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Form **990-PF**

EXTENDED TO MAY 15, 2020

## Return of Private Foundation

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

Department of the Treasury  
Internal Revenue Service

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

OMB No 1545-0052

**2018**

Open to Public Inspection

For calendar year 2018 or tax year beginning **JUL 1, 2018**, and ending **JUN 30, 2019**

Name of foundation

A Employer identification number

**THE ALLERTON FOUNDATION, INC.****23-3035225**

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

**C/O VERITABLE LP 6022 WEST CHESTER PIKE**

B Telephone number

**610-640-6615**

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

**NEWTOWN SQUARE, PA 19073**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 changeD 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 foundationE 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

J Accounting method:

☐ Cash☒ Accrual

(from Part II, col (c), line 16)

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

\$ **66,973,672.** (Part I, column (d) must be on cash basis.)

**Part III** Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and  
expenses per books(b) Net investment  
income(c) Adjusted net  
income(d) Disbursements  
for charitable purposes  
(cash basis only)

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch B3 Interest on savings and temporary  
cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all  
assets on line 6a

7 Capital gain net income (from Part IV line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns  
and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative  
expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements

Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative enter -0-)

c Adjusted net income (if negative, enter -0-)

N/A

24,302.

24,302.

996,353.

996,353.

1,534,421.

12,446,261.

1,534,421.

-8,299.

-1,885.

2,546,777.

2,553,191.

35,000.

35,000.

23,555.

11,773.

61,157.

61,157.

45,458.

439.

38,952.

34,645.

204,122.

108,014.

2,033,500.

2,993,500.

2,237,622.

108,014.

3,044,579.

309,155.

2,445,177.

N/A

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823501 12-11-18 LHA For Paperwork Reduction Act Notice, see instructions

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20560408 794445 76130.0

2018.05070 THE ALLERTON FOUNDATION, IN 76130\_01

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| Part II Balance Sheets   |   | Attached schedules and amounts in the description column should be for end-of year amounts only |                |                       |             |
|--|---|---|----------------|-----------------------|-------------|
|  |   | Beginning of year   | End of year    |                       |             |
|  |   | (a) Book Value  | (b) Book Value | (c) Fair Market Value |             |
| Assets   | 1 Cash - non-interest-bearing   | 17,620.   | 16,631.        | 16,631.               |             |
|  | 2 Savings and temporary cash investments  | 1,432,018.  | 1,513,129.     | 1,513,129.            |             |
|  | 3 Accounts receivable   |   |                |                       |             |
|  | Less: allowance for doubtful accounts   |   |                |                       |             |
|  | 4 Pledges receivable  |   |                |                       |             |
|  | Less: allowance for doubtful accounts   |   |                |                       |             |
|  | 5 Grants receivable   |   |                |                       |             |
|  | 6 Receivables due from officers, directors, trustees, and other disqualified persons                  |   |                |                       |             |
|  | 7 Other notes and loans receivable  |   |                |                       |             |
|  | Less: allowance for doubtful accounts   |   |                |                       |             |
|  | 8 Inventories for sale or use   |   |                |                       |             |
|  | 9 Prepaid expenses and deferred charges   |   | 5,000.         | 5,000.                |             |
|  | 10a Investments - U.S. and state government obligations   | STMT 9  | 12,432,911.    | 12,097,913.           | 12,097,913. |
|  | b Investments - corporate stock   | STMT 10   | 24,478,643.    | 27,891,829.           | 27,891,829. |
|  | c Investments - corporate bonds   | STMT 11   | 4,948,707.     | 2,974,675.            | 2,974,675.  |
|  | Liabilities   | 11 Investments - land, buildings, and equipment basis   |                |                       |             |
| Less: accumulated depreciation   |   |   |                |                       |             |
| 12 Investments - mortgage loans  |   |   |                |                       |             |
| 13 Investments - other   |   | STMT 12   | 24,101,372.    | 22,243,018.           | 22,243,018. |
| 14 Land, buildings, and equipment basis  |   |   |                |                       |             |
| Less: accumulated depreciation   |   |   |                |                       |             |
| 15 Other assets (describe)   |   | STATEMENT 13  | 223,858.       | 231,477.              | 231,477.    |
| 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) |   |   | 67,635,129.    | 66,973,672.           | 66,973,672. |
| 17 Accounts payable and accrued expenses   |   |   |                |                       |             |
| 18 Grants payable  |   |   | 2,900,000.     | 1,940,000.            |             |
| Net Assets or Fund Balances  | 19 Deferred revenue   |   |                |                       |             |
|  | 20 Loans from officers, directors, trustees, and other disqualified persons                           |   |                |                       |             |
|  | 21 Mortgages and other notes payable  |   |                |                       |             |
|  | 22 Other liabilities (describe)   | STATEMENT 14  | 490,159.       | 486,274.              |             |
| 23 Total liabilities (add lines 17 through 22)   |   | 3,390,159.  | 2,426,274.     |                       |             |
| Net Assets or Fund Balances  | 24 Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31 | <input checked="" type="checkbox"/>   |                |                       |             |
|  | 25 Unrestricted   |   | 64,244,970.    | 64,547,398.           |             |
|  | 26 Temporarily restricted   |   |                |                       |             |
|  | 26 Permanently restricted   |   |                |                       |             |
|  | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31                  | <input type="checkbox"/>  |                |                       |             |
|  | 27 Capital stock, trust principal, or current funds   |   |                |                       |             |
|  | 28 Paid-in or capital surplus, or land, bldg., and equipment fund                                     |   |                |                       |             |
|  | 29 Retained earnings, accumulated income, endowment, or other funds                                   |   |                |                       |             |
| 30 Total net assets or fund balances   |   | 64,244,970.   | 64,547,398.    |                       |             |
| 31 Total liabilities and net assets/fund balances  |   | 67,635,129.   | 66,973,672.    |                       |             |

