# (EXTENDED\_TO\_MAY\_15,\_2019) 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.

▶ Go to www irs.gov/Form990PF for instructions and the latest information.

<u>F</u>	or cal	endar year 2017 or tax year beginning JUL	1, 2017	, and ending	JUN 30, 2018		
ı	Name <b>N</b>	of foundation			A Employer identification	number	
THE LENFEST FOUNDATION, INC.					23-3031350		
- 1	,	er and street (or P O box number if mail is not delivered to street a	Room/suite	B Telephone named			
7		O LOGAN SQ., 100 N. 18TH		800	215-239-90	03	
/		r town, state or province, country, and ZIP or foreign p ILADELPHIA, PA 19103	oostal code	)	C If exemption application is po	ending, check here	
G		ck all that apply: Initial return	Initial return of a fo	ormer public charity	D 1 Foreign organizations	s, check here	
		Final return	Amended return	,	,		
_		Address change	Name change		2 Foreign organizations me check here and attach co	eting the 85% test, mputation	
Н	Che	ck type of organization. X Section 501(c)(3) ex	xempt private foundation	N	E If private foundation sta	tus was terminated	
_[		Section 4947(a)(1) nonexempt charitable trust	Other taxable private founda		under section 507(b)(1)	(A), check here	
- 1	Fair	market value of all assets at end of year   J Account	<del>-</del>	X Accrual	F If the foundation is in a		
			ther (specify)	- \	under section 507(b)(1)	(B), check here	
Г	<b>▶</b> \$	69,046,760. (Part I, colu	mn (d) must be on cash basi	S.)		(4) -	
L	P <u>art</u>	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	( <b>d</b> ) Disbursements for charitable purposes (cash basis only)	
		1 Contributions, gifts, grants, etc., received			N/A		
) /	/ 2	2 Check X if the foundation is not required to attach Sch. B		<u>-</u>			
/s	3	Interest on savings and temporary cash investments	4 406 555	1 686 565		ams ====================================	
4		4 Dividends and interest from securities	1,106,038.	1,076,568.		STATEMENT 1	
	!	5a Gross rents	-	<del></del>			
	1,	b Net rental income or (loss)	811,946.				
	e '	53 Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all 16,867,557.	011,940.				
	Revenue	b assets on line 6a		811,946.			
	ag ;	B Net short-term capital gain		0227020		ă r	
						r /	
	10	Gross sales less returns and allowances					
		b Less Cost of goods sold	· · · · · · · · · · · · · · · · · · ·				
		c Gross profit or (loss)	24.425				
	- 1	1 Other income -	<24,186.>	<24,429.>		STATEMENT 2	
_	12		1,893,798.	1,864,085.		115 006	
	13		105,977.	6,058.		115,096. 62,301.	
	14	Other employee salaries and wages     Pension plans, employee benefits	37,780.	6,800.		24,618.	
	S 16	6a Legal fees STMT 3	96.	17.	·	79.	
	. inse	b Accounting fees STMT 4	22,390.	4,030.	RECEIVED	18,360.	
2	xbe	b Accounting fees STMT 4 c Other professional fees STMT 5 Interest STMT 6 Depreciation and depletion Occupancy Travel, conferences, and meetings	445,387.	313,572.	REGEIVED		
2	<b>삗</b> 17	7 Interest		3	1 0 2010	り 131,815. め 15,665.	
•	ŧ 18	S Taxes STMT 6	42,766.	3,439%	MAR 1 8 2019	ம் 15,665.	
-	15 15	Depreciation and depletion	2,265.	0.		<u> </u>	
ž	<u></u>	О Оссиралсу	72,419.	13,035.	OGDEN, UT	54,097.	
Z Z	¥ 21	1 Travel, conferences, and meetings	9,422.	<del>0</del>		9,422.	
	= 4	rilling and publications	111.	20.		91.	
ロンシストロ	g 23	Other expenses STMT 7  Total operating and administrative expenses Add lines 13 through 23 Contributions, gifts, grants paid	47,445.	8,539.		39,195.	
	ta 24	Total operating and administrative	907,212.	374,586.		470,739.	
ξ	Ö,	Expenses Add lilles to through 25	27,343,143.	374,300.		14,719,000.	
Ã		5 Total expenses and disbursements.	2,,313,143				
	[	Add lines 24 and 25	28,250,355.	374,586.		15,189,739.	
_	27	Subtract line 26 from line 12:				,,	
	-	Excess of revenue over expenses and disbursements	<26,356,557.		,	<del></del>	
		b Net investment income (if negative enter -0-)	_,	1,489,499.	0		
		C Adjusted net income (if negative, enter -0-)			N/A		

723501 01-03-18 LHA For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2017

Form 990-PF (2017) LENFEST FOUNDATION INC. 23-3031350 Page 2 Beginning of year End of year Attached schedules and amounts in the description **Balance Sheets** Part il column should be for end-of year amounts only (a) Book Value (b) Book Value (c) Fair Market Value 636,222. 281,314. 636,222. 1 Cash - non-interest-bearing 5,522,572. 3,491,629. 3,491,629. 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 7 Other notes and loans receivable Less: allowance for doubtful accounts 8 Inventories for sale or use 9 Prepaid expenses and deferred charges 23,179,419. 22,712,155. 22,712,155. STMT 9 10a Investments - U.S. and state government obligations 16,205,206. 20,463,415. 16,205,206. STMT 10 b Investments - corporate stock STMT 11 6,341,273. 5,323,845. 5,323,845. c Investments - corporate bonds 11 Investments land, buildings, and equipment basis Less accumulated depreciation 12 Investments - mortgage loans 25,508,626. 19,383,427. 19,383,427. STMT 12 13 Investments - other 114,764. 14 Land, buildings, and equipment; basis 8,675. 108,354. 6,410. 6.410. STMT 13▶ Less accumulated depreciation 310,514. 1,287,866. 1,287,866. STATEMENT 14) 15 Other assets (describe ▶ 16 Total assets (to be completed by all filers - see the 81,615,808. 69,046,760. 69,046,760. instructions. Also, see page 1, item i) 21,352. 65,206. Accounts payable and accrued expenses 10,114,831. 22,738,974. 18 Grants payable 19 Deferred revenue 20 Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable 67,164. 73,897. 22 Other liabilities (describe 10,203,347. 22,878,077. 23 Total liabilities (add lines 17 through 22)  $\triangleright X$ Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31 71,412,461. 46,168,683. 24 Unrestricted 25 Temporarily restricted 26 Permanently restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ō 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 71,412,461. 46,168,683. É 30 Total net assets or fund balances 81,615,808. 69,046,760 31 Total liabilities and net assets/fund balances **Analysis of Changes in Net Assets or Fund Balances** 

2,461 <u>.</u>
,557.>
2,779.
8,683.
0.
8,683.

