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POSTMARK DATE MAY 15 2015

Form **990-PF**

**Return of Private Foundation**

OMB No 1545-0052

**2013**

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990pf)

**Open to Public Inspection**

For calendar year 2013 or tax year beginning 07/01, 2013, and ending 06/30, 2014

Name of foundation THE PILGRIM FOUNDATION 1212-07-4/9

A Employer identification number 23-2955610

Number and street (or P O box number if mail is not delivered to street address) C/O GLENMEDE TRUST CO., 1650 MARKET ST.

Room/suite 1200

B Telephone number (see instructions) 215-419-6000

City or town, state or province, country, and ZIP or foreign postal code PHILADELPHIA, PA 19103-7391

C If exemption application is pending, check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity

☐ Final return ☐ Amended return

☐ Address change ☐ Name change

D 1 Foreign organizations, check here ☐

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

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

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 22,857,929.

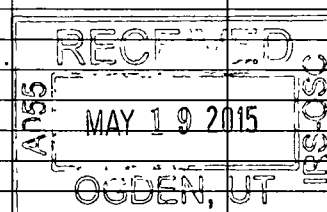
J Accounting method: ☒ Cash ☐ Accrual

☐ Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis.)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)	4,289,968.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	69,626.	69,626.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,516,101.			
b Gross sales price for all assets on line 6a	10,305,487.			
7 Capital gain net income (from Part IV, line 2)		1,516,101.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	272,325.	262,305.		STMT 3
12 Total. Add lines 1 through 11	6,148,020.	1,848,032.		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages	75,316.			75,316.
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	10,000.	NONE	NONE	10,000.
c Other professional fees (attach schedule)	57,393.	52,893.		4,500.
17 Interest				
18 Taxes (attach schedule) (see instructions)	6,808.	2,108.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy	24,745.	12,372.		12,373.
21 Travel, conferences, and meetings	7,701.			7,701.
22 Printing and publications				
23 Other expenses (attach schedule)	24,311.			24,311.
24 Total operating and administrative expenses. Add lines 13 through 23	206,274.	67,373.	NONE	134,201.
25 Contributions, gifts, grants paid	539,600.			539,600.
26 Total expenses and disbursements. Add lines 24 and 25	745,874.	67,373.	NONE	673,801.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	5,402,146.			
b Net investment income (if negative, enter -0-)		1,780,659.		
c Adjusted net income (if negative, enter -0-)				



For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2013)

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1212-07-4/9

5 - 2

416

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .	54,647.		
	2	Savings and temporary cash investments . . . . .	516,448.	744,429.	744,429.
	3	Accounts receivable ▶ . . . . .			
		Less allowance for doubtful accounts ▶ . . . . .			
	4	Pledges receivable ▶ . . . . .			
		Less allowance for doubtful accounts ▶ . . . . .			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .			
		Less allowance for doubtful accounts ▶ . . . . .			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) . . . . .			
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment basis ▶ . . . . .			
Liabilities		Less accumulated depreciation ▶ (attach schedule) . . . . .			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .	13,234,719.	18,267,296.	22,110,826.
	14	Land, buildings, and equipment basis ▶ . . . . .	17,330.		
		Less accumulated depreciation ▶ (attach schedule) . . . . .	14,656.	2,674.	2,674.
	15	Other assets (describe ▶ . . . . .)			
	16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	13,808,488.	19,014,399.	22,857,929.
	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ . . . . .)			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		NONE	
Net Assets or Fund Balances		<b>Foundations that follow SFAS 117, check here ▶</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, . . . ▶</b> <input checked="" type="checkbox"/> <b>check here and complete lines 27 through 31</b>			
	27	Capital stock, trust principal, or current funds . . . . .	13,808,488.	19,014,399.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	13,808,488.	19,014,399.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	13,808,488.	19,014,399.	

## 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	13,808,488.
2	Enter amount from Part I, line 27a . . . . .	2	5,402,146.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	19,210,634.
5	Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 8</b> . . . . .	5	196,235.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	19,014,399.

Form 990-PF (2013)

**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.)

(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.)
<b>1a PUBLICLY TRADED SECURITIES</b>	P	VARIOUS	VARIOUS
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 10,305,487.		8,789,386.	1,516,101.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

(i) FMV 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))
<b>a</b>			1,516,101.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	1,516,101.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	<b>3</b>	

**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	771,620.	14,853,665.	0.051948
2011	848,709.	15,853,164.	0.053536
2010	632,573.	14,899,340.	0.042456
2009	482,125.	12,864,294.	0.037478
2008	466,044.	9,389,638.	0.049634

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.235052
<b>3</b> 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	<b>3</b>	0.047010
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	19,832,667.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	932,334.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	17,807.
<b>7</b> Add lines 5 and 6	<b>7</b>	950,141.
<b>8</b> Enter qualifying distributions from Part XII, line 4 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	<b>8</b>	673,801.