## 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 | 64,244,970. |
| 2 Enter amount from Part I, line 27a   | 2 | 309,155.    |
| 3 Other increases not included in line 2 (itemize)   | 3 | 0.          |
| 4 Add lines 1, 2, and 3  | 4 | 64,554,125. |
| 5 Decreases not included in line 2 (itemize) SEE STATEMENT 8   | 5 | 6,727.      |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  | 6 | 64,547,398. |

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

| (a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.) | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|--|--------------------------------------|----------------------------------|
| 1a   |  |                                      |                                  |
| b SEE ATTACHED STATEMENTS  |  |                                      |                                  |
| c  |  |                                      |                                  |
| d  |  |                                      |                                  |
| e  |  |                                      |                                  |

  

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>((e) plus (f) minus (g)) |
|-----------------------|--|---|--|
| a                     |  |   |  |
| b                     |  |   |  |
| c                     |  |   |  |
| d                     |  |   |  |
| e 12,446,261.         |  | 11,110,917.                                     | 1,534,421.                                     |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

| (i) FMV as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any | (l) Gains (Col. (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
|------------------------|--------------------------------------|---|---|
| a                      |                                      |   |   |
| b                      |                                      |   |   |
| c                      |                                      |   |   |
| d                      |                                      |   |   |
| e                      |                                      |   | 1,534,421.  |

2 Capital gain net income or (net capital loss) 2 1,534,421.

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

If gain, also enter in Part I, line 8, column (c).  
If (loss), enter -0- in Part I, line 8

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

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

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

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

☐ Yes ☒ No

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

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col. (c)) |
|--|--|--|--|
| 2017   | 3,752,728.                               | 67,209,890.                                  | .055836  |
| 2016   | 2,855,582.                               | 63,807,600.                                  | .044753  |
| 2015   | 2,994,950.                               | 61,025,679.                                  | .049077  |
| 2014   | 3,734,220.                               | 63,194,649.                                  | .059091  |
| 2013   | 3,688,695.                               | 59,742,806.                                  | .061743  |

  

|  |               |
|--|---------------|
| 2 Total of line 1, column (d)  | 2 .270500     |
| 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 .054100     |
| 4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5   | 4 65,687,194. |
| 5 Multiply line 4 by line 3  | 5 3,553,677.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)   | 6 24,452.     |
| 7 Add lines 5 and 6  | 7 3,578,129.  |
| 8 Enter qualifying distributions from Part XII, line 4   | 8 3,044,579.  |