Part IV   Capital Gains	and losee	FOUNDATI	estment	Income	CEE A	TTACH		3-3031		Pa
(a) List and describ	e the kind(s) of pro	perty sold (for exam	ple, real esta		(b) How a		(c) Date a	acquired	(d) Dat	e sol
2-story brick v	warehouse; or comi	mon stock, 200 shs.	MLC Co.)		D - Don	ation	` (mo., da	ay, yr.)	(mo, da	iy, yr
<u>a</u>		<del>-</del>						-		
<u>b</u>										
<u>c</u> d								-		
e										
(e) Gross sales price	1 7.7 .6	ation allowed owable)		st or other basis expense of sale				ain or (loss) (f) minus (		
a										
b										
<u>C</u>	<u> </u>					,				
16 067 557			1	6 OFF 61	1				011	0
e 16,867,557. Complete only for assets show		(b) and owned by th		6,055,61	<del>                                      </del>		Causa (C	al (h) -a.a	811	, 94
Complete only for assets snow	7	` '		cess of col. (1)		(I) col.	(k), but n	ol (h) gain iot less thar	minus 1 -0-) <b>or</b>	
(i) FMV as of 12/31/69		sted basis 2/31/69		col. (j), if any			Losses	(from col (I	h))	
<u>a</u> b	<del> </del>			<del>-</del> ·			,			
<u> </u>					+					
d				·						
e					1		-		811	, 9
Capital gain net income or (net o	capital loss)	If gain, also enter If (loss), enter -0-	ın Part I, line ın Part I, line	7	} 2				811,	
Net short-term capital gain or (lo	loss) as defined in s				,					
If gain, also enter in Part I, line 8		oottono (EEE(o) and	. (0).		<b>]</b>					
If (loss), enter -0- in Part I, line	8	n 4040(a) for l	Poduood	Toy on Not	3	ont Inco		N/A		
Part V   Qualification Use optional use by domestic private	Under Section ate foundations sub					ent Inco	me	N/A		
Part V   Qualification User optional use by domestic privates section 4940(d)(2) applies, leave a state foundation liable for the se	8 Under Section ate foundations sub this part blank. ection 4942 tax on t	ect to the section 49	940(a) tax on ount of any ye	net investment in	come )	ent Inco	me	N/A	Yes	X
Part V   Qualification User or optional use by domestic private section 4940(d)(2) applies, leave as the foundation liable for the seses the foundation doesn't qual Enter the appropriate amount in	8 Under Section ate foundations sub this part blank. ection 4942 tax on this funder section 4 neach column for e	pect to the section 49 he distributable amo 940(e). Do not comp	940(a) tax on ount of any ye olete this part	net investment in ear in the base per	come )	ent Inco	me		Yes	X
Part V   Qualification User optional use by domestic privation is section 4940(d)(2) applies, leave was the foundation liable for the set "Yes," the foundation doesn't qualification to the set "Yes," the foundation doesn't qualification to the set "Yes," the foundation doesn't qualification to the set of th	8 Under Section ate foundations substitute this part blank. Section 4942 tax on talify under section 4 neach column for e	pect to the section 49 he distributable amo 940(e). Do not comp	940(a) tax on ount of any ye olete this part structions bef	net investment in ear in the base per	oome)			Distrib	Yes	-
Part V   Qualification Correction of the section 4940(d)(2) applies, leave a section 4940(d)(d)(d)(d)(d)(d)(d)(d)(d)(d)(d)(d)(d)(	8 Under Section ate foundations substitute this part blank. Section 4942 tax on talify under section 4 neach column for e	he distributable amo 940(e). Do not comp ach year; see the ins	940(a) tax on bunt of any ye olete this part structions bef ributions	net investment in ar in the base per ore making any er Net value of no	nod?  itries.  (c) incharitable.	use assets 8,773.		Distrib	Yes	(c))
Part V   Qualification Correction and use by domestic private section 4940(d)(2) applies, leave was the foundation liable for the series, the foundation doesn't qual Enter the appropriate amount in Base period years Calendar year (or tax year beginn)	8 Under Section ate foundations substitute this part blank. Section 4942 tax on talify under section 4 neach column for e	he distributable amo 940(e). Do not comp ach year; see the ins usted qualifying distr 10,346	ount of any yealete this part structions before the part of a 1, 823.	net investment in ar in the base per ore making any er Net value of no	ntries. (c) ncharitable 80,58	use assets 8,773. 4,843.		Distrib	(d) ution ratio ided by col. • 12	(c)) 28:
Part V   Qualification Company of the set of	8 Under Section ate foundations substitute this part blank. Section 4942 tax on talify under section 4 neach column for e	he distributable amo 940(e). Do not comp ach year; see the ins (b) usted qualifying distr 10,346 7,095	ount of any ye olete this part structions before the spart of a sp	net investment in ar in the base per ore making any er Net value of no	come )  rod?  rtries.  (c) ncharitable  80,58  87,64  00,70	use assets 8,773. 4,843. 8,846.	(	Distrib	(d) ution ratio ided by col 12 . 07	(c)) 28: 16:
Part V   Qualification Corroptional use by domestic private section 4940(d)(2) applies, leave last the foundation liable for the se "Yes," the foundation doesn't qual Enter the appropriate amount in Base period years Calendar year (or tax year beginn 2016 2015 2014 2013	8 Under Section ate foundations substitute this part blank. Section 4942 tax on talify under section 4 neach column for e	he distributable amo 940(e). Do not comp ach year; see the ins (b) usted qualifying distr 10,346 7,095 9,993	ount of any year older this part structions before the part of a 1, 968.  1, 769.  3, 764.	net investment invar in the base per ore making any er Net value of no	(c) ncharitable 80,58 87,64 00,70	use assets 8,773. 4,843. 8,846. 7,760.		Distrib	(d) ution ratio ided by col 11 . 07	(c)) 28: 16:
Part V   Qualification Correction of or optional use by domestic private section 4940(d)(2) applies, leave that the foundation liable for the se "Yes," the foundation doesn't qual Enter the appropriate amount in Base period years Calendar year (or tax year beginn 2016 2015 2014	8 Under Section ate foundations substitute this part blank. Section 4942 tax on talify under section 4 neach column for e	he distributable amo 940(e). Do not comp ach year; see the ins (b) usted qualifying distr 10,346 7,095 9,993	ount of any ye olete this part structions before the spart of a sp	net investment invar in the base per ore making any er Net value of no	(c) ncharitable 80,58 87,64 00,70	use assets 8,773. 4,843. 8,846.		Distrib	(d) ution ratio ided by col 12 . 07	(c)) 28: 16:
Part V   Qualification Correction   Qualification   Qualificat	8 Under Section ate foundations sub this part blank. ection 4942 tax on t diffy under section 4 n each column for e ning in) Adju	he distributable amo 940(e). Do not comp ach year; see the insumant usted qualifying distr 10,346 10,244 7,099 9,993 8,368	ount of any yealete this part structions before the part of a 1,968.	net investment in ear in the base per ore making any er  Net value of no	tries. (c) ncharitable 80,58 87,64 00,70 03,95	use assets 8,773. 4,843. 8,846. 7,760.		Distrib	(d) ution ratio ided by col 11 . 07	(c)) 28: 16: 70: 81:
Part V   Qualification Correction   Qualification   Qualificat	8 Under Section ate foundations subset this part blank. Section 4942 tax on talify under section 4 neach column for ending in)  Adjusted to the section of t	he distributable amo 940(e). Do not comp ach year; see the ins (b) usted qualifying distr 10,346 7,095 9,993 8,368	ount of any yealete this part structions before the part of a 1,968.	net investment in ear in the base per ore making any er  Net value of no	tries. (c) ncharitable 80,58 87,64 00,70 03,95	use assets 8,773. 4,843. 8,846. 7,760.		Distrib	(d) ution ratio ided by col 12 . 07 . 09 . 08	(c)) 28: 16: 70: 81:
Part V   Qualification Correction   Qualification   Qualificat	8 Under Section ate foundations subjection 4942 tax on talify under section 4 neach column for eming in)  Adjusted Section 4 of the following section 4 of t	he distributable amogenees (b) ach year; see the instance qualifying distributed qualifying	ount of any year of the structions before this part of the structions before the structi	net investment in ear in the base per ore making any er  Net value of no	tries. (c) ncharitable 80,58 87,64 00,70 03,95	use assets 8,773. 4,843. 8,846. 7,760.	2	Distrib (col. (b) divi	(d) ution ratio ided by col 12 . 07 . 09 . 08	(c)) 28: 168 704 96:
Part V   Qualification Correction   Qualification   Qualificat	8 Under Section ate foundations subjection 4942 tax on talify under section 4 neach column for eming in)  Adjusted Section 4 of the following section 4 of t	he distributable amogenees (b) ach year; see the instance qualifying distributed qualifying	ount of any year of the structions before this part of the structions before the structi	net investment in ear in the base per ore making any er  Net value of no	tries. (c) ncharitable 80,58 87,64 00,70 03,95	use assets 8,773. 4,843. 8,846. 7,760.	2 3	Distrib (col. (b) divi	(d) ution ratio ided by col12 .07 .09 .08 .49 .09	(c)) 28: 66: 70: 81:
Part V   Qualification Corroptional use by domestic private section 4940(d)(2) applies, leave last the foundation liable for the series, the foundation doesn't qual Enter the appropriate amount in Base period years Calendar year (or tax year beginn 2016 2015 2014 2013 2012  Total of line 1, column (d) Average distribution ratio for the the foundation has been in existed Multiply line 4 by line 3	8 Under Section ate foundations subjection 4942 tax on talify under section 4941 in each column for ending in)  Adjusted Section 4 in each column for ending in)  Adjusted Section 4 in each column for ending in)  Adjusted Section 4 in each column for ending in each column for each colum	he distributable amo 940(e). Do not comp ach year; see the insumant 10,346 10,244 7,099 9,993 8,368	ount of any year of the structions before this part of the structions before the structi	net investment in ear in the base per ore making any er  Net value of no	tries. (c) ncharitable 80,58 87,64 00,70 03,95	use assets 8,773. 4,843. 8,846. 7,760.	2 3 4	Distrib (col. (b) divi	Yes  (d) ution ratio ided by col12 .11 .07 .09 .08 .49 .09 3,614,	(c)) 28: 16: 70: 96: 31: 98: 66:
Part V   Qualification Corroptional use by domestic private section 4940(d)(2) applies, leave last the foundation liable for the se "Yes," the foundation doesn't qual Enter the appropriate amount in (a)  Base period years Calendar year (or tax year beginn 2016 2015 2014 2013 2012  Total of line 1, column (d) Average distribution ratio for the the foundation has been in existed the foundation has be	8 Under Section ate foundations subjection 4942 tax on talify under section 4941 in each column for ending in)  Adjusted Section 4 in each column for ending in)  Adjusted Section 4 in each column for ending in)  Adjusted Section 4 in each column for ending in each column for each colum	he distributable amo 940(e). Do not comp ach year; see the insumant 10,346 10,244 7,099 9,993 8,368	ount of any year of the structions before this part of the structions before the structi	net investment in ear in the base per ore making any er  Net value of no	tries. (c) ncharitable 80,58 87,64 00,70 03,95	use assets 8,773. 4,843. 8,846. 7,760.	2 3 4 5 6	Distrib (col. (b) divi	Yes  (d) ution ratio ided by col12 .11 .07 .09 .08 .49 .09 3,614, 7,260,	(c)) 28: 66: 70: 89: 66: 76: 89:
Part V   Qualification Corroptional use by domestic private section 4940(d)(2) applies, leave as the foundation liable for the series, the foundation doesn't qual Enter the appropriate amount in Base period years Calendar year (or tax year beginn 2016 2015 2014 2013 2012  Total of line 1, column (d) Average distribution ratio for the the foundation has been in existe Enter the net value of noncharitate Multiply line 4 by line 3  Enter 1% of net investment income Add lines 5 and 6	8 Under Section ate foundations substituted at the spart blank. The section 4942 tax on the section 49	he distributable amo 940(e). Do not comp ach year; see the insumant 10,346 10,244 7,099 9,993 8,368	ount of any year of the structions before this part of the structions before the structi	net investment in ear in the base per ore making any er  Net value of no	tries. (c) ncharitable 80,58 87,64 00,70 03,95	use assets 8,773. 4,843. 8,846. 7,760.	2 3 4 5 6	Distrib (col. (b) divi	Yes  (d) ution ratio ided by col12 .11 .07 .09 .08 .49 .09 3,614, 7,260, 14,	(c)) 283 168 704 312 313 313 66 89 65
Part V   Qualification Corroptional use by domestic private section 4940(d)(2) applies, leave last the foundation liable for the se "Yes," the foundation doesn't qual Enter the appropriate amount in (a)  Base period years Calendar year (or tax year beginn 2016 2015 2014 2013 2012  Total of line 1, column (d) Average distribution ratio for the the foundation has been in existed the foundation has be	8 Under Section ate foundations subjection 4942 tax on talify under section 4941 and each column for ending in)  e 5-year base period tence if less than 5 year base assets for the section 4942 tax on talify under section 4942 tax o	he distributable amo 940(e). Do not comp ach year; see the insumant 10,346 10,244 7,099 9,993 8,368 d-divide the total or years 2017 from Part X, Insume 27b)	ount of any yealete this part structions before this part structions before 2 & 2 & 2 & 2 & 2 & 2 & 2 & 2 & 2 & 2	net investment in  ar in the base per  ore making any er  Net value of no	come)  nod?  ntries. (c) ncharitable: 80,58 87,64 00,70 03,95 02,99	use assets 8,773. 4,843. 8,846. 7,760. 8,497.	2 3 4 5 6	Distrib (col. (b) divi	Yes  (d) ution ratio ided by col12 .11 .07 .09 .08 .49 .09 3,614, 7,260,	(c)) 28: 60: 70: 89: 60: 60:

