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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017 , and ending 12-31-2017

Name of foundation
DANIEL W DIETRICH II FOUNDATION

A Employer identification number
81-3953762

Number and street (or P O box number if mail is not delivered to street address)
C/O DUANE MORRIS LLP 30 S 17TH ST

Room/suite

B Telephone number (see instructions)
(215) 979-1906

City or town, state or province, country, and ZIP or foreign postal code
PHILADELPHIA, PA 19103

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 59,748,043

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	263,225	263,225		
	4	Dividends and interest from securities	706,842	706,842		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,177,567			
	b	Gross sales price for all assets on line 6a 29,398,915				
	7	Capital gain net income (from Part IV, line 2)		1,177,567		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	2,147,634	2,147,634		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	253,140	37,971		215,169
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	106,842	17,285		89,557
	b	Accounting fees (attach schedule)	3,481	1,741		1,740
	c	Other professional fees (attach schedule)	182,605	182,605		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	32,695	0		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	30,545	55		22,638
	24	**Total operating and administrative expenses.** Add lines 13 through 23	609,308	239,657		329,104
	25	Contributions, gifts, grants paid	3,747,100			3,747,100
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,356,408	239,657		4,076,204
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-2,208,774			
	b	**Net investment income** (if negative, enter -0-)		1,907,977		
	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	2,641,501	1,243,233	1,243,233
	2	Savings and temporary cash investments			
	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) ▶ 492,115			
		Less allowance for doubtful accounts ▶ 0	492,115	492,115	492,115
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	4,035,372	6,073,916	6,024,570
	b	Investments—corporate stock (attach schedule)	30,046,733	33,289,069	40,176,820
	c	Investments—corporate bonds (attach schedule)	12,197,371	9,803,602	9,835,163
	11	Investments—land, buildings, and equipment basis ▶ 242,229			
		Less accumulated depreciation (attach schedule) ▶	242,229	242,229	724,625
	12	Investments—mortgage loans	751,025	709,173	707,191
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	1,429,326	544,326	544,326
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	51,835,672	52,397,663	59,748,043
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue	430,923	430,923	
	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)	430,923	430,923	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	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	51,404,749	51,966,740	
	30	**Total net assets or fund balances** (see instructions)	51,404,749	51,966,740	
	31	**Total liabilities and net assets/fund balances** (see instructions)	51,835,672	52,397,663	

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	51,404,749
2	Enter amount from Part I, line 27a	2	-2,208,774
3	Other increases not included in line 2 (itemize) ▶	3	2,770,765
4	Add lines 1, 2, and 3	4	51,966,740
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	51,966,740

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	See Additional Data Table			
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	See Additional Data Table			
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	See Additional Data Table			
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	1,177,567
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 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	330,618	33,804,414	0 009780
2015	551,304	52,539,529	0 010493
2014	29,867,989	74,710,267	0 399784
2013	620,593	4,548,450	0 136441
2012	446,197	4,058,211	0 109949

2 Total of line 1, column (d)	2	0 666447
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 133289
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	56,790,744
5 Multiply line 4 by line 3	5	7,569,581
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,080
7 Add lines 5 and 6	7	7,588,661
8 Enter qualifying distributions from Part XII, line 4	8	4,076,204

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	38,160
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	38,160
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	38,160
6	Credits/Payments				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	50,500		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d	0		
7	Total credits and payments Add lines 6a through 6d			7	50,500
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	12,340
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 12,340	**Refunded** ▶		11	0

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 taxable year beginning in 2017 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶FRANK G COOPER Telephone no ▶(215) 979-1906

Located at ▶C/O DUANE MORRIS 30 S 17TH ST PHILADELPHIA PA ZIP+4 ▶19103

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 |

			Yes	No
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?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶	☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		1c		No
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?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
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 ▶ 20____, 20____, 20____, 20____				
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).*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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?		4b		No

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**		No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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
FRANK G COOPER C/O DUANE MORRIS LLP 30 S 17TH ST PHILADELPHIA, PA 19103	PRESIDENT,SECRETARY & TREA 10 00	253,140	0	0

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

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

Total number of other employees paid over $50,000. . . . . . ▶ 0

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

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	
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	
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**	52,162,354
b	Average of monthly cash balances	**1b**	2,981,507
c	Fair market value of all other assets (see instructions)	**1c**	2,511,717
d	**Total** (add lines 1a, b, and c)	**1d**	57,655,578
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**	57,655,578
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	**4**	864,834
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	**5**	56,790,744
6	**Minimum investment return.** Enter 5% of line 5	**6**	2,839,537