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 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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|---|--|--------------------------------------|----------------------------------|
| 1a VERITABLE LONG BIASED DOMESTIC FUND LP   |  |                                      |                                  |
| b NORTHWOOD REAL ESTATE PARTNERS TE (AIV ME) FEEDER   |  |                                      |                                  |
| c NORTHWOOD REAL ESTATE PARTNERS TE (AIV PM) FEEDER   |  |                                      |                                  |
| d CENTERBRIDGE CAPITAL PARTNERS LI, LP  |  |                                      |                                  |
| e CCP II AIV II HOLDINGS LP   |  |                                      |                                  |
| f CCP II DEBT ACQUISITION LP  |  |                                      |                                  |
| g CP FALCON AIV HOLDINGS, LP  |  |                                      |                                  |
| h WP REAL ESTATE FUND IV, LP  |  |                                      |                                  |
| i CENTERBRIDGE CAPITAL PARTNERS II (CAYMAN), LP   |  |                                      |                                  |
| j PUBLICLY TRADED SECURITIES  | P  |                                      |                                  |
| k PLEAIDES OFFSHORE   | P  |                                      | 03/31/19                         |
| l VITTORIA OFFSHORE   | P  |                                      | 03/31/19                         |
| m PLEAIDES OFFSHORE   | P  |                                      | 06/30/19                         |
| n VITTORIA OFFSHORE   | P  |                                      | 06/30/19                         |
| o CAPITAL GAINS DIVIDENDS   |  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a                     |  |   | 188,810.                                     |
| b                     |  |   | 367.   |
| c                     |  |   | 68.  |
| d                     |  |   | 10,661.                                      |
| e                     |  |   | 602.   |
| f                     |  |   | -329.  |
| g                     |  |   | 398.   |
| h                     |  |   | 4,029.                                       |
| i                     |  |   | -5,529.                                      |
| j 10,447,174.         |  | 10,369,903.                                     | 77,271.                                      |
| k 450,000.            |  | 266,100.  | 183,900.                                     |
| l 500,000.            |  | 107,819.  | 392,181.                                     |
| m 450,000.            |  | 261,769.  | 188,231.                                     |
| n 500,000.            |  | 105,326.  | 394,674.                                     |
| o 99,087.             |  |   | 99,087.                                      |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a                         |                                      |   | 188,810.  |
| b                         |                                      |   | 367.  |
| c                         |                                      |   | 68.   |
| d                         |                                      |   | 10,661.   |
| e                         |                                      |   | 602.  |
| f                         |                                      |   | -329.   |
| g                         |                                      |   | 398.  |
| h                         |                                      |   | 4,029.  |
| i                         |                                      |   | -5,529.   |
| j                         |                                      |   | 77,271.   |
| k                         |                                      |   | 183,900.  |
| l                         |                                      |   | 392,181.  |
| m                         |                                      |   | 188,231.  |
| n                         |                                      |   | 394,674.  |
| o                         |                                      |   | 99,087.   |

|  |   |            |
|--|---|------------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }  | 2 | 1,534,421. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c)<br>If (loss), enter "-0-" in Part I, line 8 } | 3 | N/A        |

**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 <input type="checkbox"/> and enter "N/A" on line 1<br>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 <input type="checkbox"/> and enter 1% of Part I, line 27b   |    | 1       | 48,904. |
| 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       | 48,904. |
| 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       | 48,904. |
| 6 Credits/Payments  |    |         |         |
| a 2018 estimated tax payments and 2017 overpayment credited to 2018   | 6a | 33,628. |         |
| b Exempt foreign organizations - tax withheld at source   | 6b | 0.      |         |
| c Tax paid with application for extension of time to file (Form 8868)   | 6c | 20,000. |         |
| d Backup withholding erroneously withheld   | 6d | 0.      |         |
| 7 Total credits and payments Add lines 6a through 6d  | 7  | 53,628. |         |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached   | 8  | 373.    |         |
| 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 | 4,351.  |         |
| 11 Enter the amount of line 10 to be Credited to 2019 estimated tax <input type="checkbox"/> 4,351. Refunded <input type="checkbox"/> 0.  | 11 |         |         |

**Part VII-A Statements Regarding Activities**

|  | Yes | No |
|--|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?  |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |     | X  |
| c Did the foundation file Form 1120-POL for this year?   |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.   |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.   |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities   |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes   |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?   |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?   |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T   |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?         | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV  | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered. See instructions <input type="checkbox"/> PA   |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation  | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV  |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses  |     | X  |

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

|   | Yes | No |
|---|-----|----|
| 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.  |     | X  |
| 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.   |     | X  |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?  | X   |    |
| Website address <b>N/A</b>  |     |    |
| 14 The books are in care of <b>VERITABLE LP</b> Telephone no. <b>610-640-6615</b><br>Located at <b>6022 WEST CHESTER PIKE, NEWTOWN SQUARE, PA</b> ZIP+4 <b>19073</b>  |     |    |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here <input type="checkbox"/><br>and enter the amount of tax-exempt interest received or accrued during the year <b>15</b> <b>N/A</b>   |     |    |
| 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?<br>See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <b>N/A</b> |     | X  |

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

|   | Yes | No |
|---|-----|----|
| 1a During the year, did the foundation (either directly or indirectly):   |     |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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? (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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <b>N/A</b>  |     |    |
| 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? <b>1b</b>   |     |    |
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years <b>1c</b>   |     | X  |
| 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.) <b>2b</b>   |     |    |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>N/A</b>  |     |    |
| 3a 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 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> |     |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <b>4a</b>  |     | X  |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018? <b>4b</b>   |     | X  |

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

5a During the year, did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A

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

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

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

☐ Yes ☒ 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?

