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
(and proxy tax under section 6033(e))

For calendar year 2013 or other tax year beginning_______, ending_______

Information about Form 990-T and its instructions is available at www.irs.gov/form990T.

Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

EMPLOYER IDENTIFICATION NUMBER
(Please check box if name changed and see instructions.)

THE PHILADELPHIA FOUNDATION

23-1581832

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

1234 MARKET STREET, NO. 1800

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

PHILADELPHIA, PA 19107

900003

GROUP EXEMPTION NUMBER (See instructions.)

501(c) corporation

501(c) trust

401(a) trust

Other trust

501(c): 3

Print or Type

A Check box if address changed

B Exempt under section

501(c)(3)

408(e) 220(e)

408A 530(a)

529(a)

C Book value of all assets at end of year

342, 506, 401

D Employer identification number (Employees' trust, see instructions)

E Unrelated business activity codes (See instructions)

F Group exemption number (See instructions)

G Check organization type

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?

J The books are in care of

PATRICIA MELLER

Telephone number

215-563-6417

Part I

Unrelated Trade or Business Income

<table>
<thead>
<tr>
<th></th>
<th>(A) Income</th>
<th>(B) Expenses</th>
<th>(C) Net</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a</td>
<td>Gross receipts or sales</td>
<td>1c</td>
<td>73,009</td>
</tr>
<tr>
<td>1b</td>
<td>Less returns and allowances</td>
<td>2</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Cost of goods sold (Schedule A, line 7)</td>
<td>3</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Gross profit. Subtract line 2 from line 1c</td>
<td>4a</td>
<td></td>
</tr>
<tr>
<td>4a</td>
<td>Capital gain net income (attach Form 8949 and Schedule D)</td>
<td>4b</td>
<td></td>
</tr>
<tr>
<td>4b</td>
<td>Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)</td>
<td>4c</td>
<td></td>
</tr>
<tr>
<td>4c</td>
<td>Capital loss deduction for trusts</td>
<td>5</td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>Income (loss) from partnerships and S corporations (attach statement)</td>
<td>6</td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>Rent income (Schedule G)</td>
<td>7</td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>Unrelated debt-financed income (Schedule E)</td>
<td>8</td>
<td></td>
</tr>
<tr>
<td>8</td>
<td>Interest, annuities, royalties, and rents from controlled organizations (Sch. F)</td>
<td>9</td>
<td></td>
</tr>
<tr>
<td>9</td>
<td>Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)</td>
<td>10</td>
<td></td>
</tr>
<tr>
<td>10</td>
<td>Exploited exempt activity income (Schedule I)</td>
<td>11</td>
<td></td>
</tr>
<tr>
<td>11</td>
<td>Advertising income (Schedule J)</td>
<td>12</td>
<td></td>
</tr>
<tr>
<td>12</td>
<td>Other income (See instructions; attach schedule.)</td>
<td>13</td>
<td></td>
</tr>
<tr>
<td>13</td>
<td>Total. Combine lines 3 through 12</td>
<td>73,009</td>
<td>73,009</td>
</tr>
</tbody>
</table>

Part II

Deductions Not Taken Elsewhere (See instructions for limitations on deductions)