Part IV Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (d) Date sold (c) Date acquired (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. (mo., day, yr) (mo, day, yr.) 1a MORGAN STANELY PMF I INVESTMENT 06/30/18 P VARIOUS b MORGAN STANLEY AIP GLOBAL DIVERSIFIED FUND P VARIOUS 06/30/18 P VARIOUS c K-1 CARLYLE JAPAN PARTNERS 12/31/17 P d SILVER CREEK LOW VOL STRATEGIES LP VARIOUS 06/30/18 P VARIOUS 06/30/18 e FINCHWOOD OFFSHORE LTD f CHARLES SCHWAB (PUBLICLY TRADED) VARIOUS 06/30/18 P g K-1 LANDMARK PRIVATE EQUITY FUND P VARIOUS 12/31/17 h K-1 LANDMARK PRIVATE EQUITY FUND 12/31/17 P VARIOUS K-1 METROPOLITAN REAL ESTATE P VARIOUS 12/31/17 12/31/17 CARLYLE ENERGY PARTNERS P VARIOUS k m n n (h) Gain or (loss) (f) Depreciation allowed (g) Cost or other basis (e) Gross sales price plus expense of sale (e) plus (f) minus (g) (or allowable) 46,856. 46,856. а 345,261. 345,261. b 305,132. <305,132.> C 99,559. 99,559. d 396,528. 375,000. 21,528. 15,979,353 14,815,474. 1,163,879. 24. <24.> q <44,616.> 44,616. h 134,495. <134,495.> 380,870. <380,870.> m Π 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i) (i) F.M.V. as of 12/31/69 but not less than "-0-") as of 12/31/69 over col. (j), if any 46,856. 345,261. b <305,132.> C 99,559. d 21,528. 9 1,163,879. <24.> g <44,616.> h <134,495.> <380,870.> m n 0 { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } 811,946. 2 Capital gain net income or (net capital loss) 2 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 N/A

Forn	1 990-PF (2017) THE LENFEST FOUNDATION, INC.		3031			Page 4	<u>.</u>
Pa	irt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 49	948 -	see in	struc	tions	3)	
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)						
ь	Domestic foundations that meet the section 4940(e) requirements in Part V, check here   X and enter 1%	1		1	1,8	95.	,
	of Part I, line 27b				_ , -		1
_	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).						
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	2				0.	J
_		3	•	1.	1,8		0
3	Add lines 1 and 2	4			<del>-</del> , 0	0.	6
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	<del></del>		1.	1,8		•
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	5	-/-	Τ.	± , o	90.	7
6	Credits/Payments;						2
	2017 estimated tax payments and 2016 overpayment credited to 2017  6a 86,229.	V					0
	Exempt foreign organizations - tax withheld at source 6b 0.					1	4
	Tax paid with application for extension of time to file (Form 8868)  6c  0 •	- 1					-
d	Backup withholding erroneously withheld 6d 0.						j
7	Total credits and payments Add lines 6a through 6d	7		8	5,2		-
8	Enter any <b>penalty</b> 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		7	1,3	<u>34.</u>	_
	Enter the amount of line 10 to be: Credited to 2018 estimated tax   30,000 • Refunded	11		4	1,3	34.	_
Pa	rt VII-A Statements Regarding Activities						_
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene	ın			Yes	No	
	any political campaign?			1a		X	
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the defin	ition		1b		X	-
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or						}
	distributed by the foundation in connection with the activities.						
c	Did the foundation file Form 1120-POL for this year?			1c		Х	,
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.						1
·	(1) On the foundation. $\triangleright$ \$ (2) On foundation managers. $\triangleright$ \$ 0 .						1
	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation	•					1
٠	managers. > \$ 0.			l			1
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?			2		Х	J
2				<del>                                     </del>			1
•	If "Yes," attach a detailed description of the activities.	_			i		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, o	ı	1		Х		1
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			3		Х	-
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	3.7	/ 3	4a		Λ_	•
	If "Yes," has it filed a tax return on Form 990-T for this year?	N	/A	4b		37	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			5		Х	1
	If "Yes," attach the statement required by General Instruction T						
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			l			
	By language in the governing instrument, or						
	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state	law					]
	remain in the governing instrument?			6	X		_
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV			7	Х		
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	Х		
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for cale	ndar					Λ.
	year 2017 or the tax year beginning in 2017? See the instructions for Part XIV If "Yes," complete Part XIV			9		Х	7
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			10		X	U
	, the second sec	••••	For	m <b>990</b>	-PF		•
						. ,	

Page 5

Pd	Int 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_		<u>X</u>	
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  SEE STATEMENT 16	12	X		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х		
	Website address ► LENFESTFOUNDATION.ORG  The books are in care of ► FOUNDATION MANAGEMENT  Telephone no. ►215-23	<u>a_a</u>	003		
14	The books are in care of ► FOUNDATION MANAGEMENT  Located at ► 100 N. 18TH ST. SUITE 800, PHILADELPHIA, PA  ZIP+4 ► 19		003		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here	103	$\overline{}$	$\overline{}$	
ı	and enter the amount of tax-exempt interest received or accrued during the year	N	/A	ш	
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No	
	securities, or other financial account in a foreign country?	16		X	
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the				
	foreign country				
Pa	rt 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?				
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)				
	a disqualified person?				
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  X Yes No		か		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  X 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 X No  (S) Associate any many or expectable to a supprement official? (Expectage Check "No")			7	
	(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 X No		°		
h	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations				
٠ .	section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		$\overline{\mathbf{x}}$	
	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		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)):			۵	
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 X No				
	If "Yes," list the years				
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect		İ		
	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	0 h	-		
	statement - see instructions.)  If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	2b			
·	The provisions of Section 4542(a)(2) are being applied to any of the years listed in 2a, list the years here.				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time				
-	during the year?			İ	
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		ļ		
Ī	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	.	ĺ		
	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	\3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that				
	had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		<u> </u>	

0

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

Form 990-PF (2017) THE LENFEST FOUNDATION, INC.		3031350 Page 7
Part VIII . Information About Officers, Directors, Trustees, Foun Paid Employees, and Contractors (continued)	dation Managers, Highly	
3' Five highest-paid independent contractors for professional services. If none, e	nter "NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<del></del>		
	·	
· · · · · · · · · · · · · · · · · · ·	<del></del>	
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 s number of organizations and other beneficiaries served, conferences convened, research papers	tatistical information such as the produced, etc.	Expenses
1		
SEE STATEMENT 18		0.
2		
3		
4		
Post IV B I Comment Day of Day		
Part IX-B   Summary of Program-Related Investments  Describe the two largest program-related investments made by the foundation during the tax yea	r on lines 1 and 2.	Amount
1 N/A		
2	<del></del>	
All other program-related investments. See instructions.		
3		

Form **990-PF** (2017)

Total. Add lines 1 through 3

Form 990-PF (2017)

P	Art:X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	dation	s, see instructions)
1,	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	47,175,949.
b	Average of monthly cash balances	1b	4,635,857.
C	Fair market value of all other assets	1c	22,923,890.
d	Total (add lines 1a, b, and c)	1d	74,735,696.
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	<u>74,735,696.</u>
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,121,035.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	73,614,661.
6	Minimum investment return Enter 5% of line 5	6	3,680,733.
P	art:XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are	d certai	n
_	foreign organizations, check here and do not complete this part )  Minimum investment return from Part X, line 6		3,680,733.
1 2a	Tax on investment income for 2017 from Part VI, line 5 2a 14, 895.		3,000,7331
	Income tax for 2017. (This does not include the tax from Part VI.)		<b>S</b>
b	Add lines 2a and 2b	2c	14,895.
C	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,665,838.
3 4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,665,838.
	Deduction from distributable amount (see instructions)	6	0.
6	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,665,838.
<u> </u>			3,003,0301
P	Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	15,189,739. 0.
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:		
а	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	15,189,739.
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	14,895.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	15,174,844.
	Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation q	ualifies	for the section
	4940(e) reduction of tax in those years.		

Form **990-PF** (2017)

# Part XIII 'Undistributed Income (see instructions)

•	(a) Corpus	(b) Years prior to 2016	(c) 2016	( <b>d)</b> 2017
1 Distributable amount for 2017 from Part XI, line 7				3,665,838.
2 Undistributed income, if any, as of the end of 2017		<del>- · · · · · · · · · · · · · · · · · · ·</del>		3,003,030.
a Enter amount for 2016 only			0.	
b Total for prior years:				
p rotal for prior yours		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012 3,346,049.				
b From 2013 4,999,820.				
c From 2014 2,227,371.				
d From 2015 5,908,986.				
	22 057 126			
f Total of lines 3a through e	22,857,136.		· · · · · · · · · · · · · · · · · · ·	
4 Qualifying distributions for 2017 from				
Part XII, line 4: ► \$ 15,189,739.				
a Applied to 2016, but not more than line 2a			0.	<del></del> -
<b>b</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				3,665,838.
e Remaining amount distributed out of corpus	11,523,901.			
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.				
2 Corpus Add lines 3f, 4c, and 4e Subtract line 5	34,381,037.			
b Prior years' undistributed income. Subtract	31,301,037.	1	Y " '- 1 1	
line 4b from line 2b		0.		
c Enter the amount of prior years'		<u></u>		
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		<u>-</u>	· · · · · · · · · · · · · · · · · · ·	
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				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	3,346,049.			
· · · · · · · · · · · · · · · · · · ·	3,340,049.			
9 Excess distributions carryover to 2018  Subtract lines 7 and 9 from line 6	31,034,988.		ľ	
Subtract lines 7 and 8 from line 6a	31,034,300.			
0 Analysis of line 9:		}		
a Excess from 2013 4,999,820.			ł	
b Excess from 2014 2,227,371.				
c Excess from 2015 5,908,986.		}		
d Excess from 2016 6,374,910.				
e Excess from 2017 11,523,901.				

