9710-2016

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.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation

QUAKER CITY FOUNDATION
ATTN: COLLIN F. MCNEIL

A Employer identification number: 52-6854624

Number and street (or P O box number if mail is not delivered to street address): 1701 HORSESHOE TRAIL

Room/suite:

B Telephone number: 610-827-7858

City or town, state or province, country, and ZIP or foreign postal code: CHESTER SPRINGS, PA 19425-1814

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

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

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 13,221,039.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,298.	1,298.		STATEMENT 1
	4 Dividends and interest from securities	110,296.	110,296.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,798,309.			
	b Gross sales price for all assets on line 6a 4,688,294.				
	7 Capital gain net income (from Part IV, line 2)		1,798,309.		
	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	<71,175.>	0.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	1,838,728.	1,909,903.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	75,923.	0.		75,923.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	1,462.	0.		1,462.
	b Accounting fees STMT 5	4,968.	0.		4,968.
	c Other professional fees				
	17 Interest	754.	754.		0.
	18 Taxes STMT 6	25,163.	0.		5,073.
	19 Depreciation and depletion	7,511.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	7,213.	826.		6,045.
	24 **Total operating and administrative expenses** Add lines 13 through 23	122,994.	1,580.		93,471.
	25 Contributions, gifts, grants paid	738,998.			738,998.
	26 **Total expenses and disbursements** Add lines 24 and 25	861,992.	1,580.		832,469.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	976,736.			
	b **Net investment income** (if negative, enter -0-)		1,908,323.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2013)

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16201129 134814 QUAKERCITY 2013.06050 QUAKER CITY FOUNDATION ATTN QUAKERC2

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	713,080.	57,359.	57,359.
	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	6,325,066.	7,841,300.	10,526,005.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	1,689,660.	1,823,366.	2,619,603.
	14 Land, buildings, and equipment: basis ▶ 51,433.			
	Less accumulated depreciation STMT 10 ▶ 33,361.	19,638.	18,072.	18,072.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)	8,747,444.	9,740,097.	13,221,039.
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 ▶ STATEMENT 11)	60.	15,977.	
	23 **Total liabilities** (add lines 17 through 22)	60.	15,977.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,026,755.	1,026,755.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	7,720,629.	8,697,365.	
	30 **Total net assets or fund balances**	8,747,384.	9,724,120.	
	31 **Total liabilities and net assets/fund balances**	8,747,444.	9,740,097.	

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	8,747,384.
2	Enter amount from Part I, line 27a	2	976,736.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	9,724,120.
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	9,724,120.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	4,688,294.		2,889,985.	1,798,309.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,798,309.

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** 1,798,309.

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	885,845.	10,744,101.	.082449
2011	825,949.	9,675,968.	.085361
2010	628,783.	5,776,886.	.108845
2009	393,050.	5,219,436.	.075305
2008	736,153.	6,802,269.	.108222

2	**Total** of line 1, column (d)	2	.460182
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	.092036
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	11,245,216.
5	Multiply line 4 by line 3	5	1,034,965.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	19,083.
7	Add lines 5 and 6	7	1,054,048.
8	Enter qualifying distributions from Part XII, line 4	8	832,469.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	38,166.
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	38,166.
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	38,166.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,573.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	52,100.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	57,673.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	186.
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	19,321.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	19,321.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ THE ORGANIZATION Telephone no. ▶ 610-827-7858			
	Located at ▶ 1701 HORSESHOE TRAIL, CHESTER SPRINGS, PA ZIP+4 ▶ 19425-1814			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No				
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No				
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No				
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No				
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No				
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No				
If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No				
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No				
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
COLLIN F. MCNEIL 1701 HORSESHOE TRAIL CHESTER SPRINGS, PA 19425-1814	TRUSTEE/FOUNDATION MANAGER 20.00	75,923.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	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	11,200,741.
b	Average of monthly cash balances		1b	197,650.
c	Fair market value of all other assets		1c	18,072.
d	**Total** (add lines 1a, b, and c)		1d	11,416,463.
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	11,416,463.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	171,247.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	11,245,216.
6	**Minimum investment return** Enter 5% of line 5		6	562,261.

