Subtotals				129,675.00	78,109.14				
WILLIAM BLAIR SMALL CAP FD CLASS I, WBSIX, 093001485									
Sale	11/13/13	09/17/10	1,513 900	54,975 00	30,615.87	24,359 13			
TOTALS				2,226,228.63	1,564,200.95				0.00
				Box E Long-Term Realized Gain			688,377.75		
				Box E Long-Term Realized Loss			-26,350.07		
				Box E Wash Sale Loss Disallowed			536.73		

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02/23/2014 9001089408

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Pages 8 of 22

DOLFINGER-McMAHON FOUNDATION

2013 GRANTS

<u>Grantee Organization/ Address</u>	<u>Project Title</u>	<u>Grant Amount</u>
Abington Friends School 575 Washington Lane Jenkintown, PA 19046	Funding to develop a design plan for Phase II of 'AFS Outside'	\$15,000 00
Academy of Natural Sciences of Philadelphia 1900 Benjamin Franklin Parkway Philadelphia, PA 19103	\$17,700 support to design and construct two Discovery Carts \$10,000 funding to upgrade Outside In, a hands-on discovery center exhibit	\$27,700 00
Academy of Vocal Arts 1920 Spruce Street Philadelphia, PA 19103	Seed funding of new program bringing vocal performances to senior centers by Resident Artists	\$1,500 00
Acting Without Boundaries 735 E Haverford Road Bryn Mawr, PA 19010	Support for the production of 'Oliver' for children and young adults with physical disabilities	\$1,000 00
Adoption Center of Delaware Valley 1500 Walnut Street Suite 701 Philadelphia, PA 19102	Funding to expand adoption opportunities through the LGBT Initiative	\$1,000 00
Adults with Developmental Disabilities 261 Old York Road Suite A-50 Jenkintown, PA 19046	Support for the Social Services for Greater Independence Program	\$1,000 00
The African American Museum in Philadelphia 701 Arch Street Philadelphia, PA 19106	Funding to pilot American Sign Language (ASL) tours for deaf and hearing impaired visitors	\$2,000 00
After School Activities Partnerships/ASAP 1520 Locust Street Suite 1104 Philadelphia, PA 19102	Funding for 10 afterschool Scrabble clubs	\$1,500 00
Aid for Friends 12271 Townsend Road Philadelphia, PA 19154-1204	Support the mission of providing food and friendship to those in need	\$2,500 00
Allens Lane Art Center 601 West Allens Lane Philadelphia, PA 19119	Support for the Arts Education for Disadvantaged and Homeless Children program	\$1,000 00
Alpha Pregnancy Services 1601 Lombard Street Philadelphia, PA 19146	Funding for Volunteer Coordinator, a part-time position to oversee the work of volunteers	\$4,000 00
American Civil Liberties Foundation of Pennsylvania P O Box 40008 Philadelphia, PA 19106	Support for the Clara Bell Duvall Incarcerated Women Project	\$1,500 00
American Red Cross Southeastern PA Chapter 2221 Chestnut Streets Philadelphia, PA 19103	Continued funding for the Red Cross Club program for the 2012/2013 school year (matching challenge)	\$2,500 00
ARC Alliance Advocacy Services 3075 Ridge Pike Eagleville, PA 19403	Funding to enable the agency to support guardianship services	\$5,000 00
ARC Alliance Children's Services 3075 Ridge Pike Eagleville, PA 19403	Funding for the expansion of the Fathers Support Group	\$3,500 00

