See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490
### Exempt Organization Business Income Tax Return

**Form 990-T**

**Department of the Treasury**

**Internal Revenue Service**

**For calendar year 2011 or other tax year beginning**, and **ending**

**2011**

**OMR No. 1545-0087**

**Open to Public Inspection for 501(c)(3) Organizations Only**

---

**A**

**Check box if address changed**

Name of organization (☐ Check box if name changed and see instructions.)

- **Employer identification number**
  - (Employees' trust, see instructions)
  - 23-1581832

**B**

**Exempt under section**

- **501(c)(3)**
- **501(e)**
- **220(e)**
- **401(a)**
- **502(a)**

Number, street, and room or suite no. If a P.O. box, see instructions.

- **1234 MARKET STREET, NO. 1800**

City or town, state, and ZIP code

- **PHILADELPHIA, PA 19107**
- **900003**

---

**C**

**Book value of all assets at end of year**

- **289,399,445**

**D**

**Group exemption number (See instructions.)**

- **See Statement 1**

**E**

**Unrelated business activity codes**

- (See instructions)

---

**H**

Describe the organization’s primary unrelated business activity. **SEE STATEMENT 1**

---

**I**

During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? **☐ Yes ☑ No**

---

**J**

The books are in care of **PATRICIA MEILLER**

**Telephone number**

- **215-563-6417**

---

### Part II

#### Unrelated Trade or Business Income

<table>
<thead>
<tr>
<th>(A) Income</th>
<th>(B) Expenses</th>
<th>(C) Net</th>
</tr>
</thead>
<tbody>
<tr>
<td>5</td>
<td>64,508.85</td>
<td>64,508.85</td>
</tr>
</tbody>
</table>

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**Part II**

**Deductions Not Taken Elsewhere**

(Except for contributions, deductions must be directly connected with the unrelated business income)

<table>
<thead>
<tr>
<th>(A) Income</th>
<th>(B) Expenses</th>
<th>(C) Net</th>
</tr>
</thead>
<tbody>
<tr>
<td>28</td>
<td>58,866.52</td>
<td>58,866.52</td>
</tr>
<tr>
<td>29</td>
<td>65,231.50</td>
<td>65,231.50</td>
</tr>
</tbody>
</table>

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**SEE STATEMENT 3**

---

**14**

Compensation of officers, directors, and trustees (Schedule K)

- **14**
  - **6,365.50**

---

**22a**

Less depreciation claimed on Schedule A and elsewhere on return

- **22a**
  - **21**

**22b**

Depletion

- **22b**

---

**24**

Contributions to deferred compensation plans

- **24**

---

**26**

Excess exempt expenses (Schedule I)

- **26**

---

**27**

Excess readership costs (Schedule J)

- **27**

---

**28**

Other deductions (attach schedule)

- **28**

---

**29**

Total deductions. Add lines 14 through 28

- **29**
  - **58,866.52**

---

**30**

Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13

- **30**
  - **-723.50**

**31**

Net operating loss deduction (limited to the amount on line 30)

- **31**
  - **-723.50**

---

**32**

Unrelated business taxable income before specific deduction. Subtract line 31 from line 30

- **32**
  - **1,000.00**

**33**

Specific deduction (Generally $1,000, but see instructions for exceptions.)

- **33**
  - **-723.50**

**34**

Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 33

- **34**
  - **-723.50**
PART III. TAX COMPUTATION

35 Organizations Taxable as Corporations. See instructions for tax computation.
   Controlled group members (sections 1561 and 1563) check here □ See instructions and:
   a Enter your share of the $50,000, $25,000, and $9,925,000 taxable income brackets (in that order):
      (1) $ __________________________  (2) $ __________________________  (3) $ __________________________
   b Enter organization's share of: (1) Additional 5% tax (not more than $11,750) $ __________________________
      (2) Additional 3% tax (not more than $100,000) $ __________________________
   c Income tax on the amount on line 34 ▶ 35c

36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from:
   X Tax rate schedule or □ Schedule D (Form 1041) ▶ 36
   ▶ 0.

37 Proxy tax. See instructions ▶ 37

38 Alternative minimum tax ▶ 38

39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies ▶ 39
   ▶ 0.