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**	2,839,537
2a	Tax on investment income for 2017 from Part VI, line 5 — **2a** 38,160		
b	Income tax for 2017 (This does not include the tax from Part VI) — **2b**		
c	Add lines 2a and 2b	**2c**	38,160
3	Distributable amount before adjustments Subtract line 2c from line 1	**3**	2,801,377
4	Recoveries of amounts treated as qualifying distributions	**4**	0
5	Add lines 3 and 4	**5**	2,801,377
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**	2,801,377

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**	4,076,204
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**	4,076,204
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	**5**	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	**6**	4,076,204

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7					2,801,377
2 Undistributed income, if any, as of the end of 2017					
a Enter amount for 2016 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2017					
a From 2012.					
b From 2013.					
c From 2014.	199,198				
d From 2015.	91,202				
e From 2016.					
f **Total** of lines 3a through e.		290,400			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 4,076,204					
a Applied to 2016, but not more than line 2a				0	
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.					2,801,377
e Remaining amount distributed out of corpus		1,274,827			
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		1,565,227			
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 instructions				0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018					0
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 (see instructions)		0			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a		1,565,227			
10 Analysis of line 9					
a Excess from 2013.					
b Excess from 2014.	199,198				
c Excess from 2015.	91,202				
d Excess from 2016.					
e Excess from 2017.	1,274,827				

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

1a 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2017	**(b)** 2016	**(c)** 2015	**(d)** 2014	
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 organization 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))

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

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

FRANK G COOPER
C/O DUANE MORRIS LLP 30 S 17TH ST
PHILADELPHIA, PA 19103
(215) 979-1000

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

TWO COPIES IN WRITING, OUTLINING THE NATURE OF THE ORGANIZATION, INTENDED USE OF THE FUNDS, ACCOMPANIED BY A COPY OF IRS LETTER OF DETERMINATION OF CHARITABLE STATUS INDICATING THE RECIPIENT IS NOT A PRIVATE FOUNDATION

c Any submission deadlines

N/A

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

THE FOUNDATION INTENDS TO MAKE GRANTS IN SUPPORT OF PROJECTS WHICH BENEFIT THE ARTS IN GENERAL, INCLUDING, WITHOUT LIMITATION, VISUAL ARTS, LITERATURE, AND THE PERFORMING ARTS

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 Additional Data Table				
Total . . . . ▶ **3a**				3,747,100
b *Approved for future payment*				
PENNSYLVANIA ACADEMY OF THE FINE ARTS 118-128 N BROAD ST PHILADELPHIA, PA 19102	NONE	PUBLIC	GENERAL PURPOSES	250,000
CURTIS INSTITUTE OF MUSIC 1726 LOCUST STREET PHILADELPHIA, PA 19103	NONE	PUBLIC	ENDOWMENT FUND	500,000
Total . . . . ▶ **3b**				750,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	263,225	
4 Dividends and interest from securities. . . .			14	706,842	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	1,177,567	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		2,147,634	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 2,147,634

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

******	2018-05-10	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
BARBARA RUTH-COOK		2018-05-05		P01066743
Firm's name ▶ DUANE MORRIS LLP				Firm's EIN ▶23-1392502
Firm's address ▶ 30 SOUTH 17TH STREET PHILADELPHIA, PA 191034196				Phone no (215) 979-1640

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1,210 SHS WOODWARD INC	P	2015-01-01	2017-01-06
250,000 SHS CHASE ISSUANCE TRUST	P	2015-01-08	2017-01-17
550,000 SHS US TREASURY NOTE	P	2015-03-17	2017-01-31
1,700 SHS RENAISSANCE HOLDINGS LTD	P	2015-01-01	2017-02-02
1,100 SHS GRACO INC	P	2015-01-01	2017-02-02
4,440 SHS PRA GROUP INC	P	2015-01-01	2017-02-23
400,000 SHS AFLAC	P	2014-12-17	2017-02-15
801 140 SHS HONDA AUTO RECEIVABL	P	2016-01-29	2017-02-21
3,000 SHS COGNIZANT TECHNOLOGY SOLUTIONS	P	2015-01-01	2017-03-01
800 SHS DONALDSON INC	P	2015-01-01	2017-03-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
83,796		68,545	15,251
250,000		250,303	-303
550,000		553,240	-3,240
241,456		197,791	43,665
97,739		81,893	15,846
183,908		118,146	65,762
400,000		412,124	-12,124
801		803	-2
179,251		167,665	11,586
35,631		26,750	8,881

