

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation WITHINGTON FOUNDATION INC C/O ANDREW K ROOKE		A Employer identification number 22-3291812	
Number and street (or P O box number if mail is not delivered to street address) 7029 SHEAFF LANE		Room/suite	B Telephone number (see instructions) (215) 591-9573
City or town, state or province, country, and ZIP or foreign postal code FORT WASHINGTON, PA 19034		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$</b> 18,187,522		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis )			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments . . . . .	4,000	4,000		
	4 Dividends and interest from securities . . . . .	344,866	344,866		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	1,711,690			
	b Gross sales price for all assets on line 6a _____ 7,665,572				
	7 Capital gain net income (from Part IV, line 2) . . . . .		1,711,690		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	-135,772	-135,772		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	1,924,784	1,924,784		
	13 Compensation of officers, directors, trustees, etc . . . . .	0	0		0
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .				
	c Other professional fees (attach schedule) . . . . .	158,017	158,017		0
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . . . .	5,295	2,661		0
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .	40,799	40,799		0
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	78,237	78,237		0
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	282,348	279,714		0
	25 Contributions, gifts, grants paid . . . . .	907,660			907,660
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	1,190,008	279,714		907,660
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	734,776			
	b <b>Net investment income</b> (if negative, enter -0-)		1,645,070		
c <b>Adjusted net income</b> (if negative, enter -0-)					

<b>Part II Balance Sheets</b> 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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	766,287	308,087	308,087
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	10,350,756	11,956,270	14,197,312
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	10,480	0	0
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)	4,087,207	3,682,123	3,682,123	
<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	15,214,730	15,946,480	18,187,522	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	1,845	220	
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .	1,845	220	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .	15,212,885	15,946,260	
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg , and equipment fund			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds			
<b>30</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .	15,212,885	15,946,260		
<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) .	15,214,730	15,946,480		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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) . . . . .	<b>1</b>	15,212,885
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	734,776
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	15,947,661
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	1,401
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	15,946,260

**Part IV Capital Gains and Losses for Tax on Investment Income**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss) <div style="float: right; font-size: small;">           { If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>	<b>2</b>	1,711,690
<b>3</b> 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	<b>3</b>	

**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))
2017	921,400	20,380,826	0 045209
2016	1,009,000	18,559,336	0 054366
2015	1,015,200	20,702,391	0 049038
2014	1,090,330	20,631,742	0 052847
2013	1,000,496	16,428,070	0 060902

<b>2</b> Total of line 1, column (d)	<b>2</b>	0 262362
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0 052472
<b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	<b>4</b>	19,848,350
<b>5</b> Multiply line 4 by line 3	<b>5</b>	1,041,483
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	16,451
<b>7</b> Add lines 5 and 6	<b>7</b>	1,057,934
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	907,660

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)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	32,901
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	32,901
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	32,901
<b>6</b>	Credits/Payments		
<b>a</b>	2018 estimated tax payments and 2017 overpayment credited to 2018	<b>6a</b>	0
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	0
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	0
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	0
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . <b>▶</b>	<b>9</b>	32,901
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . <b>▶</b>	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2019 estimated tax</b> <b>▶</b> <b>Refunded</b> <b>▶</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). . . . . <i>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</i>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <b>▶</b> \$ _____ <b>(2)</b> On foundation managers <b>▶</b> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>▶</b> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities</i>	<b>2</b>	No
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>▶</b> NJ		
<b>b</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? <i>If "No," attach explanation</i> .	<b>8b</b>	Yes
<b>9</b> 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 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<b>10</b>	No

**Part VII-A Statements Regarding Activities** (continued)

<b>11</b>	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. . . . .	<b>11</b>		<b>No</b>
<b>12</b>	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. . . . .	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>▶</b> N/A	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>▶</b> ANDREW K ROOKE Telephone no <b>▶</b> (610) 940-1660			

Located at **▶** 7029 SHEAFF LANE FT WASHINGTON PA ZIP+4 **▶** 19034

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —check here . . . . . <b>▶</b> <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>▶</b> <b>15</b>			
<b>16</b>	At any time during calendar year 2018, 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? . . . . .	<b>16</b>	<b>Yes</b>	<b>No</b>
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country <b>▶</b>			

