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EXTENDED TO OCTOBER 17, 2016

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning DEC 1, 2014, and ending NOV 30, 2015

Name of foundation

THE NEUBAUER FAMILY FOUNDATION

A Employer identification number

25-6627704

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

1717 ARCH ST

Room/suite

4050

B Telephone number

215-606-1784

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

PHILADELPHIA, PA 19103-2793

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

I Fair market value of all assets at end of year

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

\$ 429,613,710.

J Accounting method:

☒

Cash

☐

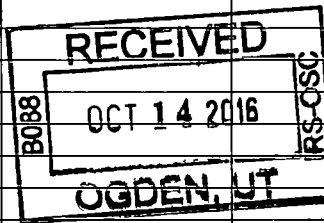
Accrual

☐ Other (specify)

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

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received	140,369,000.		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	8,406,414.	8,380,946.		STATEMENT 2	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	16,910,543.			STATEMENT 1	
	b Gross sales price for all assets on line 6a	157,279,543.				
	7 Capital gain net income (from Part IV, line 2)		157,091,257.			
	8 Net short-term capital gain					
	9 Income modifications					
10a Gross sales less returns and allowances						
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income	<6,545,625.>	<8,739,747.>		STATEMENT 3		
12 Total. Add lines 1 through 11	159,140,332.	156,732,456.				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	214,167.	0.		214,167.	
	14 Other employee salaries and wages	32,844.	0.		32,844.	
	15 Pension plans, employee benefits	23,781.	0.		23,781.	
	16a Legal fees					
	b Accounting fees	STMT 4	210,690.	42,138.		168,552.
	c Other professional fees	STMT 5	86,818.	171.		86,647.
	17 Interest					
	18 Taxes	STMT 6	1,113,673.	0.		13,673.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings		8,518.	0.		8,518.
	22 Printing and publications					
	23 Other expenses	STMT 7	98,104.	12,068.		86,036.
	24 Total operating and administrative expenses. Add lines 13 through 23		1,788,595.	54,377.		634,218.
	25 Contributions, gifts, grants paid		20,284,428.			20,284,428.
26 Total expenses and disbursements. Add lines 24 and 25		22,073,023.	54,377.		20,918,646.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		137,067,309.				
b Net investment income (if negative, enter -0-)			156,678,079.			
c Adjusted net income (if negative, enter -0-)				N/A		



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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	11,891,980.	122,991,593.	122,991,593.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	1,780,170.	1,780,170.	4,939,934.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	223,498,548.	249,466,244.	301,682,183.
	14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	237,170,698.	374,238,007.	429,613,710.
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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	237,170,698.	374,238,007.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	237,170,698.	374,238,007.	
	31 Total liabilities and net assets/fund balances	237,170,698.	374,238,007.	

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	237,170,698.
2 Enter amount from Part I, line 27a	2	137,067,309.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	374,238,007.
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	374,238,007.

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 157,279,543.		188,286.	157,091,257.

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			157,091,257.

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	157,091,257.
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	15,359,405.	275,501,289.	.055751
2012	11,977,122.	227,760,890.	.052586
2011	11,385,638.	201,522,809.	.056498
2010	10,865,148.	189,919,135.	.057209
2009	7,661,953.	169,656,325.	.045162

2 Total of line 1, column (d)	2 .267206
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 .053441
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4 348,968,089.
5 Multiply line 4 by line 3	5 18,649,204.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 1,566,781.
7 Add lines 5 and 6	7 20,215,985.
8 Enter qualifying distributions from Part XII, line 4	8 20,918,646.

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	1,566,781.
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	1,566,781.
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	1,566,781.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,156,170.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	450,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,606,170.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	70.	
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	39,319.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☒ 39,319. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

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 ► N/A	13	X	
14	The books are in care of ► BAKER TILLY, LLP, CPA'S Telephone no. ► 215-972-0701 Located at ► 1650 MARKET STREET STE. 4500, PHILADELPHIA, PA ZIP+4 ► 19103-7341			
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 ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

