

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

Name of foundation THE LESLIE MILLER AND RICHARD WORLEY FOUNDATION		A Employer identification number 23-7862650	
Number and street (or P.O. box number if mail is not delivered to street address) 1111 BARBERRY ROAD		Room/suite	B Telephone number (see instructions) (610) 525-3778
City or town, state or province, country, and ZIP or foreign postal code BRYN MAWR, PA 19010		C If exemption application is pending, check here ▶ ☐	
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here..... ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ... ▶ ☐	
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 27,332,158		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	191,980	191,980		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	4,834,094			
	b Gross sales price for all assets on line 6a 6,902,394				
	7 Capital gain net income (from Part IV, line 2) . . .		4,834,094		
	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)				
	12 Total. Add lines 1 through 11	5,026,074	5,026,074		
	13 Compensation of officers, directors, trustees, etc.	0	0		0
	14 Other employee salaries and wages	34,250	0		0
	15 Pension plans, employee benefits	339	0		0
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	12,124	8,250		0
	c Other professional fees (attach schedule)	600	0		0
	17 Interest	3,815	3,815		0
	18 Taxes (attach schedule) (see instructions) . . .	73,793	770		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	57,186	0		0
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	108,652	108,207		0
	24 Total operating and administrative expenses. Add lines 13 through 23	290,759	121,042		0
	25 Contributions, gifts, grants paid	5,604,274			5,604,274
	26 Total expenses and disbursements. Add lines 24 and 25	5,895,033	121,042		5,604,274
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-868,959			
	b Net investment income (if negative, enter -0-)		4,905,032		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	259,558	-30,539	-30,539
	3 Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	108,083	20,106	20,106
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	9,912,967	7,729,907	19,311,964
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,854,831	4,168,546	6,018,856
	14 Land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	2,906,646	2,011,771	2,011,771	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	16,042,085	13,899,791	27,332,158	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	930,000		
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)	300,000	0	
	23 Total liabilities (add lines 17 through 22)	1,230,000	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	4,700,424	4,700,424	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	10,111,661	9,199,367	
	30 Total net assets or fund balances (see instructions)	14,812,085	13,899,791	
31 Total liabilities and net assets/fund balances (see instructions) .	16,042,085	13,899,791		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	14,812,085
2 Enter amount from Part I, line 27a	2	-868,959
3 Other increases not included in line 2 (itemize) ▶ _____	3	1,548
4 Add lines 1, 2, and 3	4	13,944,674
5 Decreases not included in line 2 (itemize) ▶ _____	5	44,883
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	13,899,791

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Additional Data Table			
b			
c			
d			
e			

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	4,834,094
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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



Yes



No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	5,260,761	30,348,894	0.173343
2016	4,552,598	29,863,373	0.152448
2015	3,434,449	32,731,213	0.104929
2014	3,365,683	29,509,675	0.114054
2013	1,917,791	22,531,043	0.085118

2 Total of line 1, column (d)	2	0.629892
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.125978
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	29,681,850
5 Multiply line 4 by line 3	5	3,739,260
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	49,050
7 Add lines 5 and 6	7	3,788,310
8 Enter qualifying distributions from Part XII, line 4	8	5,604,274

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	49,050
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	49,050
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	49,050
6	Credits/Payments:		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	20,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	110,000
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	130,000
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached.	8	1,443
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	79,507
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax ▶ 79,507 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
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>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0 (2) On foundation managers. ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
7 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>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	Yes	
14	The books are in care of ▶ <u>PERMIT CAPITAL</u> Telephone no. ▶ <u>(610) 941-5038</u>			

Located at ▶ 100 FRONT ST SUITE 900 WEST CONSHOHOCKEN PAZIP+4 ▶ 19428

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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☒ Yes ☐ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b	No
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 2018?	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years ▶ 20____, 20____, 20____, 20____ ☐ Yes ☒ No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b	No

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No	
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	☐ Yes ☒ No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		5b
	Organizations relying on a current notice regarding disaster assistance check here. ► ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	☐ Yes ☒ No	6b
	If "Yes" to 6b, file Form 8870.		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b
8	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?	☐ Yes ☒ No	