N/A

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(s) 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, and foundation managers and their compensation.**

| (a) Name and address  | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---------------------------------------|
| DIANE L. MYER<br>C/O VERITABLE LP 6022 WEST CHESTER PI<br>NEWTOWN SQUARE, PA 19073      | PRESIDENT & DIRECTOR<br>3.00                              | 0.  | 0.  | 0.                                    |
| MARGUERITE LENFEST<br>C/O VERITABLE LP 6022 WEST CHESTER PI<br>NEWTOWN SQUARE, PA 19073 | TREASURER & DIRECTOR<br>1.00                              | 0.  | 0.  | 0.                                    |
| L. BRUCE MELGARY<br>C/O VERITABLE LP 6022 WEST CHESTER PI<br>NEWTOWN SQUARE, PA 19073   | DIRECTOR, EXEC. DIRECTOR,<br>10.00                        | 35,000.                                   | 0.  | 0.                                    |
|   |   |   |   |                                       |
|   |   |   |   |                                       |

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

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

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

0

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**Part 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 | 41,691,536. |
| b | Average of monthly cash balances   | 1b | 1,065,291.  |
| c | Fair market value of all other assets  | 1c | 23,930,680. |
| d | Total (add lines 1a, b, and c)   | 1d | 66,687,507. |
| 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  | 66,687,507. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)  | 4  | 1,000,313.  |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4       | 5  | 65,687,194. |
| 6 | Minimum investment return. Enter 5% of line 5  | 6  | 3,284,360.  |

**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  | 3,284,360. |
| 2a | Tax on investment income for 2018 from Part VI, line 5   | 2a | 48,904.    |
| b  | Income tax for 2018. (This does not include the tax from Part VI.)                                 | 2b |            |
| c  | Add lines 2a and 2b  | 2c | 48,904.    |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 3,235,456. |
| 4  | Recoveries of amounts treated as qualifying distributions  | 4  | 0.         |
| 5  | Add lines 3 and 4  | 5  | 3,235,456. |
| 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  | 3,235,456. |

**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 | 3,044,579. |
| 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  | 3,044,579. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5  | 0.         |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4  | 6  | 3,044,579. |

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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**Part XIII** Undistributed Income (see instructions)

|  | (a)<br>Corpus | (b)<br>Years prior to 2017 | (c)<br>2017 | (d)<br>2018 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2018 from Part XI, line 7   |               |                            |             | 3,235,456.  |
| 2 Undistributed income, if any, as of the end of 2018  |               |                            |             |             |
| a Enter amount for 2017 only   |               |                            | 422,764.    |             |
| b Total for prior years  |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2018:   |               |                            |             |             |
| a From 2013  |               |                            |             |             |
| b From 2014  |               |                            |             |             |
| c From 2015  |               |                            |             |             |
| d From 2016  |               |                            |             |             |
| e From 2017  |               |                            |             |             |
| f Total of lines 3a through e  | 0.            |                            |             |             |
| 4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 3,044,579.  |               |                            |             |             |
| a Applied to 2017, but not more than line 2a   |               |                            | 422,764.    |             |
| 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   |               |                            |             | 2,621,815.  |
| e Remaining amount distributed out of corpus   | 0.            |                            |             |             |
| 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  | 0.            |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b  |               | 0.                         |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see instructions   |               | 0.                         |             |             |
| e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr   |               |                            | 0.          |             |
| f Undistributed income for 2018. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019   |               |                            |             | 613,641.    |
| 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   | 0.            |                            |             |             |
| 9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a  | 0.            |                            |             |             |
| 10 Analysis of line 9  |               |                            |             |             |
| a Excess from 2014   |               |                            |             |             |
| b Excess from 2015   |               |                            |             |             |
| c Excess from 2016   |               |                            |             |             |
| d Excess from 2017   |               |                            |             |             |
| e Excess from 2018   |               |                            |             |             |

