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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation Pincus Family Foundation		A Employer identification number 25-6874818	
% Foundation Source		B Telephone number (see instructions) (800) 839-1754	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd Suite 123		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		C If exemption application is pending, check here ▶ <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 68,797,728		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	4,304			
	2 Check ▶ <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,667	5,667		
	4 Dividends and interest from securities.	1,887,916	1,887,916		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,869,343			
	b Gross sales price for all assets on line 6a 14,164,376				
	7 Capital gain net income (from Part IV, line 2) . . .		2,869,343		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	4,767,230	4,762,926		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	175,000			175,000
	15 Pension plans, employee benefits	12,581			12,581
	16a Legal fees (attach schedule)	10,142	10,142	0	0
	b Accounting fees (attach schedule)	9,875	3,245	0	6,630
	c Other professional fees (attach schedule)	114,730	95,267		19,463
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	118,446			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	13,809			13,809
	21 Travel, conferences, and meetings	26,165			26,165
	22 Printing and publications	482			482
	23 Other expenses (attach schedule)	78,584			78,584
	24 Total operating and administrative expenses. Add lines 13 through 23	559,814	108,654	0	332,714
	25 Contributions, gifts, grants paid	579,255			579,255
	26 Total expenses and disbursements. Add lines 24 and 25	1,139,069	108,654	0	911,969
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,628,161			
	b Net investment income (if negative, enter -0-)		4,654,272		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	9,599,605	10,576,933	10,576,933
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	4,650		
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	41,188,845	42,411,691	41,717,059
	c	Investments—corporate bonds (attach schedule).	15,308,985	16,741,622	16,502,111
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,625	1,625	1,625
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	66,103,710	69,731,871	68,797,728	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
27		Capital stock, trust principal, or current funds			
28		Paid-in or capital surplus, or land, bldg , and equipment fund			
29		Retained earnings, accumulated income, endowment, or other funds	66,103,710	69,731,871	
30		Total net assets or fund balances (see instructions)	66,103,710	69,731,871	
31		Total liabilities and net assets/fund balances (see instructions) . . .	66,103,710	69,731,871	

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 66,103,710
2	Enter amount from Part I, line 27a	2 3,628,161
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 69,731,871
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 69,731,871

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)
1 a Publicly-traded Securities				
b				
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 14,164,376		11,295,033	2,869,343
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			2,869,343
b			
c			
d			
e			

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	2,869,343
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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 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	705,543	43,431,109	0 016245
2012	1,113,803	15,488,968	0 071909
2011	2,899,040	3,093,739	0 937067
2010	1,401,692	4,510,889	0 310735
2009	1,069,344	5,872,109	0 182106

2 Total of line 1, column (d).	2	1 518062
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	0 303612
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	67,006,774
5 Multiply line 4 by line 3.	5	20,344,061
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	46,543
7 Add lines 5 and 6.	7	20,390,604
8 Enter qualifying distributions from Part XII, line 4.	8	911,969

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	93,085
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	93,085
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	93,085
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	35,660
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	57,425
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	93,085
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax Refunded	11	

Part VII-A

Statements Regarding Activities

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?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	<i>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.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
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?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) NJ, 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? <i>If "No," attach explanation.</i>	8b	Yes	
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)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of Foundation Source Telephone no (800) 839-1754 Located at 501 Silverside Road Suite 123 Wilmington DE ZIP+4 198091377			
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		
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?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). 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.			
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?	1c		No
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? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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?	4b		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	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 (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DANIELLE SCOTT	0	175,000		
15 E HIGH STREET SUITE D	40 0			
GLASSBORO,NJ 08028				
Total number of other employees paid over \$50,000.				

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Barclays	Investment Mgmt	94,967
1735 Market Street Suite 3900 PHILADELPHIA, PA 19103		
Foundation Source	Administrative	72,918
55 Walls Drive 3rd Floor Fairfield, CT 06824		
Total number of others receiving over \$50,000 for professional services.		

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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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	63,214,742
b	Average of monthly cash balances.	1b	4,810,815
c	Fair market value of all other assets (see instructions).	1c	1,625
d	Total (add lines 1a, b, and c).	1d	68,027,182
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	68,027,182
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,020,408
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	67,006,774
6	Minimum investment return. Enter 5% of line 5.	6	3,350,339

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	3,350,339
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	93,085
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	93,085
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,257,254
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	3,257,254
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	3,257,254

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	911,969
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	911,969
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 (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	911,969
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				3,257,254
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.				
b Total for prior years 2012 , 2011 , 2010				
3 Excess distributions carryover, if any, to 2014				
a From 2009.	775,940			
b From 2010.	1,176,148			
c From 2011.	2,744,397			
d From 2012.	605,975			
e From 2013.				
f Total of lines 3a through e.	5,302,460			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 911,969				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2014 distributable amount.				911,969
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).)	2,345,285			2,345,285
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,957,175			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	2,957,175			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .	2,351,200			
c Excess from 2012. . . .	605,975			
d Excess from 2013. . . .				
e Excess from 2014. . . .				

