



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

OMB No 1545-0052
2017
Open to Public Inspection

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning , and ending

Name of foundation
THE LEO AND PEGGY PIERCE FAMILY FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
16 EAST LANCASTER AVENUE 102

City or town, state or province, country, and ZIP or foreign postal code
ARDMORE, PA 19003

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ 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) **\$ 38,918,118.**

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

A Employer identification number
46-4678057

B Telephone number
(610) 896-3868

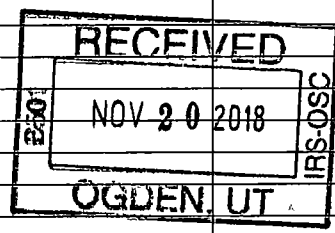
C If exemption application is pending, check here ☐

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))		(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	264,687.		N/A	
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,351.	1,351.		STATEMENT 1
4	Dividends and interest from securities	927,442.	948,647.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,612,368.			
b	Gross sales price for all assets on line 6a	13,930,163.			
7	Capital gain net income (from Part IV, line 2)		1,608,890.		
8	Net short term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	61,932.	69,863.		STATEMENT 3
12	Total Add lines 1 through 11	2,867,780.	2,628,751.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	15,000.	3,000.		12,000.
c	Other professional fees STMT 5	410,723.	269,069.		141,654.
17	Interest				
18	Taxes STMT 6	30,523.	10,523.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	10,862.	0.		10,862.
22	Printing and publications				
23	Other expenses STMT 7	35,118.	90,827.		15,368.
24	Total operating and administrative expenses. Add lines 13 through 23	502,226.	373,419.		179,884.
25	Contributions, gifts, grants paid	1,849,500.			1,849,500.
26	Total expenses and disbursements Add lines 24 and 25	2,351,726.	373,419.		2,029,384.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	516,054.			
b	Net investment income (if negative, enter -0-)		2,255,332.		
c	Adjusted net income (if negative, enter -0-)			N/A	



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	1,005,532.	73,113.	73,113.	
	2 Savings and temporary cash investments		1,060,480.	1,060,480.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations STMT 9	0.	2,038,008.	2,029,451.	
	b Investments - corporate stock STMT 10	27,315,376.	25,525,560.	31,962,063.	
	c Investments - corporate bonds STMT 11	3,410,986.	2,286,379.	2,333,469.	
	Liabilities	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 12		0.	1,238,278.	1,459,542.	
14 Land, buildings, and equipment: basis ▶					
Less accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		31,731,894.	32,221,818.	38,918,118.	
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				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	31,731,894.	32,221,818.		
	30 Total net assets or fund balances	31,731,894.	32,221,818.		
31 Total liabilities and net assets/fund balances	31,731,894.	32,221,818.			

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	31,731,894.
2 Enter amount from Part I, line 27a	2	516,054.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	32,247,948.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	26,130.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	32,221,818.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES				
b	LP EIN 73-1493906	P	VARIOUS	VARIOUS
c	LP EIN 27-0005456	P	VARIOUS	VARIOUS
d	LP EIN 26-1075808	P	VARIOUS	VARIOUS
e	PARTNERSHIP EIN 20-3270724 SHORT-TERM CAPITAL LOS	P	VARIOUS	VARIOUS
f	LP EIN 30-0108820 SHORT-TERM CAPITAL GAIN	P	VARIOUS	VARIOUS
g	LP EIN 73-1493906 SHORT-TERM CAPITAL GAIN	P	VARIOUS	VARIOUS
h	PARTNERSHIP EIN 20-3270724 LONG-TERM CAPITAL GAIN	P	VARIOUS	VARIOUS
i	LP EIN 30-0108820 LONG-TERM CAPITAL GAIN	P	VARIOUS	VARIOUS
j	LP EIN 98-1203268 LONG-TERM CAPITAL GAIN	P	VARIOUS	VARIOUS
k	LP EIN 46-0967367 LONG-TERM CAPITAL GAIN	P	VARIOUS	VARIOUS
l	LP EIN 26-1075808 LONG-TERM CAPITAL GAIN	P	VARIOUS	VARIOUS
m	LP EIN 73-1493906 LONG-TERM CAPITAL GAIN	P	VARIOUS	VARIOUS
n	LP EIN 03-0573898 NET SECTION 1231 LOSS	P	VARIOUS	VARIOUS
o	PARTNERSHIP EIN 20-3270724 NET SECTION 1231 GAIN	P	VARIOUS	VARIOUS

(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 13,776,049.		12,121,456.	1,654,593.
b 67,066.		114,195.	-47,129.
c 6,927.		6,762.	165.
d 76,427.		75,382.	1,045.
e		2,099.	-2,099.
f 28.			28.
g 488.			488.
h 8,293.			8,293.
i 101.			101.
j 49.			49.
k 13.			13.
l 5.			5.
m 2,679.			2,679.
n -12.			-12.
o 203.			203.

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) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,654,593.
b			-47,129.
c			165.
d			1,045.
e			-2,099.
f			28.
g			488.
h			8,293.
i			101.
j			49.
k			13.
l			5.
m			2,679.
n			-12.
o			203.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	LP EIN 34-1560655	NET SECTION 1231	GAIN	P	VARIOUS	VARIOUS
b	LP EIN 46-5135781	NET SECTION 1231	LOSS	P	VARIOUS	VARIOUS
c	LP EIN 30-0108820	NET SECTION 1231	GAIN	P	VARIOUS	VARIOUS
d	LP EIN 73-1493906	NET SECTION 1231	LOSS	P	VARIOUS	VARIOUS
e	LP EIN 76-0568219	NET SECTION 1231	LOSS	P	VARIOUS	VARIOUS
f	LP EIN 30-0855134	NET SECTION 1231	LOSS	P	VARIOUS	VARIOUS
g	LP EIN 37-1661577	NET SECTION 1231	LOSS	P	VARIOUS	VARIOUS
h	LP EIN 27-0005456	NET SECTION 1231	GAIN	P	VARIOUS	VARIOUS
i	LP EIN 74-2956831	NET SECTION 1231	LOSS	P	VARIOUS	VARIOUS
j	LP EIN 85-0470977	NET SECTION 1231	LOSS	P	VARIOUS	VARIOUS
k	LP EIN 46-0967367	NET SECTION 1231	LOSS	P	VARIOUS	VARIOUS
l	LP EIN 26-1075808	NET SECTION 1231	LOSS	P	VARIOUS	VARIOUS
m	LP EIN 43-1918951	NET SECTION 1231	GAIN	P	VARIOUS	VARIOUS
n	LP EIN 73-1493906	NET SECTION 1231	GAIN	P	VARIOUS	VARIOUS
o	LESS, K-1 NET UBI	GAIN		P	VARIOUS	VARIOUS

(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 3.			3.
b -102.			-102.
c 36.			36.
d -5.			-5.
e -352.			-352.
f -19.			-19.
g -33.			-33.
h 8.			8.
i -48.			-48.
j -28.			-28.
k -1,664.			-1,664.
l -2.			-2.
m 1,583.			1,583.
n 62.			62.
o -12,665.			-12,665.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			3.
b			-102.
c			36.
d			-5.
e			-352.
f			-19.
g			-33.
h			8.
i			-48.
j			-28.
k			-1,664.
l			-2.
m			1,583.
n			62.
o			-12,665.