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	562,261.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 38,166.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	38,166.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	524,095.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	524,095.
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	524,095.

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	832,469.
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	832,469.
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	832,469.

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				524,095.
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 400,830.				
b From 2009 136,298.				
c From 2010 348,999.				
d From 2011 345,839.				
e From 2012 361,025.				
f **Total** of lines 3a through e	1,592,991.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 832,469.				
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				524,095.
e Remaining amount distributed out of corpus	308,374.			
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	1,901,365.			
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	400,830.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	1,500,535.			
10 Analysis of line 9:				
a Excess from 2009 136,298.				
b Excess from 2010 348,999.				
c Excess from 2011 345,839.				
d Excess from 2012 361,025.				
e Excess from 2013 308,374.				

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)

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

COLLIN F. MCNEIL

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV. Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BRANDYWINE CONSERVANCY BOX 141 CHADDS FORD, PA 19132	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	29,271.
BRANDYWINE VALLEY ASSOCIATION 1760 UNIONVILLE-WAWASET ROAD WEST CHESTER, PA 19382	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	25,000.
CHESTER COUNTY FOOD BANK 650 PENNSYLVANIA DRIVE EXTON, PA 19341	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	25,000.
CHESTER COUNTY HISTORICAL SOCIETY 225 NORTH HIGH STREET WEST CHESTER, PA 19380	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
CHESTNUT HILL ROTARY FOUNDATION PO BOX 4332 PHILADELPHIA, PA 19118	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	2,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	738,998.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,298.	
4 Dividends and interest from securities			14	110,296.	
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	211110		15		
8 Gain or (loss) from sales of assets other than inventory			18	1,798,309.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a INCOME/LOSS FROM LIMITED					
b PARTNERSHIPS	211110	<70,143.>	18	<1,032.>	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<70,143.>		1,908,871.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,838,728.

(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).

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 10.27.17 Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BRETT W. SENIOR	[signature]	10/25/17		P00118248

Firm's name ▶ BRETT SENIOR TAX SERVICES, LLC Firm's EIN ▶ 46-2438161

Firm's address ▶ 125 STRAFFORD AVENUE, SUITE 112
WAYNE, PA 19087 Phone no. 610-293-1500

323622
10-10-13

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	500 SHS BAIDU INC	P	04/09/13	09/20/13
b	35700 UNITS GABELLI EQUITY TR	P	05/23/13	08/19/13
c	2000 SHS CINCINNATI FIN. OH	P	08/10/12	10/21/13
d	5560 SHS COMCAST CORP	P	11/29/11	11/20/13
e	10500 SHS FORD MOTOR	P	01/12/12	02/06/13
f	3300 SHS IBM	P	03/22/11	07/10/13
g	2500 SHS JOHNSON & JOHNSON	P	08/10/11	05/28/13
h	750 SHS IBM	P	01/12/10	07/10/13
i	800 UNITS BUCKEYE PARTNERS LP	P	03/27/13	11/20/13
j	8100 UNITS ENERGY TRANSFER PARTNERS LP	P	04/09/12	03/27/13
k	965 UNITS MAGELLAN MIDSTREAM PARTNERS LP	P	02/20/13	11/12/13
l	12740 UNITS LINN ENERGY LLC	P	09/04/09	02/20/13
m	13260 UNITS MAGELLAN MIDSTREAM PARTNERS LP	P	01/02/10	11/12/13
n	22460 UNITS PLAINS ALL AMERICAN PIPLINE LP	P	06/09/09	12/05/13
o	CAPITAL GAINS DIVIDENDS			

	(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	72,504.		43,033.	29,471.
b	235,115.		253,794.	<18,679.>
c	98,849.		77,123.	21,726.
d	244,448.		128,879.	115,569.
e	137,229.		127,997.	9,232.
f	631,463.		562,074.	69,389.
g	218,055.		153,612.	64,443.
h	146,807.		98,679.	48,128.
i	52,692.		45,316.	7,376.
j	399,260.		344,167.	55,093.
k	58,372.		46,119.	12,253.
l	463,477.		146,821.	316,656.
m	704,834.		296,777.	408,057.
n	1,221,098.		565,594.	655,504.
o	4,091.			4,091.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				29,471.
b				<18,679.>
c				21,726.
d				115,569.
e				9,232.
f				69,389.
g				64,443.
h				48,128.
i				7,376.
j				55,093.
k				12,253.
l				316,656.
m				408,057.
n				655,504.
o				4,091.

