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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 separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation: QUAKER CITY FOUNDATION

A Employer identification number: 52-6854624

Number and street (or P O box number if mail is not delivered to street address): 1701 HORSESHOE TRAIL | Room/suite

B Telephone number (see instructions): 610-827-7858

City or town, state or province, country, and ZIP or foreign postal code: CHESTER SPRINGS PA 19425

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 12,491,590

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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) (see instructions))

	Line	Description	(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)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	352	352		
	4	Dividends and interest from securities	161,036	161,036		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	1,335,651			
	b	Gross sales price for all assets on line 6a 8,502,429				
	7	Capital gain net income (from Part IV, line 2)		1,278,663		
	8	Net short-term capital gain			0	
	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) STMT 2	316,811	342,543		
	12	**Total.** Add lines 1 through 11	1,813,850	1,782,594	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	81,000			81,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	5,558			5,558
	c	Other professional fees (attach schedule)				
	17	Interest	6,952	6,952		
	18	Taxes (attach schedule) (see instructions) STMT 4	9,441			6,524
	19	Depreciation (attach schedule) and depletion STMT 5	5,666			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 6	43,582			86,636
	24	**Total operating and administrative expenses.** Add lines 13 through 23	152,199	6,952	0	179,718
	25	Contributions, gifts, grants paid	816,061			816,061
	26	**Total expenses and disbursements.** Add lines 24 and 25	968,260	6,952	0	995,779
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	845,590			
	b	**Net investment income** (if negative, enter -0-)		1,775,642		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash – non-interest-bearing	128,187	258,908	258,909
	2	Savings and temporary cash investments		400,000	400,000
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶ SEE WRK 500,000			
		Less allowance for doubtful accounts ▶ 0	50,000	500,000	500,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule) STMT 7		399,750	394,456
	b	Investments – corporate stock (attach schedule) SEE STMT 8	7,287,085	3,758,392	6,370,150
	c	Investments – corporate bonds (attach schedule) SEE STMT 9		309,479	398,597
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) SEE STATEMENT 10	1,313,419	3,923,212	4,115,191
	14	Land, buildings, and equipment basis ▶ 54,287			
		Less accumulated depreciation (attach sch) ▶ STMT 11 48,448	11,503	5,839	54,287
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	8,790,194	9,555,580	12,491,590
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 ▶ SEE STATEMENT 12)	95,544	15,340	
	23	**Total liabilities** (add lines 17 through 22)	95,544	15,340	
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			
	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	1,026,755	1,026,755	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	7,667,895	8,513,485	
	30	**Total net assets or fund balances** (see instructions)	8,694,650	9,540,240	
	31	**Total liabilities and net assets/fund balances** (see instructions)	8,790,194	9,555,580	

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	8,694,650
2	Enter amount from Part I, line 27a	2	845,590
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,540,240
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	9,540,240

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	SEE WORKSHEET			
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				
b				
c				
d				
e				

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				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,278,663
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	49,788

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))
2014	1,417,519	13,714,475	0.103359
2013	832,469	11,245,216	0.074029
2012	885,845	10,744,101	0.082449
2011	825,949	9,675,968	0.085361
2010	628,783	5,776,886	0.108845

2	**Total** of line 1, column (d)	2	0.454043
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	0.090809
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	11,995,094
5	Multiply line 4 by line 3	5	1,089,262
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	17,756
7	Add lines 5 and 6	7	1,107,018
8	Enter qualifying distributions from Part XII, line 4	8	995,779

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	35,513
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	35,513
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	35,513
6	Credits/Payments			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a 38,154		
b	Exempt foreign organizations – tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	38,154
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	2,641
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 0 **Refunded** ▶		11	2,641

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
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? If "Yes," attach a detailed description of the activities	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		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?	6	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	7	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	8b		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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ OUAKER CITY FOUNDATION Telephone no ▶ 610-827-7858
1701 HORSESHOE TRAIL
Located at ▶ CHESTER SPRINGS PA ZIP+4 ▶ 19425-1814