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LESLIE A MILLER 1111 BARBERRY ROAD BRYN MAWR, PA 19010	TRUSTEE 0.00	0	0	0
RICHARD B WORLEY 1111 BARBERRY ROAD BRYN MAWR, PA 19010	TRUSTEE 0.00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000. ►				0

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		
Total number of others receiving over \$50,000 for professional services. ►		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities.	1a	24,714,113
b	Average of monthly cash balances.	1b	865,232
c	Fair market value of all other assets (see instructions).	1c	4,554,513
d	Total (add lines 1a, b, and c).	1d	30,133,858
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	30,133,858
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	452,008
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,681,850
6	Minimum investment return. Enter 5% of line 5.	6	1,484,093

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,484,093
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	49,050
b	Income tax for 2018. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	49,050
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,435,043
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,435,043
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,435,043

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	5,604,274
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,604,274
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	49,050
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,555,224

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
1	Distributable amount for 2018 from Part XI, line 7				1,435,043
2	Undistributed income, if any, as of the end of 2018:				
a	Enter amount for 2017 only.			0	
b	Total for prior years: 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2018:				
a	From 2013. 893,061				
b	From 2014. 2,035,327				
c	From 2015. 1,866,285				
d	From 2016. 3,141,901				
e	From 2017. 3,835,314				
f	Total of lines 3a through e.	11,771,888			
4	Qualifying distributions for 2018 from Part XII, line 4: ► \$ 5,604,274				
a	Applied to 2017, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see instructions).		0		
c	Treated as distributions out of corpus (Election required—see instructions).	0			
d	Applied to 2018 distributable amount.				1,435,043
e	Remaining amount distributed out of corpus	4,169,231			
5	Excess distributions carryover applied to 2018. (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6	Enter the net total of each column as indicated below:				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	15,941,119			
b	Prior years' undistributed income. Subtract line 4b from line 2b.		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d	Subtract line 6c from line 6b. Taxable amount—see instructions.		0		
e	Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f	Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019.				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 2013 not applied on line 5 or line 7 (see instructions). . . .	893,061			
9	Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a.	15,048,058			
10	Analysis of line 9:				
a	Excess from 2014. 2,035,327				
b	Excess from 2015. 1,866,285				
c	Excess from 2016. 3,141,901				
d	Excess from 2017. 3,835,314				
e	Excess from 2018. 4,169,231				

Part XIV

1a 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 Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

		Prior 3 years				(e) Total
		(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon:					
a	"Assets" alternative test—enter:					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter:					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

RICHARD B WORLEY

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

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

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

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

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

c Any submission deadlines:

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

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

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

Enter gross amounts unless otherwise indicated.

[illegible]

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

- | | | | | | |
|---------------------------------------|---|----------------------|------|---|--------------------------|
| Paid
Preparer
Use Only | Print/Type preparer's name | Preparer's Signature | Date | Check if self-employed ☐ | PTIN

P01392742 |
| | DAVID J BORTON | | | | |
| | Firm's name ▶ ZWEIG RAMICK & ASSOCIATES | | | | Firm's EIN ▶ 23-1994281 |
| | Firm's address ▶ 3466 PROGRESS DR STE 108
BENSALEM, PA 19020 | | | | Phone no. (215) 645-1311 |

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	220.0637 SHS CITADEL KENSINGTON STRATEGIES FUND LTD	P		
1	PERMIT CAPITAL INTERNATIONAL FUND - K-1	P		
	PERMIT CAPITAL MORGAGE FUND SERIES A-H - K-1	P		
	PERMIT CAPITAL MORGAGE FUND SERIES I - K-1	P		
	PERMIT CAPITAL MORGAGE FUND SERIES J - K-1	P		
	PERMIT CAPITAL MORGAGE FUND SERIES L - K-1	P		
	LIQUIDATION OF PERMIT CAPITAL MORGAGE FUND SERIES A-H	P		
	LIQUIDATION OF PERMIT CAPITAL MORGAGE FUND SERIES I	P		
	6,940 SHS SPDR S&P 500 ETF			
	17,900 SHS SBA COMMUNICATIONS CORP			

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,009,079		649,656	1,359,423
			26,380
			6,123
			9,734
			59,318
			19,447
			-5,793
			-450
1,976,787		1,332,482	644,305
2,916,528		200,921	2,715,607

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			1,359,423
			26,380
			6,123
			9,734
			59,318
			19,447
			-5,793
			-450
			644,305
			2,715,607