The ARC Alliance Foundation 3075 Ridge Pike Eagleville, PA 19403	Funding to assist individuals transitioning from high school and home into an office vocational setting	\$4,000 00
The Arc Alliance 3075 Ridge Pike Eagleville, PA 19403	Funding to update obsolete billing and tracking software (parent company)	\$5,000 00
The ARC of Delaware County 740 S Chester Road Suite G Swarthmore, PA 19081	Support for the 2013-2014 year of the Inclusion for Life Project	\$1,000 00
Arden Theatre Company 40 N 2nd Street Philadelphia, PA 19106	Support for the production of Incorruptible, a play by Michael Hollinger	\$3,000 00
Arthur Ross Gallery 3451 Walnut Street Philadelphia, PA 19104	Funding to continue and expand Engaging Minds through Art, a school outreach program	\$3,500 00
Artreach, Inc 1819 JFK Boulevard Suite 200 Philadelphia, PA 19103	Funding to pilot a customized training program for area museums to promote touch tours and access to museums for blind and visually impaired patrons	\$1,500 00
Arts & Business Council of Greater Philadelphia 200 South Broad Street Suite 700 Philadelphia, PA 19102	Support for three board members from community based organizations to participate in the 2014 Business On Board class	\$1,000 00
Asian Americans United 1023 Callowhill Street Philadelphia, PA 19123	Support for the 2013 AAU Summer Program	\$1,000 00
Asian Arts Initiative 1219 Vine Street Philadelphia, PA 19107	Support for the Youth Arts Workshop for 2013-2014	\$1,000 00
Associated Services For The Blind, Inc 919 Walnut Street Philadelphia, PA 19107	Support for vision disability services to the Latino population	\$3,000 00
The Atlantic Coast Opera Festival 2028 South 17th Street Suite 11 Philadelphia, PA 19145	Funding to underwrite venue costs for the performances of the Cavalleria Rusticana/Joseph Beer gala concert	\$1,000 00
Audubon Pennsylvania John James Audubon Center at Mill Grove 1201 Pawlings Road Audubon, PA 19403	Continued funding for multifaceted education programs	\$2,500 00
Awbury Arboretum Association The Francis Cope House One Awbury Road Philadelphia, PA 19138	Support for the Teen Leadership Corps program	\$1,250 00
Back on My Feet Philadelphia 100 South Broad Street Suite 1400 Philadelphia, PA 19110	Funding for NEXT STEPS, a road map program for an independent lifestyle	\$1,000 00
BalletX P O Box 22713 Philadelphia, PA 19110	Funding for Dance eXchange, a new outreach initiative	\$2,500.00
The Barnes Foundation 2025 Benjamin Franklin Parkway Philadelphia, PA 19130	Support of educational programming for one special exhibition each year	\$25,000 00
Bartram's Garden 54th Street and Lindbergh Boulevard Philadelphia, PA 19143	Support for a new health and science program in collaboration with the community farm	\$2,500 00
Bebashi, Inc 1217 Spring Garden Street 1st Floor Philadelphia, PA 19123	Support for 50% of salary of the Community Engagement Specialist for the Second Helping Emergency Food Cupboard	\$2,500 00
Bestwork Industries for the Blind, Inc 801 East Clements Bridge Road Runnemede, NJ 08078	Continued support for the Philadelphia Employment Services for the Blind Program	\$1,250 00

Bethesda Project 1630 South Street Philadelphia, PA 19146	Funding to equip six sites with a vacuum as well as new shelving and footlocker system at My Brother's House	\$2,000 00
Big Picture Philadelphia 126 W Dauphin Street Philadelphia, PA 19133	Support for the Post-Secondary Support Services at El Centro de Estudiantes	\$1,000 00
Boys & Girls Club of Chester 201 East 7th Street Chester, PA 19013	Funding to purchase Apple desktop computers and server to augment academic and technology programs	\$2,500 00
Boys & Girls Clubs of Philadelphia 1518 Walnut Street Suite 712 Philadelphia, PA 19102	Funding for Literacy Initiative for at-risk youth	\$2,500 00
Boys' Latin of Philadelphia Charter School 5501 Cedar Avenue Philadelphia, PA 19143	Funding for the Inveniam Viam STEM initiative	\$5,000 00
Breakthrough of Greater Philadelphia 34 West Coulter Street Philadelphia, PA 19144	Support for the 'Let's Get Ready' summer SAT prep program for 11th graders	\$3,000 00
buildOn, Inc 1818 Market Street Suite 2620 Philadelphia, PA 19103	Funding for after-school programming in summer 2013	\$2,000 00
Byerschool Foundation 1926 Arch Street Suite 3F Philadelphia, PA 19103	Support for Beyond 12 Alumni Tracking Database	\$2,000 00
CADE KIDS 128 Chestnut Street Suite 302 Philadelphia, PA 19106	Continuing support for the Changing Attitudes, Decisions and Environments for Kids ('CADE Kids') Program	\$6,000 00
Calcutta House 1601 West Girard Avenue Philadelphia, PA 19130	Support of housing and supportive services for homeless adults with AIDS	\$2,000 00
Camden City Garden Club, Inc 3 Riverside Drive Camden, NJ 08103	Seed money to develop a Mobile Market for Camden	\$2,500 00
The Career Wardrobe 21 South 12th Street Suite 110 Philadelphia, PA 19107	Continued support for the Dressing and Image Consultation Program	\$2,500 00
CASA of Philadelphia County 1940 Brandywine Street Philadelphia, PA 19130	Funding to recruit, train and support community volunteers to advocate on behalf of abused and neglected children	\$2,000 00
Center City District Foundation 660 Chestnut Street Philadelphia, PA 19106	Funding for expanded programming at Sister Cities Park by transforming the pond into an all-season activity space	\$5,000 00
The Center for Autism 3905 Ford Road Suite 6 Philadelphia, PA 19131	Funding for new Saturday treatment program for adolescents with autism	\$1,000 00
The Center for Emerging Visual Artists 237 South 18th Street Suite 3A Philadelphia, PA 19103	Support for the expanded Direct Dialogue and Artist's Talks series	\$1,000 00
Center for Environmental Transformation 1729 Ferry Avenue Camden, NJ 08104	Funding to expand programs into local schools (Camden) through FoodCorps	\$1,000 00
The Center for Grieving Children 3300 Henry Avenue Suite 110 Philadelphia, PA 19129	Support for the Community Grief and Trauma Initiative	\$2,000 00
Center in the Park 5818 Germantown Avenue Philadelphia, PA 19144	Continued funding for the annual Volunteer Recognition Event	\$1,500 00