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			15,251
			-303
			-3,240
			43,665
			15,846
			65,762
			-12,124
			-2
			11,586
			8,881

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
18,992 970 SHS HONDA AUTO RECEIVABL	P	2016-01-29	2017-03-20
200,000 SHS VODAFONE GROUP PLC	P	2016-10-18	2017-03-20
810 SHS ALLIABCE DATA SYSTEMS CORP	P	2015-01-01	2017-04-21
4,300 SHS UNILEVER NV NEW YORK SHARES NEW SEDOL	P	2015-01-01	2017-04-24
20,140 990 SHS HONDA AUTO RECEIVABL	P	2016-01-29	2017-04-18
400,000 SHS US BANCORP	P	2014-12-17	2017-04-17
200,000 SHS VERIZON COMMUNICATION	P	2014-12-22	2017-04-24
900 SHS EATON CORP PLC	P	2015-01-01	2017-05-01
3,300 SHS CHEVRON CORPORATION	P	2015-01-01	2017-05-17
2,800 SHS COGNIZANT TECHNOLOGY SOLUTIONS	P	2015-01-01	2017-05-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
18,993		19,030	-37
200,000		200,384	-384
210,788		167,025	43,763
224,754		186,366	38,388
20,105		20,144	-39
400,000		403,091	-3,091
208,970		226,657	-17,687
68,587		54,910	13,677
347,951		333,575	14,376
179,664		156,487	23,177

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-37
			-384
			43,763
			38,388
			-39
			-3,091
			-17,687
			13,677
			14,376
			23,177

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
2,500 SHS COGNIZANT TECHNOLOGY SOLUTIONS	P	2015-01-01	2017-05-17
2,500 SHS DONALDSON INC	P	2015-01-01	2017-05-19
400 SHS GRACO INC	P	2015-01-01	2017-04-27
1,400 SHS PHILIP MORRIS INTERNAT - W/I	P	2015-01-01	2017-04-28
250,000 SHS GLAXOSMITHKLINE	P	2016-02-19	2017-05-08
18,424 220 SHS HONDA AUTO RECEIVABL	P	2016-01-29	2017-05-18
250,000 SHS MOLSON COORS BREWING	P	2015-01-02	2017-05-01
400,000 SHS PFIZER INC	P	2015-01-05	2017-05-15
800 SHS EATON CORP PLC	P	2015-01-01	2017-05-26
1,500 SHS EATON CORP PLC	P	2015-01-01	2017-06-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
162,102		139,720	22,382
117,052		83,594	33,458
42,909		29,779	13,130
154,468		136,577	17,891
250,000		251,518	-1,518
18,424		18,460	-36
250,000		252,440	-2,440
400,000		401,012	-1,012
62,058		48,809	13,249
114,855		91,517	23,338

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			22,382
			33,458
			13,130
			17,891
			-1,518
			-36
			-2,440
			-1,012
			13,249
			23,338