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

			Yes	No
16	At any time during calendar year 2015, 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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 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?	☐ 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)?			1b		X
	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 2015?			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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ Yes	☒ No			
	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) 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 ▶ 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?	☐ Yes	☒ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015) N/A			3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?			4b		X

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

			Yes	No
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			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
COLLIN F. MCNEIL CHESTER SPRINGS 1701 HORSEHOE TRAIL PA 19425	TRUSTEE/FDTN 20.00	81,000	0	0

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
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 (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

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 (see instructions)

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 ▶	

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	11,975,024
b	Average of monthly cash balances		1b	202,736
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	12,177,760
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	12,177,760
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	182,666
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	11,995,094
6	**Minimum investment return.** Enter 5% of line 5		6	599,755

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	599,755
2a	Tax on investment income for 2015 from Part VI, line 5	2a	35,513		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	35,513
3	Distributable amount before adjustments Subtract line 2c from line 1			3	564,242
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	564,242
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	564,242

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	995,779
b	Program-related investments – total from Part IX-B	1b	
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	995,779
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	995,779

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7					564,242
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only					
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2015					
a From 2010	348,999				
b From 2011	345,839				
c From 2012	361,025				
d From 2013	308,374				
e From 2014	741,383				
f **Total** of lines 3a through e		2,105,620			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 995,779					
a Applied to 2014, 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 2015 distributable amount					564,242
e Remaining amount distributed out of corpus		431,537			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		2,537,157			
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 2014 Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016					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 2010 not applied on line 5 or line 7 (see instructions)		348,999			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		2,188,158			
10 Analysis of line 9					
a Excess from 2011	345,839				
b Excess from 2012	361,025				
c Excess from 2013	308,374				
d Excess from 2014	741,383				
e Excess from 2015	431,537				

Part XIV Private 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 2015, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 XV Supplementary Information (Complete this part only if the foundation 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))

COLLIN F. MCNEIL

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

N/A

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 e-mail address of the person to whom applications should be addressed

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 13				816,061
Total			▶ 3a	816,061
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	352	
4 Dividends and interest from securities			14	161,036	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,278,663	56,988
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b LIMITED PARTNERSHIP DISPOSAL					342,543
c INCOME FROM PARTNERSHIP	211110	-25,088			
d INCOME FROM PARTNERSHIP			18	-644	
e					
12 Subtotal Add columns (b), (d), and (e)		-25,088		1,439,407	399,531

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,813,850

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
N/A	

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here

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

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Signature of officer or trustee: [signature] | Date: 11.18.18 | Title: TRUSTEE/FDTN MGT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
MICHAEL A. DEHAVEN	MUCDeHa		
Firm's name ▶ RAINER & COMPANY		PTIN	P00440289
Firm's address ▶ 2 CAMPUS BLVD STE 220 NEWTOWN SQUARE, PA 19073-3270		Firm's EIN ▶ 23-2183936	Phone no 610-353-4610

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Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description			How Received	Whom Sold			
	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
PARTNERSHIP EMERGE BASIS ADJ			PURCHASE				
			$ 56,988	$	$	$	$ 56,988
TOTAL			$ 56,988	$ 0	$ 0	$ 0	$ 56,988

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
LIMITED PARTNERSHIP DISPOSAL	$ 342,543	$ 342,543	$
INCOME FROM PARTNERSHIP	-25,088		
INCOME FROM PARTNERSHIP	-644		
TOTAL	$ 316,811	$ 342,543	$ 0

Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
BRETT SENIOR & ASSOCIATES	$	$	$	$
TOTAL	$ 0	$ 0	$ 0	$ 0

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Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
SENIOR TAX & BUSINESS SERIVCE	$ 5,558	$	$	$ 5,558
TOTAL	$ 5,558	$ 0	$ 0	$ 5,558

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	$ 2,917	$	$	$
FORM 990 PF EXCISE TAX				
PAYROLL TAXES	6,524			6,524
TOTAL	$ 9,441	$ 0	$ 0	$ 6,524