	FEST FOUNDA'			23-30	31350 / Page 10
Part XIV Private Operating F			A, question 9)	N/A	/
1 a If the foundation has received a ruling of		· · · · · ·			
foundation, and the ruling is effective fo			▶ └		
<b>b</b> Check box to indicate whether the found		ig foundation described i		4942(j)(3) or	42(j)(5)
2 a Enter the lesser of the adjusted net	Tax year (a) 2017	(b) 2016	Prior 3 years (c) 2015	(d) 2014	(e) Total
income from Part I or the minimum	(a) 2017	(0) 2010	(6) 2013	(0) 2019	(e) Iolai
investment return from Part X for	,				
each year listed				/	
b 85% of line 2a				1/	
e Qualifying distributions from Part XII,					
line 4 for each year listed			<del>                                     </del>	4	
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			<del>  /                                   </del>		
alternative test relied upon:			/		
<ul><li>a "Assets" alternative test - enter:</li><li>(1) Value of all assets</li></ul>		/	1		
(2) Value of assets qualifying					
under section 4942(j)(3)(B)(i)					_
<b>b</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	V (0	la dhia a ad amhai	f Alan Sannadaki ana	had 65 000 an	
Part XV Supplementary Info			t the toundation	nad \$5,000 or mor	e in assets
at any time during t		uctions.)			-
1 Information Regarding Foundation	-				
a List any managers of the foundation wh year (but only if they have contributed r			ributions received by the	foundation before the close	e of any tax
		0011011 007 (0)(2).)	r		
H.F. (GERRY) LENFEST b List any managers of the foundation wh		a stock of a corporation	or an aqually large porty	on of the autocrahin of a nai	rtaerchip er
other entity) of which the foundation ha			or all equally large portion	on or the ownership of a par	THEISHIP OF
NONE	· ·				•
2 Information Regarding Contributi	ion Grant Gift Loan	Scholarshin etc. Pr	ograms:	· · · · · · · · · · · · · · · · · · ·	<del></del>
			_	not accept unsolicited reque	ests for funds. If
the foundation makes gifts, grants, etc.,					
a The name, address, and telephone num					
SEE STATEMENT 19					
b The form in which applications should to	e submitted and informat	ion and materials they sl	nould include:		
				·	
c Any submission deadlines:					
d Any restrictions or limitations on award	s, such as by geographica	ıl areas, charıtable fields,	kinds of institutions, or	other factors	

Fart AV Supplementary information	<del></del>			<del></del>
3 Grants and Contributions Paid During the Ye	ear or Approved for Future	Payment		
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
	or substantial contributor	recipient	<u> </u>	
a Paid during the year				
SEE ATTACHED "SCHEDULE OF /	NONE	PUBLIC CHARITY	SEE SCHEDULE ATTACHED	
APPROPRIATIONS AND PAYMENTS"				14,719,000
			•	
-				
	-			
-				
			,	
	_			
•				
•				
Total	I .	<u> </u>	<b>▶</b> 3a	14,719,000
b Approved for future payment				
.,				
				•
			,	
SEE ATTACHED GRANTS AND CONTRIBUTIONS SCHEDULE			INCLUDES ALL GRANTS	
SCUEDOTE			PAYABLE IN FUTURE YEARS	22 738 974
				22,738,974
,				
7				
•				
	!			
Total		·	<b>▶</b> 3b	22,738,974.

## **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated	business income		d by section 512, 513, or 514	(e)
	(a) Business	(b)	Exclu- sion	(d)	Related or exempt
1 Program service revenue:	code	Amount	code	Amount	function income
a					
b					
c		<u> </u>			
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,106,038.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property		<u> </u>			
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	<24,186.>	
8 Gain or (loss) from sales of assets other than inventory			18	811,946.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:			,		
a					
b					
C	ļ				
d	ļ				
e					,
12 Subtotal. Add columns (b), (d), and (e)	11	. 0	) <b>.</b>	1,893,798.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	1,893,798.
(See worksheet in line 13 instructions to verify calculations.)				,	
Part XVI-B Relationship of Activities to	the Accor	nplishment of E	xempt P	Purposes	

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).				
_					
	ı				
	· · · · · · · · · · · · · · · · · · ·				
	· · · · · · · · · · · · · · · · · · ·				

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)

Rart XVIII. Information Regarding Transfers to and Transactions and Relationships With Noncharitable **Exempt Organizations** 

(01	her than	n section 501(c)(3) organi	izations) or in sectio	on 527, relating	to political organizations?	•			ŀ	
<b>a</b> Tra	ansfers	from the reporting founda	ition to a noncharital	ble exempt org	janization of:					
(1)	Cash							1a(1)		<u>X</u>
(2)	Other	assets						1a(2)		<u>X</u>
<b>b</b> Oti	her tran:	sactions;								بيد
(1)	Sales	of assets to a noncharitat	ole exempt organizat	tion				1b(1)		<u> </u>
(2)	Purch	ases of assets from a nor	icharitable exempt o	organization				1b(2)		<u> </u>
(3)	Renta	l of facilities, equipment, (	or other assets					1b(3)		<u> </u>
(4)	Reiml	oursement arrangements						1b(4)		<u>X</u>
		or loan guarantees						1b(5)		X
٠,		rmance of services or mei	*	•				1b(6)	ļ	X
		facilities, equipment, mai								<u>X</u>
					dule. Column (b) should a				ets,	
		•			ed less than fair market val	ue in any transactio	in or sharing arrangem	ent, snow in		
		) the value of the goods, (		_	a avamat arganization	(4) 0				
(a) Line r	10	(b) Amount involved	(c) Name of		exempt organization	(U) Descripti	on of transfers, transaction	s, and snaring arra	ngemen	ıs
	-			N/A		-				
	_									
_	_									
		<u> </u>								
	-									
	-									
	+-		·		<del></del> ,					
	_	<del></del>				-				
	+-									
	+						-			
	_									
	<del>   </del>									
			-							
22  5	the four	ndation directly or indirect	ly affiliated with or	related to one	or more tax-exempt organ	ezations described	<del></del>			
		501(c) (other than section			g. more tan enempt of gam			Yes	X	No
		mplete the following sche								
		(a) Name of org			(b) Type of organization		(c) Description of rel	ationship		
		N/A		-						
		_								
*										
		-								
					accompanying schedules and s taxpayer) is based on all informations.			May the IRS di	scuss th	nis
Sign	1 .	iter, it is true, correct, and com	here Declaration of pre	parer (other than	_	<b>.</b> .		return with the shown below?		
Here		Junt.	Indy		3-11-2019	Treas	שומר	X Yes		No
	Sign	ature of officer or trustee			Date	Title		<u> </u>		
		Print/Type preparer's na	me	Preparer's s	gnature	Date	ا لفقا ا	PTIN		
<b>.</b>		MICHAEL		M:			self- employed			
Paid		BOWEN-ASHW		1.6	7	02/27/19		P015224		
Prep		Firm's name BAK	ER TILLY	VIRCHO	W KRAUSE, LL	P	Firm's EIN ► 39	-085991	LO	
Use (	Unly			,						
					r, SUITE 450	0				
		PH	ILADELPHI	A, PA	19103-7341	<del></del>	Phone no. 215			
								Form <b>990</b>	-PF (	2017)

FORM 990-PF	DIVIDENDS	AND I	NTERE	EST	FROM	SECUR	ITIES S	STATEMENT 1
SOURCE	GROSS AMOUNT	GA	ITAL INS DENDS		(A REVE PER B	NUE	(B) NET INVEST- MENT INCOME	
ARCHEAN CAPITAL PARTNERS I, LP	6,349.		0	···	6	,349.	6,349.	
CARLYLE ENERGY	0.1		0			0.1	81.	
PARTNERS CHARLES SCHWAB	81. 1,096,966.			). ).	1,096		81. 1,067,496.	
LANDMARK PRIVATE								
EQUITY FUND	2,112.		0	).	2	,112.	2,112.	•
METROPOLITAN REAL ESTATE	530.		0	).	-	530.	530.	,
TO PART I, LINE 4	1,106,038.		0	— - ).	1,106	,038.	1,076,568.	<u> </u>
				_ =				
FORM 990-PF		ОТН	ER IN	(CO	ME		\$	STATEMENT 2
DESCRIPTION				RE	(A) VENUE BOOKS		(B) ET INVEST- ENT INCOME	(C) ADJUSTED NET INCOME
NET K-1 INCOME FROM		PS			<24,1	86.>	<24,429.>	
TOTAL TO FORM 990-1	PF, PART I,	LINE 1	1		<24,1	86.>	<24,429.>	
FORM 990-PF		L	EGAL	FE	ES .		S	STATEMENT 3
DESCRIPTION		(A) EXPENS PER BO			(B) I INVE NT INC		(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	<del></del>		96.			17.		79.
TO FM 990-PF, PG 1,	LN 16A		96.			17.	<del></del>	79.
\	_			_				-

FORM 990-PF	ACCOUNTI	NG FEES	S	TATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BAKER TILLY VIRCHOW KRAUSE LLP, CPA'S	20,691.			16,967.
PAYROLL TAX SERVICE	1,699.	306.		1,393.
TO FORM 990-PF, PG 1, LN 16B	22,390.	4,030.		18,360.
FORM 990-PF C	THER PROFES	SIONAL FEES	S	TATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES PROFESSIONAL ADVISORY	<sup>°</sup> 289,835.	289,835.		0.
SERVICE PROFESSIONAL FEES - OTHERS	153,942. 1,610.			130,495. 1,320.
TO FORM 990-PF, PG 1, LN 16C =	445,387.	313,572.		131,815.
FORM 990-PF	TAX	ES	S	TATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES FEDERAL EXCISE TAX -	19,104.	3,439.	r	15,665.
CURRENT FEDERAL EXCISE TAX -	12,395.	0.		0.
DEFERRED	11,267.	0.		0.
TO FORM 990-PF, PG 1, LN 18	42,766.	3,439.	*****	15,665.

FORM 990-PF	OTHER E	XPENSES	S	TATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	17,290.	3,112.		14,178.
COMPUTER SUPPLIES	5,497.	989.		4,508.
OFFICE SUPPLIES	5,754.	1,036.		4,718.
WORKERS COMP INSURANCÉ	4,874.	877.		4,286.
POSTAGE & SHIPPING	2,405.	433.		1,972.
TELEPHONE	3,183.	573.		2,610.
BANK CHARGES	863.	155.		708.
UTILITIES \	725.	131.		594.
LIABILITY INSURANCE	4,928.	887.		4,041.
WEBSITE EXPENSE	857.	154.		703.
GIFTS AND FLOWERS	1,069.	192.		877.
TO FORM 990-PF, PG 1, LN 23	47,445.	8,539.		39,195.

