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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation
WIDENER MEMORIAL FOUNDATION IN AID
OF HANDICAPPED CHILDREN

A Employer identification number
23-6267223

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
4060 BUTLER PIKE, SUITE 225

B Telephone number
610 825-8900

City or town, state or province, country, and ZIP or foreign postal code
PLYMOUTH MEETING, PA 19462

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: [X] 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) ▶$ 7,594,846.

J Accounting method: [X] 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))

		(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	611,910.		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	171,162.	171,162.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	241,070.			
	b Gross sales price for all assets on line 6a 1,884,264.				
	7 Capital gain net income (from Part IV, line 2)		241,070.		
	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				
	12 **Total.** Add lines 1 through 11	1,024,142.	412,232.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	9,432.	1,886.		7,546.
	b Accounting fees				
	c Other professional fees STMT 3	18,428.	18,392.		36.
	17 Interest				
	18 Taxes STMT 4	-13,598.	3,051.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	14,262.	23,329.		7,582.
	25 Contributions, gifts, grants paid	1,050,732.			1,050,732.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,064,994.	23,329.		1,058,314.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-40,852.			
	b **Net investment income** (if negative enter -0-)		388,903.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	181,286.	173,752.	173,752.
	2 Savings and temporary cash investments	498,306.	604,844.	604,844.
	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	5,750,775.	5,633,214.	6,816,250.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	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)	6,430,367.	6,411,810.	7,594,846.
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			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	6,430,367.	6,411,810.	
	30 **Total net assets or fund balances**	6,430,367.	6,411,810.	
	31 **Total liabilities and net assets/fund balances**	6,430,367.	6,411,810.	

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	6,430,367.
2	Enter amount from Part I, line 27a	2	-40,852.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	128,387.
4	Add lines 1, 2, and 3	4	6,517,902.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	106,092.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,411,810.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,884,264.		1,643,194.	241,070.

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				241,070.

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** 241,070.

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))
2015	1,131,021.	7,817,879.	.144671
2014	1,096,589.	7,980,305.	.137412
2013	1,026,648.	7,612,039.	.134872
2012	966,992.	7,051,077.	.137141
2011	964,472.	7,013,037.	.137526

2 **Total** of line 1, column (d)	2	.691622
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	.138324
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	7,339,505.
5 Multiply line 4 by line 3	5	1,015,230.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,889.
7 Add lines 5 and 6	7	1,019,119.
8 Enter qualifying distributions from Part XII, line 4	8	1,058,314.

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 ▶ [X] and enter 1% of Part I, line 27b		1	3,889.
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	3,889.
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	3,889.
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 1,920.		
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	1,920.
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	1,969.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶	Refunded ▶	11	

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)? *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*	1b		X
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. ▶ $ 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*	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 2016 or the taxable year beginning in 2016 (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 ▶ JOHN HAGERTY Telephone no. ▶ 610 825-8900

Located at ▶ 4060 BUTLER PIKE, PLYMOUTH MEETING, PA ZIP+4 ▶ 19462

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

			Yes	No
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?	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)? N/A	1b		
	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?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) 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 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.)* 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 2016?	4b		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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X (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? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	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
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	6,832,229.
b	Average of monthly cash balances	1b	619,045.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	7,451,274.
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	7,451,274.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	111,769.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,339,505.
6	**Minimum investment return.** Enter 5% of line 5	6	366,975.

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	366,975.
2a	Tax on investment income for 2016 from Part VI, line 5 2a 3,889.		
b	Income tax for 2016. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	3,889.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	363,086.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	363,086.
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	363,086.

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	1,058,314.
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	1,058,314.
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	3,889.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,054,425.

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				363,086.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			152,061.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶$ 1,058,314.				
a Applied to 2015, but not more than line 2a			152,061.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	631,584.			
d Applied to 2016 distributable amount				274,669.
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	631,584.			
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 instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				88,417.
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)	631,584.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	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				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

** SEE STATEMENT 10

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, 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			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2 a 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).)

