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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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▶ 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

, 2016, and ending

, 20

Name of foundation HENRY L. KIMELMAN FAMILY FOUNDATION		A Employer identification number 66-6012547
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (800) 839-1754
FOUNDATION SOURCE 501 SILVERSIDE RD		
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19809-1377		
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		C If exemption application is pending, check here. ☐ D 1 Foreign organizations, check here. ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 20,029,247.		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		2,899,208.			
2 Check ☐ if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments.		1,390.	1,390.		
4 Dividends and interest from securities		372,211.	372,211.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		52,220.			
b Gross sales price for all assets on line 6a 1,501,064.					
7 Capital gain net income (from Part IV, line 2)			52,277.		
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) (attach schedule)					
11 Other income (attach schedule) ATCH. 1.		24,220.	24,498.		
12 Total. Add lines 1 through 11		3,349,249.	450,376.		
13 Compensation of officers, directors, trustees, etc.		0.			
14 Other employee salaries and wages					
15 Pension plans, employee benefits		2,149.			2,149.
16a Legal fees (attach schedule) ATCH. 2.		2,958.			2,958.
b Accounting fees (attach schedule) ATCH. 3.		14,000.			14,000.
c Other professional fees (attach schedule) [4]		62,584.	62,584.		
17 Interest					
18 Taxes (attach schedule) (see instructions) [5].		10,912.	2,968.		
19 Depreciation (attach schedule) and depletion.					
20 Occupancy					
21 Travel, conferences, and meetings		5,320.	284.		5,036.
22 Printing and publications					
23 Other expenses (attach schedule) ATCH. 6.		51,443.	8,969.		42,474.
24 Total operating and administrative expenses. Add lines 13 through 23.		149,366.	74,805.		66,617.
25 Contributions, gifts, grants paid		513,500.			513,500.
26 Total expenses and disbursements Add lines 24 and 25		662,866.	74,805.	0.	580,117.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		2,686,383.			
b Net investment income (if negative, enter -0-)			375,571.		
c Adjusted net income (if negative, enter -0-).					

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	4,400,223.	1,917,696.	1,917,696.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		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 (attach schedule) [7]		583,669.	602,224.
	b	Investments - corporate stock (attach schedule) ATCH 8		11,612,428.	12,619,562.
	c	Investments - corporate bonds (attach schedule) ATCH 9		3,091,981.	3,074,698.
	Liabilities	11	Investments - land, buildings, and equipment basis		
		Less accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans			
13		Investments - other (attach schedule) ATCH 10	10,866,974.	818,306.	1,815,067.
14		Land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule) ▶			
15		Other assets (describe ▶)			
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	15,267,197.	18,024,080.	20,029,247.
17		Accounts payable and accrued expenses			
18		Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	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	198,000.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	15,069,197.	18,024,080.	
	30	Total net assets or fund balances (see instructions)	15,267,197.	18,024,080.	
	31	Total liabilities and net assets/fund balances (see instructions)	15,267,197.	18,024,080.	

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	15,267,197.
2	Enter amount from Part I, line 27a	2	2,686,383.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11	3	70,500.
4	Add lines 1, 2, and 3	4	18,024,080.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,024,080.

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.)
1 a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	52,277.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0.	

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	339,533.	10,057,930.	0.033758
2014	316,944.	5,389,513.	0.058808
2013	266,572.	5,369,060.	0.049650
2012	230,653.	5,255,941.	0.043884
2011	225,311.	5,250,313.	0.042914
2 Total of line 1, column (d)			2 0.229014
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.			3 0.045803
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 19,008,989.
5 Multiply line 4 by line 3.			5 870,669.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 3,756.
7 Add lines 5 and 6.			7 874,425.
8 Enter qualifying distributions from Part XII, line 4. 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.			8 580,117.

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)	1	7,511.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
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	
3	Add lines 1 and 2	3	7,511.
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	7,511.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	3,934.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	4,067.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	8,001.
8	Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	490.
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ► 490. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► FL,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . ATTCH. 12	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? Website address ► N/A	13	X
14 The books are in care of ► FOUNDATION SOURCE Telephone no ► 800-839-1754 Located at ► 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ► 19809-1377		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15		
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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)	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)	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**

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

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? ☐ **7b**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000. ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 14		62,584.

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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	14,693,524.
b	Average of monthly cash balances	1b	3,097,068.
c	Fair market value of all other assets (see instructions)	1c	1,507,874.
d	Total (add lines 1a, b, and c)	1d	19,298,466.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	19,298,466.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	289,477.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,008,989.
6	Minimum investment return. Enter 5% of line 5	6	950,449.

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	950,449.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	7,511.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,511.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	942,938.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	942,938.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	942,938.

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	580,117.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	580,117.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	580,117.

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.

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Page **9****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				942,938.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			90,812.	
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
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				
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ <u>580,117.</u>				
a Applied to 2015, but not more than line 2a . . .			90,812.	
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount.				489,305.
e Remaining amount distributed out of corpus. . .				
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				453,633.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .				
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 . . .				