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

<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
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</tr>
</thead>
<tbody>
<tr>
<td>14</td>
<td>Compensation of officers, directors, and trustees (Schedule K)</td>
<td>15</td>
<td>8,650</td>
</tr>
<tr>
<td>15</td>
<td>Salaries and wages</td>
<td>16</td>
<td></td>
</tr>
<tr>
<td>16</td>
<td>Repairs and maintenance</td>
<td>17</td>
<td></td>
</tr>
<tr>
<td>17</td>
<td>Bad debts</td>
<td>18</td>
<td></td>
</tr>
<tr>
<td>18</td>
<td>Interest (attach schedule)</td>
<td>19</td>
<td></td>
</tr>
<tr>
<td>19</td>
<td>Taxes and licenses</td>
<td>20</td>
<td></td>
</tr>
<tr>
<td>20</td>
<td>Charitable contributions (See instructions for limitation rules.)</td>
<td>21</td>
<td></td>
</tr>
<tr>
<td>21</td>
<td>Degradation (attach Form 4562)</td>
<td>22b</td>
<td></td>
</tr>
<tr>
<td>22b</td>
<td>Less depreciation claimed on Schedule A and elsewhere on return</td>
<td>22c</td>
<td></td>
</tr>
<tr>
<td>22c</td>
<td>Depletion</td>
<td>23</td>
<td></td>
</tr>
<tr>
<td>23</td>
<td>Contributions to deferred compensation plans</td>
<td>24</td>
<td></td>
</tr>
<tr>
<td>24</td>
<td>Employee benefit programs</td>
<td>25</td>
<td></td>
</tr>
<tr>
<td>25</td>
<td>Excess exempt expenses (Schedule J)</td>
<td>26</td>
<td></td>
</tr>
<tr>
<td>26</td>
<td>Excess readership costs (Schedule J)</td>
<td>27</td>
<td></td>
</tr>
<tr>
<td>27</td>
<td>Other deductions (attach schedule)</td>
<td>28</td>
<td></td>
</tr>
<tr>
<td>28</td>
<td>Total deductions. Add lines 14 through 28</td>
<td>29</td>
<td></td>
</tr>
<tr>
<td>29</td>
<td>Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13</td>
<td>30</td>
<td></td>
</tr>
<tr>
<td>30</td>
<td>Net operating loss deduction (limited to the amount on line 30)</td>
<td>31</td>
<td></td>
</tr>
<tr>
<td>31</td>
<td>Unrelated business taxable income before specific deduction. Subtract line 31 from line 30</td>
<td>32</td>
<td></td>
</tr>
<tr>
<td>32</td>
<td>Specific deduction (Generally $1,000, but see instructions for exceptions.)</td>
<td>33</td>
<td></td>
</tr>
<tr>
<td>33</td>
<td>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 32</td>
<td>34</td>
<td></td>
</tr>
</tbody>
</table>

Form 990-T (2013)
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 $9,929,000 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 ▶ 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

40b Other credits (see instructions)
   ▶ 40b

40c General business credit, Attach Form 3800
   ▶ 40c

40d Credit for prior year minimum tax (attach Form 8801 or 8827)
   ▶ 40d

40e Total credits. Add lines 40a through 40d
   ▶ 40e

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

42 Other taxes. Check if from: □ Form 4255 □ Form 8611 □ Form 8697 □ Form 8866 □ Other (attach schedule)
   ▶ 42

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

44a Payments: A 2012 overpayment credited to 2013
   ▶ 44a

44b 2013 estimated tax payments
   ▶ 44b

44c Tax deposited with Form 8668
   ▶ 44c

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
   ▶ Total ▶ 44g

45 Total payments. Add lines 44a through 44g
   ▶ 45

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 0 ▶

48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid
   ▶ 48 0 ▶

49 Enter the amount of line 48 you want: Refunded Refunded ▶ 49

Part V | Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2013 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 TDF 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here ▶ Yes No X

2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file
   ▶ Yes No X

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

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 (attach schedule)
   ▶ 4a

4b Other costs (attach schedule)
   ▶ 4b

5 Total. Add lines 1 through 4b
   ▶ 5

6 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2
   ▶ 6

7 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? Yes No ▶ Yes

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 ▶ 3/13/14 Date 3/13/14 Title VP OF FINANCE AND ADMINISTRATION

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

Preparer’s signature ▶

Paid Preparer Use Only

Print/Type preparer’s name ▶

Preparer’s signature ▶

Check if self-employed ▶

PTIN ▶

Firm’s name ▶

Firm’s EIN ▶

Firm’s address ▶

Firm’s phone number ▶

3651023 131844 097-09193500 2013.04030 THE PHILADELPHIA FOUNDATION 097-40P1
**Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)**

1. Description of property

   (1) 
   (2) 
   (3) 
   (4) 

2. **Rent received or accrued**

   (a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)

   (1) 
   (2) 
   (3) 
   (4) 

   **Total**

   0. **Total**

   (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)

   (1) 
   (2) 
   (3) 
   (4) 

   **Total**

   0. **Total**

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

   **0.**

(b) **Total deductions. Enter here and on page 1, Part I, line 6, column (B)**

   **0.**

**Schedule E - Unrelated Debt-Financed Income**

1. **Description of debt-financed property**

2. **Gross income from or allocable to debt-financed property**

3. **Deductions directly connected with or allocable to debt-financed property**

   (a) Straight line depreciation (attach schedule)

