

Return of Organization Exempt From Income Tax

Department of the Treasury Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2006 calendar year, or tax year beginning SEPTEMBER 1, 2006, and ending AUGUST 31, 2007

Form header section containing organization name (PHILADELPHIA ORCHESTRA ASSOCIATION), EIN (23-1352289), address (260 SOUTH BROAD STREET), and other identifying information.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)

Main table with columns for Revenue, Expenses, and Net Assets. Rows include contributions (1e), program service revenue (2), membership dues (3), interest (4), dividends (5), gross rents (6a-6c), other investment income (7), gross sales of inventory (10a-10c), and total revenue (12).

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a Grants paid from donor advised funds (attach schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>				
22b Other grants and allocations (attach schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>				
23 Specific assistance to individuals (attach schedule)				
24 Benefits paid to or for members (attach schedule)				
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A (attach schedule)	1,088,000		1,088,000	
b Compensation of former officers, directors, key employees, etc. listed in Part V-B (attach schedule)	144,000		144,000	
c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)				
26 Salaries and wages of employees not included on lines 25a, b, and c	18,873,000	15,898,000	1,903,000	1,072,000
27 Pension plan contributions not included on lines 25a, b, and c	2,216,000	2,030,000	186,000	
28 Employee benefits not included on lines 25a - 27	1,972,000	1,368,000	517,000	87,000
29 Payroll taxes	1,289,000	991,000	220,000	78,000
30 Professional fundraising fees				
31 Accounting fees	54,000		54,000	
32 Legal fees	118,000	13,000	104,000	1,000
33 Supplies	97,000	9,000	82,000	6,000
34 Telephone	302,000	3,000	299,000	
35 Postage and shipping	389,000	13,000	306,000	70,000
36 Occupancy	3,430,000	2,992,000	414,000	24,000
37 Equipment rental and maintenance	385,000	220,000	164,000	1,000
38 Printing and publications	662,000	32,000	531,000	99,000
39 Travel	2,353,000	2,233,000	104,000	16,000
40 Conferences, conventions, and meetings	41,000	3,000	25,000	13,000
41 Interest	320,000		320,000	
42 Depreciation, depletion, etc. (attach schedule)	322,000		322,000	STMT 16
43 Other expenses not covered above (itemize): a SEE STATEMENT 3	9,521,000	6,287,000	2,311,000	923,000
b				
c				
d				
e				
f				
g				
44 Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15).	43,576,000	32,092,000	9,094,000	2,390,000

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ _____ ; (ii) the amount allocated to Program services \$ _____ ;
 (iii) the amount allocated to Management and general \$ _____ ; and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? Concert Performances All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
a See Statement 4 (Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	
b (Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	
c (Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	
d (Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	
e Other program services (attach schedule) (Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	32,092,000

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year
Assets	45 Cash - non-interest-bearing	531,000	45	105,000
	46 Savings and temporary cash investments	1,413,000	46	1,069,000
	47a Accounts receivable	47a 1,807,000		
	b Less: allowance for doubtful accounts	47b 168,000	3,223,000	47c 1,639,000
	48a Pledges receivable	48a 12,879,000		
	b Less: allowance for doubtful accounts	48b 360,000	30,013,000	48c 12,519,000
	49 Grants receivable			49
	50a Receivables from current and former officers, directors, trustees, and key employees (attach schedule)			50a
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)			50b
	51a Other notes and loans receivable (attach schedule) STMT 17	51a 335,000		
	b Less: allowance for doubtful accounts	51b	314,000	51c 335,000
	52 Inventories for sale or use			52
	53 Prepaid expenses and deferred charges		1,699,000	53 2,399,000
	54a Investments - publicly-traded securities <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV			54a 143,208,000
	b Investments - other securities (attach schedule) <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV		131,715,000	54b 18,825,000
	55a Investments - land, buildings, and equipment: basis STMT 5	55a		
	b Less: accumulated depreciation (attach schedule)	55b		55c
	56 Investments - other (attach schedule) STMT 6		5,307,000	56 5,622,000
	57a Land, buildings, and equipment: basis	57a 6,362,000		
b Less: accumulated depreciation (attach schedule) STMT 16	57b 2,167,000	3,136,000	57c 4,195,000	
58 Other assets, including program-related investments (describe <input type="checkbox"/> SEE STATEMENT 7)		85,000	58	
59 Total assets (must equal line 74). Add lines 45 through 58		177,436,000	59 189,916,000	
Liabilities	60 Accounts payable and accrued expenses	2,593,000	60	2,416,000
	61 Grants payable		61	
	62 Deferred revenue	8,049,000	62	7,811,000
	63 Loans from officers, directors, trustees, and key employees (attach schedule)			63
	64a Tax-exempt bond liabilities (attach schedule)			64a
	b Mortgages and other notes payable (attach schedule)			64b
	65 Other liabilities (describe <input type="checkbox"/> SEE STATEMENT 8)		19,588,000	65 16,565,000
	66 Total liabilities. Add lines 60 through 65		30,230,000	66 26,792,000
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted	2,412,000	67	3,852,000
	68 Temporarily restricted	28,763,000	68	37,252,000
	69 Permanently restricted	116,031,000	69	122,020,000
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
	73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)		147,206,000	73 163,124,000
	74 Total liabilities and net assets/fund balances. Add lines 66 and 73		177,436,000	74 189,916,000