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

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

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAPITAL GAINS DIVIDENDS				
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,694.			3,694.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			3,694.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,608,890.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
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 13,928,784.		12,319,894.	1,608,890.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				
(i) FMV 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			1,608,890.	
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 1,608,890.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3 N/A

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation doesn't 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))
2016	511,769.	30,840,001.	.016594
2015	0.	9,859.	.000000
2014	0.	0.	.000000
2013	0.	0.	.000000
2012			
2 Total of line 1, column (d)			2 .016594
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			3 .004149
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 37,177,426.
5 Multiply line 4 by line 3			5 154,249.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 22,553.
7 Add lines 5 and 6			7 176,802.
8 Enter qualifying distributions from Part XII, line 4			8 2,029,384.

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.

**THE LEO AND PEGGY PIERCE FAMILY
FOUNDATION, INC.**

46-4678057

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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	22,553.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col (b).		3	22,553.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
3 Add lines 1 and 2		5	22,553.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	14,409.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	20,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	34,409.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0.	
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	11,856.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax ☒ 11,856. Refunded ☒	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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
1c 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. ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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. ☒ 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 2017 or the tax year beginning in 2017? See the 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	

N/A

STMT 13

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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		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.PIERCEFAMILYFDN.ORG	X	
14 The books are in care of CONSTANCE BUCKLEY Telephone no. (610) 862-2105 Located at 161 EAST LANCASTER AVENUE #102, ARDMORE, PA ZIP+4 19003		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2017, 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		X

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	N/A	
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 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years	☐ Yes ☒ 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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ☐ 2017 ☐ 2018 ☐ 2019 ☐ 2020 ☐ 2021 ☐ 2022 ☐ 2023 ☐ 2024 ☐ 2025 ☐ 2026 ☐ 2027 ☐ 2028 ☐ 2029 ☐ 2030		
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 2017 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 2017.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2017?		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

N/A

5b

Organizations relying on a current notice regarding disaster assistance, check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		0.	0.	0.

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

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

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

0

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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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PEMBROKE PHILANTHROPY ADVISORS - 16 EAST LANCASTER AVENUE SUITE 102, ARDMORE, PA 19003	FOUNDATION MANAGEMENT	149,109.
MERRILL LYNCH PIERCE FENNER & SMITH - 470 NORRISTOWN ROAD SUITE 101, BLUE BELL, PA	INVESTMENT MANAGEMENT	145,256.
MORGAN STANLEY WEALTH MANAGEMENT - 3803 WEST CHESTER PIKE SUITE 200, NEWTOWN SQUARE, PA	INVESTMENT MANAGEMENT	103,858.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	35,151,367.
b	Average of monthly cash balances	1b	1,132,671.
c	Fair market value of all other assets	1c	1,459,542.
d	Total (add lines 1a, b, and c)	1d	37,743,580.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	37,743,580.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	566,154.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	37,177,426.
6	Minimum investment return. Enter 5% of line 5	6	1,858,871.

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	1,858,871.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	22,553.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	22,553.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,836,318.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,836,318.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,836,318.

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	2,029,384.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	2,029,384.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	22,553.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,006,831.

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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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,836,318.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			1,017,746.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 2,029,384.				
a Applied to 2016, but not more than line 2a			1,017,746.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				1,011,638.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				824,680.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling **▶**
 b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year				Prior 3 years
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					(e) Total
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).)

SEE STATEMENT 15

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 16

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:

