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Return of Private Foundation

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

OMB No 1545-0052

2014

Department of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation HENRY DOLFINGER 2 TRUST UW		A Employer identification number 23-6207346
Number and street (or P O box number if mail is not delivered to street address) DUANE MORRIS LLP, 30 S. 17TH ST.	Room/suite	B Telephone number 215-979-1768
City or town, state or province, country, and ZIP or foreign postal code PHILADELPHIA, PA 19103-4196		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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 (from Part II, col. (c), line 16) \$ 19,264,864. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				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		362,934.	362,934.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		868,507.			
b Gross sales price for all assets on line 6a		1,780,942.			
7 Capital gain net income (from Part IV, line 2)			868,507.		
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		128,651.	128,651.		STATEMENT 2
12 Total Add lines 1 through 11		1,360,092.	1,360,092.		
13 Compensation of officers, directors, trustees, etc		79,242.	0.		15,848.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		45,395.	22,698.		22,697.
b Accounting fees STMT 4		9,908.	9,908.		0.
c Other professional fees STMT 5		141,858.	51,858.		81,000.
17 Interest					
18 Taxes STMT 6		45,338.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		2,200.	0.		2,200.
24 Total operating and administrative expenses. Add lines 13 through 23		323,941.	84,464.		121,745.
25 Contributions, gifts, grants paid		789,250.			789,250.
26 Total expenses and disbursements. Add lines 24 and 25		1,113,191.	84,464.		910,995.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		246,901.			
b Net investment income (if negative, enter -0-)			1,275,628.		
c Adjusted net income (if negative, enter -0-)				N/A	

614
5

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,202,705.	200,557.	200,557.
	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	12,778,911.	13,962,933.	16,504,064.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	658,717.	823,134.	1,217,004.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	1,866,711.	1,767,321.	1,343,239.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	16,507,044.	16,753,945.	19,264,864.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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.	
	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	18,250,482.	18,250,482.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-1,743,438.	-1,496,537.	
	30 Total net assets or fund balances	16,507,044.	16,753,945.	
	31 Total liabilities and net assets/fund balances	16,507,044.	16,753,945.	

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	16,507,044.
2 Enter amount from Part I, line 27a	2	246,901.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	16,753,945.
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	16,753,945.

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 1,780,942.		912,435.	868,507.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e			868,507.		
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	868,507.
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))
2013	921,581.	19,042,691.	.048396
2012	930,167.	17,661,897.	.052665
2011	957,233.	18,024,189.	.053108
2010	873,417.	17,019,256.	.051319
2009	731,028.	15,049,948.	.048573
2 Total of line 1, column (d)			2 .254061
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 .050812
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 19,521,334.
5 Multiply line 4 by line 3			5 991,918.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 12,756.
7 Add lines 5 and 6			7 1,004,674.
8 Enter qualifying distributions from Part XII, line 4			8 910,995.

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	25,513.
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	25,513.
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	25,513.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	18,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	20,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	38,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	138.	
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	12,349.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ 12,349. 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
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. ☐ \$ 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?		
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 2014 or the taxable year beginning in 2014 (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

N/A

Form 990-PF (2014)

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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>DUANE MORRIS LLP</u> Telephone no. ► <u>215-979-1769</u> Located at ► <u>30 SOUTH 17TH STREET, PHILADELPHIA, PA</u> ZIP+4 ► <u>19103</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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 ☐ N/A	1b	
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 2014? ☐ Yes ☒ No	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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.) ☐ Yes ☒ No	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. ☐ N/A		
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 2014 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 2014.) ☐ Yes ☒ No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ Yes ☒ No	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 2014? ☐ Yes ☒ No	4b	X

Form 990-PF (2014)

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 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

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

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

N/A

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?

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

6b

X

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
SHELDON BONOVIKZ, ESQ. DM LLP, 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103	CO-TRUSTEE 2.00	39,621.	0.	0.
DAVID LODER, ESQ. DM LLP, 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103	CO-TRUSTEE 2.00	39,621.	0.	0.

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

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

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

0

Form 990-PF (2014)

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.

Form 990-PF (2014)

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	19,818,613.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	19,818,613.
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	19,818,613.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	297,279.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,521,334.
6	Minimum investment return. Enter 5% of line 5	6	976,067.

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	976,067.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	25,513.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	25,513.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	950,554.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	950,554.
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	950,554.

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	910,995.
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	910,995.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	910,995.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				950,554.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				23,505.
d From 2012				60,626.
e From 2013				
f Total of lines 3a through e	84,131.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$	910,995.			
a Applied to 2013, 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 2014 distributable amount				910,995.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	39,559.			39,559.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	44,572.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	44,572.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012	44,572.			
d Excess from 2013				
e Excess from 2014				

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 2014, 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 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	NONE	PUBLIC	GENERAL	789,250.
Total			3a	789,250.
b Approved for future payment				
NONE				
Total			3b	0.

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

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

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

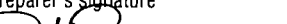
Sign Here    

Signature of officer or trustee Date Title

16/30/15 TRUSTEE

May the IRS discuss this return with the preparer shown below (see instr. 9)?

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name BARBARA A. RUTH-COOK	Preparer's signature 	Date 06/23/15	Check ☐ if self-employed	PTIN P01066743
	Firm's name ▶ DUANE MORRIS LLP			Firm's EIN ▶ 23-1392502	
	Firm's address ▶ 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196			Phone no. 215-979-1640	

HENRY DOLFINGER 2 TRUST UW

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 PNC	P	VARIOUS	12/31/14
b FIDELITY	P	VARIOUS	12/31/14
c FIDELITY	P	VARIOUS	12/31/14
d CREDIT SUISSE #006854	P	VARIOUS	12/31/14
e CREDIT SUISSE #006854	P	VARIOUS	12/31/14
f CREDIT SUISSE #012332	P	VARIOUS	12/31/14
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 50,000.		52,677.	-2,677.
b 50,738.		50,781.	-43.
c 657,068.		501,649.	155,419.
d 67,981.		53,250.	14,731.
e 155,718.		114,541.	41,177.
f 146,293.		139,537.	6,756.
g 653,144.			653,144.
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			-2,677.
b			-43.
c			155,419.
d			14,731.
e			41,177.
f			6,756.
g			653,144.
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	868,507.
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

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CREDIT SUISSE #006854	2,096.	0.	2,096.	2,096.	
CREDIT SUISSE #012332	49,032.	0.	49,032.	49,032.	
FIDELITY INVESTMENTS	938,753.	651,174.	287,579.	287,579.	
PNC ADVISORS	26,197.	1,970.	24,227.	24,227.	
TO PART I, LINE 4	1,016,078.	653,144.	362,934.	362,934.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LBC CREDIT PARTNERS	35,246.	35,246.	
LLR EQUITY PARTNERS III	39,406.	39,406.	
LLR EQUITY PARTNERS II	55,975.	55,975.	
LBC CREDIT PARTNERS II	44,053.	44,053.	
WP REAL ESTATE FUND III	-10,018.	-10,018.	
VERSA CAPITAL FUND II-A	-48,772.	-48,772.	
LUBERT-ADLER RE FUND V	-9,634.	-9,634.	
LUBERT-ADLER RE FUND IV	-19,015.	-19,015.	
LLR III CAYMANS, L.P.	47,802.	47,802.	
LLR EQUITY PARTNERS IV	-10,427.	-10,427.	
ENTERPRISE PRODUCTS PARTNERS	-5,655.	-5,655.	
ENERGY TRANSFER PARTNERS	458.	458.	
ENERGY TRANSFER EQUITY	-1,134.	-1,134.	
EQT MIDSTREAM PARTNERS	203.	203.	
CRESTWOOD MIDSTREAM	-386.	-386.	
ROSE ROCK MIDSTREAM	-1,320.	-1,320.	
ACCESS MIDSTREAM PARTNERS	-3,023.	-3,023.	
TESORO LOGISTICS	-904.	-904.	
MPLX LP	-358.	-358.	
BOARDWALK PIPELINE PARTNERS	-131.	-131.	
MARKWEST ENERGY PARTNERS	-2,699.	-2,699.	
ENBRIDGE ENERGY PARTNERS	-2,834.	-2,834.	
EL PASO PARTNERS	-749.	-749.	
SHELL MIDSTREAM PARTNERS	0.	0.	
KKR FINANCIAL HOLDINGS	380.	380.	
FORTRESS INVESTMENT GROUP	7,587.	7,587.	
KKR & CO LP	20,101.	20,101.	

PHILLIPS 66 PARTNERS LP	-884.	-884.
THE CARLYLE GROUP	45.	45.
AP ALTERNATIVE ASSETS	-18.	-18.
CVR REFINING	-897.	-897.
MAGELLAN MIDSTREAM PARTNERS	-919.	-919.
NORTHERN TIER ENERGY	137.	137.
OAKTREE CAPITAL GROUP	112.	112.
WESTERN GAS PARTNERS	-3,077.	-3,077.

TOTAL TO FORM 990-PF, PART I, LINE 11	128,651.	128,651.
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FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUANE MORRIS LEGAL & ACCTG FEES	45,395.	22,698.		22,697.
TO FM 990-PF, PG 1, LN 16A	45,395.	22,698.		22,697.

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
CREDIT SUISSE	9,908.	9,908.		0.
TO FORM 990-PF, PG 1, LN 16B	9,908.	9,908.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PNC ADVISORS	2,000.	2,000.		0.
BANK WIRE FEES	535.	535.		0.
INVESTMENT ADVISORY FEES	49,323.	49,323.		0.
DUANE MORRIS ADMINISTRATION FEES	90,000.	0.		81,000.
TO FORM 990-PF, PG 1, LN 16C	141,858.	51,858.		81,000.

FORM 990-PF	TAXES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	40,333.	0.		0.
FOREIGN TAXES PAID	5,005.	0.		0.
TO FORM 990-PF, PG 1, LN 18	45,338.	0.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	2,200.	0.		2,200.
TO FORM 990-PF, PG 1, LN 23	2,200.	0.		2,200.