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
2,100 SHS ABBOTT LABORTORIES INC	P	2015-01-01	2017-06-16
500 SHS ALLIANCE DATA SYSTEMS CORP	P	2015-01-01	2017-06-27
1,400 SHS CARNIVAL CORP	P	2015-01-01	2017-06-27
2,500 SHS COGNIZANT TECHNOLOGY SOLUTIONS	P	2015-01-01	2017-05-26
1,200 SHS DONALDSON INC	P	2015-01-01	2017-05-26
3,500 SHS DONALDSON INC	P	2015-01-01	2017-05-31
3,000 SHS GRACO INC	P	2015-01-01	2017-05-30
2,200 SHS MEDNAX INC	P	2015-01-01	2017-06-27
2,000 SHS PROGRESSIVE CORP OHIO	P	2015-01-01	2017-06-19
174 SHS TRISURA GROUP LTD-WI	P	2015-01-01	2017-06-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
101,165		84,628	16,537
130,118		103,102	27,016
91,591		65,036	26,555
166,854		139,720	27,134
56,056		40,125	15,931
167,578		117,032	50,546
326,855		223,343	103,512
131,471		147,681	-16,210
89,132		66,212	22,920
3		3	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			16,537
			27,016
			26,555
			27,134
			15,931
			50,546
			103,512
			-16,210
			22,920
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1,850 SHS UNILEVER NV NEW YORK SHARES NEW SODOL	P	2015-01-01	2017-06-27
500 SHS UNITEDHEALTH GROUP INC	P	2015-01-01	2017-06-27
250,000 SHS AMERICAN EXPRESS CRE	P	2016-03-16	2017-06-15
400,000 SHS AUST & NZ BANKING GR	P	2014-12-19	2017-06-13
200,000 SHS COSTCO WHOLESALE COR	P	2015-01-06	2017-06-15
18,759 1 SHS HONDA AUTO RECEIVABL	P	2015-01-29	2017-06-20
400,000 SHS ROYAL BANK OF CANADA	P	2014-12-18	2017-06-16
101 SHS TRISURA GROUP LTS-WI	P	2015-01-01	2017-06-19
200,000 SHS BB&T CORPORATION	P	2014-12-18	2017-07-14
100,000 SHS DR PEPPER SNAPPLE GR	P	2015-01-06	2017-07-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
103,893		80,181	23,712
92,308		68,253	24,055
250,000		250,234	-234
400,000		399,080	920
200,000		199,838	162
18,759		18,796	-37
400,000		398,340	1,660
1,646		1,457	189
200,000		199,890	110
104,142		116,139	-11,997

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			23,712
			24,055
			-234
			920
			162
			-37
			1,660
			189
			110
			-11,997

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
17,897 620 SHS HONDA AUTO RECEIVABL	P	2016-01-29	2017-07-19
3,000,000 SHS US TREASURY NOTE	P	2017-06-30	2017-07-31
4,300 SHS PROGRESSIVE CORP OHIO	P	2015-01-01	2017-08-22
800 SHS ROCKWELL COLLINS INC	P	2015-01-01	2017-08-07
1,450 SHS ROCKWELL COLLINS INC	P	2015-01-01	2017-08-08
17,221 470 SHS HONDA AUTO RECEIVABL	P	2016-01-29	2017-08-18
200,000 SHS UNILEVER CAPITAL COR	P	2014-12-30	2017-08-02
100,000 SHS US TREASURY NOTE	P	2015-11-18	2017-08-29
3,800 SHS ABBOTT LABORATORIES INC	P	2015-01-01	2017-09-12
1,100 SHS LABORATORY CORP OF AMERICA HLDG	P	2015-01-01	2017-09-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
17,898		17,933	-35
3,000,000		3,000,000	0
209,240		142,355	66,885
99,247		69,270	29,977
180,908		125,552	55,356
17,221		17,255	-34
200,000		200,000	0
99,848		99,754	94
197,287		153,136	44,151
173,182		140,083	33,099

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-35
			0
			66,885
			29,977
			55,356
			-34
			0
			94
			44,151
			33,099

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
450 SHS ROCKWELL COLLINS INC	P	2015-01-01	2017-09-01
2,550 SHS ROCKWELL COLLINS INC	P	2015-01-01	2017-09-07
1,250 SHS ROCKWELL COLLINS INC	P	2015-01-01	2017-09-08
4,750 SHS INILEVER NV NEW YORK SHARES NEW SEDOL	P	2015-01-01	2017-09-08
200,000 SHS AMERICAN EXPRESS CRE	P	2014-12-19	2017-09-22
200,000 SHS BANK OF AMERICA CORP	P	2015-01-15	2017-09-29
200,000 SHS BANK IF NEW YORK MEL	P	2014-12-22	2017-09-29
150,000 SHS CA INC	P	2016-08-04	2017-09-11
250,000 SHS COMMONWEALTH BK AUST	P	2014-12-18	2017-09-18
1,000,000 SHS FED NATL ASSN	P	2015-01-21	2017-09-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
58,891		38,964	19,927
333,534		220,798	112,736
163,566		108,235	55,331
287,937		205,869	82,068
200,000		200,397	-397
200,226		201,628	-1,402
200,834		202,196	-1,362
160,208		165,833	-5,625
250,000		252,548	-2,548
1,000,805		1,012,500	-11,695

