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ON EXTENSION TO 10/15/2015

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2013 or tax year beginning DEC 1, 2013, and ending NOV 30, 2014

Name of foundation

A Employer identification number

THE NEUBAUER FAMILY FOUNDATION

25-6627704

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

Room/suite

B Telephone number

C/O BAKER TILLY LLP 1800 BYBERRY RD

1100

(215) 947-2100

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

HUNTINGDON VALLEY, PA 19006-3523

C If exemption application is pending, check here ☐

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

D 1. Foreign organizations, check here ☐

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

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

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

I Fair market value of all assets at end of year

J Accounting method:

☒

Cash

☐

Accrual

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

(from Part II, col (c), line 16)

Other (specify)

\$ 285,294,376. (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).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

37,456,514.

N/A

2 Check ☐ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

6,746,130.

6,675,307.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

21,982,166.

STATEMENT 1

b Gross sales price for all assets on line 6a

54,144,921.

7 Capital gain net income (from Part IV, line 2)

51,168,661.

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

<6,713,518.>

<5,890,369.>

STATEMENT 3

12 Total. Add lines 1 through 11

59,471,292.

51,953,599.

13 Compensation of officers, directors, trustees, etc.

204,589.

0.

204,589.

14 Other employee salaries and wages

43,531.

0.

43,531.

15 Pension plans, employee benefits

22,623.

0.

22,623.

16a Legal fees

b Accounting fees

STMT 4

42,390.

21,195.

21,195.

c Other professional fees

STMT 5

57,014.

57,014.

0.

17 Interest

18 Taxes

STMT 6

471,834.

0.

16,834.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

6,887.

0.

6,887.

22 Printing and publications

23 Other expenses

STMT 7

25,073.

7,163.

17,910.

24 Total operating and administrative expenses Add lines 13 through 23

873,941.

85,372.

333,569.

25 Contributions, gifts, grants paid

15,544,518.

15,544,518.

26 Total expenses and disbursements. Add lines 24 and 25

16,418,459.

85,372.

15,878,087.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

43,052,833.

b Net investment income (if negative, enter -0-)

51,868,227.

c Adjusted net income (if negative, enter -0-)

N/A

94213

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	407,508.	11,891,980.	11,891,980.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 8	1,830,646.	1,780,170.	4,418,058.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
Liabilities		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	191,879,711.	223,498,548.	268,984,338.
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	194,117,865.	237,170,698.	285,294,376.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	194,117,865.	237,170,698.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	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	194,117,865.	237,170,698.	
	31	Total liabilities and net assets/fund balances	194,117,865.	237,170,698.	

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	194,117,865.
2	Enter amount from Part I, line 27a	2	43,052,833.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	237,170,698.
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	237,170,698.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 54,144,921.		2,976,260.	51,168,661.	
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			51,168,661.	
2 Capital gain net income or (net capital loss)		2		51,168,661.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3		N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	11,977,122.	227,760,890.	.052586
2011	11,385,638.	201,522,809.	.056498
2010	10,865,148.	189,919,135.	.057209
2009	7,661,953.	169,656,325.	.045162
2008	9,336,226.	160,486,971.	.058174
2 Total of line 1, column (d)			.269629
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			.053926
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			275,501,289.
5 Multiply line 4 by line 3			14,856,683.
6 Enter 1% of net investment income (1% of Part I, line 27b)			518,682.
7 Add lines 5 and 6			15,375,365.
8 Enter qualifying distributions from Part XII, line 4			15,878,087.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	518,682.
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	518,682.
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	518,682.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	574,461.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	200,000.	
d Backup withholding erroneously withheld	6d	499.	
7 Total credits and payments. Add lines 6a through 6d	7		774,960.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		256,278.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 256,278. Refunded ☐	11		0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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) ► 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

