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Return of Private Foundation or Section 4947(a)(1) Trust Treated as Private Foundation OMB No 1545-0052 ▶ Do not enter Social Security numbers on this form as it may be made public. mation about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

A Employer identification number THE HOWARD W. SWANK, ALMA K. SWANK AND RICHARD KEMPER SWANK FOUNDATION Proceedings of the company of			ndar year 2013 or tax year	r beginning APF	1, 2013	, and end	ling	MAR 31, 201	4
RICHARD KEMPER SWANK FOUNDATION 1925 LOVERING AVENUE 1925 LOVERING AVENUE 1925 LOVERING AVENUE 1926 To trown, state or promote, country, and 270 or foreign postal code WILMINGTON, DE 1986 1926 The state of t									
Page				•					
1925 LOVERING AVENUE City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19806 Greek all that apply Indual return Andreas Change A	_R	<u>IC</u>	HARD KEMPER	SWANK FOUND	DATION			20-514515	57
Circum, state or provence, country, and ZiP or freegin postal code WILMINGTON, DE 19806 Circumption appealance appealance pending, check here Indial return India return	Num	ber a	and street (or PO box number	if mail is not delivered to stree	t address)	F	Room/suite		
Cinck lither apply India fetur India	1	92	5 LOVERING A	AVENUE				302-652-2	2900
3 Check all that apply				untry, and ZIP or foreign (postal code			C If exemption application	is pending, check here
Final return	W	IL	MINGTON, DE	19806					
Chack type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation Fair market value of all assets at end of year (from Part II, oc.) (c), fine 161 According method Cash Accrual The foundation is in a 60-month termination According method Cash Accrual The foundation is in a 60-month termination According method Cash Accrual The foundation is in a 60-month termination According method Cash Accrual The foundation is in a 60-month termination According method Cash Accrual The foundation is in a 60-month termination According method Cash Accrual The foundation is in a 60-month termination According method Cash Accrual The foundation is in a 60-month termination According method Cash Accrual The foundation is in a 60-month termination According method Cash Accrual The foundation is in a 60-month termination According method Cash Accrual The foundation is in a 60-month termination According method Cash Accrual The foundation is in a 60-month termination Accrual The foundation The found	G C	heck	all that apply	Initial return	Initial return of a fo	ormer public cha	arıty	D 1. Foreign organizati	ons, check here 🕨 🔲
Check type of organization X Section 501(c)(3) exempt private foundation				Final return	Amended return			2 -	
Section 4947(a)(1) nonexempt charable trust □ Other taxable private foundation Fit the fou								check here and attack	meeting the 85% test, computation
Section 4947(a)(1) nonexempt charable trust	H_C	heck	type of organization	X Section 501(c) <u>(3)</u> e	xempt private foundation			E If private foundation	status was terminated
## The part of the continue for the part of the continue for the continue	<u> </u>	Se	ction 4947(a)(1) nonexem	npt charitable trust 🔲		ation		1 '	
Analysis of Revenue and Expenses 16,800,283, Part 1, column (of) must be on cash bases	I Fa	ır ma	arket value of all assets at (Y	Accrua	al	F If the foundation is in	a 60-month termination
Analysis of Revenue and Expenses (19) Revenue and (20) Net investment income (20) Net investment (20) Adjusted net income (20) Net investment (2									_
The botal of amounts in columns (b), (and (of may not		<u> </u>			ımn (d) must be on cash i	basis)			
Contributions, gifts, grants, etc., received 2	Pa	rt I	The total of amounts in colu	Id Expenses mns (b), (c), and (d) may not					(d) Disbursements
Page Check	 -			·	expenses per books	incom	ne		
Internet on awangs and temporary								N/A	
A Dividends and interest from securities 394,040. 394,040. STATEMENT 1 1 1 1 1 1 1 1 1	ļ	2				<u> </u>			
Sa Gross rents Description sale of assets not on line 10 191,401.		3							
D Net rental income or (loss) 191,401.		-		om securities	394,040.	394	,040.		STATEMENT 1
191,401 191,									
		b	Net rental income or (loss)		101 401	+		AS AS	CEIVED
Net Short-term capital gam 1 1 1 1 1 1 1 1 1	9	6a	Net gain or (loss) from sale of a		191,401.			P*** *** / * / **	
Net Short-term capital gam 1 1 1 1 1 1 1 1 1	ē	_ b				101	401	8	
9 Income modifications 10s Gross sales less returns 10s Gross sales less sales sales 10s Gross sales less sales sales 10s Gross sales less sales sales sales 10s Gross sales sales sales sales 10s Gross sales sales 10s Gross sales sales sales sales 10s Gross sales sales sales sales sales 10s Gross sales sa	Be	_	· · ·			191	,401.	in Jul	· · · · · · · · · · · · · · · · · · ·
10a and allowances		_	• •	n			 		<u></u>
D Less Cost of goods sold		Gross sales less returns				~~~~~			
C Gross profit or (loss) 1 Other income 267,550.	ı		and allowances	•		· 1 1 1 1 1 1 1 1 1 	, n-m-1	**************************************	
11 Other income 267,550. 0. STATEMENT 2 852,991. 585,441.			- ,	<u> </u>					
12 Total. Add lines 1 through 11 852,991. 585,441.					267 550				Cm a management of
13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees STMT 3 22,044. 2,204. 19,840 0 0 0 0 0 0 0 0 0				h 11		5.05			OTATEMENT Z
14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees STMT 3 22,044 2,204 19,840 19,840 10 10 10 10 10 10 10	\dashv					203			
15 Pension plans, employee benefits 16a Legal fees STMT 3 15 Accounting fees STMT 4 1 1 1 1 1 16a Legal fees STMT 4 1 1 1 1 1 1 1 1 1	- 1			•	J •		<u> </u>		0.
16a Legal fees	- I		· ·	-					1
b Accounting fees STMT 4 1,477. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0.	Ω				22.044	2	-204		10 940
23 Other expenses STMT 7 2,529. 0. 0. 0. 24 Total operating and administrative expenses. Add lines 13 through 23 69,991. 35,717. 19,840. 25 Contributions, gifts, grants paid 392,000. 392,000. 26 Total expenses and disbursements. Add lines 24 and 25 461,991. 35,717. 411,840. 27 Subtract line 26 from line 12 391,000. 549,724. C Adjusted net income (if negative, enter -0-) 549,724.	eus								
23 Other expenses STMT 7 2,529. 0. 0. 0. 24 Total operating and administrative expenses. Add lines 13 through 23 69,991. 35,717. 19,840. 25 Contributions, gifts, grants paid 392,000. 392,000. 26 Total expenses and disbursements. Add lines 24 and 25 461,991. 35,717. 411,840. 27 Subtract line 26 from line 12 391,000. 549,724. C Adjusted net income (if negative, enter -0-) 549,724.	꼾		=			28			
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23 Other expenses STMT 7 2,529. 0. 10,000 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 392,000. 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	밀			- - -					
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25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A	ber		· -		69,991.	35	,717.		19.840.
26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A	0	25		•					392,000.
Add lines 24 and 25 27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A									
27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A					461,991.	35	<u>,</u> 717.		411,840.
b Net investment income (if negative, enter -0-) C Adjusted net income (if negative, enter -0-) N/A	T			12		,	·	7	
b Net investment income (if negative, enter -0-) C Adjusted net income (if negative, enter -0-) N/A		а	Excess of revenue over expens	ses and disbursements	391,000.		<u></u>		
c Adjusted net income (if negative, enter -0-)						549	,724.	· · · · · · · · · · · · · · · · · · ·	
	\perp	C	Adjusted net income (if ne	gative, enter -0-)				N/A	

