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Form 990-PF

Return of Private Foundation

OMB No 1545-0052

2017

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 for instructions and the latest information.

Open to Public Inspection

For calendar year 2017 or tax year beginning , and ending

Name of foundation: The Tally Foundation
Employer identification number: 27-5271301
Telephone number: (610) 640-5800
Address: c/o E.R. Boynton, 30 Valley Stream Pkwy, Malvern, PA 19355
Check type of organization: Section 501(c)(3) exempt private foundation
Fair market value of all assets at end of year: \$ 6787026.

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SCANNED JUL 19 2018

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	5.	2165.	2165.
	2 Savings and temporary cash investments	128772.	75060.	75060.
	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			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 6	884837.	868586.	1 319653.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 7	4314623.	4316403.	5 390148.	
14 Land, buildings, and equipment, basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	5328237.	5262214.	6 787026.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	5328237.	5262214.		
30 Total net assets or fund balances	5328237.	5262214.		
31 Total liabilities and net assets/fund balances	5328237.	5262214.		

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	5 328237.
2 Enter amount from Part I, line 27a	2	-66023.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5 262214.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5 262214.

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 P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b See Attached Statements			
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			
b			
c			
d			
e 536136.		362985.	173151.

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			173151.

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	173151.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2016	303491.	6139267.	.049434
2015	321616.	6432023.	.050002
2014	326736.	6359123.	.051381
2013	290960.	6293411.	.046232
2012	273333.	5476157.	.049913

2 Total of line 1, column (d)	2	.246962
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	.049392
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	6528153.
5 Multiply line 4 by line 3	5	322439.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2736.
7 Add lines 5 and 6	7	325175.
8 Enter qualifying distributions from Part XII, line 4	8	330000.

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

3

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

Table with 11 rows for excise tax calculations. Line 1: 2736. Line 2: 0. Line 3: 2736. Line 4: 0. Line 5: 2736. Line 6a: 1891. Line 6b: 0. Line 6c: 0. Line 6d: 0. Line 7: 1891. Line 8: 0. Line 9: 845. Line 10: 0. Line 11: 0. Total: 2736.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Row 1a: No. Row 1b: No. Row 1c: No. Row 2: No. Row 3: No. Row 4a: No. Row 4b: No. Row 5: No. Row 6: No. Row 7: No. Row 8a: PA. Row 8b: No. Row 9: No. Row 10: No.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 containing questions about controlled entities, distributions, website address, books in care, and foreign interests.

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.

Table with 3 columns: Question, Yes, No. Rows 1a-4b containing questions about disqualifying acts, taxes on failure to distribute income, and business holdings.

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	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 Organizations relying on a current notice regarding disaster assistance, check here	N/A ▶ <input type="checkbox"/>	
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	

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
Amanda A. Ryan 30 Valley Stream Parkway Malvern, PA 19355	Secretary/Treasurer/Direct	2.00	10000.	0. 0.
Elizabeth G. Atterbury 30 Valley Stream Parkway Malvern, PA 19355	President/Director	2.00	10000.	0. 0.
Edwin R. Boynton 30 Valley Stream Parkway Malvern, PA 19355	Director	0.50	5000.	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

Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	

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	6484815.
b	Average of monthly cash balances	1b	142752.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6627567.
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	6627567.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	99414.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6528153.
6	Minimum investment return. Enter 5% of line 5	6	326408.

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	326408.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	2736.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2736.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	323672.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	323672.
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	323672.

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	330000.
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	330000.
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	2736.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	327264.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				323672.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014	2732.			
d From 2015	6783.			
e From 2016				
f Total of lines 3a through e	9515.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 330000.				
a Applied to 2016, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				323672.
e Remaining amount distributed out of corpus	6328.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	15843.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a	15843.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014	2732.			
c Excess from 2015	6783.			
d Excess from 2016				
e Excess from 2017	6328.			

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

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 2017, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2 a 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).)

None

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.

None

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.