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
BLACKROCK LOW DURATION	1,017,492.	1,084,218.		
LEBENTHAL LISANTI SMALL CAP GROWTH	118,977.	182,046.		
BARON GROWTH	102,915.	202,399.		
DFA EMERGING MARKETS CORE EQ I	187,466.	295,400.		
DFA INTL SMALL CAP VALUE	561,192.	580,890.		
DFA INTL VALUE	649,620.	602,082.		
DFA ONE YEAR FIXED INCOME	1,274,764.	1,278,075.		
DFA US LARGE CAP VALUE	199,007.	445,794.		
DFA US MICRO CAP I	182,400.	245,654.		
DFA US SMALL CAP VALUE	206,066.	382,789.		
DODGE & COX STOCK	165,677.	311,375.		
FIRST EAGLE OVERSEAS CL I	285,543.	401,146.		
HOTCHKIS & WILEY LARGE CAP VALUE	212,834.	317,533.		
HOTCHKIS & WILEY MID CAP VALUE	255,074.	511,765.		
JANUS OVERSEAS	215,542.	287,075.		
JANUS FD I SHARES	209,095.	323,260.		
MORGAN STANLEY INSTL EMERGING MKTS	225,914.	261,032.		
MORGAN STANLEY INTL EQUITY	350,323.	383,741.		
ROYCE OPPORTUNITY	231,424.	338,954.		
THIRD AVENUE INTL VALUE	0.	0.		

WESTCORE INTL SM CAP	128,480.	193,285.
WESTCORE MID CAP VALUE	258,482.	473,069.
WESTCORE MIDCO GROWTH	286,740.	311,022.
WILLIAM BLAIR INTL GROWTH	252,609.	332,825.
WILLIAM BLAIR INTL SMALL CAP	202,487.	231,765.
WILLIAM BLAIR LARGE CAP GROWTH	230,395.	358,807.
WILLIAM BLAIR MID CAP GROWTH	229,862.	326,336.
FEDERATED GOVT ULTRASHORT	654,845.	652,842.
METROPOLITAN WEST TOTAL RETURN	958,357.	1,111,305.
DFA SHORT-TERM GOVERNMENT	673,629.	662,986.
THORNBURG INT'L VALUE	341,195.	373,392.
WILLIAM BLAIR SMALL CAP GROWTH	152,743.	183,745.
IVY MID CAP GROWTH I	250,282.	322,281.
DFA GLOBAL REAL ESTATE SECS	268,520.	341,713.
E.I.I. GLOBAL PROP INST'L	418,338.	319,104.
RS GLOBAL NATURAL RESOURCES	247,112.	175,081.
MAINSTAY MARKETFIELD FUND CL P	250,029.	223,695.
AIP MULTI STRATEGY FUND	906,783.	898,769.
FIFTH ST FIN CORP	46,846.	40,050.
ANGEL OAK MULTI-STRATEGY INC	44,419.	43,945.
APOLLO INVESTMENT CORP	9,475.	8,941.
FIFTH STREET SENIOR FLOATING	17,306.	16,199.
FIRSTHAND TECHNOLOGY VALUE FD	114,358.	90,546.
FRESCO DJ EURO STOXX 50	15,953.	15,813.
GOLDMAN SACHS CAP II	87,022.	90,405.
HRG GROUP	61,906.	77,186.
NUVEEN MORTGAGE OPPORTUNITY FD	24,530.	24,375.
OHA INVESTMENT	14,333.	14,501.
POWERSHARES INTL DIV ACHIEV ETF	107,728.	104,972.
PROSPECT CAPITAL CORP	9,482.	9,565.
THL CREDIT	30,142.	26,025.
WILLIAMS COS, INC	17,220.	14,291.
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,962,933.	16,504,064.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BOARDWALK PIPELINE PARTNERS	COST	0.	0.
EQT MIDSTREAM PARTNERS	COST	18,765.	79,200.
EL PASO PIPELINE PARTNERS	COST	0.	0.
ENBRIDGE ENERGY PARTNERS	COST	10,964.	35,910.
ENERGY TRANSFER EQUITY	COST	20,672.	49,863.
ENERGY TRANSFER PARTNERS	COST	13,083.	26,000.
ENTERPRISE PRODUCTS PARTNERS	COST	38,930.	72,240.
FORTRESS INVESTMENT GROUP LLC	COST	127,691.	137,679.
CRESTWOOD MIDSTREAM LP	COST	0.	0.
KKR FINANCIAL HLDGS LLC	COST	0.	0.
KKR & CO	COST	213,777.	212,140.

MPLX LP .	COST	28,262.	82,970.
MARKWEST ENERGY	COST	10,876.	27,346.
ROSE ROCK MIDSTREAM	COST	10,721.	27,270.
TESORO LOGISTICS	COST	13,089.	29,425.
PHILLIPS 66 PARTNERS	COST	28,726.	74,169.
THE CARLYLE GROUP	COST	0.	0.
AP ALTERNATIVE ASSETS	COST	34,001.	37,744.
CVR REFINING	COST	29,224.	19,824.
WILLIAMS COS INC COM	COST	31,901.	40,446.
KKR FINL HLDGS COM	COST	0.	0.
ENLINK MIDSTREAM	COST	0.	24,928.
KINDER MORGAN INC	COST	51,740.	65,538.
MAGELLAN MIDSTREAM	COST	34,581.	49,596.
NORTHERN TIER	COST	10,436.	8,856.
SHELL MIDSTREAM	COST	28,041.	33,317.
WESTERN GAS PARTNERS	COST	25,733.	36,525.
ACCESS MIDSTREAM PARTNERS	COST	23,003.	27,100.
OAKTREE CAPITAL	COST	18,918.	18,918.
TOTAL TO FORM 990-PF, PART II, LINE 13		823,134.	1,217,004.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
WP REAL ESTATE FUND III	20,029.	9,935.	5,851.
LLR EQUITY PARTNERS II	320,629.	341,568.	211,254.
LUBERT-ADLER RE FUND IV	433,036.	389,218.	74,830.
LBC CREDIT PARTNERS, LP	50,982.	43,045.	47,860.
LUBERT-ADLER RE FUND V, L.P.	162,902.	145,974.	67,002.
LBC CREDIT PARTNERS II, LP	168,503.	95,366.	87,285.
LLR EQUITY PARTNERS III, LP	315,637.	299,962.	348,115.
VERSA CAPITAL FUND II, LP	374,382.	400,342.	430,429.
LLR III CAYMANS, LP	31,192.	-11,880.	0.
LLR EQUITY PARTNERS IV, LP	-10,581.	53,791.	70,613.
TO FORM 990-PF, PART II, LINE 15	1,866,711.	1,767,321.	1,343,239.

DOLFINGER-McMAHON FOUNDATION

2014 GRANTS

<u>Organization Name/Address</u>	<u>Project Title</u>	<u>Grant Amount</u>
Academy of Natural Sciences of Philadelphia 1900 Benjamin Franklin Parkway Philadelphia, PA 19103	Autism Access Resource Development	\$20,000.00
Academy of Vocal Arts 1920 Spruce Street Philadelphia, PA 19103	Academy of Vocal Arts Young Professionals (AVAYP)	\$2,000.00
Adults with Developmental Disabilities 261 Old York Road Suite A-50 Jenkintown, PA 19046	Continued support for the Social Services for Greater Independence Program	\$1,000.00
After School Activities Partnerships/ASAP 1520 Locust Street Suite 1104 Philadelphia, PA 19102	Philadelphia Scholastic Debate League: Delivering a Winning Case for Post-Secondary Success	\$1,500.00
Allens Lane Art Center 601 West Allens Lane Philadelphia, PA 19119	Support for the Arts Education for Disadvantaged and Homeless Children Program	\$2,000.00
Alpha Pregnancy Services 1601 Lombard Street Philadelphia, PA 19146	Funding for Volunteer Coordinator, a part-time position to oversee the work of volunteers	\$4,000.00
American Civil Liberties Foundation of Pennsylvania P.O. Box 40008 Philadelphia, PA 19106	Support for "Addressing the Reproductive Health Needs of Juveniles in Detention" project	\$1,000.00
American Red Cross Southeastern PA Chapter 2221 Chestnut Streets Philadelphia, PA 19103	Continued funding for the Red Cross Club program for the 2013/2014 school year	\$3,000.00
ARC Alliance Advocacy Services 3075 Ridge Pike Eagleville, PA 19403	Music Together Therapy Program	\$2,500.00
ARC Alliance Children's Services 3075 Ridge Pike Eagleville, PA 19403	Funding for the expansion of the Fathers Support Group	\$3,500.00
The ARC Alliance Foundation (formerly the MARC Foundation) 3075 Ridge Pike Eagleville, PA 19403	Funding to assist individuals transitioning from high school and home into an office vocational setting	\$4,000.00
The Arc Alliance 3075 Ridge Pike Eagleville, PA 19403	Funding for the three year Strategic Success planning process	\$5,000.00

<u>Organization Name/Address</u>	<u>Project Title</u>	<u>Grant Amount</u>
Arden Theatre Company 40 N. 2nd Street Philadelphia, PA 19106	Under the Skin	\$2,500.00
Arthur Ross Gallery (Trustees of the Univ. of Pa.) 3451 Walnut Street Philadelphia, PA 19104	Funding to continue and expand Engaging Minds through Art, a school outreach program	\$3,500.00
Artreach, Inc. 1819 JFK Boulevard Suite 200 Philadelphia, PA 19103	Support for ACCESS Admission Program (first year) at Philadelphia museums	\$3,000.00
Arts & Business Council of Greater Philadelphia (Greater Phila. Chamber of Commerce) 200 South Broad Street Suite 700 Philadelphia, PA 19102	Business On Board Program Scholarship	\$1,000.00
ArtWell (Arts & Spirituality Center) 100 W. Oxford Street Suite E-1200 Philadelphia, PA 19122	Support for implementation of the arts-based program "Art of Growing Up at the YMCA"	\$1,000.00
Asian Arts Initiative 1219 Vine Street Philadelphia, PA 19107	Funding for the Youth Arts Workshop	\$1,000.00
Associated Services For The Blind, Inc. 919 Walnut Street Philadelphia, PA 19107	Latino Outreach Program	\$3,000.00
The Atlantic Coast Opera Festival 2028 South 17th Street Suite 11 Philadelphia, PA 19145	Funding to underwrite Orchestra Musicians Fees	\$1,000.00
Audubon Pennsylvania John James Audubon Center at Mill Grove 1201 Pawlings Road Audubon, PA 19403	Support for NEST, a multi-faceted community engagement program	\$2,000.00
Awbury Arboretum Association The Francis Cope House One Awbury Road Philadelphia, PA 19138	Hearth and Horticulture Program	\$1,000.00
BalletX P.O. Box 22713 Philadelphia, PA 19110	BalletX's Dance eXchange 2014-2015	\$2,500.00
The Barnes Foundation 2025 Benjamin Franklin Parkway Philadelphia, PA 19130	Support of educational programming for one special exhibition each year	\$25,000.00