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

X

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

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

7b

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

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOSEPH NEUBAUER	TRUSTEE			
C/O BAKER TILLY, LLP 1800 BYBERRY ROAD HUNTINGDON VALLEY, PA 19006	6.00	0.	0.	0.
LAWRENCE NEUBAUER	TRUSTEE			
C/O BAKER TILLY, LLP 1800 BYBERRY ROAD HUNTINGDON VALLEY, PA 19006	1.00	0.	0.	0.
MELISSA NEUBAUER ANDERSON	TRUSTEE			
C/O BAKER TILLY, LLP 1800 BYBERRY ROAD HUNTINGDON VALLEY, PA 19006	1.00	0.	0.	0.
REBECCA CORNEJO	EXECUTIVE DIRECTOR			
516 S. 22ND STREET PHILADELPHIA, PA 19146	40.00	214,167.	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

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
BAKER TILLY VIRCHOW KRAUSE, LLP - 1650 MARKET STREET, SUITE 4500, PHILADELPHIA, PA 19103	ACCOUNTING & TAX SERVICES	200,731.
DANIELLE WOLFE - 2008 SPRUCE STREET APT 3F, PHILADELPHIA, PA 19103	PROJECT MANAGEMENT SUPPORT	55,720.

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	4,678,996.
b	Average of monthly cash balances	1b	98,706,480.
c	Fair market value of all other assets	1c	250,896,848.
d	Total (add lines 1a, b, and c)	1d	354,282,324.
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	354,282,324.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,314,235.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	348,968,089.
6	Minimum investment return. Enter 5% of line 5	6	17,448,404.

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	17,448,404.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,566,781.
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,566,781.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	15,881,623.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	15,881,623.
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	15,881,623.

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	20,918,646.
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	20,918,646.
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	1,566,781.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	19,351,865.

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				15,881,623.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			1,759,045.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 20,918,646.				
a Applied to 2013, but not more than line 2a			1,759,045.	
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				15,881,623.
e Remaining amount distributed out of corpus	3,277,978.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,277,978.			
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	3,277,978.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014	3,277,978.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACADEMY OF MUSIC RESTORATION FUND BROAD AND LOCUST STREETS PHILADELPHIA, PA 19102	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
ACADEMY OF NATURAL SCIENCE 1900 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
AFRICAN WILDLIFE FOUNDATION 1400 SIXTEENTH STREET, N.W. SUITE 120 WASHINGTON, DC 20036	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	6,000.
AGNES IRWIN SCHOOL 275 SOUTH ITHAN AVENUE ROSEMONT, PA 19010	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	375.
ALUMNI ASSOCIATION OF LINCOLN UNIVERSITY P.O. BOX 9135 PHILADELPHIA, PA 19139	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
Total	SEE CONTINUATION SHEET(S) ▶ 3a			20,284,428.
b Approved for future payment				
NEW VENTURE FUND 1201 CONNECTICUT AVENUE NW STE 300 WASHINGTON, DC 20036	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	750,000.
Total	▶ 3b			750,000.

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

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

OMB No 1545-0047

2014

Name of the organization

Employer identification number

THE NEUBAUER FAMILY FOUNDATION

25-6627704

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOSEPH NEUBAUER 210 W. RITTENHOUSE SQUARE #3106 PHILADELPHIA, PA 19103	\$ 30,270,000.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
2	JOSEPH NEUBAUER 210 W. RITTENHOUSE SQUARE #3106 PHILADELPHIA, PA 19103	\$ 27,020,000.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
3	JOSEPH NEUBAUER 210 W. RITTENHOUSE SQUARE #3106 PHILADELPHIA, PA 19103	\$ 20,292,500.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
4	JOSEPH NEUBAUER 210 W. RITTENHOUSE SQUARE #3106 PHILADELPHIA, PA 19103	\$ 10,905,000.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
5	JOSEPH NEUBAUER 210 W. RITTENHOUSE SQUARE #3106 PHILADELPHIA, PA 19103	\$ 4,556,500.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
6	JOSEPH NEUBAUER 210 W. RITTENHOUSE SQUARE #3106 PHILADELPHIA, PA 19103	\$ 47,325,000.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>1,000,000 SHARES ARAMARK STOCK</u> _____ _____	\$ <u>30,270,000.</u>	<u>02/17/15</u>
<u>2</u>	<u>1,000,000 SHARES ARAMARK STOCK</u> _____ _____	\$ <u>27,020,000.</u>	<u>12/01/14</u>
<u>3</u>	<u>500,000 SHARES GRUBHUB STOCK</u> _____ _____	\$ <u>20,292,500.</u>	<u>02/20/15</u>
<u>4</u>	<u>250,000 SHARES GRUBHUB STOCK</u> _____ _____	\$ <u>10,905,000.</u>	<u>03/03/15</u>
<u>5</u>	<u>100,000 SHARES GRUBHUB STOCK</u> _____ _____	\$ <u>4,556,500.</u>	<u>03/23/15</u>
<u>6</u>	<u>1,000,000 SHARES ARAMARK STOCK</u> _____ _____	\$ <u>47,325,000.</u>	<u>11/18/15</u>