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FOUNDATION, INC.**

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOYS & GIRLS CLUB OF CHESTER 201 EAST 7TH STREET CHESTER, PA 19013		PC	GARDENING PROGRAMS	5,000.
BOYS & GIRLS CLUBS OF PHILADELPHIA 1518 WALNUT STREET, SUITE 605 PHILADELPHIA, PA 19102		PC	KIDS CAFES	25,000.
BROAD STREET MINISTRY 315 S. BROAD STREET PHILADELPHIA, PA 19107		PC	HOSPITALITY COLLABORATIVE (HC)	25,000.
BUCKS COUNTY OPPORTUNITY COUNCIL 100 DOYLE STREET DOYLESTOWN, PA 18901		PC	FOOD PROGRAM	14,000.
CABRINI UNIVERSITY 610 KING OF PRUSSIA ROAD RADNOR, PA 19087		PC	PIERCE FELLOWS PROGRAM	20,000.
CALCUTTA HOUSE 1601 WEST GIRARD AVENUE PHILADELPHIA, PA 19030		PC	FOOD AND NUTRITION PROGRAM	10,000.
CAMP SOJOURNER, GIRLS' LEADERSHIP CAMP 801 S. 48TH STREET PHILADELPHIA, PA 19143		PC	GIRLS FARM PHILLY	10,000.
CENTER FOR SCIENCE IN THE PUBLIC INTEREST 1220 L STREET NW, SUITE 300 WASHINGTON, DC 20005		PC	BUILDING SUPPORT FOR A HEALTHY EATING SNAP PILOT IN PENNSYLVANIA	15,000.
CHESTER COUNTY FOOD BANK 650 PENNSYLVANIA DRIVE EXTON, PA 19341		PC	GENERAL OPERATING SUPPORT	25,000.
CHESTNUT HILL MEALS ON WHEELS 1710 BETHLEHEM PIKE FLOURTOWN, PA 19031		PC	GENERAL OPERATING SUPPORT	7,500.
Total from continuation sheets				1,764,500.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD GLENCOE, IL 60022		PC	WINDY CITY HARVEST	15,000.
CHURCH OF THE SACRED HEART 1739 FERRY AVENUE CAMDEN, NJ 08104		PC	GENERAL OPERATING SUPPORT	10,000.
CLOUD 9 ROOFTOP FARM 704 WEST GIRARD AVENUE PHILADELPHIA, PA 19123		PC	GENERAL OPERATING SUPPORT	5,000.
COATESVILLE AREA SENIOR CENTER 22 NORTH 5TH AVENUE COATESVILLE, PA 19320		PC	COMMUNITY BREAKFAST PROGRAM	7,500.
COMMON MARKET PHILADELPHIA, INC. 428 E. ERIE AVENUE PHILADELPHIA, PA 19134		PC	GENERAL OPERATING SUPPORT	45,000.
COMMUNITY CENTER AT VISITATION 2646 KENSINGTON AVENUE PHILADELPHIA, PA 19125		PC	FRESH CHOICE FOOD PANTRY	15,000.
COMMUNITY COLLEGE OF PHILADELPHIA FOUNDATION 1700 SPRING GARDEN STREET PHILADELPHIA, PA 19130		PC	SNACK RACK FOOD PANTRY	5,000.
COMMUNITY LEGAL SERVICES, INC. 1424 CHESTNUT STREET PHILADELPHIA, PA 19102		PC	IMPROVING FOOD SECURITY IN PHILADELPHIA	25,000.
COVENANT HOUSE PENNSYLVANIA 31 EAST ARMAT STREET PHILADELPHIA, PA 19144		PC	FOOD FOR THE SOUL	15,000.
DREXEL UNIVERSITY - CENTER FOR HUNGER-FREE COMMUNITIES 3600 MARKET STREET, 7TH FLOOR PHILADELPHIA, PA 19104		PC	E.A.T. CAFE	100,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DRUEDING CENTER 413 WEST MASTER STREET PHILADELPHIA, PA 19122		PC	GREEN LIGHT FOOD PANTRY	5,000.
ELDERNET OF LOWER MERION AND NARBERTH 9 S. BRYN MAWR AVENUE BRYN MAWR, PA 19010		PC	ADA MUTCH CENTER	5,000.
EPISCOPAL COMMUNITY SERVICES 225 S ISEMINGER STREET PHILADELPHIA, PA 19106		PC	ECS FOOD PROGRAMS	25,000.
ESPERANZA HEALTH CENTER 4417 N. 6TH STREET PHILADELPHIA, PA 19140-2319		PC	ESPERANZA HEALTH CENTER CAFE	20,000.
FAIR FOOD 1315 WALNUT STREET, SUITE #532 PHILADELPHIA, PA 19107		PC	DOUBLE DOLLARS: IMPROVING FOOD ACCESS IN THE GREATER PHILADELPHIA REGION	18,000.
FAITH FRIENDSHIP MINISTRIES 128 W. MAIN STREET, P.O. BOX 567 MOUNTVILLE, PA 17554		PC	GENERAL OPERATING SUPPORT	25,000.
FAMILY SERVICES OF MONTGOMERY COUNTY 3125 RIDGE PIKE EAGLEVILLE, PA 19403		PC	GENERAL OPERATING SUPPORT	15,000.
FEAST OF JUSTICE 3101 TYSON AVENUE PHILADELPHIA, PA 19149		PC	GENERAL OPERATING SUPPORT	15,000.
FEDERATION HOUSING, INC. 8900 ROOSEVELT BLVD, FHI PHILADELPHIA, PA 19115		PC	SENIOR CONGREGATE MEAL PROGRAM	20,000.
FEDERATION OF NEIGHBORHOOD CENTERS 1901 S 9TH STREET, BOK ROOM 212 PHILADELPHIA, PA 19148		PC	THE COMMUNITY LEARNING FARMS OF FNC	45,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FOOD CONNECT CO 2407 GRAYS FERRY AVENUE PHILADELPHIA, PA 19146		PC	GENERAL OPERATING SUPPORT	25,000.
FOOD MOXIE 559 CARPENTER LANE PHILADELPHIA, PA 19119		PC	GENERAL OPERATING SUPPORT	25,000.
FREE LIBRARY OF PHILADELPHIA FOUNDATION 1901 VINE STREET, SUITE 111 PHILADELPHIA, PA 19103		PC	CULINARY LITERACY CENTER	20,000.
FRIENDS ASSOCIATION FOR CARE AND PROTECTION OF CHILDREN 113 WEST CHESTNUT STREET WEST CHESTER, PA 19380		PC	HOMELESSNESS TO INDEPENDENCE INITIATIVE	5,000.
FUND FOR PHILADELPHIA CITY HALL, NO. 708 PHILADELPHIA, PA 19107		PC	IMPROVING THE REGIONAL FOOD SYSTEM THROUGH THE PHILADELPHIA FOOD POLICY ADVISORY COUNCIL	25,000.
GERMANTOWN AVENUE CRISIS MINISTRY 35 W. CHELTEN AVENUE PHILADELPHIA, PA 19144		PC	FOOD CUPBOARD	5,000.
GOLDEN SLIPPER CENTER FOR SENIORS 3901 CONSHOHOCKEN AVENUE PHILADELPHIA, PA 19131		PC	AFFORDABLE LUNCHES FOR LOW-INCOME SENIORS	15,000.
GOOD SAMARITAN SHELTER P.O. BOX 551, 141 E. HIGH STREET PHOENIXVILLE, PA 19460		PC	NOURISH MOBILE MARKET	25,000.
GREATER PHILADELPHIA COALITION AGAINST HUNGER 1725 FAIRMOUNT AVENUE, UNIT 102 PHILADELPHIA, PA 19130		PC	ADVOCACY ASSOCIATE	15,000.
GREENER PARTNERS 3215 STUMP HALL ROAD COLLEGEVILLE, PA 19426		PC	EXPANDING FRESH FOOD ACCESS, CONSUMPTION AND EDUCATION IN NORRISTOWN, CHESTER AND PHILADELPHIA	40,000.
Total from continuation sheets				

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Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GROW PHILLY 1537 W. PORTER STREET PHILADELPHIA, PA 19145		PC	NOVICK FAMILY URBAN FARM	5,000.
GROWING HOME INC 2732 N. CLARK STREET, SUITE 310 CHICAGO, IL 60614		PC	EXPANDING FRESH FOOD ACCESS IN ENGLEWOOD	5,000.
HOPE FOR FAMILIES CENTER 720 4TH STREET VERO BEACH, FL 32962		PC	GENERAL OPERATING SUPPORT	50,000.
INTERFAITH HOSPITALITY NETWORK OF THE MAIN LINE 1449 DEKALB STREET NORRISTOWN, PA 19401		PC	NUTRITION EDUCATION PROGRAM & FOOD FOR FAMILIES	3,500.
INTER-FAITH HOUSING ALLIANCE 31 S. SPRING GARDEN STREET AMBLER, PA 19002		PC	IFHA FOOD CUPBOARD	5,000.
JEWISH RELIEF AGENCY 200 MONUMENT ROAD, SUITE 8 BALA CYNWYD, PA 19004		PC	MONTHLY FOOD DISTRIBUTION PROGRAM	10,000.
JOHN BARTRAM ASSOCIATION 54TH STREET AND LINDBERGH BOULEVARD PHILADELPHIA, PA 19143		PC	LIFELONG LEARNING AND COMMUNITY WELLNESS AT BARTRAM'S GARDEN	5,000.
LAUREL HOUSE P.O. BOX 764 NORRISTOWN, PA 19404		PC	FOOD FOR DOMESTIC VIOLENCE VICTIMS	5,000.
LUTHERAN SETTLEMENT HOUSE 1340 FRANKFORD AVENUE PHILADELPHIA, PA 19125		PC	HUNGRY 2 HEALTHY	15,000.
MAIN LINE MEALS ON WHEELS P.O. BOX 801 DEVON, PA 19333		PC	GENERAL OPERATING SUPPORT	5,000.
Total from continuation sheets				

