Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
COLEMAN FOUNDATION

A Employer identification number
23-6214964

Number and street (or P O box number if mail is not delivered to street address)
C/O PITCAIRN 165 TOWNSHIP LINE RD
NO 3000

Room/suite

B Telephone number (see instructions)
(215) 881-6146

City or town, state or province, country, and ZIP or foreign postal code
JENKINTOWN, PA 19046

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 1,094,989

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ________
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,672	2,668		
	4	Dividends and interest from securities	12,353	12,353		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	89,925			
	b	Gross sales price for all assets on line 6a 554,050				
	7	Capital gain net income (from Part IV, line 2)		89,925		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	104,950	104,946		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	22,503	20,253		2,250
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	48	48		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	22,551	20,301		2,250
	25	Contributions, gifts, grants paid	68,250			68,250
	26	**Total expenses and disbursements.** Add lines 24 and 25	90,801	20,301		70,500
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	14,149			
	b	**Net investment income** (if negative, enter -0-)		84,645		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	69,259	15,788	15,788
	3	Accounts receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
	4	Pledges receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ______ Less allowance for doubtful accounts ▶ ______			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	100,247		
	b	Investments—corporate stock (attach schedule)	703,780	871,178	1,079,201
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	15	Other assets (describe ▶ ______)	0	325	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	873,286	887,291	1,094,989
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ______)			
	23	**Total liabilities** (add lines 17 through 22)	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	873,286	887,291	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	873,286	887,291	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	873,286	887,291	

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	873,286
2	Enter amount from Part I, line 27a	2	14,149
3	Other increases not included in line 2 (itemize) ▶ ______	3	0
4	Add lines 1, 2, and 3	4	887,435
5	Decreases not included in line 2 (itemize) ▶ ______	5	144
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	887,291

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	89,925
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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	47,702	977,549	0 048798
2011	59,199	1,055,766	0 056072
2010	33,330	1,002,494	0 033247
2009	96,022	931,650	0 103067
2008	58,726	1,167,191	0 050314

2	**Total** of line 1, column (d).	2	0 291498
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 058300
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,028,590
5	Multiply line 4 by line 3.	5	59,967
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	846
7	Add lines 5 and 6.	7	60,813
8	Enter qualifying distributions from Part XII, line 4.	8	70,500

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	846
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	846
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	846
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,400		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	3,400
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,554
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 2,554 **Refunded** ▶			11	0

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶MARK T ROBINSON Telephone no ▶(215) 881-6147

Located at ▶165 TOWNSHIP LINE RD STE 3000 JENKINTOWN PA ZIP+4 ▶19046

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 |

		Line	Yes	No
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?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Line	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 page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** **No**

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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 (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

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

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

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

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

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3 . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	1,023,422
b	Average of monthly cash balances	1b	20,832
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,044,254
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	1,044,254
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,664
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,028,590
6	**Minimum investment return.** Enter 5% of line 5	6	51,430

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	51,430
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 846		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	846
3	Distributable amount before adjustments Subtract line 2c from line 1	3	50,584
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	50,584
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	50,584

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	70,500
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	70,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	846
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	69,654

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				50,584
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			17,802	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 70,500				
a Applied to 2012, but not more than line 2a			17,802	
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.				50,584
e Remaining amount distributed out of corpus	2,114			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,114			
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 instructions			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) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	2,114			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . . 2,114				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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

MARK T ROBINSON PITCAIRN TRUST COMP
165 TOWNSHIP LINE ROAD SUITE 3000
JENKINTOWN, PA 19046
(215) 881-6147

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

NO SPECIAL FORM

c Any submission deadlines

NO

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

NO

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				68,250
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,672	
4 Dividends and interest from securities			14	12,353	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	89,925	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		104,950	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 104,950

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B **Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

