

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

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

Do not enter social security numbers on this form as it may be made public

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

07/01, 2016, and ending

06/30, 2017

Name of foundation

THE PILGRIM FOUNDATION 1212-07-4/9

Number and street (or P O box number if mail is not delivered to street address)

1276 POPLAR ST

City or town, state or province, country, and ZIP or foreign postal code

EAST EARL, PA 17519-9462

G Check all that apply:

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

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) \$ 23,014,934.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

23-2955610

B Telephone number (see instructions)

215-419-6000

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 ☐**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)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash inv.				
4 Dividends and interest from securities	256,673.	256,673.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	409,261.			
b Gross sales price for all assets on line 6a	2,803,172.			
7 Capital gain net income (from Part IV, line 2)		409,261.		
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 (loss) (attach schedule)				
11 Other income (attach schedule)	290,266.	290,266.		STMT 6
12 Total. Add lines 1 through 11	956,200.	956,200.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages	117,700.			117,700.
15 Pension plans, employee benefits	18,377.			18,177.
16a Legal fees (attach schedule)	6,390.	NONE	NONE	6,390.
b Accounting fees (attach schedule)	21,502.	NONE	NONE	21,502.
c Other professional fees (attach schedule)	47,521.	47,521.		
17 Interest				
18 Taxes (attach schedule) (see instructions)	5,843.	5,843.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy	3,838.			3,838.
21 Travel, conferences, and meetings	34,225.			34,225.
22 Printing and publications	2,054.			2,054.
23 Other expenses (attach schedule)	9,176.			9,176.
24 Total operating and administrative expenses	266,626.	53,364.	NONE	213,062.
Add lines 13 through 23	781,009.			781,009.
25 Contributions, gifts, grants paid				
26 Total expenses and disbursements. Add lines 24 and 25	1,047,635.	53,364.	NONE	994,071.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-91,435.			
b Net investment income (if negative, enter -0-)		902,836.		
c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			168,122.	168,122.
	2	Savings and temporary cash investments	363,539.	718,417.	718,417.	
	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)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶ (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)	18,036,121.	18,253,447.	22,128,395.	
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)	18,399,660.	19,139,986.	23,014,934.	
17		Accounts payable and accrued expenses				
18		Grants payable				
19	Deferred revenue					
20	Loans from officers, directors, trustees, and other disqualified persons					
21	Mortgages and other notes payable (attach schedule)					
22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)		NONE			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	18,399,660.	19,139,986.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	18,399,660.	19,139,986.		
	31	Total liabilities and net assets/fund balances (see instructions)	18,399,660.	19,139,986.		

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	18,399,660.
2	Enter amount from Part I, line 27a	2	-91,435.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	831,761.
4	Add lines 1, 2, and 3	4	19,139,986.
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	19,139,986.

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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 PUBLICLY TRADED SECURITIES**

P

VARIOUS

VARIOUS

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 2,803,172.

2,393,911.

409,261.

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

409,261.

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

409,261.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in
Part I, line 8

3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	1,004,836.	21,623,434.	0.046470
2014	1,043,234.	23,213,113.	0.044942
2013	673,801.	19,832,667.	0.033974
2012	771,620.	14,853,665.	0.051948
2011	848,709.	15,853,164.	0.053536

2 Total of line 1, column (d)

2

0.230870

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

0.046174

4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5

4

22,747,926.

5 Multiply line 4 by line 3.

5

1,050,363.

6 Enter 1% of net investment income (1% of Part I, line 27b).

6

9,028.

7 Add lines 5 and 6.

7

1,059,391.

8 Enter qualifying distributions from Part XII, line 4.

8

994,071.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	18,057.
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	NONE
3 Add lines 1 and 2		3	18,057.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-		5	18,057.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	40,985.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	40,985.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	22,928.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 22,928. Refunded <input type="checkbox"/> <input type="checkbox"/>	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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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?	X	
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) <input type="checkbox"/> 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	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		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 ► SEE STATEMENT 13 Telephone no ► ZIP+4 ►		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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

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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** ☒

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
SEE SCHEDULE ATTACHED		-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
KAREN PENNELL 1276 POPLAR ST, E EARL, PA 17519	EXECUTIVE DIRECT 40 H	81,385.	2,517	-0-

Total number of other employees paid over \$50,000 ☐ NONE

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

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

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	22,075,898.
b	Average of monthly cash balances	1b	1,018,443.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	23,094,341.
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	NONE
3	Subtract line 2 from line 1d	3	23,094,341.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	346,415.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,747,926.
6	Minimum investment return Enter 5% of line 5	6	1,137,396.