PART IV. TAX AND PAYMENTS

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) 40a
   a Other credits (see instructions) □ 40b
   b General business credit. Attach Form 3800 □ 40c
   c Credit for prior year minimum tax (attach Form 8801 or 8827) □ 40d
   d Total credits. Add lines 40a through 40d ▶ 40e

41 Subtract line 40e from line 39 ▶ 41
   ▶ 0.

42 Other taxes. Check if from: □ Form 2455 □ Form 8611 □ Form 8697 □ Form 8866 □ Other (attach schedule) □ 42

43 Total tax. Add lines 41 and 42 ▶ 43
   ▶ 0.

44a Payments: A 2010 overpayment credited to 2011 ▶ 44a
   14,800

44b 2011 estimated tax payments ▶ 44b

44c Tax deposited with Form 8868 ▶ 44c
   14,000

44d Foreign organizations: Tax paid or withheld at source (see instructions) ▶ 44d

44e Backup withholding (see instructions) ▶ 44e

44f Credit for small employer health insurance premiums (Attach Form 8941) ▶ 44f

44g Other credits and payments: □ Form 2439 □ Form 4136 □ Other ▶ 44g

45 Total payments. Add lines 44a through 44g ▶ 45
   28,800

46 Estimated tax penalty (see instructions). Check if Form 2220 is attached □ 46

47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed ▶ 47

48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid ▶ 48
   ▶ 28,800

49 Enter the amount of line 48 you want: Credited to 2012 estimated tax □ Refunded □ 49
   ▶ 28,800.

PART V. STATEMENTS REGARDING CERTAIN ACTIVITIES AND OTHER INFORMATION (see instructions)

1 At any time during the 2011 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here □ X

3 Enter the amount of tax-exempt interest received or accrued during the tax year ▶ $

SCHEDULE A - COST OF GOODS SOLD. Enter method of inventory valuation ▶ N/A

1 Inventory at beginning of year ▶ 1
2 Purchases ▶ 2
3 Cost of labor ▶ 3
4a Additional section 263A costs ▶ 4a
4b Other costs (attach schedule) ▶ 4b
5 Total. Add lines 1 through 4b ▶ 5

Schedule A - Cost of Goods Sold

1 Inventory at beginning of year
   2 Purchases
   3 Cost of labor
   ▶ 4a Additional section 263A costs
   ▶ 4b Other costs (attach schedule)
   Total

SIGN HERE

Signature of officer ▶ ▶

Date ▶ ▶

Title ▶ ▶

May the IRS discuss this return with the preparer shown below (see instructions)? □ X Yes □ No

Paid Preparer Use Only

Print/Type preparer's name ▶ ▶
Preparer's signature ▶ ▶
Date ▶ ▶
Check □ if self-employed PTIN ▶ ▶

STEVE ROSA, CPA ▶ ▶
STEVE ROSA, CPA ▶ ▶
01/12
P00079667

Firm's name ▶ ▶
Firm's EIN ▶ ▶
41-0746749

610 W. GERMANTOWN PIKE, STE 400
PLYMOUTH MTG, PA 19462
Phone no. 215-643-3900

123711 02-24-12

Form 990-T (2011)
Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property

<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
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<tbody>
<tr>
<td>(1)</td>
<td>(2)</td>
<td>(3)</td>
<td>(4)</td>
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</tbody>
</table>

2. Rent received or accrued

<table>
<thead>
<tr>
<th></th>
<th>(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)</th>
<th>(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)</th>
<th>(c) Deductions directly connected with the income in columns (a) and (b) (attach schedule)</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)</td>
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<td>(4)</td>
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</tbody>
</table>

Total income: Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) 0. Add here and on page 1, Part I, line 6, column (B) 0.

(c) Total income.

Schedule E - Unrelated Debt-Financed Income (see instructions)

<table>
<thead>
<tr>
<th></th>
<th>1. Description of debt-financed property</th>
<th>2. Gross income from or allocable to debt-financed property</th>
<th>3. Deductions directly connected with or allocable to debt-financed property</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)</td>
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4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)

5. Average adjusted basis of or allocable to debt-financed property (attach schedule)

6. Column 4 divided by column 5

7. Gross income reportable (column 2 x column 6)

8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))

Total dividends-received deductions included in column 8

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization

<table>
<thead>
<tr>
<th></th>
<th>2. Exempt Controlled Organizations</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)</td>
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<td>(3)</td>
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</table>

Nonexempt Controlled Organizations

7. Taxable Income

8. Net unrelated income (loss) (see instructions)

9. Total of specified payments made

10. Part of column 9 that is included in the controlling organization's gross income

11. Deductions directly connected with income in column 10

Total dividends-received deductions included in column 8

Add columns 5 and 10

Enter here and on page 1, Part I, line 8, column (A)

Add columns 6 and 11

Enter here and on page 1, Part I, line 8, column (B)

Totals 0. 0.
### Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization

(see instructions)

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Totals ▶ 0.

### Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income

(see instructions)

<table>
<thead>
<tr>
<th>1. Description of exploited activity</th>
<th>2. Gross unrelated business income from trade or business</th>
<th>3. Expenses directly connected with production of unrelated business income</th>
<th>4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols 5 through 7</th>
<th>5. Gross income from activity that is not unrelated business income</th>
<th>6. Expenses attributable to column 5</th>
<th>7. Excess exempt expenses (column 6 minus column 5, but not more than column 4)</th>
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Totals ▶ 0.

### Schedule J - Advertising Income

(see instructions)

**Part I** Income From Periodicals Reported on a Consolidated Basis

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Totals (carry to Part II, line (5)) ▶ 0.

**Part II** Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis)

<table>
<thead>
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</table>

Totals, Part II (lines 1-5) ▶ 0.

### Schedule K - Compensation of Officers, Directors, and Trustees

(see instructions)

<table>
<thead>
<tr>
<th>1. Name</th>
<th>2. Title</th>
<th>3. Percent of time devoted to business</th>
<th>4. Compensation attributable to unrelated business</th>
</tr>
</thead>
<tbody>
<tr>
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</table>

Enter here and on page 1, Part II, line 14 ▶ 0.
ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY IN MANAGING ITS CHARITABLE ASSETS, THE FOUNDATION, FROM TIME TO TIME, MAY INVEST IN LIMITED PARTNERSHIPS TO GAIN EXPOSURE TO CERTAIN ASSET CLASSES SUCH AS REAL ESTATE AND PRIVATE EQUITY. WHENEVER PRUDENT, THE FOUNDATION CHOOSES VEHICLES STRUCTURED TO MINIMIZE ANY TAX LIABILITY IN SUCH INVESTMENT IN ADDITION, THE FOUNDATION MAY RECEIVED CONTRIBUTIONS OF PRIVATELY HELD STOCK. SUCH EQUITY POSITIONS ARE ACCEPTED WITH THE INTENT OF EVENTUAL LIQUIDATION.

ORGANIZATION'S PRIMARY EXEMPT PURPOSE
THE PHILADELPHIA FOUNDATION IS THE COMMUNITY FOUNDATION ESTABLISHED IN 1918 TO SERVE BUCKS, CHESTER, DELAWARE, MONTGOMERY, AND PHILADELPHIA COUNTIES. THE FOUNDATION RAISES MONEY AND MANAGES ENDOWMENT FUNDS, AND MAKES GRANTS TO MEET COMMUNITY NEEDS.

THE PHILADELPHIA FOUNDATION'S VISION IS TO BE THE RECOGNIZED AND RESPECTED Philanthropic LEADER IN SOUTHEASTERN PENNSYLVANIA BY SERVING AS A VEHICLE AND RESOURCE FOR Philanthropy IN BUCKS, CHESTER, DELAWARE, MONTGOMERY AND PHILADELPHIA COUNTIES. THE FOUNDATION DEVELOPS, MANAGES AND ALLOCATES RESOURCES IN PARTNERSHIP WITH DONORS AND GRANTEES, TO BUILD ON COMMUNITY ASSETS AND TO PROMOTE EMPOWERMENT, LEADERSHIP AND CIVIC PARTICIPATION AMONG UNDER-SERVED GROUPS. THE FOUNDATION PRACTICES AND ENCOURAGES DIVERSITY, EQUITY AND INCLUSIVENESS AS FUNDAMENTAL VALUES OF COMMUNITY.