**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 <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	35,613.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
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	
3 Add lines 1 and 2 . . . . .		3	35,613.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	35,613.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a 6,699.		
b Exempt foreign organizations - tax withheld at source . . . . .	6b NONE		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c 25,000.		
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .		7	31,699.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached. <b>LATE PAYMENT PENALTY AND INTEREST</b> . . . . .		8	180
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	4,094.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .		10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/> . . . . .		11	

**Part VII-A Statements Regarding Activities**

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

Form 990-PF (2013)

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ SEE STATEMENT 9	Telephone no ▶		
Located at ▶		ZIP+4 ▶		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .	15		
and enter the amount of tax-exempt interest received or accrued during the year . . . . .				
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	Yes	No
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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 . . . . . ▶ <input type="checkbox"/>		
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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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) . . . . .	2b	N/A
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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) . . . . .	3b	N/A
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

Form 990-PF (2013)

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ ☒ N/A

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE SCHEDULE ATTACHED		-0-	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2013)

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE"

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

**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** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2013)



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	18,634,712.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,499,975.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	20,134,687.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	20,134,687.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	302,020.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	19,832,667.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	991,633.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	991,633.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	35,613.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	35,613.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	956,020.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	956,020.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	956,020.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	673,801.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	673,801.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	673,801.

**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 . . . . .				956,020.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .			525,757.	
b Total for prior years 20 <u>11</u> , 20 <u>    </u> , 20 <u>    </u> . . . . .		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .	NONE			
b From 2009 . . . . .	NONE			
c From 2010 . . . . .	NONE			
d From 2011 . . . . .	NONE			
e From 2012 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>673,801.</u>				
a Applied to 2012, but not more than line 2a . . . . .			525,757.	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2013 distributable amount . . . . .				148,044.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
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 . . . . .		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				807,976.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9				
a Excess from 2009 . . . . .	NONE			
b Excess from 2010 . . . . .	NONE			
c Excess from 2011 . . . . .	NONE			
d Excess from 2012 . . . . .	NONE			
e Excess from 2013 . . . . .	NONE			

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

NOT APPLICABLE

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

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

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

GARY L. PILGRIM

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

NONE

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

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

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

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines.

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**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
<i>a Paid during the year</i>				
SEE SCHEDULE ATTACHED				539,600.
<b>Total</b> . . . . .			<b>3a</b>	539,600.
<i>b Approved for future payment</i>				
N/A				
<b>Total</b> . . . . .			<b>3b</b>	

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
		14	69,626.	
900000	10,020.	14	262,305.	
		18	1,516,101.	
	10,020.		1,848,032.	

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

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

NOT APPLICABLE

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

<p><b>1</b> 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?</p>		Yes	No
<p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p>			
(1) Cash . . . . .	<b>1a(1)</b>		X
(2) Other assets . . . . .	<b>1a(2)</b>		X
<p><b>b</b> Other transactions:</p>			
(1) Sales of assets to a noncharitable exempt organization . . . . .	<b>1b(1)</b>		X
(2) Purchases of assets from a noncharitable exempt organization . . . . .	<b>1b(2)</b>		X
(3) Rental of facilities, equipment, or other assets . . . . .	<b>1b(3)</b>		X
(4) Reimbursement arrangements . . . . .	<b>1b(4)</b>		X
(5) Loans or loan guarantees . . . . .	<b>1b(5)</b>		X
(6) Performance of services or membership or fundraising solicitations . . . . .	<b>1b(6)</b>		X
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	<b>1c</b>		X
<p><b>d</b> 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.</p>			



[illegible]

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

**b** If "Yes," complete the following schedule


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

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.

**Sign Here**  15-7-15  President

Signature of officer or trustee Date Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name YONG SHUAI, CPA	Preparer's signature 	Date 5/6/2015	Check <input type="checkbox"/> if self employed	PTIN P01321359
	Firm's name ▶ THE GLENMEDE TRUST COMPANY, N.A.			Firm's EIN ▶ 32-0274136	
	Firm's address ▶ 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391			Phone no 215-419-6000	

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

OMB No 1545-0047

**2013**▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

Name of the organization

Employer identification number

THE PILGRIM FOUNDATION 1212-07-4/9

23-2955610

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

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

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

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

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

## Name of organization

THE PILGRIM FOUNDATION 1212-07-4/9

## Employer identification number

23-2955610

**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RUTH E. PILGRIM C/O GLENMEDE TRUST CO., N.A., PHILADELPHIA, PA 19103-7391	\$ 2,289,968.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	GARY L. AND RUTH E. PILGRIM C/O GLENMEDE TRUST CO., N.A. PHILADELPHIA, PA 19103	\$ 2,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)



Name of organization

Employer identification number

THE PILGRIM FOUNDATION 1212-07-4/9

23-2955610

**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

[illegible]

## Valuation

Date of Gift: 12/31/2013  
 Valuation Date: 12/31/2013  
 Processing Date: 01/07/2014

ETHE PILGRIM FOUNDATION IM Account:  
 1212-07-4/9  
 Report Type: Date of Gift  
 Number of Securities 5  
 File ID 1212-07

Shares or Par	Security Description	Cost Basis	Mean and/or Div and Int Adjustments Accruals	Security FMV
1) 29112.09	GLENMEDE FD INC (378690770) LARGE CAP GROW Mutual Fund (as quoted by NASDAQ) 12/31/2013	448,909	20.180000	587,481.98
2) 36702.34	GLENMEDE FD INC (378690747) SEC OPTION PTF Mutual Fund (as quoted by NASDAQ) 12/31/2013	418,374	11.920000	437,491.89
3) 9200	ISHARES (464287622) RUS 1000 ETF NYSE Arca Equities E.change 12/31/2013	701,793	103.034500	947,917.40
4) 45031.02	MANAGERS AMG FDS (561709841) TSQ MC GRW INS Mutual Fund (as quoted by NASDAQ) 12/31/2013	572,296	18.490000	832,623.56
5) 17936.26	MANAGERS AMG FDS (561709858) TIME SMCPGR IN Mutual Fund (as quoted by NASDAQ) 12/31/2013	148,596	18.080000	324,287.58
Total Value:		<u>\$2,289,968</u>		<u>\$3,129,802.41</u>

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ABBOTT LABORATORIES	31.	31.
ABBVIE INC COM	44.	44.
ALLERGAN INC	7.	7.
ALTRIA GROUP INC	146.	146.
AMPHENOL CORP-CL A	24.	24.
APPLE COMPUTER INC.	118.	118.
ASTRAZENECA GROUP PLC - SPONS ADR	162.	162.
BECTON DICKINSON & CO.	49.	49.
BLACKROCK FLOATING RATE INCOME DTD 10/1/	14,943.	14,943.
BOEING CO.	40.	40.
BROWN & BROWN INC	13.	13.
CHEVRON CORP	65.	65.
CISCO SYSTEMS	90.	90.
CONOCOPHILLIPS COM	117.	117.
DFA INTERNATIONAL CORE EQUITY	16,058.	16,058.
DFA EMERG MKTS CORE EQUITY	2,266.	2,266.
DANAHER CORP	9.	9.
DISCOVER FINANCIAL SERVICES	45.	45.
EMERSON ELECTRIC CO.	90.	90.
EXPEDITORS INTL WASH INC	32.	32.
FLUOR CORP (NEW)-WI	24.	24.
FRANKLIN RESOURCES INC.	24.	24.
GLENMEDE FUND INC-CORE FIXED INCOME PORT	6,972.	6,972.
GLENMEDE LARGE CAP CORE FUND	1,124.	1,124.
HALLIBURTON CO.	23.	23.
HANESBRANDS INC	57.	57.
HELMERICH & PAYNE INC.	96.	96.
HOME DEPOT INC.	96.	96.
HUBBELL (HARVEY) INC CLASS B	48.	48.
INTERNATIONAL GAME TECHNOLOGY	24.	24.
JP MORGAN CHASE & CO	99.	99.
KIMBERLY CLARK CORP.	95.	95.

1212-07-4/9

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STATEMENT 1

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
LEGG MASON BW GLOBAL OP BD-IS	3,665.	3,665.
ELI LILLY & CO.	103.	103.
MASTERCARD INC-CL A	6.	6.
MEDTRONIC INC.	27.	27.
NATIONAL-OILWELL INC	26.	26.
NETAPP INC	38.	38.
ORACLE CORP	50.	50.
PARKER-HANNIFIN CORP.	61.	61.
PATTERSON COS INC	47.	47.
PEPSICO INC.	129.	129.
T ROWE PRICE INST EMERGING STOCK FD	2,556.	2,556.
T ROWE PRICE GROUP INC	57.	57.
PROGRESSIVE CORP OHIO	194.	194.
RAYTHEON COMPANY	69.	69.
ROSS STORES INC	37.	37.
SCRIPPS NETWORKS INTERAC	38.	38.
STATE STREET CORP	36.	36.
STRYKER CORP.	43.	43.
TEMPLETON GLOBAL BOND FD-AD	4,403.	4,403.
TEMPLETON GLOBAL BOND FUND	3,698.	3,698.
THORNBURG INTL VALUE FD-I	6,480.	6,480.
TORCHMARK CORP	8.	8.
U S BANCORP	69.	69.
WAL MART STORES INC.	115.	115.
WELLS FARGO CO	143.	143.
WESTERN DIGITAL CORP.	39.	39.
ACCENTURE PLC	93.	93.
MISCELLANEOUS	4,304.	4,304.
LYONDELLBASELL INDUSTRIES NV	30.	30.
VANGUARD 1099-DIV	31.	31.
	-----	-----
TOTAL	69,626.	69,626.
	=====	=====

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP INCOME ON K-1'S	262,305.	262,305.
INCOME REPORTED ON 990-T	10,020.	
	-----	-----
TOTALS	272,325.	262,305.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	10,000.			10,000.
TOTALS	10,000.	NONE	NONE	10,000.
	=====	=====	=====	=====

## FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
INVESTMENT-PRAIRIE CAPITAL	2,798.	2,798.	
INVESTMENT-GLENMEDE	50,095.	50,095.	
PHILANTHROPIC ADVISORY-GLENMED	4,500.		4,500.
	-----	-----	-----
TOTALS	57,393.	52,893.	4,500.
	=====	=====	=====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	4,700.	
FOREIGN TAXES ON QUALIFIED FOR	1,944.	1,944.
FOREIGN TAXES ON NONQUALIFIED	164.	164.
	-----	-----
TOTALS	6,808.	2,108.
	=====	=====



FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
CLEANING SERVICES	1,050.	1,050.
OFFICE SUPPLIES AND EXPENSES	781.	781.
PAYCHECK EXPENSES	484.	484.
HARTFORD FIRE INSURANCE	1,337.	1,337.
D & O INSURANCE	2,200.	2,200.
ASSOCIATION OF SMALL FOUNDATI	725.	725.
TECHNICAL SUPPORT-ALEX GREEN	170.	170.
REGISTRATION FOR GLOBAL LEADSH	149.	149.
MISC PAID FROM AMERICAN EXPRES	17,415.	17,415.
TOTALS	24,311.	24,311.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES  
=====

DESCRIPTION -----	AMOUNT -----
OTHER COST BASIS ADJUSTMENT	176,149.
COST BASIS ADJUSTMENT ON PRIOR YEAR'S RETURN	20,086.
	-----
TOTAL	196,235.
	=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: THE GLENMEDE TRUST CO., N.A.

ADDRESS: 1650 MARKET STREET, SUITE 1200  
PHILADELPHIA, PA 19103-7391

TELEPHONE NUMBER: (215)419-6000

THE PILGRIM FOUNDATION 1212-07-4/9  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

23-2955610

RECIPIENT NAME:

SEE SCHEDULE ATTACHED

FORM, INFORMATION AND MATERIALS:

SEE SCHEDULE ATTACHED

SUBMISSION DEADLINES:

SEE SCHEDULE ATTACHED

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE SCHEDULE ATTACHED

STATEMENT 10

THE PILGRIM FOUNDATION  
E.I.N. 23-2955610  
TAX YEAR ENDING 6/30/2014

ATTACHMENTS PAGE 10 FORM 990-PF  
PART XV - 2a THROUGH 2d

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- 2a GARY L PILGRIM  
C/O THE GLENMEDE TRUST COMPANY, N A  
1650 MARKET STREET, SUITE 1200  
PHILADELPHIA, PA 19103-7391  
215-419-6000
- 2b a PROMOTIONAL MATERIALS THAT EXPRESS THE MISSION OF THE  
ORGANIZATION (MISSION STATEMENT, PURPOSE AND HISTORY)
- b IRS TAX EXEMPTION LETTER/PROOF OF 501(c)(3) DESIGNATION
- c CURRENT FORM 990
- d PREVIOUS YEAR'S BUDGET (PROJECTED VERSUS ACTUAL, ALL  
ON ONE PAGE PLEASE)
- e CURRENT BUDGET
- f AUDITED FINANCIAL STATEMENTS
- g STATEMENT OF CHRISTIAN FAITH
- h LIST OF BOARD MEMBERS, WITH OCCUPATIONS AND  
AND CONTACT INFORMATION
- i DESCRIPTION OF CURRENT NEEDS WITH APPLICABLE HISTORY  
AND RESEARCH
- j PAST MAJOR CONTRIBUTORS
- 2c NONE
- 2d NONE

COMBINED STATEMENT OF ASSETS  
THE PILGRIM FOUNDATION IM  
06/30/14  
1212-07-4/9

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
<b>Cash &amp; Reserves</b>									
466891	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GTGXX)		1.00	744,426	1.00	744,426		0	0.00
3+	Cash		1.04	3	1.00	3		0	0.00
<b>Cash &amp; Reserves Total</b>									
				744,429		744,429		0	0.00
<b>Fixed Income</b>									
<b>Other Taxable Bond Mutual Funds</b>									
112098+	GLENMEDE FUND INC-CORE FIXED INCOME PORTFOLIO (GTCGX)		11.16	1,250,896	11.22	1,257,735	6,839	32,396	2.58 #
29959+	LEGG MASON BW GLOBAL OP BD-IS (GOBSX)		11.02	330,000	11.53	345,423	15,423	14,530	4.21 #
25243+	TEMPLETON GLOBAL BOND FUND (FBNRX)		13.08	330,059	13.31	335,986	5,927	12,571	3.74 #
33415+	BLACKROCK FLOATING RATE INCOME DTD 10/1/2012 (BFRIX)		10.46	349,524	10.54	352,197	2,673	14,659	4.16
<b>Total</b>									
				2,260,479		2,291,341	30,863	74,156	3.24
<b>Fixed Income Total</b>									
				2,260,479		2,291,341	30,863	74,156	3.24
<b>Equities</b>									

COMBINED STATEMENT OF ASSETS  
THE PILGRIM FOUNDATION IM  
06/30/14  
1212-07-4/9

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
<b>Basic Industries</b>									
55	BOEING CO. (BA)		128.49	7,067	127.23	6,998	69-	161	2.29 #
70	DANAHER CORP (DHR)		72.21	5,055	78.73	5,511	456	28	0.51 #
70	EMERSON ELECTRIC CO. (EMR)		66.90	4,683	66.36	4,645	38-	120	2.59
45	HUBBELL (HARVEY) INC CLASS B NON-VTG (HUB.B)		113.76	5,119	123.15	5,542	423	90	1.62 #
45	PARKER-HANNIFIN CORP. (PH)		115.71	5,207	125.73	5,658	451	86	1.53 #
70	RAYTHEON COMPANY (RTN)		84.80	5,936	92.25	6,458	522	169	2.62 #
<b>Total</b>				33,067		34,812	1,745	654	1.88
<b>Consumer Discretionary</b>									
60	BED BATH & BEYOND INC (BBBY)		76.07	4,564	57.38	3,443	1,121-	0	0.00 #
110	DOLLAR TREE INC (DLTR)		57.35	6,308	54.46	5,991	317-	0	0.00 #
80	GARTNER GROUP CLASS A (IT)		60.23	4,818	70.52	5,642	824	0	0.00
80	HANESBRANDS INC (HBI)		65.61	5,249	98.44	7,875	2,626	96	1.22 #
85	HOME DEPOT INC. (HD)		78.33	6,658	80.96	6,882	223	160	2.32 #
65	ROSS STORES INC (ROST)		77.22	5,019	66.13	4,298	721-	52	1.21 #
80	SCRIPPS NETWORKS INTERAC (SNI)		79.30	6,344	81.14	6,491	147	64	0.99 #
<b>Total</b>				38,960		40,622	1,661	372	0.92
<b>Consumer Staples</b>									
170	ALTRIA GROUP INC (MO)		37.32	6,344	41.94	7,130	786	326	4.58 #
65	KIMBERLY CLARK CORP. (KMB)		107.05	6,958	111.22	7,229	271	218	3.02 #
75	PEPSICO INC. (PEP)		84.59	6,344	89.34	6,701	357	197	2.93 #
85	WAL MART STORES INC. (WMT)		77.39	6,578	75.07	6,381	197-	163	2.56 #
<b>Total</b>				26,224		27,441	1,217	904	3.30

COMBINED STATEMENT OF ASSETS  
THE PILGRIM FOUNDATION IM  
06/30/14  
1212-07-4/9

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
<b>Energy</b>									
95	CONOCOPHILLIPS (COP)		67.72	6,433	85.73	8,144	1,712	262	3.22 #
45	HELMERICH & PAYNE INC. (HP)		77.38	3,482	116.11	5,225	1,743	124	2.37
70	OCCIDENTAL PETROLEUM CORP. (OXY)		94.77	6,634	102.63	7,184	550	202	2.81
70	SCHLUMBERGER LTD. (SLB)		95.70	6,699	117.95	8,257	1,557	112	1.36
<b>Financials</b>									
<b>Total</b>				23,248		28,810	5,562	700	2.43
50	ACE LTD (ACE)		101.24	5,062	103.70	5,185	123	130	2.51
70	DISCOVER FINANCIAL SERVICES (DFS)		52.59	3,681	61.98	4,339	658	67	1.55
100	FRANKLIN RESOURCES INC. (BEN)		54.41	5,441	57.84	5,784	343	48	0.83
130	JPMORGAN CHASE & CO (JPM)		52.69	6,850	57.62	7,491	641	208	2.78
70	STATE STREET CORP (STT)		70.43	4,930	67.26	4,708	222-	84	1.78
65	T ROWE PRICE GROUP INC (TROW)		79.14	5,144	84.41	5,487	343	114	2.08 #
150	US BANCORP (USB)		37.87	5,681	43.32	6,498	818	147	2.26 #
150	WELLS FARGO CO (WFC)		43.17	6,476	52.56	7,884	1,408	210	2.66 #
<b>Total</b>				43,265		47,376	4,111	1,008	2.13
<b>Health Care</b>									
135	ABBOTT LABORATORIES (ABT)		41.01	5,537	40.90	5,522	16-	119	2.15
30	ALLERGAN INC (018490102)		91.27	2,738	169.22	5,077	2,339	6	0.12
65	ASTRAZENCA PLC SPONSORED ADR (AZN)		53.43	3,473	74.31	4,830	1,357	182	3.77 #
55	LABORATORY CORP OF AMERICA HOLDINGS (LH)		100.53	5,529	102.40	5,632	103	0	0.00 #
110	ELI LILLY & CO. (LLY)		55.84	6,142	62.17	6,839	697	216	3.15 #