Part VI Other Information (continued)

		Yes	No
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?		✓
	b If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)		
	[82b]		
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	✓	
	b Did the organization comply with the disclosure requirements relating to <i>quid pro quo</i> contributions?	✓	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		✓
	b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
	[84b]		
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?		
	b Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
	c Dues, assessments, and similar amounts from members	[85c]	
	d Section 162(e) lobbying and political expenditures	[85d]	
	e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	[85e]	
	f Taxable amount of lobbying and political expenditures (line 85d less 85e)	[85f]	
	g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	[85g]	
	h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	[85h]	
86	501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12	[86a]	
	b Gross receipts, included on line 12, for public use of club facilities	[86b]	
87	501(c)(12) orgs. Enter: a Gross income from members or shareholders	[87a]	
	b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	[87b]	
88a	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX.		✓
	b At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI		✓
89a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶ 0; section 4912 ▶ 0; section 4955 ▶ 0		
	b 501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		✓
	c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0		
	d Enter: Amount of tax on line 89c, above, reimbursed by the organization ▶ 0		
	e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?		✓
	f All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?		✓
	g For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		✓
90a	List the states with which a copy of this return is filed ▶ None		
	b Number of employees employed in the pay period that includes March 12, 2006 (See instructions.)	[90b]	294
91a	The books are in care of ▶ James Undercofler Telephone no. ▶ 215-893-1900		
	Located at ▶ 260 South Broad Street Suite 1600, Philadelphia, PA ZIP + 4 ▶ 19102		
	b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		✓
	If "Yes," enter the name of the foreign country ▶		
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		

Part VI Other Information (continued)

Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States? 91c X

If "Yes," enter the name of the foreign country ▶ _____

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here

and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 92 |

Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a CONCERT REVENUE					15,652,000
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	117,000	
96 Dividends and interest from securities			14	7,473,000	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property			16	61,000	
98 Net rental income or (loss) from personal property					
99 Other investment income			14	607,000	
100 Gain or (loss) from sales of assets other than inventory			18	1,792,000	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a ROYALTY INCOME			15	122,000	
b TICKETING/SHARED SERVICES			03	799,000	
c MISCELLANEOUS			01	71,000	
d MEDIA INCOME					80,000
e _____					
104 Subtotal (add columns (B), (D), and (E))				11,042,000	15,732,000
105 Total (add line 104, columns (B), (D), and (E)) ▶					26,774,000

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
▼	SEE STATEMENT 13

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes X No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes X No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Part XI Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13).

106 Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No
	X

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
Totals				

107 Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No
	X

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
Totals				

108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

Yes	No
	X

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 officer) is based on all information of which preparer has any knowledge.