Form **990-PF** (2016)

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

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

N/A

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

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

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

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 ATCH 15				
Total			3a	513,500.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(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 .			14	1,390.		
4 Dividends and interest from securities			14	372,211.		
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	525990	-57.	18	52,277.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory. . .						
11 Other revenue a K-1 INC/LOSS	525990	-278.	14	21,623.		
b ANNUITY INCOME			14	2,875.		
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)		-335.		450,376.		
13 Total Add line 12, columns (b), (d), and (e)				13		450,041.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

OMB No 1545-0047

2016

▶ 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

Name of the organization

HENRY L. KIMELMAN FAMILY FOUNDATION

Employer identification number

66-6012547

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. 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 **HENRY L. KIMELMAN FAMILY FOUNDATION**Employer identification number
66-6012547**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	CHARLOTTE KIMELMAN TRUST C/O D. KIMELMAN, 2212 ST. JAMES ST PHILADELPHIA, PA 19103	\$ 2,638,401.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	HENRY KIMELMAN MARITAL TRUST C/O D. KIMELMAN, 2212 ST. JAMES ST PHILADELPHIA, PA 19103	\$ 260,807.	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)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization HENRY L. KIMELMAN FAMILY FOUNDATION

Employer identification number

66-6012547

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
1	HOME TR BK CLYDE - 4.000% - 08/15/2022 43737SAK4, 100000 SH.	\$ 110,695.	02/19/2016
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization HENRY L. KIMELMAN FAMILY FOUNDATION

Employer identification number

66-6012547

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 information once. See instructions) ► \$ _____

Use duplicate copies of Part III if additional space is needed

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

Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities						
Passthrough K-1 Capital Gain/(Loss) - non UBI				\$ 1,501,064	\$ 1,449,909	\$ 51,155
						\$ 1,122
Total included in Part IV				\$ 1,501,064	\$ 1,449,909	\$ 52,277
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ (57)
Part I, Line 6a Total						\$ 52,220

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS ADVANTAGE ADVISERS XANTHUS	-3,907.	-3,629.
K-1 INC/LOSS BROAD BASED CONSUMER CREDIT	25,252.	25,252.
ANNUITY INCOME	2,875.	2,875.
TOTALS	<u>24,220.</u>	<u>24,498.</u>