NONE

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

NONE

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:

SEE STATEMENT 11

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 Paid during the year				
1812 PRODUCTIONS 421 NORTH 7TH STREET PHILADELPHIA, PA 19123	NONE	PUBLIC CHARITY	ACTOR/EDUCATOR SALARIES AT WIDENER MEMORIAL SCHOOL.	3,000.
ACTING WITHOUT BOUNDARIES 750 E. HAVERFORD ROAD BRYN MAWR, PA 19010	NONE	PUBLIC CHARITY	PRODUCTION COSTS FOR PERFORMANCE ABOUT DISABILITY AWARENESS FEATURING DISABLED CHILDREN/YOUNG ADULTS.	35,000.
ANGEL FLIGHT EAST 1501 NARCISSA ROAD BLUE BELL, PA 19422	NONE	PUBLIC CHARITY	.TRANSPORT ORTHOPEDICALLY HANDICAPPED CHILDREN TO BEST DOCTORS IN THEIR AREA.	10,000.
ARTHRITIS FOUNDATION 111 S. INDEPENDENCE MALL EAST, SUITE 500 PHILADELPHIA, PA 19106	NONE	PUBLIC CHARITY	SEND APPROX. 125 CHILDREN WITH ARTHRITIS TO CAMP JUVENILES REACHING ACHIEVEMENT.	7,500.
CANINE PARTNERS FOR LIFE P O BOX 170 COCHRANVILLE, PA 19330	NONE	PUBLIC CHARITY	COST OF PAIRING A DISABLED YOUNG PERSON WITH A DOG THAT HAS BEEN TRAINED TO AID SUCH A PERSON.	30,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,050,732.
b Approved for future payment NONE				
Total			▶ 3b	0.

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
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					
4 Dividends and interest from securities			14	171,162.	
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	241,070.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		412,232.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 412,232.

(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).

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

Signature of officer or trustee: [signature] Date: 5.25.17 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ARTHUR AU	[signature]	5/11/2017		P00751564

Firm's name ▶ BALLARD SPAHR LLP — Firm's EIN ▶ 23-0382195

Firm's address ▶ 1735 MARKET STREET, 51ST FLOOR PHILADELPHIA, PA 19103 — Phone no. 215-864-8342

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

2016

Name of the organization	**Employer identification number**
WIDENER MEMORIAL FOUNDATION IN AID OF HANDICAPPED CHILDREN	23-6267223

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 foundation

Check 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 Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
WIDENER MEMORIAL FOUNDATION IN AID OF HANDICAPPED CHILDREN	23-6267223

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	WIDENER MEMORIAL SCHOOL ENDOWMENT PNC ADVISORS, 1600 MARKET STREET PHILADELPHIA, PA 19103	$ 611,910.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
WIDENER MEMORIAL FOUNDATION IN AID OF HANDICAPPED CHILDREN	23-6267223

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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

Name of organization: WIDENER MEMORIAL FOUNDATION IN AID OF HANDICAPPED CHILDREN

Employer identification number: 23-6267223

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

(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

(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

(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

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	PUBLICLY TRADED SECURITIES			
b	PUBLICLY TRADED SECURITIES - WASH SALE ADJUSTMENT			
c	PUBLICLY TRADED SECURITIES			
d	PUBLICLY TRADED SECURITIES - WASH SALE ADJUSTMENT			
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	164,787.		174,118.	-9,331.
b	633.			633.
c	1,704,657.		1,469,076.	235,581.
d	31.			31.
e	14,156.			14,156.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				-9,331.
b				633.
c				235,581.
d				31.
e				14,156.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	241,070.
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