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Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MANNA ON MAIN STREET 713 WEST MAIN STREET LANSDALE, PA 19446		PC	GENERAL OPERATING SUPPORT	20,000.
MEALS ON WHEELS OF CHESTER COUNTY 404 WILLOWBROOK LANE WEST CHESTER, PA 19382		PC	MEALS ON WHEELS OF CHESTER COUNTY - SUPPORT TO HELP PURCHASE MEALS FOR HOMEBOUND SENIORS IN	5,000.
MEALS ON WHEELS OF DELAWARE COUNTY, INC. 301 MEETINGHOUSE LANE MEDIA, PA 19063		PC	GENERAL OPERATING SUPPORT	5,000.
METROPOLITAN AREA NEIGHBORHOOD NUTRITION ALLIANCE (MANNA) 420 NORTH 20TH STREET PHILADELPHIA, PA 19130		PC	GET FRESH AT MANNA:USING FOOD TO SUSTAIN HEALTH	10,000.
MOBILE LOAVES & FISHES 903 SOUTH CAPITAL OF TX HWY. AUSTIN, TX 78746		PC	MLF TRUCK PROGRAM	5,000.
NEIGHBORHOOD GARDENS TRUST 100 N. 20TH STREET, 5TH FLOOR PHILADELPHIA, PA 19103		PC	GENERAL OPERATING SUPPORT	15,000.
NORRISTOWN MINISTRIES HOSPITALITY CENTER 530 CHURCH STREET, FIRST FLOOR NORRISTOWN, PA 19401		PC	GENERAL OPERATING SUPPORT	10,000.
NORTH LIGHT COMMUNITY CENTER 175 GREEN LANE PHILADELPHIA, PA 19127		PC	EMERGENCY SERVICES	17,000.
NORTH PENN VALLEY BOYS & GIRLS CLUB P.O. BOX 103, 16 SUSQUEHANNA AVENUE LANSDALE, PA 19446		PC	KIDS IN THE KITCHEN & HEALTHY SNACKS	8,000.
OPTIONS IN AGING DBA NEW HORIZONS SENIOR CENTER P.O. BOX 85 NARBERTH, PA 19072		PC	MEAL PROGRAM FY2017	10,000.
Total from continuation sheets				

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Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OXFORD AREA NEIGHBORHOOD SERVICES CENTER 35 NORTH THIRD STREET OXFORD, PA 19363		PC	FOOD, CLOTHING, UTILITY, AND SHELTER ASSISTANCE	10,000.
PATRICIAN SOCIETY 121 E. CHESTNUT STREET NORRISTOWN, PA 19401-3905		PC	EMERGENCY FOOD CUPBOARD	8,000.
PENN ASIAN SENIOR SERVICES 6926 OLD YORK ROAD PHILADELPHIA, PA 19126		PC	REDUCING SENIOR HUNGER THROUGH PENN ASIAN JUBILEE CENTER	20,000.
PENNSYLVANIA HORTICULTURAL SOCIETY 100 N. 20TH STREET, 5F PHILADELPHIA, PA 19103		PC	CITY HARVEST	50,000.
PEOPLE'S EMERGENCY CENTER 325 N. 39TH STREET PHILADELPHIA, PA 19104		PC	PEC COMMUNITY FOOD CUPBOARD	5,000.
PHILABUNDANCE 3616 SOUTH GALLOWAY STREET PHILADELPHIA, PA 19148		PC	GENERAL OPERATING SUPPORT	20,000.
PHILADELPHIA ORCHARD PROJECT 4934 LARCHWOOD AVENUE PHILADELPHIA, PA 19143		PC	GENERAL OPERATING SUPPORT	25,000.
PHILADELPHIA PUBLIC SCHOOL NOTEBOOK 699 RANSTEAD STREET, 3RD FLOOR PHILADELPHIA, PA 19106		PC	YOUTH, FOOD AND SCHOOLS: AN ONLINE EDITION	25,000.
PHOENIXVILLE AREA SENIOR CENTER 153 CHURCH STREET PHOENIXVILLE, PA 19460		PC	BREAKFAST AND ALTERNATIVE LUNCH PROGRAM	5,000.
PHOENIXVILLE COMMUNITY EDUCATION FOUNDATION P.O. BOX 348 PHOENIXVILLE, PA 19460		PC	PHANTOM FOOD PACKS	3,000.
Total from continuation sheets				

THE LEO AND PEGGY PIERCE FAMILY
FOUNDATION, INC.

46-4678057

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
POTTSTOWN AREA SENIORS' CENTER 288 MOSER ROAD, SUITE 1 POTTSTOWN, PA 19464		PC	NUTRITION FOR BETTER SENIOR HEALTH	5,000.
POTTSTOWN CLUSTER OF RELIGIOUS COMMUNITIES 57 NORTH FRANKLIN STREET POTTSTOWN, PA 19464		PC	GENERAL OPERATING SUPPORT	10,000.
PROJECT HOME 1515 FAIRMOUNT AVENUE PHILADELPHIA, PA 19130		PC	PROVISION OF NUTRITIOUS MEALS FOR FOOD INSECURE INDIVIDUALS	15,000.
PUBLIC INTEREST LAW CENTER OF PHILADELPHIA 1709 BENJAMIN FRANKLIN PARKWAY, 2ND FLOOR PHILADELPHIA, PA 19103		PC	GARDEN JUSTICE LEGAL INITIATIVE	15,000.
ROLLING HARVEST FOOD RESCUE 3920 RIVER ROAD LUMBERVILLE, PA 18938		PC	GENERAL OPERATING SUPPORT	10,000.
SAFE HARBOR OF CHESTER COUNTY 20 N. MATLACK STREET WEST CHESTER, PA 19380		PC	GENERAL OPERATING - COMMUNITY LUNCH	10,000.
SAM'S HOPE 901 A E. WILLOW GROVE AVENUE WYNDMOOR, PA 19038		PC	GENERAL OPERATING SUPPORT	5,000.
SENIOR ADULT ACTIVITIES CENTER OF MONTGOMERY COUNTY 536 GEORGE STREET NORRISTOWN, PA 19401		PC	CONGREGATE MEAL PROGRAM FOR NORRISTOWN AND AMBLER AREAS	5,000.
SENIOR RESOURCE ASSOCIATION 694 14TH STREET VERO BEACH, FL 32960		PC	MEALS ON WHEELS WAIT-LIST RELIEF PROGRAM	35,000.
SHARE FOOD PROGRAM - SUNDAY SUPPERS 2901 HUNTING PARK AVENUE PHILADELPHIA, PA 19129		PC	SUNDAY SUPPERS	20,000.
Total from continuation sheets				

THE LEO AND PEGGY PIERCE FAMILY
FOUNDATION, INC.