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

Page 2

		Attached schedules and amounts in the description	Beginning of year	End o	f year
P	art	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing			
		Savings and temporary cash investments	6,327.	3,350.	3,350.
	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 ▶			
sts	8	Inventories for sale or use			
Assets	9	Prepaid expenses and deferred charges		***	
⋖	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 8	10,783,318.	11,177,295.	16,801,933.
	C	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis			,
		Less accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ▶			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
		Less accumulated depreciation			
	15	Other assets (describe)			
	16	Total assets (to be completed by all filers - see the			
		instructions. Also, see page 1, item 1)	10,789,645.	11,180,645.	16,805,283.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
es	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
jab	21	Mortgages and other notes payable			
_	22	Other liabilities (describe)			
		-		0	
_	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here			
S	24	and complete lines 24 through 26 and lines 30 and 31.			
Š	24	Unrestricted		 	
Sala	25	Temporarily restricted		·····	
<u> </u>	26	Permanently restricted Foundations that do not follow SFAS 117, check here			
Ē		· · · · · · · · · · · · · · · · · · ·			
ō	27	and complete lines 27 through 31. Capital stock, trust principal, or current funds	10,826,767.	10,826,767.	
Net Assets or Fund Balance	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
Ass	29	Retained earnings, accumulated income, endowment, or other funds	<37,122.		
et [30	Total net assets or fund balances	10,789,645.	11,180,645.	
Z	"	Total liet 6996/2 in Inlin Daigittes	10,705,045.	11,100,043.	
	31	Total liabilities and net assets/fund balances	10,789,645.	11,180,645.	
	art				
			,		
		net assets or fund balances at beginning of year - Part II, column (a), line	30		10 700 5:-
		t agree with end-of-year figure reported on prior year's return)		1	10,789,645.
		r amount from Part I, line 27a		2	391,000.
		r increases not included in line 2 (itemize)		3	11 100 645
		lines 1, 2, and 3		4	11,180,645.
		eases not included in line 2 (itemize) net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	Numa (h) line 20	5	11,180,645.
6_	<u>i vidi</u>	Tier asserts of futio balances at end of year (line 4 milius line 3) - Part II, CC	nurmi (D), line 30	6	Form 990-PF (2013)