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

1-a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling

**b** Check box to indicate whether the foundation is a private operating foundation described in section

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

| Recipient<br>Name and address (home or business) | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution    | Amount     |
|--|--|--------------------------------------|--|------------|
| <b>a Paid during the year</b>                    |  |                                      |  |            |
| SEE SCHEDULE ATTACHED                            |  | PC                                   | SEE SCHEDULE                           | 2,993,500. |
|  |  |                                      |  |            |
|  |  |                                      |  |            |
|  |  |                                      |  |            |
|  |  |                                      |  |            |
|  |  |                                      |  |            |
| <b>Total</b>                                     |  |                                      | <b>3a</b>                              | 2,993,500. |
| <b>b Approved for future payment</b>             |  |                                      |  |            |
| DREXEL UNIVERSITY                                | NONE   | PC                                   | FOR GENERAL SUPPORT OF<br>ORGANIZATION | 1,940,000. |
|  |  |                                      |  |            |
|  |  |                                      |  |            |
| <b>Total</b>                                     |  |                                      | <b>3b</b>                              | 1,940,000. |



|                  |  |
|------------------|--|
| <b>Part XVII</b> | <b>Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations</b> |
|------------------|--|

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

[illegible]

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

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

**Sign  
Here**

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

Signature of officer or trustee David M. Myers

Date 5/8/2020

President

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

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

EDWARD W. DORAN,  
CPA

Preparer's signature

Date \_\_\_\_\_

Check ☐ self-employed

PTIN

P00841330

Firm's name ► **ISDANER & COMPANY, LLC**

|              |            |
|--------------|------------|
| Firm's EIN ▶ | 23-6410283 |
|--------------|------------|

Firm's address ► THREE BALA PLAZA, SUITE 501 WEST  
BALA CYNWYD, PA 19004-3484

Phone no (610) 668-4200

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

| SOURCE                  | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| PNC BANK, N.A.          | 24,302.                     | 24,302.                         |                               |
| TOTAL TO PART I, LINE 3 | 24,302.                     | 24,302.                         |                               |

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE  | GROSS<br>AMOUNT | CAPITAL<br>GAINS<br>DIVIDENDS | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|---|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| ARCHAEN CAPITAL<br>PARTNERS I, LP                               | 8,768.          | 0.                            | 8,768.                      | 8,768.                            |                               |
| CCP II DEBT<br>ACQUISITION, LP                                  | 2,179.          | 0.                            | 2,179.                      | 2,179.                            |                               |
| CCP II PWD-TFK AIV<br>HOLDINGS                                  | 1,405.          | 0.                            | 1,405.                      | 1,405.                            |                               |
| CENTERBRIDGE<br>CAPITAL PARTNERS<br>II (CAYMAN) LP              | 189.            | 0.                            | 189.                        | 189.                              |                               |
| CENTERBRIDGE<br>CAPITAL PARTNERS<br>LP                          | 91.             | 0.                            | 91.                         | 91.                               |                               |
| GSO CDCG III<br>FEEDER TRUST                                    | 524.            | 0.                            | 524.                        | 524.                              |                               |
| NORTHWOOD REAL<br>ESATE PARTNERS AIV<br>PWP                     | 3.              | 0.                            | 3.                          | 3.                                |                               |
| NORTHWOOD REAL<br>ESTATE PARTNER AIV<br>ME                      | 1.              | 0.                            | 1.                          | 1.                                |                               |
| NORTHWOOD REAL<br>ESTATE PARTNERS TE<br>(AIV 9) FEDDER LP       | 1.              | 0.                            | 1.                          | 1.                                |                               |
| NORTHWOOD REAL<br>ESTATE PARTNERS TE<br>AIV BCP HOTEL           | 49.             | 0.                            | 49.                         | 49.                               |                               |
| NORTHWOOD REAL<br>ESTATE PARTNERS TE<br>LP                      | 9,437.          | 0.                            | 9,437.                      | 9,437.                            |                               |
| PNC BANK, N.A.<br>VERITABLE LONG<br>BIASED DOMESTIC<br>FUND, LP | 1,045,895.      | 99,087.                       | 946,808.                    | 946,808.                          |                               |
|   | 26,665.         | 0.                            | 26,665.                     | 26,665.                           |                               |

|                               |            |         |          |          |
|-------------------------------|------------|---------|----------|----------|
| WP REAL ESTATE<br>FUND IV, LP | 233.       | 0.      | 233.     | 233.     |
| TO PART I, LINE 4             | 1,095,440. | 99,087. | 996,353. | 996,353. |

|             |              |           |   |
|-------------|--------------|-----------|---|
| FORM 990-PF | OTHER INCOME | STATEMENT | 3 |
|-------------|--------------|-----------|---|

| DESCRIPTION                           | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| FROM K-1S - SEE ATTACHED              | -8,299.                     | -1,885.                           |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | -8,299.                     | -1,885.                           |                               |