Please Sign Here

Signature of officer: Mario Mestichelli Date: 08-13-09

Type or print name and title: Mario Mestichelli, VP&CFO

Paid Preparer's Use Only

Preparer's signature: [Signature] Date: 8/12/09 Check if self-employed:

Firm's name (or yours if self-employed), address, and ZIP + 4: GRANT THORNTON LLP
666 THIRD AVENUE
NEW YORK, NY 10017

Preparer's SSN or PTIN (See Gen. Inst. X): P00504182
EIN: 36-6055558
Phone no.: 212-599-0100

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n),
or 4947(a)(1) Nonexempt Charitable Trust

OMB No. 1545-0047

2006

Department of the Treasury
Internal Revenue Service

Supplementary Information—(See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization PHILADELPHIA ORCHESTRA ASSOCIATION	Employer identification number 23 : 1352289
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Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 2 of the instructions. List each one. If there are 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 & deferred compensation	(e) Expense account and other allowances
David G Kim 260 South Broad Street, Philadelphia, PA 1910	Concertmaster 40	338,000	15,000	0
Richard Woodhams 260 South Broad Street, Philadelphia, PA 1910	Principal Oboe 40	249,000	13,000	0
David Bilger 260 South Broad Street, Philadelphia, PA 1910	Principal Trumpet 40	239,000	15,000	0
Ricardo Morales 260 South Broad Street, Philadelphia, PA 1910	Principal Clarinet 40	236,000	6,000	0
Jeffrey Khaner 260 South Broad Street, Philadelphia, PA 1910	Principal Flute 40	233,000	6,000	0
Total number of other employees paid over \$50,000 ▶	143			

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
Cristoforo Inc One Penn Plaza 54th Floor, New York, NY 10119, US	Music Director	2,330,800
Charles Dutoit PO Box 5088 St Laurent, Montreal, H4L 4Z7, CA	Guest Conductor	467,000
ICM Artists 40 W 57th Street, New York, NY 10019, US	Artist Agency	301,000
IMG Artists LLC 152 W 57th Street, New York, NY 10019, US	Artist Agency	188,000
The Philadelphia Singers 1211 Chestnut Street, Philadelphia, PA 19107, US	Choral Group	165,000
Total number of others receiving over \$50,000 for professional services ▶	10	

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
Independence Blue Cross PO Box 8500 K-105, Philadelphia, PA 19178, US	Healthcare Insurance	1,674,000
Classical Movements 6125 Stegen Drive, Alexandria, VA 22310, US	Touring Agency	803,000
SDA Teleservices Inc 101 Continental Blvd Suite 40, El Segundo, CA 90245, US	Telemarketing Service	367,000
Colorlith Corporation PO Box 70856, Philadelphia, PA 19176, US	Printing	272,000
Marsh USA Inc PO Box 360134, Pittsburgh, PA 15251, US	Insurance Broker	266,000
Total number of other contractors receiving over \$50,000 for other services ▶	25	

Part III Statements About Activities (See page 2 of the instructions.)

	Yes	No
<p>1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ <u>0</u> (Must equal amounts on line 38, Part VI-A, or line I of Part VI-B.)</p> <p>Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.</p>	1	✓
<p>2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)</p>		
<p>a Sale, exchange, or leasing of property?</p>	2a	✓
<p>b Lending of money or other extension of credit?</p>	2b	✓
<p>c Furnishing of goods, services, or facilities? <i>Statement 18</i></p>	2c	✓
<p>d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?</p>	2d	✓
<p>e Transfer of any part of its income or assets? <i>See Form 990, Pt. V</i></p>	2e	✓
<p>3a Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.)</p>	3a	✓
<p>b Did the organization have a section 403(b) annuity plan for its employees?</p>	3b	✓
<p>c Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement</p>	3c	✓
<p>d Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?</p>	3d	✓
<p>4a Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g</p>	4a	✓
<p>b Did the organization make any taxable distributions under section 4966?</p>	4b	
<p>c Did the organization make a distribution to a donor, donor advisor, or related person?</p>	4c	
<p>d Enter the total number of donor advised funds owned at the end of the tax year ▶ _____</p>		
<p>e Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ▶ _____</p>		
<p>f Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ▶ _____</p>		0
<p>g Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year ▶ _____</p>		0

Part IV Reason for Non-Private Foundation Status (See pages 4 through 7 of the instructions.)

I certify that the organization is not a private foundation because it is: (Please check only ONE applicable box.)