|--|

(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.)			P-Purchase		(c) Date acquired (mo, day, yr)		(d) Date sold (mo, day, yr)			
2-story drick wareno	ouse, or commo	UII STOCK, 200 SII	S IVILU UO)			- Dona		(IIIO , U	- J	(IIIO, Gay, yl)
a CDD AMMAGUDD C	M 2 M 12 M 12 M	TOTAL			 					
	TATEMEN	N.T.			 					
<u> </u>					+-					
<u>d</u>					+-					
<u> </u>	(f) Depreciati	on allowed	(n) Co	st or other basis	┸			(h) Ca	un or (los:	·\
(e) Gross sales price	(or allow			expense of sale					(f) minus	
<u> </u>	-		ļ							
)										
			<u> </u>	-						
477,217.				285,81	6					191,40
Complete only for assets showing g	un in column /h	a) and owned by	the foundation		10.			0 (0	-1 (1-)	
Complete only for assets showing ga	<u>_</u>								of (h) gan ot less tha	
(i) F M V as of 12/31/69	(j) Adjuste as of 12/			xcess of col (I) r col (I), If any				Losses	(from col	(h))
	-,.		<u> </u>							
<u> </u>										
			 							
										191,40
		·	<u></u>		\dashv					191,40
Capital gain net income or (net capita		If gain, also ente If (loss), enter -0			<u>}</u>	2				191,40
Net short-term capital gain or (loss) a	s defined in sec	ctions 1222(5) ai	nd (6)		`					
If gain, also enter in Part I, line 8, colu		` '	• •							
	111111 (C)						ł		/-	
If (loss), enter -0- in Part I, line 8 Part V Qualification Und or optional use by domestic private for	er Section						nent Inco	ome	N/1	1
If (loss), enter -0- in Part I, line 8 Part V Qualification Und For optional use by domestic private for section 4940(d)(2) applies, leave this part as the foundation liable for the section	er Section indations subject part blank 4942 tax on the	ct to the section e distributable an	4940(a) tax or	n net investment i ear in the base pe	ncome		nent Inco	ome	N/1	
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If (loss), enter -0- in Part I, line 8 Part V Qualification Und or optional use by domestic private for section 4940(d)(2) applies, leave this part is the foundation liable for the section "Yes," the foundation does not qualify use the appropriate amount in each (a) Base period years Calendar year (or tax year beginning in 2012 2011 2010 2009 2008 Total of line 1, column (d) Average distribution ratio for the 5-year	er Section Indations subjection Indations Indation Indations Indation Indations Indation Indations Indation	ct to the section e distributable and 940(e) Do not co ch year, see the i (b) ted qualifying dis 75 59 92 61 62	mount of any y omplete this particular in the stributions $64,265$. $94,198$. $20,089$. $8,069$. $23,352$.	ear in the base peart fore making any o	ncome (c) nnchar 14 13 13 12 13	ritable- , 52 , 77 , 50 , 78	use assets 8,159 2,739 4,406 6,202	2	Distri	(d) button ratio vided by col (c)) .0519 .0431 .0681 .0463
If (loss), enter -0- in Part I, line 8 Part V Qualification Und for optional use by domestic private for section 4940(d)(2) applies, leave this part is the foundation liable for the section "Yes," the foundation does not qualify use the appropriate amount in each (a) Base period years Calendar year (or tax year beginning in 2012 2011 2010 2009 2008 Total of line 1, column (d) Average distribution ratio for the 5-ye the foundation has been in existence	er Section Indations subjection Indations Indation Indations Indation Indations Indation Indations Indation Indations Indation In	e distributable an 940(e) Do not coch year, see the interpretation (b) ted qualifying distributed qualifying distributed for the following distributed qualifying qual	mount of any y omplete this painstructions be stributions $4,265.4,198.20,089.23,352.20$	ear in the base peart fore making any o	ncome (c) nnchar 14 13 13 12 13	ritable- , 52 , 77 , 50 , 78	use assets 8,159 2,739 4,406 6,202	2 3	Distri (col (b) di	(d) button ratio vided by col (c)) 0519 0431 0681 0483 0463
If (loss), enter -0- in Part I, line 8 Part V Qualification Und for optional use by domestic private for section 4940(d)(2) applies, leave this part is the foundation liable for the section "Yes," the foundation does not qualify use the appropriate amount in each (a) Base period years Calendar year (or tax year beginning in 2012 2011 2010 2009 2008 Total of line 1, column (d) Average distribution ratio for the 5-ye the foundation has been in existence	er Section Indations subjection Indations Indation Indations Indation Indations Indation Indations Indation Indations Indation In	e distributable an 940(e) Do not coch year, see the interpretation (b) ted qualifying distributed qualifying distributed for the following distributed qualifying quali	mount of any y omplete this painstructions be stributions $4,265.4,198.20,089.23,352.20$	ear in the base peart fore making any o	ncome (c) nnchar 14 13 13 12 13	ritable- , 52 , 77 , 50 , 78	use assets 8,159 2,739 4,406 6,202	2	Distri (col (b) di	(d) button ratio vided by col (c)) .0519 .0431 .0681 .0483 .0463
