EXTENDED TO NOVEMBER 15, 2017

Form **990-PF** Return of Private Foundation or Section 4947(a)(1) Trust Treated as Private Foundation

Department of the Treasury Internal Revenue Service

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
VICTORY FOUNDATION 042165
C/O WILMINGTON TRUST COMPANY

A Employer identification number: 52-6854620

Number and street (or P O box number if mail is not delivered to street address): 1100 NORTH MARKET STREET   Room/suite

B Telephone number: (302)651-1437

City or town, state or province, country, and ZIP or foreign postal code: WILMINGTON, DE 19890-0001

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) ▶$ 12,622,167.

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 ☐

ENVELOPE POSTMARK DATE AUG 09 2017

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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	259,974.	259,974.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	392,963.			
	b Gross sales price for all assets on line 6a 1,668,969.				
	7 Capital gain net income (from Part IV, line 2)		392,963.		
	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	652,937.	652,937.		
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				
	b Accounting fees STMT 2	1,500.	750.		750.
	c Other professional fees STMT 3	35,798.	35,798.		0.
	17 Interest				
	18 Taxes STMT 4	20,469.	4,568.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	425.	425.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	58,192.	41,541.		750.
	25 Contributions, gifts, grants paid	591,830.			591,830.
	26 **Total expenses and disbursements.** Add lines 24 and 25	650,022.	41,541.		592,580.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,915.			
	b **Net investment income** (if negative, enter -0-)		611,396.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED AUG 14 2017 OGDEN, UT IRS-OSC

SCANNED AUG 14 2017

623501 11-23-16 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2016)

13310720 758259 042165-000 2016.04000 VICTORY FOUNDATION 042165-1

9-25

Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	168,659.	426,874.	426,874.
	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	5,654,940.	5,401,461.	12,195,293.
	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)	5,823,599.	5,828,335.	12,622,167.
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 ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	5,823,599.	5,828,335.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	5,823,599.	5,828,335.	
	31 Total liabilities and net assets/fund balances	5,823,599.	5,828,335.	

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	5,823,599.
2	Enter amount from Part I, line 27a	2	2,915.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	1,863.
4	Add lines 1, 2, and 3	4	5,828,377.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	42.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,828,335.

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	SALES OF SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,668,969.		1,276,006.	392,963.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				392,963.
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 } 2 392,963.

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	688,848.	12,300,336.	.056002
2014	588,533.	14,212,886.	.041408
2013	548,281.	12,351,373.	.044390
2012	417,557.	10,539,701.	.039618
2011	239,191.	9,022,449.	.026511

2	Total of line 1, column (d)	2	.207929
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	.041586
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	11,995,930.
5	Multiply line 4 by line 3	5	498,863.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,114.
7	Add lines 5 and 6	7	504,977.
8	Enter qualifying distributions from Part XII, line 4	8	592,580.

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	6,114.
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	6,114.
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	6,114.
6 Credits/Payments				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	14,000.		
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	14,000.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	7,886.
11 Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶		7,886. Refunded ▶	11	0.

Part VII-A **Statements Regarding Activities**

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 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 ▶ WILMINGTON TRUST CO, Telephone no ▶ (302) 651-1847
Located at ▶ 1100 MARKET STREET, WILMINGTON, DE ZIP+4 ▶ 19890-0900

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)? **5b** X (No)

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? ☒ 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
VICTORIA MCNEIL LE VINE 506 OLD GULPH ROAD BRYN MAWR, PA 19010	TRUSTEE 1.00	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	11,937,697.
b	Average of monthly cash balances		1b	240,912.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	12,178,609.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	12,178,609.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	182,679.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	11,995,930.
6	**Minimum investment return.** Enter 5% of line 5		6	599,797.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6		1	599,797.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 6,114.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	6,114.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	593,683.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	593,683.
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	593,683.

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	592,580.
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	592,580.
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	6,114.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	586,466.