623591
04-01-16

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 AND ADULT DISABILITY AND EDUCATIONAL SERVICES 401 RUTGERS AVENUE SWARTHMORE, PA 19081	NONE	PUBLIC CHARITY	PURCHASE TWO GAIT TRAINERS FOR THE GEORGE CARUTHERS'S MEMORIAL SCHOOL.	9,000.
COMPASSIONATE FRIENDS THERAPEUTIC RIDING CENTER 40 COOPER TOMLINSON ROAD MEDFORD, NJ 08055	NONE	PUBLIC CHARITY	EXPAND SERVICES TO CHILDREN WITH ORTHOPEDICALLY HANDICAPPED RESTRICTIONS.	10,000.
ELWYN 111 ELWYN ROAD ELWYN, PA 19063	NONE	PUBLIC CHARITY	GROSS MOTOR AND SENSORY SKILLS EQUIPMENT FOR CHILDREN'S SPECIALIZED INTEGRATED THERAPIES.	50,000.
HAMMERHEADS SLED HOCKEY ASSOCIATION 8 BRIAR ROAD ORELAND, PA 19075	NONE	PUBLIC CHARITY	COSTS OF ICE TIME AND EQUIPMENT.	15,000.
LASALLE UNIVERSITY 1900 WEST OLNEY AVENUE PHILADELPHIA, PA 19141	NONE	PUBLIC CHARITY	FUNDING FOR FURNITURE AND MATERIALS FOR TECHNOLOGY ASSISTANCE PROGRAM (L-TAP).	82,600.
MAGEE REHABILITATION HOSPITAL FOUNDATION 1513 RACE STREET PHILADELPHIA, PA 19102	NONE	PUBLIC CHARITY	COST OF FUNDING A SUPPORT GROUP FOR YOUNG PEOPLE WITH SPINAL INJURIES.	7,500.
MUSICOPIA 2100 MARKET STREET, SUITE 3100 PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY	MUSIC & DANCE EDUCATION AND PERFORMANCE FOR SPECIAL NEEDS CHILDREN.	10,000.
MUSICWORKS 2050 WEST CHESTER PIKE HAVERTOWN, PA 19083	NONE	PUBLIC CHARITY	ADAPTIVE MUSIC EQUIPMENT, SPEAKERS IN CENTER FOR SENSORY IMPAIRED.	13,000.
NEMOURS - SHANDS HOUSE 1600 ROCKLAND ROAD WILMINGTON, DE 19803	NONE	PUBLIC CHARITY	GAIT AND MOTION ANALYSIS LAB. HELP CHILDREN WITH CEREBAL PALSY ETC.	29,429.
NORTH PENN YMCA 2506 N. BROAD STREET, SUITE 208 COLMAR, PA 18915	NONE	PUBLIC CHARITY	TWO SCIFIT SEATED UPPER BODY SUITS; HIRE 2 PROFESSIONALS FOR SPECIAL NEEDS CHILDREN.	25,840.
Total from continuation sheets				965,232.

623631
04-01-16

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
PEGASUS THERAPEUTIC RIDING ACADEMY, INC. 8297 BUSTLETON AVENUE PHILADELPHIA, PA 19152	NONE	PUBLIC CHARITY	PROVIDE THERAPEUTIC RIDING LESSONS FOR 8 STUDENTS FROM WIDENER MEMORIAL SCHOOL.	24,840.
PHILADELPHIA MUSCULAR DYSTROPHY ASSOCIATION 600 REED ROAD, SUITE 105 BROOMALL, PA 19008	NONE	PUBLIC CHARITY	OFFSET 2016 SUMMER CAMP PROGRAM COST FOR CHILDREN WITH NEUROMUSCULAR DISEASES.	25,000.
PHILADELPHIA RONALD MCDONALD HOUSE 3925 CHESTNUT STREET PHILADELPHIA, PA 19104	NONE	PUBLIC CHARITY	AUTOMATE FRONT DOORS TO IMPROVE WHEELCHAIR ACCESS.	18,000.
PHILADELPHIA SOCIETY FOR THE PRESERVATION OF LANDMARKS 321 SOUTH 4TH STREET PHILADELPHIA, PA 19106	NONE	PUBLIC CHARITY	EXPAND HANDS ON ENRICHMENT WORKSHOPS FOR PHYSICALLY CHALLENGED CHILDREN.	10,010.
QUEST THERAPEUTIC SERVICES, INC 461 CANN ROAD WEST CHESTER, PA 19382	NONE	PUBLIC CHARITY	SCHOLARSHIP FOR SPECIAL NEEDS CHILDREN WHO CAN'T AFFORD EQUINE ASSISTED THERAPY.	30,000.
ROXBOROUGH YMCA 7201 RIDGE AVENUE PHILADELPHIA, PA 19128	NONE	PUBLIC CHARITY	PROVIDE FINANCIAL ASSISTANCE FOR CAMP MAGIC ATTENDEES ($18,500) AND RENOVATE POOL STEPS ($6,500).	25,000.
SCHOOL DISTRICT OF PHILADELPHIA 21ST STREET & THE PARKWAY PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY	WIDENER MEMORIAL SCHOOL STUDENT ACTIVITIES.	25,000.
SCHOOL DISTRICT OF PHILADELPHIA 21ST STREET & THE PARKWAY PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY	WIDENER MEMORIAL SCHOOL VOLUNTEER/DISCRETIONAR PROGRAM.	17,000.
SCHOOL DISTRICT OF PHILADELPHIA 21ST STREET & THE PARKWAY PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY	WIDENER MEMORIAL SCHOOL SUMMER PROGRAM.	163,000.
SCHOOL DISTRICT OF PHILADELPHIA 21ST STREET & THE PARKWAY PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY	WIDENER MEMORIAL SCHOOL DIXON COMPUTER LIBRARY.	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
SCHOOL DISTRICT OF PHILADELPHIA 21ST STREET & THE PARKWAY PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY	PROGRAM OF SERVICES FOR HANDICAPPED CHILDREN.	100,000.
SCHOOL DISTRICT OF PHILADELPHIA 21ST STREET & THE PARKWAY PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY	ADDITIONAL FUNDING FOR BATHROOM RENOVATION.	95,000.
SCHOOL DISTRICT OF PHILADELPHIA 21ST STREET & THE PARKWAY PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY	21ST CENTURY LAB.	21,585.
SETTLEMENT MUSIC SCHOOL P O BOX 63966 PHILADELPHIA, PA 19147	NONE	PUBLIC CHARITY	ARTS THERAPY SERVICES FOR THE STUDENTS OF THE WIDENER MEMORIAL SCHOOL.	40,000.
THE ARC OF CHESTER COUNTY 900 LAWRENCE DRIVE WEST CHESTER, PA 19380	NONE	PUBLIC CHARITY	FUND HOMEBASED CHILDREN'S EARLY LEARNING PROGRAMS AND SERVICES.	20,000.
VARIETY CLUB 1520 LOCUST STREET PHILADELPHIA, PA 19102	NONE	PUBLIC CHARITY	AFTER-SCHOOL PROGRAM FOR CHILDREN OF THE WIDENER MEMORIAL SCHOOL.	93,428.
Total from continuation sheets				