If (loss), enter -0- in Part I, line 8 Part V Qualification Und for optional use by domestic private for section 4940(d)(2) applies, leave this part as the foundation liable for the section "Yes," the foundation does not qualify use the appropriate amount in each (a) Base period years Calendar year (or tax year beginning in 2012 2011 2010 2009 2008 Total of line 1, column (d) Average distribution ratio for the 5-ye the foundation has been in existence	er Section Indations subjection Indations Indation Indations Indation Indations Indation Indations Indation Indations Indation In	e distributable an 940(e) Do not coch year, see the interpretation (b) ted qualifying distributed qualifying distributed for the following distributed qualifying quali	mount of any y omplete this painstructions be stributions $4,265.4,198.20,089.23,352.20$	ear in the base peart fore making any o	ncome (c) nnchar 14 13 13 12 13	ritable- , 52 , 77 , 50 , 78	use assets 8,159 2,739 4,406 6,202	2 3	Distri (col (b) di	(d) button ratio vided by col (c)) .0519: .04314 .0681: .0483: .0463: .25786 .0515
If (loss), enter -0- in Part I, line 8 Part V Qualification Und For optional use by domestic private for section 4940(d)(2) applies, leave this part is the foundation liable for the section "Yes," the foundation does not qualify to Enter the appropriate amount in each (a) Base period years Calendar year (or tax year beginning in 2012 2011 2010 2009 2008 Total of line 1, column (d) Average distribution ratio for the 5-yee the foundation has been in existence Enter the net value of noncharitable-un Multiply line 4 by line 3	er Section Indations subject Indations Ind	ct to the section e distributable an 940(e) Do not co ch year, see the i (b) ted qualifying dis 75 59 92 61 62 - divide the total ears	mount of any y omplete this painstructions be stributions $4,265.4,198.20,089.23,352.20$	ear in the base peart fore making any o	ncome (c) nnchar 14 13 13 12 13	ritable- , 52 , 77 , 50 , 78	use assets 8,159 2,739 4,406 6,202	2 3	Distri (col (b) di	(d) button ratio vided by col (c)) .0519 .0431 .0681 .0483 .0463 .25786 .0515
If (loss), enter -0- in Part I, line 8 Part V Qualification Und For optional use by domestic private for section 4940(d)(2) applies, leave this part is the foundation liable for the section "Yes," the foundation does not qualify to Enter the appropriate amount in each (a) Base period years Calendar year (or tax year beginning in 2012 2011 2010 2009 2008 Total of line 1, column (d) Average distribution ratio for the 5-year	er Section Indations subject Indations Ind	ct to the section e distributable an 940(e) Do not co ch year, see the i (b) ted qualifying dis 75 59 92 61 62 - divide the total ears	mount of any y omplete this painstructions be stributions $4,265.4,198.20,089.23,352.20$	ear in the base peart fore making any o	ncome (c) nnchar 14 13 13 12 13	ritable- , 52 , 77 , 50 , 78	use assets 8,159 2,739 4,406 6,202	2 3 4 5	Distri (col (b) di	(d) button ratio vided by col (c)) .0519: .0431 .0681: .0483: .0463: .25786 .0515: .6,032,649 .826,852 .5,496
If (loss), enter -0- in Part I, line 8 Part V Qualification Und for optional use by domestic private for section 4940(d)(2) applies, leave this part is the foundation liable for the section "Yes," the foundation does not qualify use the appropriate amount in each (a) Base period years Calendar year (or tax year beginning in 2012 2011 2010 2009 2008 Total of line 1, column (d) Average distribution ratio for the 5-year the foundation has been in existence Enter the net value of noncharitable-use. Multiply line 4 by line 3 Enter 1% of net investment income (1)	er Section Indations subjection Indations Indation Indations Indation Indations Indation Indations Indation Ind	ct to the section e distributable an 940(e) Do not co ch year, see the i (b) ted qualifying dis 75 59 92 61 62 - divide the total ears	mount of any y omplete this painstructions be stributions $4,265.4,198.20,089.23,352.20$	ear in the base peart fore making any o	ncome (c) nnchar 14 13 13 12 13	ritable- , 52 , 77 , 50 , 78	use assets 8,159 2,739 4,406 6,202	2 3 4 5	Distri (col (b) di	(d) button ratio