The Center School 2450 Hamilton Avenue Abington, PA 19001	Funding to expand scholarship funds for students in the summer reading program	\$1,500 00
Chester Children's Chorus Swarthmore College 500 College Avenue Swarthmore, PA 19081	Funding for Improvisation 101 Introduction to Drama as part of the summer learning program	\$1,000.00
Chester County Futures 704 Haywood Drive Exton, PA 19341	Funding for the Passport to College program	\$1,000 00
The Chester Fund P O Box 22 Chester, PA 19016	Funding for the core instructional program 'Visual Arts'	\$1,500.00
Chestnut Hill Meals on Wheels 8765 Stenton Avenue Philadelphia, PA 19038	Continued support for two clients to receive daily meals (one year) in the subsidy program	\$1,500 00
Children's Literacy Initiative 2314 Market Street 3rd Floor Philadelphia, PA 19103	Funding for the multi-year Early Literacy Campaign (matching grant)	\$3,500 00
CHOICE 1500 Walnut Street Suite 200 Philadelphia, PA 19102	Funding for the Community Ambassador pilot program	\$1,500 00
Christ Church Preservation Trust 20 N American Street Philadelphia, PA 19106	Support for the cost of constructing an innovative structure to house, interpret and ring the original 1702 Church Bell	\$7,500 00
City Year Greater Philadelphia 2221 Chestnut Street 2nd Floor Philadelphia, PA 19103	Funding in support of the Duane Morris team delivering Whole School Whole Child at William T Tilden Middle School	\$15,000 00
The Clay Studio 139 North Second Street Philadelphia, PA 19106	Support for Claymobile's partnership with Bache-Martin School	\$3,000 00
Community College of Philadelphia 1700 Spring Garden Street Philadelphia, PA 19130	Funding for the Homeless Student Support Project	\$2,500 00
Community Legal Services, Inc 1424 Chestnut Street Philadelphia, PA 19102	Support for the Spanish Language Website Project	\$2,500 00
Community Partnership School 1936 N Judson Street Philadelphia, PA 19121	Support for space rental, honorariums, catering, etc for the 2014 Education Symposium 'Connecting the Dots Laying the Foundation to Give Children Access to Opportunities'	\$1,500 00
Connection Training Services 2243 W Allegheny Avenue Philadelphia, PA 19132	Funding for 26 light heated tables with trays for Project Greenhouse	\$2,500 00
Consumer Bankruptcy Assistance Project, Inc 42 South 15th Street 4th Floor Philadelphia, PA 19102	Continued funding for paralegal/administrative assistant staff position	\$2,500 00
Cradles to Crayons 30 Clipper Road West Conshohocken, PA 19428	Seed money funding to launch Adopt-A-School initiative	\$5,000 00
Dance Affiliates 4701 Bath Street, #46B Philadelphia, PA 19137	Support for 'Santa Around the World' pilot dance program for annual Christmas concert series	\$1,000 00
Eighteen Twelve (1812) Productions, Inc 2329 South 3rd Street Philadelphia, PA 19148	Continued funding for the 1812 Outreach in-school theatre education program for students at South Philadelphia High School, Benjamin Franklin High School, and Widener Memorial School	\$1,000 00
Enchantment Theatre Company 100 South Broad Street Suite 1318 Philadelphia, PA 19110	Continued support for the Arts in Education Program 'The Magic of Masks'	\$1,000 00

Fabric Workshop, Inc 1214 Arch Street Philadelphia, PA 19107	Continued funding for the Onsite Studio Program	\$3,500 00
Face to Face, Inc 109 E Price Street Philadelphia, PA 19144	Support of essential primary service programs for poverty-stricken residents of Germantown	\$3,000 00
Fairmount Park Conservancy 1617 John F Kennedy Boulevard Suite 1670 Philadelphia, PA 19103	Support for new Neighborhood Park Stewardship Program	\$5,000 00
Family Lives On Foundation P O Box 494 Lionville, PA 19353	Support for the annual Tradition Fulfillment Services to children and teens grieving the death of both mother and/or father (formerly known as Mommy's Light Lives on Fund)	\$1,000 00
Family Support Line of Delaware County, Inc 100 West Sixth Street Media, PA 19063	Funding for the Children's Advocacy Center	\$1,000 00
Family Support Services, Inc 201 South 69th Street Upper Darby, PA 19082	Funding for the Teenage Mothers Program	\$2,500 00
First Person Arts 100 South Broad Street Suite 2212 Philadelphia, PA 19110	Funding to expand the Applied Storytelling program	\$1,500 00
First United Methodist Church of Germantown 6001 Germantown Avenue Philadelphia, PA 19144	Funding for the After-School and Summer Career Awareness programs	\$2,000 00
Fleisher Art Memorial 719 Catharine Street Philadelphia, PA 19147	Continued support for Teen Lounge, an arts-based after-school youth development program	\$2,500 00
Food Bank of South Jersey, Inc 1501 John Tipton Boulevard Pennsauken, NJ 08110	Funding to open a new KidzPack program at Beverly YMCA, Burlington County	\$3,000 00
Frankford Friends School 1500 Orthodox Street Philadelphia, PA 19124	Funding for the innovative science curriculum 'Full Option Science System'	\$1,500 00
The Franklin Institute 222 North 20th Street Philadelphia, PA 19103	Support of PACTS and special programming for youth New Backpack Science Initiative	\$5,000 00
The Free Library of Philadelphia 1901 Vine Street Philadelphia, PA 19103	Funding for the 2013 College Prep Program	\$35,000 00
Generocity Community Alliance, Inc 42 South 15th Street Suite 900 Philadelphia, PA 19102	Funding for Philly DoGooder Video Awards	\$1,000 00
GESU School 1700 West Thompson Street Philadelphia, PA 19121	Support for the Youth Education for Tomorrow (YET) literacy program	\$2,500 00
Girard College Development Fund 2101 South College Avenue Philadelphia, PA 19121	Funding for the launch of the new 'Heroes Right Here' social studies and art curriculum	\$1,000 00
Girls Rock Philly P O Box 1512 Philadelphia, PA 19105	Support for the expansion of Barracuda Club drop-in program to a full day summer program	\$1,500 00
Global Youth United 476 Susquehanna Road Huntingdon Valley, PA 19006	Funding to sustain and develop the primary after-school program	\$1,000 00
Golden Slipper Center for Seniors 3901 Conshohocken Avenue The Pavilion Philadelphia, PA 19131	Support of the affordable lunches for low-income seniors program	\$1,000 00