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)				
<i>a Paid during the year</i>				
Brandywine Conservancy P.O. Box 141 Chadds Ford, PA 19317	N/A	501(c)(3)	Grant to another 501(c)(3) organization	17000.
Carnegie Mellon University 5000 Forbes Avenue Pittsburgh, PA 15213	N/A	501(c)(3)	Grant to another 501(c)(3) organization	5000.
Episcopal Academy 1785 Bishop White Drive Newtown Square, PA 19073	N/A	501(c)(3)	Grant to another 501(c)(3) organization	20000.
Franklin & Marshall College 415 Harrisburg Avenue Lancaster, PA 17603	N/A	501(c)(3)	Grant to another 501(c)(3) organization	8000.
Grier School P.O. Box 308 Tyrone, PA 16686	N/A	501(c)(3)	Grant to another 501(c)(3) organization	25000.
Total	See continuation sheet(s)			330000.
<i>b Approved for future payment</i>				
None				
Total				
				0.

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 6 shares Advansix	P	02/27/15	01/03/17
b .5 shares Bioverativ	P	08/16/16	02/13/17
c 252 shares Schlumberger	P	Various	02/13/17
d 89 shares Vulcan Materials	P	09/15/16	02/21/17
e 164 shares American Electric Power	P	10/23/15	08/23/17
f 272 shares Applied Materials	P	09/15/16	08/23/17
g 15 shares Bioverativ	P	08/16/16	08/23/17
h 187 shares Cintas Corp	P	Various	08/23/17
i 97 shares Edwards Lifesciences Corp	P	02/13/15	08/23/17
j 85 shares Equifax	P	09/15/16	08/23/17
k 342 shares General Electric Co	P	Various	08/23/17
l 96 shares Lam Research Co	P	Various	08/23/17
m 250 shares Nike Inc	P	Various	08/23/17
n 219 shares Northern Trust Corp	P	09/15/16	08/23/17
o 190 shares Nucor Corp	P	02/21/17	08/23/17

(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 137.		83.	54.
b 22.		25.	-3.
c 20628.		22810.	-2182.
d 10981.		9760.	1221.
e 11770.		9630.	2140.
f 12164.		8003.	4161.
g 825.		752.	73.
h 24475.		15241.	9234.
i 11006.		6313.	4693.
j 11901.		11231.	670.
k 8410.		7422.	988.
l 15361.		8020.	7341.
m 13632.		14629.	-997.
n 19086.		15163.	3923.
o 10308.		12265.	-1957.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			54.
b			-3.
c			-2182.
d			1221.
e			2140.
f			4161.
g			73.
h			9234.
i			4693.
j			670.
k			988.
l			7341.
m			-997.
n			3923.
o			-1957.

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
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) If (loss), enter "-0-" in Part I, line 8 }	3

The Tally Foundation

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 59 shares O'Reilly Automotive	P	Various	08/23/17
b 622 shares Pfizer	P	Various	08/23/17
c 49 shares Simon Property Group	P	06/08/16	08/23/17
d 166 shares The Travelers Cos	P	Various	08/23/17
e 156 shares Wells Fargo & Co	P	Various	08/23/17
f 157 shares Dick's Sporting Goods Inc	P	10/03/16	11/15/17
g 193 shares Walt Disney Co	P	Various	11/15/17
h 215 shares Dr Pepper Snapple Group	P	Various	11/15/17
i 182 shares Kraft Heinz	P	Various	11/15/17
j 780 shares SPDR S&P 500 Trust	P	Various	11/20/17
k Capital Gains Dividends			
l			
m			
n			
o			

(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 11813.		14443.	-2630.
b 20430.		21148.	-718.
c 7630.		9785.	-2155.
d 21264.		15780.	5484.
e 8046.		4321.	3725.
f 4187.		9528.	-5341.
g 20236.		12052.	8184.
h 18737.		14840.	3897.
i 14554.		16001.	-1447.
j 201774.		103740.	98034.
k 36759.			36759.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			-2630.
b			-718.
c			-2155.
d			5484.
e			3725.
f			-5341.
g			8184.
h			3897.
i			-1447.
j			98034.
k			36759.
l			
m			
n			
o			