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<u>Forn</u>	n 990-PF (2013) RICHARD KEMPER SWANK FOUNDATION		<u> 51451</u>			Page 4
Pá	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4	1948	- see in	stru	ctio	ns)
18	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%	1		1	0,9	94.
	of Part I, line 27b	1				***************************************
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		1	0,9	94.
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		1	0,9	94.
6	Credits/Payments				,,,,,	
a	2013 estimated tax payments and 2012 overpayment credited to 2013 6a 12,000.					
t	Exempt foreign organizations - tax withheld at source 6b]				
0	: Tax paid with application for extension of time to file (Form 8868)]				
0	Backup withholding erroneously withheld 6d]				
7	Total credits and payments Add lines 6a through 6d	7		1	2,0	00.
8	Enter any penalty for underpayment of estimated tax. Check here X 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			1,0	06.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 1,006. Refunded	11				0.
Pź	art VII-A Statements Regarding Activities					
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene	ın .			Yes	No
	any political campaign?		Γ	1a		Х
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition	1)?	Γ	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials publish	ed or	ſ			
	distributed by the foundation in connection with the activities.					
C	: Did the foundation file Form 1120-POL for this year?			1c		Х
Ó	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year					
	(1) On the foundation \triangleright \$ 0 . (2) On foundation managers \triangleright \$ 0 .					
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation	="				
	managers > \$O.					
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?			2		Х
	If "Yes," attach a detailed description of the activities				,	
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		Х
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			4a		X
b	o 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?			5		X
	If "Yes," attach the statement required by General Instruction T.				.,,	
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	e law				
	remain in the governing instrument?			6	Х	
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)					
	DE					
b	of 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	Х	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for cale	ndar				
	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

THE HOWARD W. SWANK, ALMA K. SWANK AND

F <u>o</u> rm	1990-PF (2013) RICHARD KEMPER SWANK FOUNDATION 20-514	5157		Page 5
	art 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	\Box		
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	L _	_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 ▶ GORDON FOURNARIS & MAMMARELLA, P.A. Telephone no ▶ 302-6		900	
	Located at ► 1925 LOVERING AVENUE, WILMINGTON, DE ZIP+4 ►1	<u>9806</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			•
	and enter the amount of tax-exempt interest received or accrued during the year		/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,	, 1	Yes	1
	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	ŀ		
-	country			<u> </u>
7	art VII-B Statements Regarding Activities for Which Form 4720 May Be Required			T
_	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1 a	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 X No.			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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)?			
	(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)			
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)? N/A	16		ĺ
	Organizations relying on a current notice regarding disaster assistance check here	1		
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?	10		Х
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))			
а	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?			
_	If "Yes," list the years \(\bigs_{}\),			
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		
Ü	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?			
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	أ	
	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?	Ah		X

Form **990-PF** (2013)

Total number of other employees paid over \$50,000

Part VIII Information About Officers, Directors, Trustees, Founda Paid Employees, and Contractors (continued)	ition Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter	r "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 Part IX-A Summary of Direct Charitable Activities		> 0
List the foundation's four largest direct charitable activities during the tax year. Include relevant statis number of organizations and other beneficiaries served, conferences convened, research papers produced to the conference of the conferenc	tical information such as the duced, etc	Expenses
1 N/A		
2		F-1-7-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-
3		
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 $\mathbf{N/A}$	lines 1 and 2	Amount
1 N/A		
2		
All other program-related investments See instructions		
3		
Total. Add lines 1 through 3	•	0.

Form 990-PF (2013)

RICHARD KEMPER SWANK FOUNDATION

P	Minimum Investment Return (All domestic foundations must complete this part. For	eign foundations,	see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
а	Average monthly fair market value of securities	1a	16,241,200.
b		1b	16,241,200. 35,597.
C	Fair market value of all other assets	10	
d	Total (add lines 1a, b, and c)	1d	16,276,797.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)	0.	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	16,276,797.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	244,152.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,032,645.
6	Minimum investment return. Enter 5% of line 5	6	801,632.
P	Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foun foreign organizations check here and do not complete this part)	dations and certain	
1	Minimum investment return from Part X, line 6	1	801,632.
2a	Tax on investment income for 2013 from Part VI, line 5	994.	
b			
C	Add lines 2a and 2b	2c	10,994.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	10,994. 790,638.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	790,638.
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	790,638.
	Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		411 040
	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	411,840.
b		1b	
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		3a	
	Cash distribution test (attach the required schedule)	3b	411 040
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	411,840.
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	411,840.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the fo 4940(e) reduction of tax in those years	undation qualities for	r the section

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,	11 10 11 Sinn 11 11 11 1			
line 7				790,638.
2 Undistributed income, if any, as of the end of 2013				·
a Enter amount for 2012 only			386,507.	
b Total for prior years	, '	· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·	
		0.		
3 Excess distributions carryover, if any, to 2013	, ,,			t'ur i nahaan i ar
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 ▶ \$ 411, 840.				
a Applied to 2012, but not more than line 2a			386,507.	
b Applied to undistributed income of prior			3007307.	· · · · · · · · · · · · · · · · · · ·
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus				
(Election required - see instructions)	0.			
· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·	11 11 11 11 11 11 11 11 	17 1	25,333.
d Applied to 2013 distributable amount	0.			25,555.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below.				
2 Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract				
line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable		· : =		
amount - see instructions		0.		
e Undistributed income for 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				765,305.
7 Amounts treated as distributions out of	, , , , , , , , , , , , , , , , , , , ,	· · · · · · · · · · · · · · · · · · ·		······································
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008			***************************************	······
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014.	 -		••••••	······
Subtract lines 7 and 8 from line 6a	0.			
0 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				
				Form 000 DE (0040)

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- 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.)