46-4678057

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SHARE FOOD PROGRAM, INC. 2901 W. HUNTING PARK AVENUE PHILADELPHIA, PA 19129		PC	GENERAL OPERATING SUPPORT	75,000.
ST. CHRISTOPHER'S HOSPITAL FOR CHILDREN/DREXEL UNIVERSITY 160 E. ERIE AVENUE, SECTION OF GENERAL PEDIATRICS PHILADELPHIA, PA 19134		PC	ENHANCING THE IMPACT OF THE HUNGER-FREE HEALTHCARE CENTER MODEL	75,000.
ST. JOHN'S PREPARATORY SCHOOL 21-21 CRESCENT STREET ASTORIA, NY 11105		PC	PAY IT FORWARD PROGRAM	5,000.
SUPPORTIVE OLDER WOMEN'S NETWORK (SOWN) 4100 MAIN STREET , SUITE 403 PHILADELPHIA, PA 19127		PC	PHILLY FAMILIES EAT SMART (PFES)	10,000.
SURREY SERVICES FOR SENIORS 60 SURREY WAY DEVON, PA 19333		PC	SURREY CARES: FOOD SECURITY INITIATIVE	10,000.
THE CENTER FOR POSITIVE AGING IN LOWER MERION 117 ARDMORE AVENUE ARDMORE, PA 19003		PC	FOOD RESOURCES PROGRAMS	10,000.
THE FOOD TRUST 1617 JOHN F. KENNEDY BLVD, SUITE 900 PHILADELPHIA, PA 19103		PC	CONVENING THE REGIONAL FARM BILL WORKING GROUP	40,000.
THE FOOD TRUST 1617 JOHN F. KENNEDY BLVD, SUITE 900 PHILADELPHIA, PA 19103		PC	MAKING FRESH, HEALTHY FOOD THE EASY AND AFFORDABLE CHOICE IN CHESTER, PA	40,000.
THE LEGAL CLINIC FOR THE DISABLED, INC. 1513 RACE STREET PHILADELPHIA, PA 19102		PC	PHILAKIDS MLP FOOD INSECURITY LEGAL SERVICES FOR CHILDREN WITH DISABILITIES AND THEIR FAMILIES	25,000.
THE LORD'S PANTRY OF DOWNINGTOWN 141 E. LANCASTER AVENUE DOWNINGTOWN, PA 19335		PC	GENERAL OPERATING SUPPORT	10,000.
Total from continuation sheets				

THE LEO AND PEGGY PIERCE FAMILY
FOUNDATION, INC.

46-4678057

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE OPEN LINK 452 PENN STREET PENNSBURG, PA 18073		PC	SMARTCHOICE FOOD PANTRY ORDERING AND FULFILLMENT SYSTEM	5,000.
THE SOURCE P.O. BOX 2458, 1015 COMMERCE AVENUE VERO BEACH, FL 32961		PC	DINING WITH DIGNITY CULINARY PROGRAM	10,000.
THOMAS JEFFERSON UNIVERSITY 125 S. 9TH STREET, SUITE 600 PHILADELPHIA, PA 19107		PC	FOOD SECURITY SCREENING	20,000.
TRISKELES 707 EAGLEVIEW BOULEVARD, SUITE 105 EXTON, PA 19341		PC	FOOD FOR ALL	20,000.
TURNING POINTS FOR CHILDREN 415 S. 15TH STREET PHILADELPHIA, PA 19146		PC	GENERAL OPERATING SUPPORT	10,000.
UNITED AGAINST POVERTY 2746 US HIGHWAY 1 VERO BEACH, FL 32960		PC	GENERAL OPERATING SUPPORT	25,000.
URBAN TREE CONNECTION C/O FIRST AFRICAN PRESBYTERIAN CHURCH, 4159 WEST GIRARD AVENUE PHILADELPHIA, PA 19104-1010		PC	GENERAL OPERATING SUPPORT	20,000.
VALLEY YOUTH HOUSE 829 LINDEN STREET ALLENTOWN, PA 18101		PC	THE SYNERGY PROJECT: EMERGENCY FOOD DISTRIBUTION FOR HOMELESS YOUTH	10,000.
VIETLEAD 5515 WESTFIELD AVENUE PHILADELPHIA, PA 19145		PC	RESILIENT ROOTS FARM PROGRAM	5,000.
WEST CHESTER AREA SENIOR CENTER 530 E. UNION STREET WEST CHESTER, PA 19382		PC	GENERAL OPERATING	10,000.
Total from continuation sheets				

THE LEO AND PEGGY PIERCE FAMILY
FOUNDATION, INC.

46-4678057

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WEST CHESTER FOOD CUPBOARD 545 E. GAY STREET WEST CHESTER, PA 19380		PC	GENERAL OPERATING SUPPORT	10,000.
WHY NOT PROSPER, INC 717 E. CHELTEN AVENUE PHILADELPHIA, PA 19144		PC	COMMUNITY DINNER	6,000.
PAN-FLORIDA CHALLENGE 1400 GULF SHORE BLVD. N, #106 NAPLES, FL 34102		PC	PAN-FLORIDA CHALLENGE RIDE FOR HUNGRY KIDS	5,000.
THE MONTGOMERY COUNTY FOUNDATION, INC. 4 SENTRY PARKWAY EAST, SUITE 302 BLUE BELL, PA 19422		PC	MEREDITH ANNE HUFFMAN FUND	1,000.
FEEDING TEXAS 1524 SOUTH IH 35, SUITE 342 AUSTIN, TX 78704		PC	HURRICANE HARVEY RELIEF EFFORTS	1,000.
Total from continuation sheets				

Part XV **Supplementary Information**

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

NAME OF RECIPIENT - MEALS ON WHEELS OF CHESTER COUNTY

MEALS ON WHEELS OF CHESTER COUNTY - SUPPORT TO HELP PURCHASE MEALS FOR
HOMEBOUND SENIORS IN NEED.