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				593,683.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			591,245.	
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 ▶ $ 592,580.				
a Applied to 2015, but not more than line 2a			591,245.	
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				1,335.
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 instr			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				592,348.
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	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				

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))

VICTORIA MCNEIL LE VINE

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 ▶ [X] 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

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				
ACTING WITHOUT BOUNDARIES 750 HAVERFORD RD BRYN MAWR, PA 19010	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,000.
ART SANCTUARY 628 SOUTH 16TH STREET PHILADELPHIA, PA 19146	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500.
BROADWAY DREAMS FOUNDATION 641 SPRING ST. SE GAINESVILLE, GA 30501	NONE	OTHER PUBLIC CHARITY	2016 GRANTS PROVIDED FOR NYC GALA, WHITE CHRISTMAS EXPENSES, AND TRAVEL EXPENSES TO CONFERENCE BY GENERAL	20,000.
BROADWAY DREAMS FOUNDATION 8965 BROCKHAM WAY ALPHARETTA, GA 30022	NONE	OTHER PUBLIC CHARITY	1ST INSTALLMENT OF 3 YEAR GRANT COMMITMENT, GRANT FOR RESEARCH AND DEVELOPMENT, AND A GRANT FOR RUSSIA	219,000.
BUCKS COUNTY PLAYHOUSE 12 W. MECHANICS ST. - UNIT 2A NEW HOPE, PA 18938	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	591,830.
b Approved for future payment NONE				
Total			▶ 3b	0.

Form **990-PF** (2016)

623611 11-23-16 ** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	259,974.	
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	392,963.	
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.		652,937.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 652,937.

(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

Victoria M LeVine — July 30, 2017 — TRUSTEE

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only				
Print/Type preparer's name: JAMES J BROGAN III	Preparer's signature: James J Brogan III	Date: 07/20/17	Check ☐ if self-employed	PTIN: P00417357
Firm's name ▶ WILMINGTON TRUST COMPANY			Firm's EIN ▶ 51-0055023	
Firm's address ▶ TRUST TAX SERVICES DE3-C070 1100 N MARKET ST WILMINGTON, DE 19890-			Phone no (302) 651-1056	

Form **990-PF** (2016)

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
CHESTER CHARTER SCHOOL FOR THE ARTS 200 COMMERCE DRIVE ASTON, PA 19014	NONE	OTHER PUBLIC CHARITY	2016 GRANT FOR ART PROGRAMING.	2,500.
ENCHANTMENT THEATER COMPANY 100 S. BROAD STREET, SUITE 1318 PHILADELPHIA, PA 19110	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000.
JAMES A. MICHENER ART MUSEUM 138 S PINE STREET DOYLESTOWN, PA 18901	NONE	OTHER PUBLIC CHARITY	VICTORY FOUNDATION SPONSORSHIP OF PHILADELPHIA IN STYLE:A CENTURY OF FASIHON EXHIBIT.	2,500.
OPERA PHILADELPHIA 1420 LOCUST STREET, SUITE 210 PHILADELPHIA, PA 19102	NONE	OTHER PUBLIC CHARITY	2016 GRANT FOR THE SECONDS OF LEARNING PROGRAM.	7,500.
PATH FUND, INC 265 WEST 30TH STREET NEW YORK, NY 10001	NONE	OTHER PUBLIC CHARITY	2016 A SILVER SPONSORSHIP FOR ROCKERS EVENT.	2,500.
PENNSYLVANIA ACADEMY OF THE FINE ARTS 128 N. BROAD STREET PHILADELPHIA, PA 19102	NONE	OTHER PUBLIC CHARITY	GRANT TO SUPPORT SCHOOL PARTNERSHIP PROGRAM AND THE 2016 GRANT FOR THE 18TH ANNUAL BACCHANAL AT	5,130.
PHILADELPHIA MUSEUM OF ART BENJ FRANKLIN PARKWAY AND 26TH PHILADELPHIA, PA 19130	NONE	OTHER PUBLIC CHARITY	GRANT FOR FISCAL YEAR 2016 OPERATIONS AND THE CHAIRMAN'S COUNCIL PROGRAM, 2016 K-12 PROGRAMMING PLEDGE ON	125,000.
PHILADELPHIA THEATRE COMPANY 480 S. BROAD STREET PHILADELPHIA, PA 19146	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
SAMUEL S FLEISHER ART MEMORIAL 719 CATHERINE ST PHILADELPHIA, PA 19147	NONE	OTHER PUBLIC CHARITY	2016 GRANT TO THE SAMUEL S. FLEISHER ART MEMORIAL.	2,500.
THE ARTHUR MILLER FOUNDATION 56 WEST 12TH ST. #2 NEW YORK, NY 10011	NONE	OTHER PUBLIC CHARITY	2016 EVENT GRANT.	8,500.
Total from continuation sheets				346,830.

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
THE KENNEDY CENTER PO BOX 101510 ARLINGTON, VA 22210	NONE	OTHER PUBLIC CHARITY	2016 GRANT TO THE KENNEDY CENTER, FUNDS REPRESENTING ANNUAL MEMBERSHIP AND PLEDGE TOWARD THE DIRECTOR	108,200.
THE MAINLINE ARTS CENTER 746 PANMURE RD HAVERFORD, PA 19041	NONE	OTHER PUBLIC CHARITY	2016 GRANT TO THE MAIN LINE ART CENTER SCHOLARSHIP SUMMER PROGRAM.	4,000.
THE PORTSIDE ART CENTER 2531 EAST LEHIGH CENTER PHILADELPHIA, PA 19125	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500.
THE PRINCESS GRACE FOUNDATION 150 E 58TH ST #2504 NEW YORK, NY 10155	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	21,000.
THE VILLAGE 452 S. ROBERTS RD ROSEMONT, PA 19010	NONE	OTHER PUBLIC CHARITY	2016 ART WORKS GOLD LEVEL SPONSOR.	5,000.
THEATER HORIZON 104 DEKALB ST NORRISTOWN, PA 19401	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	7,500.
THEATER PHILADELPHIA PO BOX 373 PHILADELPHIA, PA 19105	NONE	OTHER PUBLIC CHARITY	2016 GRANT FOR OPERATIONS AND OVERSIGHT OF THE BARRYMORE AWARD AND RECIPIENT AWARD.	12,500.
Total from continuation sheets				

623631
04-01-16

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - BROADWAY DREAMS FOUNDATION

2016 GRANTS PROVIDED FOR NYC GALA, WHITE CHRISTMAS EXPENSES, AND TRAVEL EXPENSES TO CONFERENCE BY GENERAL MANAGER AND DIRECTOR.

NAME OF RECIPIENT - BROADWAY DREAMS FOUNDATION

1ST INSTALLMENT OF 3 YEAR GRANT COMMITMENT, GRANT FOR RESEARCH AND DEVELOPMENT, AND A GRANT FOR RUSSIA PROGRAM,

NAME OF RECIPIENT - PENNSYLVANIA ACADEMY OF THE FINE ARTS

GRANT TO SUPPORT SCHOOL PARTNERSHIP PROGRAM AND THE 2016 GRANT FOR THE 18TH ANNUAL BACCHANAL AT THE PREMIER BENEFACTOR LEVEL.

NAME OF RECIPIENT - PHILADELPHIA MUSEUM OF ART

GRANT FOR FISCAL YEAR 2016 OPERATIONS AND THE CHAIRMAN'S COUNCIL PROGRAM, 2016 K-12 PROGRAMMING PLEDGE ON BEHALF OF THE VICTORY FOUNDATION.

NAME OF RECIPIENT - THE KENNEDY CENTER

2016 GRANT TO THE KENNEDY CENTER, FUNDS REPRESENTING ANNUAL MEMBERSHIP AND PLEDGE TOWARD THE DIRECTOR CIRCLE.

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
DIVIDENDS AND INTEREST	259,974.	0.	259,974.	259,974.	
TO PART I, LINE 4	259,974.	0.	259,974.	259,974.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	1,500.	750.		750.
TO FORM 990-PF, PG 1, LN 16B	1,500.	750.		750.

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
WILMINGTON TRUST CUSTODY FEES	18,606.	18,606.		0.
INVESTMENT MGMT FEES	17,192.	17,192.		0.
TO FORM 990-PF, PG 1, LN 16C	35,798.	35,798.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX EXTENSION PAYMENT	9,500.	0.		0.
FEDERAL PRIVATE FOUNDATION 2016 ESTIMATED EXCISE TAX PAID	6,401.	0.		0.
FOREIGN TAXES	4,568.	4,568.		0.
TO FORM 990-PF, PG 1, LN 18	20,469.	4,568.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR FEES	425.	425.		0.
TO FORM 990-PF, PG 1, LN 23	425.	425.		0.

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

DESCRIPTION	AMOUNT
ADJUSTMENT FOR WASH SALES	1,860.
INCOME POSTED THIS YEAR AND TAXED LAST YEAR	2.
MUTUAL FUND TIMING AND ROUNDING DIFFERENCES	1.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,863.

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

DESCRIPTION	AMOUNT
INCOME POSTED NEXT YEAR AND TAXED THIS YEAR	42.
TOTAL TO FORM 990-PF, PART III, LINE 5	42.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	5,401,461.	12,195,293.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,401,461.	12,195,293.

Victory Foundation
FYE: 12/31/2016
EIN: 52-6854620

Description	Federal Tax Cost	Market Value
3M CO	76,848 81	171,070.06
ADOBE SYSTEMS COMMON	35,759 23	135,173.35
AIR PRODUCTS & CHEMICALS INC	86,850 56	164,673.90
ALPHABET INC CL A	48,603 07	128,376.90
ALPHABET INC CL C	77,484 63	179,834.06
AMAZON COM INC	59,334 36	240,708.27
APPLE INC	48,064 88	102,500.70
BECTON DICKINSON & CO COM	74,059 04	165,881.10
BORG WARNER INC COM	146,586 00	145,888.56
CANADIAN NATURAL RESOURCES LTD	0 00	0.00
CANADIAN PACIFIC RAILWAY LTD	98,853 51	147,909.72
CELGENE CORP COM	139,914 33	162,744.50
CERNER CORP	151,836 47	112,030.05
CISCO SYSTEMS INC	117,943 55	196,913.52
COMCAST CORP CLASS A	62,375 38	200,728.35
COSTCO WHOLESALE CORP COM	132,725 74	212,946.30
DANONE SPONSORED ADR	135,371 61	113,547.08
WALT DISNEY CO	45,551 50	135,590.22
ECOLAB INC COM	175,371 51	180,049.92
FACEBOOK INC-A	30,330 45	101,244.00
FEDEX CORP COM	73,689 78	168,324.80
JOHNSON & JOHNSON	0 00	4,304,821.65
JPMORGAN CHASE & CO	182,155 32	282,168.30
MASTERCARD INC CLASS A	182,003 15	194,523.00
MICROSOFT CORP	74,768 13	182,070.20
MONSANTO COMPANY	46,663 69	68,281.29
NESTLE SA SPONSORED ADR	155,050 55	197,428.48
NETFLIX.COM INC	74,209 20	99,535.20
NIKE INC CL B	145,757 44	171,907.06
NORWEGIAN CRUISE LINE HOLDINGS	106,913 02	124,272.66
NOVARTIS AG SPONSORED ADR	110,933 21	141,892.32
PACCAR INC COM	146,386 63	159,238.80
PAYPAL HOLDINGS INC	86,652 50	130,448.35
PEPSICO INC COM	107,869 93	177,557.11
PROGRESSIVE CORP COM	100,680 29	192,019.50
RALPH LAUREN CORP	151,692 49	105,945.36
ROCHE HLDG LTD SPONSORED ADR	89,672 47	129,954.15
ROPER TECHNOLOGIES, INC	153,485 43	161,476.56
ROYAL DUTCH SHELL PLC	200,296 42	217,445.47
S&P GLOBAL INC	95,650.27	155,717.92
SCHLUMBERGER LTD	214,129 63	208,363.90
SOUTHWESTERN ENERGY COMPANY	179,385.65	93,787.76
TEXAS INSTRUMENTS INC	90,326 38	225,915.12
TIFFANY & CO	131,583 52	149,285.04

Victory Foundation
FYE: 12/31/2016
EIN: 52-6854620

U S BANCORP DEL COM NEW	117,077 48	216,524.55
UNION PACIFIC CORP COM	72,919 45	149,713 92
UNITEDHEALTH GROUP INC	114,941 46	178,764 68
W W GRAINGER INC COM	129,250 67	170,007 00
WELLS FARGO & CO	138,538 76	251,742.48
WORKDAY INC-A	75,302.26	65,363 01
YUM! BRANDS INC	109,610 81	122,986 86
	5,401,460.62	**12,195,293.06**
WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT	426,873 59	426,873 59
	5,828,334.21	**12,622,166.65**

Form 990-PF Part VII-B Line 5c Expenditure Responsibility Statement

Recipient's Name and Address NO. 1	Grant Amount	Date of Grant	Amount Expended	Verification Date
GESU SCHOOL GRANT THROUGH THE LE VINE FAMILY FOUNDATION 1700 W THOMPSON STREET PHILADELPHIA, PA 19121	75,000.	06/17/16	75,000.	03/31/17

Purpose of Grant

GRANTS ONLY TO BE USED FOR CHARITABLE PURPOSES - GRANT PROVIDED TO THE GESU SCHOOL IN PHILADELPHIA, PA. THIS WAS A CHARITABLE GRANT FOR THE PURPOSE OF RESURFACING THE ROOFTOP PLAY AREA AND OTHER CAPITAL IMPROVEMENTS. THE CHARITY HAS ACKNOWLEDGED THE GIFT. ALL GRANT FUNDS WERE USED FOR CAPITAL PROJECTS.

Date of Reports by Grantee	Diversions by Grantee
11/30/2016	NONE - ALL FUNDS WERE USED FOR CHARITY.

Results of Verification

FUNDS WERE DISTRIBUTED AND USED FOR INTENDED CHARITABLE PURPOSE. DATES AND TRANSFERS HAVE BEEN VERIFIED AND EXPENDITURE RESPONSIBILITY STATEMENTS HAVE BEEN RECEIVED.

Form 990-PF Part VII-B Line 5c Expenditure Responsibility Statement

Recipient's Name and Address NO. 2	Grant Amount	Date of Grant	Amount Expended	Verification Date
PETER'S PLACE GRANT THROUGH THE LE VINE FAMILY FOUNDATION 336 KING OF PRUSSIA ROAD RADNOR, PA 19087	20,000.	06/27/16	20,000.	03/31/17

Purpose of Grant

GRANTS ONLY TO BE USED FOR CHARITABLE PURPOSES - GRANT PROVIDED TO THE PETERS PLACE IN RADNOR, PA. THIS WAS A CHARITABLE GRANT FOR THE PURPOSE OF PURCHASING A HOUSE AND OTHER CAPITAL IMPROVEMENTS. THE CHARITY HAS ACKNOWLEDGED THE GIFT. ALL GRANT FUNDS WERE USED FOR CAPITAL ASSETS.

Date of Reports by Grantee	Diversions by Grantee
07/5/2016	NONE - ALL FUNDS WERE USED FOR CHARITY.

Results of Verification

FUNDS WERE DISTRIBUTED AND USED FOR INTENDED CHARITABLE PURPOSE. DATES AND TRANSFERS HAVE BEEN VERIFIED AND EXPENDITURE RESPONSIBILITY STATEMENTS HAVE BEEN RECEIVED.

623671
04-01-16

Form 990-PF Part VII-B Line 5c Expenditure Responsibility Statement

Recipient's Name and Address NO. 3	Grant Amount	Date of Grant	Amount Expended	Verification Date
THE BRODWAY DREAMS FOUNDATION GRANT THROUGH THE LE VINE FAMILY FOUNDATION 641 SPRING ST. SE GAINESVILLE, GA 30501	5,000.	11/21/16	5,000.	03/31/17

Purpose of Grant

GRANTS ONLY TO BE USED FOR CHARITABLE PURPOSES - GRANT PROVIDED TO THE BROADWAY DREAMS FOUNDATION. THIS WAS A CHARITABLE GRANT FOR THE PURPOSE OF CAPITAL EXPENDITURES ONLY. THE CHARITY HAS ACKNOWLEDGED THE GIFT. ALL GRANT FUNDS WERE USED FOR CAPITAL EXPENDITURES.

Date of Reports by Grantee	Diversions by Grantee
11/30/2016	NONE - ALL FUNDS WERE USED FOR CHARITY.

Results of Verification

FUNDS WERE DISTRIBUTED AND USED FOR INTENDED CHARITABLE PURPOSE. DATES AND TRANSFERS HAVE BEEN VERIFIED AND EXPENDITURE RESPONSIBILITY STATEMENTS HAVE BEEN RECEIVED.