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | ACCOUNTING FEES | STATEMENT | 4 |
|-------------|-----------------|-----------|---|

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| J. MILLER & ASSOCIATES, LLC  | 13,500.                      | 6,750.                            |                               | 6,750.                        |
| ISDANER & COMPANY, LLC       | 10,055.                      | 5,023.                            |                               | 5,022.                        |
| TO FORM 990-PF, PG 1, LN 16B | 23,555.                      | 11,773.                           |                               | 11,772.                       |

|             |                         |           |   |
|-------------|-------------------------|-----------|---|
| FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT | 5 |
|-------------|-------------------------|-----------|---|

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT MANAGMENT FEES    | 61,157.                      | 61,157.                           |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C | 61,157.                      | 61,157.                           |                               | 0.                            |

| FORM 990-PF                 | TAXES                        |                                   |                               | STATEMENT                     | 6 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| FOREIGN TAXES               | 439.                         | 439.                              |                               | 0.                            |   |
| EXCISE TAX - CURRENT        | 48,904.                      | 0.                                |                               | 0.                            |   |
| EXCISE TAX - DEFERRED       | -3,885.                      | 0.                                |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 18 | 45,458.                      | 439.                              |                               | 0.                            |   |

| FORM 990-PF                              | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 7 |
|--|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                              | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| OTHER                                    | 49.                          | 0.                                |                               | 49.                           |   |
| INVESTMENT INTEREST EXPENSE<br>FROM K-1S | 609.                         | 609.                              |                               | 0.                            |   |
| PORTFOLIO DEDUCTIONS FROM<br>K-1S        | 34,036.                      | 34,036.                           |                               | 0.                            |   |
| DUES AND SUBSCRIPTIONS                   | 3,182.                       | 0.                                |                               | 3,182.                        |   |
| INSURANCE                                | 1,076.                       | 0.                                |                               | 1,076.                        |   |
| TO FORM 990-PF, PG 1, LN 23              | 38,952.                      | 34,645.                           |                               | 4,307.                        |   |

| FORM 990-PF                                 | OTHER DECREASES IN NET ASSETS OR FUND BALANCES |  |  | STATEMENT | 8 |
|---|--|--|--|-----------|---|
| DESCRIPTION                                 | AMOUNT   |  |  |           |   |
| UNREALIZED DECREASE IN VALUE OF INVESTMENTS | 6,727.   |  |  |           |   |
| TOTAL TO FORM 990-PF, PART III, LINE 5      | 6,727.   |  |  |           |   |

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

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| DESCRIPTION                                      | U.S.<br>GOV'T | OTHER<br>GOV'T | BOOK VALUE  | FAIR MARKET<br>VALUE |
|--|---------------|----------------|-------------|----------------------|
| SEE SCHEDULE ATTACHED                            | X             |                | 12,097,913. | 12,097,913.          |
| TOTAL U.S. GOVERNMENT OBLIGATIONS                |               |                | 12,097,913. | 12,097,913.          |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS |               |                |             |                      |
| TOTAL TO FORM 990-PF, PART II, LINE 10A          |               |                | 12,097,913. | 12,097,913.          |

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|             |                 |           |    |
|-------------|-----------------|-----------|----|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 10 |
|-------------|-----------------|-----------|----|

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| DESCRIPTION                             | BOOK VALUE  | FAIR MARKET<br>VALUE |
|---|-------------|----------------------|
| SEE SCHEDULE ATTACHED                   | 27,891,829. | 27,891,829.          |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 27,891,829. | 27,891,829.          |

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|             |                 |           |    |
|-------------|-----------------|-----------|----|
| FORM 990-PF | CORPORATE BONDS | STATEMENT | 11 |
|-------------|-----------------|-----------|----|

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| DESCRIPTION                             | BOOK VALUE | FAIR MARKET<br>VALUE |
|---|------------|----------------------|
| SEE SCHEDULE ATTACHED                   | 2,974,675. | 2,974,675.           |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 2,974,675. | 2,974,675.           |