Greater Philadelphia Cultural Alliance 1315 Walnut Street Suite 732 Philadelphia, PA 19107	Funding for the production of the 4th edition of Portfolio in Fall 2014	\$3,500 00
Greener Partners 260 Spring Road Malvern, PA 19355	Support for the Farm Explorer program	\$2,500 00
Habitat for Humanity of Montgomery County, PA 533 Foundry Road West Norriton, PA 19403	Funding for the Neighborhood Revitatzation Initiative (NRI) -- Hatfield Pilot Program	\$1,500 00
The Health Care Improvement Foundation, Inc Ten Penn Center 1801 Market Street Suite 710 Philadelphia, PA 19103	Support for staff planning time, honoraria, meeting costs, and related administrative expenses related to 'Improving the Emergency Department's Role in Care Transitions' project	\$8,500 00
HelpHOPELive 150 North Radnor-Chester Road Suite F-120 Radnor, PA 19087	Funding for replacement of computer network server	\$5,000 00
Historical Society of Pennsylvania 1300 Locust Street Philadelphia, PA 19107-5699	Funding (in collaboration with The Print Center) for phase 1 of The Print Center's centennial in 2015	\$1,000 00
History Making Productions, Inc 340 North 12th Street Suite 300 Philadelphia, PA 19107	Funding for the educational programming and staffing for three episodes of 'Philadelphia The Great Experiment'	\$5,000 00
IHM Center for Literacy 7341 Cottage Street Philadelphia, PA 19136	Funding to purchase student textbooks and workbooks for non-English speaking community	\$1,000 00
Independence Seaport Museum 211 South Columbus Boulevard & Walnut Street Philadelphia, PA 19106	Support for scholarship program for children to attend the Seafarin' Summer Camp	\$1,500 00
Indochinese American Council 4934-36 Old York Road Philadelphia, PA 19140	Support for developing STEM education in the after-school and summer programs	\$1,000 00
Inglis House 2600 Belmont Avenue Philadelphia, PA 19131	Continued support for the Artist in Residence Program	\$6,800 00
Institute of Contemporary Art/University of PA 118 South 36th Street Philadelphia, PA 19104	Support for educational public programming to enhance 'Jason Rhoades, Four Roads' exhibition	\$2,500 00
Inter-Faith Housing Alliance P O Box 141 Ambler, PA 19002	Continued support for the Emergency and Transitional Housing programs	\$1,500 00
International House of Philadelphia 3701 Chestnut Street Philadelphia, PA 19104	Support for the Warren Sonbert Film Retrospective	\$1,000 00
Kelly Anne Dolan Memorial Fund P O Box 556 Ambler, PA 19002	Continued support for Families With Reduced Income program for families of seriously ill children	\$2,000 00
KenCrest Centers 502 W Germantown Pike Suite 200 Plymouth Meeting, PA 19462	Funding for the Music Therapy Program at six early childhood learning centers	\$1,500 00
Kids Smiles, Inc 3751 Island Avenue Philadelphia, PA 19153	Funding for the Outreach and Education Program	\$2,500.00
Kimmel Center, Inc 1500 Walnut Street Floor 17 Philadelphia, PA 19102	Support for the development and implementation of a new programming model in the Innovation Studio	\$5,000 00