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)	STATEMENT 10	STATEMENT 11	STMT 12	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 ► N/A				13	X	
14	The books are in care of ► BAKER TILLY, LLP, CPA'S Telephone no. ► (215) 947-2100 Located at ► 1800 BYBERRY RD, STE 1100, HUNTINGDON VALLEY, PA ZIP+4 ► 19006-3523						
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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	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? ☐ Yes ☒ No If "Yes," list the years ► , , ,		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOSEPH NEUBAUER	TRUSTEE			
C/O BAKER TILLY, LLP 1800 BYBERRY ROAD	6.00	0.	0.	0.
HUNTINGDON VALLEY, PA 19006				
LAWRENCE NEUBAUER	TRUSTEE			
C/O BAKER TILLY, LLP 1800 BYBERRY ROAD	1.00	0.	0.	0.
HUNTINGDON VALLEY, PA 19006				
MELISSA NEUBAUER ANDERSON	TRUSTEE			
C/O BAKER TILLY, LLP 1800 BYBERRY ROAD	1.00	0.	0.	0.
HUNTINGDON VALLEY, PA 19006				
REBECCA CORNEJO	EXECUTIVE DIRECTOR			
516 S. 22ND STREET	40.00	204,589.	0.	0.
PHILADELPHIA, PA 19146				

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

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

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

0

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

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

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

0

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

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 N/A	
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	4,234,503.
b	Average of monthly cash balances	1b	31,774,994.
c	Fair market value of all other assets	1c	243,687,243.
d	Total (add lines 1a, b, and c)	1d	279,696,740.
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	279,696,740.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,195,451.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	275,501,289.
6	Minimum investment return. Enter 5% of line 5	6	13,775,064.

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	13,775,064.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	518,682.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	518,682.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,256,382.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	13,256,382.
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	13,256,382.

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	15,878,087.
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	15,878,087.
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	518,682.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,359,405.

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				13,256,384
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			4,380,750.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 15,878,087.				
a Applied to 2012, but not more than line 2a			4,380,750.	
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				11,497,337.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,759,045.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

N/A

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

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

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
ACADEMY OF NATURAL SCIENCE 1900 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
ACADEMY OF MUSIC RESTORATION FUND BROAD AND LOCUST STREETS PHILADELPHIA, PA 19102	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
AFRICAN WILDLIFE FOUNDATION 1400 SIXTEENTH STREET, N.W. SUITE 120 WASHINGTON, DC 20036	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	3,000.
AGNES IRWIN SCHOOL 275 SOUTH ITHAN AVENUE ROSEMONT, PA 19010	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	375.
AMERICAN JEWISH COMMITTEE 30 S 15TH ST #801 PHILADELPHIA, PA 19102	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	30,000.
Total			SEE CONTINUATION SHEET(S)	15,544,518.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	6,746,130.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			14	<6,713,518.>		
8 Gain or (loss) from sales of assets other than inventory			18	21,982,166.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		22,014,778.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	22,014,778.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[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		

Sign Here	Under penalties of perjury, I declare that I have examined this return including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.					May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	Signature of officer or trustee 		Date 10-9-15		Title TRUSTEE		
Paid Preparer Use Only	Print/Type preparer's name MICHAEL S. KEHOE, CPA		Preparer's signature 		Date 10/5/15	Check ☐ if self-employed	PTIN P00096004
	Firm's name ▶ BAKER TILLY VIRCHOW KRAUSE, LLP					Firm's EIN ▶ 39-0859910	
	Firm's address ▶ 1800 BYBERRY RD STE 1100 HUNTINGDON VALLEY, PA 19006-3523					Phone no. 215-947-2100	

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

▶ 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.