FORM 990-PF OTHER INCREASES IN NET	r asset	'S OR FU	ND BALANCES	STATEMENT 8
DESCRIPTION				AMOUNT
UNREALIZED APPRECIATION IN VALUE OF	INVEST	MENTS	,	1,112,779.
TOTAL TO FORM 990-PF, PART III, LIN	Е 3			1,112,779.
FORM 990-PF U.S. AND STATE/C	ITY GOV	ERNMENT	OBLIGATIONS	STATEMENT 9
DESCRIPTION _	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB - US TREASURIES CHARLES SCHWAB - FED FARM BANK NOTE CHARLES SCHWAB - MUNICIPAL BONDS	X X	x	6,084,497. 2,277,446. 14,350,212.	6,084,497. 2,277,446. 14,350,212.
TOTAL U.S. GOVERNMENT OBLIGATIONS			8,361,943.	8,361,943.
TOTAL STATE AND MUNICIPAL GOVERNMENT	r OBLIG	ATIONS	14,350,212.	14,350,212.
TOTAL TO FORM 990-PF, PART II, LINE	10A	•	22,712,155.	22,712,155.

CHARLES SCHWAB - BARON DISCOVERY  TOTAL TO FORM 990-PF, PART II, LINE 10B  16,205,206.  16,205,206.  FORM 990-PF  CORPORATE BONDS  STATEMENT 11  DESCRIPTION  BOOK VALUE  FAIR MARKET VALUE  FIXED INCOME HEDGE FUNDS CHARLES SCHWAB - CDS & BAS CHARLES SCHWAB - CORP BONDS  CHARLES SCHWAB - CORP BONDS  4,216,700.  4,216,700.	FORM 990-PF	CORPORATE STOCK		STATEMENT 10
CHARLES SCHWAB - BROWN SOMERSET 579,602. 579,602. CHARLES SCHWAB - DREYFUS INTL STOCK FD I 332,475. 332,475. CHARLES SCHWAB - HARBOR INTL 331,002. 331,002. CHARLES SCHWAB - LONGLEAF - SMALL CAP 420,286. 420,286. CHARLES SCHWAB - PROSPECTOR OPPORTUNITY 404,647. 404,647. CHARLES SCHWAB - SEAFARER OVERSEAS GROWTH 573,370. 573,370. CHARLES SCHWAB - TOUCHSTOME SANDS CAP 604,034. 604,034. CHARLES SCHWAB - WCM FOCUSED INTL 329,765. 329,765. CHARLES SCHWAB - VANGUARD HIGH YIELD DIVIDEND 382,030. 382,030. CHARLES SCHWAB - IBOXX INV GRADE 320,796. 320,796. CHARLES SCHWAB - S&P DIVIDEND ETF 364,774. 364,774. CHARLES SCHWAB - VANGUARD MID-CAP 747,213. 747,213. CHARLES SCHWAB - VANGUARD MID-CAP 747,213. 747,213. CHARLES SCHWAB - VANGUARD MED-CAP 747,213. 747,213. CHARLES SCHWAB - VANGUARD REAL ESTATE 986,767. 986,767. CHARLES SCHWAB - VANGUARD S&P 500 7,177,155. 7,177,155. CHARLES SCHWAB - VANGUARD S&P 500 7,177,155. 7,177,155. CHARLES SCHWAB - BARON DISCOVERY 465,234. 465,234.  TOTAL TO FORM 990-PF, PART II, LINE 10B 16,205,206. 16,205,206.  FORM 990-PF CORPORATE BONDS STATEMENT 11  DESCRIPTION BOOK VALUE  FIXED INCOME HEDGE FUNDS 272,069. 272,069. CHARLES SCHWAB - CDS & BAS 835,076. 835,076. CHARLES SCHWAB - CORP BONDS 4,216,700. 4,216,700.	DESCRIPTION	•	BOOK VALUE	
CHARLES SCHWAB - DREYFUS INTL STOCK FD I 332,475. 332,475. CHARLES SCHWAB - HARBOR INTL 331,002. 331,002. CHARLES SCHWAB - LONGLEAF - SMALL CAP 420,286. 420,286. CHARLES SCHWAB - PROSPECTOR OPPORTUNITY 404,647. 404,647. CHARLES SCHWAB - SEAFARER OVERSEAS GROWTH 573,370. 573,370. CHARLES SCHWAB - SEAFARER OVERSEAS GROWTH 573,370. 573,370. CHARLES SCHWAB - WCM FOCUSED INTL 329,765. 329,765. CHARLES SCHWAB - VANGUARD HIGH YIELD DIVIDEND 382,030. 382,030. CHARLES SCHWAB - S&P DIVIDEND 5TF 320,796. 320,796. CHARLES SCHWAB - S&P DIVIDEND ETF 364,774. 364,774. CHARLES SCHWAB - S&P MIDCAP 400 ETF 1,207,068. 1,207,068. CHARLES SCHWAB - S&P MIDCAP 400 ETF 1,207,068. 1,207,068. CHARLES SCHWAB - VANGUARD MID-CAP 747,213. 747,213. CHARLES SCHWAB - VANGUARD MID-CAP 747,213. 747,213. CHARLES SCHWAB - VANGUARD MID-CAP 747,213. 747,213. CHARLES SCHWAB - VANGUARD REAL ESTATE 986,767. 986,767. CHARLES SCHWAB - VANGUARD REAL ESTATE 986,767. 986,767. CHARLES SCHWAB - VANGUARD S&P 500 7,177,155. 7,177,155. CHARLES SCHWAB - BARON DISCOVERY 465,234. 465,234. TOTAL TO FORM 990-PF, PART II, LINE 10B 16,205,206. 16,205,206. FAIR MARKET VALUE  FIXED INCOME HEDGE FUNDS 272,069. 272,069. CHARLES SCHWAB - CDS & BAS 835,076. 835,076. 835,076. CHARLES SCHWAB - CORP BONDS 4,216,700. 4,216,700.	LANDMARK EQUITY PARTN	NERS	5,437.	5,437.
CHARLES SCHWAB - HARBOR INTL CHARLES SCHWAB - LONGLEAF - SMALL CAP CHARLES SCHWAB - PROSPECTOR OPPORTUNITY 404,647. CHARLES SCHWAB - PROSPECTOR OPPORTUNITY 404,647. CHARLES SCHWAB - SEAFARER OVERSEAS GROWTH 573,370. 573,370. CHARLES SCHWAB - TOUCHSTONE SANDS CAP 604,034. CHARLES SCHWAB - WCM FOCUSED INTL 329,765. CHARLES SCHWAB - VANGUARD HIGH YIELD DIVIDEND 382,030. CHARLES SCHWAB - VANGUARD HIGH YIELD DIVIDEND 382,030. CHARLES SCHWAB - SEAP DIVIDEND ETF 364,774. CHARLES SCHWAB - VANGUARD MID-CAP 747,213. CHARLES SCHWAB - VANGUARD MID-CAP 747,213. CHARLES SCHWAB - VANGUARD MID-CAP 747,213. CHARLES SCHWAB - VANGUARD REAL ESTATE 986,767. CHARLES SCHWAB - VANGUARD SEAP 500 7,177,155. CHARLES SCHWAB - BARON DISCOVERY 465,234.  TOTAL TO FORM 990-PF, PART II, LINE 10B 16,205,206.  FORM 990-PF CORPORATE BONDS  FAIR MARKET VALUE  FIXED INCOME HEDGE FUNDS CHARLES SCHWAB - CDS & BAS 835,076. 835,076. 835,076. 835,076. 84,216,700. 4,216,700.	CHARLES SCHWAB - BROW	VN SOMERSET	579,602.	579,602.
CHARLES SCHWAB - LONGLEAF - SMALL CAP	CHARLES SCHWAB - DRES	FUS INTL STOCK FD I	332,475.	332,475.
CHARLES SCHWAB - PROSPECTOR OPPORTUNITY 404,647. 404,647. CHARLES SCHWAB - SEAFARER OVERSEAS GROWTH 573,370. 573,370. 573,370. CHARLES SCHWAB - TOUCHSTONE SANDS CAP 604,034. 604,034. 604,034. CHARLES SCHWAB - WCM FOCUSED INTL 329,765. 329,765. CHARLES SCHWAB - VANGUARD HIGH YIELD DIVIDEND 382,030. 382,030. CHARLES SCHWAB - VANGUARD HIGH YIELD DIVIDEND 382,030. 382,030. CHARLES SCHWAB - S&P DIVIDEND ETF 364,774. 364,774. CHARLES SCHWAB - S&P MIDCAP 400 ETF 1,207,068. 1,207,068. CHARLES SCHWAB - VANGUARD MID-CAP 747,213. 747,213. CHARLES SCHWAB - VANGUARD MID-CAP 747,213. 747,213. CHARLES SCHWAB - VANGUARD REAL ESTATE 973,551. 973,551. CHARLES SCHWAB - VANGUARD REAL ESTATE 986,767. 986,767. CHARLES SCHWAB - BARON DISCOVERY 465,234. 465,234. 465,234. TOTAL TO FORM 990-PF, PART II, LINE 10B 16,205,206. 16,205,206. FORM 990-PF, PART II, LINE 10B 16,205,206. 16,205,206. CHARLES SCHWAB - CDS & BAS 835,076. 835,076. CHARLES SCHWAB - CDS & BAS 835,076. 835,076. CHARLES SCHWAB - CDS & BAS 835,076. 835,076. 835,076. CHARLES SCHWAB - CORP BONDS 4,216,700. 4,216,700.	CHARLES SCHWAB - HARI	BOR INTL	331,002.	331,002.
CHARLES SCHWAB - SEAFARER OVERSEAS GROWTH 573,370. 573,370. CHARLES SCHWAB - TOUCHSTONE SANDS CAP 604,034. 604,034. CHARLES SCHWAB - WCM FOCUSED INTL 329,765. 329,765. 329,765. CHARLES SCHWAB - VANGUARD HIGH YIELD DIVIDEND 382,030. 382,030. CHARLES SCHWAB - IBOXX INV GRADE 320,796. 320,796. CHARLES SCHWAB - S&P DIVIDEND EFF 364,774. 364,774. CHARLES SCHWAB - S&P MIDCAP 400 EFF 1,207,068. 1,207,068. CHARLES SCHWAB - VANGUARD MID-CAP 747,213. 747,213. CHARLES SCHWAB - VANGUARD MID-CAP 747,213. 747,213. CHARLES SCHWAB - VANGUARD REAL ESTATE 986,767. 986,767. CHARLES SCHWAB - VANGUARD REAL ESTATE 986,767. 986,767. CHARLES SCHWAB - BARON DISCOVERY 465,234. 465,234. 465,234. 465,234. 465,234. TOTAL TO FORM 990-PF, PART II, LINE 10B 16,205,206. 16,205,206. FORM 990-PF, PART II, LINE 10B 272,069. 272,069. CHARLES SCHWAB - CDS & BAS 835,076. 835,076. 835,076. CHARLES SCHWAB - CDS & BAS 835,076. 835,076. 4,216,700. 4,216,700.	CHARLES SCHWAB - LONG	GLEAF - SMALL CAP	,420,286.	420,286.
CHARLES SCHWAB - TOUCHSTONE SANDS CAP  CHARLES SCHWAB - WCM FOCUSED INTL  CHARLES SCHWAB - WCM FOCUSED INTL  CHARLES SCHWAB - WCM FOCUSED INTL  CHARLES SCHWAB - VANGUARD HIGH YIELD DIVIDEND  CHARLES SCHWAB - IBOXX INV GRADE  CHARLES SCHWAB - S&P DIVIDEND ETF  CHARLES SCHWAB - S&P DIVIDEND ETF  CHARLES SCHWAB - S&P MIDCAP 400 ETF  CHARLES SCHWAB - VANGUARD MID-CAP  CHARLES SCHWAB - VANGUARD MID-CAP  CHARLES SCHWAB - VANGUARD ESTATE  CHARLES SCHWAB - VANGUARD REAL ESTATE  CHARLES SCHWAB - VANGUARD S&P 500  CHARLES SCHWAB - VANGUARD S&P 500  TOTAL TO FORM 990-PF, PART II, LINE 10B  CHARLES SCHWAB - VANGUARD S&P 500  FORM 990-PF  CORPORATE BONDS  STATEMENT 11  DESCRIPTION  BOOK VALUE  FAIR MARKET  VALUE  FIXED INCOME HEDGE FUNDS  CHARLES SCHWAB - CDS & BAS  CHARLES SCHWAB - CORP BONDS  4,216,700.  4,216,700.	CHARLES SCHWAB - PROS	SPECTOR OPPORTUNITY	404,647.	404,647.