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GENERAL CONSULTATIONS	2,958.			2,958.
TOTALS	<u>2,958.</u>			<u>2,958.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX RETURN PREPARATION/REVIEW	14,000.			14,000.
TOTALS	<u>14,000.</u>			<u>14,000.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT SERVICES	62,584.	62,584.
TOTALS	<u>62,584.</u>	<u>62,584.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2016	3,000.	
990-PF EXTENSION FOR 2015	4,944.	
FOREIGN TAX PAID	2,968.	2,968.
TOTALS	<u>10,912.</u>	<u>2,968.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	42,474.		42,474.
BANK CHARGES	815.	815.	
K-1 EXP ADVANTAGE ADVISERS XAN	3,478.	3,478.	
K-1 EXP BROAD BASED CONSUMER C	4,676.	4,676.	
TOTALS	<u>51,443.</u>	<u>8,969.</u>	<u>42,474.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FEDERAL NATIONAL MORT 0.875%	9,869.	9,993.
FEDERAL NATIONAL MORT 1.500%	56,613.	55,739.
FEDERAL NATIONAL MORT 1.625%	40,412.	40,118.
FHLM - 1.000% - 07/28/2017	7,051.	7,011.
FHLM CORP - 0.750% - 01/12/201	15,823.	15,967.
U.S. - 0.010% - 06/30/2019	11,954.	11,906.
US T - 2.000% - 02/15/2022	6,761.	7,011.
US T NOTE - 1.375% - 02/28/201	10,153.	10,028.
US T NOTE - 3.125% - 05/15/202	21,159.	21,076.
US T NOTE - 3.750% - 11/15/201	10,667.	10,477.
US T NT - 1.375% - 03/31/2020	67,015.	65,655.
US T NTS - 1.250% - 01/31/2019	8,108.	8,005.
US T NTS - 1.375% - 12/31/2018	17,805.	18,058.
US T NTS - 1.625% - 11/15/2022	67,673.	66,178.
US T NTS - 2.000% - 11/15/2021	17,610.	18,034.
US T NTS - 2.125% - 08/15/2021	5,925.	6,057.
US T NTS - 2.625% - 11/15/2020	6,278.	6,202.
US OBLIGATIONS TOTAL	<u>380,876.</u>	<u>377,515.</u>
NASSAU CNTY NY TXBL - 5.250% -	101,370.	112,169.
NASSAU CNTY NY TXBL - 5.375% -	101,423.	112,540.
STATE OBLIGATIONS TOTAL	<u>202,793.</u>	<u>224,709.</u>
US AND STATE OBLIGATIONS TOTAL	<u>583,669.</u>	<u>602,224.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
3M CO	8,869.	10,357.
ABB LTD	13,170.	14,602.
ABBOTT LABS	13,761.	13,290.
ACUITY BRANDS INC	11,579.	12,697.
ADVISORY BOARD COMPANY	10,197.	8,146.
AECOM TECHNOLOGY CORPORATION	32,339.	41,087.
AETNA INC	17,711.	22,446.
AGCO CP	19,972.	24,359.
ALERIAN MLP ETF	187,707.	163,485.
ALLIANZ SE ADR	19,738.	21,193.
ALPHABET INC CL A	6,927.	7,925.
ALPHABET INC CL C	6,704.	7,718.
AMAZON COM	15,404.	19,497.
AMER INTERNATIONAL GROUP INC	33,467.	41,864.
AMSURG CORP	28,266.	26,582.
ANSYS INC	9,668.	10,081.
ANTERO RESOURCES CORPORATION	20,001.	18,281.
ASTRAZENECA	21,760.	20,490.
ATHENAHEALTH	18,822.	14,619.
AVON PRODUCTS	11,188.	17,675.
BAE SYSTEMS PLC	15,937.	16,837.
BAKER HUGHES INC	32,778.	45,674.
BANK OF AMERICA CORP	33,096.	53,968.
BAYER A G SPONSORED ADR	3,633.	3,337.
BCE INC	16,237.	16,388.
BEACON ROOFING SUPPLY, INC	12,335.	14,788.
BERKSHIRE HATHAWAY INC. CLASS	55,067.	68,778.
BHP BILLITON LIMITED	3,570.	3,113.
BNP PARIBAS SPONS ADR	15,083.	18,409.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BOC HK HLDGS LTD S/ADR	4,435.	5,008.
BRITISH AMERICAN TOBACCO PLC	23,174.	23,210.
BROADRIDGE FINANCIAL	18,883.	23,271.
BURBERRY GROUP PLC	5,789.	5,624.
CENTENE CORP	29,740.	27,746.
CERNER CORPORATION	8,346.	6,916.
CHEMED CORP	13,484.	16,201.
CHEVRON CORP	29,322.	40,018.
CHICAGO BRIDGE & IRON	31,659.	26,829.
CISCO SYSTEMS INC	8,147.	9,217.
CITIGROUP INC	33,878.	45,464.
CLEAN HARBORS, INC	29,256.	34,447.
CLOROX CO	213,750.	240,040.
CNOOC LTD ADS	4,116.	4,587.
COACH INC	9,846.	10,156.
COSTAR GROUP, INC	14,045.	14,137.
DARLING INGREDIENTS INC	26,243.	28,492.
DEUTSCHE TELE AG ADS	13,362.	13,543.
DEVON ENERGY CORPORATION	9,498.	18,314.
DIAGEO PLC ADS	315,475.	276,584.
DRIEHAUS EMERGING MARKETS SM C	105,452.	96,156.
DUN & BRADSTREET CORP	33,074.	36,760.
ECOLAB INC	20,704.	20,982.
ELI LILLY & CO	19,963.	20,373.
ENGIE	11,913.	9,695.
EXPRESS SCRIPTS HOLDING CO	63,380.	55,995.
FAIRFAX FINL HLDGS LTD	58,739.	58,404.
FASTENAL COMPANY	17,322.	20,342.
FINANCIAL SELECT SECTOR SPDR F	121,995.	139,500.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FISERV INC	20,373.	23,063.
FIVE BELOW INC	9,553.	10,150.
FLOWERVE CP	25,336.	25,370.
FORD MOTOR COMPANY	121,355.	97,040.
FREEPORT-MCMORAN COPPER & GOLD	16,023.	24,995.
GENERAL ELECTRIC CO	347,140.	395,000.
GENERAL MOTORS	37,858.	41,634.
GENTEX CORPORATION	11,259.	14,728.
GLAXOSMITHKLINE PLC	20,708.	19,871.
GRAND CANYON EDUCATION, INC	11,864.	17,886.
GROUPE DANONE ADS	60,814.	56,648.
HALLIBURTON COMPANY	11,042.	14,550.
HANESBRANDS INC	32,945.	26,617.
HEALTHCARE SVCS GROUP INC	10,936.	11,947.
HEICO CORP	8,512.	12,035.
HEWLETT PACKARD ENTERPRISE CO	30,703.	46,049.
HONDA MOTOR CO LTD	9,782.	9,370.
HSBC HOLDINGS PLC	16,365.	17,438.
IDEX CP	20,955.	24,226.
IHS MARKIT LTD	12,725.	13,704.
IMPERIAL BRANDS PL	12,085.	11,323.
ING GROUP N V SPONSORED ADR	14,745.	14,509.
INOVALON HOLDINGS INC	9,626.	5,521.
INT'L FLAVORS & FRAGRANCES INC	9,501.	9,426.
INTEL CORP	31,218.	36,560.
INTERNATIONAL BUSINESS MACHINE	20,196.	24,899.
INTERSIL CORPORATION	5,196.	9,143.
ISHARES MSCI EMERGING MARKETS	311,091.	323,807.
ISHARES TR DJ SEL DIVIDEND INX	436,978.	525,309.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ISHARES TRUST MSCI EAFE INDEX	636,329.	627,987.
JAPAN TOB INC	20,145.	19,112.
JOHNSON & JOHNSON	502,297.	579,506.
JP MORGAN CHASE	50,688.	73,778.
JSC MMC NRLSK NICKL SPON ADR	9,914.	9,678.
KNOWLES CORPORATION	20,945.	22,508.
LEVEL 3 COMMUNICATIONS, INC	34,369.	39,903.
LIBERTY GLOBAL LILAC - CLASS K	4,566.	2,900.
LIBERTY GLOBAL PLC - SERIES C	62,437.	63,053.
LINCOLN NATIONAL CORP	34,990.	55,534.
LKQ CORPORATION	8,488.	8,797.
LORAL SPACE AND COMMUNICATIONS	87,461.	
MANULIFE FIN CORP	13,064.	13,971.
MATTELL INC	22,982.	24,272.
MEDNAX, INC	16,362.	14,599.
MERCK & CO INC	46,389.	51,394.
METLIFE INC	39,912.	47,908.
MICHELIN CIE GEN UNSP/ADR	11,376.	13,304.
MICROSOFT CORP	437,257.	647,002.
MSC INDUSTRIAL DRCT	34,055.	47,858.
MUENCHENER RUECKVERS	14,005.	14,424.
MURPHY USA INC	17,614.	17,335.
NATIONAL INSTRUMENTS CORPORATI	20,783.	22,838.
NEOGEN CORPORATION	10,009.	13,332.
NESTLE S.A	24,343.	23,961.
NEWFIELD EXPLORATION CO	21,819.	27,095.
NIPPON TELEPHONE ADR	14,085.	14,851.
NOVARTIS AG ADR	22,840.	20,541.
OGE ENERGY CORP	24,904.	27,764.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ORKLA ASA SPON ADR	6,678.	7,730.
PATTERSON COMPANIES INC COM	7,478.	6,893.
PENTAIR INC. COM	19,846.	19,288.
PFIZER INC	287,100.	341,040.
PIMCO ALL ASSET CLASS C	100,000.	90,194.
POLARIS INDUSTRIES	30,018.	27,271.
PORTFOLIO RECOVERY ASSOCIATES,	11,597.	12,981.
POWERSHARES QQQ NASDAQ 100	1,055,181.	1,187,762.
PRAXAIR INC	7,573.	8,320.
PROSIEBENSAT.1 MEDIA	15,725.	13,647.
PROTO LABS INC	14,924.	12,838.
QUALCOMM INC	7,410.	8,867.
RALPH LAUREN CORP	33,634.	31,251.
REAL ESTATE SELECT SECTOR SPDR	26,633.	25,646.
RECKITT BENCKISER GROUP	9,322.	8,753.
RELIANCE STL & ALMN	32,976.	42,793.
RESOLUTE FOREST PRODUCTS INC	21,089.	13,022.
RITCHIE BROS AUCTIONEERS	11,684.	15,062.
ROCHE HOLDING LTD ADR	39,123.	35,120.
ROLLINS INC	12,562.	15,539.
ROYAL DUTCH SHELL PLC SPONS ADR	5,948.	6,725.
SALESFORCE.COM	15,171.	13,829.
SANOFI-AVENTIS SPONSORED ADR	9,855.	10,029.
SIEMENS AG	13,930.	17,016.
SIGNET GROUP PLC SPONS ADR NAS	24,122.	28,089.
SINGAPORE TELE ADR	14,818.	13,767.
SMITHS GROUP ORD 37.5P	7,857.	9,045.
SONIC HEALTHCARE LTD	11,515.	12,457.
SPDR DOW JONES INDUSTRIAL AVER	610,658.	683,385.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SPDR GOLD SHARES	383,173.	367,194.
SPDR S&P 500 ETF TRUST	1,538,195.	1,697,486.
SPX CORPORATION	20,174.	46,444.
SPX FLOW INC	40,160.	42,383.
SSE PLC SPON ADR	10,602.	9,909.
ST. JUDE MED INC	38,268.	39,614.
STARBUCKS CORP COM	21,458.	20,709.
STATOIL ASA ADS	3,698.	3,940.
STERICYCLE INC	16,051.	9,630.
STRATASYS, INC	4,982.	3,341.
TE CONNECTIVITY LTD	27,771.	34,016.
TELEFONICA BRASIL, S.A	7,970.	7,479.
TEMPLETON DRAGON FUND	106,856.	72,072.
TEMPLETON GLOBAL BOND FUND, CL	183,562.	173,468.
THOR INDS INC	15,867.	28,314.
TIMKEN CO COM	20,488.	26,798.
TOTAL FINA ELF S.A	15,207.	16,718.
TRINITY INDUSTRIES, INC	20,765.	27,427.
UBS AG	20,039.	19,211.
ULTIMATE SOFTWARE GROUP, INC.	16,133.	15,864.
UNILEVER N V N Y	17,386.	16,835.
UNITED NATURAL FOODS, INC	9,067.	9,973.
UNITED OVRSEAS BK LTD ADR	12,212.	12,297.
UNITEDHEALTH GROUP INC	10,693.	13,923.
VANGUARD WELLINGTON INCOME FUN	183,078.	181,692.
VEEVA SYSTEMS INC	6,151.	7,367.
VERINT SYSTEMS INC	6,381.	5,711.
VERISK ANALYTICS, INC	10,823.	11,445.
VERIZON COMMUNICATIONS	187,040.	240,210.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VERMILION ENERGY	12,179.	14,802.
VODAFONE GROUP PLC	84,904.	63,787.
WAL-MART STORES INC	46,776.	47,969.
WALGREENS BOOTS ALLIANCE	17,818.	18,207.
WEATHERFORD INTL	10,123.	10,200.
WESTERN UNION CO	26,041.	31,060.
WESTROCK COMPANY	12,300.	17,566.
WHOLE FOODS MARKET, INC	5,282.	5,198.
ZIMMER BIOMET HOLDINGS	20,619.	20,434.
ZURICH INS GROU ADR	16,421.	16,790.
TOTALS	<u>11,612,428.</u>	<u>12,619,562.</u>