OMB No 1545-0047

2013

Name of the organization

Employer identification number

THE NEUBAUER FAMILY FOUNDATION

25-6627704

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization	Employer identification number
THE NEUBAUER FAMILY FOUNDATION	25-6627704

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	JOSEPH NEUBAUER 210 W. RITTENHOUSE SQUARE #3106 PHILADELPHIA, PA 19103	\$ 12,182,117.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	JOSEPH NEUBAUER 210 W. RITTENHOUSE SQUARE #3106 PHILADELPHIA, PA 19103	\$ 5,344,234.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
3	JOSEPH NEUBAUER 210 W. RITTENHOUSE SQUARE #3106 PHILADELPHIA, PA 19103	\$ 19,930,163.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization

Employer identification number

THE NEUBAUER FAMILY FOUNDATION**25-6627704****Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>344,079 SHARES SIX FLAGS STOCK</u> _____ _____ _____	\$ <u>12,182,117.</u>	<u>01/31/14</u>
<u>2</u>	<u>400 CAPITAL SPECIAL SITUATION FUND I</u> _____ _____ _____	\$ <u>5,344,234.</u>	<u>04/01/14</u>
<u>3</u>	<u>1,054,506 SHARES ARAMARK STOCK</u> _____ _____ _____	\$ <u>19,930,163.</u>	<u>12/14/13</u>
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____

Name of organization THE NEUBAUER FAMILY FOUNDATION	Employer identification number 25-6627704
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN FROM NEXT EGG INVESTMENT (NFF)	PURCHASED	VARIOUS	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,104,787.	0.	0.	0.	5,104,787.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN FROM NEXT EGG INVESTMENT (NFF)	PURCHASED	VARIOUS	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,153,951.	0.	0.	0.	16,153,951.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,054,506 SHARES ARAMARK STOCK	DONATED	VARIOUS	12/14/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,930,163.	19,930,163.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
344,079 SHARES SIX FLAGS STOCK	12,606,985.	12,182,117.	0.	0.	424,868.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,230 SHS ALLOT COMMUNICATION LTD	224,033.	50,475.	0.	0.	173,558.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
HIGHBRIDGE CAPITAL	124,998.	0.	0.	0.	124,998.

CAPITAL GAINS DIVIDENDS FROM PART IV

4.

TOTAL TO FORM 990-PF, PART I, LINE 6A

21,982,166.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CAPITAL GAIN DISTRIBUTION	4.	4.	0.	0.	
DIVIDENDS FROM NEXT EGG INVESTMENTS (NFF)	739,372.	0.	739,372.	739,372.	
INTEREST FROM NEXT EGG INVESTMENTS (NFF) PASSTHROUGH	5,876,763.	0.	5,876,763.	5,805,940.	
INTEREST INCOME	19,734.	0.	19,734.	19,734.	
OTHER DIVIDEND INCOME	110,261.	0.	110,261.	110,261.	
TO PART I, LINE 4	6,746,134.	4.	6,746,130.	6,675,307.	

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 LOSS FROM NEXT EGG INVESTMENTS (NFF) PASSTHROUGH K-1S	<6,713,518.>	<5,890,369.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<6,713,518.>	<5,890,369.>	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	42,390.	21,195.		21,195.
TO FORM 990-PF, PG 1, LN 16B	42,390.	21,195.		21,195.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	2,680.	2,680.		0.	
CONSULTING EXPENSES	54,334.	54,334.		0.	
TO FORM 990-PF, PG 1, LN 16C	57,014.	57,014.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NET FEDERAL EXCISE TAX	455,000.	0.		0.	
PAYROLL TAXES	16,819.	0.		16,819.	
PA CHARITY FILING FEE	15.	0.		15.	
TO FORM 990-PF, PG 1, LN 18	471,834.	0.		16,834.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK FEES	492.	492.		0.	
MISC INVESTMENT FEES	1,951.	1,951.		0.	
SPONSORSHIP OF FUNDRAISING EVENTS FOR PUBLIC CHARITIES	10,089.	0.		10,089.	
OFFICE EXPENSES	9,439.	4,720.		4,719.	
DUE AND SUBSCRIPTIONS	1,804.	0.		1,804.	
PAYROLL PROCESSING FEE	1,298.	0.		1,298.	
TO FORM 990-PF, PG 1, LN 23	25,073.	7,163.		17,910.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALLOT COMMUNICATION LTD	0.	0.
UBS SECURITIES	1,780,170.	4,418,058.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,780,170.	4,418,058.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TPG-AXON	COST	473,136.	181,548.
ELLIOT INTERNATIONAL LTD	COST	5,000,000.	9,105,786.
NEXT EGG INVESTMENTS (NFF), LP	COST	218,025,412.	259,697,004.
TOTAL TO FORM 990-PF, PART II, LINE 13		223,498,548.	268,984,338.