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			19,927
			112,736
			55,331
			82,068
			-397
			-1,402
			-1,362
			-5,625
			-2,548
			-11,695

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
16,647 490 SHS HONDA AUTO RECEIVABL	P	2016-01-29	2017-09-18
200,000 SHS JPMORGAN CHASE & CO	P	2015-01-06	2017-09-29
200,000 SHS TYCO ELECTRONICS GRO	P	2014-12-22	2017-09-29
225,000 SHS VISA INC	P	2017-08-08	2017-09-29
1,300 SHS ALLIANCE DATA SYSTEM CORP	P	2015-01-01	2017-10-11
388 SHS BLACK KNIGHT INC- WHEN ISSUED	P	2015-01-01	2017-10-06
2,700 SHS BLACK KNIGHT INC- WHEN ISSUED	P	2015-01-01	2017-10-11
1,316 SHS BLACK KNIGHT INC- WHEN ISSUED	P	2015-01-01	2017-10-24
1,000 SHS JPMORGAN CHASE & CO	P	2015-01-01	2017-10-11
2,100 SHS PROGRESSIVE CORP OHIO	P	2015-01-01	2017-10-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
16,647		16,680	-33
200,110		200,526	-416
200,970		201,792	-822
227,133		227,471	-338
292,879		268,065	24,814
17		12	5
120,243		84,245	35,998
58,924		41,062	17,862
96,610		61,857	34,753
102,843		69,522	33,321

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-33
			-416
			-822
			-338
			24,814
			5
			35,998
			17,862
			34,753
			33,321

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1,100 SHS STATE STR CORP	P	2015-01-01	2017-10-20
1,700 SHS TENNECO INC	P	2015-01-01	2017-10-11
2,220 SHS WINNEBAGO INDUSTRIES INC	P	2015-01-01	2017-10-11
12,480 SHS WINNEBAGO INDUSTRIES INC	P	2015-01-01	2017-10-18
200,000 SHS AMERICAN HONDA FINAN	P	2015-01-06	2017-10-05
200,000 SHS APPLE INC	P	2014-12-22	2017-10-03
200,000 SHS AUTOMATIC DATA PROCE	P	2017-05-05	2017-10-13
60,000 SHS BANK OF AMERICA CORP	P	2017-09-27	2017-10-27
60,000 SHS BANK OF NY MELLON CO	P	2017-09-27	2017-10-23
200,000 SHS BERKSHIRE HATHAWAY	P	2014-12-22	2017-10-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
108,829		63,942	44,887
105,336		95,599	9,737
97,818		49,678	48,140
550,501		279,270	271,231
201,032		202,688	-1,656
199,542		198,645	897
202,042		202,770	-728
60,274		60,455	-181
60,507		60,623	-116
199,736		198,558	1,178

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			44,887
			9,737
			48,140
			271,231
			-1,656
			897
			-728
			-181
			-116
			1,178

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
150,000 SHS BLACKROCK INC	P	2017-08-16	2017-10-16
200,000 SHS BOEING CO	P	2014-12-17	2017-10-03
200,000 SHS BRISTOL-MYERS SQUIBB	P	2016-02-02	2017-10-05
175,000 SHS CATERPILLAR INC	P	2016-07-13	2017-10-05
200,000 SHS CHEVRON CORP	P	2016-08-17	2017-10-03
200,000 SHS COCA-COLA CO/THE	P	2017-08-15	2017-10-13
200,000 SHS COLGATE-PALMOLIVE	P	2014-12-29	2017-10-11
60,000 SHS COMCAST CORP	P	2017-08-08	2017-10-23
200,000 SHS COSTCO WHOLESALE COR	P	2017-08-09	2017-10-16
205,000 SHS DANAHER CORP	P	2017-08-22	2017-10-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
159,855		161,106	-1,251
199,330		198,792	538
200,246		201,862	-1,616
173,870		175,812	-1,942
200,272		202,094	-1,822
200,118		200,640	-522
199,912		198,992	920
64,405		65,037	-632
200,774		201,512	-738
207,558		208,497	-939

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-1,251
			538
			-1,616
			-1,942
			-1,822
			-522
			920
			-632
			-738
			-939