Lankenau Medical Center Foundation 100 Lancaster Avenue Wynnewood, PA 19096	Support for underwriting costs of educational materials for visitors to the Health Education Center	\$5,000 00
Legal Clinic for the Disabled, Inc 1513 Race Street Philadelphia, PA 19102	Funding to provide short-term professional fundraising counseling services	\$1,000 00
The Library Company of Philadelphia 1314 Locust Street Philadelphia, PA 19107	Support for the costs of an exhibition entitled 'That's So Gay The Not-So-Hidden History of Gayness in Early American Culture'	\$1,000 00
Little Kids Rock, Inc 271 Grove Avenue Building E2 Verona, NJ 07044	Funding to continue the modern band program in Philadelphia	\$1,500 00
Living Beyond Breast Cancer 354 West Lancaster Avenue Suite 224 Haverford, PA 19041	Support for new series of educational workshops focused on HBOC	\$3,000 00
Magee Rehabilitation Hospital Foundation 1513 Race Street Philadelphia, PA 19102	Funding to install the Art Therapy Program exhibition and reception at Philadelphia Museum of Art	\$2,000 00
Make-A-Wish Foundation of Philadelphia & Susquehanna Valley One Valley Square 512 Township Line Road, Suite 133 Blue Bell, PA 19422	Continued support for the wish-granting program which directly benefits children suffering from life-threatening illnesses and their families	\$1,000 00
The Mann Center for the Performing Arts 123 South Broad Street Suite 815 Philadelphia, PA 19109	Continued support Access the Arts youth education programs	\$5,000 00
Maternal and Child Health Consortium of Chester County 30 W Barnard Street Suite 1 West Chester, PA 19382	Continued funding for the Healthy Start program	\$1,000 00
Maternity Care Coalition 2000 Hamilton Street Suite 205 Philadelphia, PA 19130	Continuing support for the MOMobile services at Riverside Correctional Facility	\$3,000 00
Mercy Neighborhood Ministries of Philadelphia, Inc 1939 W Venango Street Philadelphia, PA 19140	Support for the Adult Education/GED program	\$1,000 00
Metropolitan Area Neighborhood Nutrition Alliance 2323 Ranstead Street Philadelphia, PA 19103	Support for nutritional education materials for individuals with diabetes	\$2,000 00
Mighty Writers, Inc 1501 Christian Street 1st Floor Philadelphia, PA 19146	Support for the free SAT prep courses in 2013	\$2,500 00
Minding Your Mind 42 West Lancaster Avenue Ardmore, PA 19003	Support for free in-school Mental Health Education Programs to middle and high school students	\$2,000 00
Monell Chemical Senses Center 3500 Market Street Philadelphia, PA 19123	Support for three students in the Science Apprentice Program	\$1,000 00
Moore College of Art & Design The Parkway at 20th Street Philadelphia, PA 19103	Continued support for 'Learning Through Photography (LTP) into schools in Philadelphia	\$3,000 00
The Moyer Foundation One Penn Center 1617 JFK Boulevard Suite 580 Philadelphia, PA 19103	Funding for Camp Erin, a weekend long camp experience combined with grief education and emotional support	\$5,000 00
Nancy's House 440 Deaver Road Wyncote, PA 19095	Funding for a respite retreat for family caregivers	\$1,000 00

National Constitution Center 525 Arch Street Independence Mall Philadelphia, PA 19106	Funding to underwrite the traveling exhibition 'Capture the Moment The Pulitzer Prize Photographs' and development of related educational programs	\$5,000 00
National Liberty Museum 321 Chestnut Street Philadelphia, PA 19106	Funding to sponsor one Philadelphia school's Young Heroes Club Outreach Program	\$3,500 00
National Museum of American Jewish History 101 South Independence Mall East Philadelphia, PA 19106	Support for the Freedom Seder Revisited program	\$1,000 00
Natural Lands Trust, Inc Hildacy Farm 1031 Palmers Mill Road Media, PA 19063	Support for an initiative to develop a mobile app for use by visitors to the preserves	\$2,000 00
Neighborhood Gardens Trust 100 North 20th Street 5th Floor Philadelphia, PA 19103	Funding for a re-designed website	\$2,000 00
Netter Center for Community Partnerships 3451 Walnut Street Suite P 117 A Philadelphia, PA 19104	Funding for 12 Philadelphia Youth Growers' Markets as part of the Urban Nutrition Initiative	\$2,500 00
New Leaf Club 1225 Montrose Avenue Rosemont, PA 19010	Support for the Creative Writing & Visual Storytelling filmmaking program	\$1,500 00
New Leash on Life P O Box 326 Narberth, PA 19072	Support for hiring a coordinator for new program providing Therapeutic Companion Dogs for veterans with PTSD	\$5,000 00
Nonprofit Technology Resources, Inc 1524 Brandywine Street Philadelphia, PA 19130	Support of the Free Learning Through Technology Youth (FreeLTTYouth) program	\$2,000 00
Norris Square Neighborhood Project 2141 North Howard Street Philadelphia, PA 19122	Support to renovate the Raices garden	\$1,000 00
Opera Philadelphia Academy House 1420 Locust Street Suite 210 Philadelphia, PA 19102	Funding to support the launch of 'Opera in the City', a new annual site-specific series	\$1,500 00
Painted Bride Art Center 230 Vine Street Philadelphia, PA 19106	Support for the Education and Community Outreach Program	\$3,000 00
Penn Museum of Archaeology and Anthropology University of Pennsylvania 3260 South Street Philadelphia, PA 19104	Support for the Insights into Ancient Egypt Touch Tour program	\$1,500 00
Pennsylvania Academy of the Fine Arts 128 North Broad Street Philadelphia, PA 19102	Continued funding for the Family Arts Academy	\$3,500 00
Pennsylvania Ballet Association 1819 JFK Boulevard Suite 210 Philadelphia, PA 19103	Continued support for Accent on Dance, an outreach art education program	\$1,500 00
Pennsylvania Innocence Project Temple University Beasley School of Law 1719 North Broad Street Philadelphia, PA 19122	Funding for a donor software program	\$2,500 00
Peter's Place 150 Radnor-Chester Road Suite F130 Radnor, PA 19087	Continued funding for the outreach bereavement services to children in their own schools	\$2,500 00
Philabundance 3616 South Galloway Street Philadelphia, PA 19148	Funding to expand agricultural programs from regional farmers	\$3,500 00