<u>Organization Name/Address</u>	<u>Project Title</u>	<u>Grant Amount</u>
Bartram's Garden 54th Street and Lindbergh Boulevard Philadelphia, PA 19143	Continued support for the Southwest Philadelphia Schools (SWS) Initiative	\$3,000.00
The Bearded Ladies Cabaret (The Wilma Theater) 233 S. Melville Street Front Philadelphia, PA 19139	Funding for the Bearded Ladies' Co-Op	\$1,500.00
Bestwork Industries for the Blind, Inc. 1940 Olney Avenue Suite 200 Cherry Hill, NJ 08003	Continued support for the Employment Services for the Blind program	\$2,000.00
Bethesda Project 1630 South Street Philadelphia, PA 19146	Specialized Furniture at our Bainbridge Street Homeless Residence	\$2,000.00
Better Living Center (General Conference of Seventh Day Adventists) 501 Yarnell Street Chester, PA 19013	After-School Tutoring & Computer Training	\$1,000.00
Big Brothers/Big Sisters of SE PA 123 South Broad Street Suite 2180 Philadelphia, PA 19109	Funding for the Sports Buddies Program	\$5,000.00
Breakthrough of Greater Philadelphia 34 West Coulter Street Philadelphia, PA 19144	Support for the Middle School Young Achievers Program	\$3,000.00
Broad Street Ministry 315 South Broad Street Philadelphia, PA 19102	New volunteer software package to support expanding Volunteer Program.	\$1,000.00
buildOn, Inc. c/o Furness High School 1900 S. 3rd Street Philadelphia, PA 19148	Support for afterschool program in the Summer of 2014	\$2,000.00
CADE KIDS 128 Chestnut Street Suite 302 Philadelphia, PA 19106	Changing Attitudes, Decisions and Environments for Kids	\$5,000.00
Caitlin's Smiles 3303 North 6th Street Harrisburg, PA 17110	Spreading Smiles to children in Greater Philadelphia Hospitals	\$1,000.00
Camden City Garden Club, Inc. 3 Riverside Drive Camden, NJ 08103	Continued support for Fresh Mobile Market/Urban Agriculture	\$3,000.00
CASA of Philadelphia County 1501 Cherry Street Philadelphia, PA 19102	CASA Volunteer Recruitment Marketing Campaign	\$2,000.00

<u>Organization Name/Address</u>	<u>Project Title</u>	<u>Grant Amount</u>
Center City District Foundation 660 Chestnut Street Philadelphia, PA 19106	Funding for expanded programming at Sister Cities Park by transforming the pond into an all-season activity space	\$5,000.00
The Center for Autism 3905 Ford Road Suite 6 Philadelphia, PA 19131	Support for the Speech Therapy Program for Individuals with Autism	\$1,000.00
The Center for Emerging Visual Artists 237 South 18th Street Suite 3A Philadelphia, PA 19103	Direct Dialogues	\$1,000.00
Center For Family Services 584 Benson Street Camden, NJ 08103	Born To Read	\$2,000.00
The Center for Grieving Children 3300 Henry Avenue Suite 110 Philadelphia, PA 19129	Helping Grieving Families Access Services in the City of Philadelphia	\$2,000.00
Center in the Park 5818 Germantown Avenue Philadelphia, PA 19144	Gems in Germantown: Recognizing the Contributions of CIP's Volunteers	\$1,000.00
The Center School 2450 Hamilton Avenue Abington, PA 19001	Summer Opportunity Scholarship Program 2015	\$1,500.00
Chester Children's Chorus Swarthmore College 500 College Avenue Swarthmore, PA 19081	Support for the Horticulture Class in partnership with Scott Arboretum for the Summer Learning Program	\$1,000.00
Chester County Futures 704 Haywood Drive Exton, PA 19341	Futures AHEAD	\$1,000.00
Chester Higher Education Council One University Drive Chester, PA 19013	Chester Young Men's STEM Conference	\$2,000.00
Chester-Ridley-Crum Watersheds Association P.O. Box 227 Gradyville, PA 19039	Improving Communications to Broaden Support for Watershed Conservation	\$1,000.00
Chestnut Hill Meals on Wheels 8765 Stenton Avenue Philadelphia, PA 19038	Subsidizing Meal Costs	\$1,500.00
Children's Crisis Treatment Center 1080 North Delaware Avenue Suite 600 Philadelphia, PA 19125	2014 Annual Holiday Toy Drive	\$1,000.00

<u>Organization Name/Address</u>	<u>Project Title</u>	<u>Grant Amount</u>
Children's Literacy Initiative 2314 Market Street 3rd Floor Philadelphia, PA 19103	Philadelphia Early Literacy Campaign	\$3,500.00
Children's Scholarship Fund Philadelphia 100 South Broad Street Suite 1200 Philadelphia, PA 19110	K-8th grade Scholarships for Philadelphia Children from Low-Income Families	\$2,500.00
CHOICE 33 S. 3rd Street Basement Philadelphia, PA 19106	Community Ambassador/Youth Ambassador Program	\$2,000.00
Choral Arts Society of Philadelphia P.O. Box 22445 Philadelphia, PA 19110	Funding of all costs associated with one of its eight concerts for the Bach@7 series	\$1,000.00
City Team Ministries 634 Sproul Street Chester, PA 19013	Support for the Learning Center & Career Services for men with addictions	\$1,000.00
City Year Greater Philadelphia 2221 Chestnut Street 2nd Floor Philadelphia, PA 19103	City Year Philadelphia's Whole School Whole Child Program	\$10,000.00
The Clay Studio 139 North Second Street Philadelphia, PA 19106	Clay and Culture at Olney Elementary School	\$1,000.00
Community College of Philadelphia Foundation 1700 Spring Garden Street, Annex Philadelphia, PA 19130	Funding for the Homeless Student Support Project	\$2,500.00
Community Learning Center 2701 N. Broad Street 4th Floor Philadelphia, PA 19132	Funding for new financial literacy and GED voucher program	\$2,000.00
Community Legal Services, Inc. 1424 Chestnut Street Philadelphia, PA 19102	Dangers of Rent-to-Own Video Project	\$2,500.00
Concern Professional Services for Children and Youth 49 Easton Road Suite 203 Willow Grove, PA 19090	Giving Children Residing in Foster Care the Opportunity to Experience a Traditional Childhood	\$1,000.00
Consumer Bankruptcy Assistance Project, Inc. 718 Arch Street Suite 200 N Philadelphia, PA 19106	Spanish-speaking Legal Representation and Outreach Project	\$2,500.00

<u>Organization Name/Address</u>	<u>Project Title</u>	<u>Grant Amount</u>
Covenant House Pennsylvania 31 E. Armat Street Philadelphia, PA 19144	Reaching Out, Rebuilding Trust	\$2,500.00
Cradle of Hope, Inc. 1657 The Fairway PMB 140 Jenkintown, PA 19046	Case Management Services	\$1,000.00
Cradles to Crayons 30 Clipper Road West Conshohocken, PA 19428	Ready, Choose, Read: a book for every child	\$5,000.00
CultureWorks Greater Philadelphia-The PHILO Project The Philadelphia Building 1315 Walnut Street, Suite 320 Philadelphia, PA 19107	The PHILO Project	\$1,500.00
The Curtis Institute of Music 1726 Locust Street Philadelphia, PA 19103	Support for development and production of two new online courses exploring opera and string quartets	\$15,000.00
Dance Affiliates 4701 Bath Street, #46B Philadelphia, PA 19137	Dancing Into 2015 with Parsons Dance & Philadelphia Orchestra	\$1,000.00
Darlington Arts Center 977 Shavertown Road Garnet Valley, PA 19060	Arts Education Outreach Program for low income children in Chester and West Chester, PA.	\$1,000.00
Earth Force, Inc. 1450 Edgemont Avenue Chester, PA 19013	Funding for the launch of "What's In Your Water" program engaging 500 young people in inquiry- based environmental action	\$1,500.00
Education Law Center - PA 1315 Walnut Street Suite 400 Philadelphia, PA 19107	Support for ELC's client assistance program	\$2,500.00
Eighteen Twelve (1812) Productions, Inc. 2329 South 3rd Street Philadelphia, PA 19148	1812 Outreach	\$1,000.00
Enchantment Theatre Company 100 South Broad Street Suite 1318 Philadelphia, PA 19110	Continued support for the expansion of the Arts Education Program "The Magic of Masks"	\$1,000.00
Episcopal Community Services of Diocese, PA 225 South Third Street Philadelphia, PA 19106	Career Connections Software for Youth	\$3,500.00
Fabric Workshop, Inc. 1214 Arch Street Philadelphia, PA 19107	Onsite Studio Education Program	\$3,000.00
Face to Face, Inc. 109 E. Price Street Philadelphia, PA 19144	Face to Face Programs	\$4,000.00

<u>Organization Name/Address</u>	<u>Project Title</u>	<u>Grant Amount</u>
Fair Hill Burial Ground Corporation 1735 Market Street 51st Floor Philadelphia, PA 19103	Growing Together HFH-Mastery School Garden Project	\$1,000.00
Fairmount Park Conservancy 1617 John F. Kennedy Boulevard Suite 1670 Philadelphia, PA 19103	Continued support for the Neighborhood Park Stewardship Program	\$3,500.00
Fairmount Waterworks Restoration Fund 640 Water Works Drive Philadelphia, PA 19130	Funding for Project FLOW, a summer program for rising eighth and ninth graders	\$1,000.00
Family Services 3125 Ridge Pike Eagleville, PA 19403	Funding to pilot a demonstration project for high risk youth	\$2,000.00
First Person Arts 100 South Broad Street Suite 2212 Philadelphia, PA 19110	First Person Arts Applied Storytelling 2015	\$1,250.00
Fleisher Art Memorial 719 Catharine Street Philadelphia, PA 19147	Continued support for Teen Lounge, an arts-based after-school youth development program	\$5,000.00
The Franklin Institute 222 North 20th Street Philadelphia, PA 19103	Support for a new neuroscience lecture series	\$5,000.00
The Free Library of Philadelphia 1901 Vine Street Philadelphia, PA 19103	College Prep Program	\$40,000.00
Fresh Start 3023 Frankford Avenue Philadelphia, PA 19134	Support for the Welcome Home project	\$1,000.00
Friends of Independence National Historical Park 143 South 3rd Street Philadelphia, PA 19106	Support for revitalizing the membership database	\$1,500.00
Gearing Up 1221 Locust Street Philadelphia, PA 19107	Funding for the Earn-A-Bike program initiative	\$1,000.00
Generations of Indian Valley 259 N. 2nd Street Souderton, PA 18964	Funding for the expansion of the Meals on Wheels Program	\$1,500.00
Germantown Friends School 31 W. Coulter Street Philadelphia, PA 19144	Support for the Community Basketball & Education Camp 2014	\$2,000.00
GESU School 1700 West Thompson Street Philadelphia, PA 19121	Support for the Youth Education for Tomorrow (YET) literacy program	\$2,500.00

