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ON EXTENSION TO 5/15/2015

Return of Private Foundation

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

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OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013, and ending JUN 30, 2014

Name of foundation THE BROOK J. LENFEST FOUNDATION, INC. C/O LGL PARTNERS		A Employer identification number 23-3031338
Number and street (or P.O. box number if mail is not delivered to street address) ONE TOWER BRIDGE, 100 FRONT STREET	Room/suite 1300	B Telephone number 610-545-6100
City or town, state or province, country, and ZIP or foreign postal code WEST CONSHOHOCKEN, PA 19428		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 30,753,087.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received			N/A		
	2 Check <input checked="" 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	525,171.	525,171.		STATEMENT 1	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	1,488,651.				
	b Gross sales price for all assets on line 6a	2,222,372.				
	7 Capital gain net income (from Part IV, line 2)		1,488,651.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income	<1,632.>	<39,668.>		STATEMENT 2		
12 Total. Add lines 1 through 11	2,012,190.	1,974,154.				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	25,730.	5,146.		20,584.	
	14 Other employee salaries and wages.	11,101.	2,220.		8,881.	
	15 Pension plans, employee benefits	3,036.	607.		2,429.	
	16a Legal fees					
	b Accounting fees	STMT 3	32,000.	6,400.		9,600.
	c Other professional fees	STMT 4	21,328.	21,328.		0.
	17 Interest					
	18 Taxes	STMT 5	5,680.	393.		1,573.
	19 Depreciation and depletion					
	20 Occupancy		4,299.	860.		3,439.
	21 Travel, conferences, and meetings		4,064.	813.		3,251.
	22 Printing and publications		17.	3.		14.
	23 Other expenses	STMT 6	3,163.	632.		2,531.
	24 Total operating and administrative expenses. Add lines 13 through 23		110,418.	38,402.		52,302.
	25 Contributions, gifts, grants paid		7,091,615.			3,270,435.
26 Total expenses and disbursements. Add lines 24 and 25		7,202,033.	38,402.		3,322,737.	
27 Subtract line 26 from line 12.						
a Excess of revenue over expenses and disbursements	<5,189,843.>					
b Net investment income (if negative, enter -0-)		1,935,752.				
c Adjusted net income (if negative, enter -0-)			N/A			

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		87,400.	6,596.	6,596.
	2	Savings and temporary cash investments		922,908.	688,321.	688,321.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges			12,867.	12,867.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 9		15,380,558.	16,983,935.	16,983,935.
	c	Investments - corporate bonds STMT 10		3,494,704.	3,680,866.	3,680,866.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 11		9,501,298.	9,380,502.	9,380,502.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ ACCRUED INTEREST)		93,919.	0.	0.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		29,480,787.	30,753,087.	30,753,087.	
Liabilities	17	Accounts payable and accrued expenses		16,149.	20,000.	
	18	Grants payable		7,707,266.	11,528,446.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 12)		99,093.	70,674.	
	23	Total liabilities (add lines 17 through 22)		7,822,508.	11,619,120.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
		and complete lines 24 through 26 and lines 30 and 31				
	24	Unrestricted		21,658,279.	19,133,967.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>				
		and complete lines 27 through 31				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		21,658,279.	19,133,967.		
31	Total liabilities and net assets/fund balances		29,480,787.	30,753,087.		

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	21,658,279.
2	Enter amount from Part I, line 27a	2	<5,189,843.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	2,665,531.
4	Add lines 1, 2, and 3	4	19,133,967.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,133,967.

Part IV

Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 2,222,372.		733,721.	1,488,651.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			1,488,651.

2 Capital gain net income or (net capital loss)		2	1,488,651.
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		3	N/A
{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }			

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	1,702,383.	28,413,820.	.059914
2011	1,554,624.	27,222,460.	.057108
2010	3,554,412.	29,154,724.	.121915
2009	1,888,450.	27,841,752.	.067828
2008	1,802,653.	28,010,454.	.064356

2 Total of line 1, column (d)	2	.371121
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.074224
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	29,452,037.
5 Multiply line 4 by line 3	5	2,186,048.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,358.
7 Add lines 5 and 6	7	2,205,406.
8 Enter qualifying distributions from Part XII, line 4	8	3,322,737.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.

