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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**

OMB No 1545-0052
2016
Open to Public Inspection

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

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation HENRY LEFFMANN		A Employer identification number 23-6200877	
Number and street (or P.O. box number if mail is not delivered to street address) 8800 TINICUM BOULEVARD -2ND FL		Room/suite	
B Telephone number (see instructions) (215) 749-7534		C If exemption application is pending, check here <input type="checkbox"/>	
City or town, state or province, country, and ZIP or foreign postal code PHILADELPHIA, PA 19153		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 112,565		J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,982	1,982		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,620			
	b Gross sales price for all assets on line 6a 50,339				
	7 Capital gain net income (from Part IV, line 2)		1,620		
	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)					
12 Total. Add lines 1 through 11	3,602	3,602			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	57	55		3
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)				0
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	155	21		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	212	76	0	3
	25 Contributions, gifts, grants paid	5,156			5,156
26 Total expenses and disbursements. Add lines 24 and 25	5,368	76	0	5,159	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,766				
b Net investment income (if negative, enter -0-)		3,526			
c Adjusted net income (if negative, enter -0-)			0		

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	8,300	6,966	6,966
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	101,677	101,251	105,599
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	109,977	108,217	112,565	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	109,465	107,745	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	512	472		
30 Total net assets or fund balances (see instructions)	109,977	108,217		
31 Total liabilities and net assets/fund balances (see instructions) .	109,977	108,217		

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	109,977
2 Enter amount from Part I, line 27a	2	-1,766
3 Other increases not included in line 2 (itemize) ▶ _____	3	6
4 Add lines 1, 2, and 3	4	108,217
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	108,217

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 Additional Data Table				
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	1,620
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	5,005	114,165	0 04384
2014	4,647	114,641	0 040535
2013	4,402	106,537	0 041319
2012	4,466	98,116	0 045518
2011	4,221	96,917	0 043553
2 Total of line 1, column (d)			2 0 214765
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 042953
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 109,768
5 Multiply line 4 by line 3			5 4,715
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 35
7 Add lines 5 and 6			7 4,750
8 Enter qualifying distributions from Part XII, line 4			8 5,159

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)

Table with 11 rows and 2 columns. Row 1: Exempt operating foundations... 1 35. Row 2: Domestic foundations... 2 0. Row 3: All other domestic foundations... 3 35. Row 4: Tax under section 511... 4 0. Row 5: Add lines 1 and 2... 5 35. Row 6: Subtitle A (income) tax... 6 0. Row 7: Tax based on investment income... 7 144. Row 8: Credits/Payments... 8 0. Row 9: 2016 estimated tax payments... 9 109. Row 10: Exempt foreign organizations... 10 0. Row 11: Tax paid with application... 11 82.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes/No). Row 1a: During the tax year, did the foundation attempt to influence any national, state, or local legislation... 1a No. Row 1b: Did it spend more than \$100 during the year... 1b No. Row 1c: Did the foundation file Form 1120-POL... 1c No. Row 2: Has the foundation engaged in any activities that have not previously been reported... 2 No. Row 3: Has the foundation made any changes, not previously reported... 3 No. Row 4a: Did the foundation have unrelated business gross income... 4a No. Row 4b: If "Yes," has it filed a tax return on Form 990-T... 4b. Row 5: Was there a liquidation, termination, dissolution... 5 No. Row 6: Are the requirements of section 508(e)... 6 Yes. Row 7: Did the foundation have at least \$5,000 in assets... 7 Yes. Row 8a: Enter the states to which the foundation reports... 8a PA. Row 8b: If the answer is "Yes" to line 7... 8b Yes. Row 9: Is the foundation claiming status as a private operating foundation... 9 No. Row 10: Did any persons become substantial contributors... 10 No.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address
14 The books are in care of PNC BANK NA Telephone no (215) 749-7534
Located at 8800 TINICUM BLVD PHILADELPHIA PA ZIP+4 19153
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year. 15
16 At any time during calendar year 2016, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).
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.
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 2016?
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 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).
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2016 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 2016).
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2016?

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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here. Yes No

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? 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? Yes No

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PNC Bank NA 116 ALLEGHENY CENTER MALL Pittsburgh, PA 15212	Trustee 1	57		

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	Title, and average hours per week (b) 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. Yes No 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. ▶		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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	111,440
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	111,440
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	111,440
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,672
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	109,768
6	Minimum investment return. Enter 5% of line 5.	6	5,488

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	5,488
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	35
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	35
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	5,453
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	5,453
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	5,453

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	5,159
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	5,159
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	35
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,124

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				5,453
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			3,149	
b Total for prior years 2014, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.	0			
b From 2012.	0			
c From 2013.	0			
d From 2014.	0			
e From 2015.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>5,159</u>				
a Applied to 2015, but not more than line 2a			3,149	
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 2016 distributable amount.				2,010
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				3,443
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 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.	0			
b Excess from 2013.	0			
c Excess from 2014.	0			
d Excess from 2015.	0			
e Excess from 2016.	0			