<u>Organization Name/Address</u>	<u>Project Title</u>	<u>Grant Amount</u>
Girls On The Run Philadelphia PO Box 30072 Philadelphia, PA 19103	Adding 4 additional GOTR Philadelphia sites	\$1,000.00
Girls Rock Philly 1867 Frankford Avenue Philadelphia, PA 19125	Funding for the Summer Music Institute	\$2,500.00
Glaucoma Service Foundation Wills Eye Institute 840 Walnut Street Suite 1130 Philadelphia, PA 19107	Glaucoma Early Diagnosis Program	\$2,500.00
Greater Philadelphia Cultural Alliance 1315 Walnut Street Suite 732 Philadelphia, PA 19107	Phillyfunpass: Philadelphia's passport to arts & culture	\$5,000.00
The Health Care Improvement Foundation, Inc. Ten Penn Center 1801 Market Street Suite 710 Philadelphia, PA 19103	Fostering Community Engagement for Health Literacy	\$8,500.00
HelpHOPELive 150 North Radnor-Chester Road Suite F-120 Radnor, PA 19087	Technology Refresh for Efficient and Cost-effective Patient Service	\$5,000.00
Historic Philadelphia, Inc. 150 S. Independence Mall West Suite 550 Philadelphia, PA 19106	Support for the Once Upon a Nation Storytelling and educational outreach initiative	\$1,500.00
History Making Productions, Inc. (The Historical Society of Pa) 340 North 12th Street Suite 300 Philadelphia, PA 19107	Funding for The Women of Philadelphia documentary and website	\$2,500.00
HMS School 4400 Baltimore Avenue Philadelphia, PA 19104	Support for the Educational Technology Improvement Plan	\$2,500.00
Hope Beyond Borders P.O. Box 993 Coatesville, PA 19320	Coatesville Kids to College	\$1,500.00
Hope Partnership for Education 2601 N. 11th Street Philadelphia, PA 19133	Support for the Summer with Hope program	\$2,000.00
Hopeworks 'N Camden 543 State Street Camden, NJ 08102	Hopeworks Youth Healing Team	\$2,500.00

<u>Organization Name/Address</u>	<u>Project Title</u>	<u>Grant Amount</u>
Independence Seaport Museum 211 South Columbus Boulevard & Walnut Street Philadelphia, PA 19106	Seafarin' Summer Camp	\$2,000.00
Inglis House 2600 Belmont Avenue Philadelphia, PA 19131	Continued support for the Artist in Residence (AIR) Program	\$6,000.00
Institute of Contemporary Art/University of PA 118 South 36th Street Philadelphia, PA 19104	Support of educational programming for the Moyra Davey: Burn the Diaries exhibition	\$2,500.00
Interfaith Hospitality Network of the Main Line 1449 DeKalb Street Norristown, PA 19401	Funding for parenting classes	\$2,000.00
Inter-Faith Housing Alliance P.O. Box 141 Ambler, PA 19002	Support Services for Emergency and Transitional Housing Program	\$1,000.00
International House of Philadelphia 3701 Chestnut Street Philadelphia, PA 19104	Support for the Cunningham/Cage Revisited film program	\$1,500.00
James A. Michener Art Museum 138 South Pine Street Doylestown, PA 18901	Art for All	\$1,500.00
JEVS Human Services 1845 Walnut Street 7th Floor Philadelphia, PA 19103	Funding to strengthen Philadelphia Independence Network (PIN), a program for young adults with disabilities	\$2,000.00
Jewish Family and Children's Service of Greater Phila. 2100 Arch Street 5th Floor Philadelphia, PA 19103	Funding for "Dear JFCS" initiative	\$1,000.00
Johnson House Historic Site Inc. 6306 Germantown Avenue Philadelphia, PA 19144	2015 Juneteenth Festival: "Celebrating Heritage & Culture"	\$1,000.00
Kelly Anne Dolan Memorial Fund P.O. Box 556 Ambler, PA 19002	Assistance for families of children with special health needs	\$2,000.00
KenCrest Centers 502 W. Germantown Pike Suite 200 Plymouth Meeting, PA 19462	Music Therapy Program at KenCrest Philadelphia Early Childhood Centers	1,500.00
Kids Smiles, Inc. 3751 Island Avenue Philadelphia, PA 19153	Funding for the formal launch of the Early Childhood Dental Care & Prevention Program (ECDCP)	\$2,500.00

<u>Organization Name/Address</u>	<u>Project Title</u>	<u>Grant Amount</u>
Kimmel Center, Inc. 1500 Walnut Street 17th Floor Philadelphia, PA 19102	Funding for the bi-annual program Summer Solstice	\$5,000.00
Koresh Dance Company 2020 Chestnut Street Philadelphia, PA 19103	"Aftershock"	\$1,500.00
Legal Aid of Southeastern Pennsylvania 625 Swede Street Norristown, PA 19401	Increased Legal Services to Remove Barriers to Employment	\$2,000.00
Legal Clinic for the Disabled, Inc. 1513 Race Street Philadelphia, PA 19102	Funding of food insecurity advocacy efforts on behalf of children with disabilities and their families	\$2,000.00
LIFT-Philadelphia 5548 Chestnut Street, 1st Floor Philadelphia, PA 19139	Support for LIFT's expanded volunteer recruitment efforts to assist additional underserved community members in West Philadelphia	\$2,500.00
Little Kids Rock, Inc. 271 Grove Avenue Building E2 Verona, NJ 07044	Continued funding of the Modern Band music education program in Philadelphia	\$2,500.00
Live Connections 3025 Walnut Street Philadelphia, PA 19104	LiveConnections "Musical Bridges": An After-School Percussion Program at Christopher Columbus Charter School	\$1,500.00
Living Beyond Breast Cancer 354 West Lancaster Avenue Suite 224 Haverford, PA 19041	Eating Well After Breast Cancer Workshop Series	\$2,500.00
Magee Rehabilitation Hospital Foundation 1513 Race Street Philadelphia, PA 19102	Funding for the Art Therapy Program	\$2,000.00
Make-A-Wish Foundation of Philadelphia & Susquehanna Valley One Valley Square Suite 133 Blue Bell, PA 19422	Continued support for the wish-granting program which directly benefits children suffering from life-threatening illnesses and their families	\$1,000.00
The Mann Center for the Performing Arts 123 South Broad Street Suite 815 Philadelphia, PA 19109	Continued funding for Access the Arts youth education programs in 2014	\$5,000.00
Maternal and Child Health Consortium of Chester County 30 W. Barnard Street Suite 1 West Chester, PA 19382	Healthy Start	\$2,000.00

<u>Organization Name/Address</u>	<u>Project Title</u>	<u>Grant Amount</u>
Maternity Care Coalition 2000 Hamilton Street Suite 205 Philadelphia, PA 19130	MOMobile at Riverside Correctional Facility	\$3,000.00
Mercy Neighborhood Ministries of Philadelphia, Inc. 1939 W. Venango Street Philadelphia, PA 19140	Adult Day Care Program Expansion	\$1,500.00
Mighty Writers, Inc. 1501 Christian Street 1st Floor Philadelphia, PA 19146	Support for the SAT prep courses in 2014-2015	\$5,000.00
Minding Your Mind 42 West Lancaster Avenue Ardmore, PA 19003	In School Mental Health Education Programs	\$2,500.00
Moore College of Art & Design The Parkway at 20th Street Philadelphia, PA 19103	Funding to underwrite the costs of symposium "A Diversity of Voices:..."	\$5,000.00
Mothers' Home, Inc. 51 N. MacDade Boulevard Darby, PA 19023	General Operating & Program Support and Housing	\$1,000.00
The Moyer Foundation One Penn Center 1617 JFK Boulevard Suite 935 Philadelphia, PA 19103	Continued funding for Camp Erin, a weekend long camp experience combined with grief education and emotional support	\$7,500.00
Mt. Airy USA 6703 Germantown Ave. Suite 200 Philadelphia, PA 19119	The Lovett Park Project	\$2,500.00
National Liberty Museum 321 Chestnut Street Philadelphia, PA 19106	Funding for the expansion of the Young Heroes Club Outreach Program for Title 1 students	\$3,500.00
National Museum of American Jewish History 101 South Independence Mall East Philadelphia, PA 19106	Becoming American	\$1,000.00
Neighborhood Bike Works 3916 Locust Walk Philadelphia, PA 19104	Community Engagement Project	\$1,000.00
Neighborhood Center, Inc. 278 Kaighns Avenue Camden, NJ 08103	Funding to improve computer lab	\$2,500.00
New Leash on Life P.O. Box 326 Narberth, PA 19072	Support for hiring a coordinator for new program providing Therapeutic Companion Dogs for veterans with PTSD	\$5,000.00
Nonprofit Technology Resources, Inc. 1524 Brandywine Street Philadelphia, PA 19130	Successful Elder Technology Training (SETT)	\$1,500.00

<u>Organization Name/Address</u>	<u>Project Title</u>	<u>Grant Amount</u>
Opera Philadelphia Academy House 1420 Locust Street Suite 210 Philadelphia, PA 19102	Support of production expenses for a collaboration with the Philadelphia Orchestra for a unique production of Salome	\$1,000.00
Operation Warm, Inc. 6 Dickinson Drive Suite 314 Chadds Ford, PA 19317	Delaware Valley Warmth in Winter	\$2,500.00
Outward Bound Philadelphia 3250 West Sedgeley Drive East Fairmount Park Philadelphia, PA 19130	Funding for the Educator Expedition in 2014	\$2,000.00
Overbrook School for the Blind 6333 Malvern Avenue Philadelphia, PA 19151	Continued support for the Early Intervention Summer Workshop	\$7,500.00
Painted Bride Art Center 230 Vine Street Philadelphia, PA 19106	Funding for Education and Community Outreach programs	\$2,500.00
The Parkinson Council 111 Presidential Boulevard Bala Cynwyd, PA 19004	Broadway Musical Benefit concert	\$2,500.00
Partners for Civic Pride 431 Rogers Lane Wallingford, PA 19086	"PHILLY FLAG CAMPAIGN 2015!"~ 120TH ANNIVERSARY OF AMERICA'S FIRST CITY FLAG!	\$2,500.00
Partners for Sacred Places 1700 Sansom Street 10th Floor Philadelphia, PA 19103	Support for the establishment of the Philadelphia Design Center	\$2,000.00
The Pathway School 162 Egypt Road Norristown, PA 19403	Funding for Musicopia, a music appreciation program for special needs children	\$1,000.00
Pathways to Housing PA 5201 Old York Road, Fourth Floor Suite 108 Philadelphia, PA 19141-2985	Philadelphia Furniture Bank	\$2,000.00
Pegasus Riding Academy, Inc. 8297 Bustleton Avenue Philadelphia, PA 19152	Funding for upgrade of data management systems and equipment	\$1,000.00
Penn Museum of Archaeology and Anthropology University of Pennsylvania 3260 South Street Philadelphia, PA 19104	Continued support for the Touch Tours program	\$1,500.00
Pennsylvania Academy of the Fine Arts 128 North Broad Street Philadelphia, PA 19102	Family Arts Academy	\$3,000.00