CHARLES SCHWAB - WCM FOCUSED INTL CHARLES SCHWAB - VANGUARD HIGH YIELD DIVIDEND 382,030. 382,030. CHARLES SCHWAB - IBOXX INV GRADE CHARLES SCHWAB - S&P DIVIDEND ETF 364,774. 364,774. CHARLES SCHWAB - S&P MIDCAP 400 ETF 1,207,068. 1,207,068. CHARLES SCHWAB - VANGUARD MID-CAP CHARLES SCHWAB - ENERGY SELECT SECTOR CHARLES SCHWAB - VANGUARD REAL ESTATE CHARLES SCHWAB - VANGUARD REAL ESTATE CHARLES SCHWAB - VANGUARD S&P 500 7,177,155. CHARLES SCHWAB - BARON DISCOVERY 465,234. 465,234.  TOTAL TO FORM 990-PF, PART II, LINE 10B  DESCRIPTION BOOK VALUE FAIR MARKET VALUE  FIXED INCOME HEDGE FUNDS CHARLES SCHWAB - CDS & BAS CHARLES SCHWAB - CORP BONDS 4,216,700. 4,216,700.	CHARLES SCHWAB - SEAR	FARER OVERSEAS GROWTH	573,370.	573,370.
CHARLES SCHWAB - VANGUARD HIGH YIELD DIVIDEND 382,030. 382,030. CHARLES SCHWAB - IBOXX INV GRADE 320,796. 320,796. CHARLES SCHWAB - S&P DIVIDEND ETF 364,774. 364,774. CHARLES SCHWAB - S&P MIDCAP 400 ETF 1,207,068. 1,207,068. CHARLES SCHWAB - VANGUARD MID-CAP 747,213. 747,213. CHARLES SCHWAB - ENERGY SELECT SECTOR 973,551. 973,551. CHARLES SCHWAB - VANGUARD REAL ESTATE 986,767. 986,767. CHARLES SCHWAB - VANGUARD S&P 500 7,177,155. 7,177,155. CHARLES SCHWAB - BARON DISCOVERY 465,234. 465,234. TOTAL TO FORM 990-PF, PART II, LINE 10B 16,205,206. 16,205,206.    FORM 990-PF CORPORATE BONDS STATEMENT 11  DESCRIPTION BOOK VALUE FAIR MARKET VALUE  FIXED INCOME HEDGE FUNDS 272,069. 272,069. CHARLES SCHWAB - CDS & BAS 835,076. 835,076. CHARLES SCHWAB - CORP BONDS 4,216,700. 4,216,700.	CHARLES SCHWAB - TOUG	CHSTONE SANDS CAP	604,034.	
CHARLES SCHWAB - IBOXX INV GRADE 320,796. 320,796. CHARLES SCHWAB - S&P DIVIDEND ETF 364,774. 364,774. CHARLES SCHWAB - S&P MIDCAP 400 ETF 1,207,068. 1,207,068. CHARLES SCHWAB - VANGUARD MID-CAP 747,213. 747,213. CHARLES SCHWAB - ENERGY SELECT SECTOR 973,551. 973,551. CHARLES SCHWAB - VANGUARD REAL ESTATE 986,767. 986,767. CHARLES SCHWAB - VANGUARD S&P 500 7,177,155. 7,177,155. CHARLES SCHWAB - BARON DISCOVERY 465,234. 465,234. TOTAL TO FORM 990-PF, PART II, LINE 10B 16,205,206. 16,205,206.  FORM 990-PF CORPORATE BONDS STATEMENT 11  DESCRIPTION BOOK VALUE FAIR MARKET VALUE  FIXED INCOME HEDGE FUNDS 272,069. 272,069. CHARLES SCHWAB - CDS & BAS 835,076. 835,076. CHARLES SCHWAB - CORP BONDS 4,216,700. 4,216,700.	CHARLES SCHWAB - WCM	FOCUSED INTL	329,765.	329,765.
CHARLES SCHWAB - S&P DIVIDEND ETF 364,774. 364,774. CHARLES SCHWAB - S&P MIDCAP 400 ETF 1,207,068. 1,207,068. CHARLES SCHWAB - VANGUARD MID-CAP 747,213. 747,213. 747,213. CHARLES SCHWAB - ENERGY SELECT SECTOR 973,551. 973,551. CHARLES SCHWAB - VANGUARD REAL ESTATE 986,767. 986,767. CHARLES SCHWAB - VANGUARD S&P 500 7,177,155. 7,177,155. CHARLES SCHWAB - BARON DISCOVERY 465,234. 465,234. TOTAL TO FORM 990-PF, PART II, LINE 10B 16,205,206. 16,205,206.    FORM 990-PF CORPORATE BONDS STATEMENT 11  DESCRIPTION BOOK VALUE FAIR MARKET VALUE  FIXED INCOME HEDGE FUNDS 272,069. 272,069. CHARLES SCHWAB - CDS & BAS 835,076. 835,076. CHARLES SCHWAB - CORP BONDS 4,216,700. 4,216,700.	CHARLES SCHWAB - VANO	GUARD HIGH YIELD DIVIDEND	382,030.	382,030.
CHARLES SCHWAB - S&P MIDCAP 400 ETF 1,207,068. 1,207,068. CHARLES SCHWAB - VANGUARD MID-CAP 747,213. 747,213. CHARLES SCHWAB - ENERGY SELECT SECTOR 973,551. 973,551. CHARLES SCHWAB - VANGUARD REAL ESTATE 986,767. 986,767. CHARLES SCHWAB - VANGUARD S&P 500 7,177,155. 7,177,155. CHARLES SCHWAB - BARON DISCOVERY 465,234. 465,234. 465,234. TOTAL TO FORM 990-PF, PART II, LINE 10B 16,205,206. 16,205,206. FORM 990-PF CORPORATE BONDS STATEMENT 11  DESCRIPTION BOOK VALUE FAIR MARKET VALUE  FIXED INCOME HEDGE FUNDS 272,069. 272,069. CHARLES SCHWAB - CDS & BAS 835,076. 835,076. CHARLES SCHWAB - CORP BONDS 4,216,700. 4,216,700.	CHARLES SCHWAB - IBOX	XX INV GRADE	320,796.	320,796.
CHARLES SCHWAB - VANGUARD MID-CAP 747,213. 747,213. CHARLES SCHWAB - ENERGY SELECT SECTOR 973,551. 973,551. CHARLES SCHWAB - VANGUARD REAL ESTATE 986,767. 986,767. CHARLES SCHWAB - VANGUARD S&P 500 7,177,155. 7,177,155. CHARLES SCHWAB - BARON DISCOVERY 465,234. 465,234. TOTAL TO FORM 990-PF, PART II, LINE 10B 16,205,206. 16,205,206. FORM 990-PF CORPORATE BONDS STATEMENT 11  DESCRIPTION BOOK VALUE FAIR MARKET VALUE  FIXED INCOME HEDGE FUNDS 272,069. 272,069. CHARLES SCHWAB - CDS & BAS 835,076. 835,076. CHARLES SCHWAB - CORP BONDS 4,216,700. 4,216,700.	CHARLES SCHWAB - S&P	DIVIDEND ETF	364,774.	364,774.
CHARLES SCHWAB - VANGUARD MID-CAP 747,213. 747,213. CHARLES SCHWAB - ENERGY SELECT SECTOR 973,551. 973,551. CHARLES SCHWAB - VANGUARD REAL ESTATE 986,767. 986,767. CHARLES SCHWAB - VANGUARD S&P 500 7,177,155. 7,177,155. CHARLES SCHWAB - BARON DISCOVERY 465,234. 465,234. TOTAL TO FORM 990-PF, PART II, LINE 10B 16,205,206. 16,205,206. FORM 990-PF CORPORATE BONDS STATEMENT 11  DESCRIPTION BOOK VALUE FAIR MARKET VALUE  FIXED INCOME HEDGE FUNDS 272,069. 272,069. CHARLES SCHWAB - CDS & BAS 835,076. 835,076. CHARLES SCHWAB - CORP BONDS 4,216,700. 4,216,700.	CHARLES SCHWAB - S&P	MIDCAP 400 ETF	1,207,068.	1,207,068.
CHARLES SCHWAB - VANGUARD REAL ESTATE 986,767. 986,767. CHARLES SCHWAB - VANGUARD S&P 500 7,177,155. 7,177,155. CHARLES SCHWAB - BARON DISCOVERY 465,234. 465,234. TOTAL TO FORM 990-PF, PART II, LINE 10B 16,205,206. 16,205,206.  FORM 990-PF CORPORATE BONDS STATEMENT 11  DESCRIPTION BOOK VALUE FAIR MARKET VALUE  FIXED INCOME HEDGE FUNDS 272,069. 272,069. CHARLES SCHWAB - CDS & BAS 835,076. 835,076. CHARLES SCHWAB - CORP BONDS 4,216,700. 4,216,700.			747,213.	
CHARLES SCHWAB - VANGUARD S&P 500 CHARLES SCHWAB - BARON DISCOVERY TOTAL TO FORM 990-PF, PART II, LINE 10B  FORM 990-PF CORPORATE BONDS  CHARLES SCHWAB - BARON DISCOVERY  FORM 990-PF CORPORATE BONDS  STATEMENT 11  DESCRIPTION  BOOK VALUE FAIR MARKET VALUE  FIXED INCOME HEDGE FUNDS CHARLES SCHWAB - CDS & BAS CHARLES SCHWAB - CORP BONDS  CHARLES SCHWAB - CORP BONDS  TOTAL TO FORM 990-PF, PART II, LINE 10B  16,205,206.  16,205,206.  FAIR MARKET VALUE  272,069. 835,076. 835,076. 4,216,700. 4,216,700.	CHARLES SCHWAB - ENER	RGY SELECT SECTOR	973,551.	973,551.
CHARLES SCHWAB - BARON DISCOVERY  TOTAL TO FORM 990-PF, PART II, LINE 10B  16,205,206.  16,205,206.  FORM 990-PF  CORPORATE BONDS  STATEMENT 11  DESCRIPTION  BOOK VALUE  FAIR MARKET VALUE  FIXED INCOME HEDGE FUNDS CHARLES SCHWAB - CDS & BAS CHARLES SCHWAB - CORP BONDS  CHARLES SCHWAB - CORP BONDS  4,216,700.  4,216,700.	CHARLES SCHWAB - VANO	GUARD REAL ESTATE	986,767.	986,767.
TOTAL TO FORM 990-PF, PART II, LINE 10B  16,205,206.  FORM 990-PF  CORPORATE BONDS  STATEMENT 11  DESCRIPTION  BOOK VALUE  FAIR MARKET VALUE  FIXED INCOME HEDGE FUNDS CHARLES SCHWAB - CDS & BAS CHARLES SCHWAB - CORP BONDS  CHARLES SCHWAB - CORP BONDS  4,216,700.  16,205,206.  16,205,206.  16,205,206.  16,205,206.  16,205,206.  16,205,206.  16,205,206.  4,216,700.	CHARLES SCHWAB - VANO	GUARD S&P 500	7,177,155.	7,177,155.
FORM 990-PF CORPORATE BONDS STATEMENT 11  DESCRIPTION BOOK VALUE FAIR MARKET VALUE  FIXED INCOME HEDGE FUNDS 272,069. 272,069. CHARLES SCHWAB - CDS & BAS 835,076. 835,076. CHARLES SCHWAB - CORP BONDS 4,216,700. 4,216,700.	CHARLES SCHWAB - BARO	ON DISCOVERY	465,234.	465,234.
DESCRIPTION  BOOK VALUE  FIXED INCOME HEDGE FUNDS  CHARLES SCHWAB - CDS & BAS  CHARLES SCHWAB - CORP BONDS  TAIR MARKET  VALUE  272,069.  272,069.  835,076.  835,076.  4,216,700.  4,216,700.	TOTAL TO FORM 990-PF	, PART II, LINE 10B	16,205,206.	16,205,206.
DESCRIPTION         BOOK VALUE         VALUE           FIXED INCOME HEDGE FUNDS         272,069.         272,069.           CHARLES SCHWAB - CDS & BAS         835,076.         835,076.           CHARLES SCHWAB - CORP BONDS         4,216,700.         4,216,700.	FORM 990-PF	CORPORATE BONDS	<u></u>	STATEMENT 11
DESCRIPTION         BOOK VALUE         VALUE           FIXED INCOME HEDGE FUNDS         272,069.         272,069.           CHARLES SCHWAB - CDS & BAS         835,076.         835,076.           CHARLES SCHWAB - CORP BONDS         4,216,700.         4,216,700.				
CHARLES SCHWAB - CDS & BAS 835,076. 835,076. CHARLES SCHWAB - CORP BONDS 4,216,700. 4,216,700.	DESCRIPTION		BOOK VALUE	
CHARLES SCHWAB - CDS & BAS 835,076. 835,076. CHARLES SCHWAB - CORP BONDS 4,216,700. 4,216,700.	FIXED INCOME HEDGE FI	INDS	272.069.	272.069.
CHARLES SCHWAB - CORP BONDS 4,216,700. 4,216,700.				
TOTAL TO FORM 990-PF, PART II, LINE 10C / 5,323,845. 5.323,845.				
	TOTAL TO FORM 990-PF	, PART II, LINE 10C	5,323,845.	5,323,845.