**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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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. . . . . <input type="checkbox"/>	<b>1b</b>		
<b>c</b>	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 2018? . . . . . <input type="checkbox"/>	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	If "Yes," list the years <b>▶</b> 20____, 20____, 20____, 20____			
<b>b</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 valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions). . . . .	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>▶</b> 20____, 20____, 20____, 20____			
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If "Yes," did it have excess business holdings in 2018 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 2018). . . . .	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2018?	<b>4b</b>		<b>No</b>

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)

		Yes	No
<b>5a</b>	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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.		<b>5b</b>
<b>c</b>	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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No	
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		<b>6b</b> No
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		<b>7b</b>
<b>8</b>	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

<b>1 List all officers, directors, trustees, foundation managers and their compensation. See instructions</b>				
(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
ANDREW K ROOKE 7029 SHEAFF LANE FORT WASHINGTON, PA 19034	PRESIDENT 20 00	0	0	0
TAYLOR ROOKE 422 N BELLEVUE AVE WAYNE, PA 19087	VICE PRESIDENT 5 00	0	0	0
CHARLES C ROOKE PO BOX 675882 RANCHO SANTA FE, CA 92067	SECRETARY TREASURER 10 00	0	0	0
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(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				
<b>Total number of other employees paid over \$50,000.</b>				<b>0</b>

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total</b> 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . . ►	0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	15,716,953
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	750,923
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	3,682,733
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	20,150,609
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	20,150,609
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	302,259
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	19,848,350
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	992,418

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	992,418
<b>2a</b>	Tax on investment income for 2018 from Part VI, line 5.	<b>2a</b>	32,901
<b>b</b>	Income tax for 2018 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	32,901
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	959,517
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	959,517
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	959,517

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	907,660
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	907,660
<b>5</b>	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.	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	907,660

**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 2017	(c) 2017	(d) 2018
<b>1</b> Distributable amount for 2018 from Part XI, line 7				959,517
<b>2</b> Undistributed income, if any, as of the end of 2018				
<b>a</b> Enter amount for 2017 only. . . . .			152,960	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2018				
<b>a</b> From 2013. . . . .				
<b>b</b> From 2014. . . . .				
<b>c</b> From 2015. . . . .				
<b>d</b> From 2016. . . . .				
<b>e</b> From 2017. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 907,660				
<b>a</b> Applied to 2017, but not more than line 2a			152,960	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2018 distributable amount. . . . .				754,700
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019 . . . . .				204,817
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2014. . . . .				
<b>b</b> Excess from 2015. . . . .				
<b>c</b> Excess from 2016. . . . .				
<b>d</b> Excess from 2017. . . . .				
<b>e</b> Excess from 2018. . . . .				

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

<b>1a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. . . . . ▶					
<b>b</b> Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	<b>Tax year</b>	<b>Prior 3 years</b>			<b>(e) Total</b>
	<b>(a) 2018</b>	<b>(b) 2017</b>	<b>(c) 2016</b>	<b>(d) 2015</b>	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> 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. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

<b>1 Information Regarding Foundation Managers:</b>	
<b>a</b> 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>b</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	
<b>2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:</b>	
Check here <input checked="" type="checkbox"/> if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.	
<b>a</b> The name, address, and telephone number or email address of the person to whom applications should be addressed	
<b>b</b> The form in which applications should be submitted and information and materials they should include	
<b>c</b> Any submission deadlines	
<b>d</b> Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>			<b>▶ 3a</b>	
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>			<b>▶ 3b</b>	

Enter gross amounts unless otherwise indicated

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
<b>g</b> Fees and contracts from government agencies				
<b>2</b> Membership dues and assessments. . . . .				
<b>3</b> Interest on savings and temporary cash investments . . . . .				
		14	4,000	
<b>4</b> Dividends and interest from securities. . . . .				
		14	344,866	
<b>5</b> Net rental income or (loss) from real estate				
a Debt-financed property. . . . .				
b Not debt-financed property. . . . .				
<b>6</b> Net rental income or (loss) from personal property				
<b>7</b> Other investment income. . . . .				
		14	136,947	
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .				
		18	1,711,690	
<b>9</b> Net income or (loss) from special events				
<b>10</b> Gross profit or (loss) from sales of inventory				
<b>11</b> Other revenue				
a <u>ORDINARY INCOME/(LOSS) FROM K-1</u>				
		14	-66,422	
b <u>NET RENTAL REAL ESTATE INCOME/(LOSS) FROM K-1'S</u>				
		14	-206,297	
c _____				
d _____				
e _____				
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .				
	0		1,924,784	0
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .				
		<b>13</b>	1,924,784	1,924,784