See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 19,358.
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 19,358.
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 19,358.
6 Credits/Payments:		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 31,264.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 50,000.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 81,264.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8 86.	
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 61,820.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11 0.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.BROOKJLENFESTFOUNDATION.ORG	13	X	
14	The books are in care of ► FOUNDATION MANAGEMENT Telephone no. ► 610-545-6100 Located at ► 100 FRONT ST., SUITE 1300, WEST CONSHOHOCKEN, PA ZIP+4 ► 19428			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 checked="" type="checkbox"/> Yes <input 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ Nob If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		25,730.	1,556.	0.

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

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

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

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities	
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE FOUNDATION IS A PRIVATE NON-OPERATING FOUNDATION, AND AS SUCH, ITS ONLY ACTIVITY IS TO MAKE GRANTS OR CONTRIBUTIONS TO OTHER 501 (C)(3) ORGANIZATIONS, PRINCIPALLY TO PUBLIC CHARITIES. SEE PART XV, QUESTION 3A.	3,270,435.
	0.
3	
4	

Part IX-B Summary of Program-Related Investments	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 29,005,998.
b	Average of monthly cash balances	1b 894,547.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 29,900,545.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 29,900,545.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 448,508.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5 29,452,037.
6	Minimum investment return Enter 5% of line 5	6 1,472,602.

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1 1,472,602.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 19,358.
b	Income tax for 2013. (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 19,358.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 1,453,244.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 1,453,244.
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 1,453,244.

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a 3,322,737.
b	Program-related investments - total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 3,322,737.
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 19,358.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6 3,303,379.

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				1,453,244.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				1,247,594.
d From 2011				210,207.
e From 2012				312,320.
f Total of lines 3a through e	1,770,121.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 3,322,737.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,453,244.
e Remaining amount distributed out of corpus	1,869,493.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,639,614.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	3,639,614.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				1,247,594.
c Excess from 2011				210,207.
d Excess from 2012				312,320.
e Excess from 2013				1,869,493.

N/A

- ▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

Form 990-PF (2013)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE	N/A	PUBLIC CHARITIES	SEE ATTACHED SCHEDULE	3,270,435.
Total			▶ 3a	3,270,435.
b Approved for future payment				
SEE ATTACHED SCHEDULE	N/A	PUBLIC CHARITIES	SEE ATTACHED SCHEDULE	11,528,446.
Total			▶ 3b	11,528,446.