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

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	(d) 2011	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

NONE

b

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

2

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

Check here

☒

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

a

The name, address, and telephone number or email address of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	579,255
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated


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

Form **990-PF** (2014)


Form 990PF Part VIII Line 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
Andrew Epstein	Trustee 1 0 Foundation Source 501 Silverside Rd Wilmington, DE 198091377	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377				
Eric Epstein	Trustee 1 0 Foundation Source 501 Silverside Rd Wilmington, DE 198091377	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377				
George Hirschhorn	Trustee 1 0 Foundation Source 501 Silverside Rd Wilmington, DE 198091377	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377				
Stephen Nicholas	Trustee 1 0 Foundation Source 501 Silverside Rd Wilmington, DE 198091377	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377				
Leslie Pincus Elliott	Trustee 1 0 Foundation Source 501 Silverside Rd Wilmington, DE 198091377	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN FRIENDS OF WINGATE 150 AVE L NEWARK,NJ 07105	N/A	PC	General & Unrestricted	2,500
ASSOCIATION FOR PUBLIC ART 1528 WALNUT ST STE 1000 PHILADELPHIA,PA 19102	N/A	SO III FI	General & Unrestricted	10,000
CHILDRENS HOSPITAL OF PHILADELPHIA 34TH ST CIVIC CENTER BLVD PHILADELPHIA,PA 19104	N/A	PC	General & Unrestricted	125,000
CHILDRENS HOSPITAL OF PHILADELPHIA 34TH ST CIVIC CENTER BLVD PHILADELPHIA,PA 19104	N/A	PC	David N Pincus Global Health Fellowship Program	125,000
COMMUNITY COLLEGE OF PHILADELPHIA FOUNDATION 1700 SPRING GARDEN ST PHILADELPHIA,PA 19130	N/A	PC	Pincus Emergency Fund	78,750
COMMUNITY COLLEGE OF PHILADELPHIA FOUNDATION 1700 SPRING GARDEN ST PHILADELPHIA,PA 19130	N/A	PC	Single Stop Program	100,000
COMMUNITY COLLEGE OF PHILADELPHIA FOUNDATION 1700 SPRING GARDEN ST PHILADELPHIA,PA 19130	N/A	PC	Holiday Feeding Program	7,500
GLASSBORO CHILD DEVELOPMENT CENTERS 31 S MAIN ST GLASSBORO,NJ 08028	N/A	PC	General & Unrestricted	25,000
GRANT FOUNDATION 2840 LIBERTY AVE PITTSBURGH,PA 15222	N/A	PC	General & Unrestricted	10,000
HIAS AND COUNCIL MIGRATION SERVICE OF PHILADELPHIA 2100 ARCH ST 3RD FL PHILADELPHIA,PA 19103	N/A	PC	General & Unrestricted	2,500
INTERNATIONAL RESCUE COMMITTEE INC 122 E 42ND ST NEW YORK,NY 10168	N/A	PC	General & Unrestricted	25,000
JEWISH FEDERATION OF GREATER PHILADELPHIA 2100 ARCH ST FL 8 PHILADELPHIA,PA 19103	N/A	PC	General & Unrestricted	10,000
LOVE FROM LENNY 741 N RINGGOLD ST PHILADELPHIA,PA 19130	N/A	PC	General & Unrestricted	5,000
MIKVEH AT TEMPLE BETH HILLEL BETH EL 1001 REMINGTON RD WYNNEWOOD,PA 19096	N/A	PC	Ann Altus Bright Horizons Fund	5,000
PROJECT HOME 2101 BRANDYWINE ST STE 100 PHILADELPHIA,PA 19130	N/A	PC	General & Unrestricted	10,000
Total  3a				579,255

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SMITH MEMORIAL PLAYGROUNDS 3500 RESERVOIR DR PHILADELPHIA,PA 19121	N/A	PC	Charitable Event	7,005
SOLAR YOUTH INC 53 WAYFARER ST NEW HAVEN,CT 06515	N/A	PC	Holiday Food Gift Certificates	2,500
SUSAN G KOMEN BREAST CANCER FOUNDATION 125 S 9TH ST STE 202 PHILADELPHIA,PA 19107	N/A	PC	3Day Walk Campaign	1,000
T A S K 72 HALF ESCHER ST TRENTON,NJ 08605	N/A	PC	General & Unrestricted	2,500
THEATRE & ARTS FOUNDATION OF SAN DIEGO COUNTY PO BOX 12039 LA JOLLA,CA 92039	N/A	PC	General & Unrestricted	5,000
THOMAS JEFFERSON UNIVERSITY 1020 WALNUT ST RM 537 PHILADELPHIA,PA 19107	N/A	PC	Oncology Research Division	10,000
UNITED NEGRO COLLEGE FUND INC 1805 7TH ST NW WASHINGTON,DC 20001	N/A	PC	General & Unrestricted	10,000
Total  3a				579,255

TY 2014 Accounting Fees Schedule

Name: Pincus Family Foundation

EIN: 25-6874818

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOOKKEEPING & ACCOUNTING SRV	9,875	3,245		6,630

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2014 Depreciation Schedule

Name: Pincus Family Foundation

EIN: 25-6874818

TY 2014 Investments Corporate Bonds Schedule

Name: Pincus Family Foundation

EIN: 25-6874818

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AIG INC - 1.242% - 09/18/2023	729,724	743,835
BANCO DO - 3.875% - 10/10/2022	708,750	688,125
BANK NOVA SCOTIA - 4.00% - 01/	750,000	727,493
BARCLAYS BANK - 0.00% - 11/05/	750,005	777,675
BARCLAYS BANK - 0.00% - 11/17/	750,000	713,353
BARCLAYS BANK PLC MTN - 0.00%	750,005	862,875
BARCLAYS TEX CONTINGENT COUPON	600,005	558,028
CITIGROUP FDG INC - 0.00% - 06	750,005	692,775
CREDIT SUISSE - 0.00% - 04/11/	600,000	599,100
CREDIT SUISSE DXJ - 0.00% - 02	750,005	832,050
ENERGY TRANSFER PRTNRS L P - 3	790,510	760,750
ENTERPRISE PRODUCTS - 7.034% -	853,224	822,660
GE CAP CORP - 1.0794% - 01/09/	508,793	505,040
GE CAP CORP - 6.250% - 12/15/2	804,823	816,563
GECC - 7.125% - 12/15/2049	858,380	872,813
GENWORTH FINL - 6.150% - 11/1	677,198	461,250
GOLDMAN SACHS GROUP INC - 0.88	500,005	495,635
JP MORGAN DXJ - 0.00% - 07/16/	750,005	829,275
JPMORGAN TWTR CONTINGENT CPN	600,005	550,980
MORGAN STANLEY D W DISC - 3.75	1,008,406	1,001,399

Name of Bond	End of Year Book Value	End of Year Fair Market Value
NELNET INC - 3.6506% - 09/15/2	380,005	372,500
ROYAL BANK OF CANADA FB CONTIN	600,005	610,320
SLM CORP - 2.25% - 05/03/2019	499,751	494,307
THE ROYAL BANK OF SCOTLAND 9.5	772,013	713,310

TY 2014 Investments Corporate Stock Schedule

Name: Pincus Family Foundation

EIN: 25-6874818

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALLY FINANCIAL INC 8.5%	530,383	546,228
CITIGROUP CAPITAL XIII - 7.875	755,430	730,950
CITY NATIONAL CORPORATION DEPO	500,005	556,400
FEDERATED STRAT VAL FD IS	5,009,135	5,258,121
FMI LARGE CAP FUND	5,500,001	5,656,707
HARDING LOEVNER INTL EQU	5,500,000	5,705,027
ISHARES RUSSELL 2000	1,096,931	1,196,200
ISHARES TRUST MSCI EAFE INDEX	3,996,616	3,881,592
JANUS ADVISER FORTY FUND CLASS	6,000,001	4,100,531
KEELEY SMALL CAP VALUE FUND CL	4,000,000	4,235,815
OXFORD LANE CAP CORP PFD STK S	333,658	361,383
SLM CORPORATION	690,010	670,500
VANGUARD FTSE EMERGING MARKETS	3,008,452	2,999,499
VANGUARD SF REIT ETF	1,492,719	1,830,600
VANGUARD ST BOND ETF	3,998,350	3,987,506

TY 2014 Investments - Other Schedule

Name: Pincus Family Foundation

EIN: 25-6874818

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
RENT SECURITY DEPOSIT		1,625	1,625

TY 2014 Legal Fees Schedule

Name: Pincus Family Foundation

EIN: 25-6874818

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General Consultations	10,142	10,142		

TY 2014 Other Expenses Schedule**Name:** Pincus Family Foundation**EIN:** 25-6874818

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE FEES	72,918			72,918
Cell Phone Plan	554			554
Equipment Maintenance	114			114
Foundation Dues & Memberships	2,200			2,200
Indemnification Insurance	473			473
ANNUAL FEE	175			175
Office Supplies	496			496
Payroll Processing Fees	1,272			1,272
Postage/Delivery Service	134			134
Website Hosting/Support	50			50
CONFERENCE CALL	198			198

TY 2014 Other Professional Fees Schedule**Name:** Pincus Family Foundation**EIN:** 25-6874818

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE ADMINISTRATIVE SERVICES	2,685			2,685
Investment Management Services	95,267	95,267		
ART PACKING	16,552			16,552
Website Development	226			226

TY 2014 Taxes Schedule**Name:** Pincus Family Foundation**EIN:** 25-6874818

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2014	25,400			
990-PF Extension for 2013	82,304			
IRS Miscellaneous Fee	10,742			