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	1,798,309.
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

323591
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DENISON UNIVERSITY 100 WEST COLLEGE STREET GRANVILLE, OH 43023	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	61,500.
DEVON HORSE SHOW AND COUNTRY FAIR FOUNDATION BOX 865 DEVON, PA 19333	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	25,383.
DOWNINGTOWN EAST HOME & SCHOOL ASSOCIATION 50 DEVON DRIVE EXTON, PA 19341	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
ELK CREEK CDE 378 FAIR HILL DRIVE FAIR HILL, MD 21921	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	250.
HAMPTON CLASSIC PO BOX 3013 BRIDGEHAMPTON, NY 11932	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	46,875.
HISTORICAL SOCIETY OF PENNSYLVANIA 1300 LOCUST STREET PHILADELPHIA, PA 19107	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	15,000.
LAFAYETTE COLLEGE 1 MARKLE HALL EASTON, PA 18042	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	2,000.
LARGE ANIMAL PROTECTION SOCIETY PO BOX 243 WEST GROVE, PA 19390	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
MARVELWOOD SCHOOL 476 SKIFF MOUNTAIN ROAD KENT, CT 06757	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	10,000.
MASTERS OF FOXHOUNDS ASSOCIATION OF AMERICA PO BOX 363 MILLWOOD, VA 22646	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	500.
Total from continuation sheets				656,227.

Part XV Supplementary Information

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MONTGOMERY SCHOOL 1141 KIMBERTON ROAD CHESTER SPRINGS, PA 19425	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	20,000.
MUSEUM OF HOUNDS AND HUNTING 17263 SOUTHERN PLANTATION LANE LEESBURG, VA 20178	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	43,767.
NATIONAL SPORTING LIBRARY AND MUSEUM 102 THE PLAINS ROAD MIDDLEBURG, VA 20118	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
PA NATIONAL HORSE SHOW FOUNDATION 720 LIMEKILN ROAD NEW CUMBERLAND, PA 17070	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	3,672.
PASS-THROUGH FROM BUCKEYE PARTNERS, LP P.O. BOX 56169 HOUSTON, TX 77256	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	15.
PASS-THROUGH FROM ENERGY TRANSFER PARTNERS LP 3738 OAK LAWN DALLAS, TX 75219	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	3.
RADNOR HOUNDS FOUNDATION 1701 HORSESHOE TRAIL CHESTER SPRINGS, PA 19425-1814	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	264,212.
RADNOR HUNT FOUNDATION 826 PROVIDENCE ROAD MALVERN, PA 19355	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	7,655.
RADNOR HUNT PONY CLUB 824 PROVIDENCE ROAD MALVERN, PA 19355	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	2,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SPRINGSIDE CHESTNUT HILL ACADEMY 500 WEST WILLOW GROVE AVENUE PHILADELPHIA, PA 19118	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
SQUADRON A FOUNDATION 3 WEST 51ST STREET NEW YORK, NY 10019	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
ST. PAUL'S EPISCOPAL CHURCH 22 E. CHESTNUT HILL AVENUE PHILADELPHIA, PA 19118	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	56,900.
SUFFIELD ACADEMY 185 NORTH MAIN STREET SUFFIELD, CT 06078	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	3,000.
THE ANDALUSIA FOUNDATION PO BOX 947 MILLEDGEVILLE, GA 31059	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	500.
THE ATHENAEUM OF PHILADELPHIA 219 SOUTH SIXTH STREET, PO BOX 42 PHILADELPHIA, PA 19106	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	2,000.
THE CHILDRENS HOSPITAL OF PHILADELPHIA FOUNDATION 34TH ST & CIVIC CENTER BLVD PHILADELPHIA, PA 19104	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	2,300.
THE EPISCOPAL ACADEMY 1785 BISHOP WHITE DRIVE NEWTOWN SQUARE, PA 19073	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	20,300.
THE LIBRARY COMPANY OF PHILADELPHIA 1314 LOCUST STREET PHILADELPHIA, PA 19107	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	500.
THE NATIONAL WORLD WAR I MUSEUM 100 WEST 26TH STREET KANSAS CITY, MO 64108	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	105.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE UNIVERSITY OF THE SOUTH 735 UNIVERSITY AVENUE SEWANEE, TN 37383	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
TOWN OF NORTH ELBA, NY 2693 MAIN STREET LAKE PLACID, NY 12946	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	47,130.
UPPERVILLE COLT AND HORSE SHOW, INC PO BOX 239 UPPERVILLE, VA 20185	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,950.
WASHINGTON INTERNATIONAL HORSE SHOW 3299 K STREET, NW, SUITE 600 WASHINGTON, DC 20007	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	2,210.
WEST PIKELAND LAND TRUST P.O. BOX 582 CHESTER SPRINGS, PA 19425	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
WILLISTOWN CONSERVATION TRUST 925 PROVIDENCE ROAD NEWTOWN SQUARE, PA 19073	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	8,000.
Total from continuation sheets				