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|             |                   |           |    |
|-------------|-------------------|-----------|----|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 12 |
|-------------|-------------------|-----------|----|

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| DESCRIPTION                         | VALUATION<br>METHOD | BOOK VALUE  | FAIR MARKET<br>VALUE |
|-------------------------------------|---------------------|-------------|----------------------|
| PLEIADES OFFSHORE FUNDS LP          | FMV                 | 5,451,356.  | 5,451,356.           |
| VITTORIA OFFSHORE FUNDS LP          | FMV                 | 11,968,783. | 11,968,783.          |
| CENTERBRIDGE CAPITAL PARTNERS       | FMV                 | 163,764.    | 163,764.             |
| NORTHWOOD REAL ESTATE PARTNERS LP   | FMV                 | 874,755.    | 874,755.             |
| VERITABLE LONG BIASED DOMESTIC FUND | FMV                 | 2,035,486.  | 2,035,486.           |
| GSO CDCG III FEEDER TRUST           | FMV                 | 7,675.      | 7,675.               |
| LONG POND OFFSHORE                  | FMV                 | 1,522,471.  | 1,522,471.           |

## THE ALLERTON FOUNDATION, INC.

23-3035225

|  |     |             |             |
|--|-----|-------------|-------------|
| ARCHEAN CAPITAL PARTNERS               | FMV | 218,728.    | 218,728.    |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |     | 22,243,018. | 22,243,018. |

|             |              |           |    |
|-------------|--------------|-----------|----|
| FORM 990-PF | OTHER ASSETS | STATEMENT | 13 |
|-------------|--------------|-----------|----|

| DESCRIPTION                                | BEGINNING OF<br>YR BOOK VALUE | END OF YEAR<br>BOOK VALUE | FAIR MARKET<br>VALUE |
|--|-------------------------------|---------------------------|----------------------|
| ACCRUED INTEREST & DIVIDENDS<br>RECEIVABLE | 187,462.                      | 225,247.                  | 225,247.             |
| PREPAID EXCISE TAX                         | 36,396.                       | 6,230.                    | 6,230.               |
| TO FORM 990-PF, PART II, LINE 15           | 223,858.                      | 231,477.                  | 231,477.             |

|             |                   |           |    |
|-------------|-------------------|-----------|----|
| FORM 990-PF | OTHER LIABILITIES | STATEMENT | 14 |
|-------------|-------------------|-----------|----|

| DESCRIPTION                            | BOY AMOUNT | EOY AMOUNT |
|--|------------|------------|
| DEFERRED TAXES PAYABLE                 | 490,159.   | 486,274.   |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | 490,159.   | 486,274.   |

|             |   |           |    |
|-------------|---|-----------|----|
| FORM 990-PF | SUMMARY OF DIRECT CHARITABLE ACTIVITIES | STATEMENT | 15 |
|-------------|---|-----------|----|

## ACTIVITY ONE

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

|                                   | EXPENSES   |
|-----------------------------------|------------|
| TO FORM 990-PF, PART IX-A, LINE 1 | 2,993,500. |

FORM 990-PF

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

STATEMENT 16

## NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE ALLERTON FOUNDATION, C/O VERITABLE LP  
6022 WEST CHESTER PIKE  
NEWTOWN SQUARE, PA 19073

## TELEPHONE NUMBER

610-640-6615

## FORM AND CONTENT OF APPLICATIONS

THE ALLERTON FOUNDATION ONLY CONSIDERS REQUESTS FROM QUALIFIED TAX-EXEMPT, NONPROFIT 501(C)(3) ORGANIZATIONS. FUNDING DECISIONS FOR THE ALLERTON FOUNDATION ARE GENERALLY MADE TWICE A YEAR AT BOARD MEETINGS CONDUCTED IN THE FALL (NOVEMBER OR DECEMBER) AND SPRING (APRIL OR MAY). IN ORDER TO APPLY FOR GRANT CONSIDERATION, PLEASE SUBMIT A SHORT LETTER AT ANY TIME THAT INCLUDES THE FOLLOWING:

- \* DESCRIPTION OF THE ORGANIZATION AND ITS MISSION
- \* AMOUNT REQUESTED FROM THE FOUNDATION AND PURPOSE
- \* IF REQUESTING FUNDS FOR A SPECIFIC PROGRAM OR PROJECT, THE TOTAL AMOUNT NEEDED FOR THE PROGRAM OR PROJECT
- \* THE ORGANIZATION'S TOTAL REVENUE AND EXPENSES FOR THE MOST RECENT FISCAL YEAR
- \* THE ORGANIZATION'S FEDERAL EMPLOYER IDENTIFICATION NUMBER (EIN)