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)				
a <i>Paid during the year</i>				
1 LOVE FOR ANIMALSPO BOX 1414 SOUTHEASTERN, PA 19398	NONE	501(C)(3)	GENERAL FUNDS	20,944
THROUGH RUBENSTEIN PROPERTIES FUND III - K-1 2929 ARCH ST PHILADELPHIA, PA 19104	NONE	501(C)(3)	GENERAL FUNDS	30
1000 FRIENDS OF FLORIDA PO BOX 5948 TALLAHASSEE, FL 32314	NONE	501(C)(3)	GENERAL FUNDS	1,000
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
A BROADER WAY FOUNDATION 8 W 126TH STREET 3RD FLOOR NEW YORK, NY 10027	NONE	501(C)(3)	GENERAL FUNDS	1,000
ACADEMY OF MUSIC ONE SOUTH BROAD STREET 14TH FL PHILADELPHIA, PA 19107	NONE	501(C)(3)	GENERAL FUNDS	30,970
ACADEMY OF NATURAL SCIENCES 1900 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103	NONE	501(C)(3)	GENERAL FUNDS	25,000
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
AHAWWPO BOX 120 WEST TISBURY, MA 02575	NONE	501(C)(3)	GENERAL FUNDS	500
AJC GLOBAL JEWISH ADVOCACY PO BOX 6760 PHILADELPHIA, PA 19170	NONE	501(C)(3)	GENERAL FUNDS	2,460
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75231	NONE	501(C)(3)	GENERAL FUNDS	1,000
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
AMERICAN PHILOSOPHICAL SOCIETY 104 SOUTH 5TH STREET PHILADELPHIA, PA 19106	NONE	501(C)(3)	GENERAL FUNDS	21,000
APPLEFORD COMMITTEE 770 MT MORO ROAD VILLANOVA, PA 19085	NONE	501(C)(3)	GENERAL FUNDS	500
ASPCAPO BOX 242987 MONTGOMERY, AL 36117	NONE	501(C)(3)	GENERAL FUNDS	1,000
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
BARNES FOUNDATION 2025 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19130	NONE	501(C)(3)	GENERAL FUNDS	35,000
BARTRAM'S GARDEN 54TH ST LINDBERGH BLVD PHILADELPHIA, PA 19143	NONE	501(C)(3)	GENERAL FUNDS	800
BEARDED LADIES CABARET 230 VINE STREET PHILADELPHIA, PA 19106	NONE	501(C)(3)	GENERAL FUNDS	50,000
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
BEYOND CELIACPO BOX 544 AMBLER, PA 19002	NONE	501(C)(3)	GENERAL FUNDS	1,000
BRIGANCE BRIGADE FOUNDATION 10045 RED RUN BLVD SUITE 130 OWINGS MILLS, MD 21117	NONE	501(C)(3)	GENERAL FUNDS	1,000
BRYN MAWR FILM INSTITUTE 824 W LANCASTER AVENUE BRYN MAWR, PA 19010	NONE	501(C)(3)	GENERAL FUNDS	2,307
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
CENTER CITY DISTRICT FOUNDATION 660 CHECTNUT STREET PHILADELPHIA, PA 19106	NONE	501(C)(3)	GENERAL FUNDS	10,000
COMMITTEE OF SEVENTY 123 SOUTH BROAD SUITE 1800 PHILADELPHIA, PA 19109	NONE	501(C)(3)	GENERAL FUNDS	19,000
CULTURE TRUST GREATER PHILADELPHIA 1315 WALNUT STREET SUITE 320 PHILADELPHIA, PA 19107	NONE	501(C)(3)	GENERAL FUNDS	10,000
Total ► 3a				5,604,274