323631
05-01-13

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BUCKEYE PARTNERS LP	91.	91.	
EMERGE ENERGY SERVICES LP	30.	30.	
ENERGY TRANSFER PARTNERS LP	949.	949.	
ENTERPRISE PRODUCTS PARTNERS LP	7.	7.	
LINN ENERGY LLC	51.	51.	
MAGELLAN MIDSTREAM PARTNERS LP	15.	15.	
MORGAN STANLEY - 159522	75.	75.	
PLAINS ALL AMERICAN PIPELINE, LP	80.	80.	
TOTAL TO PART I, LINE 3	1,298.	1,298.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BUCKEYE PARTNERS LP	109.	0.	109.	109.	
ENERGY TRANSFER PARTNERS LP	1,271.	0.	1,271.	1,271.	
MAGELLAN MIDSTREAM PARTNERS, LP	2.	0.	2.	2.	
MORGAN STANLEY - 159522	112,943.	4,091.	108,852.	108,852.	
PLAINS ALL AMERICAN PIPELINE, LP	62.	0.	62.	62.	
TO PART I, LINE 4	114,387.	4,091.	110,296.	110,296.	

FORM 990-PF | OTHER INCOME | STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INCOME/LOSS FROM LIMITED PARTNERSHIPS	<71,175.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<71,175.>	0.	

FORM 990-PF | LEGAL FEES | STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BRETT SENIOR & ASSOCIATES	1,462.	0.		1,462.
TO FM 990-PF, PG 1, LN 16A	1,462.	0.		1,462.

FORM 990-PF | ACCOUNTING FEES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SENIOR TAX & BUSINESS SERVICES	4,968.	0.		4,968.
TO FORM 990-PF, PG 1, LN 16B	4,968.	0.		4,968.

FORM 990-PF | TAXES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	3,002.	0.		0.
FORM 990-PF EXCISE TAX	17,088.	0.		0.
PAYROLL TAXES	5,073.	0.		5,073.
TO FORM 990-PF, PG 1, LN 18	25,163.	0.		5,073.

FORM 990-PF | OTHER EXPENSES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARTNERSHIP NON-DEDUCTIBLE EXPENSES	342.	0.		0.
OFFICE	5,555.	0.		5,555.
ADR FEES	776.	776.		0.
INSURANCE	490.	0.		490.
INVESTMENT EXPENSES	50.	50.		0.
TO FORM 990-PF, PG 1, LN 23	7,213.	826.		6,045.

FORM 990-PF | CORPORATE STOCK | STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK INVESTMENTS	7,841,300.	10,526,005.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,841,300.	10,526,005.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LIMITED PARTNERSHIPS	COST	1,823,366.	2,619,603.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,823,366.	2,619,603.

FORM 990-PF | DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT | STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE COMPUTER	2,448.	2,448.	0.
OFFICE CABINETS	21,518.	16,907.	4,611.
COMPUTER	2,437.	2,192.	245.
CAMERA	825.	511.	314.
ELECTRONIC DATA CAPTURE EQUIPMENT	954.	812.	142.