Information Regarding Foundation Managers:

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

NONE

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

NONE

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
- 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

Förm 990-PF (2013) RICHARD KEMPER SWAN
Part XV Supplementary Information (continued) 20-5145157 Page 11 RICHARD KEMPER SWANK FOUNDATION

3 Grants and Contributions Paid During the	ear or Approved for Future	Payment		
Recipient	If recipient is an individual,	Foundation	Purnose of grant or	
Name and address (home or business)	show any relationship to any foundation manager or substantial contributor	status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CHRISTIANA CARE HEALTH SERVICES	NONE	PUBLIC CHARITY	ESTABLISH A PROGRAM	
13 READS WAY, SUITE 203			FOR SUFFERING ELDERLY	
NEW CASTLE, DE 19720			INDIVIDUALS.	225,000.
THE NEMOURS FOUNDATION	NONE	PUBLIC CHARITY	SUPPORT RESEARCH,	
1600 ROCKLAND ROAD			PREVENTION, AND	
WILMINGTON, DE 19803			TREATMENT OF PEDIATRIC	
			CONDITIONS.	167,000.
				
	 			
Total		1	▶ 3a	392,000.
b Approved for future payment				
NONE				
				<u> </u>
Total				
IUIAI			▶ 3b	0.

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Form 990-PF (2013) RICHARD KEMPER	SWANK	FOUNDATION	·	20-5	145157 Page 12
Part XVI-A Analysis of Income-Produc	cing Activi	ties			
Enter gross amounts unless otherwise indicated	Unrelate	d business income	Excluded by	y section 512, 513, or 514	(e)
	(a)	(b)	(C) Exclu-	(d)	Related or exempt
1 Program service revenue	Business code	Amount	code	Amount	function income
a					
b					
c					
d			11		
e					
•	ļ				
g Fees and contracts from government agencies		 -	 	 	
			 		
2 Membership dues and assessments			 		
3 Interest on savings and temporary cash					
Investments			18	394,040.	
4 Dividends and interest from securities			1 0	394,040.	
5 Net rental income or (loss) from real estate	ļ		 		
a Debt-financed property			+		
b Not debt-financed property		·	+-+		
6 Net rental income or (loss) from personal					
property					
7 Other investment income	<u> </u>		 		
8 Gain or (loss) from sales of assets other				101 401	
than inventory		·	18	191,401.	
9 Net income or (loss) from special events		-1			
10 Gross profit or (loss) from sales of inventory	ļ		 		
11 Other revenue	1				
a REIMBURSEMENT OF UNUSED		·			
b GRANT MONIES			 	267,550.	
C			 		
d			 		
e			ļ	0.5.0	
12 Subtotal Add columns (b), (d), and (e)	<u> </u>	0.	<u> </u>	852,991.	
13 Total. Add line 12, columns (b), (d), and (e)				13	852,991.
(See worksheet in line 13 instructions to verify calculations)					
Part XVI-B Relationship of Activities t	to the Acco	omplishment of E	xempt Pu	ırposes	
					
Line No. Explain below how each activity for which inco			A contributed	importantly to the accomp	olishment of
the foundation's exempt purposes (other than	by providing tu	nds for such purposes)			
					
					
					·
					
					
			 	 	
					

323621 10-10-13 Form **990-PF** (2013)