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AFLAC INC SR NT - 2.400% - 03/	15,249.	15,067.
AIG INC - 4.872% - 06/01/2022	27,411.	27,320.
AMC ENTMT INC - 0.000% - 06/15	6,938.	7,158.
AMER INTERNATIONAL GROUP INC -	25,890.	25,720.
AMERICAN EXPRESS - 2.375% - 03	10,132.	10,025.
AMERICAN EXPRESS CO NOTE - 1.5	11,866.	11,977.
ANHEUSER BUSCH - 2.650% - 02/0	50,127.	50,288.
AT&T INC - 2.800% - 02/17/2021	25,713.	24,802.
AT&T INC BOND - 4.600% - 02/15	37,013.	37,019.
AT&T INC GLBL NT - 1.600% - 02	10,002.	10,003.
AVALONBAY COMMUNITIES - 0.035%	50,477.	50,097.
AVIS BUDGET CAR RENT LLC - 5.5	5,901.	5,895.
BALL CORP - 4.000% - 11/15/202	4,806.	4,900.
BANK OF AMERICA CORP - 2.503%	21,419.	21,277.
BANK OF AMERICA SR NOTE - 2.25	39,645.	39,767.
BANK OF MONTREAL MTN - 0.019%	14,894.	14,535.
BOYD GAMING CORP - 6.875% - 05	11,743.	11,825.
BP CAP MKTS P L C - 0.025% - 1	35,482.	34,307.
BURLINGTON NORTH - 5.750% - 03	93,880.	91,450.
CARNIVAL CORP - 3.950% - 10/15	52,585.	52,729.
CCO HOLDING LLC - 5.250% - 09/	5,007.	5,175.
CENTURYLINK INC - 5.800% - 03/	16,206.	17,340.
CHEVRON CORP - 3.191% - 06/24/	76,707.	76,820.
CHS/CMNTY HEALTH SYS INC - 7.1	6,367.	5,322.
CITIGROUP INC NOTE - 2.550% -	40,547.	40,326.
CITIGROUP INC SR NT - 1.750% -	21,782.	21,939.
CLEAN HARBORS - 5.125% - 06/01	20,472.	20,454.
COMCAST CORP BOND - 2.850% - 0	14,623.	14,961.
COMCAST CORP BOND - 3.125% - 0	5,100.	5,105.