Name of organization THE NEUBAUER FAMILY FOUNDATION	Employer identification number 25-6627704
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

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

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	PERRY PARTNERS	P	VARIOUS	12/31/14
b	1,000,000 SHS ARAMARK STOCK	D	VARIOUS	12/01/14
c	500,000 SHS GRUBHUB STOCK	D	VARIOUS	02/20/15
d	1,000,000 SHS ARAMARK STOCK	D	VARIOUS	02/17/15
e	250,000 SHS GRUBHUB STOCK	D	VARIOUS	03/03/15
f	100,000 SHS GRUBHUB STOCK	D	VARIOUS	03/23/15
g	1,500,000 SHS ARAMARK STOCK	D	VARIOUS	11/18/15
h	CAPITAL GAIN FROM NEXT EGG INVESTMENT (NFF)	P	VARIOUS	VARIOUS
i	CAPITAL GAIN FROM NEXT EGG INVESTMENT (NFF)	P	VARIOUS	VARIOUS
j	KRAFT FOODS GROUP, INC	P	VARIOUS	07/06/15
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 8,775.			8,775.
b 27,020,000.		50,000.	26,970,000.
c 20,320,804.		7,815.	20,312,989.
d 29,880,000.		50,000.	29,830,000.
e 10,886,956.		3,908.	10,883,048.
f 4,588,255.		1,563.	4,586,692.
g 47,999,117.		75,000.	47,924,117.
h 2,713,639.			2,713,639.
i 13,810,237.			13,810,237.
j 51,760.			51,760.
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			8,775.
b			26,970,000.
c			20,312,989.
d			29,830,000.
e			10,883,048.
f			4,586,692.
g			47,924,117.
h			2,713,639.
i			13,810,237.
j			51,760.
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	157,091,257.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN COMMITTEE FOR TEL AVIV FDN 1201 BROADWAY, SUITE 802 NEW YORK, NY 10001	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	415,000.
AMERICAN JEWISH COMMITTEE 30 S 15TH ST #801 PHILADELPHIA, PA 19102	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	75,000.
AMERICAN PHILOSOPHICAL SOCIETY 104 SOUTH FIFTH STREET PHILADELPHIA, PA 19106	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
AMERICAN TECHNION SOCIETY 55 EAST 59TH STREET NEW YORK, NY 10022	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	500,000.
ARTIS 401 BROADWAY, SUITE 803 NEW YORK, NY 10013	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
ASIA SOCIETY 725 PARK AVENUE NEW YORK, NY 10021	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
ASSOCIATION FOR FRONTOTEMPORAL DISORDERS 290 KING OF PRUSSIA ROAD RADNOR, PA 19087	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	50,375.
ATHENAEUM OF PHILADELPHIA 219 S. 6TH STREET PHILADELPHIA, PA 19106	N/A	509(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
AUTISM SCIENCE FOUNDATION 28 WEST 39TH STREET, SUITE #502 NEW YORK, NY 10018	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	6,000.
92ND STREET "Y" NURSERY SCHOOL 1395 LEXINGTON AVENUE NEW YORK, NY 10128	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	75,000.
Total from continuation sheets				20,247,053.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BETH DAVID REFORM SYNAGOGUE 1130 VAUGHAN LANE GLADWYNE, PA 19035	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	30,000.
BRANDEIS UNIVERSITY P.O. BOX 549110 WALTHAM, MA 02454	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	55,800.
BRIDLEWILD TRAILS ASSOCIATION P.O. BOX 368 GLADWYNE, PA 19035	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,500.
AMERICAN FRIENDS OF THE ISRAEL MUSEUM 545 FIFTH AVENUE, SUITE 920 NEW YORK, NY 10017	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
CARSON SCHOLARS FUND 305 W. CHESAPEAKE AVENUE, SUITE L-020 TOWSON, MD 21204	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
CENTER FOR CURATORIAL LEADERSHIP 174 EAST 80TH STREET NEW YORK, NY 10075	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
CENTRAL PARK CONSERVATORY 14 E. 60TH ST NEW YORK, NY 10022	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
CENTROPA 1141 LOXFORD TERRACE SILVER SPRING, MD 20901	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
CHILDREN'S CARDIOMYOPATHY FOUNDATION P.O. BOX 547 TENAFLY, NJ 07670	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	2,160.
BELLWETHER EDUCATION PARTNERS 517 BOSTON POST ROAD SUDBURY, MA 01776	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	53,536.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILDREN'S MUSEUM OF ART 103 CHARLTON ST. NEW YORK, NY 10014	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	142,800.
COLUMBIA UNIVERSITY MEDICAL CENTER 630 WEST 168TH ST. NEW YORK, NY 10032	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	734,500.
COMMUNITY PARTNERSHIP SCHOOL 1936 N. JUDSON STREET PHILADELPHIA, PA 19121	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	11,500.
DREXEL UNIVERSITY 3141 CHESTNUT STREET PHILADELPHIA, PA 19104	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