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

[illegible]

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

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

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

<b>Sign Here</b>	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.		
	*****	2019-11-14	*****
	_____ Signature of officer or trustee	_____ Date	_____ Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	AMBER NUSE		2019-11-14		P01208432
	Firm's name ▶ MCGEE HEARNE & PAIZ LLP				Firm's EIN ▶ 83-0331229
	Firm's address ▶ PO BOX 1088 CHEYENNE, WY 82003				Phone no (307) 634-2151

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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 JPM 9002	P	2018-01-01	2018-12-31
1 JPM 9002	P	2018-01-01	2018-12-31
JPM 9002	P	2018-01-01	2018-12-31
LT GAIN FROM K-1	P	2018-01-01	2018-12-31
ML 3311	P	2018-01-01	2018-12-31
ML 3311	P	2018-01-01	2018-12-31
ML 3311	P	2018-01-01	2018-12-31
ML 4493	P	2018-01-01	2018-12-31
ML 4493	P	2018-01-01	2018-12-31
NT 9714	P	2018-01-01	2018-12-31

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
7,452			7,452
		125,052	-125,052
5,806,226		4,603,884	1,202,342
25			25
22,281		25,818	-3,537
415,862		262,996	152,866
476,464		201,209	275,255
3,352		3,100	252
81,779		91,982	-10,203
69,872		61,211	8,661

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			(I) 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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			7,452
			-125,052
			1,202,342
			25
			-3,537
			152,866
			275,255
			252
			-10,203
			8,661

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

List and describe the kind(s) of property sold (e g , real estate, <b>(a)</b> 2-story brick warehouse, or common stock, 200 shs MLC Co )	<b>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
NT 9714	P	2018-01-01	2018-12-31
1 CAPITAL GAINS DIVIDENDS	P		

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

<b>(e)</b> Gross sales price	Depreciation allowed <b>(f)</b> (or allowable)	Cost or other basis <b>(g)</b> plus expense of sale	Gain or (loss) <b>(h)</b> (e) plus (f) minus (g)
781,957		578,630	203,327
302			302

**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			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			203,327
			302

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ABRAMSON CANCER CENTER 3400 CIVIC CENTER BLVD PHILADELPHIA, PA 19104			GENERAL SUPPORT	84,000
ALZHEIMER'S SAN DIEGO 6632 CONVOY CT SAN DIEGO, CA 92111			ALZHEIMERS SUPPORT	25,000
BANCROFT1255 CALDWELL RD CHERRY HILL, NJ 08034			GENERAL SUPPORT	5,000
<b>Total . . . . . ▶ 3a</b>				907,660



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
BONNIE BRAE SCHOOL 3415 VALLEY ROAD PO BOX 825 LIBERTY CORNER, NJ 07920			GENERAL SUPPORT	2,600
BOYS & GIRLS CLUB SD 3800 MYKONOS LN SAN DIEGO, CA 92130			GENERAL SUPPORT	5,000
BUCKNELL UNIVERSITY 301 MARKET ST SUITE 2 LEWISBURG, PA 17837			GENERAL UNIVERSITY FUNDING SUPPORT	100,000
<b>Total . . . . . ▶ 3a</b>				907,660

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CAMPERDOWN ACADEMY 501 HOWELL RD GREENVILLE, SC 29615			DYSLEXIA IN CHILDREN	17,500
CANCER SOCIETY OF GREENVILLE COUNTY 113 MILLS AVE GREENVILLE, SC 29605			CANCER SUPPORT RESEARCH	3,500
CHILDREN'S HOSPITAL SAN DIEGO 3020 CHILDRENS WAY SAN DIEGO, CA 92123			PEDIATRIC HEALTH CENTER	10,000
<b>Total . . . . . ▶ 3a</b>				907,660