COMBINED STATEMENT OF ASSETS  
THE PILGRIM FOUNDATION IM  
06/30/14  
1212-07-4/9

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
85	MEDTRONIC INC. (585055106)		64.78	5,506	63.76	5,420	87-	104	1.91
130	PATTERSON COS INC (PDCO)		42.41	5,513	39.51	5,136	377-	104	2.02
175	ROCHE HOLDINGS LTD SPONSORED ADR (RHHBY)		36.58	6,402	37.28	6,525	122	160	2.45
Total						44,981	4,139	891	1.98
Technology									
100	ACCENTURE PLC (ACN)		74.37	7,437	80.84	8,084	647	186	2.30
60	AMPHENOL CORP-CL A (APH)		80.62	4,837	96.34	5,780	944	48	0.83
70	APPLE INC. (AAPL)		74.79	5,235	92.93	6,505	1,270	132	2.02
250	CISCO SYSTEMS (CSCO)		22.74	5,686	24.85	6,213	527	190	3.06
70	COGNIZANT TECH SOLUTIONS CRP (CTSH)		43.87	3,071	48.91	3,424	353	0	0.00
55	MASTERCARD INC-CL A (MA)		79.27	4,360	73.47	4,041	319-	24	0.60
140	NETAPP INC (NTAP)		38.54	5,395	36.52	5,113	282-	92	1.81
205	ORACLE CORP (ORCL)		33.63	6,894	40.53	8,309	1,414	98	1.18
65	WESTERN DIGITAL CORP. (WDC)		73.18	4,757	92.30	6,000	1,242	104	1.73
Total						53,469	5,795	874	1.64
U S Mutual Funds									
16275+	AMG TIMESSQUARE MID CAP GROWTH (TMDIX)		9.35	152,174	19.21	312,651	160,477	0	0.00
21539+	DFA EMERG MKTS CORE EQUITY (DFCEX)		18.34	395,000	20.80	448,015	53,015	7,388	1.65
9797+	GLENMEDE FUND INC - ADVISOR SMALL CAP EQUITY PORTFOLIO (GTC SX)		25.21	247,000	27.23	266,785	19,785	1,068	0.40
37544+	GLENMEDE FUND INC SECURED OPTIONS (GT SOX)		11.45	429,774	12.45	467,419	37,645	0	0.00

COMBINED STATEMENT OF ASSETS  
THE PILGRIM FOUNDATION IM  
06/30/14  
1212-07-4/9

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
34808+	GLENMEDE FUND INC-LARGE CAP VALUE PORTFOLIO (GTMEX)		11.40	396,813	12.81	445,893	49,080	1,671	0.37 *
35245+	GLENMEDE LARGE CAP CORE FUND (GTLOX)		19.28	679,384	21.13	744,723	65,339	5,780	0.78 #
22346+	GMO QUALITY FUND IV (GQEFX)		24.16	539,920	26.40	589,933	50,013	12,268	2.08 #
12196+	LONGLEAF PARTNERS FUND (LLPFX)		32.85	400,640	36.14	440,773	40,133	976	0.22 #
10541+	ROYCE SPECIAL EQUITY FUND -IN (RSEIX)		23.72	250,000	24.93	262,775	12,775	601	0.23 #
7152+	VANGUARD PRIMECAP FUND ADMIRAL SHARES (VPMAX)		93.96	672,000	105.25	752,708	80,708	7,030	0.93 #
<hr/>									
Total				4,162,705		4,731,675	568,968	36,782	0.78
<hr/>									
International Mutual Funds									
57972+	DFA INTERNATIONAL CORE EQUITY (DFIEY)		12.54	727,000	13.34	773,342	46,342	21,334	2.76 #
34855+	GLENMEDE INTL SECURED OPTIONS PORT (NOVIX)		10.62	370,000	11.33	394,906	24,906	418	0.11 *
17768+	OAKMARK INTERNATIONAL FD I (OAKIX)		25.61	455,000	26.90	477,946	22,946	7,747	1.62 #
13425+	T ROWE PRICE INST EMERGING STOCK FD (IEMFX)		29.42	395,000	31.61	424,361	29,361	0	0.00 #
24200+	THORNBURG INTL VALUE FD-I (TGVIX)		30.16	730,000	31.02	750,698	20,698	8,615	1.15 #
<hr/>									
Total				2,677,000		2,821,253	144,254	38,114	1.35

Equities Total

7,092,981

7,830,439

737,453

80,299

1.03

COMBINED STATEMENT OF ASSETS  
THE PILGRIM FOUNDATION IM  
06/30/14  
1212-07-4/9

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Other									
Alternative Assets									
121713+	DREYFUS GLOBAL REAL ESTATE SECURITIES FD (DRLIX)		8.22	1,000,000	9.03	1,099,067	99,067	28,846	2.62 #
9812+	INDEPENDENCE GLOBAL FUND		101.92	1,000,000	107.72	1,056,982	56,982	0	0.00 #
4982+	LIBERTY SPECIAL STRATEGIES OFFSHORE FUND		100.35	500,000	112.79	561,978	61,978	0	0.00 #
11613	UNITED STATES COMMODITY INDEX (USCI)		56.37	654,606	60.62	703,980	49,375	0	0.00 #
Total									
				3,154,606		3,422,007	267,402	28,846	0.84
Other Assets									
8728+	BROADSTONE NET LEASE INC		57.29	500,000	67.00	584,766	84,766	36,657	6.27
Total									
				500,000		584,766	84,766	36,657	6.27
Other Total									
				3,654,606		4,006,773	352,168	65,503	1.63
Reported At Client Direction									
8855+	ECF VALUE FUND INTERNATIONAL LTD		0.00	700,000	109.35	968,313	968,313	0	0.00
341927+	LARSEN MACCOLL PARTNERS II LP		1.00	274,404	0.82	278,899	63,028-	0	0.00
774365	LEGACY VENTURE V LLC		0.10	670,077	1.24	960,213	880,213	0	0.00
259007	LEGACY VENTURE VI QP LLC		0.39	192,292	1.62	418,321	318,321	0	0.00
460+	LEVCO PARTNERS LP		0.00	17,753	102.26	47,012	47,012	0	0.00 #
10626+	MARATHON SECURITIZED CREDIT FUND LTD		2.81	716,645	112.15	1,191,744	1,161,892	0	0.00 #