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

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

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

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

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

☒ Yes ☐ No

Phone no. **215-947-2100**

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CAPITAL GAIN FROM LLR EQUITY PARTNERS II	P	VARIOUS	12/31/13
b	CAPITAL GAIN FROM NB SECONDARY OPPORTUNITIES FUND	P	VARIOUS	12/31/13
c	CAPITAL LOSS FROM NB SECONDARY OPPORTUNITIES FUND	P	VARIOUS	12/31/13
d	CAPITAL GAIN FROM NB SECONDARY OPPORTUNITIES FUND	P	VARIOUS	12/31/13
e	CAPITAL LOSS FROM NB SECONDARY OPPORTUNITIES FUND	P	VARIOUS	12/31/13
f	CAPITAL GAIN FROM FIFTH STREET CAPITAL PARTNERS	P	VARIOUS	12/31/13
g	CAPITAL GAIN FROM LBC PRIVATE EQUITY	P	VARIOUS	12/31/13
h	CAPITAL GAIN FROM LEHMAN MLP	P	VARIOUS	12/31/13
i	CAPITAL GAIN FROM ACL ALTERNATIVE FUND SAC LIMITE	P	VARIOUS	12/31/13
j	CAPITAL LOSS FROM ACL ALTERNATIVE FUND SAC LIMITE	P	VARIOUS	12/31/13
k	MORGAN STANLEY #P2-G0269	P	VARIOUS	06/30/14
l	MORGAN STANLEY #P2-G0269	P	VARIOUS	06/30/14
m	MORGAN STANLEY LIQUID MARKETS FUND	P	VARIOUS	06/30/14
n	ATTALUS MULTI-STRATEGY FUND	P	VARIOUS	06/30/14
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 282,739.			282,739.
b 2,432.			2,432.
c		5,581.	<5,581.>
d 250.			250.
e 81,756.			81,756.
f 21,664.			21,664.
g 23,136.			23,136.
h 395,073.			395,073.
i 13,433.			13,433.
j		10,663.	<10,663.>
k		127.	<127.>
l 1,266,199.		717,350.	548,849.
m 76,857.			76,857.
n 58,833.			58,833.
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			282,739.
b			2,432.
c			<5,581.>
d			250.
e			81,756.
f			21,664.
g			23,136.
h			395,073.
i			13,433.
j			<10,663.>
k			<127.>
l			548,849.
m			76,857.
n			58,833.
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,488,651.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACL ALTERNATIVE FUND SAC LIMITED FIFTH STREET CAPITAL PARTNERS LBC PRIVATE EQUITY LEHMAN MLP LLR EQUITY PARTNERS II MORGAN STANLEY NB SECONDARY OPPORTUNITIES FUND B NB SECONDARY OPPORTUNITIES FUND II B	390. 32. 88. 3. 2,772. 499,975. 8,436. 13,475.	0. 0. 0. 0. 0. 0. 0. 0.	390. 32. 88. 3. 2,772. 499,975. 8,436. 13,475.	390. 32. 88. 3. 2,772. 499,975. 8,436. 13,475.	
TO PART I, LINE 4	525,171.	0.	525,171.	525,171.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM PARTNERSHIP K-1S	<1,632.>	<39,668.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<1,632.>	<39,668.>	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARENTEBEARD LLC, CPA'S	32,000.	6,400.		9,600.
TO FORM 990-PF, PG 1, LN 16B	32,000.	6,400.		9,600.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES	21,328.	21,328.			0.
TO FORM 990-PF, PG 1, LN 16C	21,328.	21,328.			0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	1,966.	393.			1,573.
CURRENT FEDERAL EXCISE TAX	17,201.	0.			0.
DEFERRED FEDERAL EXCISE TAX	<13,487.>	0.			0.
TO FORM 990-PF, PG 1, LN 18	5,680.	393.			1,573.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGES	171.	34.			137.
PAYROLL SERVICE	273.	55.			218.
OFFICE SUPPLIES	665.	133.			532.
POSTAGE	165.	33.			132.
COMPUTER EXPENSE	307.	61.			246.
ALARM/SECURITY	21.	4.			17.
TELEPHONE	542.	108.			434.
DUES AND SUBSCRIPTIONS	669.	134.			535.
INSURANCE	350.	70.			280.
TO FORM 990-PF, PG 1, LN 23	3,163.	632.			2,531.

FOOTNOTES

STATEMENT 7

EXPLANATION - PART VII-B QUESTION 1A(3)