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)				
a <i>Paid during the year</i>				
CYSTIC FIBROSIS FOUNDATION 4550 MONTGOMERY AVE SUITE 1100N BETHESDA, MD 20814	NONE	501(C)(3)	GENERAL FUNDS	1,000
DEFENDERS OF WILDLIFE 1130 17TH STREET NW WASHINGTON, DC 20036	NONE	501(C)(3)	GENERAL FUNDS	2,500
DELAWARE RIVERKEEPER NETWORK 925 CANAL STREET SUITE 3701 BRISTOL, PA 19007	NONE	501(C)(3)	GENERAL FUNDS	750
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
DREXEL UNIVERSITY 3141 CHESTNUT STREET PHILADELPHIA, PA 19104	NONE	501(C)(3)	GENERAL FUNDS	100,000
DUCOM-IWHL3141 CHESTNUT STREET PHILADELPHIA, PA 19104	NONE	501(C)(3)	GENERAL FUNDS	4,020
ELEPHANT AID INTERNATIONAL PO BOX 283 ATTAPULGUS, GA 39815	NONE	501(C)(3)	GENERAL FUNDS	500
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
ENVIRONMENTAL DEFENSE 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE	501(C)(3)	GENERAL FUNDS	1,500
FAIRMOUNT PARK CONSERVANCY 1617 JFK BOULEVARD SUITE 1670 PHILADELPHIA, PA 19103	NONE	501(C)(3)	GENERAL FUNDS	6,800
FARM SANCTUARYPO BOX 150 WATKINS GLEN, NY 14891	NONE	501(C)(3)	GENERAL FUNDS	1,000
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
FRANCISVALE HOME FOR SMALLER ANIMALS 328 UPPER GULPH RD RADNOR, PA 19087	NONE	501(C)(3)	GENERAL FUNDS	500
FRANKLIN INSTITUTE 222 NORTH 20TH STREET PHILADELPHIA, PA 19103	NONE	501(C)(3)	GENERAL FUNDS	10,000
FREE LIBRARY OF PHILADELPHIA FOUNDATION 1901 VINE STREET SUITE 111 PHILADELPHIA, PA 19103	NONE	501(C)(3)	GENERAL FUNDS	314,300
Total ▶ 3a				5,604,274

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)				
a Paid during the year				
FRIENDS OF HISTORIC FLEMINGTON PO BOX 289 FLEMINGTON, NJ 08822	NONE	501(C)(3)	GENERAL FUNDS	1,000
FRONT RANGE EQUINE RESCUE PO BOX 458 OCALA, FL 34478	NONE	501(C)(3)	GENERAL FUNDS	750
FUND FOR THE SCHOOL DISTRICT OF PHILA 30 SOUTH 17TH STREET 11TH FL PHILADELPHIA, PA 19103	NONE	501(C)(3)	GENERAL FUNDS	1,000
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
GEORGE WASHINGTON'S MOUNT VERNON 3200 MOUNT VERNON MEMORIAL HIGHWAY MOUNT VERNON, VA 22121	NONE	501(C)(3)	GENERAL FUNDS	1,824
GIRLS SCOUTS OF EASTERN PENNSYLVANIA 2633 MORAVIAN AVENUE ALLENTOWN, PA 18103	NONE	501(C)(3)	GENERAL FUNDS	4,940
GLADWYNE FIRE COMPANY 1044 BLACK ROCK ROAD PO BOX 11 GLADWYNE, PA 19035	NONE	501(C)(3)	GENERAL FUNDS	500
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
GLADWYNE FREE LIBRARY 362 RIGHTERS MILL ROAD GLADWYNE, PA 19035	NONE	501(C)(3)	GENERAL FUNDS	1,500
GREATER PHILADELPHIA CULTURAL ALLIANCE 1315 WALNUT STREET SUITE 732 PHILADELPHIA, PA 19107	NONE	501(C)(3)	GENERAL FUNDS	10,000
HOBE SOUND COMMUNITY CHEST PO BOX 511 HOBE SOUND, FL 33475	NONE	501(C)(3)	GENERAL FUNDS	5,000
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
HUMANE SOCIETY OF UNITED STATES 1255 23RD STREET NW SUITE 450 WASHINGTON, DC 20037	NONE	501(C)(3)	GENERAL FUNDS	5,000
JENKINS ARBORETRUM & GARDENS 631 BERWYN BAPTIST ROAD DEVON, PA 19333	NONE	501(C)(3)	GENERAL FUNDS	500
JOHNS HOPKINS CTR FOR INNOVATIVE MEDICINE 3400 N CHARLES STREET BALTIMORE, MD 21218	NONE	501(C)(3)	GENERAL FUNDS	100,000
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
KARITAS FOUNDATION1275 ROSE LANE BERWYN, PA 19312	NONE	501(C)(3)	GENERAL FUNDS	5,000
KIMMEL CENTER FOR THE PERFORMING ARTS 1500 WALNUT STREET FLOOR 17 PHILADELPHIA, PA 19102	NONE	501(C)(3)	GENERAL FUNDS	103,800
LANTERN THEATER COMPANY PO BOX 53428 PHILADELPHIA, PA 19105	NONE	501(C)(3)	GENERAL FUNDS	1,000
Total ▶ 3a				5,604,274