The Philadelphia Art Alliance 251 South 18th Street Philadelphia, PA 19103	Support for 'The Commonwealth' lecture series	\$2,500 00
Philadelphia Chamber Music Society 1528 Walnut Street Suite 301 Philadelphia, PA 19102	Support for the Collaborative Community Outreach Program	\$2,000 00
Philadelphia Dance Company 9 North Preston Street Philadanco Way Philadelphia, PA 19104	Funding for the 2013-2014 Instruction and Training Programs	\$2,000 00
Philadelphia Education Fund 1709 Benjamin Franklin Parkway Suite 700 Philadelphia, PA 19103	Continued funding for the Know Before You Go (KBYG) workshop	\$3,500 00
Philadelphia Film Society 1600 North 5th Street Philadelphia, PA 19122	Support for the Documentary Showcase 2013 (\$20,000) and the Documentary Renaissance at the Roxy Theater (\$25,000)	\$10,000 00
Philadelphia Freedom Valley YMCA 2000 Market Street Suite 750 Philadelphia, PA 19103	Continued support by providing financial assistance to more than 30 low-income, inner city children	\$2,500 00
Philadelphia Fringe Festival P O Box 30393 Philadelphia, PA 19103	Funding for Jumpstart, a showcase series designed to identify new and emerging talent	\$4,000 00
Philadelphia Futures 230 S Broad Street 7th Floor Philadelphia, PA 19102	Funding for College Connection, a new college access, retention and success program	\$5,000 00
Philadelphia Mural Arts Advocates 1729 Mount Vernon Street Thomas Eakins House Philadelphia, PA 19130	Continued funding for Art Education programs	\$5,000 00
Philadelphia Museum of Art P O Box 7646 Philadelphia, PA 19101	Funding for the Student Admission and Philadelphia Student and Family Pass Program	\$25,000 00
Philadelphia Museum of Art P O Box 7646 Philadelphia, PA 19101	Support for community outreach and educational programs in conjunction with the Jill & Sheldon Bonovitz Collection	\$12,500 00
Philadelphia Museum of Art P O Box 7646 Philadelphia, PA 19101	Continued support for the Collab Student Design Competition	\$2,500 00
Philadelphia Museum of Art Women's Committee P O Box 7646 Philadelphia, PA 19101	Funding for the branding, marketing and promotional initiatives for the Art Craft Show	\$1,000 00
The Philadelphia Orchestra Association One South Broad Street 14th Floor Philadelphia, PA 19107	Support for the School Concert and School Partnership programs for Philadelphia students	\$10,000 00
Philadelphia Photo Arts Center 1400 N American Street Suite 103 Philadelphia, PA 19122	Continued support for the Teen Photo afterschool program	\$1,000 00
Philadelphia Reads 325 Chestnut Street Suite 903 Philadelphia, PA 19106	Continued support for the Free Children's Book Club	\$3,000 00
Philadelphia School Partnership 150 South Independence Mall West Suite 1200 Philadelphia, PA 19106	Funding for GreatPhillySchools, a free, user-friendly multimedia resource for parents to access comprehensive data on schools	\$12,500 00
The Philadelphia Shakespeare Theatre 2111 Sansom Street Philadelphia, PA 19103	Funding for the Shakespeare Discovery pilot program	\$1,000 00