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	1,137,396.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	18,057.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18,057.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,119,339.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,119,339.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,119,339.

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	994,071.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	994,071.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	994,071.

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				1,119,339.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			972,151.	
b Total for prior years 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011	NONE			
b From 2012	NONE			
c From 2013	NONE			
d From 2014	NONE			
e From 2015	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ <u>994,071.</u>				
a Applied to 2015, but not more than line 2a			972,151.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount.				21,920.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
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.				1,097,419.
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2012	NONE			
b Excess from 2013	NONE			
c Excess from 2014	NONE			
d Excess from 2015	NONE			
e Excess from 2016	NONE			

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))

GARY L. PILGRIM

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

NONE

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

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

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

SEE STATEMENT 14

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE SCHEDULE ATTACHED				781,009.
Total			3a	781,009.
b Approved for future payment N/A				
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					
4	Dividends and interest from securities			14	256,673.	
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			14	290,266.	
8	Gain or (loss) from sales of assets other than inventory			18	409,261.	
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)				956,200.	
13	Total. Add line 12, columns (b), (d), and (e)				956,200.	

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

[illegible]

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AQR STYLE PREMIA ALTERNATIVE FUND	6,777.	6,777.
ABBOTT LABORATORIES	126.	126.
ACTIVISION BLIZZARD INC	72.	72.
AETNA INC NEW	50.	50.
ALASKA AIR GROUP	32.	32.
AMERICAN BEACON SOUND PT FLOATING RATE D	3,131.	3,131.
AMERICAN EXPRESS CO.	102.	102.
AMERIPRISE FINANCIAL INC	66.	66.
AMETEK INC	34.	34.
AMGEN	74.	74.
AMPHENOL CORP-CL A	64.	64.
ANTHEM INC	100.	100.
APPLE COMPUTER INC.	242.	242.
ARCHER DANIELS MIDLAND CO.	71.	71.
AVERY DENNISON CORP.	63.	63.
BANK OF NEW YORK MELLON CORP	44.	44.
BAXTER INTL. INC.	107.	107.
BLACKROCK STRATEGIC INCOME OPP DTD 11/1/	6,622.	6,622.
BOEING CO.	306.	306.
BRIXMOR PPTY GROUP INC	94.	94.
CBS CORP CL B	28.	28.
CMS ENERGY CORP	38.	38.
CAMPBELL SOUP CO.	178.	178.
CARDINAL HEALTH INC.	48.	48.
CELANESE CORP - SERIES A	56.	56.
CHEVRON CORP	226.	226.
CHURCH & DWIGHT INC DEL COM	42.	42.
CISCO SYSTEMS	405.	405.
CITIZENS FINANCIAL GROUP INC	38.	38.
COGNIZANT TECH SOLUTIONS CRP	26.	26.
COMERICA INC.	34.	34.
CONSTELLATION BRANDS INC A	16.	16.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
CUMMINS ENGINE CO. INC.	49.	49.
DFA INTERNATIONAL CORE EQUITY	20,115.	20,115.
DFA EMERG MKTS CORE EQUITY	8,364.	8,364.
DFA US LARGE CAP EQUITY PORTFOLIO	16,279.	16,279.