TO FORM 990-T, PAGE 1

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>FORESTER PARTNERS LP</td>
<td>29,791.</td>
</tr>
<tr>
<td>FORESTER OPPORTUNITIES LP</td>
<td>31,203.</td>
</tr>
<tr>
<td>TIFF PARTNERS IV, FUND</td>
<td>482.</td>
</tr>
<tr>
<td>TIFF PARTNERS EQUITY PARTNERS 2007 FOR 2011</td>
<td>-2,577.</td>
</tr>
<tr>
<td>TIFF PARTNERS V-US LLC</td>
<td>8,138.</td>
</tr>
<tr>
<td>PERENNIAL REAL ESTATE FUND LP</td>
<td>555.</td>
</tr>
<tr>
<td>METROPOLITAN REAL ESTATE PARTNERS IV-A, LP</td>
<td>-1,938.</td>
</tr>
<tr>
<td>TIFF SECONDARY PARTNERS II, LLC</td>
<td>4,490.</td>
</tr>
<tr>
<td>TIFF PRIVATE EQUITY PARTNERS 2010 FOR 2011</td>
<td>-1,845.</td>
</tr>
<tr>
<td>TOTAL TO FORM 990-T, PAGE 1, LINE 5</td>
<td>64,508.</td>
</tr>
<tr>
<td>DESCRIPTION</td>
<td>AMOUNT</td>
</tr>
<tr>
<td>-----------------------------------------------------</td>
<td>------------</td>
</tr>
<tr>
<td>INVESTMENT MGT FEES ALLOCATION</td>
<td>44,131.</td>
</tr>
<tr>
<td>ACCOUNTING FEES-TAX PREPARATION</td>
<td>1,500.</td>
</tr>
<tr>
<td>INVESTMENT CONSULTANT -ALLOCATION OF FEES</td>
<td>13,235.</td>
</tr>
<tr>
<td><strong>TOTAL TO FORM 990-T, PAGE 1, LINE 28</strong></td>
<td><strong>58,866.</strong></td>
</tr>
</tbody>
</table>
Form 8868
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

OMB No 1545-1709

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ➤ X
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Part I  Automatic 3-Month Extension of Time. Only submit original (no copies needed).
Part I only

A corporation required to file Form 990-T and requesting an automatic 6-month extension of time to file income tax returns.

Type or print

| Name of exempt organization or other flier, see instructions | Employer identification number (EIN) or
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>THE PHILADELPHIA FOUNDATION</td>
<td>23-1581832</td>
</tr>
</tbody>
</table>

File by the date for filing your return See instructions

<table>
<thead>
<tr>
<th>Number, street, and room or suite no. If a P O box, see instructions</th>
<th>Social security number (SSN)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1234 MARKET STREET, NO. 1800</td>
<td></td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>City, town or post office, state, and ZIP code. For a foreign address, see instructions.</th>
</tr>
</thead>
<tbody>
<tr>
<td>PHILADELPHIA, PA 19107</td>
</tr>
</tbody>
</table>

Enter the Return code for the return that this application is for (file a separate application for each return)

<table>
<thead>
<tr>
<th>Application Is For</th>
<th>Return Code</th>
<th>Application Is For</th>
<th>Return Code</th>
</tr>
</thead>
<tbody>
<tr>
<td>Form 990</td>
<td>01</td>
<td>Form 990-T (corporation)</td>
<td>07</td>
</tr>
<tr>
<td>Form 990-BL</td>
<td>02</td>
<td>Form 1041-A</td>
<td>06</td>
</tr>
<tr>
<td>Form 990-EZ</td>
<td>01</td>
<td>Form 4720</td>
<td>09</td>
</tr>
<tr>
<td>Form 990-PF</td>
<td>04</td>
<td>Form 5227</td>
<td>10</td>
</tr>
<tr>
<td>Form 990-T (sec. 401(a) or 408(a) trust)</td>
<td>05</td>
<td>Form 6069</td>
<td>11</td>
</tr>
<tr>
<td>Form 990-T (trust other than above)</td>
<td>06</td>
<td>Form 8870</td>
<td>12</td>
</tr>
</tbody>
</table>

PATRICIA MELLER

The books are in the care of ➤ 1234 MARKET STREET, SUITE 1800 - PHILADELPHIA, PA 19107
Telephone No. ➤ 215-563-6417 FAX No. ➤

- If the organization does not have an office or place of business in the United States, check this box ➤
- If this is for a Group Return, enter the organization’s four digit Group Exemption Number (GEN) ___________ If this is for the whole group, check this box ➤. If it is for part of the group, check this box ➤ and attach a list with the names and EINs of all members the extension is for

I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until NOVEMBER 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization’s return for ➤ X calendar year 2011 or ➤. tax year beginning __________, and ending __________.

2 If the tax year entered in line 1 is for less than 12 months, check reason □ initial return □ Final return □ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions

3a $ 28,800.

b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit

3b $ 14,800.

c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions

3c $ 14,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev 1-2012)

12/5/4
01-04-12