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
CHRIST CHURCH EPISCOPAL 10 N CHURCH ST GREENVILLE, SC 29601			GENERAL SUPPORT	5,000
CHRIST CHURCH EPISCOPAL SCHOOL 245 CAVALIER DR GREENVILLE, SC 29607			UNDERGRADUATE EDUCATIONAL FUNDING	155,000
COLBY SAWYER COLLEGE 541 MAIN STREET NEW LONDON, NH 03257			GENERAL SUPPORT	25,000
<b>Total . . . . . ▶ 3a</b>				907,660

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
COMMUNITY FOUNDATION OF GREENVILLE 60 E WASHINGTON ST SUITE A GREENVILLE, SC 29601			SUPPORT GREENVILLE COMMUNITY	2,500
COMMUNITY PARTNERSHIP SCHOOL 1936 N JUDSON ST PHILADELPHIA, PA 19121			INDEPENDENT ELEMENTARY SCHOOL	160,110
COMPUTER TO SD KIDS 8324 MIRAMAR MALL SAN DIEGO, CA 92121			COMPUTERS FOR UNDERPRIVILEGED CHILDREN	15,000
<b>Total . . . . . ▶ 3a</b>				907,660

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE HANOVER, NH 03755			EDUCATIONAL SUPPORT	10,000
FAIRFIELD UNIVERSITY 1073 N BENSON RD FAIRFIELD, CT 06824			GENERAL UNIVERSITY FUNDING SUPPORT	5,000
FAIRFIELD VARSITY ATHLETICS 1073 N BENSON RD FAIRFIELD, CT 06824			GENERAL SUPPORT	5,000
<b>Total . . . . . ▶ 3a</b>				907,660

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
FURMAN UNIVERSITY 3300 POINSETT HWY GREENVILLE, SC 29613			EDUCATIONAL SUPPORT	7,500
HIGHLAND HISTORICAL SOCIETY 7001 SHEAFF LN FORT WASHINGTON, PA 19034			PRESERVATION OF HISTORICAL SITES	1,000
INDEPENDENCE SEAPORT MUSEUM 211 S COLUMBUS BLVD PHILADELPHIA, PA 19106			GENERAL SUPPORT	10,000
<b>Total . . . . . ▶ 3a</b>				907,660

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
JASMINE ROADPO BOX 25452 GREENVILLE, SC 29616			GENERAL SUPPORT	2,500
KANAWHA VALLEY FELLOWSHIP HOME 1121 VIRGINIA ST E CHARLESTON, WV 25301			GENERAL SUPPORT	10,000
LA JOLLA COUNTRY DAY 9490 GENESEE AVE LA JOLLA, CA 92037			COLLEGE PREP TO DEVELOP SCHOLARS	12,000
<b>Total . . . . . ▶ 3a</b>				907,660

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
LA JOLLA PLAYHOUSE 2910 LA JOLLA VILLAGE DR LA JOLLA, CA 92037			SUPPORT INNOVATIVE COMPELLING THEATER	5,000
MAIN LINE ANIMAL RESCUE 1149 PIKE SPRINGS ROAD PHOENIXVILLE, PA 19460			GENERAL SUPPORT	2,500
MIRACLE BABIES8745 AERO DR 111 SAN DIEGO, CA 92123			GENERAL SUPPORT	26,000
<b>Total . . . . . ▶ 3a</b>				907,660



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
MORRISTOWN BEARD SCHOOL 70 WHIPPANY RD MORRISTOWN, NJ 07960			EDUCATIONAL SUPPORT	25,000
NATIONAL CONSTITUTION CENTER 525 ARCH ST PHILADELPHIA, PA 19106			GENERAL SUPPORT	2,500
OPERATION MEND 924 WESTWOOD BLVD SUITE 400 LOS ANGELES, CA 90095			GENERAL SUPPORT	5,000
<b>Total . . . . . ▶ 3a</b>				907,660

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
PRESERVING THE LOVE 125 SOUTH 9TH ST SUITE 600 PHILADELPHIA, PA 19107			GENERAL SUPPORT	1,200
ROLLINS COLLEGE1000 HOLT AVE WINTER PARK, FL 32789			EDUCATIONAL SUPPORT	7,500
SCRIPPS HEALTH FOUNDATION 4275 CAMPUS POINT CT SAN DIEGO, CA 92121			CARIOVASCULAR TREATMENT	37,500
<b>Total . . . . . ▶ 3a</b>				907,660