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

Description / Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
OFFICE COMPUTER 4/28/08	$ 2,448	$ 2,448	S/L	5	$	$	$
OFFICE CABINETS 7/01/08	21,518	19,981	S/L	7	1,537		
COMPUTER 6/16/09	2,437	2,437	S/L	5			
CAMERA ELECTRONIC DATA CAP 9/11/09	825	629	S/L	7	118		
EQUIPMENT 10/08/09	954	954	S/L	5			
COPIER 12/10/09	478	478	S/L	5			
OFFICE FIXTURES 1/27/09	1,217	1,029	S/L	7	174		

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Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
OFFICE FIXTURES 1/16/09	$ 3,893	$ 3,290	S/L	7	$ 556	$	$
OFFICE FURNITURES 1/15/10	1,326	946	S/L	7	189		
OFFICE FURNITURE 2/09/10	1,349	948	S/L	7	193		
OFFICE FURNITURES 3/19/10	179	122	S/L	7	26		
OFFICE FURNITURES 3/22/10	178	120	S/L	7	25		
OFFICE FURNITURES 3/24/10	190	128	S/L	7	27		
COMPUTER 3/24/10	2,278	2,165	S/L	5	113		
COMPUTER SOFTWARE 7/22/11	421	421	S/L	3			
COMPUTER HARDWARE 7/23/11	1,748	1,224	S/L	5	350		
COMPUTER SOFTWARE 8/27/11	314	314	S/L	3			
COMPUTER HARDWARE 10/17/11	423	296	S/L	5	85		
OFFICE EQUIPMENT 1/20/12	488	284	S/L	5	98		
OFFICE EQUIPMENT 6/26/12	130	65	S/L	5	26		
OFFICE EQUIPMENT 8/24/12	1,094	511	S/L	5	218		
OFFICE EQUIPMENT 9/22/12	709	319	S/L	5	141		
OFFICE EQUIPMENT 11/11/12	891	386	S/L	5	179		
OFFICE CABINETS 5/01/13	583	139	S/L	7	83		

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Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
OFFICE EQUIPMENT 5/10/13	$ 343	$ 114	S/L	5	$ 69	$	$
SOFTWARE 5/17/13	262	138	S/L	3	88		
SOFTWARE 7/16/13	105	50	S/L	3	35		
OFFICE EQUIPMENT 7/23/13	225	64	S/L	5	45		
OFFICE EQUIPMENT 7/25/13	806	228	S/L	5	162		
OFFICE EQUIPMENT 8/05/13	298	84	S/L	5	60		
OFFICE EQUIPMENT 8/15/13	530	150	S/L	5	106		
SOFTWARE 11/13/13	178	69	S/L	3	60		
SOFTWARE 8/02/13	200	94	S/L	3	67		
COMPUTER 11/16/13	635	138	S/L	5	127		
OFFICE EQUIPMENT 12/14/13	188	41	S/L	5	37		
OFFICE EQUIPMENT 12/15/13	1,141	247	S/L	5	228		
OFFICE CABINETS 12/22/13	451	90	S/L	5	90		
PRINTER 1/06/14	317	181	200DB	7	39		
OFFICE EQUIPMENT 2/13/14	493	282	200DB	7	60		
SOFTWARE 3/26/14	95	61		3	16		
OFFICE EQUIPMENT 12/11/14	465	266	200DB	7	57		

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Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
FURNITURE & FIXTURES							
3/19/14	$ 1,484	$ 848	200DB	7	$ 182	$	$
TOTAL	$ 54,287	$ 42,779			$ 5,666	$ 0	$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
PARTNERSHIP NON DEDUCTIBLE	151			
SUBCONTRACTORS	13,297			13,297
OFFICE EXPENSE	12,895			
INVESTMENT EXPENSE	16,778			16,778
INSURANCE	461			56,561
TOTAL	$ 43,582	$ 0	$ 0	$ 86,636

Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	$	$ 399,750	COST	$ 394,456
TOTAL	$ 0	$ 399,750		$ 394,456

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Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
INVESTMENT	$ 7,287,085	$ 3,758,392	COST	$ 6,370,150
TOTAL	$ 7,287,085	$ 3,758,392		$ 6,370,150

Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	$	$ 309,479	COST	$ 398,597
TOTAL	$ 0	$ 309,479		$ 398,597

Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
LIMITED PARTNERSHIPS	$ 1,313,419	$ 3,923,212	COST	$ 4,115,191
TOTAL	$ 1,313,419	$ 3,923,212		$ 4,115,191

Statement 11 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
	$ 11,503	$ 54,287	$ 48,448	$ 54,287
TOTAL	$ 11,503	$ 54,287	$ 48,448	$ 54,287

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Statement 12 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
CREDIT CARD	$ 95,544	$ 15,340
TOTAL	$ 95,544	$ 15,340

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
COLLIN F. MCNEIL	$
TOTAL	$ 0

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Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
ATHENAEUM OF PHILADELPHIA PHILADELPHIA PA 19106	219 S 6 TH ST	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	8,000
BOYS LATIN OF PHILADELPHIA PHILADELPHIA PA 19143	5501 CEDAR AVE	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000
BRANDYWINE CONSERVANCY CHADDS FORD PA 19133	BOX 142	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	10,000
BRANDYWINE VALLEY ASSOCIATION WEST CHESTER PA 19382	1760 UNIONVILLE-WAWASET R	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	25,000
CHESTER COUNTY HISTORICAL SOCIATETY WEST CHESTER PA 19341	225 NORTH HIGH STREET	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000
COMMUNITY PARTNERSHIP SCHOOL PHILADELPHIA PA 19121	1936 JUDSON ST	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	2,000
DEVON HORSE SHOW AND COUNTRY FAIR F DEVON PA 19333	BOX 865	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	64,128
FRIENDS OF LEMON HILL PHILADELPHIA PA 19130	LEMON HILL DRIVE AND SEDG	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	500
FRIENDS OF CHAMOUNIX PHILADELPHIA PA 19131	50 CHAMOUNIX DR.	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	500
HAMPTON CLASSIC BRIDGEHAMPTION NY 11932	PO BOX 3013	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	45,000
HISTORIC SUGARTOWN MALVERN PA 19355	273 BOOT RD	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000
HISTORICAL SOCIETY OF PA PHILADELPHIA PA 19107	1300 LOCUST STREET	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	65,000
LIONVILLE FIRE FOUNDATION LIONVILLE PA 19353	15 S VILLAGE AVE	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000
LITTLE KESWICK FOUNDATION KESWICK VA 22947	PO BOX 722	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	25,000
MARVELWOOD SCHOOL KENT CT 06757	476 SKIFF MOUNTAIN RD	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	6,890
NCSDA/PA PHILADELPHIA PA 19103	1630 LATIMER ST	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	500
NATURAL LANDS TRUST MEDIA PA 19063	1031 PALMERS MILL RD	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	5,000

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Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
NORTHERN HOME FOR CHILDREN PHILADELPHIA PA 19128	5301 RIDGE AVE	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	85,510
PHILADELPHIA ZOO PHILADELPHIA PA 19104	3400 W GIRARD AVE	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	7,500
PHILADELPHIA CHARITY BALL INC. SOUTHEASTERN PA 19399	PO BOX 117	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,200
RANDON HOUNDS FOUNDATION MALVERN PA 19355	826 PROVIDENCE RD	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	392,583
THE SHOW JUMPING HALL OF FAME AND M FOXBORO MA 02035	38 MECHANIC STREET	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000
ST. PAUL CHURCH PHILADELPHIA PA 19118	22E CHESTNUT HILL AVE	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	27,500
TOWN OF NORTH ELBA NY LAKE PLACID NY 12946	2693 MAIN STREET	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	15,000
US SPORTSMENT'S ALLIANCE FOUNDATION COLUMBUS OH 43229	801 KINGSMILL PARKWAY	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000
USET GLADSTONE NJ 07934	1040 POTTERSVILLE RD	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	10,400
WASHINGTON INTERNATIONAL HORSE SHOW WASHINGTON DC 20007	3299 K STREET, NW SUITE 6	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	12,350
WOUNDED WARRIORS TOPEKA KS 66675	PO BOX 758517	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	500
TOTAL				816,061