- 5 A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 A federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ►
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the Support Schedule in Part IV-A.)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the Support Schedule in Part IV-A.)
- 11b A community trust. Section 170(b)(1)(A)(vi). (Also complete the Support Schedule in Part IV-A.)
- 12 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the Support Schedule in Part IV-A.)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization:
 Type I Type II Type III-Functionally Integrated Type III-Other

Provide the following information about the supported organizations. (See page 7 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
Total					0

- 14 An organization organized and operated to test for public safety. Section 509(a)(4). (See page 7 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting.

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	41,045,000	30,333,000	35,419,000	20,021,000	126,818,000
16 Membership fees received	0	0	0	0	0
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	16,238,000	18,522,000	18,292,000	18,228,000	71,280,000
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	7,948,000	6,186,000	5,169,000	4,920,000	24,223,000
19 Net income from unrelated business activities not included in line 18	0	0	0	0	0
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf	0	0	0	0	0
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge	0	0	0	0	0
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets	0	0	0	0	0
23 Total of lines 15 through 22	65,231,000	55,041,000	58,880,000	43,169,000	222,321,000
24 Line 23 minus line 17	48,993,000	36,519,000	40,588,000	24,941,000	151,041,000
25 Enter 1% of line 23	652,310	550,410	588,800	431,690	
26 Organizations described on lines 10 or 11:	a Enter 2% of amount in column (e), line 24				26a
	b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2002 through 2005 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts				26b
	c Total support for section 509(a)(1) test: Enter line 24, column (e)				26c
	d Add: Amounts from column (e) for lines: 18 _____ 19 _____ 22 _____ 26b _____				26d
	e Public support (line 26c minus line 26d total)				26e
	f Public support percentage (line 26e (numerator) divided by line 26c (denominator))				26f %
27 Organizations described on line 12:	a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year:				
	(2005) 0	(2004) 0	(2003) 0	(2002) 0	
	b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:				
	(2005) 0	(2004) 0	(2003) 0	(2002) 0	
	c Add: Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____				27c 198,098,000
	d Add: Line 27a total _____ and line 27b total _____				27d 0
	e Public support (line 27c total minus line 27d total)				27e 198,098,000
	f Total support for section 509(a)(2) test: Enter amount from line 23, column (e)				27f 222,321,000
	g Public support percentage (line 27e (numerator) divided by line 27f (denominator))				27g 89 %
	h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))				27h 11 %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2002 through 2005, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part V Private School Questionnaire (See page 9 of the instructions.)
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)		

32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
d	Copies of all material used by the organization or on its behalf to solicit contributions?		
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)			

33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges?		
b	Admissions policies?		
c	Employment of faculty or administrative staff?		
d	Scholarships or other financial assistance?		
e	Educational policies?		
f	Use of facilities?		
g	Athletic programs?		
h	Other extracurricular activities?		
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)			

34a	Does the organization receive any financial aid or assistance from a governmental agency?		
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.		
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation		

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 10 of the instructions.)
 (To be completed ONLY by an eligible organization that filed Form 5768)

Check a if the organization belongs to an affiliated group. Check b if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures		(a) Affiliated group totals	(b) To be completed for all electing organizations
(The term "expenditures" means amounts paid or incurred.)			
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38	Total lobbying expenditures (add lines 36 and 37)	38	
39	Other exempt purpose expenditures	39	
40	Total exempt purpose expenditures (add lines 38 and 39)	40	
41	Lobbying nontaxable amount. Enter the amount from the following table—		
	If the amount on line 40 is—		
	Not over \$500,000		
	Over \$500,000 but not over \$1,000,000		
	Over \$1,000,000 but not over \$1,500,000		
	Over \$1,500,000 but not over \$17,000,000		
	Over \$17,000,000		
	The lobbying nontaxable amount is—		
	20% of the amount on line 40		
	\$100,000 plus 15% of the excess over \$500,000		
	\$175,000 plus 10% of the excess over \$1,000,000		
	\$225,000 plus 5% of the excess over \$1,500,000		
	\$1,000,000		
42	Grassroots nontaxable amount (enter 25% of line 41)	42	
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36.	43	
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38.	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 13 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
45	Lobbying nontaxable amount				
46	Lobbying ceiling amount (150% of line 45(e))				
47	Total lobbying expenditures				
48	Grassroots nontaxable amount				
49	Grassroots ceiling amount (150% of line 48(e))				
50	Grassroots lobbying expenditures				