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)				
a Paid during the year				
LAWYER'S COMM FOR CIVIL RIGHTS UNDER LAW 1401 NEW YORK AVENUE NW SUITE 400 WASHINGTON, DC 20005	NONE	501(C)(3)	GENERAL FUNDS	1,000
LEAGUE OF AMERICAN ORCHESTRAS 910 17TH STREET NW SUITE 800 WASHINGTON, DC 20006	NONE	501(C)(3)	GENERAL FUNDS	10,000
LONGWOOD GARDENSPO BOX 501 KENNETH SQUARE, PA 19348	NONE	501(C)(3)	GENERAL FUNDS	2,000
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
MANN CENTER FOR THE PERFORMING ARTS 123 S BROAD STREET SUITE 815 PHILADELPHIA, PA 19109	NONE	501(C)(3)	GENERAL FUNDS	9,600
METROPOLITAN OPERA LINCOLN CENTER NEW YORK, NY 10023	NONE	501(C)(3)	GENERAL FUNDS	5,500
MORRIS ARBORETRUM 100 EAST NORTHWESTERN AVENUE PHILADELPHIA, PA 19118	NONE	501(C)(3)	GENERAL FUNDS	150
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
MOUNT HOLYOKE COLLEGE 50 COLLEGE STREET SOUTH HADLEY, MA 01075	NONE	501(C)(3)	GENERAL FUNDS	60,000
NATIONAL HUMANE EDUCATION SOCIETY 3731 BERRYVILLE PIKE CHARLES TOWN, WV 25414	NONE	501(C)(3)	GENERAL FUNDS	750
NATIONAL PARKS CONSERVATION ASSOCIATION 777 6TH STREET NW SUITE 700 WASHINGTON, DC 20001	NONE	501(C)(3)	GENERAL FUNDS	594
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DRIVE RESTON, VA 20190	NONE	501(C)(3)	GENERAL FUNDS	1,000
NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY 101 SOUTH INDEPENDENCE MALL PHILADELPHIA, PA 19106	NONE	501(C)(3)	GENERAL FUNDS	10,000
NATURAL LANDS TRUST 1031 PALMERS MILL ROAD MEDIA, PA 19063	NONE	501(C)(3)	GENERAL FUNDS	500
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
NATIONAL RESOURCES DEFENSE COUNSEL 40 W 20TH STREET NEW YORK, NY 10011	NONE	501(C)(3)	GENERAL FUNDS	8,000
NEIGHBORHOOD GARDENS TRUST 100 N 20TH STREET 5TH FLOOR PHILADELPHIA, PA 19103	NONE	501(C)(3)	GENERAL FUNDS	1,000
NETWORK FOR ANIMALS USA INC PO BOX 1742 SANIBEL, FL 33957	NONE	501(C)(3)	GENERAL FUNDS	5,000
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
NOAH'S LOST ARK ANIMAL SANCTUARY 8424 BEDELL ROAD BERLIN CENTER, OH 44401	NONE	501(C)(3)	GENERAL FUNDS	500
OPERA COMPANY OF PHILADELPHIA 1420 LOCUST STEET SUITE 210 PHILADELPHIA, PA 19102	NONE	501(C)(3)	GENERAL FUNDS	225,000
ORCHESTRA METROPOLITAN 486 RUE STE-CATHERINE OUEST BUREAU 401 MONTREAL, QUEBEC H3B 1A6 CA	NONE	501(C)(3)	GENERAL FUNDS	5,000
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
PA BREAST CANCER COALITION 2397 QUENTIN RD LEBANON, PA 17042	NONE	501(C)(3)	GENERAL FUNDS	12,825
PCCY222 N 20TH STREETS PHILADELPHIA, PA 19103	NONE	501(C)(3)	GENERAL FUNDS	1,000
PENNSYLVANIA ACADEMY OF FINE ARTS 118-128 N BROAD STREET PHILADELPHIA, PA 19102	NONE	501(C)(3)	GENERAL FUNDS	55,000
Total ▶ 3a				5,604,274

