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Jim Friedlich  
Executive Director and CEO  
The Lenfest Institute for Journalism  
100 S. Independence Mall West, Suite 600  
Philadelphia, PA 19106

Re: Federal Tax Treatment of Contributions to the Lenfest Institute for Journalism, LLC

Dear Mr. Friedlich:

As counsel to the Lenfest Institute for Journalism, LLC (the "Lenfest Institute"), you have asked us to set forth our opinion as to the treatment for federal tax purposes of contributions to the Lenfest Institute. In providing this opinion, we have reviewed the Internal Revenue Code of 1986, as amended (the "Code"), U.S. Treasury Regulations, IRS Information Letter 2010-0052, IRS Notice 2006-109, 2006-2 C.B. 1121, IRS Notice 2012-52, 2012-35 IRB 317, IRS Notice 2009-32, 2009-28, Rev. Proc. 2018-32, and such other authorities as we have deemed appropriate.

The Lenfest Institute is a single-member limited liability company whose sole member is The Lenfest Institute for Journalism Special Asset Fund of the Philadelphia Foundation ("Lenfest Institute SAF"), a tax-exempt organization described in Section 501(c)(3) of the Code that is classified as a "Type I" supporting organization and a public charity under Section 509(a)(3) of the Code. The Board of Directors of the Lenfest Institute SAF is appointed by The Philadelphia Foundation ("TPF"), a tax-exempt community foundation described in Section 501(c)(3) of the Code that is classified as a public charity under Sections 170(b)(1)(A)(vi) and 509(a)(1) of the Code.

The Lenfest Institute was formed on December 17, 2015 as a result of the Lenfest Institute SAF, as the sole member of the Lenfest Institute, filing a Pennsylvania Domestic Limited Liability Company Certificate of Organization with the Pennsylvania Department of State. The Lenfest Institute is operated pursuant to a Limited Liability Company Agreement dated December 18, 2015, between the Lenfest Institute SAF, as the sole member ("Member"), and the Lenfest Institute, under which "[a]t all times and under all circumstances, the nature of the activities to be conducted, and the purposes to be promoted and carried out by the [Lenfest] Institute, shall be solely and exclusively those that further the educational and other tax-exempt purposes of the

Member." The Certificate of Organization of the Lenfest Institute similarly requires that the "nature of the activities to be conducted, and the purposes to be promoted and carried out by the [Lenfest Institute], shall be solely and exclusively those that further the educational and other tax-exempt purposes of the Member within the purview of Section 501(c)(3) of the Code and consistent with the requirements of Section 501(c)(3) of the Code."

In accordance with Section 301.7701-2(c)(i) of the United States Treasury Regulations ("Regulations"), the Lenfest Institute is disregarded for federal tax purposes as an entity separate and distinct from the Lenfest Institute SAF. Under Section 301.7701-2(a) of the Regulations, the activities of the Lenfest Institute are treated in the same manner as a branch or division of Lenfest Institute SAF, as if the Lenfest Institute were legally a part of the Lenfest Institute SAF.

Based on the foregoing and the relevant authority, it is our opinion that:

- (1) Charitable contributions to the Lenfest Institute are treated for federal tax purposes as contributions made to the Lenfest Institute SAF, a tax-exempt organization described in Section 501(c)(3) of the Code and classified as a public charity under Section 509(a)(3).
- (2) Charitable contributions to the Lenfest Institute are deductible for federal income tax purposes to the extent permissible under Section 170 of the Code.
- (3) A grant made by a private foundation to the Lenfest Institute (a) would be a qualifying distribution under Section 4942(g) of the Code; and (b) would not be a taxable expenditure under Section 4945(d) of the Code and would not require the exercise of expenditure responsibility under Section 4945(h).

This opinion is given as of the date hereof, and is limited to the matters expressly stated. We make no undertaking to supplement this opinion letter if facts or circumstances come to our attention or changes in law occur after the date hereof which could affect this opinion letter.

Very truly yours,

*Richard Fox*

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