FORM 990-PF

TRANSFERS TO CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 10

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

NEXT EGG INVESTMENTS (NFF), LP - FOUNDATION OWNS 100%
CAPITAL 96.53% INCOME

80-0696650

ADDRESS

C/O 1800 BYBERRY ROAD, SUITE 1100
HUNTINGDON VALLEY, PA 19006-3523

DESCRIPTION OF TRANSFER

PARTNERSHIP CAPITAL CONTRIBUTIONS.

AMOUNT
OF TRANSFER

35,895,693.

TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES

35,895,693.

FORM 990-PF

TRANSFERS FROM CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 11

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

NEXT EGG INVESTMENTS (NFF), LP - FOUNDATION OWNS 100%
CAPITAL 96.53% INCOME

80-0696650

ADDRESS

C/O 1800 BYBERRY ROAD, SUITE 1100
HUNTINGDON VALLEY, PA 19006-3523

DESCRIPTION OF TRANSFER

PARTNERSHIP CAPITAL DISTRIBUTIONS AND RETURN OF CAPITAL.

AMOUNT
OF TRANSFER

20,436,220.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES

20,436,220.

FORM 990-PF

LIST OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 12

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

NEXT EGG INVESTMENTS (NFF), LP - FOUNDATION OWNS 100%
CAPITAL 96.53% INCOME

80-0696650

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

C/O 1800 BYBERRY ROAD, SUITE 1100
HUNTINGDON VALLEY, PA 19006-3523

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

NEXT EGG INVESTMENTS (NFF), LP - FOUNDATION OWNS 100%
CAPITAL 96.53% INCOME

80-0696650

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

C/O 1800 BYBERRY ROAD, SUITE 1100
HUNTINGDON VALLEY, PA 19006-3523

NEUBAUER FAMILY FOUNDATION

25-6627704

FORM 990-PF

LIST OF CONTROLLED ENTITY

PART VII-A, LINE 11

NAME OF CONTROLLED ENTITY

EMPLOYEE ID NO

NEXT EGG INVESTMENTS (NFF), LP

80-0696650

ADDRESS

C/O 1800 BYBERRY ROAD, SUITE 1100
HUNTINGDON VALLEY, PA 19006

NEUBAUER FAMILY FOUNDATION**25-6627704**

FORM 990-PF

TRANSFERS TO CONTROLLED ENTITY

PART VII-A, LINE 11

NAME OF CONTROLLED ENTITY**EMPLOYEE ID NO**

NEXT EGG INVESTMENTS (NFF), LP

80-0696650

ADDRESSC/O 1800 BYBERRY ROAD, SUITE 1100
HUNTINGDON VALLEY, PA 19006**DESCRIPTION OF TRANSFER**

CAPITAL CONTRIBUTION

TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITY**\$ 35,895,693**

NEUBAUER FAMILY FOUNDATION**25-6627704**

FORM 990-PF

TRANSFERS FROM CONTROLLED ENTITY

PART VII-A, LINE 11

NAME OF CONTROLLED ENTITY**EMPLOYEE ID NO**

NEXT EGG INVESTMENTS (NFF), LP

80-0696650

ADDRESSC/O 1800 BYBERRY ROAD, SUITE 1100
HUNTINGDON VALLEY, PA 19006**DESCRIPTION OF TRANSFER**

RETURN OF CAPITAL

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITY**\$ 20,436,220**

THE NEUBAUER FAMILY FOUNDATION

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 NEXT EGG INVESTMENT (NFF)		P	VARIOUS	12/31/13
b CAPITAL GAIN FROM NEXT EGG INVESTMENT (NFF)		P	VARIOUS	12/31/13
c 1,054,506 SHARES ARAMARK STOCK		D	VARIOUS	12/14/13
d 344,079 SHARES SIX FLAGS STOCK		D	VARIOUS	02/13/14
e 16,230 SHS ALLOT COMMUNICATION LTD		D	08/19/09	12/11/13
f HIGHBRIDGE CAPITAL		P	VARIOUS	11/30/14
g CAPITAL GAINS DIVIDENDS				
h				
i				
j				
k				
l				
m				
n				
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 5,104,787.			5,104,787.
b 16,153,951.			16,153,951.
c 19,930,163.		52,725.	19,877,438.
d 12,606,985.		2,873,060.	9,733,925.
e 224,033.		50,475.	173,558.
f 124,998.			124,998.
g 4.			4.
h			
i			
j			
k			
l			
m			
n			
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			5,104,787.
b			16,153,951.
c			19,877,438.
d			9,733,925.
e			173,558.
f			124,998.
g			4.
h			
i			
j			
k			
l			
m			
n			