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 13 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers		✓	
b Paid staff or management (include compensation in expenses reported on lines c through h)		✓	
c Media advertisements		✓	
d Mailings to members, legislators, or the public		✓	
e Publications, or published or broadcast statements		✓	
f Grants to other organizations for lobbying purposes		✓	
g Direct contact with legislators, their staffs, government officials, or a legislative body		✓	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means		✓	
i Total lobbying expenditures (Add lines c through h)			0

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Statement of Amendment
Form: 990

PHILADELPHIA ORCHESTRA ASSOCIATION
23-1352289

The audited financial statements of the organization for the fiscal year ended August 31, 2008 reflects a restatement of the net assets at August 31, 2006 and August 31, 2007. The issues causing the restatements were based on the timing of recording of a significant grant award; reclassification of contributed real property from investments to property; adjustments to net asset classifications for realized and unrealized gains and losses on investments; recording a multi-year contribution; and adjustments to property, plant and equipment. The changes have been reflected in the amended return.

Statement 1
Form: 990
Page: 1
Part: I
Question: 8

PHILADELPHIA ORCHESTRA ASSOCIATION
23-1352289

Sales of Assets Other Than Inventory

Publicly Traded Securities

Description:

Sold To:

Sales Price:	17,126,000
Expense of Sale:	17,000
Cost or Value when acquired:	15,317,000
Depreciation since acquisition	-
Net Sale:	<u>1,792,000</u>

Date Sold:
Date Acquired:
How Acquired:

Statement 2
Form: 990
Page: 1
Part: I
Question: 20

PHILADELPHIA ORCHESTRA ASSOCIATION
23-1352289

Other changes in Net Assets or Fund Balances

Explanation	Amount
<i>Increases:</i>	
Transfer from AOM	557,000
Academy based rent draw to POA	303,000
Discount reversal	134,000
Minimum Pension Liability Adjustment	1,786,000
Transfer from Encore Series, Inc.	420,000
Unrealized gain on Investments	9,133,000
	<u>12,333,000</u>

Statement 3
Form: 990
Page: 2
Part: II
Question: 43

PHILADELPHIA ORCHESTRA ASSOCIATION
23-1352289

Attachment listing other expenses for Part II

Description	Total:	Pgm Services	Mgt and General	Fundraising
Guest Artists	\$4,664,000.00	\$4,664,000.00	\$0.00	\$0.00
Advertising and Marketing	\$1,079,000.00	\$34,000.00	\$873,000.00	\$172,000.00
Purchased Services	\$793,000.00	\$495,000.00	\$256,000.00	\$42,000.00
Consultant	\$467,000.00	\$85,000.00	\$187,000.00	\$195,000.00
Insurance	\$444,000.00	\$212,000.00	\$232,000.00	\$0.00
Cultivation and Special Events	\$443,000.00	\$0.00	\$18,000.00	\$425,000.00
Miscellaneous	\$385,000.00	\$137,000.00	\$210,000.00	\$38,000.00
Media and Recording	\$357,000.00	\$357,000.00	\$0.00	\$0.00
Credit Card and Bank Fees	\$283,000.00	\$0.00	\$283,000.00	\$0.00
Gift in Kind Expense	\$267,000.00	\$111,000.00	\$155,000.00	\$1,000.00
Licenses	\$174,000.00	\$174,000.00	\$0.00	\$0.00
Photographs/Flowers	\$100,000.00	\$18,000.00	\$32,000.00	\$50,000.00
Bad Debt Expense	\$65,000.00	\$0.00	\$65,000.00	\$0.00
Total:	\$9,521,000.00	\$6,287,000.00	\$2,311,000.00	\$923,000.00

Statement 4
Form: 990
Page: 3
Part: III
Question:

PHILADELPHIA ORCHESTRA ASSOCIATION
23-1352289

Program Services

Achievement	Pgm. Svc. Exp.
Orchestral Music Programs: The Philadelphia Orchestra performed various concerts throughout the year at locations in the U.S. and throughout the world. (180 Performances)	\$32,092,000.00
Grants and Allocations: \$0.00 This amount includes foreign grants: N/A	
Total:	\$32,092,000.00