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)				
a Paid during the year				
PENNSYLVANIA BALLET 100 SOUTH BROAD STREET SUITE 2226 PHILADELPHIA, PA 19110	NONE	501(C)(3)	GENERAL FUNDS	105,000
PENNSYLVANIA HORTICULTURAL SOCIETY 100 N 20TH STREET 5TH FLOOR PHILADELPHIA, PA 19103	NONE	501(C)(3)	GENERAL FUNDS	112,250
PENNSYLVANIA INNOCENCE PROJECT 1515 MARKET STREET SUITE 300 PHILADELPHIA, PA 19102	NONE	501(C)(3)	GENERAL FUNDS	2,500
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
PENNSYLVANIAS FOR MODERN COURTS TWO PENN CENTER STE 1140 1500 JOHN F KENNEDY BLVD PHILADELPHIA, PA 19102	NONE	501(C)(3)	GENERAL FUNDS	1,000
PERFORMANCE GARAGE 1515 BRANDWINE ST PHILADELPHIA, PA 19130	NONE	501(C)(3)	GENERAL FUNDS	2,000
PHILADELPHIA BAR FOUNDATION 1101 MARKET STREET 11TH FLOOR PHILADELPHIA, PA 19107	NONE	501(C)(3)	GENERAL FUNDS	1,000
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
PHILADELPHIA ENVIRONMENTAL FILM FESTIVAL 1900 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103	NONE	501(C)(3)	GENERAL FUNDS	3,500
PHILADELPHIA METRO WILDLIFE CENTER 400 EAST DEKALB PIKE KING OF PRUSSIA, PA 19406	NONE	501(C)(3)	GENERAL FUNDS	2,000
PHILADELPHIA MUSEUM OF ART 2600 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19130	NONE	501(C)(3)	GENERAL FUNDS	1,196,000
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
PHILADELPHIA ORCHESTRA ONE SOUTH BROAD STREET 14TH FLOOR PHILADELPHIA, PA 19107	NONE	501(C)(3)	GENERAL FUNDS	1,750,000
PHILADELPHIA ORCHESTRA ASSOCIATION ONE SOUTH BROAD STREET 14TH FL PHILADELPHIA, PA 19107	NONE	501(C)(3)	GENERAL FUNDS	40,660
PHILADELPHIA THEATRE COMPANY 514 S BROAD STREET SUITE 304 PHILADELPHIA, PA 19107	NONE	501(C)(3)	GENERAL FUNDS	2,500
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
PHILLY FIGHTS CANCER 2929 WALNUT STREET PHILADELPHIA, PA 19104	NONE	501(C)(3)	GENERAL FUNDS	10,000
PLANNED PARENTHOOD 123 WILLIAM STREET NEW YORK, NY 10038	NONE	501(C)(3)	GENERAL FUNDS	4,100
PLATT CADDIE SCHOLARSHIP 1974 SPROUL ROAD - SUITE 400 BROOMALL, PA 19008	NONE	501(C)(3)	GENERAL FUNDS	250
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
PLAY ON PHILLYPO BOX 8662 PHILADELPHIA, PA 19101	NONE	501(C)(3)	GENERAL FUNDS	31,800
PROJECT 440 1315 WALNUT STREET SUITE 320 PHILADELPHIA, PA 19107	NONE	501(C)(3)	GENERAL FUNDS	10,000
PROJECT HOME 1515 FAIRMOUNT AVENUE PHILADELPHIA, PA 19130	NONE	501(C)(3)	GENERAL FUNDS	1,750
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
REDWINGS HORSE SANCTUARY 47240 LOCKWOOD-JOLON ROAD PO NBOX 58 LOCKWOOD, CA 93932	NONE	501(C)(3)	GENERAL FUNDS	300
SIERRA CLUB FOUNDATION 2101 WEBSTER ST SUITE 1250 OAKLAND, CA 94612	NONE	501(C)(3)	GENERAL FUNDS	6,000
SPCA INTERNATIONAL 242 WEST 30TH STREET SUITE 1001 NEW YORK, NY 10001	NONE	501(C)(3)	GENERAL FUNDS	750
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
ST CHRISTOPHER'S CHURCH 226 RIGHTERS MILL ROAD GLADWYNE, PA 19035	NONE	501(C)(3)	GENERAL FUNDS	35,000
T&E CAREPO BOX 2111 SOUTHEASTERN, PA 19399	NONE	501(C)(3)	GENERAL FUNDS	500
TEMPLE LAW SCHOOL 1852 N 10TH STREET PHILADELPHIA, PA 19122	NONE	501(C)(3)	GENERAL FUNDS	50,000
Total ► 3a				5,604,274