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	51,168,661.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN PHILOSOPHICAL SOCIETY 104 SOUTH FIFTH STREET PHILADELPHIA, PA 19106	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
ASIA SOCIETY 725 PARK AVENUE NEW YORK, NY 10021	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
ASSOCIATION FOR FRONTOTEMPORAL DISORDERS 290 KING OF PRUSSIA ROAD RADNOR, PA 19087	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	19,125.
AUTISM SCIENCE FOUNDATION 28 WEST 39TH STREET, SUITE #502 NEW YORK, NY 10018	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	3,000.
ALUMNI ASSOCIATION OF LINCOLN UNIVERSITY P.O. BOX 9135 PHILADELPHIA, PA 19139	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
BETH DAVID REFORM SYNAGOGUE 1130 VAUGHAN LANE GLADWYNE, PA 19035	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	30,000.
BRANDEIS UNIVERSITY P.O. BOX 549110 WALTHAM, MA 02454	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	55,800.
BRIDLEWILD TRAILS ASSOCIATION PO BOX 368 GLADWYNE, PA 19035	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	750.
CARSON SCHOLARS FUND 305 W. CHESAPEAKE AVENUE, SUITE L-020 TOWSON, MD 21204	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
CENTRAL PARK CONSERVATORY 14 E. 60TH ST NEW YORK, NY 10022	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
Total from continuation sheets				15,481,143.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILDREN'S CARDIOMYOPATHY FOUNDATION P.O. BOX 547 TENAFLY, NJ 07670	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,080.
AMERICAN COMMITTEE FOR TEL AVIV FDN 1201 BROADWAY, SUITE 802 NEW YORK, NY 10001	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	400,000.
CHILDREN'S MUSEUM OF ART 103 CHARLTON ST. NEW YORK, NY 10014	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	60,000.
COMMUNITY PARTNERSHIP SCHOOL 1936 N. JUDSON STREET PHILADELPHIA, PA 19121	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	9,000.
AMERICAN TECHNION SOCIETY 55 EAST 59TH STREET NEW YORK, NY 10022	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,575,000.
ARTIS 401 BROADWAY, SUITE 803 NEW YORK, NY 10013	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
BARTRAM GARDENS 54TH STREET AND LINDBERGH BLVD PHILADELPHIA, PA 19143	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	500.
CENTROPA 1141 LOXFORD TERRACE SILVER SPRING, MD 20901	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	30,000.
EPISCOPAL ACADEMY 1785 BISHOP WHITE DRIVE NEWTOWN SQUARE, PA 19073	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	9,000.
FESTIVALS OF NORTH AMERICA ORCHESTRAS 470 PARK AVENUE S #9YH NEW YORK, NY 10016	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	60,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FIGURE SKATING IN HARLEM 361 WEST 125TH STREET, 2ND FLOOR NEW YORK, NY 10027	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	2,000.
FOUNDATION FIGHTING BLINDNESS 7168 COLUMBIA GATEWAY DRIVE, STE 100 COLUMBIA, MD 21046	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
COLUMBIA UNIVERSITY MEDICAL CENTER 630 WEST 168TH ST. NEW YORK, NY 10032	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
FRANKLIN INSTITUTE 222 N 20TH ST PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
FREE LIBRARY OF PHILADELPHIA FOUNDATION 1901 VINE STREET PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	241,000.
FRIENDS OF TEL AVIV UNIVERSITY 39 BROADWAY, SUITE 1510 NEW YORK, NY 10006	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	135,010.
FRIENDS' CENTRAL SCHOOL 1101 CITY AVENUE WYNNEWOOD, PA 19096	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	30,000.