Statement 5
Form: 990
Page: 4
Part: IV
Question: 54

PHILADELPHIA ORCHESTRA ASSOCIATION
23-1352289

Investment Securities

Security	Valuation Type	Amount
Alternative Investments	FMV	14,066,000
Limited Partnerships	FMV	4,759,000
		<u>18,825,000</u>

Statement 6
Form: 990
Page: 4
Part: IV
Question: 56

PHILADELPHIA ORCHESTRA ASSOCIATION
23-1352289

Other Investments

Investment	Valuation Type	Amount
Endowment Assets held by Others	FMV	\$4,992,000.00
Stock Certificates	FMV	\$55,000.00
Investment in Joint Venture	FMV	\$575,000.00
Total:		\$5,622,000.00

Statement 7

Form: 990

Page: 4

Part: IV

Question: 58

PHILADELPHIA ORCHESTRA ASSOCIATION

23-1352289

Other Assets

<u>Asset Description</u>	<u>BOY Amount</u>	<u>EOY Amount</u>
Due from Academy of Music	-	-
Gift in Kind - Airline Vouchers	85,000	-
Employee Instrument Loans	-	-
	<u>85,000</u>	<u>-</u>

Statement 8
Form: 990
Page: 4
Part: IV
Question: 65

PHILADELPHIA ORCHESTRA ASSOCIATION
23-1352289

Other Liabilities

Liability Description	BOY Amount	EOY Amount
Unfunded Pension/Postretirement	\$10,232,000.00	\$8,273,000.00
Annuities Payable	\$856,000.00	\$992,000.00
Line of Credit	\$8,500,000.00	\$7,300,000.00
Total:	\$19,588,000.00	\$16,565,000.00

Statement 9
Form: 990
Page: 5
Part: V
Question:

PHILADELPHIA ORCHESTRA ASSOCIATION
23-1352289

Officers, Directors, Trustees, and Key Employees

Name and Address	Ave. Hrs/week	Comp.	Benefits	Expenses
Adele Schaeffer Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States	0	\$0.00	\$0.00	\$0.00
Alan Reed Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States	0	\$0.00	\$0.00	\$0.00
Anna Verna Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States	0	\$0.00	\$0.00	\$0.00
Anne Hamilton Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States	0	\$0.00	\$0.00	\$0.00
Archbold D van Beuren Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States	0	\$0.00	\$0.00	\$0.00
Bernard Anderson Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States	0	\$0.00	\$0.00	\$0.00

Name and Address	Avo. Hrs/week	Comp.	Benefits	Expenses
Berton Korman	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Carl Buchholz	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Carole Haas Gravagno	0	\$0.00	\$0.00	\$0.00
Title: Vice Chair Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Carole Shan's	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Christine Stainton	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Christoph Eschenbach	0	\$0.00	\$0.00	\$0.00
Title: Music Director Addr 1: 260 South Broad Street 16th Floor Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Cynthia Heininger	0	\$0.00	\$0.00	\$0.00
Title: Assistant Secretary Addr 1: 260 South Broad Street 16th Floor Addr 2: CSZ: Philadelphia, PA 19102				

Name and Address	Ave. Hrs/week	Comp.	Benefits	Expenses
Country: United States				
D Walter Cohen	0	\$0.00	\$0.00	\$0.00
Title: Board Member				
Addr 1: 260 South Broad Street				
Addr 2:				
CSZ: Philadelphia, PA 19102				
Country: United States				
David Brennan	0	\$0.00	\$0.00	\$0.00
Title: Board Member				
Addr 1: 260 South Broad Street				
Addr 2:				
CSZ: Philadelphia, PA 19102				
Country: United States				
David Ford	0	\$0.00	\$0.00	\$0.00
Title: Board Member				
Addr 1: 260 South Broad Street				
Addr 2:				
CSZ: Philadelphia, PA 19102				
Country: United States				
Derek Pew	0	\$0.00	\$0.00	\$0.00
Title: Board Member				
Addr 1: 260 South Broad Street				
Addr 2:				
CSZ: Philadelphia, PA 19102				
Country: United States				
Diane Dalto Woosnam	0	\$0.00	\$0.00	\$0.00
Title: Board Member				
Addr 1: 260 South Broad Street				
Addr 2:				
CSZ: Philadelphia, PA 19102				
Country: United States				
Edward H Hanway	0	\$0.00	\$0.00	\$0.00
Title: Board Member				
Addr 1: 260 South Broad Street				
Addr 2:				
CSZ: Philadelphia, PA 19102				
Country: United States				
Elise du Pont	0	\$0.00	\$0.00	\$0.00
Title: Board Member				
Addr 1: 260 South Broad Street				
Addr 2:				