623631
04-01-16

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PNC BANK NA-DIVIDENDS	184,878.	14,156.	170,722.	170,722.	
PNC BANK NA-INTEREST	440.	0.	440.	440.	
TO PART I, LINE 4	185,318.	14,156.	171,162.	171,162.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BALLARD SPAHR LEGAL FEES	9,432.	1,886.		7,546.
TO FM 990-PF, PG 1, LN 16A	9,432.	1,886.		7,546.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PNC INVESTMENT FEES	18,392.	18,392.		0.
PNC CHECKING ACCOUNT SERVICE CHARGES	36.	0.		36.
TO FORM 990-PF, PG 1, LN 16C	18,428.	18,392.		36.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	3,051.	3,051.		0.
BALANCE DUE PRIOR YEAR EXCISE TAX	-16,649.	0.		0.
CURRENT YEAR ESTIMATED EXCISE TAX	0.	0.		0.
TO FORM 990-PF, PG 1, LN 18	-13,598.	3,051.		0.

FOOTNOTES STATEMENT 5

ADJUSTMENTS TO 2015 QUALIFYING DISTRIBUTIONS TREATED AS DISTRIBUTIONS OUT OF CORPUS, EXCESS DISTRIBUTION CARRYOVER TO 2016 AND UNDISTRIBUTED INCOME FOR 2015 -- AN IRC SECTION 4942(H)(2) ELECTION WAS MADE WITH 2015 FORM 990-PF TO TREAT $631,584 OF QUALIFYING DISTRIBUTIONS AS PAID OUT OF CORPUS. SUBSEQUENT TO FILING 2015 FORM 990-PF, IT WAS DISCOVERED THE ELECTED AMOUNT OF $631,584 WAS NOT PROPERLY REFLECTED ON PART XIII, LINES 4C, 6A AND 7 (WHICH ALSO AFFECTED LINES 4D, 6F AND 10E) OF THE 2015 FORM 990-PF. ACCORDINGLY, PART XIII, LINES 2A, 3E AND 3F OF THE 2016 FORM 990-PF HAVE BEEN ADJUSTED.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 6

DESCRIPTION	AMOUNT
BOOK VALUE AND INCOME TIMING ADJUSTMENTS	1,802.
GRANT CHECKS ISSUED BUT UNCLEARED 2016	126,585.
TOTAL TO FORM 990-PF, PART III, LINE 3	128,387.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 7