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 9 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COMCAST CORP NOTES - 5.150% -	8,848.	8,733.
CONCHO RESOURCES INC - 5.500%	3,079.	3,109.
CONCHO RESOURCES NOTE - 6.500%	3,015.	3,104.
COTT BEVERAGES INC - 5.380% -	7,043.	7,123.
CROWN AMERICAS NOTE - 4.500% -	18,126.	18,360.
DAVITA HEALTHCARE PTNRS - 5.12	16,074.	15,960.
DIGITAL RLTY TR - 3.625% - 10/	29,016.	30,276.
DISCOVERY BK CD - 0.650% - 06/	239,999.	239,932.
DISCOVERY COMMUNICATIONS NOTE	75,128.	74,747.
DOLPHIN SUBSIDIARY II INC - 7.	7,143.	7,140.
DUPONT FABROS TECHNOLOGY LP -	7,271.	7,315.
EARTHLINK INC - 7.375% - 06/01	3,045.	3,165.
ENERGY TRANSFER PARTNERS - 3.6	12,745.	12,786.
EQUINIX INC NOTE - 5.375% - 04	7,121.	7,263.
FELCOR LODGING LTD PARTNERSHIP	15,005.	15,300.
FIRST NATIONAL BANK CD - 4.000	151,795.	155,441.
FRONTIER COMMUNICATIONS - 7.12	7,163.	7,240.
GAP INC - 5.950% - 04/12/2021	22,095.	21,047.
GE CAP CORP - 3.100% - 01/09/2	10,568.	10,143.
GENERAL ELEC CAP CORP MTN BE -	7,007.	7,023.
GENERAL ELECTRIC CO MTN - 2.20	45,974.	45,146.
GLP CAPITAL LP - 0.054% - 11/0	5,262.	5,350.
GOLDMAN SACHS - 2.625% - 04/25	22,067.	21,840.
GOLDMAN SACHS GROUP CD - 5.250	106,223.	102,035.
GOLDMAN SACHS GROUP NOTE - 2.7	40,435.	40,173.
HCA INC - 5.875% - 03/15/2022	5,394.	5,388.
HCP INC - 3.750% - 02/01/2019	21,803.	21,590.
HEALTHSOUTH - 5.750% - 11/01/2	7,050.	7,088.
HOME DEPOT - 2.625% - 06/01/20	50,414.	50,241.

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 9 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HOME TR BK CLYDE - 4.000% - 08	110,694.	109,622.
HUNTSMAN INTL - 4.875% - 11/15	9,472.	10,363.
INGLES MKTS INC - 5.750% - 06/	7,092.	7,193.
JOHN DEERE - 0.020% - 01/08/20	50,411.	50,211.
JPMORGAN - 0.026% - 03/01/2021	21,984.	21,931.
JPMORGAN CHASE & CO SR NT - 2.	50,139.	49,883.
KEYBANK NATL MTN - 1.650% - 02	6,987.	7,004.
LIBERTY MEDIA NOTE - 8.500% -	6,359.	6,615.
LIMITED BRANDS INC - 5.625% -	5,303.	5,338.
LYONDELLBASELL INDUSTRIES - 5.	27,665.	26,416.
MARIOTT INTL NOTE - 3.000% - 0	51,094.	50,875.
MARKWEST ENERGY - 4.500% - 07/	1,955.	2,031.
MARRIOTT INTL - 0.023% - 01/15	20,110.	19,401.
MASCO CORP - 4.450% - 04/01/20	5,041.	5,075.
MEDIACOM BROADBAND LLC & MEDIA	16,541.	16,800.
METABANK STORM LAKE IOWA CD -	239,999.	240,011.
MGM RESORTS INTERNATIONAL - 7.	4,365.	4,600.
MORGAN STANLEY - 2.500% - 01/2	22,090.	22,231.
MORGAN STANLEY - 2.800% - 06/1	40,510.	40,327.
NABORS INDS INC - 0.000% - 09/	5,933.	6,099.
NOBLE ENERGY INC - 3.900% - 11	59,099.	59,450.
NUSTAR LOGISTICS - 4.750% - 02	1,931.	1,980.
NUSTAR NOTE - 4.800% - 09/01/2	9,546.	10,025.
OMNICOM GROUP NOTE - 4.450% -	15,884.	15,956.
PACKAGING CORP AMER - 3.900% -	13,310.	13,407.
PBF HLDG CO LLC - 8.250% - 02/	6,212.	6,150.
PENSKE AUTOMOTIVE GRP INC - 5.	6,083.	6,180.
PHILLIPS 66 - 4.300% - 04/01/2	37,153.	37,580.
POLYONE CORP NOTE - 5.250% - 0	8,929.	9,135.