   (b) Other deductions (attach schedule)

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 8 x total of columns 3(a) and 3(b))**

   (1) 
   (2) 
   (3) 
   (4) 

   **Totals**

   **0.**

   **Enter here and on page 1, Part I, line 7, column (A)**

   **0.**

   **Enter here and on page 1, Part I, line 7, column (B)**

**Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations**

1. **Name of controlled organization**

2. **Employer identification number**

3. **Net unrelated income (loss) (see instructions)**

4. **Total of specified payments made**

5. **Part of column 4 that is included in the controlling organization's gross income**

6. **Deductions directly connected with income in column 5**

   **Exempt Controlled Organizations**

   (1) 
   (2) 
   (3) 
   (4) 

   **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**

   (1) 
   (2) 
   (3) 
   (4) 

   **Totals**

   **0.**

   **Add columns 5 and 10 Enter here and on page 1, Part I, line 8, column (A)**

   **0.**

   **Add columns 6 and 11 Enter here and on page 1, Part I, line 8, column (B)**

   **0.**

Form 990-T (2013)
Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization

<table>
<thead>
<tr>
<th>1. Description of income</th>
<th>2. Amount of income</th>
<th>3. Deductions directly connected (attach schedule)</th>
<th>4. Set-asides (attach schedule)</th>
<th>5. Total deductions and set-asides (col. 3 plus col. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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<td>(4)</td>
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</tr>
</tbody>
</table>

Totals ▶ 0. Enter here and on page 1, Part I, line 9, column (A) Enter here and on page 1, Part I, line 9, column (B)

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

<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 4 minus column 5, but not more than column 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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<td>(4)</td>
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</tr>
</tbody>
</table>

Totals ▶ 0. Enter here and on page 1, Part I, line 10, column (A) Enter here and on page 1, Part I, line 10, column (B) Enter here and on page 1, Part I, line 26

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

<table>
<thead>
<tr>
<th>1. Name of periodical</th>
<th>2. Gross advertising income</th>
<th>3. Direct advertising costs</th>
<th>4. Advertising gain or (loss) (col. 2 minus col. 3) if a gain, compute cols 5 through 7</th>
<th>5. Circulation income</th>
<th>6. Readership costs</th>
<th>7. Excess readership costs (column 6 minus column 5, but not more than column 4)</th>
</tr>
</thead>
<tbody>
<tr>
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</tr>
</tbody>
</table>

Totals (carry to Part II, line (5)) ▶ 0. 0. 0. 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>
<tr>
<th>1. Name of periodical</th>
<th>2. Gross advertising income</th>
<th>3. Direct advertising costs</th>
<th>4. Advertising gain or (loss) (col. 2 minus col. 3) if a gain, compute cols 5 through 7</th>
<th>5. Circulation income</th>
<th>6. Readership costs</th>
<th>7. Excess readership costs (column 6 minus column 5, but not more than column 4)</th>
</tr>
</thead>
<tbody>
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</tr>
</tbody>
</table>

Totals from Part I 0. 0. 0. 0. Enter here and on page 1, Part I, line 11, column (A) Enter here and on page 1, Part I, line 11, column (B) Enter here and on page 1, Part II, line 27

Totals, Part II (lines 1-5) ▶ 0. 0. 0. 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>
<td></td>
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<td>%</td>
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<tr>
<td>(4)</td>
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<td>%</td>
<td></td>
</tr>
</tbody>
</table>

Total Enter here and on page 1, Part II, line 14 ▶ 0.