<u>Organization Name/Address</u>	<u>Project Title</u>	<u>Grant Amount</u>
Pennsylvania Ballet Association 1819 JFK Boulevard Suite 210 Philadelphia, PA 19103	Continued support for Accent on Dance, an outreach art education program, including new writing class	\$1,500.00
Pennsylvanians for Modern Courts Three Parkway, 1601 Cherry St. Ste. 1320 Philadelphia, PA 19102	Website, Database and Social Media Enhancement Project	\$2,500.00
Performance Garage (Jeanne Ruddy and Dancers, Inc.) 1515 Brandywine Street Philadelphia, PA 19130	Performance Garage Youth Outreach Program	\$1,000.00
Peter's Place 150 Radnor-Chester Road Suite F130 Radnor, PA 19087	Continued funding for the outreach bereavement services to children in their own schools	\$2,500.00
Philadelphia Chamber Music Society 1528 Walnut Street Suite 301 Philadelphia, PA 19102	Funding for the Collaborative Community Outreach Program	\$2,000.00
Philadelphia Children's Alliance 300 E. Hunting Park Avenue Philadelphia, PA 19124	Expansion of the Philadelphia Children's Alliance On-Site Mental Health Therapy Program	\$4,000.00
Philadelphia Clef Club of the Performing Arts Inc. 736-38 South Broad Street Philadelphia, PA 19146	Giant Steps Music and Performing Arts Program	\$1,500.00
Philadelphia Dance Company 9 North Preston Street Philadanco Way Philadelphia, PA 19104	Funding for the Instruction and Training Program	\$2,500.00
Philadelphia Education Fund 1709 Benjamin Franklin Parkway Suite 700 Philadelphia, PA 19103	Know Before You Go (KBYG)	\$3,500.00
Philadelphia Film Society 1600 North 5th Street Philadelphia, PA 19122	Funding for the Film Festival's Documentary Showcase 2014 (\$20,000); Support for Roxy Roundtable, a monthly film discussion event (\$5,000)	\$5,000.00
Philadelphia Freedom Valley YMCA 2000 Market Street Suite 750 Philadelphia, PA 19103	Financial Assistance for Low-Income Children in Philadelphia	\$2,500.00
Philadelphia Futures 230 S. Broad Street 7th Floor Philadelphia, PA 19102	College Connection	\$3,500.00

<u>Organization Name/Address</u>	<u>Project Title</u>	<u>Grant Amount</u>
Philadelphia Mural Arts Advocates 1729 Mount Vernon Street Thomas Eakins House Philadelphia, PA 19130	Art Education for Youth	\$5,000.00
Philadelphia Museum of Art P.O. Box 7646 Philadelphia, PA 19101	Continued support for the Collab Student Design Competition	\$7,500.00
The Philadelphia Orchestra Association One South Broad Street 14th Floor Philadelphia, PA 19107	Support for the School Concert and School Partnership programs for Philadelphia students	\$10,000.00
Philadelphia Reads 325 Chestnut Street Suite 903 Philadelphia, PA 19106	Continued support for the Free Children's Book Club	\$6,000.00
Philadelphia School Partnership 150 South Independence Mall West Suite 1200 Philadelphia, PA 19106	GreatPhillySchools	\$10,000.00
The Philadelphia Shakespeare Theatre 2111 Sansom Street Philadelphia, PA 19103	Support for the Akala product and funding for additional classroom residences and school matinee performances of Henry V	\$1,000.00
Philadelphia VIP, Inc. 1500 Walnut Street Philadelphia, PA 19102	Small Business & Nonprofit Legal Assistance Program	\$1,500.00
Philadelphia Young Playwrights Program, Inc. 1709 Benjamin Franklin Parkway 2nd Floor Philadelphia, PA 19103	The 1219 Project	\$3,000.00
Philadelphia Youth Network, Inc. 714 Market Street Suite 304 Philadelphia, PA 19106	Support of two interns for WorkReady Philadelphia 2014 Summer Internship Program	\$1,000.00
Philadelphia's Magic Gardens 1020-1022 South Street Philadelphia, PA 19147	Saner: Contemporary Mexican Muralist in Philadelphia	\$1,000.00
Planned Parenthood Keystone P.O. Box 813 Trexlerstown, PA 18087	Funding for The Rainbow Room-an educational program for LGBT youth in Bucks County	\$1,000.00
Planned Parenthood of Southeastern Pennsylvania 1144 Locust Street Philadelphia, PA 19107-6797	Support for the Community Education programs	\$10,000.00
Planned Parenthood of Southern New Jersey 317 Broadway Camden, NJ 08103	Education and Training Department	\$5,000.00

<u>Organization Name/Address</u>	<u>Project Title</u>	<u>Grant Amount</u>
Playpenn, Inc. 220 West Evergreen Avenue D-2 Philadelphia, PA 19118	Support of expanded 2014 Conference for the development of new plays	\$1,000.00
Playworks Education Energized 1518 Walnut Street Penthouse Philadelphia, PA 19102	Support for the Playworks PA Mentor Program	\$2,500.00
Please Touch Museum 4231 Avenue of the Republic Philadelphia, PA 19131	Support for Community Partners outreach initiative	\$2,000.00
Portside Arts Center 2531 E. Lehigh Ave Philadelphia, PA 19125	Portside's After School Arts Program	\$2,500.00
Presbyterian Children's Village Foundation 452 South Roberts Road Rosemont, PA 19010	Support evidence-based, trauma-informed services to children and families	\$1,000.00
The Print Center 1614 Latimer Street Philadelphia, PA 19103	Continued support for The Print Center Series of educational programming	\$1,000.00
Programs Employing People 1200 South Broad Street Philadelphia, PA 19146	Adult Literacy and Basic Education Program	\$1,000.00
Project H.O.P.E., Inc. 439 Clinton Street Camden, NJ 08103	Funding of the Case Management Program for homeless in Camden	\$2,500.00
Project HOME 1515 Fairmount Avenue Philadelphia, PA 19130	Honickman Learning Center and Comcast Technology Labs	\$3,500.00
Public Citizens for Children and Youth 1709 Benjamin Franklin Parkway Sixth Floor Philadelphia, PA 19103	The Picasso Project	\$3,500.00
RHD - Healthy NewsWorks (Resources for Human Development, Inc.) P.O. Box 431 Drexel Hill, PA 19026	Think, Don't Fight	\$1,000.00
The Rock School for Dance Education 1101 South Broad Street Philadelphia, PA 19147	RockReach	\$5,000.00
Rock to the Future P.O. Box 29324 Philadelphia, PA 19125	Rock to the Future's MobileMusic Pilot Program Expansion at Conwell Middle Magnet School	\$2,000.00
Ronald McDonald House of Philadelphia 3921-3925 Chestnut Street Philadelphia, PA 19104	Support for the Creative Play Arts Therapy Program	\$2,500.00

<u>Organization Name/Address</u>	<u>Project Title</u>	<u>Grant Amount</u>
Rosenbach Museum & Library 2010 Delancey Place Philadelphia, PA 19103	Funding for annual community-wide event "Bloomsday"	\$2,000.00
St. Christopher's Foundation for Children 1800 JFK Boulevard Suite 210 Philadelphia, PA 19103	Health Tech -- Fostering Academic Achievement and Healthcare Careers Among North Philadelphia Students	\$2,500.00
The Salvation Army 701 North Broad Street Philadelphia, PA 19123	New Day Drop-in Center	\$15,000.00
Save a Mind Foundation One Belmont Avenue Suite 602 Bala Cynwyd, PA 19004	Win/Win Program: Increasing The Graduation Rate Of Low-Income, Philadelphia Middle School Students	\$2,500.00
The Seeing Eye, Inc. P.O. Box 375 Morristown, NJ 07963-0375	Continued funding for the graduate newsletter "The Seeing Eye Navigator"	\$5,000.00
SeniorLAW Center 100 South Broad Street Suite 1810 Philadelphia, PA 19110	Funding to improve social networking and communication tools	\$2,500.00
Shakespeare in Clark Park P.O. Box 30734 Philadelphia, PA 19104	Funding for an interactive performance event of Henry IV	\$1,000.00
Shriners Hospitals for Children 3551 North Broad Street Philadelphia, PA 19140	Funding for the Hausted Fluoro-Track Fluoroscopy Capable Stretcher	\$5,000.00
Smith Memorial Playground and Playhouse, Inc. East Fairmount Park Philadelphia, PA 19121	Funding of pilot programming for Build Adventure, a new playground	\$2,500.00
SMVA Trust, Inc. 11123 Alison Parke Trail Austin, TX 78750	Funding for Free Medical/Dental Week-End Fairs	\$2,500.00
South Jersey Eye Center, Inc. 400 Chambers Avenue Camden, NJ 08103	Focus on Diabetes	\$1,500.00
Starfinder Foundation 4015 Main Street Philadelphia, PA 19127	Funding to formalize the alumni program	\$2,500.00
Studio Incamminati, School for Contemporary Realist Art 340 N. 12th Street, Suite 400 Philadelphia, PA 19107	Studio Incamminati Emerging Artists Summer Youth Program	\$1,000.00
Support Center for Child Advocates 1900 Cherry Street Philadelphia, PA 19103	Volunteer Recruitment and Retention Campaign	\$10,000.00