COMBINED STATEMENT OF ASSETS  
THE PILGRIM FOUNDATION IM  
06/30/14  
1212-07-4/9

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
3164+	MARATHON STRUCTURED FINANCE FUND LTD		0.00	212,045.95	100.61	318,353	318,353	0	0.00 #
71671	PCM CEC OPPORTUNITY LP		0.00	93,840	2.15	153,913	153,913	0	0.00
222349	PCM PRIVATE EQUITY III LP		0.16	199,590	1.18	262,422	227,422	0	0.00 #
1886425+	SANDPIPER CAPITAL INVESTMENTS		0.00	1,829,388	1.02	1,924,407	1,924,407	0	0.00
6790+	SYMMETRY PEAK LTD		0.00	524,008	163.51	1,110,136	1,110,136	0	0.00 #
279190	THIRTEEN PARTNERS PRIVATE EQUITY 2008 LP		1.00	279,190	1.25	348,509	69,319	0	0.00
<hr/>									
Reported At Client Direction Total				5,709,233		7,982,242	7,116,273	0	0.00
<hr/>									
Grand Total				19,011,725		22,855,261	8,236,757	219,958	0.96

\* AS A RESULT OF CAPITAL GAIN DISTRIBUTIONS, THE TAX COST COLUMN DOES NOT REFLECT ADJUSTED INVESTMENT.  
# INDICATES MULTIPLE TAX LOTS  
+ FRACTIONAL SHARE EXISTS

THE PILGRIM FOUNDATION  
E.I.N. 23-2955610  
TAX YEAR ENDING 6/30/2014

ATTACHMENTS PAGE 6 FORM 990-PF  
PART VIII LIST OF OFFICERS, DIRECTORS, TRUSTEES, ETC.

NAME AND ADDRESS	TITLE	AVERAGE HOURS PER WEEK	COMPEN- SATION	EXPENSE ACCT	EMPLOYEE BEN PLAN CONTRIB
1. GARY L. PILGRIM C/O THE GLENMEDE TRUST COMPANY 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391	PRESIDENT/ DIRECTOR	5	0	0	0
2 SUZANNE T DANIEL C/O THE GLENMEDE TRUST COMPANY 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391	ASSOC DIRECTOR E V.P.	10	0	0	0
3. STEVEN PILGRIM C/O THE GLENMEDE TRUST COMPANY 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391	SECRETARY/ DIRECTOR	1	0	0	0
4 MARC DANIEL C/O THE GLENMEDE TRUST COMPANY 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391	DIRECTOR	1	0	0	0

The Pilgrim Foundation  
E.I.N. 23-2955610  
TAX YEAR ENDING 6/30/2014

PART XV FORM 990-PF, PAGE 11  
GRANTS AND CONTRIBUTION -PAID-

DONEE, LOCATION AND PURPOSE	AMOUNT	DATE
<b>9th Street Youth and Community Center</b> Chester, PA General Charitable Purposes - Three Year Grant 2011-2013	22,500.00	9/4/2013
<b>Bethany Christian Services of the Greater DE Valley</b> Elkins Park, PA General Charitable Purposes	50,000.00	9/4/2013
<b>Bridge of Hope National</b> Exton, PA General Charitable Purposes	6,000.00	9/4/2013
<b>Delaware County Pregnancy Center</b> Chester, PA Matching Funds	2,500.00	9/4/2013
<b>endPoverty.org</b> Bethesda, MD General Charitable Purposes	5,000.00	9/4/2013
<b>Forgotten Voices</b> Dillsburg, PA General Charitable Purposes	50,000.00	9/4/2013
<b>Bridge Academy</b> Coatesville, PA Two Tickets for Bridge Academy Night of Hope	100.00	10/29/2013
<b>Hope International</b> Lancaster, PA General Charitable Purposes	20,000.00	12/16/2013
<b>Mosaic SA</b> Exton, PA General Charitable Purposes	15,000.00	12/16/2013
<b>Sinapis</b> Cypress, TX General Charitable Purposes	30,000.00	12/16/2013
<b>Bridge of Hope Lancaster and Chester Counties</b> Coatesville, PA General Charitable Purposes	12,500.00	12/19/2013
<b>Christian Veterinary Mission</b> Seattle, WA Dr. Kelly Crowdi's work in Haiti (\$15,000) and for her personal living expenses (\$3,000)	18,000.00	12/19/2013