******	2014-11-14	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
MATTHEW R HILBERT				P01437997
Firm's name ▶ PITCAIRN TRUST COMPANY			Firm's EIN ▶ 23-2472424	
Firm's address ▶ 165 TOWNSHIP LINE ROAD STE 3000 JENKINTOWN, PA 19046			Phone no (215) 887-6700	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
200 SH ISHARES RUSSELL 3000 INDEX		2013-07-16	2013-10-18
1358 696 SH ABSOLUTE STRATEGIES INSTITUTIONAL		2012-11-15	2013-10-18
483 559 SH PIMCO LOW DURATION FUND INSTIT'L		2013-07-16	2013-10-18
497 513 SH VIRTUS EMERGING MARKETS OPPORTUNITIES		2013-04-23	2013-10-18
243 SH US AIRWAYS GROUP INC		2012-08-28	2013-01-03
2 SH MYRIAD GENETICS INC		2012-05-01	2013-01-15
37 SH MYRIAD GENETICS INC		2012-09-11	2013-01-15
28 SH NORFOLK SOUTHERN CORP		2012-02-21	2013-01-22
64 SH MANPOWERGROUP INC		2012-08-28	2013-02-13
6 SH VIRGIN MEDIA INC COM		2013-01-08	2013-02-13
395 SH WESTERN UNION CO		2012-08-07	2013-03-05
299 SH TYSON FOODS INC CL A		2012-09-11	2013-03-05
36 SH AMPHENOL CORP CL A		2012-05-22	2013-03-12
19 SH LINKEDIN CORP - A		2012-07-31	2013-03-27
39 SH UNIVERSAL HEALTH SERVICES CL B		2012-11-06	2013-04-16
103 SH COCA COLA CO		2013-02-13	2013-05-01
181 SH US AIRWAYS GROUP INC		2012-08-28	2013-05-07
6 SH SCHLUMBERGER LTD		2012-12-18	2013-05-14
22 SH STARZ SER A		2013-03-05	2013-05-14
2 SH GOOGLE INC CL A		2013-03-27	2013-05-14
12 SH JOHNSON & JOHNSON		2013-01-15	2013-05-14
7 SH DIRECTV		2013-03-05	2013-05-14
6 SH GOOGLE INC CL A		2013-02-13	2013-05-22
1 SH GOOGLE INC CL A		2013-03-27	2013-05-22
38 SH TIFFANY & CO (NEW)		2012-05-29	2013-05-28
19 SH BIOGEN IDEC INC		2013-05-01	2013-06-18
77 SH FORTINET INC		2013-05-28	2013-07-09
44 SH PALL CORP		2013-04-03	2013-07-09
58 SH SPIRIT AIRLINES INC		2012-12-27	2013-07-09
44 SH UNIVERSAL HEALTH SERVICES CL B		2012-11-06	2013-07-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
52 SH SPIRIT AIRLINES INC		2012-12-27	2013-07-10
25 SH JOHNSON & JOHNSON		2013-01-15	2013-07-23
30 SH DIRECTV		2013-03-05	2013-09-10
99 SH VERIFONE HOLDINGS INC		2012-10-23	2013-09-10
1 SH PALL CORP		2013-04-03	2013-09-10
15 SH SCHLUMBERGER LTD		2012-12-18	2013-09-10
33 SH MCGRAW HILL FINANCIAL INC		2012-12-11	2013-09-17
27 SH QUALCOMM INC		2013-03-27	2013-09-17
40 SH VIACOM INC NEW CL B		2013-02-05	2013-09-17
41 SH VIACOM INC NEW CL B		2013-01-15	2013-09-24
4 SH VIACOM INC NEW CL B		2013-02-05	2013-09-24
18 SH CATERPILLAR INC DEL		2013-05-07	2013-10-01
58 SH JOY GLOBAL INC		2012-10-09	2013-10-08
32 SH MYRIAD GENETICS INC		2013-06-04	2013-10-22
97 SH FACEBOOK INC - A		2013-05-22	2013-11-01
50 SH MCGRAW HILL FINANCIAL INC		2012-12-11	2013-11-05
179 SH RIVERBED TECHNOLOGY IN		2012-12-18	2013-11-12
255 SH RIVERBED TECHNOLOGY IN		2013-03-05	2013-11-12
70 SH XYLEM INC		2013-03-19	2013-11-12
108 SH SPIRIT AIRLINES INC		2012-12-27	2013-11-26
42 SH EMC CORPORATION		2012-12-18	2013-11-26
19 SH EMC CORPORATION		2013-02-13	2013-11-26
118 SH MICROS SYSTEMS INC		2013-02-26	2013-12-03
51 SH PALO ALTO NETWORKS INC		2013-10-15	2013-12-17
7 SH APPLE INC		2013-07-09	2013-12-26
2519 SH ISHARES COMEX GOLD TRUST		2012-02-14	2013-04-23
507 SH ASIA PACIFIC FUND INC		2005-04-20	2013-04-23
1677 SH ASIA PACIFIC FUND INC		2005-04-21	2013-04-23
516 SH ASIA PACIFIC FUND INC		2005-04-22	2013-04-23
100000 UNITS OF US TREASURY NOTE/BOND 1 875% 07/15/2013		2004-04-19	2013-07-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
465 983 SH DRIEHAUS ACTIVE INCOME FUND		2012-05-29	2013-10-18
623 442 SH TFS MARKET NEUTRAL		2012-05-29	2013-10-18
20 SH MONSANTO CO		2009-11-10	2013-01-15
5 SH MONSANTO CO		2010-04-20	2013-01-15
27 SH MONSANTO CO		2011-03-15	2013-01-15
199 SH SOUTHWEST AIRLINES		2011-07-20	2013-01-22
93 SH SOUTHWEST AIRLINES		2011-08-17	2013-01-22