<u>Organization Name/Address</u>	<u>Project Title</u>	<u>Grant Amount</u>
Supportive Older Women's Network 4100 Main Street Suite 200 Philadelphia, PA 19127	PhillyFamilies Eat Smart	\$2,000.00
Teach for America 1714 Memphis Street Suite C1 Philadelphia, PA 19125	Funding to offset the recruitment costs of corps members who will become transformational teachers and school leaders	\$7,500.00
Theatre Horizon, Inc. 401 DeKalb Street Norristown, PA 19401	Theatre Horizon presents In the Blood and Imagine No Homelessness	\$1,000.00
UC Green, Inc. 4613 Woodland Avenue Philadelphia, PA 19143	Funding to initiate a second team of corps members for summer employment program	\$2,000.00
United Way of Greater Philadelphia and Southern New Jersey 1709 Benjamin Franklin Parkway Philadelphia, PA 19103	Early Warning Response System	\$7,500.00
University City Science Center 3711 Market Street 8th Floor Philadelphia, PA 19104	Continued funding for the Coffee & Capital program	\$7,500.00
University of the Sciences 600 South 43rd Street Philadelphia, PA 19104	Support of interprofessional education	\$15,000.00
Urban Resources Development Corporation 6001 Germantown Avenue Philadelphia, PA 19144	Continued funding for the Owner Occupied Repair Program	\$2,500.00
Urban Tree Connection 5125 Woodbine Avenue Philadelphia, PA 19131	Pearl Street: A City-Wide Signature Site	\$2,500.00
VNA Community Services, Inc. 1421 Highland Avenue Abington, PA 19001	Continued funding to conduct vision, hearing and speech screening examinations to at-risk preschool children	\$1,000.00
Vox Populi 319 North 11th Street 3rd Floor Philadelphia, PA 19107	Guest Artist Program	\$2,000.00
Wagner Free Institute of Science 1700 W. Montgomery Avenue Philadelphia, PA 19121	Support of free education programs for low-income children	\$3,000.00
Weavers Way Community Programs (Mt. Airy Community Services) 559 Carpenter Lane Philadelphia, PA 19119	Funding for The Hope Garden, a seed project serving homeless families residing at Stenton Family Manor	\$2,500.00

<u>Organization Name/Address</u>	<u>Project Title</u>	<u>Grant Amount</u>
West Chester Area Senior Center 530 East Union Street West Chester, PA 19382	Support for the introduction of an English Language Learning program	\$1,000.00
West Philadelphia Alliance for Children 3603 Hamilton Street Philadelphia, PA 19104	Support for public elementary school library opening initiative	\$3,000.00
WHYY, Inc. 150 North Sixth Street Philadelphia, PA 19106	Support of afterschool program for teens	\$5,000.00
The Wilma Theater 265 South Broad Street Philadelphia, PA 19107	Support for the production of "The Real Thing"	\$17,500.00
The Wistar Institute 3601 Spruce Street Philadelphia, PA 19104	Continued funding for the Biomedical Technician Training Program	\$2,500.00
Women's Community Revitalization Project 407-11 Fairmount Avenue Philadelphia, PA 19123	Funding for the Listening Project: An Exploration of WCRP in East Germantown	\$2,500.00
Women's Opportunities Resource Center 2010 Chestnut Street Philadelphia, PA 19103	Continued funding for the Family Savings Account (FSA) program	\$2,500.00
Women's Resource Center 113 W. Wayne Avenue Wayne, PA 19087	Single Mothers Parenting Program	\$2,500.00
Women's Way 123 South Broad Street Suite 1399 Philadelphia, PA 19109	Community Education & Advocacy Program	\$3,000.00
Woodmere Art Museum 9201 Germantown Avenue Philadelphia, PA 19118	Continued support for PhilARTdelphia, innovative education programs for adults and children	\$2,500.00
WXPN - University of Pennsylvania 3025 Walnut Street Philadelphia, PA 19104	Musicians on Call	\$2,500.00
Zoological Society of Philadelphia 34th Street and Girard Avenue Philadelphia, PA 19104	Support for KidZooU at the new Hamilton Family Children's Zoo and Faris Family Education Center	\$50,000.00

Total grants 2014: \$789,250.00

Recipient's Name and Address:

TJ/W OF HENRY DOLFINGER
THE DOLFINGER MCMAHON

Account Number: 2QN-012332

Recipient's Identification
Number ** 7346

**2014 TAX and
YEAR-END STATEMENT
Revised Statement as of 03/27/2015**

IMPORTANT MESSAGE: Certain types of securities (e.g., mutual funds, REMICs, REITs) are more likely to receive adjustments to dividend payments that will reduce your dividend income and the purchase price of your securities. The final information needed typically becomes available between January and March. Additionally, for the 2014 tax year, many adjustments are being made to properly reflect amortization and accretion on bonds. In an effort to reduce the need to refile your taxes, Pershing will not accelerate the 1099 mailing for accounts holding these types of assets. Tax statement mailings will occur in a four-phased approach: January 31, February 17, February 28 and March 16. As a result of this phased mailing, you and members of your household may receive 1099 tax statements at different times based on the types of securities held in each account. For additional information, please visit mytaxhandbook.com.

Summary Of Transactions We Do Not Report To The IRS (See instructions for additional information)

	Amount
Non-Reportable Transactions	
Partnership Cash Distributions	18,449.12
Securities Purchased	
Accrued Interest Purchased	478.33
U.S. Corporations	478.33
Total Accrued Interest Purchased	
Advisory Fees	(4,950.55)

2014 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715
(For individuals, report details on Form 8949)

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Adjustments	
							D=Market Discount O=Option Premium W=Wash Sale Loss	Realized Gain or (Loss)

Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 3)

Description (Box 1a): AP ALTERNATIVE ASSET S L P UNITS ISIN#GB0 0815Y0C52

CUSIP: G04036102

SELL	FIRST IN FIRST OUT	318	11/22/2013	03/05/2014	10,494.00	8,501.96	1,992.04
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Recipient's Name and Address:
TJ/W OF HENRY DOLINGER
THE DOLINGER MCMAHON

Account Number: 2QN-012332

Recipient's Identification
Number: **-***7346

**2014 TAX and
YEAR-END STATEMENT**
Revised Statement as of 03/27/2015

2014 Form 1099-B

Proceeds From Broker and Barter Exchange Transactions

OMB No. 1545-0715 (Continued)

(For individuals, report details on Form 8949)

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date		Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Adjustments			Realized Gain or (Loss)
			Acquired (Box 1b)					D=Market Discount	O=Option Premium	W=Wash Sale Loss	

Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 3) (Continued)

Description (Box 1a): EP ENERGY CORP CL A CUSIP: 268785102

SELL	FIRST IN FIRST OUT	441	02/12/2014		12/29/2014	4,760.46	8,020.46			(3,260.00)
SELL	FIRST IN FIRST OUT	111	08/12/2014		12/29/2014	1,198.21	2,073.35			(875.14)
	SALE DATE TOTAL	552	VARIOUS		12/29/2014	5,958.67	10,093.81			(4,135.14)
SELL	FIRST IN FIRST OUT	837	08/12/2014		12/30/2014	8,419.80	15,634.15			(7,214.35)
	SECURITY TOTAL					14,378.47	25,727.96			(11,349.49)

Description (Box 1a): VANGUARD INTL EQUITY INDEX FDS FTSE EURO PE ETF CUSIP: 922042874

SELL	FIRST IN FIRST OUT	302	01/15/2014		12/31/2014	15,965.32	17,802.11			(1,836.79)
	Short-Term Covered Total					40,837.79	52,032.03			(11,194.24)
	Covered Total					40,837.79	52,032.03			(11,194.24)

Short-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part I, with Box B checked.

Noncovered (Box 5)

Description (Box 1a): KKR FINANCIAL HLDGS LLC C/A EFF 4/30/14 1 OLD/0.51 NEW CU 48 CUSIP: 48248A306

MERGER	VERSUS PURCHASE	9,000	11/22/2013		05/01/2014	105,455.25	87,505.20			17,950.05
	Short-Term Noncovered Total					105,455.25	87,505.20			17,950.05
	Noncovered Total					105,455.25	87,505.20			17,950.05
	Total					146,293.04	139,537.23			6,755.81

Recipient's Name and Address:

T/U/W OF HENRY DOLFINGER
THE DOLFINGER MCMAHON

Account Number: 2QN-006854

Recipient's Identification
Number: ***-***7346

**2014 TAX and
YEAR-END STATEMENT**
Revised Statement as of 04/24/2015

IMPORTANT MESSAGE: Certain types of securities (e.g., mutual funds, REMICs, REITs) are more likely to receive adjustments to dividend payments that will reduce your dividend income and the purchase price of your securities. The final information needed typically becomes available between January and March. Additionally, for the 2014 tax year, many adjustments are being made to properly reflect amortization and accretion on bonds. In an effort to reduce the need to refile your taxes, Pershing will not accelerate the 1099 mailing for accounts holding these types of assets. Tax statement mailings will occur in a four-phased approach: January 31, February 17, February 28 and March 16. As a result of this phased mailing, you and members of your household may receive 1099 tax statements at different times based on the types of securities held in each account. For additional information, please visit mytaxhandbook.com.

Summary Of Transactions We Do Not Report To The IRS (See instructions for additional information)

	Amount
Non-Reportable Transactions	
Partnership Cash Distributions	34,612.99
Advisory Fees	(4,957.21)

2014 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715
(For individuals, report details on Form 8949)

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Adjustments		Realized Gain or Loss
							D=Market Discount	O=Option Premium	
							W=Wash Sale Loss		

**Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.
Covered (Box 3)**

Description (Box 1a): KKR & CO L P DEL CO M UNITS									
VERSUS PURCHASE		1,250	10/01/2012	01/14/2014	32,002.50	18,612.38			13,390.12
Long-Term Covered Total					32,002.50	18,612.38			13,390.12
Covered Total					32,002.50	18,612.38			13,390.12

Recipient's Name and Address:
T/J/W OF HENRY DOLFINGER
THE DOLFINGER MCMAHON

Account Number: 2QN-006854

Recipient's Identification
Number: **e**7346

**2014 TAX and
YEAR-END STATEMENT**
Revised Statement as of 04/24/2015

2014 Form 1099-B

Proceeds From Broker and Barter Exchange Transactions

OMB No. 1545-0715 (Continued)

(For individuals, report details on Form 8949)

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Adjustments			Realized Gain or (Loss)
							D=Market Discount	O=Option Premium	W=Wash Sale Loss	

Short-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part I, with Box B checked.

Noncovered (Box 5)

Description (Box 1a): CARLYLE GROUP L P CO M UNITS REPSTG LTD P PARTNERSHIP INT CUSIP: 14309L102

SELL	LAST IN FIRST OUT	1,200	06/18/2013	01/13/2014	44,525.76	31,988.88			12,536.88
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Description (Box 1a): KKR FINANCIAL HLDGS LLC C/A EFF 4/30/14 1 OLD/0.51 NEW CU 48 CUSIP: 48248A306

MERGER	VERSUS PURCHASE	2,000	07/29/2013	05/01/2014	23,434.50	21,240.00			2,194.50
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Description (Box 1a): KINDER MORGAN INC DEL COM CUSIP: 49456B101

CASH IN LIEU	LAST IN FIRST OUT	.499	12/02/2014	12/02/2014	20.77	20.73			0.04
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Short-Term Noncovered Total					67,981.03	53,249.61			14,731.42
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Long-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part II, with Box E checked.