THIS FOUNDATION ACCEPTS THE USE OF OFFICE SPACE AND SIMILAR OCCUPANCY EXPENSES FREE OF CHARGE FROM HAROLD F. LENFEST, WHO IS THE FATHER OF FOUNDATION MANAGER BROOK LENFEST. ADDITIONALLY, THIS FOUNDATION SHARES OFFICE SPACE WITH TWO OTHER PRIVATE FOUNDATIONS WHOSE MANAGERS ARE THE PARENTS AND SIBLING OF THE MANAGER OF THIS FOUNDATION. THE THREE FOUNDATIONS SHARE CERTAIN PERSONNEL AND ADMINISTRATIVE COSTS AND HAVE AN ARRANGEMENT WHEREBY THESE COMMON COSTS ARE PAID FOR BY ONE OF THE FOUNDATIONS, WHICH IS THEN REIMBURSED BY THE OTHER TWO FOUNDATIONS. THE ALLOCATION OF EXPENSES IS ON A "BREAK-EVEN" BASIS SO THAT EACH FOUNDATION PAYS ONLY ITS FAIR SHARE OF THE COMMON COSTS, NO MORE AND NO LESS.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
NET UNREALIZED APPRECIATION ON INVESTMENTS	2,665,531.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,665,531.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MS ISHARES TR RUSSELL 1000 GROWTH INDEX FD US ETFS (IWF)	3,932,722.	3,932,722.
MS ISHARES TR MSCI EAFE IDX (EFA)	1,608,609.	1,608,609.
MS RUSS 2000 INDEX SMALL CAP ETF (IWM)	2,765,422.	2,765,422.
MS ISHARES IBOXX INV GRADE CORP (LQD)	223,851.	223,851.
SPDR S&P 500 ETF TRUST (SPY)	3,307,668.	3,307,668.
ISHARES SELECT DIVIDEND ETF: DVY	1,208,586.	1,208,586.
ISHARES US PREF STOCK ETF: PFF	565,046.	565,046.
JP MORGAN ALERIAN MLP: AMJ	817,128.	817,128.
SPDR S&P INTL: DWX	974,700.	974,700.
VANGUARD FTSE EMERGING MARKETS: VWO	478,743.	478,743.
VANGUARD REIT: VNQ	800,788.	800,788.
WISDOMTREE EMERGING MARKETS: DEM	300,672.	300,672.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,983,935.	16,983,935.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISHARES IBOXX H/Y CORP BOND (HYG)	1,104,320.	1,104,320.
MARKET VECTORS EMERGING MARKETS: EMLC	685,066.	685,066.
PIMCO TOTAL RTN	798,970.	798,970.
POWERSHS SR LOAN: BKLN	400,308.	400,308.
SPDR BARCLAYS CAPTL CONV BOND: CWB	692,202.	692,202.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,680,866.	3,680,866.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LLR EQUITY PARTNERS	FMV	325,030.	325,030.
MORGAN STANLEY LIQUID MARKETS FUND	FMV		
I - PRIVATE INVESTORS LP		247,532.	247,532.
LEHMAN SECONDARY OPPORTUNITIES FUND	FMV	311,257.	311,257.
FIFTH STREET CAPITAL PARTNERS	FMV	30,354.	30,354.
SKYBRIDGE CAPITAL	FMV	27,273.	27,273.
LBC PRIVATE EQUITY	FMV	108,043.	108,043.
LEHMAN MLP	FMV	81,062.	81,062.
MS EMERGING PRIVATE MARKETS	FMV	908,062.	908,062.
PIMCO REAL RETURN BOND FUND	FMV	757,042.	757,042.
LEHMAN SECONDARY OPPORTUNITIES FUND II	FMV	634,079.	634,079.
TITAL MASTER INTL FUND	FMV	1,662,937.	1,662,937.
ACL ALTERNATIVE FUND	FMV	932,796.	932,796.
BLUETREND FUND	FMV	944,118.	944,118.
PRISMA SPECTRUM	FMV	1,668,725.	1,668,725.
MORGAN STANLEY GLOBAL SECONDARY OPPORTUNITIES FUND II	FMV	264,968.	264,968.
BARCAP IPATH DJ UBS COMM INDX: DJP	FMV	477,224.	477,224.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,380,502.	9,380,502.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CURRENT FEDERAL EXCISE TAX PAYABLE	14,932.	0.
DEFERRED EXCISE TAX	83,411.	69,924.
DUE TO THE LENFEST FOUNDATION	750.	750.
TOTAL TO FORM 990-PF, PART II, LINE 22	99,093.	70,674.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BROOK J. LENFEST ONE TOWER BRIDGE, 100 FRONT ST. STE. 1300 WEST CONSHOHOCKEN, PA 19428	PRESIDENT, DIRECTOR 2.00	0.	0.	0.
MARGUERITE B. LENFEST TWO LOGAN SQUARE 100 N. 18TH ST. STE. 800 PHILADELPHIA, PA 19103	TREASURER, DIRECTOR 0.25	0.	0.	0.
BRUCE MELGARY ONE TOWER BRIDGE, 100 FRONT ST. STE. 1300 WEST CONSHOHOCKEN, PA 19428	EXECUTIVE DIRECTOR 5.00	19,880.	1,556.	0.
WILLIAM LUTERMAN ONE TOWER BRIDGE, 100 FRONT ST. STE. 1300 WEST CONSHOHOCKEN, PA 19428	CHIEF INVESTMENT OFFICER 2.00	0.	0.	0.
JOY TARTAR 300 BARR HARBOR DRIVE SUITE 460 WEST CONSHOHOCKEN, PA 19428	CFO & ASSISTANT TREASURER 2.00	0.	0.	0.
GRAHAME RICHARDS TWO LOGAN SQUARE 100 N. 18TH ST. STE. 800 PHILADELPHIA, PA 19103	ASSISTANT SECRETARY 5.00	5,850.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		25,730.	1,556.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BRUCE MELGARY, THE BROOK J. LENFEST FOUNDATION, INC. C/O LGL PARTNERS
100 FRONT STREET, SUITE 1300
WEST CONSHOHOCKEN, PA 19428