42 SH NORFOLK SOUTHERN CORP		2010-07-13	2013-01-22
5 SH AMAZON COM INC		2011-08-15	2013-02-05
267 SH VIRGIN MEDIA INC COM		2011-08-24	2013-02-13
148 SH MOODY'S CORP		2011-11-01	2013-02-13
47 SH AUTODESK INC		2008-11-19	2013-02-19
12 SH AUTODESK INC		2011-08-17	2013-02-19
166 SH ELECTRONIC ARTS INC		2012-01-17	2013-03-05
75 SH AMPHENOL CORP CL A		2011-08-15	2013-03-12
112 SH SOUTHWEST AIRLINES		2009-03-05	2013-03-19
26 SH SOUTHWEST AIRLINES		2011-08-17	2013-03-19
177 SH AMC NETWORKS INC CL A		2011-07-12	2013-03-27
16 SH AMC NETWORKS INC CL A		2012-02-07	2013-03-27
202 SH DISCOVER FINANCIAL SVCS		2011-05-24	2013-04-16
20 SH DISCOVER FINANCIAL SVCS		2011-08-15	2013-04-16
180 SH CARNIVAL CORP		2011-08-10	2013-05-01
137 SH SOUTHWEST AIRLINES		2009-03-05	2013-05-01
84 SH AMER EXPRESS CO		2009-03-05	2013-05-07
14 SH BAKER HUGHES INC		2012-01-03	2013-05-14
71 SH RIVERBED TECHNOLOGY IN		2012-03-06	2013-05-14
10 SH TOYOTA MOTOR CORP SPON ADR		2011-06-14	2013-05-14
13 SH THE WALT DISNEY CO		2008-11-18	2013-05-14
1 SH GOOGLE INC CL A		2008-10-08	2013-05-22
438 SH SOUTHWEST AIRLINES		2009-03-05	2013-05-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
74 SH RIVERBED TECHNOLOGY IN		2012-03-06	2013-05-22
59 SH RIVERBED TECHNOLOGY IN		2012-03-06	2013-05-22
36 SH WATERS CORP		2011-09-13	2013-05-22
68 SH RYANAIR HOLDINGS PLC ADR		2010-02-02	2013-05-28
26 SH RYANAIR HOLDINGS PLC ADR		2010-02-03	2013-05-28
27 SH MONSANTO CO		2010-04-20	2013-06-04
44 SH AIR PRODS & CHEMS INC		2012-06-12	2013-06-18
77 SH ALERE INC		2008-09-17	2013-07-03
36 SH TOYOTA MOTOR CORP SPON ADR		2011-06-14	2013-07-03
115 SH CHESAPEAKE ENERGY CORP		2012-05-01	2013-07-09
49 SH NEWS CORP INC CL A		2011-07-27	2013-07-16
5 SH NEWS CORP INC CL A		2011-07-27	2013-07-30
78 SH ALERE INC		2008-09-17	2013-08-01
21 SH AUTODESK INC		2008-11-19	2013-08-13
114 SH AUTODESK INC		2009-03-05	2013-08-13
6 SH BAKER HUGHES INC		2012-01-03	2013-09-10
8 SH BAKER HUGHES INC		2012-02-07	2013-09-10
45 SH AMDOCS LTD		2012-05-15	2013-09-10
27 SH EMC CORPORATION		2011-03-01	2013-09-10
17 SH HESS CORPORATION		2012-02-07	2013-09-10
41 SH JUNIPER NETWORKS INC		2012-02-21	2013-09-10
41 SH PALL CORP		2009-09-30	2013-09-10
36 SH PALL CORP		2012-06-05	2013-09-10
40 SH TIME WARNER INC		2010-03-09	2013-09-10
115 SH ELECTRONIC ARTS INC		2012-01-17	2013-09-17
46 SH THE WALT DISNEY CO		2008-11-18	2013-09-24
29 SH HESS CORPORATION		2011-08-10	2013-10-08
2 SH HESS CORPORATION		2011-08-10	2013-10-08
41 SH HESS CORPORATION		2012-02-07	2013-10-08
80 SH RIVERBED TECHNOLOGY IN		2012-03-06	2013-10-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
50 SH RIVERBED TECHNOLOGY IN		2012-04-24	2013-10-08
2 SH AMAZON COM INC		2011-08-15	2013-10-22
5 SH AMAZON COM INC		2012-03-01	2013-10-22
184 SH MYRIAD GENETICS INC		2012-05-01	2013-10-22
6 SH GOOGLE INC CL A		2008-10-08	2013-10-29
147 SH RIVERBED TECHNOLOGY IN		2012-04-24	2013-11-12
25 SH EMC CORPORATION		2011-03-01	2013-11-26
36 SH EMC CORPORATION		2012-06-19	2013-11-26
18 SH CERNER CORP		2008-12-03	2013-12-03
24 SH CERNER CORP		2012-09-04	2013-12-03
37 SH AMDOCS LTD		2011-08-15	2013-12-10
14 SH AMDOCS LTD		2012-05-15	2013-12-10
WASH SALE LOSSES DISALLOWED		2013-01-01	2013-12-31
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
20,910		19,982	928
14,992		15,249	-257
4,992		4,967	25
4,992		5,253	-261
3,334		2,673	661
55		53	2
1,016		1,000	16
1,872		1,920	-48
3,350		2,356	994
274		225	49
5,624		7,024	-1,400
6,959		4,857	2,102
2,611		1,913	698
3,394		1,940	1,454
2,380		1,701	679
4,366		3,856	510
3,064		1,991	1,073
461		426	35
495		432	63
1,774		1,606	168
1,041		868	173
451		344	107
5,425		4,704	721
904		803	101
3,012		2,175	837
3,953		4,114	-161
1,431		1,443	-12
3,046		2,950	96
1,859		1,023	836
2,901		1,919	982