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SNAP1600 PACIFIC HWY SAN DIEGO, CA 92101			SOLUTION FOR PET OVER POPULATION	15,000
ST ANDREWS PRIORY 224 QUEEN EMMA SQUARE HONOLULU, HI 96813			SUPPORT OF ALL GIRLS EDUCATION	25,000
ST THOMAS'S CHURCHPO BOX 247 FORT WASHINGTON, PA 19034			SUPPORT THE CHURCH	10,000
<b>Total . . . . . ▶ 3a</b>				907,660

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
THE COMMUNITY SCHOOL PO BOX 2118 SUN VALLEY, ID 83353			EDUCATIONAL FUNDING	3,000
UNIVERSITY OF DENVER 2199 S UNIVERSITY BLVD DENVER, CO 80208			SUPPORT THE ANNUAL FUND	25,000
WEST VIRGINIA UNIVERSITY PO BOX 1650 MORGANTOWN, WV 26507			SUPPORT WV UNIVERSITY	5,000
<b>Total . . . . . ▶ 3a</b>				907,660

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
WSCGA JUNIOR GOLF FOUNDATION PO BOX 291869 COLUMBIA, SC 29229			GENERAL SUPPORT	2,500
YMCA OF GREENVILLE 721 CLEVELAND ST GREENVILLE, SC 29601			SUPPORT YOUNG MEN'S HEALTH & ATHLETE	2,500
CORNERSTONE FAMILY PROGRAMS 80 WASHINGTON ST MORRISTOWN, NJ 07960			SUPPORT SOCIAL SERVICE ORGANIZATION	13,000
<b>Total . . . . . ▶ 3a</b>				907,660

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
FIRST TEE OF UPSTATE 1168 N PLEASANTBURG GREENVILLE, SC 29607			GENERAL SUPPORT	2,500
HPCWRV507 1ST AVE N KETCHUM, ID 83340			GENERAL SUPPORT	2,500
LEWISBURG CEMETARY PO BOX 271201 S 7TH ST LEWISBURG, PA 17837			GENERAL SUPPORT	250
<b>Total . . . . . ▶ 3a</b>				907,660

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ST MARY'S EPISCOPAL CHURCH 104 LOUELLA AVE WAYNE, PA 19087			GENERAL SUPPORT	1,000
THE PECK SCHOOL247 SOUTH ST MORRISTOWN, NJ 07960			EDUCATIONAL SUPPORT	10,000
<b>Total . . . . . ▶ 3a</b>				907,660

**TY 2018 Investments Corporate Stock Schedule**

**Name:** WITHINGTON FOUNDATION INC  
C/O ANDREW K ROOKE  
**EIN:** 22-3291812

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M COMPANY	38,265	95,270
AAPL - APPLE INC COM STK	62,064	315,480
ABT - ABBOTT LAB COM	10,543	18,083
AIR PRODUCTS & CHEM	36,569	80,025
ALLERGAN PLC	72,000	66,830
ALPHABET INC SHS CL A	54,938	156,744
ALPHABET INC SHS CL C	54,762	155,342
AMAZON COM INC AMZN	83,492	150,197
AMER EXPRESS COMPANY	27,950	47,660
ANADARKO PETE CORP	69,588	43,840
AT&T INC	31,621	28,540
BAXTER INTERNTL INC	14,513	32,910
BECTON DICKINSON CO	41,641	112,660
BERKSHIRE HATHAWAYINC	35,937	102,090
BLACK HILLS CORP	13,490	31,390
BOEING COMPANY	25,921	129,000
BRANDYWNE RLTY T SBI NEW	26,651	25,740
BRISTOL-MYERS SQUIBB CO	17,763	25,990
CANADIAN PACIFIC RAILWAY	60,991	71,048
CATERPILLAR INC DEL	27,404	63,535
CELG - CELGENE CORP COM	33,858	64,090
CHEVRON CORP	44,072	65,274
CITIGROUP INC COM NEW	33,589	46,854
COCA COLA COM	30,607	56,820
COGNIZANT TECH SOLUTNS A	6,213	31,740
COLGATE PALMOLIVE	31,900	59,520
COMCAST CORP NEW CL A	40,850	51,075
CONSOLIDATED EDISON INC	20,400	38,230
CORNING INC - GLW	26,866	30,210
DISNEY (WALT) CO COM STK	14,010	54,825



Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DUKE ENERGY CORP NEW	40,263	43,150
DUPONT E I DE NEMOURS	18,795	34,281
EASTMAN CHEMICAL CO COM	39,023	36,555
ELI LILLY & CO	37,442	63,646
EOG RESOURCES INC	25,518	26,163
EVERSOURCE ENERGY COM	15,010	32,520
EXXON MOBIL CORP COM	38,080	68,190
FACEBOOK INC	135,128	131,090
FACTSET RESH SYS INC	30,255	100,065
FEDEX CORP DELAWARE COM	43,801	80,665
FIRST TR EXCHANGE TRADED	165,400	285,817
GENL DYNAMICS CORP COM	27,462	31,442
HDFC BANK LTD ADR	31,596	51,795
HEALTH CARE SELECT SPDR	60,917	86,510
HERSHEY COMPANY	53,342	85,744
HOME DEPOT INC	46,536	128,865
HONEYWELL INTL INC DEL	11,181	66,060
INGERSOLL-RAND PLC	40,069	91,230
INTL BUSINESS MACHINES	53,916	56,835
INTL PAPER CO	105,597	121,080
INTUIT INC COM	27,260	49,213
ISHARES CORE U.S.	111,647	106,490
ISHARES MSCI EAFE	109,062	94,048
ISHARES MSCI EMERGING	61,880	58,590
ISHARES MSCI INDIA	40,380	40,008
ISHARES NASDAQ BIOTECH	53,788	202,503
ISHARES TIPS	229,612	219,020
JPMORGAN CHASE & CO	43,443	97,620
KELLOGG CO	31,012	28,505
KHC - KRAFT HEINZ CO COM	37,964	21,520

## Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
L-3 COMMNCTNS HLDGS	56,760	86,830
LAM RESEARCH CORP COM	72,597	136,170
MCDONALDS CORP COM	30,415	88,785
MCKESSON CORPORATION COM	29,428	66,282
MICROSOFT CORP	20,760	40,628
MIMEDX GROUP INC - ML 4492	46,913	8,538
MRI INTERVENTIONS INC	61,110	3,140
NESTLE S A REP RG SH ADR	39,880	80,960
NORFOLK SOUTHERN CORP	38,155	74,770
ORACLE CORP \$0.01 DEL	36,454	56,438
OWENS CORNING INC	50,219	32,985
PEAPACK-GLADSTONE F CORP	25,806	25,180
PEPSICO INC	52,983	77,336
PPL CORPORATION	30,628	53,827
PROCTER & GAMBLE CO	32,060	91,920
ROBO GLOBAL ROBOTICS ROBO	126,721	139,965
ROCHE HLDG LTD SPN ADR	24,615	31,080
SALESFORCE COM INC	34,299	68,485
SCHLUMBERGER LTD	72,506	36,080
SIEMENS AG ADR	77,062	78,512
SIMON PROPERTY GROUP DEL	30,669	104,322
SPDR GOLD TRUST	177,318	181,875
SPDR INDEX SHS FDS	72,425	74,725
SPDR S P BIOTECH	46,091	107,625
STANLEY BLACK & DECKER	29,870	59,870
STRYKER CORP	44,917	109,725
TALLGRASS ENERGY GP CL A - ML 4493	18,682	23,512
TELUS CORP COM	28,454	33,140
UBS E-TRACS ALERIAN MLP	77,824	59,310
UGI CORP NEW	16,300	53,350