TELEPHONE NUMBER

610-545-6100

FORM AND CONTENT OF APPLICATIONS

INSTRUCTIONS RELATING TO WHAT INFORMATION TO INCLUDE WITH YOUR APPLICATION ARE INCLUDED IN THE "GRANTMAKING" SECTION OF THE WEBSITE, OR CAN BE OBTAINED BY SUBMITTING A WRITTEN REQUEST TO THE FOUNDATION. UNTIL FURTHER NOTICE, THE BROOK J. LENFEST FOUNDATION IS ONLY ACCEPTING GRANT APPLICATIONS FROM ORGANIZATIONS THAT IT HAS FUNDED IN THE PAST.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE WEBSITE LISTS AREAS OF NON-SUPPORT WHICH INCLUDE GRANTS TO INDIVIDUALS, PROGRAMS THAT DEAL WITH HEALTH ISSUES, MEDICAL RESEARCH OR MEDICAL TREATMENT, RELIGIOUS PROGRAMS OR ACTIVITIES, PUBLICATIONS, UNIVERSITY PRESSES, RESEARCH OR ACADEMIC STUDIES LACKING ACTION PLANS, POLITICAL OR QUASI-POLITICAL ORGANIZATIONS, AND LITIGATION.

The Brook J. Lenfest Foundation, Inc.
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2014
EIN: 23-3031338

Recipient and/or Purpose	Tax Status	Beginning Balance 7/1/2013	Newly Allocated 2014	Amount Paid 2014	Ending Balance 6/30/2014
Adoption Center of Delaware Valley 1500 Walnut Street Suite 701 Philadelphia, PA 19102 <i>expansion of opportunities for youth living in foster care</i>	501c(3)	\$0	\$10,000	\$0	\$10,000
AIM Academy 1200 River Road Conshohocken, PA 19428 <i>teacher training</i>	501c(3)	\$50,000	\$0	\$50,000	\$0
Arden Theatre Company 40 N. 2nd Street Philadelphia, PA 19106 <i>capital campaign for the Hamilton Family Arts Center</i>	501c(3)	\$10,000	\$0	\$10,000	\$0
Breakthrough of Greater Philadelphia 34 W. Coulter Street Philadelphia, PA 19144 <i>operating support</i>	501c(3)	\$25,000	\$0	\$25,000	\$0
Breakthrough of Greater Philadelphia 34 W Coulter Street Philadelphia, PA 19144 <i>operating support</i>	501c(3)	\$0	\$25,000	\$0	\$25,000
Chester County Futures 704 Haywood Drive	501c(3)	\$15,000	\$0	\$15,000	\$0