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 2016, enter the date of the ruling. ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

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

Recipient 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 <i>Paid during the year</i> THE FRANKLIN INSTITUTE 222 NORTH 20TH STREET Philadelphia, PA 191031115	NONE	PC	GENERAL SUPPORT	2,578
WAGNER FREE INST SCIENCE - PHILA 1700 MONTGOMERY AVE AT 17TH STREET Philadelphia, PA 191213227	NONE	PC	GENERAL SUPPORT	2,578
Total ▶ 3a				5,156
b <i>Approved for future payment</i>				
Total ▶ 3b				

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
25 901 BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORTFOLIO		2014-10-30	2016-01-12
13 697 EATON VANCE FLOATING RATE FUND CLASS I		2013-01-07	2016-01-12
8 ISHARES CORE US AGGREGATE BOND ETF		2014-10-22	2016-01-12
6 479 T ROWE PRICE GROWTH STOCK FUND		2014-12-30	2016-01-12
5 37 T ROWE PRICE REAL ESTATE FUND FD 122		2013-01-07	2016-01-12
1 SECTOR SPDR TR SBI INT-TECH		2015-11-30	2016-01-12
86 725 VANGUARD TOTL BD MKT IDX-ADM		2014-10-22	2016-01-12
20 ISHARES MSCI EAFE SMALL-CAP ETF		2015-11-30	2016-01-29
16 SPDR S&P INTERNATIONAL SMALL CAP		2015-11-30	2016-01-29
19 SECTOR SPDR TR SBI CYCL TRANS		2015-11-30	2016-02-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
252		265	-13
115		125	-10
868		884	-16
325		339	-14
142		115	27
41		44	-3
930		946	-16
930		1,010	-80
419		467	-48
1,427		1,539	-112

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-13
			-10
			-16
			-14
			27
			-3
			-16
			-80
			-48
			-112

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
33 SECTOR SPDR TR SBI INT-TECH		2015-11-30	2016-02-29
17 917 GOLDMAN SACHS GRTH OPPOR INSTIT CLASS		2016-01-12	2016-04-06
102 376 GOLDMAN SACHS GRTH OPPOR INSTIT CLASS		2013-01-07	2016-04-06
13 SECTOR SPDR TR SBI CONS STPLS		2016-02-29	2016-04-29
14 SECTOR SPDR TR SHS BEN INT-UTILITIES		2016-02-29	2016-04-29
27 468 COLUMBIA ACORN INTL FUND CL Z		2014-03-14	2016-05-26
1 022 COLUMBIA ACORN INTL FUND CL Z		2016-01-12	2016-05-26
16 928 GOLDMAN SACHS MID CAP VALUE FD CL I		2016-01-12	2016-05-26
68 342 GOLDMAN SACHS MID CAP VALUE FD CL I		2013-05-30	2016-05-26
18 SECTOR SPDR TR SBI CYCL TRANS		2016-04-29	2016-06-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,366		1,453	-87
418		394	24
2,388		2,635	-247
678		667	11
672		652	20
1,084		1,258	-174
40		38	2
579		521	58
2,339		3,116	-777
1,398		1,421	-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			-87
			24
			-247
			11
			20
			-174
			2
			58
			-777
			-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 SECTOR SPDR TR SHS BEN INT-UTILITIES		2016-02-29	2016-06-30
34 SECTOR SPDR TR SBI INT-TECH		2016-06-30	2016-07-29
438 016 EATON VANCE FLOATING RATE FUND CLASS I		2013-01-07	2016-08-05
90 507 BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORTFOLIO		2014-10-30	2016-08-25
118 39 RIDGEWORTH FDS SEIX FLTG RATE NAME CHANGE 7/14/17		2016-08-05	2016-08-25
125 095 TEMPLETON GLOBAL BOND FUND AD FUND		2013-01-07	2016-08-25
26 INDUSTRIAL SELECT SECTOR SPDR ETF LARGE CAP		2016-07-29	2016-08-31
1 475 AMERICAN BEACON L/C VALU IS		2013-01-07	2016-09-07
213 ARTISAN INTERNATIONAL FD-ADV		2016-01-12	2016-09-07
7 618 BAIRD MIDCAP INST		2016-04-06	2016-09-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
52		47	5
1,580		1,469	111
3,824		3,998	-174
888		927	-39
1,021		1,017	4
1,401		1,679	-278
1,521		1,512	9
27		25	2
6		6	
122		115	7

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			5
			111
			-174
			-39
			4
			-278
			9
			2
			7