EPISCOPAL ACADEMY 1785 BISHOP WHITE DRIVE NEWTOWN SQUARE, PA 19073	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	9,000.
BISHOP MCDEVITT HIGH SCHOOL 125 ROYAL AVENUE WYNCOTE, PA 19095	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
CARNEGIE HALL 881 SEVENTH AVENUE NEW YORK, NY 10019	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,500.
CURTIS INSTITUTE OF MUSIC 1726 LOCUST STREET PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
FOUNDATION FIGHTING BLINDNESS 7168 COLUMBIA GATEWAY DRIVE, STE 100 COLUMBIA, MD 21046	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
DELAWARE CANAL 21 36 BRIDGE FOUR LANE PIPERSVILLE, PA 18947	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FOUNDATION FOR JEWISH CAMP 253 WEST 35TH ST. 4TH FL NEW YORK, NY 10001	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
GARDEN STATE UNDERWATER RECOVERY UNIT 160 YORK ROAD, PO BOX 404 MILFORD, NJ 08848	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
FRANKLIN INSTITUTE 222 N 20TH ST PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
FREE LIBRARY OF PHILADELPHIA FOUNDATION 1901 VINE STREET PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
INDUSTRIOUS PHILADELPHIA 230 S BROAD ST PHILADELPHIA, PA 19102	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	4,750.
JEWISH MUSEUM BERLIN 227 RIDGEVIEW ROAD PRINCETON, NJ 08540	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
AMERICAN FRIENDS OF TEL AVIV UNIVERSITY 39 BROADWAY, SUITE 1510 NEW YORK, NY 10006	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	300,000.
FRIENDS' CENTRAL SCHOOL 1101 CITY AVENUE WYNNEWOOD, PA 19096	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	30,000.
GLADWYNE FIRE COMPANY 1044 BLACK ROCK ROAD GLADWYNE, PA 19035	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	450.
GLADWYNE FREE LIABRARY 362 RIGHTERS MILL ROAD GLADWYNE, PA 19035	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	750.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LITTLE FLOWER HIGH SCHOOL FOR GIRLS 1000 W. LYCOMING STREET PHILADELPHIA, PA 19140	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
GREATER PHILADELPHIA CHAMBER OF COMMERCE 200 S. BROAD ST., SUITE 700 PHILADELPHIA, PA 19102	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	6,500.
MOUNT SINAI HOSPITAL ONE GUSTAVE L. LEVY PLACE NEW YORK, NY 10029	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
MUNICIPAL ART SOCIETY 488 MADISON AVENUE, SUITE 1900 NEW YORK, NY 10022	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
MUSEUM OF MODERN ART GIVING 11 WEST 53 STREET NEW YORK, NY 10019	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	3,000.
HORATIO ALGER ASSOCIATION 99 CANAL CENTER PLAZA, SUITE 320 ALEXANDRIA, VA 22314	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	420,000.
HOSPITAL FOR SPECIAL SURGERY 535 E 70TH ST NEW YORK, NY 10021	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
JACKSON GABRIEL SILVER FOUNDATION 1725 YORK AVENUE, SUITE 29G NEW YORK, NY 10128	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	21,600.
JAMES A MICHENER ART MUSEUM 138 S. PINE ST DOYLESTOWN, PA 18901	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
MUSICOPIA 2001 MARKET ST STE 700 PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	125,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JEWISH FEDERATION OF GREATER PHILADELPHIA 2100 ARCH STREET PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	300,000.
JEWISH MUSEUM OF NEW YORK 1109 FIFTH AVENUE NEW YORK, NY 10128	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	65,000.
JEWISH PUBLICATION SOCIETY 2100 ARCH STREET PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	6,000.
JEWISH THEOLOGIC SEMINARY 3080 BROADWAY NEW YORK, NY 10027	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
NATIONAL VIETNAM VETERANS FOUNDATION 2020 PENNSYLVANIA AVE NW #336 WASHINGTON, DC 20006	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	360.
NATIONAL MS SOCIETY GREATER DELAWARE VALLEY CHAPTER 30 SOUTH 17TH STREET, SUITE 800 PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	33,750.
LIBRARY COMPANY OF PHILADELPHIA 1314 LOCUST STREET PHILADELPHIA, PA 19107	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
NEW VENTURE FUND 1201 CONNECTICUT AVENUE NW STE 300 WASHINGTON, DC 20036	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	750,000.
LITTLE HEARTS P.O. BOX 171 CROMWELL, CT 06416	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	30,000.
NORTH AMERICAN COUNCIL MUSEUM 733 PARK AVE, SUITE 1 NEW YORK, NY 10021	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
Total from continuation sheets				