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The Brook J. Lenfest Foundation, Inc.
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2014
EIN: 23-3031338

Recipient and/or Purpose	Tax Status	Beginning Balance 7/1/2013	Newly Allocated 2014	Amount Paid 2014	Ending Balance 6/30/2014
Exton, PA 19341 <i>operating support</i>					
Chester County Futures 704 Haywood Drive Exton, PA 19341 <i>operating support</i>	501c(3)	\$0	\$15,000	\$0	\$15,000
Children's Literacy Initiative 2314 Market Street 3rd Floor Philadelphia, PA 19103 <i>Early Literacy Campaign</i>	501c(3)	\$25,000	\$0	\$25,000	\$0
Children's Literacy Initiative 2314 Market Street 3rd Floor Philadelphia, PA 19103 <i>Philadelphia Early Literacy Campaign</i> 2014-15	501c(3)	\$0	\$25,000	\$0	\$25,000
Clarke Pennsylvania, Inc. Auditory /Oral Center 455 South Roberts Road Bryn Mawr, PA 19010-2131 <i>operating support</i>	501c(3)	\$0	\$10,000	\$10,000	\$0
Community Learning Center 2701 N. Broad Street Philadelphia, PA 19132	501c(3)	\$0	\$15,000	\$15,000	\$0

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The Brook J. Lenfest Foundation, Inc.
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2014
EIN: 23-3031338

Recipient and/or Purpose	Tax Status	Beginning Balance 7/1/2013	Newly Allocated 2014	Amount Paid 2014	Ending Balance 6/30/2014
<i>Operating Support - Community Education and Partnership Program</i>					
Curtis Institute of Music 1726 Locust Street Philadelphia, PA 19103 <i>Unrestricted Grant</i>	501c(3)	\$0	\$20,000	\$20,000	\$0
Committee For Dignity And Fairness For The Homeless Housing Development, Inc. 5227R Germantown Avenue Philadelphia, PA 19144 <i>operating support</i>	501c(3)	\$0	\$20,000	\$20,000	\$0
DonorsTrust 109 North Henry Street Alexandria, VA 22314 <i>David's Fund</i>	501c(3)	\$0	\$100,000	\$100,000	\$0
Ed Snider Youth Hockey Foundation 3601 South Broad Street Philadelphia, PA 19148 <i>operating support</i>	501c(3)	\$100,000	\$0	\$50,000	\$50,000
GreenLight Fund Two Canal Park Cambridge, MA 02141 <i>operating support</i>	501c(3)	\$0	\$50,000	\$50,000	\$0
Inn Dwelling	501c(3)	\$15,000	\$0	\$15,000	\$0

990 Pf

The Brook J. Lenfest Foundation, Inc.
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2014
EIN: 23-3031338

Recipient and/or Purpose	Tax Status	Beginning Balance 7/1/2013	Newly Allocated 2014	Amount Paid 2014	Ending Balance 6/30/2014
109 East Price Street Philadelphia, PA 19144 <i>comprehensive youth initiative</i>					
Inn Dwelling					
109 East Price Street Philadelphia, PA 19144 <i>summer programs</i>	501c(3)	\$0	\$3,000	\$0	\$3,000
Koresh Dance Company					
2002 Rittenhouse Square Philadelphia, PA 19103 <i>Building Campaign</i>	501c(3)	\$0	\$50,000	\$50,000	\$0
Mastery Charter Schools Foundation					
5700 Wayne Avenue Philadelphia, PA 19144 <i>Expansion Project</i>	501c(3)	\$3,500,000	\$0	\$800,000	\$2,700,000
Mastery Charter Schools Foundation					
5700 Wayne Avenue Philadelphia, PA 19144 <i>College Signing Day</i>	501c(3)	\$0	\$15,000	\$15,000	\$0
New Directions for Women, Inc.					
4807 Germantown Avenue Philadelphia, PA 19144 <i>operating support</i>	501c(3)	\$0	\$10,000	\$10,000	\$0
Penn State University					
	501c(3)	\$0	\$7,000,000	\$500,000	\$6,500,000