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNILEVER PLC NEW - UL	58,227	62,700
UNION PACIFIC CORP	32,111	138,230
UNITED HEALTH GROUP INC UNH	84,692	124,560
UNITED PARCEL SVC CL B	104,315	124,351
UNITED TECHS CORP COM	20,200	53,240
URBAN EDGE PROPERTIES	47,647	33,240
VANGUARD INFORMATION	117,165	166,830
VANGUARD TOTAL BOND MKT	410,824	396,050
VERIZON COMMUNICATNS COM	35,414	56,220
VISA INC CL A SHRS	54,612	92,358
VODAFONE GROUP PLC SHS	30,117	19,280
WAL-MART STORES INC	45,089	69,863
XYLEM INC SHS	47,028	66,720
AMERICAN WTR WKS CO INC	79,904	90,770
AQUA AMERICA INC	34,560	34,190
JOHNSON AND JOHNSON COM	0	129,050
JOHNSON CONTROLS INTER	30,389	23,720
ISHARES TR RUSSELL 2000	248,228	200,850
ISHARES MSCI JAPAN ETF	30,380	25,345
JPMORGAN ALERIAN MLP	112,196	89,280
SPDR BLMBRG BARCLAYS	51,250	46,790
TARGA RESOURCES CORP - ML 4493	21,775	14,984
WILLIAMS COMPANIES DEL - ML 4493	30,184	22,667
ALPS ALERIAN MLP ETF - ML 4493	5,236	4,688
ENERGY SELECT SECTOR SPDR - JPM 9002	133,222	99,273
FIDELITY 500 INDEX FD-AL - JPM 9002	2,069,437	1,860,515
FINANCIAL SELECT SECTOR SPDR	122,992	102,188
HEALTH CARE SELECT SECTOR - JPM 9002	270,571	276,140
ISHARES EDGE MSCI USA VALUE - JPM 9002	174,284	149,857
ISHARES CORE DIVIDEND GROWTH - JPM 9002	285,667	269,621

**Investments Corporation Stock Schedule**

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
VANGUARD INFO TECH ETF - JPM 9002	405,110	376,368
ISHARES CORE S&P SMALL-CAP ETF - JPM 9002	129,649	101,277
FIDELITY INTERNATIONAL INDEX FUND - JPM 9002	1,727,698	1,471,780
JPMORGAN BETABUILDERS CANADA ETF - JPM 9002	229,361	212,013
JPMORGAN BETABUILDERS EUROPE - ETF - JPM 9002	163,147	159,880
JPMORGAN BETABUILDERS JAPAN - ETF - JPM 9002	55,221	52,462
ISHARES EDGE MSCI MIN VOL - JPM 9002	102,600	104,365

**TY 2018 Other Assets Schedule****Name:** WITHINGTON FOUNDATION INC

C/O ANDREW K ROOKE

**EIN:** 22-3291812**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FSP ENERGY TOWER I CORP	79,932	79,932	79,932
HUFF ENERGY FUND	1,615,274	1,503,236	1,503,236
CARDIO VASCULAR INC	479,700	479,700	479,700
MRI INVERVENTIONS	340,411	340,411	340,411
MLP INVESTMENTS	271,953	199,246	199,246
CURTIS INVESTORS	1,285,819	1,079,597	1,079,597
DUE FROM NB CROSSROADS	14,117	0	0
MRI INVERVENTIONS	1	1	1

**TY 2018 Other Decreases Schedule****Name:** WITHINGTON FOUNDATION INC

C/O ANDREW K ROOKE

**EIN:** 22-3291812

Description	Amount
BOOK TAX DIFFERENCE	1,401

**TY 2018 Other Expenses Schedule**

**Name:** WITHINGTON FOUNDATION INC  
C/O ANDREW K ROOKE

**EIN:** 22-3291812

**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
N/D EXPENSES FROM K-1'S	65	65		0
EXPENSES FROM K-1'S	77,885	77,885		0
OTHER FEES	287	287		0

**TY 2018 Other Income Schedule****Name:** WITHINGTON FOUNDATION INC

C/O ANDREW K ROOKE

**EIN:** 22-3291812**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
1231 INCOME FROM K-1'S	101	101	101
OTHER INCOME FROM K-1'S	18,861	18,861	18,861
ORDINARY GAIN FROM PTP SALES	113,175	113,175	113,175
OTHER INCOME	4,810	4,810	4,810
ORDINARY INCOME/(LOSS) FROM K-1	-66,422	-66,422	-66,422
NET RENTAL REAL ESTATE INCOME/(LOSS) FROM K-1'S	-206,297	-206,297	-206,297



**TY 2018 Other Professional Fees Schedule**

**Name:** WITHINGTON FOUNDATION INC  
C/O ANDREW K ROOKE

**EIN:** 22-3291812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO MANAGEMENT FEES	126,012	126,012		0
LEGAL FEES	171	171		0
ACCOUNTING FEES	31,834	31,834		0

**TY 2018 Taxes Schedule**

**Name:** WITHINGTON FOUNDATION INC  
C/O ANDREW K ROOKE

**EIN:** 22-3291812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	2,653	2,653		0
FOREIGN TAXES PAID FROM K-1'S	8	8		0
EXCISE TAX	2,634	0		0