THE NEUBAUER FAMILY FOUNDATION

25-6627704

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LOWER MERION FRATERNAL ORDER OF POLICE P.O. BOX 430 ARDMORE, PA 19003	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	150.
METROPOLITAN OPERA 30 LINCOLN CENTER PLAZA NEW YORK, NY 10023	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	400,000.
MD ANDERSON CANCER CENTER 1515 HOLCOMBE BLVD HOUSTON, TX 77030	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	300,000.
MIRACLE FEET 605 W. MAIN STREET, SUITE 107 CARRBORO, NC 27510	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	45,000.
MOVING TRADITIONS 261 OLD YORK ROAD, SUITE 734 JENKINTOWN, PA 19046	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	8,580.
NATIONAL CONSTITUTION CENTER 525 ARCH STREET PHILADELPHIA, PA 19106	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	26,787.
NY PRESBYTERIAN HOSPITAL - WEILL CORNELL MEDICINE 525 EAST 68TH STREET NEW YORK, NY 10065	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	7,500.
NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY 55 NORTH 5TH STREET PHILADELPHIA, PA 19106	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	18,000.
NEUE GALERIE NEW YORK 1048 FIFTH AVENUE NEW YORK, NY 10028	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
NEW YORK PUBLIC RADIO WQXR 160 VARICK ST. NEW YORK, NY 10013	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OPERA COMPANY OF PHILADELPHIA 1420 LOCUST STREET, SUITE 210 PHILADELPHIA, PA 19102	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
OJAI FESTIVAL 201 SOUTH SIGNAL STREET OJAI, CA 93023	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
PA ACADEMY OF FINE ARTS 118-128 NORTH BROAD STREET PHILADELPHIA, PA 19102	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	31,500.
PETER'S PLACE 150 N. RADNOR CHESTER ROAD, SUITE F130 RADNOR, PA 19087	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	750.
INSTITUTE FOR JOURNALISM IN NEW MEDIA 801 MARKET STREET, SUITE 300 PHILADELPHIA, PA 19107	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
PROJECT H.O.M.E. 1515 FAIRMOUNT AVENUE PHILADELPHIA, PA 19130	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	265,000.
PHILADELPHIA MUSEUM OF ART P.O. BOX 7646 PHILADELPHIA, PA 19101	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
PHILADELPHIA ORCHESTRA ASSOCIATION ONE SOUTH BROAD STREET, 14TH FLOOR PHILADELPHIA, PA 19107	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	120,000.
PHILADELPHIA RONALD MCDONALD HOUSE 3921-3925 CHESTNUT STREET PHILADELPHIA, PA 19104	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	450.
PHILADELPHIA ZOO 3400 W GIRARD AVE PHILADELPHIA, PA 19104	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	4,800.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ROUNDCORNER INC 1430 MASSACHUSETTS AVE CAMBRIDGE, MA 02138	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	3,600.
PRINCETON UNIVERSITY P.O. BOX 5357 PRINCETON, NJ 08543	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	582,000.
PROSTATE CANCER FOUNDATION 1250 FOURTH STREET SANTA MONICA, CA 90401	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
SHOFUSO JAPANESE HOUSE AND GARDEN LANSDOWNE DR & HORTICULTURAL DR PHILADELPHIA, PA 19131	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
SLATER JETT MEYERS FOUNDATION 25 WOODGLEN DR NEW CITY, NY 10956	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	6,000.
SMILE TRAIN 41 MADISON AVENUE NEW YORK, NY 10010	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	450.
SMITH PLAYGROUND 3500 RESERVOIR DRIVE PHILADELPHIA, PA 19121	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,080.
ST. PAUL'S LUTHERAN CHURCH 5918 N 5TH ST PHILADELPHIA, PA 19120	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,500.
TEXAS STATE HISTORY MUSEUM FOUNDATION P.O. BOX 12456 AUSTIN, TX 78711	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
THE ATHENAEUM OF PHILADELPHIA 219 S 6TH ST PHILADELPHIA, PA 19106	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	325.
Total from continuation sheets				