## ANY SUBMISSION DEADLINES

NONE

## RESTRICTIONS AND LIMITATIONS ON AWARDS

THE ALLERTON FOUNDATION IS PRIMARILY INTERESTED IN ANIMAL WELFARE AND LAND CONSERVATION TO PRESERVE ANIMAL HABITAT. THE FOUNDATION HAS DECIDED TO LIMIT ITS ANIMAL WELFARE AND ANIMAL HABITAT CONSERVATION SUPPORT TO ORGANIZATIONS THAT ARE LOCATED IN AND/OR DO SUBSTANTIAL WORK IN PHILADELPHIA OR ITS SUBURBS. GRANTS ARE OCCASSIONALLY MADE TO CHARITIES THAT SUPPORT OTHER CAUSES, BUT ON A VERY SELECTIVE BASIS.

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|             |  |              |
|-------------|--|--------------|
| FORM 990-PF | GRANT APPLICATION SUBMISSION INFORMATION | STATEMENT 17 |
|             | PART XV, LINES 2A - 2D (CONTINUATION)    |              |

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FORM AND CONTENT OF APPLICATIONS

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\* A COPY OF THE ORGANIZATION'S IRS DETERMINATION LETTER CONFIRMING  
501(C)(3) STATUS

THE ALLERTON FOUNDATION, INC.  
SEE ATTACHED STATEMENT

06/30/19

**U.S. AND STATE GOVT OBLIGATIONS**

|                               |                     |
|-------------------------------|---------------------|
| TREASURY BONDS - SEE ATTACHED | 2,409,210 57        |
| AGENCY BONDS                  | 1,584,009.84        |
| MUNICIPAL BONDS               | <u>8,104,692 05</u> |

**TOTAL U.S. AND STATE GOV'T OBLIGATIONS 12,097,912.46**

**CORPORATE STOCK**

|                             |                     |
|-----------------------------|---------------------|
| MUTUAL FUNDS - FIXED INCOME | 809,014 38          |
| EQUITIES                    | 20,636,580 85       |
| MUTUAL FUNDS - EQUITIES     | <u>6,446,233 97</u> |

**TOTAL CORPORATE STOCK 27,891,829.20**

**CORPORATE BONDS**

|                           |              |
|---------------------------|--------------|
| CORPORATE BONDS           | 2,524,767 90 |
| OTHER FIXED INCOME ASSETS | 449,906 55   |

**TOTAL CORPORATE BONDS 2,974,674.45**

**TOTAL ASSETS 42,964,416.11**

|   |                     |                 |
|---|---------------------|-----------------|
| <b>Allerton Foundation</b>                                |                     |                 |
| <b>Statement 3 Details</b>                                |                     |                 |
|   |                     | <b>UBTI</b>     |
|   | <b>Other Income</b> | <b>Ordinary</b> |
|   |                     |                 |
|   |                     |                 |
|   |                     |                 |
| Veritable Long Biased Domestic Fund, LP                   | (3,463)             | 1               |
| Northwood Real Estate Partners                            | (666)               | (499)           |
| Northwood Real Estate Partners AIV8                       | (1,014)             | (461)           |
| Northwood Real Estate Partners AIV9                       | (2,426)             | (745)           |
| Northwood Real Estate Partners AIV 2016                   | (532)               | (210)           |
| Northwood Real Estate Partners AIV KNE                    |                     |                 |
| Northwood Real Estate Partners AIV PM                     | (2,393)             | (1,504)         |
| Northwood Real Estate Partners AIV PWP                    | (266)               | (165)           |
| Northwood Real Estate Partners TE AIV BCP Hotel Feeder LP | (2,831)             | (2,831)         |
| Centerbridge Capital Partners II                          |                     |                 |
| CCP II AV II Holdings                                     |                     |                 |
| CCP II Debt Acquisition                                   |                     |                 |
| CP Falcon AIV Holdings                                    |                     |                 |
| CCP II PWD-TFK AIV Holdings                               |                     |                 |
| GSO Community Development                                 |                     |                 |
| WP Real Estate Fund IV                                    | (923)               |                 |
| Archaen Capital Partners                                  | 2,454               |                 |
| Centerbridge Capital Partners II - Cayman                 | 3,761               |                 |
|   |                     |                 |
|   | (8,299)             | (6,414)         |