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
230,000 SHS DIAGEO CAPITAL PLC	P	2016-10-11	2017-10-06
150,000 SHS GENERAL ELECTRIC CO	P	2016-10-12	2017-10-11
60,000 SHS GOLDMAN SACHS GROUP	P	2017-08-11	2017-10-23
200,000 SHS HOME DEPOT INC	P	2015-01-05	2017-10-06
15,938 550 SHS HONDA AUTO RECEIVABL	P	2016-01-29	2017-10-18
200,000 SHS HSBC USA INC	P	2014-12-19	2017-10-06
200,000 SHS IBM CORP	P	2016-03-22	2017-10-05
200,000 SHS INTEL CORP	P	2015-01-05	2017-10-06
200,000 SHS LOWE'S COMPANIES INC	P	2017-08-22	2017-10-20
250,000 SHS MANUF & TRADERS TRUS	P	2014-12-23	2017-10-02

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
229,556		229,556	0
150,860		156,920	-6,060
60,317		60,453	-136
201,288		204,896	-3,608
15,939		15,970	-31
201,660		205,051	-3,391
200,688		201,120	-432
199,984		200,200	-216
210,238		211,758	-1,520
249,890		248,268	1,622

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			0
			-6,060
			-136
			-3,608
			-31
			-3,391
			-432
			-216
			-1,520
			1,622

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
100,000 SHS MANULIFE FINANCIAL	P	2017-08-04	2017-10-20
200,000 SHS MEDTRONIC INC	P	2017-07-31	2017-10-16
200,000 SHS MERCK & CO INC	P	2014-12-29	2017-10-02
200,000 SHS MICROSOFT CORP	P	2014-12-22	2017-10-02
250,000 SHS NATIONAL BANK OF CAN	P	2014-12-22	2017-10-10
65,000 SHS O'REILLY AUTOMATIVE	P	2017-08-08	2017-10-27
65,000 SHS ORACLE CORP	P	2014-12-29	2017-10-27
60,000 SHS PNC FUNDING CORP	P	2017-08-22	2017-10-23
200,000 SHS ROYAL BANK OF CANADA	P	2017-08-08	2017-10-02
200,000 SHS SHELL INTERNATIONAL	P	2017-08-15	2017-10-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
107,108		108,044	-936
211,794		213,364	-1,570
199,824		198,676	1,148
200,424		200,775	-351
250,000		249,176	824
69,323		70,062	-739
66,251		73,426	-7,175
64,033		64,581	-548
199,082		199,232	-150
211,832		212,924	-1,092

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-936
			-1,570
			1,148
			-351
			824
			-739
			-7,175
			-548
			-150
			-1,092

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
200,000 SHS SOUTHWEST AIRLINES	P	2016-12-29	2017-10-05
170,000 SHS STATE STREET CORP	P	2016-08-24	2017-10-03
200,000 SHS TARGET CORP	P	2016-12-29	2017-10-03
200,000 SHS TORONTO-DOMINION BAN	P	2016-12-29	2017-10-11
200,000 SHS TOYOTA MOTOR CREDIT	P	2014-12-19	2017-10-06
200,000 SHS UNITED PARCEL SERVIC	P	2017-08-14	2017-10-04
200,000 SHS UNITEDHEALTH GROUP	P	2016-08-04	2017-10-11
350,000 SHS US TREASURY NOTE	P	2016-03-15	2017-10-10
650,000 SHS US TRESUARY NOTE	P	2016-03-15	2017-10-11
150,000 SHS US TRESUARY NOTE	P	2015-11-18	2017-10-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
203,064		203,649	-585
172,994		176,433	-3,439
202,062		203,486	-1,424
201,354		201,246	108
200,862		202,042	-1,180
207,126		208,262	-1,136
200,002		201,304	-1,302
347,826		348,387	-561
645,887		647,004	-1,117
149,742		149,631	111

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-585
			-3,439
			-1,424
			108
			-1,180
			-1,136
			-1,302
			-561
			-1,117
			111