DANAHER CORP	14.	14.
DISCOVER FINANCIAL SERVICES	86.	86.
DOLLAR GENERAL CORP	50.	50.
DR PEPPER SNAPPLE GROUP	253.	253.
DREYFUS GLOBAL REAL ESTATE SECURITIES FD	17,432.	17,432.
EVERSOURCE ENERGY	86.	86.
EXELON CORPORATION	92.	92.
EXTRA SPACE STORAGE INC	143.	143.
FIFTH THIRD BANK	53.	53.
FIRST TR NORTH AMERICAN ENERGY INFRA ETF	8,977.	8,977.
FOOT LOCKER INC	51.	51.
FORTIVE CORP	3.	3.
FRANKLIN RESOURCES INC.	25.	25.
GMO QUALITY FUND III	7,593.	7,593.
GILEAD SCIENCES INC.	100.	100.
GLENMEDE FUND INC-CORE FIXED INCOME PORT	40,122.	40,122.
GLENMEDE FUND INC-INTERNATIONAL PORT	15,231.	15,231.
GLENMEDE FUND INC-ADVISOR SMALL CAP VALU	642.	642.
GLENMEDE GLOBAL SECURED OPTIONS	5,140.	5,140.
GLENMEDE SECURED OPTIONS	5,801.	5,801.
GLENMEDE QUANTITATIVE US LARGE CAP CORE	7,147.	7,147.
GLENMEDE FUND INC-LARGE CAP VALUE PORT	6,699.	6,699.
GLOBAL PAYMENTS INC	4.	4.
GS FS GOVERNMENT FUND DTD 6/1/2016	3,468.	3,468.
W W GRAINGER INC	128.	128.
HALLIBURTON CO.	119.	119.
HEWLETT PACKARD ENTERPRISE CO	27.	27.
HOME DEPOT INC.	227.	227.
HONEYWELL INTERNATIONAL INC	53.	53.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ILLINOIS TOOL WORKS	53.	53.
INGREDION INC	22.	22.
INTEL CORP.	80.	80.
JP MORGAN CHASE & CO	333.	333.
JOHNSON & JOHNSON	71.	71.
KINDER MORGAN INC	66.	66.
LAM RESEARCH CORP	19.	19.
LEAR CORP	35.	35.
LEGG MASON BW GLOBAL OP BD-IS	4,541.	4,541.
ELI LILLY & CO.	116.	116.
LOWES COS INC	43.	43.
MANPOWER INC WIS COM	105.	105.
MARATHON OIL CORP	40.	40.
MARATHON PETROLEUM CORP	74.	74.
MARSH & MCLENNAN COMPANIES INC.	30.	30.
MASTERCARD INC-CL A	50.	50.
MERCK & CO INC	76.	76.
METLIFE INC	35.	35.
NATIONAL-OILWELL INC	13.	13.
NETAPP INC	42.	42.
OBERWEIS FUNDS INTL OP INSTL	682.	682.
OMNICOM GROUP	268.	268.
ORACLE CORP	178.	178.
OWENS CORNING	37.	37.
PNC FINANCIAL SERVICES GROUP INC	165.	165.
PARKER-HANNIFIN CORP.	96.	96.
PATTERSON COS INC	122.	122.
PEOPLES UTD FINC INC	48.	48.
PEPSICO INC.	246.	246.
PIMCO ALL ASSETS AUTH -IS	17,275.	17,275.
T ROWE PRICE GROUP INC	86.	86.
PRINCIPAL FINANCIAL GROUP	78.	78.
PROCTER & GAMBLE CO.	81.	81.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
QUALCOMM CORP.	59.	59.
RAYTHEON COMPANY	231.	231.
REALOGY HLDGS CORP COM	43.	43.
ROSS STORES INC	50.	50.
ST JUDE MEDICAL INC	37.	37.
SCHLUMBERGER LTD.	220.	220.
SIMON PROPERTY GROUP INCBLAIR	81.	81.
SKYWORKS SOLUTIONS INC	29.	29.
SMITH & NEPHEW PLC -SPON ADR	58.	58.
SNAP ON TOOLS CORP.	45.	45.
STANLEY BLACK & DECKER INC	49.	49.
STARBUCKS CORP.	35.	35.
SUNTRUST BANKS INC.	53.	53.
SYNCHRONY FINANCIAL	42.	42.
SYSCO CORP	64.	64.
TJX COS INC	42.	42.
TEMPLETON GLOBAL BOND FUND	8,980.	8,980.
TESORO PETROLEUM CORP.	37.	37.
THERMO ELECTRON CORP	9.	9.
THE TRAVELERS COMPANIES INC	53.	53.
TYSON FOODS INC. CLASS A	46.	46.
U S BANCORP	196.	196.
UNITEDHEALTH GROUP INC	95.	95.
UNUMPROVIDENT CORP	51.	51.
VALERO ENERGY CORP	117.	117.
VANGUARD PRIMECAP FUND ADMIRAL SHARES	11,533.	11,533.
VANGUARD FTSE ALL-WORLD EX-U	23,627.	23,627.
WAL MART STORES INC.	270.	270.
WELLS FARGO CO	225.	225.
WESTERN DIGITAL CORP.	57.	57.
WHOLE FOODS MARKET	58.	58.
WYNDHAM WORLDWIDE CORP	142.	142.
XCEL ENERGY INC	86.	86.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AMDOCS LTD	42.	42.
ACCENTURE PLC	204.	204.
EATON CORP PLC ORDINARY	86.	86.
INGERSOLL-RAND PLC	104.	104.
INVESCO LTD	197.	197.
CHUBB LIMITED	135.	135.
LYONDELLBASELL INDUSTRIES NV	94.	94.
	-----	-----
TOTAL	256,673.	256,673.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP INCOME	290,266.	290,266.
	-----	-----
TOTALS	290,266.	290,266.
	=====	=====