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
748 BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORTFOLIO		2014-10-30	2016-09-07
6 249 HARDING LOEVNER INTERNATIONAL EQUITY PORTFOLIO		2013-01-07	2016-09-07
11 ISHARES MSCI EMERGING MKTS INDEX FUND		2013-01-07	2016-09-07
2 ISHARES TR S&P SMLCP VALU		2016-01-12	2016-09-07
1 ISHARES TR S&P SMLCP GROW		2014-03-14	2016-09-07
13 204 MFS VALUE FUND CLASS I FUND 893		2016-01-12	2016-09-07
13 671 MFS VALUE FUND CLASS I FUND 893		2013-01-07	2016-09-07
14 169 MAINSTAY EPOCH GLOBAL EQUITY YIELD FUND CLASS I		2013-08-28	2016-09-07
3 059 T ROWE PRICE GROWTH STOCK FUND		2014-12-30	2016-09-07
1 604 RIDGEWORTH FDS SEIX FLTG RATE NAME CHANGE 7/14/17		2016-08-05	2016-09-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7		8	-1
118		101	17
418		491	-73
251		200	51
139		120	19
479		415	64
495		358	137
260		267	-7
166		160	6
14		14	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1
			17
			-73
			51
			19
			64
			137
			-7
			6

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
23 559 ROWE T PRICE VALUE FD INC COM		2013-08-01	2016-09-07
4 689 T ROWE PRICE REAL ESTATE FUND FD 122		2013-01-07	2016-09-07
1 SECTOR SPDR TR SBI CONS STPLS		2016-01-29	2016-09-07
1 SECTOR SPDR TR SBI INT-TECH		2016-08-31	2016-09-07
3 898 TEMPLETON GLOBAL BOND FUND AD FUND		2013-01-07	2016-09-07
2 132 TEMPLETON INSTL FDS INC FOREIGN EQUITY SER		2015-01-27	2016-09-07
4 776 TOUCHSTONE SANDS CAPITAL SELECT GROWTH FD CLASS Y		2016-01-12	2016-09-07
35 346 WASATCH INTL OPPORTUNIT-INST		2016-05-26	2016-09-07
8 353 WELLS FARGO SPECIAL US MID CAP VALUE I		2016-05-26	2016-09-07
73 855 MFS VALUE FUND CLASS I FUND 893		2013-01-07	2016-10-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
789		820	-31
143		100	43
54		51	3
47		47	
44		52	-8
41		43	-2
80		74	6
112		102	10
285		268	17
2,620		1,936	684

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-31
			43
			3
			-8
			-2
			6
			10
			17
			684

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
53 477 T ROWE PRICE GROWTH STOCK FUND		2013-10-07	2016-10-03
100 087 ROWE T PRICE VALUE FD INC COM		2013-08-01	2016-10-03
26 SECTOR SPDR TR SBI CONS STPLS		2016-01-29	2016-10-03
20 SECTOR SPDR TR SBI INT-TECH		2016-08-31	2016-10-03
2 SECTOR SPDR TR SHS BEN INT-UTILITIES		2016-07-29	2016-10-03
29 SECTOR SPDR TR SHS BEN INT-UTILITIES		2016-02-29	2016-10-03
54 447 TOUCHSTONE SANDS CAPITAL SELECT GROWTH FD CLASS Y		2016-01-12	2016-10-03
117 768 TOUCHSTONE SANDS CAPITAL SELECT GROWTH FD CLASS Y		2013-01-07	2016-10-03
10 SECTOR SPDR TR SBI BASIC INDS		2016-10-03	2016-10-31
8 INDUSTRIAL SELECT SECTOR SPDR ETF LARGE CAP		2016-10-03	2016-10-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,909		2,505	404
3,319		3,333	-14
1,373		1,316	57
952		940	12
96		101	-5
1,399		1,351	48
911		848	63
1,971		1,556	415
467		478	-11
458		467	-9

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			404
			-14
			57
			12
			-5
			48
			63
			415
			-11
			-9

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
4 ISHARES TR S&P SMLCAP 600		2016-10-31	2016-11-30
53 302 AMERICAN BEACON L/C VALU IS		2013-01-07	2016-12-20
8 849 AMERICAN BEACON L/C VALU IS		2016-01-12	2016-12-20
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
535		473	62
942		893	49
156		147	9
			1,436

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			62
			49
			9

TY 2016 Investments - Other Schedule**Name:** HENRY LEFFMANN**EIN:** 23-6200877

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS - FIXED	AT COST	35,787	34,822
MUTUAL FUNDS - EQUITY	AT COST	65,464	70,777

TY 2016 Other Increases Schedule**Name:** HENRY LEFFMANN**EIN:** 23-6200877

Description	Amount
ROUNDING ADJ FOR SALES AND TRANSACTIONS	6

TY 2016 Taxes Schedule**Name:** HENRY LEFFMANN**EIN:** 23-6200877

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL ESTIMATES - PRINCIPAL	134	0		0
FOREIGN TAXES ON QUALIFIED FOR	16	16		0
FOREIGN TAXES ON NONQUALIFIED	5	5		0