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
600,000 SHS US TREASURY NOTE	P	2015-11-17	2017-10-11
100,000 SHS WAL-MART STORES INC	P	2015-01-06	2017-10-27
1,840 SHS AXALTA COATING SYSTEMS LTD	P	2015-01-01	2017-10-30
3,400 SHS AXALTA COATING SYSTEMS LTD	P	2015-01-01	2017-11-22
3,000 SHS AXALTA COATING SYSTEMS LTD	P	2015-01-01	2017-11-24
1,700 SHS AMETEK INC NEW	P	2015-01-01	2017-11-17
1,410 SHS BLACK KNIGHT INC- WHEN ISSUED	P	2015-01-01	2017-11-03
1 SHS BLACK KNIGHT INC- WHEN ISSUED	P	2015-01-01	2017-11-17
12,900 SHS SALLY BEAUTY CO IN-W/I	P	2015-01-01	2017-11-15
11,000 SHS SALLY BEAUTY CO IN-W/I	P	2015-01-01	2017-11-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
599,695		600,492	-797
101,252		113,735	-12,483
59,597		50,451	9,146
120,310		93,225	27,085
107,712		82,257	25,455
119,247		79,312	39,935
64,460		43,995	20,465
46		31	15
197,426		374,644	-177,218
167,315		319,464	-152,149

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-797
			-12,483
			9,146
			27,085
			25,455
			39,935
			20,465
			15
			-177,218
			-152,149

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
200,000 SHS GENERAL DYNAMICS COR	P	2014-12-30	2017-11-15
14,983 450 SHS HONDA AUTO RECEIVABL	P	2016-01-29	2017-11-20
140,000 SHS VERIZON COMMUNICATIO	P	2017-10-10	2017-11-30
9,000 SHS GENPACT LTD	P	2015-01-01	2017-12-06
400 SHS BECTON DICKINSON & CO	P	2015-01-01	2017-12-06
11,000 SHS MEDNAX INC	P	2015-01-01	2017-11-30
2,300 SHS PROGRESSIVE CORP OHIO	P	2015-01-01	2017-12-13
400 SHS UNITEDHEALTH GROUP INC	P	2015-01-01	2017-12-06
14 274 780 SHS HONDA AUTO RECEIVABL	P	2016-01-29	2017-12-18
HUBERT ROBERT, CAPRICCIO	D	2016-09-16	2017-06-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
200,000		200,000	0
14,983		15,013	-30
148,630		150,112	-1,482
287,059		218,885	68,174
87,529		81,451	6,078
544,977		738,406	-193,429
128,034		76,144	51,890
87,813		54,602	33,211
14,275		14,303	-28
46,875		259,375	-212,500

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			0
			-30
			-1,482
			68,174
			6,078
			-193,429
			51,890
			33,211
			-28
			-212,500

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
HOUSEHOLD INT'L	P	2016-09-16	2017-06-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,672			5,672

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			5,672

Form 990PF Part XV Line 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*				
NETWORK FOR NEW MUSIC 6757 GREENE STREET SUITE 400 PHILADELPHIA, PA 19119	NONE	PUBLIC	GENERAL PURPOSES	20,000
NEW YORK FOUNDATION FOR THE ARTSCULTURAL MEDIA COLLABORATIVE 303 WEST 66TH STREET 20HE NEW YORK, NY 10023	NONE	PUBLIC	MAHLER'S TITAN FILM	216,100
OMEGA INSTITUTE FOR HOLISTIC STUDIES 150 LAKE DRIVE RHINEBECK, NY 12572	NONE	PUBLIC	GENERAL PURPOSES	15,000
THE RELATIONAL CENTER 2717 S ROBERTSON BLVD LOS ANGELES, CA 90034	NONE	PUBLIC	GENERAL PURPOSES	40,000
COLORADO MAHLERFESTPO BOX 1314 BOULDER, CO 80306	NONE	PUBLIC	GENERAL PURPOSES	20,000
Total . . . . ▶ 3a				3,747,100

Form 990PF Part XV Line 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*				
THEATER FOR THE NEW CITY FOUNDATION INC 155 FIRST AVENUE NEW YORK, NY 10003	NONE	PUBLIC	GENERAL PURPOSES	30,000
MAUI CHAMBER ORCHESTRA PO BOX 1547 KIHEI, HI 96753	NONE	PUBLIC	GENERAL PURPOSES	128,000
PAINTED BRIDE ART CENTER 230 VINE STREET PHILADELPHIA, PA 19106	NONE	PUBLIC	GENERAL PURPOSES	15,000
CURTIS INSTITUTE OF MUSIC 1726 LOCUST STREET PHILADELPHIA, PA 19103	NONE	PUBLIC	GENERAL PURPOSES	275,000
BOCA RATON MUSEUM OF ART 501 PLAZA REAL BOCA RATON, FL 33432	NONE	PUBLIC	GENERAL PURPOSES	180,000
Total . . . . ▶ **3a**				3,747,100