**THE LEO AND PEGGY PIERCE FAMILY
FOUNDATION, INC.**

Form 990-PF (2017)

46-4678057 Page 11

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
ACHIEVEABILITY 21 SOUTH 61ST STREET PHILADELPHIA, PA 19139		PC	ACHIEVEABILITY CONNECTS	10,000.
AWBURY ARBORETUM ONE AWBURY ROAD PHILADELPHIA, PA 19138		PC	TEEN LEADERSHIP CORPS	20,000.
BENEFITS DATA TRUST 1500 MARKET STREET, SUITE 2800 PHILADELPHIA, PA 19102		PC	THE PA BENEFITS CENTER: REDUCING SENIOR HUNGER BY INCREASING SNAP PARTICIPATION	40,000.
BERNARDINE FRANCISCAN SISTERS 450 ST. BERNARDINE STREET READING, PA 19607		PC	FOOD PANTRY AND WEST SIDE BRUNCH	5,000.
BETHESDA PROJECT 1630 SOUTH STREET PHILADELPHIA, PA 19146		PC	MEALS AT MY BROTHER'S PLACE	10,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				1,849,500.
b Approved for future payment				
ST. CHRISTOPHER'S HOSPITAL FOR CHILDREN/DREXEL UNIVERSITY 160 E. ERIE AVENUE, SECTION OF GENERAL PEDIATRICS PHILADELPHIA, PA 19134		PC	ENHANCING THE IMPACT OF THE HUNGER-FREE HEALTHCARE CENTER MODEL	75,000.
PENNSYLVANIA HORTICULTURAL SOCIETY 100 N. 20TH STREET PHILADELPHIA, PA 19103		PC	CITY HARVEST	50,000.
Total ▶ 3b				125,000.

Form **990-PF** (2017)

Enter gross amounts unless otherwise indicated.

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

09431113 131844 097-10292400 2017.05000 THE LEO AND PEGGY PIERCE FA 097-53H1

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the other organizations described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule			
Column (b) should always show the fair market value of the goods, other assets,			
or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in			
column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

of which preparer has any knowledge

CHAIRMAN/PRESIDENT

Title

May the IRS discuss this return with the preparer shown below? See instr

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

BRUCE BRAUNEWELL
CPA

Preparer's signature

BRUCE BRAUNEWELL.

Date _____

11/14/2018

Check ☐ if
self-employed

PTIN

P00075336

Firm's name ► CLIFTONLARSONALLEN LLP

Firm's EIN ▶ 41-0746749

Firm's address ▶ 610 W. GERMANTOWN PIKE, STE. 400
PLYMOUTH MEETING, PA 19462

Phone no. 215-643-3900

Form **990-PF** (2017)

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

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

THE LEO AND PEGGY PIERCE FAMILY
FOUNDATION, INC.

Employer identification number

46-4678057

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).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization THE LEO AND PEGGY PIERCE FAMILY FOUNDATION, INC.	Employer identification number 46-4678057
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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	LEO & EVE PIERCE JR. 16 EAST LANCASTER AVENUE #102 ARDMORE, PA 19003	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	MOLLY PIERCE 16 EAST LANCASTER AVENUE #102 ARDMORE, PA 19003	\$ 185,750.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
3	MIKE & KATHIE PIERCE 16 EAST LANCASTER AVENUE #102 ARDMORE, PA 19003	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	CONNIE BUCKLEY 16 EAST LANCASTER AVENUE #102 ARDMORE, PA 19003	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
5	KATHY COX 16 EAST LANCASTER AVENUE #102 ARDMORE, PA 19003	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
6	THE LEO & PEGGY PIERCE FOUNDATION (TRUST) EXCISE TAX REFUND ON FINAL RET 16 EAST LANCASTER AVENUE #102 ARDMORE, PA 19003	\$ 58,937.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

46-4678057

[illegible]

Name of organization

**THE LEO AND PEGGY PIERCE FAMILY
FOUNDATION, INC.**

Employer identification number

46-4678057**Part III**

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH	1,203.	1,203.	
MORGAN STANLEY	148.	148.	
TOTAL TO PART I, LINE 3	1,351.	1,351.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LP EIN 03-0573898 INTEREST	0.	0.	0.	1.	
LP EIN 26-1075808 INTEREST	0.	0.	0.	24.	
LP EIN 27-0005456 DIVIDENDS	0.	0.	0.	56.	
LP EIN 30-0108820 DIVIDENDS	0.	0.	0.	334.	
LP EIN 30-0108820 INTEREST	0.	0.	0.	366.	
LP EIN 30-0855134 INTEREST	0.	0.	0.	14.	
LP EIN 34-1560655 INTEREST	0.	0.	0.	4.	
LP EIN 37-1661577 INTEREST	0.	0.	0.	56.	
LP EIN 43-1918951 DIVIDENDS	0.	0.	0.	3.	
LP EIN 46-0967367 INTEREST	0.	0.	0.	72.	
LP EIN 46-5135781 INTEREST	0.	0.	0.	8.	
LP EIN 73-1493906 DIVIDENDS	0.	0.	0.	36.	
LP EIN 73-1493906 DIVIDENDS	0.	0.	0.	329.	
LP EIN 73-1493906 INTEREST	0.	0.	0.	31.	
LP EIN 73-1493906 INTEREST	0.	0.	0.	297.	
LP EIN 74-2956831 DIVIDENDS	0.	0.	0.	24.	

LP EIN 74-2956831				
INTEREST	0.	0.	0.	28.
LP EIN 76-0568219				
INTEREST	0.	0.	0.	14.
LP EIN 85-0470977				
DIVIDENDS	0.	0.	0.	11.
LP EIN 85-0470977				
INTEREST	0.	0.	0.	12.
LP EIN 98-1203268				
DIVIDENDS	0.	0.	0.	2,089.
LP EIN 98-1203268				
INTEREST	0.	0.	0.	4,182.
MERRILL LYNCH	515,390.	3,627.	511,763.	511,763.
MORGAN STANLEY	411,776.	67.	411,709.	411,709.
PARTNERSHIP EIN 20-3270724				
DIVIDENDS	0.	0.	0.	5,216.
PARTNERSHIP EIN 20-3270724				
INTEREST	0.	0.	0.	7,998.
THE REINVESTMENT FUND	3,970.	0.	3,970.	3,970.
TO PART I, LINE 4	931,136.	3,694.	927,442.	948,647.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	17,178.	17,178.	
LP EIN 03-0573898 ORDINARY LOSS	0.	-3,688.	
PARTNERSHIP EIN 20-3270724 ORDINARY LOSS	0.	-84.	
LP EIN 46-4109058 ORDINARY LOSS	0.	-1,590.	
LP EIN 34-1560655 ORDINARY LOSS	0.	-3,597.	
LP EIN 46-5135781 ORDINARY LOSS	0.	-1,795.	
LP EIN 30-0108820 ORDINARY LOSS	0.	-7,138.	
LP EIN 73-1493906 ORDINARY INCOME	0.	234.	
LP EIN 76-0568219 ORDINARY LOSS	0.	-9,600.	
LP EIN 30-0855134 ORDINARY LOSS	0.	-1,843.	
LP EIN 37-1661577 ORDINARY LOSS	0.	-1,925.	
LP EIN 27-0005456 ORDINARY LOSS	0.	-7,389.	
LP EIN 74-2956831 ORDINARY LOSS	0.	-3,050.	
LP EIN 85-0470977 ORDINARY LOSS	0.	-1,273.	
LP EIN 46-0967367 ORDINARY LOSS	0.	-7,263.	
LP EIN 26-1075808 ORDINARY LOSS	0.	-1,196.	
LP EIN 43-1918951 ORDINARY LOSS	0.	-9,524.	
LP EIN 73-1493906 ORDINARY LOSS	0.	-5,988.	
PARTNERSHIP EIN 20-3270724 NET RENTAL INCOME	0.	334.	