Name and Address	Ave. Hrs/week	Comp.	Benefits	Expenses
CSZ: Philadelphia, PA 19102 Country: United States				
Frederick Haas	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Gerard Cuddy	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Gloria DePasquale	0	\$0.00	\$0.00	\$0.00
Title: Musician Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Harold Rosenbluth	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Harold Sorgenti	0	\$0.00	\$0.00	\$0.00
Title: Chairman Addr 1: 260 South Broad Street Addr 2: Suite 1600 CSZ: Philadelphia, PA 19102 Country: United States				
Hilarie Morgan	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Hugh Long	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street				

Name and Address	Ave. Hrs/week	Comp.	Benefits	Expenses
Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
James E Cambron	40	\$154,000.00	13,000	\$0.00
Title: Vice Pres Mktg Addr 1: 260 South Broad Street 16th Floor Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
James Hovey	0	\$0.00	\$0.00	\$0.00
Title: Vice-Chair Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Jeffrey Orleans	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Joanna Lewis	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
John McFadden	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
John Salvesson	0	\$0.00	\$0.00	\$0.00
Title: Vice-Chair Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Joseph Camarda	0	\$0.00	\$0.00	\$0.00
Title: Board Member				

Name and Address	Ave. Hrs/week	Comp.	Benefits	Expenses
Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Joseph Field	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Joseph Frick	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Joseph McLaughlin	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Joseph Neubauer	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Joseph Sebastianelli	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Kathleen van Bergen	40	\$131,000.00	13,000	\$0.00
Title: VP - Artistic Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Kenneth Lawrence	0	\$0.00	\$0.00	\$0.00

Name and Address	Ave. Hrs/week	Comp.	Benefits	Expenses
Title: Vice-Chair Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Margaret Zminda	40	\$169,000.00	14,000	\$0.00
Title: Vice Pres and CFO Addr 1: 260 South Broad Street 16th Floor Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Michael Cone	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Michael D Zisman	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Michael Kennedy	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Mitchell Rubin	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Mollie Slattery	0	\$0.00	\$0.00	\$0.00
Title: Vice-Chair Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Patricia Harron Imbesi	0	\$0.00	\$0.00	\$0.00

Name and Address	Ave. Hrs/week	Comp.	Benefits	Expenses
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Peter Benoliel	0	\$0.00	\$0.00	\$0.00
Title: Vice-Chair Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Peter Dachowski	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Peter Nero	0	\$0.00	\$0.00	\$0.00
Title: Music Director - Philly Pops Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Richard Klein	0	\$0.00	\$0.00	\$0.00
Title: Vice-Chair Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Richard Sprague	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Robert Bogle	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Robert J Hall	0	\$0.00	\$0.00	\$0.00

Name and Address	Ave. Hrs/week	Comp.	Benefits	Expenses
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Robert Pollack	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Roland Bullard	0	\$0.00	\$0.00	\$0.00
Title: Vice-Chair Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Samuel Savitz	0	\$0.00	\$0.00	\$0.00
Title: Vice-Chair Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Sarah Miller Coulson	0	\$0.00	\$0.00	\$0.00
Title: Vice-Chair Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Senator Vincent Fumo	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Sheldon Bonovitz	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Sidney Kimmel	0	\$0.00	\$0.00	\$0.00

Name and Address	Ave. Hrs/week	Comp.	Benefits	Expenses
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Stephanie Naldoff	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Stephen Alchele	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
The Honorable John F Street	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Toni Garrison	0	\$0.00	\$0.00	\$0.00
Title: Secretary Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Richard B Worley	0	\$0.00	\$0.00	\$0.00
Title: Vice-Chair Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
James Undercoffer	40	\$383,000.00	16,000	\$0.00
Title: Exec Director/CEO Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Eric Carlson	0	\$0.00	\$0.00	\$0.00