DESCRIPTION	AMOUNT
RETURN OF CAPITAL DISTRIBUTIONS	6,092.
GRANTS CHECKS ISSUED 2015 CLEARED 2016	100,000.
TOTAL TO FORM 990-PF, PART III, LINE 5	106,092.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3M CO.	2,606.	4,464.
ABBOTT LABORATORIES INC.	8,442.	8,450.
ABBVIE INC.	8,855.	9,393.
ACCENTURE PLC CL. A	9,055.	10,542.
ADOBE SYSTEMS INC.	6,152.	8,751.
AETNA INC.	5,250.	10,541.
ALASKAN AIR GROUP INC.	0.	0.
ALEXION PHARMACEUTICALS INC.	7,916.	6,852.
ALIBABA GROUP HOLDING	7,436.	9,483.
ALLIANCE DATA SYSTEMS CORP.	5,039.	4,342.
ALPHABET INC. CL. C	2,304.	4,631.
ALPHABET INC. CL. A	29,472.	42,793.
ALTRIA GROUP INC.	12,576.	22,112.
AMAZON INC.	10,182.	11,998.
AMERICAN ELECTRIC POWER INC.	1,768.	2,581.
AMERICAN EXPRESS CO.	5,731.	5,556.
AMERICAN WATER WORKS CO. INC.	8,391.	9,407.
AMERIPRISE FINANCIAL INC.	0.	0.
AMERISOURCEBERGEN CORP.	6,638.	6,881.
AMGEN INC.	14,342.	17,545.
APPLE INC.	14,729.	23,164.
APPLIED MATERIALS INC.	11,932.	14,844.
AQR LONG-SHORT EQUITY-I	132,000.	132,202.

ARTISAN INTERNATIONAL FUND	120,000.	97,989.
ASG GLOBAL ALTERNATIVES FUND	0.	0.
ASTRAZENECA PLC	3,617.	3,060.
AT&T INC.	9,516.	11,398.
ATHENAHEALTH INC.	3,613.	2,945.
BAIDU INC.	5,645.	6,905.
BANK NEW YORK MELLON CORP.	8,224.	9,713.
BCE INC.	9,961.	9,340.
BECTON DICKINSON & CO.	3,924.	7,615.
BERRY PLASTICS GROUP INC.	12,529.	13,644.
BIOGEN INC.	14,186.	14,179.
BIOMARIN PHARMACEUTICALS INC.	4,125.	4,970.
BLACKROCK GLOBAL ALLOCATION FUND	204,337.	190,444.
BOEING CO.	0.	0.
BORG WARNER INC.	0.	0.
BP PLC ADR	5,662.	5,121.
BURLINGTON STORES INC.	8,963.	9,323.
CBS CORP. CL. B	9,114.	11,134.
CELANESE CORP. SR. A	0.	0.
CERNER CORP.	0.	0.
CHECK POINT SOFTWARE TECH	0.	0.
CHEVRON CORP.	4,093.	4,355.
CHIPOLTLE MEXICAN GRILL	5,039.	4,528.
CIGNA CORP.	0.	0.
CIMAREX ENERGY CO.	2,641.	3,941.
CINTAS CORP.	8,254.	11,556.
CISCO SYSTEMS INC.	6,555.	7,555.
CITIZENS FINANCIAL GROUP	13,345.	15,677.
COCA COLA CO.	6,887.	6,758.
COMCAST CORP	11,736.	19,679.
CONSOLIDATED EDISON INC.	2,255.	2,505.
CONSTELLATION BRANDS INC.	9,643.	17,631.
CROWN CASTLE INTL CORP.	4,960.	4,425.
CVS HEALTH CORP.	0.	0.
D R HORTON INC.	0.	0.
DANAHER CORP.	3,602.	6,305.
DELPHI AUTOMOTIVE PLC	4,492.	4,310.
DEVON ENERGY CORP. NEW	8,626.	9,591.
DIAMOND HILL LONG-SHORT FUND	93,291.	130,854.
DICK'S SPORTING GOODS INC.	8,697.	7,700.
DISNEY WALT CO.	12,773.	17,196.
DODGE & COX INTERNATIONAL STOCK FUND	120,000.	97,734.
DOMINION RESOURCES INC.	3,461.	4,825.
DOW CHEMICAL CO.	11,996.	13,161.
DR. PEPPER SNAPPLE GROUP INC.	12,316.	16,774.
DRIEHAUS ACTIVE INCOME FUND	138,618.	132,366.
DUKE ENERGY HOLDING CORP.	5,839.	7,063.
EATON VANCE GLOBAL MACRO ABSOLUTE RETURN FUND	248,000.	243,189.
EBAY INC.	4,918.	6,086.
EDWARDS LIFESCIENCES CORP.	11,371.	15,461.
EQUIFAX INC.	8,112.	7,803.
EQT CORP.	4,373.	4,055.
EXXON MOBIL CORP.	13,628.	17,330.
EVERSOURCE ENERGY	3,711.	4,253.

FACEBOOK INC. A	24,135.	34,170.
FMC TECHNOLOGIES INC.	0.	0.
FOOT LOCKER INC	0.	0.
GENERAL DYNAMICS CORP.	11,941.	14,676.
GENERAL ELECTRIC CO.	758.	9,164.
GENERAL MILLS INC.	1,680.	1,977.
GILDAN ACTIVEWEAR INC.	1,963.	1,700.
GILEAD SCIENCES INC.	0.	0.
GLAXO SMITHKLINE ADR	6,333.	5,237.
GRAINGER W W INC.	7,528.	7,432.
HARBOR INTERNATIONAL FUND	120,000.	94,937.
HARDING LOEVNER EMERGING MARKETS PORTFOLIO FUND	100,035.	84,287.
HCP INC. REIT	0.	0.
HOME DEPOT INC.	5,634.	18,101.
HONEYWELL INTL. INC.	11,748.	13,323.
HUNT J B TRANSPORT SERVICES INC.	3,816.	5,048.
ILLINOIS TOOL WORKS INC.	9,449.	12,246.
ILLUMINA INC.	5,151.	4,737.
INCYTE CORP.	3,446.	3,710.
INGERSOLL-RAND PLC	8,646.	9,755.
INTEL CORP.	8,999.	9,249.
INTERCONTINENTAL EXCHANGE INC.	4,401.	6,545.
INTUIT SOFTWARE INC.	4,374.	6,418.
INVESCO LTD.	0.	0.
ISHARES CORE S&P SMALL CAP	167,275.	453,678.
ISHARES MSCI EAFE	183,071.	245,583.
ISHARES MSCI EMERGING MARKETS	99,712.	145,607.
ISHARES NORTH AMERICAN NATURAL RESOURCES	0.	0.
ISHARES US REAL ESTATE	170,910.	262,442.
JOHNSON & JOHNSON	14,069.	21,429.
JP MORGAN CHASE & CO.	21,469.	37,536.
KIMBERLY-CLARK CORP.	3,415.	4,793.
KRAFT HEINZ CO.	16,468.	17,289.
KROGER CO.	4,531.	5,004.
L BRANDS INC.	0.	0.
LAM RESEARCH CORP.	12,274.	15,860.
LAZARD GLOBAL LISTED INFRASTRUCTURE PORTFOLIO	170,056.	178,865.
LEGG MASON BW ALT. CREDIT - I	132,000.	132,401.
LENDINGCLUB CORP.	4,513.	1,523.
LEVEL 3 COMMUNICATIONS INC.	5,544.	6,594.
LINCOLN NATIONAL CORP.	0.	0.
LINKEDIN CORP.	0.	0.
LOCKHEED MARTIN CORP.	0.	0.
MANPOWER GROUP INC.	2,878.	3,821.
MASTERCARD INC. CL. A	2,461.	4,543.
MCDONALD'S CORP.	8,647.	9,981.
MEDTRONIC PLC	5,178.	4,915.
MERCK & CO.	4,811.	6,240.
MICROSOFT CORP.	7,974.	10,564.
MOBILEYE	4,212.	3,240.
MOHAWK INDS. INC.	8,527.	7,987.
MONDELEZ INTERNATIONAL	0.	0.
MONSANTO CO.	0.	0.
MONSTER BEVERAGE CORP.	4,532.	5,055.

MORGAN STANLEY	10,360.	13,098.
MOTOROLA SOLUTIONS INC.	3,046.	3,481.
NATIONAL GRID PLC ADR	7,775.	7,641.
NEWELL BRANDS INC.	4,874.	7,948.
NETFLIX INC.	6,841.	8,047.
NETSCOUT SYSTEM INC.	3,193.	3,434.
NIKE INC. CLASS "B"	12,774.	11,183.
NOBLE ENERGY INC.	7,241.	7,079.
NORTHERN TRUST CORP.	12,802.	16,029.
NORTHROP GRUMMAN CORP.	10,034.	13,955.
NOVARTIS AG ADR	3,281.	3,205.
NOVOZYMES ADR	4,467.	4,590.
NOW INC	2,846.	2,190.
O'REILLY AUTOMOTIVE INC.	12,219.	13,921.
OCCIDENTAL PETROLEUM CORP.	2,315.	2,208.
OMEGA HEALTHCARE INVS. INC.	0.	0.
PALO ALTO NETWORKS INC.	5,237.	4,752.
PAYPAL HOLDINGS INC.	0.	0.
PEPSICO INC.	16,118.	17,054.
PFIZER INC.	18,108.	17,539.
PHILIP MORRIS INTERNATIONAL	8,601.	9,606.
PPG INDUSTRIES INC.	0.	0.
PPL CORP.	3,978.	4,903.
PREMIER INC. CL. A	3,380.	3,188.
PRICELINE GROUP INC.	11,786.	13,195.
PRINCIPAL FINANCIAL GROUP	0.	0.
PROCTER & GAMBLE CO.	7,110.	7,819.
PROGRESSIVE CORP.	6,507.	9,940.
PROLOGIS INC.	10,274.	10,294.
PUBLIC STORAGE REITS	0.	0.
RAYTHEON CO.	8,273.	9,230.
REALTY INCOME CORP.	1,516.	2,127.
REGENERON PHARMACEUTICALS INC.	4,047.	5,139.
REYNOLD'S AMERICAN INC.	0.	0.
ROBERT HALF INTERNATIONAL INC.	3,798.	4,585.
ROCHE HOLDING LTD. ADR	4,160.	4,622.
ROYAL DUTCH SHELL PLC ADR B	0.	0.
RYANAIR HOLDINGS PLC ADR	3,042.	4,912.
S&P GLOBAL INC.	13,051.	12,905.
SALESFORCE.COM	7,395.	11,296.
SANOFI SPONSORED ADR	9,633.	9,261.
SCHLUMBERGER LTD.	26,962.	25,772.
SCHWAB CHARLES CORP.	4,233.	6,710.
SERVICE NOW INC.	3,382.	2,899.
SIMON PROPERTY GROUP INC,	8,215.	7,107.
SKYWORKS SOLUTIONS INC	0.	0.
SNAP ON INC.	0.	0.
SOUTHERN CO.	6,081.	6,837.
SPDR MIDCAP TRUST SERIES 1	221,879.	518,372.
SPLUNK INC.	5,723.	5,115.
STANLEY BLACK & DECKER INC.	0.	0.
STATE STREET CORP.	13,747.	15,155.
SUNTRUST BANKS INC.	12,739.	16,894.
TE CONNECTIVITY LTD.	0.	0.