LP EIN 30-0108820 NET RENTAL LOSS	0.	-50.
PARTNERSHIP EIN 20-3270724 OTHER		
NET RENTAL INCOME	0.	16.
LP EIN 46-5135781 OTHER NET RENTAL		
INCOME	0.	1.
LP EIN 30-0108820 OTHER NET RENTAL		
INCOME	0.	3.
LP EIN 73-1493906 OTHER NET RENTAL		
LOSS	0.	-21.
LP EIN 03-0573898 ROYALTIES	0.	179.
PARTNERSHIP EIN 20-3270724		
ROYALTIES	0.	5.
LP EIN 30-0108820 ROYALTIES	0.	3.
LP EIN 73-1493906 ROYALTIES	0.	2.
LP EIN 03-0573898 OTHER INCOME	0.	132.
PARTNERSHIP EIN 20-3270724 OTHER		
INCOME	0.	46,303.
LP EIN 74-2956831 OTHER INCOME	0.	92.
LP EIN 85-0470977 OTHER INCOME	0.	46.
LP EIN 46-0967367 OTHER INCOME	0.	2,133.
ADD BACK NET UBI ORDINARY LOSS	0.	70,216.
K-1 DISTRIBUTIONS	44,754.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	61,932.	69,863.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING AND TAX PREP	15,000.	3,000.		12,000.	
TO FORM 990-PF, PG 1, LN 16B	15,000.	3,000.		12,000.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT	261,614.	261,614.		0.	
FOUNDATION MANAGEMENT	149,109.	7,455.		141,654.	
TO FORM 990-PF, PG 1, LN 16C	410,723.	269,069.		141,654.	

FORM 990-PF	TAXES		STATEMENT		6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN WITHHOLDING	10,523.	10,523.		0.	
FEDERAL EXCISE TAX	20,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	30,523.	10,523.		0.	

FORM 990-PF	OTHER EXPENSES		STATEMENT		7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES AND SUBSCRIPTIONS	8,405.	0.		8,405.	
OFFICE SUPPLIES	260.	0.		260.	
WEBSITE HOSTING FEES	1,310.	0.		1,310.	
SERVICE FEES	2,008.	0.		2,008.	
INSURANCE	3,385.	0.		3,385.	
AMORTIZATION	17,426.	17,426.		0.	
OTHER INVESTMENT	2,324.	2,324.		0.	
PARTNERSHIP EIN 20-3270724					
INVESTMENT INTEREST	0.	24,032.		0.	
LP EIN 30-0108820 INVESTMENT					
INTEREST	0.	43.		0.	
LP EIN 73-1493906 INVESTMENT					
INTEREST	0.	26.		0.	
LP EIN 98-1203268 INVESTMENT					
INTEREST	0.	299.		0.	
LP EIN 73-1493906 INVESTMENT					
INTEREST	0.	245.		0.	
LP EIN 03-0573898 ROYALTY					
EXPENSES	0.	54.		0.	
PARTNERSHIP EIN 20-3270724					
ROYALTY EXPENSES	0.	7.		0.	
LP EIN 03-0573898 OTHER					
DEDUCTIONS	0.	90.		0.	
PARTNERSHIP EIN 20-3270724					
OTHER DEDUCTIONS	0.	29,266.		0.	
LP EIN 98-1203268 OTHER					
DEDUCTIONS	0.	17,015.		0.	
TO FORM 990-PF, PG 1, LN 23	35,118.	90,827.		15,368.	

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
ADJUSTMENT TO DONOR'S BASIS IN CONTRIBUTED STOCK	26,130.
TOTAL TO FORM 990-PF, PART III, LINE 5	26,130.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT SECURITIES	X		2,038,008.	2,029,451.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,038,008.	2,029,451.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,038,008.	2,029,451.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALLIANCE HLDGS GP LP - 1850 SH	99,493.	49,562.
ANTERO MIDSTREAM PARTNERS - 1550 SH	41,391.	45,012.
CEDAR FAIR DEP UNT LP - 1075 SH	50,303.	69,864.
DOMINION ENERGY MIDSTREAM PARTNERS LP - 1800 SH	55,641.	54,810.
ENERGY TRANSFER EQUITY L P - 8550 SH	105,533.	147,573.
ENTERPRISE PRDTS PRTN LP L P - 4100 SH	122,284.	108,691.
EQT GP HLDGS LP COM UNIT REPSTG LTD PRTN INT - 1850 SH	42,994.	49,765.
EQT MIDSTREAM PARTNERS - 675 SH	45,617.	49,343.
MPLX, LP COMMON UNITS REPSTG LTD PARTNER INT - 1275 SH	43,583.	45,224.
NEXTERA ENERGY PARTNRS L COM UNIT LTD PARTNER INT - 1850 SH	51,199.	79,754.
NUSTAR ENERGY - 575 SH	22,975.	17,221.
NUSTAR GP HLDGS LLC UNIT - 1025 SH	26,355.	16,093.
ONEOK INC (OKLAHOMA) - 1825 SH	74,646.	97,545.
SEMPRA ENERGY - 400 SH	39,133.	42,768.
TARGA RESOURCES CORP COM STK - 975 SH	46,897.	47,210.
TRANSCANADA CORP - 950 SH	44,888.	46,208.
WESTERN GAS EQUITY PARTNERS - 2925 SH	116,367.	108,693.

WESTERN ASSETS CLAYMORE INFLAT (WIA) - 2200
UNITS

25,364.

25,938.

TOTAL TO FORM 990-PF, PART II, LINE 10B

25,525,560.

31,962,063.