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,664		917	747
2,304		1,809	495
1,823		1,473	350
2,282		3,054	-772
74		67	7
1,299		1,065	234
2,126		1,866	260
1,872		1,798	74
3,328		2,378	950
3,426		2,374	1,052
334		238	96
1,510		1,608	-98
2,927		3,351	-424
779		1,007	-228
4,824		2,505	2,319
3,556		2,827	729
3,116		3,447	-331
4,440		3,836	604
2,359		2,017	342
4,920		1,905	3,015
987		1,084	-97
446		467	-21
6,371		5,128	1,243
2,787		2,313	474
3,972		2,962	1,010
34,308		42,218	-7,910
5,370		7,201	-1,831
17,761		24,131	-6,370
5,465		7,447	-1,982
126,708		100,000	26,708

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,000		4,860	140
9,992		9,427	565
2,030		1,380	650
508		334	174
2,741		1,831	910
2,276		2,110	166
1,064		808	256
2,807		2,331	476
1,332		1,011	321
12,210		6,466	5,744
6,827		5,071	1,756
1,829		917	912
467		357	110
3,055		2,964	91
5,440		3,515	1,925
1,412		571	841
328		226	102
11,039		6,576	4,463
998		682	316
8,654		4,857	3,797
857		484	373
6,130		5,403	727
1,876		699	1,177
5,892		887	5,005
652		718	-66
1,129		2,179	-1,050
1,238		806	432
874		261	613
904		343	561
6,271		2,233	4,038