COPIER	478.	392.	86.
OFFICE FIXTURES	1,217.	855.	362.
OFFICE FIXTURES	3,893.	2,734.	1,159.
OFFICE FURNITURE	1,326.	756.	570.
OFFICE FURNITURE	1,349.	756.	593.
OFFICE FURNITURE	179.	97.	82.
OFFICE FURNITURE	178.	94.	84.
OFFICE FURNITURE	190.	101.	89.
COMPUTER	2,278.	1,710.	568.
COMPUTER SOFTWARE	421.	350.	71.
COMPUTER HARDWARE	1,748.	875.	873.
COMPUTER SOFTWARE	314.	262.	52.
COMPUTER HARDWARE	423.	212.	211.
OFFICE EQUIPMENT	488.	187.	301.
OFFICE EQUIPMENT	130.	39.	91.
OFFICE EQUIPMENT	1,094.	292.	802.
OFFICE EQUIPMENT	709.	177.	532.
OFFICE EQUIPMENT	891.	208.	683.
OFFICE CABINETS	583.	56.	527.
OFFICE EQUIPMENT	343.	46.	297.
SOFTWARE	262.	51.	211.
SOFTWARE	105.	15.	90.
OFFICE EQUIPMENT	225.	19.	206.
OFFICE EQUIPMENT	806.	67.	739.
OFFICE EQUIPMENT	298.	25.	273.
OFFICE EQUIPMENT	530.	44.	486.
SOFTWARE	178.	10.	168.
SOFTWARE	200.	28.	172.
COMPUTER	635.	11.	624.
OFFICE EQUIPMENT	188.	3.	185.
OFFICE EQUIPMENT	1,141.	19.	1,122.
OFFICE CABINETS	451.	0.	451.
TOTAL TO FM 990-PF, PART II, LN 14	51,433.	33,361.	18,072.

FORM 990-PF OTHER LIABILITIES STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CREDIT CARD LIABILITIES	60.	15,977.
TOTAL TO FORM 990-PF, PART II, LINE 22	60.	15,977.

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE COMPUTER	04/28/08	SL	5.00		16	2,448.				2,448.	2,286.		162.	2,448.
2	OFFICE CABINETS	07/01/08	SL	7.00		16	21,518.				21,518.	13,833.		3,074.	16,907.
3	COMPUTER	06/16/09	SL	5.00		16	2,437.				2,437.	1,705.		487.	2,192.
4	CAMERA	09/11/09	SL	7.00		16	825.				825.	393.		118.	511.
5	ELECTRONIC DATA CAPTURE EQUIPMENT	10/08/09	SL	5.00		16	954.				954.	621.		191.	812.
6	COPIER	12/10/09	SL	5.00		16	478.				478.	296.		96.	392.
7	OFFICE FIXTURES	01/27/09	SL	7.00		16	1,217.				1,217.	681.		174.	855.
8	OFFICE FIXTURES	01/16/09	SL	7.00		16	3,893.				3,893.	2,178.		556.	2,734.
9	OFFICE FURNITURE	01/15/10	SL	7.00		16	1,326.				1,326.	567.		189.	756.
10	OFFICE FURNITURE	02/09/10	SL	7.00		16	1,349.				1,349.	563.		193.	756.
11	OFFICE FURNITURE	03/19/10	SL	7.00		16	179.				179.	71.		26.	97.
12	OFFICE FURNITURE	03/22/10	SL	7.00		16	178.				178.	69.		25.	94.
13	OFFICE FURNITURE	03/24/10	SL	7.00		16	190.				190.	74.		27.	101.
14	COMPUTER	03/24/10	SL	5.00		16	2,278.				2,278.	1,254.		456.	1,710.
15	COMPUTER SOFTWARE	07/22/11	SL	3.00	HY	17	421.				421.	210.		140.	350.
16	COMPUTER HARDWARE	07/23/11	SL	5.00	HY	17	1,748.				1,748.	525.		350.	875.
17	COMPUTER SOFTWARE	08/27/11	SL	3.00	HY	17	314.				314.	157.		105.	262.
18	COMPUTER HARDWARE	10/17/11	SL	5.00	HY	17	423.				423.	127.		85.	212.