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)				
a <i>Paid during the year</i>				
THE COLONIAL WILLIAMSBURG FOUNDATION PO BOX 1776 WILLIAMSBURG, VA 23187	NONE	501(C)(3)	GENERAL FUNDS	301,000
THE DUNBAR CENTER 12100 SE LANTANA AVE HOBE SOUND, FL 33455	NONE	501(C)(3)	GENERAL FUNDS	1,000
THE GUARDIANS OF MARTIN COUNTY INC PO BOX 1489 HOBE SOUND, FL 33475	NONE	501(C)(3)	GENERAL FUNDS	500
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
THE LENFEST INSTITUTE FOR JOURNALISM 801 MARKET STREET SUITE 300 PHILADELPHIA, PA 19107	NONE	501(C)(3)	GENERAL FUNDS	100,000
THE SCHUYLKILL CENTER 8480 HAGYS MILL ROAD PHILADELPHIA, PA 19128	NONE	501(C)(3)	GENERAL FUNDS	3,000
THE SPEAKER'S HOUSEPO BOX 26686 TRAPPE, PA 19426	NONE	501(C)(3)	GENERAL FUNDS	500
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
THORNWILLOW INSTITUTE 25 SPRING STREET NEWBURG, NY 12550	NONE	501(C)(3)	GENERAL FUNDS	7,500
TROUT UNLIMITED 394 MERRIMON AVENUE ASHEVILLE, NC 28801	NONE	501(C)(3)	GENERAL FUNDS	500
TRUSTEES OF UNIVERSITY OF PENNSYLVANIA 2929 WALNUT STREET SUITE 300 PHILADELPHIA, PA 19104	NONE	501(C)(3)	GENERAL FUNDS	300,000
Total ► 3a				5,604,274

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)				
a <i>Paid during the year</i>				
TWO RIVER THETER COMPANY 21 BRIDGE AVENUE RED BANK, NJ 07701	NONE	501(C)(3)	GENERAL FUNDS	115,000
UNITED WAY OF GREATER PHILADELPHIA 1709 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103	NONE	501(C)(3)	GENERAL FUNDS	25,000
WHYY150 NORTH SIXTH STREET PHILADELPHIA, PA 19106	NONE	501(C)(3)	GENERAL FUNDS	19,000
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
WILDERNESS SOCIETY 1615 M STREET NW WASHINGTON, DC 20036	NONE	501(C)(3)	GENERAL FUNDS	500
WILLIAMS COLLEGE75 PARK STREET WILLIAMSTOWN, MA 01267	NONE	501(C)(3)	GENERAL FUNDS	10,000
WILMA THEATER 265 SOUTH BROAD STREET PHILADELPHIA, PA 19107	NONE	501(C)(3)	GENERAL FUNDS	5,000
Total ▶ 3a				5,604,274

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)				
a <i>Paid during the year</i>				
WOMEN'S LAW PROJECT 125 SOUTH 9TH STREET SUITE 300 PHILADELPHIA, PA 19107	NONE	501(C)(3)	GENERAL FUNDS	3,500
WOODMERE ART MUSEUM 9201 GERMANTOWN AVENUE PHILADELPHIA, PA 19118	NONE	501(C)(3)	GENERAL FUNDS	9,800
Total ▶ 3a				5,604,274

TY 2018 Accounting Fees Schedule

Name: THE LESLIE MILLER AND RICHARD WORLEY
FOUNDATION

EIN: 23-7862650

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL SERVICE PROVIDER	3,874	0		0
TAX RETURN PREPARATION	8,250	8,250		0

TY 2018 Investments Corporate Stock Schedule

Name: THE LESLIE MILLER AND RICHARD WORLEY
FOUNDATION

EIN: 23-7862650

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CITADEL KENSINGTON GLOBAL STRATEGIES FUND, LTD.	4,072,430	12,594,103
SBA COMMUNICATIONS	6,815	1,918,397
SPDR S&P 500 ETF TRUST	3,650,662	4,799,464