THE NEUBAUER FAMILY FOUNDATION

25-6627704

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE BARNES FOUNDATION 2025 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19130	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,250,000.
THE CHAPIN SCHOOL 100 EAST END AVENUE NEW YORK, NY 10028	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	333,000.
THE CENTER FOR ARCHITECTURE 536 LAGUARDIA PL NEW YORK, NY 10012	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
THE FORWARD 125 MAIDEN LANE NEW YORK, NY 10038	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
THE GERSHMAN "Y" 410 SOUTH BROAD STREET PHILADELPHIA, PA 19147	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
THE METROPOLITAN OPERA LINCOLN CENTER NEW YORK, NY 10023	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,827,000.
THE MOYER FOUNDATION 2426 32ND AVE WEST NO 200 SEATTLE, WA 98199	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
THE STEPHEN GAYNOR SCHOOL 148 WEST 90TH STREET NEW YORK, NY 10024	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	168,000.
THE FREE LIBRARY OF PHILADELPHIA 18 S 7TH ST PHILADELPHIA, PA 19106	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
THE WASHINGTON INSTITUTE 715 W. BROAD ST 2ND FLR FALLS CHURCH, VA 22046	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET ROOM 329 PHILADELPHIA, PA 19104	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
THE PA HORTICULTURAL SOCIETY 100 N 20TH ST #5 PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
UNITED WAY OF SOUTHEASTERN PA 1709 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
UNIVERSITY OF CHICAGO 5801 SOUTH ELLIS AVENUE CHICAGO, IL 60637	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	7,038,250.
WETHERILL SCHOOL 1321 BEAUMONT DRIVE GLADWYNE, PA 19035	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	150.
WHYY 150 N. 6TH STREET PHILADELPHIA, PA 19106	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,390,000.
WOLF PERFORMING ARTS CENTER P.O. BOX 434 NARBERTH, PA 19072	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	3,000.
WOMEN AGAINST ABUSE 100 SOUTH BROAD STREET, SUITE 1341 PHILADELPHIA, PA 19110	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	750.
WORLD MEETING OF FAMILIES 222 NORTH 17TH STREET, SUITE 706 PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,200,000.
THE POYNTER FOUNDATION 801 3RD ST S ST. PETERSBURG, FL 33701	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WRTI TEMPLE UNIVERSITY 1509 CECIL B. MOORE AVENUE, 3RD FLOOR PHILADELPHIA, PA 19121	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
YOUTH MENTORING PARTNERSHIP 20 LIBERTY BLVD, SUITE A-9 MALVERN, PA 19355	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	300.
THE WHITNEY MUSEUM 99 GANSEVOORT ST NEW YORK, NY 10014	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
THORNCROFT 190 LINE RD MALVERN, PA 19355	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	300.
UNIVERSITY OF CHICAGO 5801 S ELLIS AVE CHICAGO, IL 60637	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
UTOPIA FOUNDATION 111 CASS STREET TRAVERSE CITY, MI 49684	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	37,500.
Total from continuation sheets				