Form 990PF Part XV Line 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*				
WHITNEY MUSEUM OF AMERICAN ART 99 GANSEVOORT ST NEW YORK, NY 10014	NONE	PUBLIC	GENERAL PURPOSES	20,000
HARWOOD MUSEUM OF ART 238 LEDOUX STREET TAOS, NM 87571	NONE	PUBLIC	GENERAL PURPOSES	2,500,000
ASTRAL ARTISTS INC 230 S BROAD ST 300 PHILADELPHIA, PA 19102	NONE	PUBLIC	GENERAL PURPOSES	7,500
AMERICAN POETRY REVIEW 320 S BROAD ST HAMILTON 313 PHILADELPHIA, PA 19102	NONE	PUBLIC	GENERAL PURPOSES	30,000
PENNSYLVANIA ACADEMY OF THE FINE ARTS 118-128 N BROAD ST PHILADELPHIA, PA 19102	NONE	PUBLIC	GENERAL PURPOSES	250,000
Total . . . . ▶ 3a				3,747,100

Form 990PF Part XV Line 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*				
PRESS STREET DBA ANTENNA 3718 ST CLAUDE AVENUE NEW ORLEANS, LA 70117	NONE	PUBLIC	LOVELL PROJECT	500
Total . . . . ▶ 3a				3,747,100

TY 2017 Accounting Fees Schedule

Name: DANIEL W DIETRICH II FOUNDATION

EIN: 81-3953762

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUANE MORRIS LLP - TAX PREP	3,481	1,741		1,740

TY 2017 Investments Corporate Bonds Schedule

Name: DANIEL W DIETRICH II FOUNDATION

EIN: 81-3953762

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PIMCO ALL ASSET FUND INSTL	2,104,861	2,238,365
WELLS FARGO - SEE ATTACHED STATEMENT	7,695,541	7,594,498
LEHMAN BOND	3,200	2,300

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491135017008

TY 2017 Investments Corporate Stock Schedule

Name: DANIEL W DIETRICH II FOUNDATION

EIN: 81-3953762

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HAWTHORN - SEE ATTACHED STATEMENT	33,289,069	40,176,820

TY 2017 Investments Government Obligations Schedule

Name:	DANIEL W DIETRICH II FOUNDATION
EIN:	81-3953762
US Government Securities - End of Year Book Value:	6,073,916
US Government Securities - End of Year Fair Market Value:	6,024,570
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491135017008

TY 2017 Legal Fees Schedule

Name: DANIEL W DIETRICH II FOUNDATION

EIN: 81-3953762

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUANE MORRIS LLP	105,361	15,804		89,557
UNRUH TURNER BURKE & FREES	1,481	1,481		0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491135017008

TY 2017 Other Assets Schedule

Name: DANIEL W DIETRICH II FOUNDATION

EIN: 81-3953762

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ART & COLLECTIBLES	1,429,326	544,326	544,326

TY 2017 Other Expenses Schedule

Name: DANIEL W DIETRICH II FOUNDATION

EIN: 81-3953762

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK/CHECK FEES	55	55		0
STORAGE COSTS	3,732	0		0
INSURANCE	4,120	0		0
ADMINISTRATIVE COSTS FOR DONATED ARTWORK	20,138	0		20,138
BONEFISH APPRAISAL FEES	2,500	0		2,500

TY 2017 Other Increases Schedule

Name: DANIEL W DIETRICH II FOUNDATION

EIN: 81-3953762

Description	Amount
IRS REFUND	722,528
EXCESS OF DONATED PROPERTY FMV OVER BOOK VALUE	2,045,000
TRANSFER FROM PRIOR FOUNDATION	3,237

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491135017008

TY 2017 Other Professional Fees Schedule

Name: DANIEL W DIETRICH II FOUNDATION

EIN: 81-3953762

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COOKE & BIELER	142,011	142,011		0
HAWTHORN	13,840	13,840		0
WELLS FARGO	26,754	26,754		0

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491135017008

TY 2017 Taxes Schedule

Name: DANIEL W DIETRICH II FOUNDATION

EIN: 81-3953762

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	32,415	0		0
REAL ESTATE TAXES	280	0		0