TY 2018 Investments - Other Schedule

Name: THE LESLIE MILLER AND RICHARD WORLEY
FOUNDATION

EIN: 23-7862650

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DYAL III OFFSHORE INVESTORS	AT COST	322,448	566,511
LIBERTY PERMIT ENERGY INFRASTRUCTURE FUND (CAYMAN) LP	AT COST	328,976	903,357
LLCP I SLP, LP	AT COST	1,040,486	1,875,086
NATURAL RESOURCE DEVELOPMENT	AT COST	300,000	300,000
PERMIT CAPITAL INT'L FUND, LP	AT COST	250,379	286,893
PERMIT CAPITAL MORTGAGE FUND, LP SERIES J	AT COST	5,271	7,839
PERMIT CAPITAL MORTGAGE FUND, LP SERIES L	AT COST	3,905	8,738
RUBENSTEIN PROPERTIES FUND III, LP	AT COST	1,591,324	1,746,231
LL CAPITAL PARTNERS II PARALLEL, LP	AT COST	325,757	324,201

TY 2018 Other Assets Schedule

Name: THE LESLIE MILLER AND RICHARD WORLEY
FOUNDATION

EIN: 23-7862650

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DUE FROM CITADEL KENSINGTON GLOBAL STRATEGIES FUND, LTD.	2,904,396	2,009,079	2,009,079
DUE FROM DYAL III OFFSHORE INVESTORS	2,250	2,692	2,692

TY 2018 Other Decreases Schedule

Name: THE LESLIE MILLER AND RICHARD WORLEY
FOUNDATION

EIN: 23-7862650

Description	Amount
NONDEDUCTIBLE PASSTHROUGH EXPENSES FROM K-1S	222
UBTI REPORTED ON FORM 990-T	44,661

TY 2018 Other Expenses Schedule

Name: THE LESLIE MILLER AND RICHARD WORLEY
FOUNDATION

EIN: 23-7862650

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO DEDUCTIONS - K-1'S	95,237	95,237		0
OFFICE SUPPLIES	445	0		0
PERMIT CAPITAL INTERNATIONAL FUND - K-1	379	379		0
RUBENSTEIN PROPERTIES FUND III - K-1	12,591	12,591		0

TY 2018 Other Increases Schedule

Name: THE LESLIE MILLER AND RICHARD WORLEY
FOUNDATION

EIN: 23-7862650

Description	Amount
UNCLEARED CHECKS FROM PRIOR YEARS	1,548

TY 2018 Other Liabilities Schedule

Name: THE LESLIE MILLER AND RICHARD WORLEY
FOUNDATION

EIN: 23-7862650

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO RUBENSTEIN PROPERTIES FUND III, LP	300,000	0

TY 2018 Other Professional Fees Schedule

Name: THE LESLIE MILLER AND RICHARD WORLEY
FOUNDATION

EIN: 23-7862650

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BENEFIT PROVIDER	600	0		0

**TY 2018 Other Receivables
from Officers Schedule**

Name: THE LESLIE MILLER AND RICHARD WORLEY
FOUNDATION

EIN: 23-7862650

Travel Advance to Officers:

Item No.	1
Borrower's Name	LESLIE MILLER RICHARD WORLEY TRUSTE
Borrower's Title	TRUSTEES
Original Amount of Loan	0
Balance Due	20106
Date of Note	
Maturity Date	
Repayment Terms	
Interest Rate	0.000000000000
Security Provided by Borrower	
Purpose of Loan	NON-DEDUCTIBLE PERSONAL PORTION OF CHARITABLE DONATIONS
Description of Lender Consideration	
Consideration FMV	20106

TY 2018 Taxes Schedule

Name: THE LESLIE MILLER AND RICHARD WORLEY
FOUNDATION

EIN: 23-7862650

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL 990-PF EXCISE TAX	70,120	0		0
FOREIGN TAXES - K-1'S	770	770		0
PAYROLL TAXES	2,903	0		0