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,183		1,998	-815
943		1,811	-868
3,540		2,736	804
3,356		1,874	1,482
1,283		711	572
2,753		1,806	947
4,234		3,502	732
1,867		2,372	-505
4,450		2,902	1,548
2,425		2,299	126
729		374	355
8		4	4
2,665		2,403	262
767		410	357
4,162		1,362	2,800
301		308	-7
401		410	-9
1,685		1,365	320
727		772	-45
1,311		1,066	245
864		994	-130
3,025		1,344	1,681
2,656		1,964	692
2,514		1,226	1,288
3,150		2,054	1,096
2,981		924	2,057
2,287		1,582	705
158		112	46
3,233		2,571	662
1,165		2,160	-995

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
728		973	-245
665		404	261
1,661		897	764
4,480		4,847	-367
6,196		2,056	4,140
2,559		2,860	-301
587		714	-127
846		916	-70
1,033		150	883
1,378		872	506
1,494		1,028	466
565		425	140
315			315
812			812

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			928
			-257
			25
			-261
			661
			2
			16
			-48
			994
			49
			-1,400
			2,102
			698
			1,454
			679
			510
			1,073
			35
			63
			168
			173
			107
			721
			101
			837
			-161
			-12
			96
			836
			982

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			747
			495
			350
			-772
			7
			234
			260
			74
			950
			1,052
			96
			-98
			-424
			-228
			2,319
			729
			-331
			604
			342
			3,015
			-97
			-21
			1,243
			474
			1,010
			-7,910
			-1,831
			-6,370
			-1,982
			26,708

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			140
			565
			650
			174
			910
			166
			256
			476
			321
			5,744
			1,756
			912
			110
			91
			1,925
			841
			102
			4,463
			316
			3,797
			373
			727
			1,177
			5,005
			-66
			-1,050
			432
			613
			561
			4,038

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-815
			-868
			804
			1,482
			572
			947
			732
			-505
			1,548
			126
			355
			4
			262
			357
			2,800
			-7
			-9
			320
			-45
			245
			-130
			1,681
			692
			1,288
			1,096
			2,057
			705
			46
			662
			-995

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			-245
			261
			764
			-367
			4,140
			-301
			-127
			-70
			883
			506
			466
			140
			315
			812