Exert XVII	Fhrm 990			•	FOUNDATION		20-	-5145157	P:	age 1 3
1 Det the organization directly or indirectly angle 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 Transfer from the reporting foundation to a nonchartable exempt organization of (1) Cash (2) Other seets b Other transactions (3) Purchases of assets from a noncharitable exempt organization (3) Seets of a seets to a noncharitable exempt organization (3) Seets of facilities, equipment, incident exempt organization (4) Reminusement arrangements (5) Loss or for and quarantees (6) Performance of services or membership or fundrasing solicitations (6) Performance of services or membership or fundrasing solicitations (6) Loss or for and quarantees (6) Loss or for and quarantees (7) Loss or for and quarantees (8) Loss or for and quarantees (9) Amount movined (1) the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services precised (1) Loss or services growing by the apparting froundation relevanced less than four market value in any transaction or shaning arrangement, show in column (d) the value of the goods, other assets, or services received (1) Loss or Services growing by the apparting froundation relevanced less than four market value in any transaction or shaning arrangement, show in column (d) the value of the goods, other assets, or services received (1) Loss or (1) Amount movined (2) Name of noncharitable exempt organization (d) Description of relationship N/A (3) Amount movined (1) The Code (other than section 501(c)(3)) or in section 527? yes X No 10 In Yes, complete the following schedule (a) Name of noncharitable exempt organization (d) Description of relationship N/A Privation of other or traffer Privation of other or traffer Privation of the Code (other than section of properior inner transaction and information of whom properior has any schools of the code (other than										<u>.go (e</u>
the Code (other than section 501(c)(3) organizations or in section 527, relating to polifical organizations? 3 Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (1) Cash (2) Other assets 4 11(2) IX (2) Other assets to a noncharitable exempt organization (1) Sales of assets to a noncharitable exempt organization (2) Purchase of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Rental contained in the second of the secon										
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In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?		<u> </u>	_	N/A					_	
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?										
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In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?	2a Is ti	ne foundation directly or indirec	ctly affiliated with, or	related to, one	or more tax-exempt orga	nizations describe				
(a) Name of organization (b) Type of organization (c) Description of relationship N/A Under penalties of penury, 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 and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer shown below (see inst 17) Signature of officer or trustee Print/Type preparer's name VICTOR S. PELILLO, VICTOR S. PELILLO, Print/Type preparer's name VICTOR S. PELILLO, VICTOR S. PELILLO, ASSOCIATES, LLC Firm's sign > 26-0645306		•	•	•			.•	Yes	X	No
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Sign Here Under penalties of penjury, 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 return with the preparer shown below (see instr.)? Yes					(b) Type of organization	1	(c) Description of r	elationship		
Sign Here Signature of officer or trustee Date Title		N/A								-
Sign Here Signature of officer or trustee Date Title										
Sign Here Signature of officer or trustee Date Title			-				.			
Sign Here Signature of officer or trustee Date Title							***			
Sign Here Signature of officer or trustee Date Title										
Firm's name ► ALBERO, KUPFERMAN & ASSOCIATES, LLC Firm's EIN ► 26-0645306		Under penalties of penury, I declare	that I have examined the	nis return, including	g accompanying schedules a	nd statements, and to	the best of my knowledge	May the IRS	discuss	this
Print/Type preparer's name VICTOR S. PELILLO, CPA Prim's name ► ALBERO, KUPFERMAN & ASSOCIATES, LLC Firm's name ► ALBERO, KUPFERMAN & ASSOCIATES, LLC Firm's EIN ► 26-0645306		and belief, it is tide, correct, and co	4		taxpayer) is based on all line	ormation of which pre	parer nas any knowledge	return with th	e prepar	er
Print/Type preparer's name VICTOR S. PELILLO, CPA Preparer Preparer's signature VICTOR S. PELILLO, CPA Preparer Preparer Preparer's signature Preparer Preparer's signature Preparer Preparer's signature Preparer Preparer's signature	Here	7 my		reig	7/24//	4				- 1
Paid CPA S. PELILLO, Self-employed P00176177 Preparer Firm's name ► ALBERO, KUPFERMAN & ASSOCIATES, LLC Firm's EIN ► 26-0645306						Title				
Paid CPA // / / / / / / Preparer Firm's name ► ALBERO, KUPFERMAN & ASSOCIATES, LLC Firm's EIN ► 26-0645306		1 '' '		Preparer's si	gnature	Date		PTIN		
Preparer Firm's name ► ALBERO, KUPFERMAN & ASSOCIATES, LLC Firm's EIN ► 26-0645306	n_:⊐		PELILLO,	11/K	1/ 82/101	19/1/1	self- employed	_		
				1/10/ >	perencin	1////				
			SERO, KUPI	EKMAN (& ASSUCTATE	S, LLC	Firm's EIN ► 2	6-06453	06	

Form **990-PF** (2013)

(302) 230-7171

Firm's address ▶ 1701 SHALLCROSS AVE, STE D WILMINGTON, DE 19806

FORM 990-PF	DIVIDENDS	AND INTE	REST	FROM SECU	RITIES S	TATEMENT	1
SOURCE	GROSS AMOUNT	CAPITA GAINS DIVIDEN	REVENUE		(B) NET INVEST- MENT INCOME		
CAPITAL GAIN DIVIDENDS DIVIDENDS	23,028. 394,040.	23,028.		0 394,040	. 0. . 394,040.		
TO PART I, LINE 4	417,068. 23,028. 394,0		394,040	394,040.			
FORM 990-PF		OTHER	INCO	ME	S	TATEMENT	2
DESCRIPTION			RE		(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM	
REIMBURSEMENT OF UN MONIES	USED GRANT			267,550.	0.		
TOTAL TO FORM 990-P	F, PART I,	LINE 11 =		267,550.	0.		<u> </u>
FORM 990-PF		LEGA	L FE	ES	S	TATEMENT	3
DESCRIPTION		(A) EXPENSES PER BOOKS		(B) T INVEST- NT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITAB PURPOSE	
LEGAL FEES		22,044	2,204			19,84	0.
TO FM 990-PF, PG 1,	LN 16A	22,044	2,20			19,840	