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEE	6,390.			6,390.
	-----	-----	-----	-----
TOTALS	6,390.	NONE	NONE	6,390.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
ACCOUNTING FEES	21,502.			21,502.
	-----	-----	-----	-----
TOTALS	21,502.	NONE	NONE	21,502.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----		NET INVESTMENT INCOME -----	
INVESTMENT FEES		47,521.		47,521.
		-----		-----
TOTALS		47,521.		47,521.
		=====		=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON QUALIFIED FOR	4,171.	4,171.
FOREIGN TAXES ON NONQUALIFIED	1,672.	1,672.
	-----	-----
TOTALS	5,843.	5,843.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
WEB ADVERTISING	347.	347.
BANK FEE	113.	113.
OUTSIDE CONTRACT SERVICES	4,391.	4,391.
MEMBERSHIP DUE	1,753.	1,753.
SUPPLIES	2,025.	2,025.
POSTAGE, MAILING SERVICE	309.	309.
FACILITIES AND EQUIPMENT	238.	238.
TOTALS	----- 9,176. =====	----- 9,176. =====

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

DESCRIPTION -----	AMOUNT -----
PARTNERSHIP COST BASIS ADJUSTMENT	771,544.
ROUNDING ERROR	1.
OTHER BASIS ADJUSTMENT	60,216.

TOTAL	831,761.
	=====

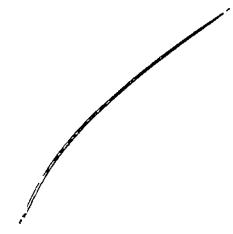
FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: THE GLENMEDE TRUST CO., N.A.

ADDRESS: 1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103-7391

TELEPHONE NUMBER: (215)419-6000

RECIPIENT NAME:
SEE SCHEDULE ATTACHED
FORM, INFORMATION AND MATERIALS:
SEE SCHEDULE ATTACHED
SUBMISSION DEADLINES:
SEE SCHEDULE ATTACHED
RESTRICTIONS OR LIMITATIONS ON AWARDS:
SEE SCHEDULE ATTACHED



THE PILGRIM FOUNDATION
E.I.N. 23-2955610
TAX YEAR ENDING 6/30/2017

ATTACHMENTS PAGE 6 FORM 990-PF
PART VIII LIST OF OFFICERS, DIRECTORS, TRUSTEES, ETC.

NAME AND ADDRESS	TITLE	AVERAGE HOURS PER WEEK	COMPEN- SATION	EXPENSE ACCT	EMPLOYEE BEN PLAN CONTRIB
1 GARY L PILGRIM C/O THE GLENMEDE TRUST COMPANY 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391	PRESIDENT/ DIRECTOR	5	0	0	0
2 SUZANNE T. DANIEL C/O THE GLENMEDE TRUST COMPANY 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391	ASSOC DIRECTOR E V P	10	0	0	0
3 STEVEN PILGRIM C/O THE GLENMEDE TRUST COMPANY 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391	SECRETARY/ DIRECTOR	1	0	0	0
4 MARC DANIEL C/O THE GLENMEDE TRUST COMPANY 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391	DIRECTOR	1	0	0	0

THE PILGRIM FOUNDATION
E.I.N. 23-2955610
TAX YEAR ENDING 6/30/2017

ATTACHMENTS PAGE 10 FORM 990-PF
PART XV - 2a THROUGH 2d

- 2a GARY L PILGRIM
C/O THE GLENMEDE TRUST COMPANY, N A
1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103-7391
215-419-6000
- 2b a PROMOTIONAL MATERIALS THAT EXPRESS THE MISSION OF THE
ORGANIZATION (MISSION STATEMENT, PURPOSE AND HISTORY)
- b IRS TAX EXEMPTION LETTER/PROOF OF 501(c)(3) DESIGNATION
- c CURRENT FORM 990
- d PREVIOUS YEAR'S BUDGET (PROJECTED VERSUS ACTUAL, ALL
ON ONE PAGE PLEASE)
- e CURRENT BUDGET
- f AUDITED FINANCIAL STATEMENTS
- g STATEMENT OF CHRISTIAN FAITH
- h LIST OF BOARD MEMBERS, WITH OCCUPATIONS AND
AND CONTACT INFORMATION
- i DESCRIPTION OF CURRENT NEEDS WITH APPLICABLE HISTORY
AND RESEARCH
- j PAST MAJOR CONTRIBUTORS
- 2c NONE
- 2d NONE