The Philadelphia Singers 1211 Chestnut Street Suite 610 Philadelphia, PA 19107	Support for the East Coast premiere of Jake Heggie's 'The Radio Hour'	\$1,000 00
Philadelphia Society for the Preservation of Landmarks 321 South 4th Street Philadelphia, PA 19106	Funding for the Youth Art Sleuths art education program	\$1,500 00
Philadelphia Youth Network, Inc 714 Market Street Suite 304 Philadelphia, PA 19106	Support for WorkReady Philadelphia 2013 Summer Internship Program	\$1,000 00
Pinups for Pitbulls, Inc P O Box 8728 Collingswood, NJ 08108	Funding for 'Take My Leash, Not My Life' educational seminar	\$1,000 00
The Place of Refuge P O Box 60895 Philadelphia, PA 19133	Support for the development of the Refuge, Hope & Healing outreach program	\$1,000 00
Planned Parenthood Keystone P O Box 813 Trexlerstown, PA 18087	Funding for the Rainbow Room, a safe haven and educational program	\$1,000 00
Planned Parenthood of Southeastern Pennsylvania 1144 Locust Street Philadelphia, PA 19107-6797	Continued support for Teen Success, a pregnancy prevention program	\$10,000 00
Planned Parenthood of Southern New Jersey 317 Broadway Camden, NJ 08103	Continued support for the Education and Training Program	\$2,500 00
Play On Philly! P O Box 8662 Philadelphia, PA 19101	Support for the Ambassadors Program	\$2,500 00
Playpenn, Inc 220 West Evergreen Avenue D-2 Philadelphia, PA 19118	Funding for the 2013 Conference	\$1,000 00
Please Touch Museum 4231 Avenue of the Republic Philadelphia, PA 19131	Continued support for the Community Partners program	\$2,000 00
Presbyterian Children's Village Foundation 452 South Roberts Road Rosemont, PA 19010	Support for trauma informed interventions for children and families	\$2,000 00
The Print Center 1614 Latimer Street Philadelphia, PA 19103	Funding for The Print Center Series of educational programming	\$1,000 00
Programs Employing People 1200 South Broad Street Philadelphia, PA 19146	Continued support for the expansion of the Adult Literacy and Basic Education program	\$2,000 00
Project Forward Leap Foundation 1706 Race Street 2nd Floor Philadelphia, PA 19103	Continued support for the high school program including college tours and the Leadership Council	\$3,500 00
Project HOME 1515 Fairmount Avenue Philadelphia, PA 19130	Continued support of vital programming at The Honickman Learning Center and Comcast Technology Labs (HLCCTL)	\$3,500 00
Public Citizens for Children and Youth 1709 Benjamin Franklin Parkway Sixth Floor Philadelphia, PA 19103	Continued funding for the Picasso Project, an integrated arts project in Philadelphia public schools	\$3,500 00
Relache 829 North 24th Street Philadelphia, PA 19130	Support for 'Season at the Museum', a pilot project in collaboration with the Penn Museum of Anthropology and Archaeology	\$1,000 00
The Rock School for Dance Education 1101 South Broad Street Philadelphia, PA 19147	Funding for the expansion of RockReach to a new location, World Communications Charter School	\$3,500 00

Rock to the Future P O Box 29324 Philadelphia, PA 19125	Support for the launching and expanding the Mobile Music program in schools	\$2,500 00
Ronald McDonald House of Philadelphia 3921-3925 Chestnut Street Philadelphia, PA 19104	Support for the Hospitality Kiosk at St Christopher's Hospital for Children	\$2,000 00
St Edmond's Home For Children 320 South Roberts Road Rosemont, PA 19010	Funding to purchase new slings for mobile lifts used to transfer non-ambulatory children	\$1,000 00
The Salvation Army 701 North Broad Street Philadelphia, PA 19123	Support for the newly configured outcomes-based infrastructure system 'Go Live'	\$15,000 00
Saunders House 100 Lancaster Avenue Wynnewood, PA 19096	Continued support for the Intergenerational Program	\$1,000 00
Save a Mind Foundation One Belmont Avenue Suite 602 Bala Cynwyd, PA 19004	Funding for Win/Win, an intrinsic and extrinsic motivational program for students in urban middle schools	\$2,500 00
The Schuylkill Center for Environmental Education 8480 Hagy's Mill Road Philadelphia, PA 19128	Funding for the LandLab Series, a unique residency where artists create large-scale art projects	\$2,500 00
Scribe Video Center 4212 Chestnut Street 3rd Floor Philadelphia, PA 19104	Funding for the Precious Places Community History Project	\$1,500 00
The Seeing Eye, Inc P O Box 375 Morristown, NJ 07963-0375	Funding for the graduate newsletter 'The Seeing Eye Navigator'	\$5,000 00
Shirley Road Productions 108 Shirley Road Narberth, PA 19072	Support for on-going production of the documentary BLACK BALLERINA	\$1,000 00
Shriners Hospitals for Children 3551 North Broad Street Philadelphia, PA 19140	Funding for the Stryker Conquest Arthroscopic Manual Instrument Series	\$4,000 00
Smith Memorial Playground and Playhouse, Inc East Fairmount Park Philadelphia, PA 19121	Funding for new pilot program 'Ready, Set, Play!'	\$1,000 00
South Jersey Eye Center, Inc 400 Chambers Avenue Camden, NJ 08103	Continued support for the Sight First For Kids (SFFK) and Families Program	\$2,000 00
Spiral Q Puppet Theater 3114 Spring Garden Street 2nd Floor Philadelphia, PA 19104	Funding to develop and launch the Puppet Fostering initiative	\$1,000 00
Starfinder Foundation 4015 Main Street Philadelphia, PA 19127	Seed funding to research, design, and implement an effective soccer volunteer program	\$2,500 00
Steppingstone Scholars, Inc 4112 Station Street, Unit D Philadelphia, PA 19127	Support for the Internship Placement Program (IPP)	\$5,000 00
Summer Search 1528 Walnut Street Suite 1006 Philadelphia, PA 19102	Support of five-year growth plan helping low-income youth build confidence, character and skills to complete college	\$2,500 00
Support Center for Child Advocates 1900 Cherry Street Philadelphia, PA 19103	Support for the production of the Bi-Annual Report	\$12,500 00
Supportive Older Women's Network 4100 Main Street Suite 200 Philadelphia, PA 19127	Support for 'Philly Families Eat Smart' nutrition and fitness workshop for grandparent-headed families	\$1,500 00