FORM 990-PF

CORPORATE BONDS

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BP CAPITAL MARKETS PLC COMPANY GUARNT GLB		
03.506% MAR 17 2025 - 50000 SH	51,184.	51,721.
CITIGROUP INC - VAR%JAN 10 2028 - 37000 SH	38,428.	38,298.
ENTERPRISE PRODUCTS OPER COMPANY GUARNT 05.700%		
FEB 15 2042 - 21000 SH	23,484.	25,396.
GENERAL ELEC CAP CORP NOTES 05.875% JAN 14 2038		
- 30000 SH	36,535.	38,796.
GOLDMAN SACHS GROUP INC GLB 04.000% MAR 03 2024		
- 61000 SH	63,266.	63,998.
JPMORGAN CHASE & CO GLB 04.400% JUL 22 2020 -		
48000 SH	50,235.	50,426.
MICROSOFT CORP GLB 03.700% AUG 08 2046 - 51000		
SH	52,031.	53,168.
MORGAN STANLEY GLB VAR%JUL 22 2028 - 25000 SH	25,310.	25,230.
VERIZON COMMUNICATIONS GLB 05.150% SEP 15 2023 -		
46000 SH	50,189.	51,181.
WELLS FARGO & COMPANY SER MTN VAR%MAY 22 2028 -		
38000 SH	38,847.	38,739.
ALLY AUTO RECEI ABS 2014 2 A3 01.250%APR15 19 -		
1000 SH	18.	19.
ALLY AUTO RECEI ABS 2014 3 A3 01.280%JUN17 19 -		
3000 SH	304.	303.
ALLY AUTO RECEI ABS 2016 1 A3 01.470%APR15 20 -		
6000 SH	3,991.	3,966.
ALLY AUTO RECEI ABS 2016 2 A3 01.350%MAY15 20 -		
5000 SH	3,703.	3,700.
ALLY AUTO RECEI ABS 2017 3 A3 01.740%SEP15 21 -		
2000 SH	2,004.	1,989.
AMERICAN EXPRES ABS 2014 1 A VAR%DEC15 21 -		
10000 SH	10,030.	10,037.
AMERICAN EXPRES ABS 2017 1 A 01.930%SEP15 22 -		
15000 SH	15,051.	14,931.
AMERICAN INTL GROUP GLB 02.300% JUL 16 2019 -		
13000 SH	13,101.	12,990.
BEAR STEARNS CO INC COMPANY GUARNT GLB 07.250%		
FEB 01 2018 - 12000 SH	12,059.	12,048.
CAPITAL ONE MUL ABS 2014 A4 A4 VAR%JUN15 22 -		
7000 SH	6,979.	7,028.
CAPITAL ONE MUL ABS 2015 A3 A3 VAR%MAR15 23 -		
8000 SH	8,029.	8,042.
CAPITAL ONE MUL ABS 2016 A4 A4 01.330%JUN15 22 -		
6000 SH	5,923.	5,926.

GENERAL MOTORS FIN CO INC 5.75 % FXD TO 09/30/2027 VAR THEREAFTER - 50000 UN	53,188.	52,298.
HERTZ CORPORATION, COUPON RATE 7.375%, MATURES 01/15/2021 - 65000 UNITS	68,136.	67,860.
JPMORGAN CHASE & CO 5% FXD TO 07-31-19 VARIABLE THEREAFTER - 100000 UNITS	104,853.	104,238.
JPMORGAN CHASE BK NA COLUMBUS OHIO FID, COUPON RATE 2.000%, MATURES 02/28/20	100,679.	100,743.
MORGAN STANLEY, COUPON RATE 4.100%, MATURES 05/22/2023 - 130000 UNITS	128,634.	136,017.
MURPHY OIL CORP, COUPON RATE 4.000%, MATURES 06/01/2022 - 125000 UNITS	120,672.	125,729.
NATIONSBANK CORP, COUPON RATE 8.570%, MATURES 11/15/2024 - 30000 UNITS	30,488.	38,806.
PNC BANK NATIONAL ASSOCIATION, COUPON RATE 2.450%, MATURES 07/28/2022 - 1000	101,693.	100,200.
PRECISION DRILLING CORPORATION, COUPON RATE 6.500%, MATURES 12/15/2021 - 240	24,014.	24,519.
PRUDENTIAL FINANCIAL, COUPON RATE 4.500%, MATURES 05/15/2045 - 55000 UNITS	55,211.	55,382.
WHITING PETROLEUM CORP, COUPON RATE 5.750%, MATURES 03/15/2021 - 50000 UNITS	50,323.	52,159.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,286,379.	2,333,469.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AIP ABSLT RTN - 457.728 UNITS	COST	575,000.	757,224.
NH CAP PRT VI NON-USWM	COST	459,308.	498,348.
THE REINVESTMENT FUND #2860	COST	203,970.	203,970.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,238,278.	1,459,542.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 13
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
MOLLY PIERCE	16 EAST LANCASTER AVENUE #102 ARDMORE, PA 19003
THE LEO AND PEGGY PIERCE FOUNDATION	16 EAST LANCASTER AVENUE #102 ARDMORE, PA 19003

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 14
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CONSTANCE PIERCE BUCKLEY 16 EAST LANCASTER AVENUE #102 ARDMORE, PA 19002	CHAIRMAN/PRESIDENT 0.50	0.	0.	0.
MOLLY PIERCE 16 EAST LANCASTER AVENUE #102 ARDMORE, PA 19002	VICE PRESIDENT/SECRETARY 0.50	0.	0.	0.
MICHAEL PIERCE 16 EAST LANCASTER AVENUE #102 ARDMORE, PA 19002	TREASURER 0.50	0.	0.	0.
LEO PIERCE, JR. 16 EAST LANCASTER AVENUE #102 ARDMORE, PA 19002	ASSISTANT SECRETARY 0.50	0.	0.	0.
KATHY (PIERCE) COX 16 EAST LANCASTER AVENUE #102 ARDMORE, PA 19002	BOARD MEMBER 0.50	0.	0.	0.
EVE PIERCE 16 EAST LANCASTER AVENUE #102 ARDMORE, PA 19002	BOARD MEMBER 0.50	0.	0.	0.
KATHIE PIERCE 16 EAST LANCASTER AVENUE #102 ARDMORE, PA 19002	BOARD MEMBER 0.50	0.	0.	0.

HILARY DANIELLO 16 EAST LANCASTER AVENUE #102 ARDMORE, PA 19002	BOARD MEMBER 0.50	0.	0.	0.
TIM COX 16 EAST LANCASTER AVENUE #102 ARDMORE, PA 19002	BOARD MEMBER 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 15

NAME OF MANAGER

CONSTANCE PIERCE BUCKLEY
MOLLY PIERCE
MICHAEL PIERCE
LEO PIERCE, JR.
KATHY (PIERCE) COX

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 16
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

AZUREDEE WEBB
16 EAST LANCASTER AVENUE #102
ARDMORE, PA 19003

TELEPHONE NUMBER

(610) 896-3868

FORM AND CONTENT OF APPLICATIONS

APPLICATION REQUIREMENTS MAY BE FOUND AT WWW.PIERCEFAMILYFDN.ORG/APPLY.PHP.

ANY SUBMISSION DEADLINES

SUBMISSION DEADLINES MAY BE FOUND AT WWW.PIERCEFAMILYFDN.ORG/APPLY.PHP.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION MAKES GRANTS TO SUPPORT INITIATIVES THAT ADDRESS HUNGER AND FOOD INSECURITY THROUGH DIRECT SERVICE PROGRAMS AND/OR ADVOCACY EFFORTS. GRANTS ARE MADE TO ORGANIZATIONS THAT ARE TAX EXEMPT UNDER THE IRS CODE 501(C)(3) AS PUBLIC CHARITIES UNDER IRS CODE 509(A).