TEXAS INSTRUMENTS INC.	16,920.	26,051.
THE TRAVELERS COS. INC.	0.	0.
THERMO FISHER SCIENTIFIC INC.	9,974.	10,583.
TJX COMPANIES INC.	0.	0.
TOTAL S. A.	15,425.	15,189.
TRACTOR SUPPLY CO.	0.	0.
TYSON FOODS INC.	8,442.	7,710.
UBS E-TRACS ALERIAN MLP INFRASTRUCTURE	179,622.	187,506.
UNDER ARMOUR INC. CL. A	2,353.	1,598.
UNDER ARMOUR INC. CL. C	2,250.	1,384.
UNILEVER PLC ADR	3,039.	3,093.
UNILEVER NV NY SHS NEW	6,894.	7,555.
UNITEDHEALTH GROUP INC.	8,526.	9,602.
UNIVERSAL HEALTH SERVICES INC. CL. B	0.	0.
US BANCORP DEL	5,043.	6,267.
VALERO ENERGY CORP.	8,818.	8,882.
VANGUARD VALUE ETF	296,247.	303,678.
VANTIV INC. CL. A	8,520.	9,241.
VENTAS INC.	2,511.	2,813.
VERIZON COMMUNICATIONS INC.	25,700.	27,117.
VISA INC.	14,277.	29,414.
VODAFONE GROUP PLC ADR	11,020.	8,111.
VULCAN MATERIALS CO.	8,751.	8,761.
WEC ENERGY GROUP INC.	10,099.	15,836.
WELLS FARGO & CO.	7,074.	11,849.
WELLTOWER INC.	3,453.	3,949.
WEYERHAEUSER CO.	4,570.	4,724.
WYNDHAM WORLDWIDE CORP.	9,854.	10,692.
BLACKROCK CORE BOND PORTFOLIO FUND - PNC	205,128.	238,397.
BLACKROCK HIGH YIELD BOND PORTFOLIO FUND - PNC	181,824.	262,045.
BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORTFOLIO - PNC	242,877.	239,240.
DODGE & COX INCOME FUND - PNC	348,001.	345,134.
ISHARES IBOXX INVESTMENT GRADE CORPORATE BOND FUND - PNC	310,930.	384,819.
WESTERN ASSET TOTAL RETURN UN-IN - PNC	200,001.	203,133.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,633,214.	6,816,250.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
EDITH R. DIXON 4060 BUTLER PIKE, SUITE 225 PLYMOUTH MEETING, PA 19462	TRUSTEE 0.05	0.	0.	0.
HEIKE K. SULLIVAN 1735 MARKET STREET, 51ST FL PHILADELPHIA, PA 19103	TRUSTEE 0.05	0.	0.	0.
BRUCE L. CASTOR 1735 MARKET STREET, 51ST FL PHILADELPHIA, PA 19103	TRUSTEE 0.05	0.	0.	0.
MARK S. DEPILLIS 1735 MARKET STREET, 51ST FL PHILADELPHIA, PA 19103	TRUSTEE 0.05	0.	0.	0.
EDITH D. MILLER 11279 OLD HARBOUR ROAD NORTH PALM BEACH, FL 33408	TRUSTEE 0.05	0.	0.	0.
GEORGE W. DIXON 1212 SPYGLASS LANE NAPLES, FL 34102	TRUSTEE 0.05	0.	0.	0.
ROBERT T. MACK 118 S. 21ST STREET, #1120 PHILADELPHIA, PA 19103	TRUSTEE 0.05	0.	0.	0.
JOHN KELEHER 4331 TROPHY DRIVE BOOTHWYN, PA 19061	TRUSTEE 0.05	0.	0.	0.
LINDA GROBMAN 1420 LOCUST STREET PHILADELPHIA, PA 19102	TRUSTEE 0.05	0.	0.	0.
EDITH D. MILLER 11279 OLD HARBOUR ROAD NORTH PALM BEACH, FL 33408	PRESIDENT 0.05	0.	0.	0.
HEIKE K. SULLIVAN 1735 MARKET STREET, 51ST FL PHILADELPHIA, PA 19103	TRUSTEE 0.05	0.	0.	0.

GEORGE W. DIXON 1212 SPYGLASS LANE NAPLES, FL 34102	SECRETARY 0.05	0.	0.	0.
EDITH R. DIXON 4060 BUTLER PIKE, SUITE 225 PLYMOUTH MEETING, PA 19462	TREASURER 0.05	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF — ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS — STATEMENT 10

UNDER SEC. 4942(H)(2) OF THE INTERNAL REVENUE CODE OF 1986, THE FOUNDATION HEREBY ELECTS TO TREAT $631,584. OF THE AMOUNT OF QUALIFYING DISTRIBUTIONS MADE IN 2016 AS A DISTRIBUTION OUT OF CORPUS. THIS IS IN CONFORMITY WITH THE REQUIREMENTS OF SEC. 4942(G)(3)(A).

5-25-17

SIGNATURE DATE

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

EDITH R. DIXON
4060 BUTLER PIKE, SUITE 225
PLYMOUTH MEETING, PA 19462

TELEPHONE NUMBER

215 825-8900

FORM AND CONTENT OF APPLICATIONS

LETTER DESCRIBING THE PURPOSE FOR WHICH GRANT WOULD BE USED, PERSONS (OTHER THAN ORTHOPEDICALLY HANDICAPPED CHILDREN) WHO WOULD BENEFIT FROM ACTIVITY FOR WHICH GRANT IS REQUESTED. STATEMENTS SHOWING THAT ORGANIZATION IS EXEMPT UNDER SEC. 501(C)(3) OF THE INTERNAL REVENUE CODE AND ALSO NOT CLASSIFIED AS A PRIVATE FOUNDATION.

ANY SUBMISSION DEADLINES

TRUSTEES NORMALLY MEET IN MAY AND NOVEMBER.

RESTRICTIONS AND LIMITATIONS ON AWARDS

RESTRICTIONS: GRANTS ARE FOR THOSE SEC. 501 (C)(3) ORGANIZATIONS LOCATED IN THE DELAWARE VALLEY AREA WHICH WILL USE THE FUNDS TO BENEFIT ORTHOPEDICALLY HANDICAPPED CHILDREN.