990 PF

The Brook J. Lenfest Foundation, Inc.
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2014
EIN: 23-3031338

Recipient and/or Purpose	Tax Status	Beginning Balance 7/1/2013	Newly Allocated 2014	Amount Paid 2014	Ending Balance 6/30/2014
116 Old Main University Park, PA 16802 <i>The Brook J. Lenfest Foundation Trustee Scholarship Endowment</i>					
Pennsylvania Academy of the Fine Arts 128 N Broad Street Philadelphia, PA 19102-1424 <i>High School After-School Studio Arts Program</i>	501c(3)	\$10,000	\$0	\$10,000	\$0
Pennsylvania Academy of the Fine Arts 128 N Broad Street Philadelphia, PA 19102-1424 <i>High School After-School Studio Arts Program</i>	501c(3)	\$0	\$10,000	\$0	\$10,000
Philabundance 3616 South Galloway Street Philadelphia, PA 19148-5402 <i>Community Kitchen Project</i>	501c(3)	\$0	\$20,000	\$20,000	\$0
Philadelphia Futures for Youth 230 S. Broad Street, 7th Floor Philadelphia, PA 19102 <i>college retention services</i>	501c(3)	\$45,000	\$0	\$45,000	\$0
Philadelphia Futures for Youth 230 S. Broad Street, 7th Floor Philadelphia, PA 19102	501c(3)	\$0	\$45,000	\$0	\$45,000

990PF

The Brook J. Lenfest Foundation, Inc.
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2014
EIN: 23-3031338

Recipient and/or Purpose	Tax Status	Beginning Balance 7/1/2013	Newly Allocated 2014	Amount Paid 2014	Ending Balance 6/30/2014
<i>College Retention and Success program</i>					
Philadelphia Schools Project 150 S. Independence Mall West Suite 1200 Philadelphia, PA 19106 <i>Great Schools Fund</i>	501c(3)	\$50,000	\$0	\$50,000	\$0
Project Forward Leap 100 N 18th Street Suite 300 Philadelphia, PA 19103 <i>operating support</i>	501c(3)	\$0	\$10,000	\$10,000	\$0
Steppingstone Scholars, Inc. 4112 Station Street, Unit D Philadelphia, PA 19127 <i>Step It Up! program</i>	501c(3)	\$10,000	\$0	\$10,000	\$0
Steppingstone Scholars, Inc. 4112 Station Street, Unit D Philadelphia, PA 19127 <i>Step It Up! Program</i>	501c(3)	\$0	\$10,000	\$0	\$10,000
Thomas Jefferson University 130 South 9th Street Edison Bldg. Suite 1610 Philadelphia, PA 19107-5233 <i>Summer Science Programs for Mastery</i>	501c(3)	\$0	\$5,000	\$5,000	\$0

990PF

The Brook J. Lenfest Foundation, Inc.
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2014
EIN: 23-3031338

Recipient and/or Purpose	Tax Status	Beginning Balance 7/1/2013	Newly Allocated 2014	Amount Paid 2014	Ending Balance 6/30/2014
<i>students</i>					
Thresholds In Delaware County, Inc. P.O. Box 114 Thornton, PA 19373 <i>operating support</i>	501c(3)	\$5,000	\$0	\$5,000	\$0
Thresholds In Delaware County, Inc. P O. Box 114 Thornton, PA 19373 <i>operating support</i>	501c(3)	\$0	\$5,000	\$0	\$5,000
University of Pennsylvania Project BioEYES Smilow Center for Translational Research, 9th Floor 3400 Civic Center Blvd. Philadelphia, PA 19104-5157 <i>Project BioEYES</i>	501c(3)	\$25,000	\$0	\$25,000	\$0
University of Pennsylvania Project BioEYES Smilow Center for Translational Research, 9th Floor 3400 Civic Center Blvd Philadelphia, PA 19104-5157 <i>Project BioEYES</i>	501c(3)	\$0	\$25,000	\$0	\$25,000
University of Pennsylvania Law School Trustees of the University of Pennsylvania	501c(3)	\$0	\$6,378	\$6,378	\$0