Name and Address	Ave. Hrs/week	Comp.	Benefits	Expenses
Title: Musician Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
L Patrick Gage	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Ronald Kalserman	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Elizabeth Mahoney	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Sandra G Marshall	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
John Park	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Ronald Rubln	0	\$0.00	\$0.00	\$0.00
Title: Musician Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Constance Smukler	0	\$0.00	\$0.00	\$0.00

Name and Address	Ave. Hrs/week	Comp.	Benefits	Expenses
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Bernard Spain	0	\$0.00	\$0.00	\$0.00
Title: Board Member Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States				
Elizabeth Warshawer	0	\$0.00	\$0.00	\$0.00
Title: Exec VP and COO Addr 1: 260 South Broad Street Addr 2: CSZ: Philadelphia, PA 19102 Country: United States Compensation Explanation: Salary reflects a partial year of employment.				
TOTALS		\$837,000.00	56,000	\$0.00

Statement 10
Form: 990
Page: 6
Part: V
Question: 75b

PHILADELPHIA ORCHESTRA ASSOCIATION
23-1352289

Relationships

Person/Business 1
Independence Blue Cross
Health Care Vendor
Business

Person/Business 2
Joseph Frick
Exec Director/CEO
Person

Cristoforo Inc.
Music Director Services
Business

Christoph Eschenbach
Board Member
Person

Statement 11

Form: 990

Page: 6

Part: V-B

Question:

PHILADELPHIA ORCHESTRA ASSOCIATION

23-1352289

Former Officers, Directors, Trustees, and Key Employees

Name and Address	Loans and Advances	Comp.	Benefits	Expenses
Joseph Kluger	\$0.00	\$144,000.00	\$0.00	\$0.00
Addr: 260 South Broad Street				
Addr 2:				
CSZ: Philadelphia, PA 19102				
Country: United States				
TOTALS	\$0.00	\$144,000.00	\$0.00	\$0.00

Statement 12
Form: 990
Page: 6
Part: VI
Question: 80 b

PHILADELPHIA ORCHESTRA ASSOCIATION
23-1352289

Related Organizations

Description	Exempt
Academy of Music of Philadelphia Inc	Yes
Encore Series Inc	Yes

Statement 13
Form: 990
Page: 8
Part: VIII
Question:

PHILADELPHIA ORCHESTRA ASSOCIATION
23-1352289

Relationship of Activities

Line No	Relationship of Activities to the Accomplishment of Exempt Purposes
93 a	The income from Concert activities partially funds the mission of the Philadelphia Orchestra to perform symphonic concerts in Philadelphia and throughout the world.
103 d	This activity engages in recording and distributing classical CDs of the Philadelphia Orchestra

Statement 14
Form: 990
Page: None
Part: None
Question: None

PHILADELPHIA ORCHESTRA ASSOCIATION
23-1352289

State Copies

State Copy List

Statement 15
Form: 990
Page: 1
Part: I
Question: 7

PHILADELPHIA ORCHESTRA ASSOCIATION
23-1352289

Other Investment Income

Description	Amount
Joint Venture Income (Ticketing Philadelphia)	342,000
Distribution from Third Party Trusts	265,000
	<u>607,000</u>

Depreciation

Page: 2
Part: II
Question: 42

Depreciation expense for 2006: 322,000

Page: 4
Part: IV
Question: 57

Land, Buildings, and Equipment (Basis): 6,362,000
Less: Accumulated depreciation: (2,167,000)
4,195,000

Other Notes and Loans Receivable

Borrower: Individual Loans

Interest Rate: Determined at the ten-year treasury rate plus 1%.

Repayment Terms: Maximum term of ten years.

Purpose of Loans: Acquiring instruments to be used when performing.

Ending Balance: 335,000

Statement 18
Form: 990 Sch A
Page: 2
Part: III
Question: 2c

PHILADELPHIA ORCHESTRA ASSOCIATION
23-1352289

Furnishing of Goods, Services or Facilities

The POA provides an apartment, which is in close proximity to the concert hall, to Christoph Eschenbach. The value of the apartment is included in the compensation disclosed on Schedule A, Part II to his company Cristoforo, Inc.