<b>International Justice Mission</b> Arlington, VA General Charitable Purposes	25,000.00	12/19/2013
<b>Love Without Boundaries</b> Edmond, OK General Charitable Purposes	10,000.00	12/19/2013
<b>Restavek Freedom</b> Cincinnati, OH General Charitable Purposes	20,000.00	2/11/2014
<b>ServingLeaders Ministries</b> West Chester, PA General Charitable Purposes	25,000.00	2/17/2014
<b>Christian Alliance for Orphans</b> McLean, VA General Charitable Purposes	5,000.00	3/13/2014
<b>Bridge Academy</b> Coatesville, PA General Charitable Purposes	15,000.00	3/28/2014
<b>Christian Union Inc</b> Newtown, PA For Tim and Kellie Henderson's Work	10,000.00	3/28/2014
<b>Westside Community Center</b> West Chester, PA Salaries for Community Center Staff	20,000.00	3/28/2014
<b>Children Without Choices</b> Perkasie, PA For Kelly Crowdis in Haiti to Purchase Solar Panels	13,000.00	4/1/2014
<b>Baptist Bible College</b> Clarks Summit, PA Kempton Scholarship Fund	30,000.00	4/3/2014
<b>Bridge of Hope Lancaster and Chester Counties</b> Coatesville, PA General Charitable Purposes	12,500.00	4/3/2014
<b>Bridge of Hope National</b> Exton, PA General Charitable Purposes	6,000.00	4/3/2014
<b>Good Works, Inc.</b> Coatesville, PA General Charitable Purposes	10,000.00	4/3/2014
<b>Mom's House Inc.</b> Phoenixville, PA General Charitable Purposes	5,000.00	4/3/2014
<b>Spanish Health Ministry</b> Kennett Square, PA To be used toward staffing expenses	10,000.00	4/3/2014
<b>The Andrew L. Hicks Jr. Foundation</b> West Chester, PA Toward 'College Rivalries'	10,000.00	4/3/2014

<b>The Gathering</b>	5,000.00	4/3/2014
Tyler, TX		
General Charitable Purposes		
<b>The Stone Garage</b>	7,500.00	4/3/2014
Kennett Square, PA		
General Charitable Purposes		
<b>YoungLives Delaware Valley</b>	10,000.00	4/3/2014
Berwyn, PA		
General Charitable Purposes		
<b>Delaware County Christian School</b>	25,000.00	4/22/2014
Newtown Square, PA		
General Charitable Purposes		
<b>Friends of Bethany Hamilton, Inc.</b>	1,000.00	4/22/2014
Princeville, HI		
General Charitable Purposes		
<b>World Impact Center</b>	5,000.00	4/22/2014
Chester, PA		
General Charitable Purposes for the Frederick		
Douglass Christian School		
<b>Project Purr BR</b>	25,000.00	4/29/2014
Baton Rouge, LA		
General Charitable Purposes		
<b>Lifesong for Orphans</b>	3,000.00	6/10/2014
Gridley, IL		
To be used for Daniel and Janelle Thomas' adoption		
funds only		
<b>Grand Totals (36 items)</b>		<b>539,600.00</b>



**Application for Extension of Time To File an  
Exempt Organization Return**

► **File a separate application for each return**  
► Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868)

OMB No. 1545-1709

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

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

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

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

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

Part I only ☒ . . . . .

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

Enter filer's identifying number, see instructions

**Type or  
print**

File by the  
due date for  
filing your  
return. See  
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

THE PILGRIM FOUNDATION 1212-07-4/9

23-2955610

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

C/O GLENMEDE TRUST CO., 1650 MARKET ST.,

City, town or post office, state, and ZIP code. For a foreign address, see instructions

PHILADELPHIA, PA 19103-7391

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . ☐ 0 ☐ 4

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

- The books are in the care of ► THE GLENMEDE TRUST CO., N.A.

Telephone No. ► (215) 419-6000

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐ . . . . .

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . . If this is for the whole group, check this box ☐ . . . . . . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/16, 20 15, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☐ calendar year 20 \_\_\_\_ or

► ☒ tax year beginning 07/01, 2013, and ending 06/30, 2014

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

☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	31,699.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	6,699.
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	25,000.

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions

Form **8868** (Rev. 1-2014)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print  File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE PILGRIM FOUNDATION 1212-07-4/9	23-2955610
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	C/O GLENMEDE TRUST CO., 1650 MARKET ST.,	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	PHILADELPHIA, PA 19103-7391	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
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Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of **THE GLENMEDE TRUST CO., N.A.**  
Telephone No. **(215) 419-6000** Fax No. \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until **05/15, 20 15**.
- 5 For calendar year \_\_\_\_\_, or other tax year beginning **07/01, 20 13**, and ending **06/30, 20 14**.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return  
☐ Change in accounting period
- 7 State in detail why you need the extension **ADDITIONAL TIME IS NEEDED TO GATHER THE INFO NECESSARY TO FILE AN ACCURATE RETURN**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	31,699.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	31,699.
c <b>Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	NONE

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature **Lisa D Whitcomb** Title \_\_\_\_\_ Date \_\_\_\_\_

Form 8868 (Rev 1-2014)