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PERRY PARTNERS	8,775.	0.	0.	0.	8,775.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,000,000 SHS ARAMARK STOCK	27,020,000.	27,020,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500,000 SHS GRUBHUB STOCK	20,320,804.	20,292,500.	0.	0.	28,304.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,000,000 SHS ARAMARK STOCK	29,880,000.	30,270,000.	0.	0.	<390,000.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250,000 SHS GRUBHUB STOCK	10,886,956.	10,905,000.	0.	0.	<18,044.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000 SHS GRUBHUB STOCK	4,588,255.	4,556,500.	0.	0.	31,755.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,500,000 SHS ARAMARK STOCK	47,999,117.	47,325,000.	0.	0.	674,117.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
CAPITAL GAIN FROM NEXT EGG INVESTMENT (NFF)	PURCHASED		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,713,639.	0.	0.	0.	2,713,639.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
CAPITAL GAIN FROM NEXT EGG INVESTMENT (NFF)	PURCHASED		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,810,237.	0.	0.	0.	13,810,237.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
KRAFT FOODS GROUP, INC	PURCHASED		VARIOUS	07/06/15
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
51,760.	0.	0.	0.	51,760.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	16,910,543.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS FROM NEXT EGG INVESTMENTS (NFF)	1,400,399.	0.	1,400,399.	1,400,399.	
INTEREST FROM NEXT EGG INVESTMENTS (NFF) PASSTHROUGH	6,789,849.	0.	6,789,849.	6,764,381.	
INTEREST INCOME	9,258.	0.	9,258.	9,258.	
OTHER DIVIDEND INCOME	206,908.	0.	206,908.	206,908.	
TO PART I, LINE 4	8,406,414.	0.	8,406,414.	8,380,946.	

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 LOSS FROM NEXT EGG INVESTMENTS (NFF) PASSTHROUGH K-1S	<6,545,625.>	<6,545,625.>	
ADJUST FOR INCOME ALLOCATED TO FORM 990-T	0.	<2,194,122.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<6,545,625.>	<8,739,747.>	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	210,690.	42,138.		168,552.
TO FORM 990-PF, PG 1, LN 16B	210,690.	42,138.		168,552.

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
INVESTMENT MANAGEMENT FEES	171.	171.		0.
CONSULTING EXPENSES	30,127.	0.		30,127.
CONTRACTOR EXPENSES	56,520.	0.		56,520.
TO FORM 990-PF, PG 1, LN 16C	86,818.	171.		86,647.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NET FEDERAL EXCISE TAX	1,100,000.	0.		0.
PAYROLL TAXES	13,658.	0.		13,658.
PA CHARITY FILING FEE	15.	0.		15.
TO FORM 990-PF, PG 1, LN 18	1,113,673.	0.		13,673.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	412.	412.		0.
MISC INVESTMENT FEES	750.	750.		0.
SPONSORSHIP OF FUNDRAISING EVENTS FOR PUBLIC CHARITIES	71,370.	0.		71,370.
OFFICE EXPENSES	21,812.	10,906.		10,906.
DUES AND SUBSCRIPTIONS	1,559.	0.		1,559.
PAYROLL PROCESSING FEE	1,333.	0.		1,333.
INSURANCE EXPENSES	868.	0.		868.
TO FORM 990-PF, PG 1, LN 23	98,104.	12,068.		86,036.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
UBS SECURITIES	1,780,170.	4,939,934.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,780,170.	4,939,934.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TPG-AXON	COST	451,630.	80,429.
ELLIOT INTERNATIONAL LTD	COST	5,000,000.	9,317,289.
NEXT EGG INVESTMENTS (NFF), LP	COST	244,014,614.	292,284,465.
TOTAL TO FORM 990-PF, PART II, LINE 13		249,466,244.	301,682,183.

FORM 990-PF

TRANSFERS TO CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 10

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

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

80-0696650

ADDRESS

C/O 1650 MARKET STREET, SUITE 4500
PHILADELPHIA, PA 19103-7341

DESCRIPTION OF TRANSFER

PARTNERSHIP CAPITAL CONTRIBUTIONS.

AMOUNT
OF TRANSFER

112,862,331.

TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES

112,862,331.

FORM 990-PF

TRANSFERS FROM CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 11

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

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

80-0696650

ADDRESS

C/O 1650 MARKET STREET, SUITE 4500
PHILADELPHIA, PA 19103-7341

DESCRIPTION OF TRANSFER

PARTNERSHIP CAPITAL DISTRIBUTIONS AND RETURN OF CAPITAL.

AMOUNT
OF TRANSFER

105,063,051.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES

105,063,051.

FORM 990-PF

LIST OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 12

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

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

80-0696650

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

C/O 1650 MARKET STREET, SUITE 4500
PHILADELPHIA, PA 19103-7341

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

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

80-0696650

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

C/O 1650 MARKET STREET, SUITE 4500
PHILADELPHIA, PA 19103-7341