Noncovered (Box 5)

Description (Box 1a): BOARDWALK PIPELINE P ARTNERS LP COM UNIT LTD PARTNERSHIP INTS CUSIP: 096627104

SELL	LAST IN FIRST OUT	500	07/16/2012	02/10/2014	7,640.30	14,125.00			(6,484.70)
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Description (Box 1a): CRESTWOOD MIDSTREAM PARTNERS LP NEW UNIT LTD PARTNERSHIP INT CUSIP: 226378107

SELL	LAST IN FIRST OUT	1,000	07/16/2012	03/21/2014	22,208.60	22,000.00			208.60
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Description (Box 1a): EQT MIDSTREAM PARTNERS LP UNIT LTD PARTNERSHIP INT CUSIP: 26885B100

SELL	LAST IN FIRST OUT	300	07/16/2012	12/18/2014	25,413.00	7,329.00			18,084.00
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Description (Box 1a): EL PASO PIPELINE PARTNERS LP COM UNIT LTD C/A EFF 11/26/14 CUSIP: 283702108

MERGER	VERSUS PURCHASE	750	07/16/2012	12/02/2014	33,301.98	26,106.60			7,195.38
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Seq. # (20N 255)

Page 3 of 12

TEFRA-ROLL

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000138 X12B1A01 001415

Recipient's Name and Address:
T/U/W OF HENRY DOLFINGER
THE DOLFINGER MCMAHON

Account Number: 2QN-006854

Recipient's Identification
Number: **-*7346

**2014 TAX and
YEAR-END STATEMENT**
Revised Statement as of 04/24/2015

2014 Form 1099-B

Proceeds From Broker and Barter Exchange Transactions

OMB No. 1545-0715 (Continued)

(For individuals, report details on Form 8949)

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date		Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Adjustments		Realized Gain or Loss
			Acquired (Box 1b)	Date Sold or Disposed (Box 1c)			D=Market Discount	O=Option Premium	
							W=Wash Sale Loss		
Long-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part II, with Box E checked.									
Noncovered (Box 5) (Continued)									
Description (Box 1a): KKR FINANCIAL HLDGS LLC C/A EFF 4/30/14 1 OLD/0.51 NEW CU 48			CUSIP: 48248A306						
MERGER	VERSUS PURCHASE	3,000	07/16/2012	05/01/2014	35,151.75	26,367.60			8,784.15
Long-Term Noncovered Total					123,715.63	95,928.20			27,787.43
Noncovered Total					191,696.66	149,177.81			42,518.85
Total					223,699.16	167,790.19			55,908.97

IRS Form 1099-B - Proceeds from Broker and Barter Exchange Transactions:

The amounts in this section of your Tax Information Statement reflect proceeds from securities transactions such as sales, redemptions, tender offers, return of principal distributions, covered options, the option premium portion of reverse convertibles and bond maturities. Short-term and long-term transactions are segregated in your 1099-B form in a format comparable to IRS Form 8949, for dispositions of covered and noncovered securities. Since your financial organization subscribes to our premium Tax and Year-End Statement, the date of acquisition, cost or other basis, type of gain or loss (short-term or long-term), whether any loss is disallowed due to a wash sale and market discount for both covered and noncovered securities transactions will be displayed when available. Please note that such detail for noncovered transactions is not reported to the IRS.

Type of Gain or Loss (Box 2). The section headings within the 1099-B indicate the type of gain or loss for the transactions, short-term or long-term.

Covered (Box 3) or Noncovered (Box 5) Security. The section headings within the 1099-B indicate whether your security transaction is or is not a covered security under the IRS cost basis reporting program.

Description and Quantity (Box 1a). Shows a brief description of the item or service for which the proceeds are being reported, as well as the number of shares included in the sale or exchange for the lot reported. If fractional shares are part of the disposition, those shares will be displayed to three decimal places.

CUSIP. Broker transactions may show the Committee on Uniform Security Identification Procedures (CUSIP) number of the item reported.

Disposition Transaction. This column will denote the type of transaction, for example, **SELL**.

Disposition Method. The method used to select which lot will be disposed, for example, first-in first-out (FIFO). Please refer to the Client Service Information Section in your brokerage account statement for your account's existing tax-lot disposition method.

Date Acquired (Box 1b). This box represents the date you acquired the security or, for short sales, the date you opened the short sale. You may see the word "VARIOUS" displayed in this column if the disposition transaction includes multiple lots with various acquisition dates.

Date Sold or Disposed (Box 1c). Shows the trade date of the sale or exchange. For short sales, the date shown is the date you closed the short sale.

Proceeds (Box 1d). Gross proceeds from transactions involving stocks, bonds and other debt obligations are reported in Box 1d. These amounts do not reflect net profits and are net of transaction costs (for instance, commissions and option premiums). Report the gross proceeds from each transaction separately on IRS Form 8949 (Sales and Other Dispositions of Capital Assets) and IRS Form 1040, Schedule D (Capital Gains and Losses). See the instructions for Form 8949 for exceptions to reporting each transaction on a separate row. This box does not include proceeds from regulated futures or foreign currency forward contracts.

Cost or Other Basis (Box 1e). This box shows the original cost, or adjusted cost basis, due to a corporate action, gifted or inherited cost basis. The IRS provides a detailed description of cost or other basis reporting in the 2014 Instructions for Form 1099-B, available at irs.gov. For additional information about cost basis and its use during your tax preparation, please refer to the following IRS publications: IRS Instructions for Schedule D and Form 8949, IRS Publication 550 (Investment Income and Expenses (including Capital Gains and Losses)) and IRS Publication 551 (Basis of Assets). Average cost is segregated among covered, noncovered and gifted (see the Tax Guide at mytaxhandbook.com for more specific details).

2014 Tax Information Statement

Account Number: 35350080376875
Recipient's Tax ID Number: XX-XX7346
Payer's Federal ID Number: 22-1146430
Payer's State ID Number: PA
State: (215)585-2033
Questions? ☐ Corrected ☐ 2nd TIN notice

Payer's Name and Address:
PNC BANK, N.A.
1600 MARKET STREET - 4TH FL
PHILADELPHIA, PA 19103

2014 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is proceeds less commissions and option premiums.
For noncovered securities (Box 5 is checked) shown on this statement, cost basis information is not being reported to the IRS.
Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property (Box 1a)

CUSIP Number	Date Sold or Disposed (Box 1c)	Date Acquired (Box 1b)	Form 8949 Checkbox	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code if any (Box 1f)	Adjustments (Box 1g)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 16)
Long Term Sales Reported on 1099-B										
5154.639	12/17/2014	11/06/2002	E	50,000.00	52,677.12		0.00	-2,677.12	0.00	0.00
091928283				50,000.00	52,677.12		0.00	-2,677.12	0.00	0.00
Total Long Term Sales Reported on 1099-B				50,000.00	52,677.12		0.00	-2,677.12	0.00	0.00

Report on Form 8949, Part II, with Box E checked

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.



2014 TAX REPORTING STATEMENT

TIJW OF HENRY DOLFINGER	Account No.	672-572470	Customer Service.	215-979-1600
	Recipient ID No	**7346	Payer's Fed ID Number	04-3523567

Copy B for Recipient OMB No 1545-0715

FORM 1099-B* -2014 Proceeds from Broker and Barter Exchange Transactions

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
Proceeds are reported as gross proceeds unless otherwise indicated (a). (This label is a Substitute for Boxes 2, 3, 5 & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

1a Description of property, Stock or Other Symbol, CUSIP								
Action	Quantity	1b Date Acquired	1c Date Sold or Disposed	1d Proceeds	1e Cost or Other Basis (b)	1f Code, If Any (c) 1g Adjustments	4 Federal Income Tax Withheld	14 State Tax Withheld
HOTCHKIS & WILEY LARGE CAP VALUE CL I, HWLIX, 44134R503								
Sale	196.274	07/11/14	07/30/14	5,108.50	5,126.68	-18.18		
THIRD AVENUE INTL VALUE INSTL CLASS, TAVIX, 884116500								
Sale	197.409	12/19/13	07/30/14	3,989.65	3,898.82	90.83		
WESTCORE MIDCO GROWTH, WTMGX, 957904717								
Sale	3,058.104	12/20/13	04/30/14	20,000.00	20,030.58	-30.58		
WILLIAM BLAIR MID CAP GROWTH FUND CL I, WCGIX, 093001154								
Sale	188.945	12/20/13	01/30/14	2,860.73	2,871.96	-11.23		
Sale	1,240.329	12/20/13	01/30/14	18,779.24	18,853.00	-73.76		
Subtotals				21,639.97	21,724.96			
TOTALS				50,738.12	50,781.04	0.00		

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2014 TAX REPORTING STATEMENT

T/U/W OF HENRY DOLFINGER Account No. 672-572470 Customer Service. 215-979-1680
Recipient ID No. ***7346 Payer's Fed ID Number 04-3523567

FORM 1099-B

2014 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB No. 1545-0715

Long-term transactions for which basis is reported to the IRS—report on Form 8949 with Box D checked and/or Schedule D, Part II
Proceeds are reported as gross proceeds unless otherwise indicated (a). (This label is a Substitute for Boxes 2, 3, 5 & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

1a Description of property, Stock or Other Symbol, CUSIP		1b Date Acquired	1c Date Sold or Disposed	1d Proceeds	1e Cost or Other Basis (b)	1f Code, If Any (c) 1g Adjustments	Gain/Loss (-)	4 Federal Income Tax Withheld	14 State Income Tax Withheld	16 State Tax Withheld
DFA US LARGE CAP VALUE PRTF INSTL, DFLVX, 233203827										
Sale	178.139	12/13/12	04/30/14	5,735.68	4,018.81		1,716.87			
Sale	77.165	03/08/13	04/30/14	2,484.54	1,975.42		509.12			
Subtotals				8,220.22	5,994.23					
DFA US MICRO CAP PRTF INSTL, DFSCX, 233203504										
Sale	9.931	09/10/12	01/30/14	192.74	149.07		43.67			
DODGE & COX STOCK, DODGX, 256219106										
Sale	85.109	02/01/12	07/30/14	15,332.77	9,278.98		6,053.79			
Sale	7.446	12/19/12	07/30/14	1,341.43	913.34		428.09			
Sale	8.903	03/26/13	07/30/14	1,603.92	1,201.04		402.88			
Sale	9.419	06/25/13	07/30/14	1,696.88	1,311.91		384.97			
Subtotals				19,975.00	12,705.27					
HOTCHKIS & WILEY LARGE CAP VALUE CL I, HWLIX, 44134R503										
Sale	97.414	07/12/13	07/30/14	2,535.43	2,157.71		377.72			
HOTCHKIS & WILEY MIDCAP VALUE CL I, HWMIX, 44134R800										
Sale	83.836	12/14/12	04/30/14	3,560.90	2,357.48		1,203.42			
ROYCE OPPORTUNITY FUND INVEST CLASS, RYPNX, 780905832										
Sale	237.034	08/01/12	04/30/14	3,685.17	2,595.93		1,089.24			
Sale	1,358.545	12/06/12	04/30/14	21,121.34	15,514.58		5,606.76			
Sale	332.442	12/06/12	04/30/14	5,168.49	3,796.49		1,372.00			
Subtotals				29,975.00	21,907.00					