FORM 990-PF	ACCOUNTI	NG FEES	STATEMENT 4			
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
TAX PREPARATION FEE	1,477.	0.		0.		
TO FORM 990-PF, PG 1, LN 16B	1,477.	0.		0.		
FORM 990-PF	THER PROFES	SIONAL FEES	S	TATEMENT 5		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
INVESTMENT MANAGEMENT FEES	28,688.	28,688.		0.		
TO FORM 990-PF, PG 1, LN 16C	28,688.	28,688.		0.		
FORM 990-PF	TAX	ES	S	TATEMENT 6		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
FOREIGN TAX EXCISE TAX EXCISE TAX REFUND ESTIMATED TAX PAYMENTS STATE REGISTRATION FEE	4,825. 2,086. <3,758. 12,000. 100.	4,825. 0. 0. 0. 0.		0. 0. 0. 0.		
TO FORM 990-PF, PG 1, LN 18	15,253.	4,825.		0.		

FORM 990-PF	OTHER E	XPENSES	STATEMENT 7			
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM			
INSURANCE	2,529.	. 0.		0.		
TO FORM 990-PF, PG 1, LN 23	2,529.	0.		0.		
FORM 990-PF	CORPORAT	E STOCK		STATEMENT 8		
DESCRIPTION		ВО	OK VALUE	FAIR MARKET VALUE		
MUTUAL FUNDS		1	1,177,295.	16,801,933.		
TOTAL TO FORM 990-PF, PART II, LINE 10B			1,177,295.	16,801,933.		

STATEMENT 9

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS

NAME AND ADDRESS		COMPEN- SATION		EMPLOYEE BEN PLAN CONTRIB	EXPENSE	
DR. EDWARD M. GOLDENBERG 205 OWLS NEST ROAD GREENVILLE, DE 19807	DIRECTOR, 1.00	PRES	IDENT,	TREAS	0.	0.
STEPHEN T. BRUNI P.O. BOX 832 MENDENHALL, PA 19357	DIRECTOR, 1.00	VICE	PRESI	DENT,	0.	0.
DONALD J. FRANCESCHINI 2580 ESCADA DRIVE NAPLES, FL 34109	DIRECTOR, 1.00	VICE	PRESI	DENT-1 0.	0.	0.
NANCY N. GALE 205 STEEPLECHASE CIRCLE WILMINGTON, DE 19808	DIRECTOR, 5.00	VICE	PRESI	DENT 0.	0.	0.
DENISE D. SCHWARTZ 32 E. BELMONT DRIVE, FOXMEADOW FARM HOCKESSIN, DE 19707	DIRECTOR,	VICE	PRESI	DENT 0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6	, PART VIII	-		0.	0.	0.

TRUSTEES AND FOUNDATION MANAGERS

Part IV Capital Gains and Lo	isses for lax on investment income					
	d describe the kind(s) of property sol rick warehouse, or common stock, 2			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
	VANGUARD SHORT-	<u> </u>	AD	P	VARIOUS	04/29/13
b 651.689 SHARES			AD	P	VARIOUS	07/29/13
c 675.131 SHARES			AD	P	VARIOUS	10/28/13
	ES VANGUARD SHOR			P	VARIOUS	12/02/13
e 341.578 SHARES		ST	P	VARIOUS	07/29/13	
	VANGUARD SHORT-	AD	P	VARIOUS	01/27/14	
	ES VANGUARD STOC		P	VARIOUS	02/28/14	
	DIVIDENDS					
1 _						
				-		
k						
1						
m						
n				<u> </u>		
0						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale) Gain or (loss) blus (f) minus (g)	
a 6,877.		6,877.			· .	0.
b 6,967.		7,034.				<67.>
c 7,251.		7,277.			-	<26.>
d 14,000.		14,059.				<59.>
e 14,500.		11,935.				2,565.
f 7,594.		7,646.				<52.>
g 397,000.		230,988.				166,012.
h 23,028.				-1		23,028.
1						
J						
<u>k</u>						
<u>l</u>						
<u>m</u>				 -		·
<u>n</u>						
Complete only for assets show	I ng gain in column (h) and owned by	the foundation on 12/31/60		40.1		
Complete only for assets shown	(i) Adjusted basis	(k) Excess of col (i)			sses (from col (h) of col (h) gain ove	
(i) F M V as of 12/31/69	as of 12/31/69	over col (j), if any			ot less than "-0-")	(,)
a				- <u> </u>	*****	0.
b						<67.>
С					. -	<26.>
d				-		<59 . >
е						2,565.
f						<52.>
g						166,012.
<u>h</u>					-	23,028.
1				<u>_</u>		
1			_	<u>.</u>		-
<u>k</u>						
<u> </u>						
<u>m</u>						
<u>n</u>						
0			-			
2 Capital gain net income or (net ca	apital loss) { If gain, also enter If (loss), enter "-C	in Part I, line 7 I-" in Part I, line 7	2			191,401.
3 Net short-term capital gain or (lo If gain, also enter in Part I, line 8,	ss) as defined in sections 1222(5) an	` \				
If (loss), enter "-0-" in Part I, line		J_	3	-	N/A	