Teach for America 1714 Memphis Street Suite C-1 Philadelphia, PA 19125	Funding to offset the recruitment costs of corps members who will become transformational teachers and school leaders	\$10,000 00
Theatre Horizon, Inc 401 DeKalb Street Norristown, PA 19401	Support for the production of Spring Awakening and related audience engagement programs	\$1,000 00
University of the Sciences 600 South 43rd Street Philadelphia, PA 19104	Support for Camp Discovery, week-long summer camps for female cancer survivors	\$15,000 00
Urban Resources Development Corporation 6001 Germantown Avenue Philadelphia, PA 19144	Funding for the Owner Occupied Repair Program	\$1,500 00
Urban Tree Connection 5125 Woodbine Avenue Philadelphia, PA 19131	Funding for Pearl Street Sprouts, an after-school program for children ages 4-9	\$2,500 00
VH-1 Save the Music Foundation 1515 Broadway 20th Floor New York, NY 10036	Continued funding for Rebuilding Instrumental Music Education Programs in Philadelphia public schools	\$2,500 00
VNA Community Services, Inc 1421 Highland Avenue Abington, PA 19001	Continued funding to conduct vision, hearing and speech screening examinations to at-risk children	\$1,000 00
Vox Populi 319 North 11th Street 3rd Floor Philadelphia, PA 19107	Support for one guest artist who exhibits in the galleries and performing artists who present at AUX Performance Space	\$2,000 00
Wagner Free Institute of Science 1700 W Montgomery Avenue Philadelphia, PA 19121	Support for free education programs for low-income Philadelphia children	\$3,000 00
Welcoming Center for New Pennsylvanians 1617 JFK Boulevard Suite 555 Philadelphia, PA 19103	Support for innovative English for Entrepreneurs program	\$2,500 00
Whitemarsh Foundation P O Box 538 Lafayette Hill, PA 19444	Funding for the Dixon Meadow Preserve	\$5,000 00
The Wilma Theater 265 South Broad Street Philadelphia, PA 19107	Support for the production of 'Bootycandy', a wildly imaginative anthology play	\$20,000 00
The Wistar Institute 3601 Spruce Street Philadelphia, PA 19104	Continued funding for the Biomedical Technician Training Program	\$2,000 00
Women Against Abuse 100 South Broad Street Suite 1341 Philadelphia, PA 19110	Support an in-depth audit of domestic violence police reports	\$5,000 00
Women's Opportunities Resource Center 2010 Chestnut Street Philadelphia, PA 19103	Continued funding for the Family Savings Account (FSA) program	\$2,000 00
Women's Resource Center 113 W Wayne Avenue Wayne, PA 19087	Continued support for the Single Mother's Program in Chester City and Darby	\$2,500 00
Women's Way 123 South Broad Street Suite 1399 Philadelphia, PA 19109	Continued support for the Education and Advocacy Program	\$5,000 00
Woodmere Art Museum 9201 Germantown Avenue Philadelphia, PA 19118	Continued support for PhilARTdelphia, an innovative education program for adults and children	\$2,500 00
Woods Services Foundation P O Box 36 Langhorne, PA 19047	Support for improving services for children with autism and their families	\$1,000 00

WXPN - University of Pennsylvania 3025 Walnut Street Philadelphia, PA 19104	Continued funding for the Musicians On Call Program	\$2,000 00
Zoological Society of Philadelphia 34th Street and Girard Avenue Philadelphia, PA 19104	Support for KidZooU at the new Hamilton Family Children's Zoo and Fans Family Education Center	\$50,000 00

814,500

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

- File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

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

Type or print	Name of exempt organization or other filer, see instructions	Enter filer's identifying number
	HENRY DOLFINGER 2 TRUST UW	Employer identification number (EIN) or 23-6207346
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions DUANE MORRIS LLP, 30 S. 17TH ST.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions PHILADELPHIA, PA 19103-4196	

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

04

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

DUANE MORRIS LLP

- The books are in the care of ► 30 SOUTH 17TH STREET - PHILADELPHIA, PA 19103
Telephone No ► 215-979-1769 Fax No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year 2013 or
► ☐ tax year beginning , and ending

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 33,000.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 8,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 25,000.

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