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02/24/2015 9006019774

Pages 4 of 20



2014 TAX REPORTING STATEMENT

T/U/W OF HENRY DOLFINGER
Account No. 672-572470 Customer Service 215-979-1600
Recipient ID No. 44-7346 Payer's Fed ID Number 04-3523567

FORM 1099-B Copy B for Recipient OMB No. 1545-0715
2014 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions for which basis is reported to the IRS - report on Form 8949 with Box D checked and/or Schedule D, Part II

Proceeds are reported as gross proceeds unless otherwise indicated (a). (This label is a Substitute for Boxes 2, 3, 5 & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

1a Description of property, Stock or Other Symbol, CUSIP	1b Date Acquired	1c Date Sold or Disposed	1d Proceeds	1e Cost or Other Basis (b)	1f Code, if Any (c) 1g Adjustments	Gain/Loss (-)	4 Federal Income Tax Withheld	14 State Income Tax Withheld	16 State Income Tax Withheld
THIRD AVENUE INTL VALUE INSTL CLASS, TAVIX, 884116500									
Sale	138.540	12/18/12	07/30/14	2,799.89	2,348.25	451.64			
WESTCORE INTERNAT'L SMALL CAP FUND, WTIFFX, 957904550									
Sale	154.222	12/26/12	04/30/14	3,184.68	2,746.70	437.98			
WESTCORE MID CAP VALUE DIVIDEND FUND, WTMCMX, 957904584									
Sale	229.042	12/26/12	07/30/14	6,298.65	4,571.67	1,726.98			
WILLIAM BLAIR INTERNAT'L GROWTH I, BIGIX, 093001774									
Sale	436.455	12/19/12	04/30/14	11,628.62	9,986.09	1,642.53			
WILLIAM BLAIR MID CAP GROWTH FUND CL I, WCGIX, 093001154									
Sale	30.549	12/20/12	01/30/14	462.53	395.31	67.22			
Sale	439.873	12/20/12	01/30/14	6,659.91	5,691.96	967.95			
Subtotals			7,122.44	6,087.27					
TOTALS			95,493.57	71,010.74			24,482.83	0.00	0.00

Box D Long-Term Realized Gain	24,482.83
Box D Long-Term Realized Loss	0.00
Box D Wash Sale Loss Disallowed	0.00
Box D Market Discount	0.00

* This is Important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.



2014 TAX REPORTING STATEMENT

T/U/W OF HENRY DOLFINGER
Account No. 672-572470 Customer Service. 215-979-1600
Recipient ID No. **7346 Payer's Fed ID Number 04-3523567

FORM 1099-B Copy B for Recipient OMB No. 1545-0715
2014 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
Proceeds are reported as gross proceeds unless otherwise indicated (a). (This Label is a Substitute for Boxes 2, 3, 5 & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

1a Description of property, Stock or Other Symbol, CUSIP	Quantity	1b Date Acquired	1c Date Sold or Disposed	1d Proceeds	1e Cost or Other Basis (b)	1f Code, if Any (c) 1g Adjustments	4 Federal Income Tax Withheld	14 State Income Tax Withheld	16 State Income Tax Withheld
DFA INTERNATIONAL VALUE PRIF INSTL, DFVX, 25434D203									
Sale	997.009	10/26/06	04/30/14	19,975.00	21,997.69				-2,022.69
DFA US LARGE CAP VALUE PRIF INSTL, DFLVX, 233203827									
Sale	520.371	12/17/01	04/30/14	16,754.78	7,758.73				8,996.05
DFA US MICRO CAP PRIF INSTL, DFSCX, 233203504									
Sale	2,049.801	02/18/04	01/30/14	39,782.26	29,342.08				10,440.18
HOTCHKIS & WILEY LARGE CAP VALUE CL I, HWLIX, 44134R503									
Sale	473.772	05/06/04	07/30/14	12,331.07	9,101.74				3,229.33
HOTCHKIS & WILEY MIDCAP VALUE CL I, HWMIX, 44134R800									
Sale	621.880	08/04/03	04/30/14	26,414.10	11,556.13				14,857.97
Sale	455.892	08/04/03	07/30/14	19,975.00	8,471.65				11,503.35
Subtotals				46,389.10	20,027.78				
MORGAN STA INST INC INTL EQUITY CLASS I, MSIQX, 61744J408									
Sale	1,153.403	05/03/02	04/30/14	19,975.00	19,345.06				629.94
THIRD AVENUE INTL VALUE INSTL CLASS, TAVIX, 884116500									
Sale	2,283.134	11/05/04	04/30/14	45,532.25	39,817.86				5,714.39
Sale	149.162	12/28/04	04/30/14	2,974.72	2,722.20				252.52
Sale	1,076.476	12/19/07	04/30/14	21,468.03	19,667.21				1,800.82
Sale	10,079.251	11/05/04	07/30/14	203,701.66	175,782.14				27,919.52
Sale	71.390	12/23/08	07/30/14	1,442.79	791.00				651.79
Sale	405.495	12/23/08	07/30/14	8,195.05	4,492.88				3,702.17

* This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.





2014 TAX REPORTING STATEMENT

T/UJW OF HENRY DOLFINGER
Account No. 672-572470 Customer Service: 215-979-1600
Recipient ID No. **7346 Payer's Fed ID Number: 04-3523567

FORM 1099-B 2014 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB No. 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
Proceeds are reported as gross proceeds unless otherwise indicated (a). (This Label is a Substitute for Boxes 2, 3, 5 & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

1a Description of property, Stock or Other Symbol, CUSIP									
Action	Quantity	1b Date Acquired	1c Date Sold or Disposed	1d Proceeds	1e Cost or Other Basis (b)	1f Code, if Any (c) 1g Adjustments	4 Federal Income Tax Withheld	14 State	16 State Tax Withheld
THIRD AVENUE INTL VALUE INSTL CLASS, TAVIX, 884116500									
Sale	227.022	12/22/09	07/30/14	4,588.11	3,468.90				1,119.21
Sale	335.321	12/21/10	07/30/14	6,776.84	5,562.98				1,213.86
Sale	328.377	12/20/11	07/30/14	6,636.50	4,561.15				2,075.35
Subtotals				301,315.95	256,866.32				
WESTCORE INTERNAT'L SMALL CAP FUND, WTIFF, 957904550									
Sale	1,306.253	02/17/04	04/30/14	26,974.13	14,212.03				12,762.10
Sale	234.440	12/28/11	04/30/14	4,841.19	3,361.87				1,479.32
Subtotals				31,815.32	17,573.90				
WESTCORE MID CAP VALUE DIVIDEND FUND, WTMCF, 957904584									
Sale	498.231	05/03/02	07/30/14	13,701.35	6,765.98				6,935.37
WILLIAM BLAIR INTERNAT'L GROWTH I, BIGIX, 093001774									
Sale	1,063.920	02/17/04	04/30/14	28,346.38	21,174.73				7,171.65
WILLIAM BLAIR LARGE CAP GROWTH CL I, LCGFX, 093001543									
Sale	1,924.928	08/31/05	04/30/14	19,975.00	12,152.76				7,822.24
WILLIAM BLAIR MID CAP GROWTH FUND CL I, WCGIX, 093001154									
Sale	740.588	12/16/11	01/30/14	11,212.59	8,531.34				2,681.25

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2014 TAX REPORTING STATEMENT

T/U/W OF HENRY DOLFINGER Account No. 672-572470 Customer Service. 215-979-1600
Recipient ID No. ***7346 Payer's Fed ID Number: 04-3523567

FORM 1099-B*

2014 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB No. 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
Proceeds are reported as gross proceeds unless otherwise indicated (a). (This Label is a Substitute for Boxes 2, 3, 5 & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

1a Description of property, Stock or Other Symbol, CUSIP						
Action	Quantity 1b Date Acquired	1c Date Sold or Disposed	1d Proceeds	1e Cost or Other Basis (b)	1f Code, If Any (c) 1g Adjustments	14 Federal Income Tax Withheld 16 State Tax Withheld
TOTALS			561,573.80	430,638.11		0.00
	Box E Long-Term Realized Gain			132,958.38		
	Box E Long-Term Realized Loss			-2,022.69		
	Box E Wash Sale Loss Disallowed			0.00		
	Box E Market Discount			0.00		

For any transaction listed on Form 1099-B in a section indicating that "basis is reported to the IRS", we are reporting to the IRS: 1a Description of Property, 2 type of gain or loss (i.e. short-term or long-term), 3 basis reported to IRS, 6 Gross or Net Proceeds, and columns 1c, 1d, 4, 14, 15 and 16. We are not reporting to the IRS: the Action, the Gain / Loss, and all subtotals and totals.

For any section 1256 option contracts we are reporting to the IRS: 1a Description of Property and totals for boxes 8, 9, 10 and 11

For any transaction listed on Form 1099-B in a section indicating that "basis is not reported to the IRS", we are reporting to the IRS: 1a Description of Property, 5 Noncovered security, 6 Gross or Net Proceeds, and columns 1c, 1d, 4, 14, 15 and 16. We are not reporting to the IRS: 1c type of gain or loss (i.e. short-term or long-term), the Action, the Gain / Loss, columns 1b, 1e, 1f, 1g, 2, 3 and 7 and all subtotals and totals.

Although Fidelity makes every effort to provide accurate information, please bear in mind that you, the taxpayer, are ultimately responsible for the accuracy of your tax returns.

(b) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

(c) D = Market Discount, W = Wash Sale

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers.

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Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

- 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.

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
	HENRY DOLFINGER 2 TRUST UW	Employer identification number (EIN) or 23-6207346
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. DUANE MORRIS LLP, 30 S. 17TH ST.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PHILADELPHIA, PA 19103-4196	

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

DUANE MORRIS LLP

- The books are in the care of ► 30 SOUTH 17TH STREET - PHILADELPHIA, PA 19103
Telephone No ► 215-979-1769 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 AUGUST 15, 2015, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year 2014 or
► ☐ tax year beginning , and ending

- 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	\$	38,000.
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	\$	18,000.
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	\$	20,000.

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.