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05-01-13

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2013 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
19	OFFICE EQUIPMENT	01/20/12	SL	5.00		16	488.				488.	89.		98.	187.
20	OFFICE EQUIPMENT	06/26/12	SL	5.00		16	130.				130.	13.		26.	39.
21	OFFICE EQUIPMENT	08/24/12	SL	5.00		16	1,094.				1,094.	73.		219.	292.
22	OFFICE EQUIPMENT	09/22/12	SL	5.00		16	709.				709.	35.		142.	177.
23	OFFICE EQUIPMENT	11/11/12	SL	5.00		16	891.				891.	30.		178.	208.
24	OFFICE CABINETS	05/01/13	SL	7.00		16	583.				583.			56.	56.
25	OFFICE EQUIPMENT	05/10/13	SL	5.00		16	343.				343.			46.	46.
26	SOFTWARE	05/17/13	SL	3.00		16	262.				262.			51.	51.
27	SOFTWARE	07/16/13	SL	3.00		16	105.				105.			15.	15.
28	OFFICE EQUIPMENT	07/23/13	SL	5.00		16	225.				225.			19.	19.
29	OFFICE EQUIPMENT	07/25/13	SL	5.00		16	806.				806.			67.	67.
30	OFFICE EQUIPMENT	08/05/13	SL	5.00		16	298.				298.			25.	25.
31	OFFICE EQUIPMENT	08/15/13	SL	5.00		16	530.				530.			44.	44.
32	SOFTWARE	11/13/13	SL	3.00		16	178.				178.			10.	10.
33	SOFTWARE	08/02/13	SL	3.00		16	200.				200.			28.	28.
34	COMPUTER	11/16/13	SL	5.00		16	635.				635.			11.	11.
35	OFFICE EQUIPMENT	12/14/13	SL	5.00		16	188.				188.			3.	3.
36	OFFICE EQUIPMENT	12/15/13	SL	5.00		16	1,141.				1,141.			19.	19.

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(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
37	OFFICE CABINETS	12/22/13	SL	5.00		16	451.				451.			0.	
	* TOTAL 990-PF PG 1 DEPR						51,433.				51,433.	25,850.		7,511.	33,361.

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(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Attachment to Form 990-PF
Part II, Balance Sheets
Quaker City Foundation
Common Stock Investments
December 31, 2013

SCHEDULE A

	Number of Shares/Units	Ending Cost Basis	Ending Market Value
3 D Systems Corp	6,200	325,853	576,166
Amazon	1,950	428,697	777,641
Apple Inc	3,430	1,865,788	1,924,299
Arch Therapeutics Inc	20,000	11,282	6,500
Autodesk Inc	6,400	227,684	322,042
Comcast	22,814	652,713	1,185,530
Ebay Inc	10,620	533,608	582,666
Facebook Inc	6,950	215,338	379,811
Gilead Science	730	49,972	54,823
Google Inc	675	529,049	756,479
Harley Davidson Inc	6,350	389,579	439,674
IDO Security	500,000	145,270	4,400
Johnson & Johnson	9,075	599,197	831,179
Premier Brands Inc	20,000	15,520	22
Qualcomm Inc	5,600	300,602	415,800
Quest Water Global Inc	78,000	94,477	17,940
Sirius XM Radio Inc	167,000	402,248	582,830
Stratasys Ltd	7,720	673,582	1,039,884
Tata Motors Ltd	20,400	380,840	628,320
Totals - Stock Investments		7,841,300	10,526,005

Attachment to Form 990-PF
Part II, Balance Sheets
Quaker City Foundation
Limited Partnerships
December 31, 2013

SCHEDULE B

	Number of Shares/Units	Ending Cost Basis	Ending Market Value
Buckeye Partners LP	14,400.000	813,025.90	1,022,544 00
Emerge Energy Services LP	10,500 000	320,521.19	465,465.00
Enterprise Products Partners LP	9,400 000	306,942	623,220
Magellan Midstream Partners, LP	8,035 000	382,878	508,374
Total Limited Partnerships		1,823,366	2,619,603