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	173151.
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Historic Sugartown P.O. Box 1423 Malvern, PA 19355	N/A	501(c)(3)	Grant to another 501(c)(3) organization	10000.
Kimmel Cancer Center 233 South 10th Street Philadelphia, PA 19107	N/A	501(c)(3)	Grant to another 501(c)(3) organization	7500.
Franklin & Marshall Diplomat Athletic Club 415 Harrisburg Avenue Lancaster, PA 17603	N/A	501(c)(3)	Support of Women's soccer team	8000.
Mark Day School 39 Trellis Drive San Rafael, CA 94903	N/A	501(c)(3)	Grant to another 501(c)(3) organization	25000.
Orme School HC 63, Box 3040 Mayer, AZ 86333	N/A	501(c)(3)	Grant to another 501(c)(3) organization	25000.
Philadelphia Zoo 3400 West Girard Avenue Philadelphia, PA 19104	N/A	501(c)(3)	Grant to another 501(c)(3) organization	2500.
Planned Parenthood 1144 Locust Street Philadelphia, PA 19107	N/A	501(c)(3)	Grant to another 501(c)(3) organization	25000.
Please Touch Museum 4231 Avenue of the Republic Philadelphia, PA 19131	N/A	501(c)(3)	Grant to another 501(c)(3) organization	2500.
Ryerss Farm for Aged Equines 1710 Ridge Road Pottstown, PA 19465	N/A	501(c)(3)	Grant to another 501(c)(3) organization	25000.
Tarleton Parent Association 327 Waterloo Avenue Berwyn, PA 19312	N/A	501(c)(3)	Grant to another 501(c)(3) organization	10000.
Total from continuation sheets				255000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
The Barn at Spring Brook Farm 350 Locust Grove Road West Chester, PA 19382	N/A	501(c)(3)	Grant to another 501(c)(3) organization	20000.
The Community Coalition 174 Bridge Street #1 Phoenixville, PA 19460	N/A	501(c)(3)	Grant to another 501(c)(3) organization	10000.
Trustees of the University of Pennsylvania 382 W. Street Road Kennett Square, PA 19348	N/A	501(c)(3)	Grant to another 501(c)(3) organization - Friend of New Bolton Center	20000.
Trustees of the University of Pennsylvania 3451 Walnut Street Philadelphia, PA 19104	N/A	501(c)(3)	Grant to support the Friends of the Ryan Vetrinary Hospital	15000.
Westtown School 975 Westtown Road West Chester, PA 19382	N/A	501(c)(3)	Grant to another 501(c)(3) organization	15000.
Willistown Conservation Trust 925 Providence Road Newtown Square, PA 19073	N/A	501(c)(3)	Grant to another 501(c)(3) organization	27000.
Chester Charter School for the Arts 22 W. 2nd Street Media, PA 19063	N/A	501(c)(3)	Grant to another 501(c)(3) organization	7500.
Total from continuation sheets				

Form 990-PF	Dividends and Interest from Securities				Statement	1
Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income	
PNC Bank	178421.	36759.	141662.	141662.		
To Part I, line 4	178421.	36759.	141662.	141662.		

Form 990-PF	Legal Fees				Statement	2
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes		
Stradley, Ronon, Stevens & Young, LLP	3255.	3255.		0.		
To Fm 990-PF, Pg 1, ln 16a	3255.	3255.		0.		

Form 990-PF	Other Professional Fees				Statement	3
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes		
PNC Bank - Investment Advisory Fees	25410.	25410.		0.		
To Form 990-PF, Pg 1, ln 16c	25410.	25410.		0.		

Form 990-PF	Taxes				Statement	4
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes		
Foreign tax paid	480.	0.		0.		
To Form 990-PF, Pg 1, ln 18	480.	0.		0.		

Form 990-PF	Other Expenses			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Bank Fees	24.	24.			0.
To Form 990-PF, Pg 1, ln 23	24.	24.			0.