Form 990-T (2013)
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
CHOSES VEHICLES STRUCTURED TO MINIMIZE ANY TAX LIABILITY IN SUCH INVESTMENT
IN ADDITION, THE FOUNDATION MAY RECEIVE 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, 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

FORM 990-T INCOME (LOSS) FROM PARTNERSHIPS
AND S CORPORATIONS

DESCRIPTION

FORESTER PARTNERS LP
FORESTER OPPORTUNITIES LP
TIFF PARTNERS IV, FUND
TIFF PARTNERS EQUITY PARTNERS 2007 FOR 2013
TIFF PRIVATE EQUITY PARTNERS 2006 FOR 2013
TIFF PARTNERS V-US LLC
TIFF PRIVATE EQUITY PARTNERS 2008 FOR 2013
PERENNIAL REAL ESTATE FUND LP
METROPOLITAN REAL ESTATE PARTNERS IV-A, LP
TIFF SECONDARY PARTNERS II, LLC
TIFF PRIVATE EQUITY PARTNERS 2010 FOR 2013
TIFF PRIVATE EQUITY PARTNERS 2011 FOR 2013
PERENNIAL REAL ESTATE FUND II LP

AMOUNT
42,688.
53,100.
982.
-941.
29.
-3,827.
1,554.
6,698.
-1,934.
-1,280.
-20,359.
-7,324.
3,623.

TOTAL TO FORM 990-T, PAGE 1, LINE 5
73,009.
## FORM 990-T OTHER DEDUCTIONS

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>INVESTMENT MGT FEES ALLOCATION</td>
<td>45,869.</td>
</tr>
<tr>
<td>ACCOUNTING FEES-TAX PREPARATION</td>
<td>1,500.</td>
</tr>
<tr>
<td>INVESTMENT CONSULTANT -ALLOCATION OF FEES</td>
<td>13,821.</td>
</tr>
<tr>
<td>TOTAL TO FORM 990-T, PAGE 1, LINE 28</td>
<td>61,190.</td>
</tr>
</tbody>
</table>

## FORM 990-T NET OPERATING LOSS DEDUCTION

<table>
<thead>
<tr>
<th>TAX YEAR</th>
<th>LOSS SUSTAINED</th>
<th>LOSS PREVIOUSLY APPLIED</th>
<th>LOSS REMAINING</th>
<th>AVAILABLE THIS YEAR</th>
</tr>
</thead>
<tbody>
<tr>
<td>12/31/11</td>
<td>723.</td>
<td>0.</td>
<td>723.</td>
<td>723.</td>
</tr>
<tr>
<td>12/31/12</td>
<td>21,310.</td>
<td>0.</td>
<td>21,310.</td>
<td>21,310.</td>
</tr>
</tbody>
</table>

NOL CARRYOVER AVAILABLE THIS YEAR 22,033. 22,033.
**Form 8868 (Rev. 1-2014)**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ▶ X

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

### Part II

**Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).**

Enter filer's identifying number, see instructions

<table>
<thead>
<tr>
<th>Type or print name of exempt organization or other filer, see instructions.</th>
<th>Employer identification number (EIN) or social security number (SSN)</th>
</tr>
</thead>
<tbody>
<tr>
<td>THE PHILADELPHIA FOUNDATION</td>
<td>23-1581832</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>
</tr>
</thead>
<tbody>
<tr>
<td>Form 990 or Form 990-EZ</td>
<td>01</td>
</tr>
<tr>
<td>Form 990-BL</td>
<td>02</td>
</tr>
<tr>
<td>Form 4720 (individual)</td>
<td>03</td>
</tr>
<tr>
<td>Form 990-PF</td>
<td>04</td>
</tr>
<tr>
<td>Form 990-T (sec. 401(a) or 408(a) trust)</td>
<td>05</td>
</tr>
<tr>
<td>Form 990-T (trust other than above)</td>
<td>06</td>
</tr>
</tbody>
</table>

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**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 ▶ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014

5 For calendar year 2013, or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason:
- Initial return
- Final return Change in accounting period

7 State in detail why you need the extension

**NEED ADDITIONAL TIME TO FILE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions

8a $ 0.

b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any previous or year overpayment allowed as a credit and any amount paid previously with Form 8868.

8b $ 0.

c **Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions**

8c $ 0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

**Signature ▶**

**Title ▶ CPA**

**Date ▶**
Form 8868 (Rev. 1-2014)

If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ▶ X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer’s identifying number, see instructions

<table>
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<tr>
<td>Employer Identification Number (EIN)</td>
<td>00</td>
</tr>
<tr>
<td>Social security number (SSN)</td>
<td>1234 Market Street, No. 1800</td>
</tr>
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Form 8868 (Rev. 1-2014)

16451023 131844 097-09193500 2013.04030 THE PHILADELPHIA FOUNDATION 097-40P1