990 PF

The Brook J. Lenfest Foundation, Inc.
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2014
EIN: 23-3031338

Recipient and/or Purpose	Tax Status	Beginning Balance 7/1/2013	Newly Allocated 2014	Amount Paid 2014	Ending Balance 6/30/2014
3501 Sansom Street Philadelphia, PA 19104-6204 <i>Pre-College Summer Program</i>					
The University of the Arts 320 South Broad Street Philadelphia, PA 19102 <i>Pre-College Programs - Saturday School and Summer Institute</i>	501c(3)	\$15,000	\$0	\$15,000	\$0
The University of the Arts 320 South Broad Street Philadelphia, PA 19102 <i>Pre-College programs</i>	501c(3)	\$0	\$15,000	\$0	\$15,000
Waldron Mercy Academy 513 Montgomery Avenue Merion Station, PA 19066-1298 <i>financial assistance program</i>	501c(3)	\$25,000	\$0	\$25,000	\$0
WINGS for Success P.O. Box 1184 Frazer, PA 19355 <i>operating support</i>	501c(3)	\$0	\$10,000	\$10,000	\$0
PENN STATE UNIVERSITY 314 Shields Building University Park, PA 16802	501c(3)	\$3,071,087	-\$558,405	\$928,669	\$1,584,013
Temple University	501c(3)	\$1,024,533	\$363,912	\$325,388	\$1,063,057

990 PF

The Brook J. Lenfest Foundation, Inc.
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2014
EIN: 23-3031338

Recipient and/or Purpose	Tax Status	Beginning Balance 7/1/2013	Newly Allocated 2014	Amount Paid 2014	Ending Balance 6/30/2014
1810 N. 13th Street, Speakman Hall Philadelphia, PA 19122					
Total		\$8,020,620	\$7,334,885	\$3,270,435	\$12,085,070
Present Value Adjustments		\$ (313,354)	(243,270)	-	(556,624)
Adjusted Totals		<u>\$ 7,707,266</u>	<u>\$ 7,091,615</u>	<u>\$ 3,270,435</u>	<u>\$ 11,528,446</u>
		To Part II Line 18 Col (a)	To Part I Line 25 Col (a)	To Part XV Line 3a and Part I line 25(d)	To Part II Line 18 Col (b) and Part XV Line 3(b)

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

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

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

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

Part I only

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

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE BROOK J. LENFEST FOUNDATION, INC.	23-3031338
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	300 BARR HARBOR DR., NO. 460	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	WEST CONSHOHOCKEN, PA 19428	

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

04

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

FOUNDATION MANAGEMENT

- The books are in the care of ► **300 BARR HARBOR DR. #460 - WEST CONSHOHOCKEN, PA 19428**
Telephone No. ► **610-828-4510** 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 **FEBRUARY 15, 2015**, to file the exempt organization return for the organization named above The extension is for the organization's return for:
- ☐ calendar year _____ or
- ☒ tax year beginning **JUL 1, 2013**, and ending **JUN 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	81,264.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	31,264.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	\$	50,000.

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

- 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).

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 BROOK J. LENFEST FOUNDATION, INC.	23-3031338
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	300 BARR HARBOR DR., NO. 460	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	WEST CONSHOHOCKEN, PA 19428	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-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

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

FOUNDATION MANAGEMENT

- The books are in the care of **300 BARR HARBOR DR. #460 - WEST CONSHOHOCKEN, PA 19428**

Telephone No **610-828-4510**

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 **MAY 15, 2015**

5 For calendar year ☐, or other tax year beginning **JUL 1, 2013**, and ending **JUN 30, 2014**

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 INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.

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	\$ 81,264.
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	\$ 81,264.
c Balance due. 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	\$ 0.

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 **William R. Deiss** Title **CPTA**

Date **2-10-2015**

Form 8868 (Rev. 1-2014)