GLADWYNE FIRE COMPANY 1044 BLACK ROCK ROAD GLADWYNE, PA 19035	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	450.
GLADWYNE FREE LIABRARY 362 RIGHTERS MILL ROAD GLADWYNE, PA 19035	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	750.
FOUNDATION FOR STUDENT COMMUNICATIONS 48 UNIVERSITY PLACE PRINCETON, NJ 08540	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GREATER PHILADELPHIA CHAMBER OF COMMERCE 200 S. BROAD ST., SUITE 700 PHILADELPHIA, PA 19102	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	21,877.
FRIENDS OF JAPANESE HOUSE & GARDEN 5070 PARKSIDE AVENUE PHILADELPHIA, PA 19131	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
GREATER GOOD SCIENCE CENTER 2425 ATHERTON STREET #6070 BERKELEY, CA 94720	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	150.
HEIFER INTERNATIONAL 1 WORLD AVE. LITTLE ROCK, AR 72202	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	750.
HORATIO ALGER ASSOCIATION 99 CANAL CENTER PLAZA, SUITE 320 ALEXANDRIA, VA 22314	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,820,000.
JACKSON GABRIEL SILVER FOUNDATION 1725 YORK AVENUE, SUITE 29G NEW YORK, NY 10128	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,800.
JCHAI 274 S. BRYN MAWR AVENUE BRYN MAWR, PA 19010	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
JEWISH FEDERATION OF GREATER PHILADELPHIA 2100 ARCH STREET PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	276,000.
FRIENDS OF JEWISH MUSEUM BERLIN 227 RIDGEVIEW ROAD PRINCETON, NJ 08540	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
JEWISH MUSEUM OF NEW YORK 1109 FIFTH AVENUE NEW YORK, NY 10128	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	595,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JEWISH PUBLICATION SOCIETY 2100 ARCH STREET PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	3,000.
JEWISH THEOLOGIC SEMINARY 3080 BROADWAY NEW YORK, NY 10027	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
LIBRARY COMPANY OF PHILADELPHIA 1314 LOCUST STREET PHILADELPHIA, PA 19107	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
LITTLE HEARTS P.O. BOX 171 CROMWELL, CT 06416	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
LOWER MERION FRATERNAL ORDER OF POLICE P.O. BOX 430 ARDMORE, PA 19003	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	150.
MAIN LINE ART CENTER 746 PANMURE ROAD HAVERFORD, PA 19041	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	300.
MD ANDERSON CANCER CENTER 1515 HOLCOMBE BLVD HOUSTON, TX 77030	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
LINCOLN UNIVERSITY 1570 BALTIMORE PIKE LINCOLN UNIVERSITY, PA 19352	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	12,500.
LIVE CONNECTIONS 3025 WALNUT STREET PHILADELPHIA, PA 19104	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	750.
NATIONAL CONSTITUTION CENTER 525 ARCH STREET PHILADELPHIA, PA 19106	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	26,787.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MIRACLE FEET 605 W. MAIN STREET, SUITE 107 CARRBORO, NC 27510	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	5,400.
PHILADELPHIA JEWISH FILM FESTIVAL 401 S. BROAD STREET, 2ND FL PHILADELPHIA, PA 19147	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
MOVING TRADITIONS 261 OLD YORK ROAD, SUITE 734 JENKINTOWN, PA 19046	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,080.
NATIONAL MS SOCIETY GREAT DELAWARE VALLEY CHAPTER 30 SOUTH 17TH STREET, SUITE 800 PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	30,000.
NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY 55 NORTH 5TH STREET PHILADELPHIA, PA 19106	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	275,000.
PHILADELPHIA ORCHESTRA ASSOCIATION ONE SOUTH BROAD STREET, 14TH FLOOR PHILADELPHIA, PA 19107	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
NEW YORK PUBLIC RADIO 160 VARICK ST. NEW YORK, NY 10013	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
PLAY ON PHILLY 1620 LOCUS STREET PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
OPERA COMPANY OF PHILADELPHIA 1420 LOCUST STREET, SUITE 210 PHILADELPHIA, PA 19102	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	30,000.
PRINCETON UNIVERSITY P.O. BOX 5357 PRINCETON, NJ 08543	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	225,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ORIENTAL INSTITUTE UNIVERSITY OF CHICAGO 1155 EAST 58TH STREET CHICAGO, IL 60637	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
PENNSYLVANIA HORTICULTURAL SOCIETY 100 N. 20TH STREET - 5TH FLOOR PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
PETER'S PLACE 150 N. RADNOR CHESTER ROAD, SUITE F130 RADNOR, PA 19087	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	750.
SMILE TRAIN 41 MADISON AVENUE NEW YORK, NY 10010	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	150.
RIVERBEND 1950 SPRING MILL ROAD GLADWYNE, PA 19035	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	300.
PHILADELPHIA MUSEUM OF ART P.O. BOX 7646 PHILADELPHIA, PA 19101	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
PHILADELPHIA RONALD MCDONALD HOUSE 3921-3925 CHESTNUT STREET PHILADELPHIA, PA 19104	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	450.
PHILADELPHIA ZOO 3400 W GIRARD AVE PHILADELPHIA, PA 19104	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	3,000.
SMITH PLAYGROUND 3500 RESERVOIR DRIVE PHILADELPHIA, PA 19121	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	750.
TEL AVIV UNIVERSITY AMERICAN COUNCIL 39 BROADWAY, SUITE 1510 NEW YORK, NY 10006	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PHILADELPHIA CENTER FOR ARCHITECTURE 1218 ARCH STREET PHILADELPHIA, PA 19107	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
RICHARD TUCKER MUSIC FESTIVAL 1790 BROADWAY, SUITE 715 NEW YORK, NY 10019	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
THE CHILDREN'S HOSPITAL OF PHILADELPHIA P.O. BOX 781352 PHILADELPHIA, PA 19178	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	125,000.
SLATER JETT MEYERS FOUNDATION 25 WOODGLEN DR NEW CITY, NY 10956	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	3,000.
ST PAUL'S LUTHERAN CHURCH 5918 N 5TH ST PHILADELPHIA, PA 19120	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,500.
TEMPLE BETH ZION BETH ISRAEL 300 SOUTH 18TH STREET PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	61,000.
THE FORWARD 125 MAIDEN LANE NEW YORK, NY 10038	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
THE GERSHMAN Y 410 SOUTH BROAD STREET PHILADELPHIA, PA 19147	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
THE CHAPIN SCHOOL 100 EAST END AVENUE NEW YORK, NY 10028	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	90,000.
THE MOYER FOUNDATION 2426 32ND AVE WEST NO 200 SEATTLE, WA 98199	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE STEPHEN GAYNOR SCHOOL 148 WEST 90TH STREET NEW YORK, NY 10024	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	60,000.
THE METROPOLITAN OPERA LINCOLN CENTER NEW YORK, NY 10023	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	2,825,000.
THE WASHINGTON INSTITUTE 715 W. BROAD ST 2ND FLR FALLS CHURCH, VA 22046	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