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 9 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
QVC INC - 0.045% - 02/15/2025	7,592.	7,690.
RADIAN GROUP INC - 5.500% - 06	5,012.	5,225.
REGAL ENTERTAINMENT CORP - 5.7	7,980.	8,120.
REPUBLIC SVCS INC NT - 3.550%	32,208.	31,164.
REVLON CONSUMER NOTE - 5.750%	13,846.	14,070.
SOUTHERN PWR CO NOTE - 0.000%	14,929.	14,874.
SPRINGS INDS INC - 6.250% - 06	1,990.	2,070.
TRANSCANADA PIPELINES - 0.038%	37,508.	36,223.
TYSON FOODS INC SR NT - 3.950%	52,697.	51,958.
U S BANCORP - 1.950% - 11/15/2	25,069.	25,127.
UNDER ARMOUR INC - 3.250% - 06	76,328.	70,831.
UNITED RENTALS NT - 5.500% - 0	16,634.	17,340.
UNIVERSAL HOSPITAL SERV NOTE -	10,567.	10,890.
VIASAT INC - 6.875% - 06/15/20	5,219.	5,150.
WALGREENS BOOTS ALLIANCE - 3.3	72,718.	72,332.
WASTE MGMT INC - 0.024% - 05/1	76,387.	72,723.
WELLS FARGO - 5.625% - 12/11/2	10,149.	10,368.
WELLS FARGO CO MTN BE - 1.500%	6,962.	6,992.
WELLS FARGO CO MTN BE - 2.150%	40,233.	39,811.
WHITEWAVE FOODS - 0.054% - 10/	2,170.	2,190.
TOTALS	<u>3,091,981.</u>	<u>3,074,698.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ADVANTAGE ADVISERS XANTHUS FUN	168,680.	528,462.
BROAD BASED CONSUMER CREDIT FU	11,751.	388,290.
IRONWOOD MULTI-STRATEGY FUND		250,377.
KL SPECIAL OPPORTUNITIES FUND,	335,000.	345,063.
AXA EQUIITABLE LIFE INSURANCE	302,875.	302,875.
TOTALS	<u>818,306.</u>	<u>1,815,067.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR PERIOD ADJUSTMENT	70,500.
TOTAL	<u>70,500.</u>

FORM 990-PF - PART IV **CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,501,064.		PUBLICLY-TRADED SECURITIES 1,449,909.					51,155.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)					1,122.	
TOTAL GAIN (LOSS)							<u>52,277.</u>	

FORM 990PF, PART VII-A, LINE 10 - SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 12

NAME AND ADDRESS

CHARLOTTE KIMELMAN TRUST
C/O D. KIMELMAN, 2212 ST. JAMES ST
PHILADELPHIA, PA 19103

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
SUSAN K EDWARDS FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	SEC / TRUSTEE 1.00	0.	0.	0.
DONALD KIMELMAN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES / TRUSTEE 1.00	0.	0.	0.
JOHN D KIMELMAN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	TREAS / TRUSTEE 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
OPPENHEIMER & CO. INC. 85 BROAD STREET NEW YORK, NY 10004	INVESTMENT MGT	62,584.
TOTAL COMPENSATION		<u>62,584.</u>