Form 990PF Part VIII Line 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
WILLIAM S COLEMAN 26 WEST SOUTHAMPTON AVE PHILADELPHIA,PA 191183909	TRUSTEE 1 00	0	0	0
DEBORAH COLEMAN 2 WINTHROP STREET WINCHESTER,MA 01890	TRUSTEE 1 00	0	0	0
PITCAIRN TRUST COMPANY 165 TOWNSHIP LINE ROAD SUITE 3000 JENKINTOWN,PA 19046	TRUSTEE 2 00	0	0	0
BARRY GROSSBACH 446 SOUTH 43RD STREET PHILADELPHIA,PA 19104	TRUSTEE 1 00	0	0	0
SAMUEL COLEMAN 289 GRACE CHURCH STREET RYE,NY 10580	TRUSTEE 1 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MID-ATLANTIC COALITION OF ESSENTIAL SCHOOLS 261 OLD YORK ROAD JENKINTOWN,PA 19046			KENSINGTON FOOTBALL	2,500
DARTMOUTH COLLEGE TUCK ANNUAL GIVING 6066 DEVELOPMENT OFFICE HANOVER,NH 03755			2013 ANNUAL GIVING	5,000
THE CORNELL LAB OF ORNITHOLOGY 159 SAPSUCKER WOODS RD ITHACA,NY 14850			UNRESTRICTED	500
RYE PRESBYTERIAN CHURCH 882 BOSTON POST ROAD RYE,NY 10580			UNRESTRICTED	500
THIRD STREET ALLIANCE FOR WOMEN AND CHILDREN 41 NORTH THIRD STREET EASTON,PA 18042			UNRESTRICTED	5,000
ONE FUND BOSTON INC PO BOX 990009 BOSTON,MA 02199			UNRESTRICTED	2,500
WOODS HOLE OCEANOGRAPHIC INSTITUTION 266 WOODS HOLE ROAD WOODS HOLE,MA 02543			UNRESTRICTED	5,000
DARTMOUTH COLLEGE TUCK ANNUAL GIVING 6066 DEVELOPMENT OFFICE HANOVER,NH 03755			2013 ANNUAL GIVING	2,500
THE WATERSIDE SCHOOL 535 FAIRFIELD AVENUE STAMFORD,CT 06902			UNRESTRICTED	1,000
U C GREEN 4613 WOODLAND AVE PHILADELPHIA,PA 19143			TREE PLANTING PROGRAM	3,000
FRIENDS OF CLARK PARK PO BOX 31908 PHILADELPHIA,PA 19104			DICKENS GARDEN FUND	1,500
PROJECT MEOW 801 SOUTH 48TH STREET PHILADELPHIA,PA 19143			TRAP, NEUTER , RELEASE PROGRAM	750
WOODS HOLE OCEANOGRAPHIC INSTITUTION 6 WOODS HOLE ROAD WOODS HOLE,MA 02543			UNRESTRICTED	5,000
CITY KITTIES PO BOX 30851 PHILADELPHIA,PA 19104			GENERAL OPERATING FUND	500
RYE HISTORICAL SOCIETY ONE PURCHASE STREET RYE,NY 10580			UNRESTRICTED	500
Total . . . . ▶ **3a**				68,250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ST ANTHONY 1907 FOUNDATION PO BOX 876 ITHACA,NY 14857			DELTA CHAPTER	500
WILLIAMS ALUMNI FUND 75 PARK STREET WILLIAMSTOWN,MA 01267			ANNUAL GIVING	4,000
AUDUBON OF NEW YORK 225 VARICK STREET NEW YORK,NY 10014			UNRESTRICTED	500
THE FRIENDS OF MARSHLANDS PO BOX 237 RYE,NY 10580			UNRESTRICTED	500
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 235 S 33RD STREET PHILADELPHIA,PA 19104			SPRINT FOOTBALL	1,000
WAQUOIT CONGREGATIONAL CHURCH 15 PARSONS LANE WAQUOIT,MA 02536			UNRESTRICTED	2,500
MASSACHUSETTS HORTICULTURAL SOCIETY 900 WASHINGTON ST WELLESLEY,MA 02482			GARDEN TO TABLE PROGRAM	2,000
ROSE KENNEDY GREENWAY CONSERVANCY 185 KNEELAND STREET BOSTON,MA 02111			UNRESTRICTED	3,000
THIRD ST ALLIANCE FOR WOMEN & CHILDREN 1 NORTH 3RD STREET EASTON,PA 18042			AGNES & JOHN COLEMAN	5,000
CAMBRIDGE CHILDREN'S CARE FOUNDATION 1493 CAMBRIDGE ST CAMBRIDGE,MA 02139			PROJECT READ	7,500
THOMPSON ISLAND OUTWARD BOUND EDUCATION CENTER PO BOX 127 BOSTON,MA 02127			CONNECTIONS PROGRAM	5,000
TRUSTEES OF PHILLIPS ACADEMY 180 MAIN STREET ANDOVER,MA 01810			ANNUAL GIVING	500
TWAIN P O BOX 1861 MEDIA,PA 19063			CARE & PLACEMENT OF CATS & DOGS	500
Total . . . . ▶ **3a**				68,250

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TY 2013 Investments Corporate Stock Schedule

Name: COLEMAN FOUNDATION

EIN: 23-6214964

Name of Stock	End of Year Book Value	End of Year Fair Market Value
	871,178	1,079,201

TY 2013 Other Assets Schedule

Name: COLEMAN FOUNDATION

EIN: 23-6214964

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDENDS RECEIVABLE		325	

TY 2013 Other Decreases Schedule

Name: COLEMAN FOUNDATION

EIN: 23-6214964

Description	Amount
TIMING DIFFERENCES	144

TY 2013 Other Professional Fees Schedule

Name: COLEMAN FOUNDATION

EIN: 23-6214964

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PITCAIRN TRUST COMPANY	22,503	20,253		2,250

TY 2013 Taxes Schedule

Name: COLEMAN FOUNDATION

EIN: 23-6214964

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	48	48		0