TUFTS UNIVERSITY P.O. BOX 3306 BOSTON, MA 02241	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,500.
UNIVERSITY OF CHICAGO 5801 SOUTH ELLIS AVENUE CHICAGO, IL 60637	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	3,776,625.
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET ROOM 329 PHILADELPHIA, PA 19104	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
WETHERILL SCHOOL 1321 BEAUMONT DRIVE GLADWYNE, PA 19035	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	150.
WHYY 150 N. 6TH STREET PHILADELPHIA, PA 19106	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	440,834.
UNITED WAY OF SOUTHEASTERN PA 1709 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
WOLF PERFORMING ARTS CENTER PO BOX 434 NARBERTH, PA 19072	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,950.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WOMEN AGAINST ABUSE 100 SOUTH BROAD STREET, SUITE 1341 PHILADELPHIA, PA 19110	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	750.
WRTI TEMPLE UNIVERSITY 1509 CECIL B. MOORE AVENUE, 3RD FLOOR PHILADELPHIA, PA 19121	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
YOUTH MENTORING PARTNERSHIP 20 LIBERTY BLVD, SUITE A-9 MALVERN, PA 19355	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	225.
GREEN TREE SCHOOL AND SERVICE 1196 EAST WASHINGTON LANE PHILADELPHIA, PA 19138	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
HOSPITAL FOR SPECIAL SURGERY 535 E 70TH ST NEW YORK, NY 10021	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	7,500.
JAMES A MICHENER ART MUSEUM 138 S. PINE ST DOYLESTOWN, PA 18901	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	7,500.
JUDITH CREED HOMES FOR ADULTS 274 BRYN MAWR AVE BRYN MAWR, PA 19010	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	6,000.
JUVENILE DIABETES FOUNDATION 225 CITY AVENUE, SUITE 104 BALA CYNWYD, PA 19004	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,200.
ATHENAEUM OF PHILADELPHIA 219 S. 6TH STREET PHILADELPHIA, PA 19106	N/A	509(N)(1) PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
BRYN MAWR HOSPITAL FOUNDATION 130 SOUTH BRYN MAWR AVENUE BRYN MAWR, PA 19010	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTER FOR CURATORIAL LEADERSHIP 174 EAST 80TH STREET NEW YORK, NY 10075	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
CHILDREN'S HOSPITAL PO BOX 781352 PHILADELPHIA, PA 19178	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	125,000.
DREXEL UNIVERSITY 3141 CHESTNUT STREET PHILADELPHIA, PA 19104	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
FLEISHER ART MEMORIAL 719 CATHARINE STREET PHILADELPHIA, PA 19147	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
FOUNDATION FOR CONTEMPORARY ARTS 20 GREENWICH STREET NEW YORK, NY 10014	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
FOUNDATION FOR JEWISH CAMP 253 WEST 35TH ST. 4TH FL NEW YORK, NY 10001	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
GREENFIELD HOME AND SCHOOL ASSOCIATION 2200 CHESTNUT STREET PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
NEUE GALERIE NEW YORK 1048 FIFTH AVENUE NEW YORK, NY 10028	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
PROSTATE CANCER FOUNDATION 1250 FOURTH STREET SANTA MONICA, CA 90401	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	75,000.
THE BARNES FOUNDATION 2025 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19130	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	250,000.
Total from continuation sheets				

25-6627704

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**