	OTHER INVESTMENTS		STATEMENT 12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CARLYLE ENERGY PARTNERS	FMV	2,586.	2,586
METROPOLITAN REAL ESTATE	FMV	293,397.	293,397
MORGAN STANLEY AIP GLOBAL	FMV		
DIVERSIFIED	EM	170,644.	170,644
HC CAPITAL TRUST PRIVATE EQUITY VIII	FMV	3,625,364.	3,625,364
HC CAPITAL TRUST SPECIAL	FMV	3,023,304.	3,023,304
OPPORTUNITIES SPC CLOSED-END	2224	502,232.	502,232
HC CAPITAL TRUST SPECIAL	FMV	,	<b>,</b>
OPPORTUNITIES SPC CLOSED-END			
SEGREGATED PORTFOLIO		547,980.	547,980
801 WEST LP	FMV	4,086,497.	4,086,497
THE VITTORIA OFFSHORE LTD	FMV	9,942,010.	9,942,010
ARCHEAN HEALTHCARE FUND	FMV	124,360.	124,360
HC CAPITAL TRUST SPECIAL OPPORTUNITIES SPC CLOSED-END	FMV		
SEGREGATED 3		88,357.	88,357
TOTAL TO FORM 990-PF, PART II, I	LINE 13	19,383,427.	19,383,427
FORM 990-PF DEPRECIATION OF AS	SSETS NOT HELD FOR	INVESTMENT	STATEMENT 13
FORM 990-PF DEPRECIATION OF AS	SSETS NOT HELD FOR  COST OR  OTHER BASIS	ACCUMULATED DEPRECIATION	STATEMENT 13 BOOK VALUE
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
DESCRIPTION BOOKCASES AND TABLES	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION  3,747.	
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE 0 0
DESCRIPTION BOOKCASES AND TABLES FURNITURE & FIXTURES	COST OR OTHER BASIS  3,747. 70,815.	ACCUMULATED DEPRECIATION  3,747. 70,815. 9,075. 989.	BOOK VALUE  0 0 0 215
DESCRIPTION  BOOKCASES AND TABLES FURNITURE & FIXTURES COPIER MACHINE FURNITURE & FIXTURES LEASEHOLD IMPROVEMENTS	COST OR OTHER BASIS  3,747. 70,815. 9,075. 1,204. 7,277.	ACCUMULATED DEPRECIATION  3,747. 70,815. 9,075. 989. 2,668.	BOOK VALUE 0 0 0 215 4,609
DESCRIPTION  BOOKCASES AND TABLES FURNITURE & FIXTURES COPIER MACHINE FURNITURE & FIXTURES LEASEHOLD IMPROVEMENTS COMPUTER EQUIPMENT	COST OR OTHER BASIS  3,747. 70,815. 9,075. 1,204. 7,277. 14,618.	ACCUMULATED DEPRECIATION 3,747. 70,815. 9,075. 989. 2,668. 14,618.	BOOK VALUE 0 0 0 215 4,609
DESCRIPTION  BOOKCASES AND TABLES FURNITURE & FIXTURES COPIER MACHINE FURNITURE & FIXTURES LEASEHOLD IMPROVEMENTS COMPUTER EQUIPMENT COMPUTER SOFTWARE	COST OR OTHER BASIS  3,747. 70,815. 9,075. 1,204. 7,277. 14,618. 789.	ACCUMULATED DEPRECIATION  3,747. 70,815. 9,075. 989. 2,668. 14,618. 789.	BOOK VALUE 0 0 0 215 4,609 0
DESCRIPTION  BOOKCASES AND TABLES FURNITURE & FIXTURES COPIER MACHINE FURNITURE & FIXTURES LEASEHOLD IMPROVEMENTS COMPUTER EQUIPMENT COMPUTER SOFTWARE OFFICE EQUIPMENT	COST OR OTHER BASIS  3,747. 70,815. 9,075. 1,204. 7,277. 14,618. 789. 2,348.	ACCUMULATED DEPRECIATION  3,747. 70,815. 9,075. 989. 2,668. 14,618. 789. 2,348.	BOOK VALUE 0 0 0 215 4,609 0 0
DESCRIPTION  BOOKCASES AND TABLES FURNITURE & FIXTURES COPIER MACHINE FURNITURE & FIXTURES LEASEHOLD IMPROVEMENTS COMPUTER EQUIPMENT COMPUTER SOFTWARE OFFICE EQUIPMENT COMPUTER EQUIPMENT	COST OR OTHER BASIS  3,747. 70,815. 9,075. 1,204. 7,277. 14,618. 789. 2,348. 2,073.	ACCUMULATED DEPRECIATION  3,747. 70,815. 9,075. 989. 2,668. 14,618. 789. 2,348. 1,349.	BOOK VALUE  0 0 0 215 4,609 0 0 724
DESCRIPTION  BOOKCASES AND TABLES FURNITURE & FIXTURES COPIER MACHINE FURNITURE & FIXTURES LEASEHOLD IMPROVEMENTS COMPUTER EQUIPMENT COMPUTER SOFTWARE OFFICE EQUIPMENT COMPUTER EQUIPMENT COMPUTER EQUIPMENT COMPUTER EQUIPMENT	COST OR OTHER BASIS  3,747. 70,815. 9,075. 1,204. 7,277. 14,618. 789. 2,348. 2,073. 2,158.	ACCUMULATED DEPRECIATION  3,747. 70,815. 9,075. 989. 2,668. 14,618. 789. 2,348. 1,349. 1,296.	BOOK VALUE  0 0 0 215 4,609 0 724 862
DESCRIPTION  BOOKCASES AND TABLES FURNITURE & FIXTURES COPIER MACHINE FURNITURE & FIXTURES LEASEHOLD IMPROVEMENTS COMPUTER EQUIPMENT COMPUTER SOFTWARE OFFICE EQUIPMENT COMPUTER EQUIPMENT COMPUTER EQUIPMENT COMPUTER EQUIPMENT COMPUTER SOFTWARE	COST OR OTHER BASIS  3,747. 70,815. 9,075. 1,204. 7,277. 14,618. 789. 2,348. 2,073. 2,158. 220.	ACCUMULATED DEPRECIATION  3,747. 70,815. 9,075. 989. 2,668. 14,618. 789. 2,348. 1,349.	BOOK VALUE 0 0 0 215 4,609
DESCRIPTION  BOOKCASES AND TABLES FURNITURE & FIXTURES COPIER MACHINE	COST OR OTHER BASIS  3,747. 70,815. 9,075. 1,204. 7,277. 14,618. 789. 2,348. 2,073. 2,158.	ACCUMULATED DEPRECIATION  3,747. 70,815. 9,075. 989. 2,668. 14,618. 789. 2,348. 1,349. 1,296. 220.	BOOK VALUE  0 0 0 215 4,609 0 0 724 862 0