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN NATIONAL RED CROSS PO BOX 37839 BOONE, IA 50037	N/A PC		U S DISASTER RELIEF PROGRAM	10,000
AMERICAN SOCIETY FOR THE PREVENTION OF CRUELTY TO 520 8TH AVE, 7TH FL NEW YORK, NY 10018	N/A PC		GENERAL & UNRESTRICTED	3,000
ANIMAL CARE FUND PO BOX A E SMITHFIELD, PA 18817	N/A PC		GENERAL & UNRESTRICTED	1,000
BARD COLLEGE PO BOX 5000 ANNANDALE-ON-HUDSON, NY 12504	N/A PC		UNDERGRADUATE FINANCIAL AID PROGRAM	1,000
BARTLETT ARBORETUM ASSOCIATION INC 151 BROOKDALE RD STAMFORD, CT 06903	N/A PC		GENERAL & UNRESTRICTED	1,000
BENCHMARK SCHOOL 2107 N PROVIDENCE RD MEDIA, PA 19063	N/A PC		GENERAL & UNRESTRICTED	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BERKSHIRE HUMANE SOCIETY INC 2114 BARKER RD PITTSFIELD, MA 01201	N/A PC		GENERAL & UNRESTRICTED	1,000
BROAD STREET MINISTRY 315 S BROAD ST PHILADELPHIA, PA 19107	N/A PC		GENERAL & UNRESTRICTED	2,500
BROOKLYN COMMUNITY BAIL FUND INC 81 PROSPECT ST BROOKLYN, NY 11201	N/A PC		GENERAL & UNRESTRICTED	5,000
CENTER CITY DISTRICT FOUNDATION 660 CHESTNUT ST PHILADELPHIA, PA 19106	N/A PC		GENERAL & UNRESTRICTED	2,000
CHILDFUND INTERNATIONAL INC 2821 EMERYWOOD PKWY RICHMOND, VA 23294	N/A PC		GENERAL & UNRESTRICTED	1,008
CHILDRENS HOME SOCIETY OF FLORIDA, SOUTH COASTAL D 3333 FOREST HILL BLVD WEST PALM BEACH, FL 33406	N/A PC		CHRISTMAS PRESENTS FOR THE KIDS FUND	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLARK UNIVERSITY 950 MAIN ST WORCESTER, MA 01610	N/A PC	GENERAL & UNRESTRICTED	1,000
COLUMBIA-GREENE HOSPITAL FOUNDATION 71 PROSPECT AVE HUDSON, NY 12534	N/A PC	TRAINING AND CERTIFICATION FOR STAFF DEALING WITH SEXUAL ASSAULT	5,000
COMMITTEE TO PROTECT JOURNALISTS INC 330 7TH AVE 11TH FL NEW YORK, NY 10001	N/A PC	GENERAL & UNRESTRICTED	2,000
CONGREGATION RODEPH SHOLOM 7 W 83RD ST NEW YORK, NY 10024	N/A PC	GENERAL & UNRESTRICTED	5,000
CULTURAL COUNCIL OF PALM BEACH COUNTY INC 601 LAKE AVE LAKE WORTH, FL 33460	N/A PC	GENERAL & UNRESTRICTED	1,000
CYSTIC FIBROSIS FOUNDATION 700 S DIXIE HWY STE 100 WEST PALM BEACH, FL 33401	N/A PC	GENERAL & UNRESTRICTED	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EQUAL JUSTICE INITIATIVE 122 COMMERCE ST MONTGOMERY, AL 36104	N/A PC		GENERAL & UNRESTRICTED	3,000
FARM SANCTUARY INC PO BOX 150 WATKINS GLEN, NY 14891	N/A PC		GENERAL & UNRESTRICTED	1,000
FORWARD ASSOC INC 125 MAIDEN LN 8TH FL NEW YORK, NY 10038	N/A PC		GENERAL & UNRESTRICTED	2,000
FRIENDS OF RODEPH SHOLOM SCHOOL INC 7 W 83RD ST NEW YORK, NY 10024	N/A PC		GENERAL & UNRESTRICTED	20,000
FRIENDS OF RODEPH SHOLOM SCHOOL INC 7 W 83RD ST NEW YORK, NY 10024	N/A PC		STAFF HOLIDAY GIFT FUND	2,000
FRIENDS OF THE EARTH 1100 15TH ST NW, 11TH FL WASHINGTON, DC 20005	N/A PC		GENERAL & UNRESTRICTED	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GREAT OAKS VILLAGE 1718 E MICHIGAN ST ORLANDO, FL 32806	N/A GOV		CHILDREN'S CHRISTMAS PRESENTS FUND	2,000
HAITIAN PEOPLES SUPPORT PROJECT INC 74 BROAD ST WEST HURLEY, NY 12491	N/A PC		HURRICANE RELIEF	3,000
HARLEM VALLEY RAIL TRAIL ASSOCIATION INC PO BOX 356 MILLERTON, NY 12546	N/A PC		GENERAL & UNRESTRICTED	3,000
HEBREW CONGREGATION OF ST THOMAS INC PO BOX 266 ST THOMAS, VI 00804	N/A PC		RESTORATION OF THE JEWISH CEMETERY ON ST THOMAS PROJECT	4,000
HEIFER INTERNATIONAL FOUNDATION 1 WORLD AVE LITTLE ROCK, AR 72202	N/A PC		GENERAL & UNRESTRICTED	1,000
HELP ANIMALS INDIA 19215 32ND AVE NE LK FOREST PK, WA 98155	N/A PC		GENERAL & UNRESTRICTED	3,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HELP ANIMALS INDIA 19215 32ND AVE NE LK FOREST PK, WA 98155	N/A PC		DELHI DOG LADY AND STREET COWS PROJECT	2,000
HILLSDALE FIRE COMPANY NO 1 INC PO BOX 328 HILLSDALE, NY 12529	N/A PC		GENERAL & UNRESTRICTED	1,000
HOUSING PLUS SOLUTIONS INC 4 W 43RD ST STE 316 NEW YORK, NY 10036	N/A PC		GENERAL & UNRESTRICTED	3,000
HUMANE SOCIETY INTERNATIONAL 1255 23RD ST NW STE 450 WASHINGTON, DC 20037	N/A PC		GENERAL & UNRESTRICTED	3,000
INTERNATIONAL RESCUE COMMITTEE INC 122 E 42ND ST NEW YORK, NY 10168	N/A PC		SYRIA INITIATIVE	492
JOHN BARTRAM ASSOCIATION 54TH LINDBERGH BLVD PHILADELPHIA, PA 19143	N/A PC		GENERAL & UNRESTRICTED	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LIFT INC 1620 I ST NW STE 820 WASHINGTON, DC 20006	N/A PC		GENERAL & UNRESTRICTED	10,000
MAHAIWE PERFORMING ARTS CENTER INC PO BOX 690 GT BARRINGTON, MA 01230	N/A PC		GENERAL & UNRESTRICTED	1,000
MARET SCHOOL INC 3000 CATHEDRAL AVE NW WASHINGTON, DC 20008	N/A PC		GENERAL & UNRESTRICTED	5,000
MARINA ORTH FOUNDATION 4907 ROCKWOOD PKWY NW WASHINGTON, DC 20016	N/A PC		GENERAL & UNRESTRICTED	3,000
MARTHAS TABLE 2114 14TH ST NW WASHINGTON, DC 20009	N/A PC		GENERAL & UNRESTRICTED	1,000
MASS DESIGN GROUP 334 BOYLSTON ST STE 400 BOSTON, MA 02116	N/A PC		GENERAL & UNRESTRICTED	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MASS DESIGN GROUP 334 BOYLSTON ST STE 400 BOSTON, MA 02116	N/A PC		CATALYST FUND	50,000
MASTERY CHARTER SCHOOLS FOUNDATION 5700 WAYNE AVE PHILADELPHIA, PA 19144	N/A PC		GENERAL & UNRESTRICTED	10,000
NATIONAL PUBLIC RADIO INC PO BOX 791490 BALTIMORE, MD 21279	N/A PC		GENERAL & UNRESTRICTED	1,000
NATURAL RESOURCES DEFENSE COUNCIL INC 40 W 20TH ST NEW YORK, NY 10011	N/A PC		GENERAL & UNRESTRICTED	2,000
NEW DRAMATISTS INC 424 W 44TH ST NEW YORK, NY 10036	N/A PC		GENERAL & UNRESTRICTED	5,000
NEW YORK WOMEN IN FILM & TELEVISION INC 6 E 39TH ST STE 1200 NEW YORK, NY 10016	N/A PC		GENERAL & UNRESTRICTED	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NORTON MUSEUM OF ART INC 1451 S OLIVE AVE WEST PALM BCH, FL 33401	N/A PC		GENERAL & UNRESTRICTED	10,000
OMEGA INSTITUTE FOR HOLISTIC STUDIES INC 150 LAKE DR RHINEBECK, NY 12572	N/A PC		OMEGA WOMEN'S LEADERSHIP CENTER	25,000
OMEGA INSTITUTE FOR HOLISTIC STUDIES INC 150 LAKE DR RHINEBECK, NY 12572	N/A PC		ARTS PROGRAM	25,000
OPERA PHILADELPHIA 1420 LOCUST ST STE 210 PHILADELPHIA, PA 19102	N/A PC		GENERAL & UNRESTRICTED	10,000
OPERA PHILADELPHIA 1420 LOCUST ST STE 210 PHILADELPHIA, PA 19102	N/A PC		ANNUAL FESTIVAL INITIATIVE	25,000
PENNSYLVANIA HORTICULTURAL SOCIETY 100 N 20TH ST 5TH FLR PHILADELPHIA, PA 19103	N/A PC		JUNE 5TH MEMORIAL PROJECT	4,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PEOPLE FOR THE AMERICAN WAY FOUNDATION 1101 15TH ST NW STE 600 WASHINGTON, DC 20005	N/A PC		YOUTH LEADERSHIP PROGRAMS	4,000
PEOPLE FOR THE ETHICAL TREATMENT OF ANIMALS INC 501 FRONT ST NORFOLK, VA 23510	N/A PC		GENERAL & UNRESTRICTED	1,000
PHILADELPHIA MUSEUM OF ART PO BOX 7646 PHILADELPHIA, PA 19101	N/A PC		GENERAL & UNRESTRICTED	10,000
PHILADELPHIA ORCHESTRA ASSOCIATION 1 S BROAD ST 14TH FL PHILADELPHIA, PA 19107	N/A PC		GENERAL & UNRESTRICTED	3,000
PRO PUBLICA INC 155 AVE OF THE AMERICAS 13TH FL NEW YORK, NY 10013	N/A PC		GENERAL & UNRESTRICTED	100,000
PROJECT HOME 1515 FAIRMOUNT AVE PHILADELPHIA, PA 19130	N/A PC		GENERAL & UNRESTRICTED	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PUBLIC BROADCASTING SERVICE 2100 CRYSTAL DR ARLINGTON, VA 22202	N/A PC	GENERAL & UNRESTRICTED	1,000
REGIONAL FOOD BANK OF N E NY INC 965 ALBANY SHAKER RD LATHAM, NY 12110	N/A PC	COLUMBIA COUNTY DIVISION	1,000
ROELIFF JANSEN COMMUNITY LIBRARY PO BOX 669 HILLSDALE, NY 12529	N/A PC	GENERAL & UNRESTRICTED	1,000
SAMUEL S FLEISHER ART MEMORIAL INC PO BOX 7646 PHILADELPHIA, PA 19101	N/A PC	GENERAL & UNRESTRICTED	5,000
SOCIAL GOOD FUND PO BOX 5473 RICHMOND, CA 94805	N/A PC	SWIMDO	3,000
SOUTHERN POVERTY LAW CENTER INC 400 WASHINGTON AVE MONTGOMERY, AL 36104	N/A PC	GENERAL & UNRESTRICTED	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>		<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SPCA INTERNATIONAL INC PO BOX 8682 NEW YORK, NY 10116	N/A PC		ANIMALS OF SYRIA	1,000
SUSTAINABLE PRESERVATION INITIATIVE C/O BRUNOCALOTTA 277 FAIRFIELD RD FAIRFIELD, NJ 07004	N/A PC		GENERAL & UNRESTRICTED	10,000
THE ARMORY ART CENTER INC 1700 PARKER AVE WEST PALM BCH, FL 33401	N/A PC		GENERAL & UNRESTRICTED	5,000
THE BONE MARROW FOUNDATION INC 515 MADISON AVE NEW YORK, NY 10022	N/A PC		GENERAL & UNRESTRICTED	10,000
THEATRE OF THE EMERGING AMERICAN MOMENT 138 S OXFORD ST STE 1C BROOKLYN, NY 11217	N/A PC		GENERAL & UNRESTRICTED	3,000
THOMAS JEFFERSON FOUNDATION INC PO BOX 326 CHARLOTTESVILLE, VA 22902	N/A PC		GENERAL & UNRESTRICTED	1,000

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND				AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION		
TRINITY PREPARATORY SCHOOL OF FLORIDA INC 5700 TRINITY PREP LN WINTER PARK, FL 32792	N/A PC	SCHOLARSHIP FUND		2,000
TRUSTEES OF COLUMBIA UNIVERSITY 33 W 60TH ST 7TH FL NEW YORK, NY 10023	N/A PC	COLUMBIA BUSINESS FUND, WHICH GOES TO HELP SUPPORT THE COLUMBIA BUSINESS SCHOOL		5,000
TRUSTEES OF THE LAWRENCEVILLE SCHOOL PO BOX 6125 LAWRENCEVILLE, NJ 08648	N/A PC	GENERAL & UNRESTRICTED		1,000
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024	N/A PC	GENERAL & UNRESTRICTED		10,000
UPPER HUDSON PLANNED PARENTHOOD INC 855 CENTRAL AVE ALBANY, NY 12206	N/A PC	GENERAL & UNRESTRICTED		1,000
WEILL MEDICAL COLLEGE OF CORNELL UNIVERSITY 525 E 68TH ST NEW YORK, NY 10065	N/A PC	TO BE DIRECTED TO THE MEDICAL COLLEGE FOR MEDICAL RESEARCH IN AREAS THAT THE INSITUATION SEES FIT		1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WHYY INC 150 N 6TH ST PHILADELPHIA, PA 19106	N/A PC	GENERAL & UNRESTRICTED	1,000
WIKIMEDIA FOUNDATION INC PO BOX 98204 WASHINGTON, DC 20090	N/A PC	GENERAL & UNRESTRICTED	1,000
WILLIAM PENN CHARTER SCHOOL OVERSEERS OF THE PUBLIC 3000 W SCHOOL HOUSE LN PHILADELPHIA, PA 19144	N/A PC	GENERAL & UNRESTRICTED	1,000
WILMA THEATER INC 265 S BROAD ST PHILADELPHIA, PA 19107	N/A PC	GENERAL & UNRESTRICTED	5,000
WOODSTOCK ARTISTS ASSOCIATION INC 28 TINKER ST WOODSTOCK, NY 12498	N/A PC	GENERAL & UNRESTRICTED	5,000
TOTAL CONTRIBUTIONS PAID			<u>513,500</u>