Form 990-PF	Corporate Stock		Statement	6
Description	Book Value	Fair Market Value		
Apple Inc	28380.	63123.		
Cisco Systems Inc	19867.	33091.		
Comcast Corp	10109.	26353.		
Exxon Mobil Corp	17645.	16644.		
Johnson & Johnson	12275.	25988.		
JP Morgan Chase & Co	20012.	46733.		
Microsoft Corp	11980.	25149.		
Wells Fargo & Company	7543.	16017.		
Home Depot Inc	14243.	36769.		
Visa Inc	6286.	18243.		
Wyndham Worldwide Corp	11114.	18655.		
Altria Group Inc	11010.	21209.		
Aetna Inc	6229.	17498.		
Verizon Communications	18688.	19690.		
Amgen Inc	16096.	23129.		
Constellation Brands Inc	11267.	30628.		
Accenture PLC	10670.	15921.		
Texas Instruments	14004.	25797.		
Edwards Lifesciences Corp	9343.	16118.		
Honeywell Intl Inc	17676.	26378.		
Northrop Grumman Corp	11950.	22098.		
General Dynamics Corp	13946.	20142.		
Lam Research Corp	6405.	14542.		
WEC Energy Group Inc	10021.	20859.		
Thermo Fisher Scientific	11466.	16709.		
Total SA	19844.	23273.		
Alphabet Inc Cl A	22027.	41083.		
Intel Corp	11164.	14448.		
Unitedhealth Group Inc	10577.	16535.		
SunTrust Banks Inc	16463.	24350.		
American Water Works Co Inc	9871.	13724.		
Illinois Tool Works Inc	11396.	19855.		
Raytheon Company	9288.	14277.		
Facebook Inc	25625.	39880.		

Ingersoll-Rand PLC	10014.	13557.
Bank of New York Mellon Corp	9899.	12819.
Tyson Foods Inc	9171.	11755.
Amazon.com Inc	14626.	22220.
Biogen Inc	19628.	21981.
Praxair Inc	14953.	19799.
Abbott Laboratories	11101.	15409.
Applied Materials Inc	8562.	14876.
Mohawk Inds Inc	10629.	14347.
Pepsico Inc	16825.	19067.
S&P Global Inc	17916.	24732.
Berry Plastics Group Inc	9565.	12907.
Morgan Stanley	13544.	20253.
Prologis Inc	20819.	24256.
Citigroup Inc	14954.	16742.
Cummins Inc	11797.	13778.
McDonald's Corp	21632.	23580.
State Street Corp	21187.	22548.
Halliburton Co	19796.	17251.
United Rentals Inc	12453.	18910.
Agilent Technologies	13679.	15068.
Analog Devices Inc	13161.	15046.
CSX Corp	15933.	17988.
Citizens Financial Group	17886.	22963.
Sherwin Williams Co	11566.	14351.
T Mobile US Inc	14241.	14290.
Transcanada Corp	12928.	12744.
Dowdupont Inc	15641.	21508.
Total to Form 990-PF, Part II, line 10b	868586.	1319653.

Form 990-PF	Other Investments	Statement	7
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Description	Valuation Method	Book Value	Fair Market Value
Baird Intermediate Bond Fund	COST	355325.	351320.
Dodge & Cox International Stock Fund	COST	155499.	206088.
Harbor International Fund	COST	130936.	143759.
Harding Loevner INternational Equity Portfolio	COST	133939.	200892.
Ishares Barclays 1-3 Year Credit Bond Fund	COST	252213.	249746.
Ishares MSCI EAFE Index Fund	COST	98416.	119808.
SPDR S&P 500 Trust	COST	491799.	997790.
T Rowe Price New Horizons Fund	COST	38899.	52685.
Vanguard Mid Cap ETF	COST	130531.	252446.
Vanguard Small Cap ETF	COST	33890.	65328.
Vanguard Total Bond Market	COST	551550.	547172.
Wisdomtree Large Cap Dividend Fund	COST	243976.	389023.

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Ishares MSCI Emerging Markets Index Fund.	COST	102027.	114737.
Lazard Global Listed Infrastructure Fund	COST	111284.	146902.
Mainstay Epoch Global Equity Yield Fund	COST	133785.	145391.
Driehaus Active Income Fund	COST	100000.	91721.
Dodge & Cox Income Fund	COST	559210.	562651.
Metropolitan West Unconstrained Bond Fund	COST	176432.	176439.
Vanguard Small Cap Value ETF	COST	36901.	44481.
Madison Mid Cap Fund Class Y	COST	101325.	116143.
AQR Long-Short Equity	COST	221187.	240563.
Vanguard Mid Cap Value Index ETF	COST	97186.	116479.
Vanguard REIT ETF	COST	60093.	58584.
Total to Form 990-PF, Part II, line 13		<u>4316403.</u>	<u>5390148.</u>