FORM 990-PF	OTHER ASSETS		STATEMENT 14
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST & DIVIDEND RECEIVABLE DUE FROM AFFLIATE PREPAID EXCISE TAX SECURITIES DEPOSIT REDEMPTION RECEIVABLE TO FORM 990-PF, PART II, LINE 15	144,980. 70,096. 83,729. 11,709. 0.	157,967. 0. 71,334. 11,709. 1,046,856.	157,967. 0. 71,334. 11,709. 1,046,856.
FORM 990-PF OT	HER LIABILITIES		STATEMENT 15
DESCRIPTION		BOY AMOUNT	EOY AMOUNT
DEFERRED FEDERAL TAXES DEFERRED RENT	,	54,905. 12,259.	66,172. 7,725.
TOTAL TO FORM 990-PF, PART II, LI	NE 22	67,164.	73,897.

FORM 990-PF	EXPLANATION	CONCERNING	PART VII	-A, LINE	12	STATEMENT	16
	QUALIFYI	NG DISTRIBU	JTION STA	<b>PEMENT</b>			

#### **EXPLANATION**

THIS FOUNDATION HAS FOUR "INDEPENDENT BOARD MEMBERS". EACH REGULAR BOARD MEMBER IS ALLOTTED \$25,000 TO FUND CONTRIBUTIONS TO CHARITIES OF THEIR THE CHAIRMAN IS ALLOTTED \$50,000. TO FACILITATE THESE CONTRIBUTIONS, \$125,000 WAS CONTRIBUTED TO THE PHILADELPHIA FOUNDATION, A DONOR-ADVISED FUND, WITH EACH INDEPENDENT BOARD MEMBER HAVING ADVISORY PRIVILEGES OVER THEIR ALLOTTED SHARE. THE LENFEST FOUNDATION HAS NO KNOWLEDGE OF HOW EACH BOARD MEMBER ADVISES THE DONOR ADVISED FUND TO CONTRIBUTE THEIR SHARE OF THIS CONTRIBUTION. THIS CONTRIBUTION HAS BEEN TREATED AS A "QUALIFYING DISTRIBUTION". THIS ARRANGEMENT IS NOT COMPENSATORY IN NATURE - THE BOARD MEMBERS DO NOT HAVE THE OPTION OF BEING PAID THESE FUNDS AS COMPENSATION. IT IS SIMPLY AN ARRANGEMENT TO PERMIT BOARD MEMBERS TO FUND CHARITIES OF THEIR OWN CHOOSING WITHOUT HAVING TO HAVE THESE CONTRIBUTIONS APPROVED BY THE BOARD. IN THE FISCAL YEAR ENDED 6/30/2018 THIS \$125,000 WAS 0.85% OF THE GRANTS PAID OUT BY THIS FOUNDATION.

FORM 990-PF				OF OFFICERS, D FOUNDATION MANA		STAT	EMENT 17
NAME AND ADDRESS				TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GRAHAME RICHARDS TWO LOGAN SQUARE STE. 800 PHILADELPHIA, PA		18TH	ST.	SECRETARY 2.00	0.	0.	0.
WES SOMERVILLE TWO LOGAN SQUARE STE. 800 PHILADELPHIA, PA	100 N.			EXECUTIVE DIRE		5,794.	0.
KEITH L. LEAPHAR' TWO LOGAN SQUARE STE. 800 PHILADELPHIA, PA	100 N.	18TH	ST.	CHAIRMAN, DIRE	CTOR	0.	0.
H.F. (GERRY) LENI TWO LOGAN SQUARE STE. 800 PHILADELPHIA, PA	100 N.			FORMER DIRECTO		0.	0.
MARGUERITE LENFES TWO LOGAN SQUARE STE. 800 PHILADELPHIA, PA	100 N.			PRESIDENT, DIR	ECTOR	0.	0.
JOY TARTAR TWO LOGAN SQUARE STE. 800 PHILADELPHIA, PA		18TH .	ST.	TREASURER, CFO	0.	0.	0.
JOSEPH HUBER TWO LOGAN SQUARE STE. 800 PHILADELPHIA, PA		18TH :	ST.	VICE CHAIRMAN,	DIRECTOR 0.	0.	0.
JEFFREY A. BEACHI TWO LOGAN SQUARE STE. 800 PHILADELPHIA, PA	100 N.		ST.	DIRECTOR 1.00	0.	0.	0.

THE	LENFEST	FOUNDATION,	INC.
-----	---------	-------------	------

23-3031350

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

121,154. 5,79

5,794.

0.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 18

### ACTIVITY ONE

THE FOUNDATION IS A PRIVATE NON-OPERATING FOUNDATION, AND AS SUCH, ITS ONLY ACTIVITY IS TO MAKE GRANTS OR CONTRIBUTIONS TO OTHER 501(C)(3) ORGANIZATIONS, PRINCIPALLY TO PUBLIC CHARITIES.

**EXPENSES** 

TO FORM 990-PF, PART IX-A, LINE 1

0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D

STATEMENT 19

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE LENFEST FOUNDATION
TWO LOGAN SQUARE 100 N. 18TH ST. STE. 800
PHILADELPHIA, PA 19103

TELEPHONE NUMBER

215-239-9003

#### FORM AND CONTENT OF APPLICATIONS

INSTRUCTIONS RELATING TO WHAT INFORMATION TO INCLUDE WITH YOUR APPLICATION IS INCLUDED IN THE "GRANTMAKING" SECTION OF THE WEBSITE, OR CAN BE OBTAINED BY SUBMITTING A REQUEST TO THE FOUNDATION.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE WEBSITE LISTS "AREAS OF NON-SUPPORT" WHICH INCLUDE DISEASE RESEARCH, PROGRAMS DEALING WITH HEALTH OR DISABILITIES, POLITICAL ORGANIZATIONS, LITIGATION, PUBLICATIONS, UNIVERSITY PRESSES, STUDIES LACKING ACTION PLANS FOR UTILIZATION, PARTIES, CONFERENCES, FAIRS, FESTIVALS AND OTHERS. ALSO, THE FOUNDATION DOES NOT PURCHASE TICKETS, TABLES, ADS OR SPONSORSHIPS.

2017 DEPRECIATION AND AMORTIZATION REPORT

FOR	M 99	FORM 990-PF PAGE 1				Ì		990-PF							•
åz	Asset No	Description	Date Acquired	Method	Lıfe	C C Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	*Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	4	BOOKCASES AND TABLES	08/14/00	SL	5.00	16	3,747.				3,747.	3,747.		0.	3,747.
	S	FURNITURE & FIXTURES	10/01/01	SL	5.00	16	70,815.				70,815.	70,815.		0.	70,815.
	6	COPIER MACHINE	10/01/01	SL	5.00	16	9,075.				9,075.	9,075.		0.	.270,6
	15	FURNITURE & FIXTURES	03/07/13	SL	7.00	16	1,204.				1,204.	817.		172.	*686
	16	LEASEHOLD IMPROVEMENTS	12/03/12	SL	15.00	16	7,277.				7,277.	2,183.		485.	2,668.
	17	COMPUTER EQUIPMENT	03/13/13	SL	5.00	16	14,618.				14,618.	13,890.		728.	14,618.
	18	COMPUTER SOFTWARE	03/13/13	SL	3.00	16	789.				789.	789.		0.	. 687
	21	OFFICE EQUIPMENT	03/13/13	SL	3.00	16	2,348.				2,348.	2,348.		0.	2,348.
	22	COMPUTER EQUIPMENT	03/31/15	SL	5,00	16	2,073.				2,073.	934.		415.	1,349.
	23	COMPUTER EQUIPMENT	06/30/15	SL	5.00	16	2,158.				2,158.	864.		432.	1,296.
	24	COMPUTER SOFTWARE	07/01/14	SL	3.00	16	220.				220.	219.		1,	220.
	25	COMPUTER SOFTWARE	08/07/14	SL	3.00	16	220.				220.	213.		7.	220.
	26	COMPUTER SOFTWARE	11/12/14	SL	3.00	16	220.				220.	195.		25.	220.
		* TOTAL 990-PF PG 1 DEPR					114,764.				114,764.	106,089.		2,265.	108,354.
												/			
													ı		
												-			
7281	728111 04-01-17	-01-17			,		(D) - Asset disposed	posed		'	ITC, Salvage,	· ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone	ercial Revital	zation Deduct	ion, GO Zone

(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone