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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

SAMUEL S. FELS FUND

Number and street (or P O box number if mail is not delivered to street address)

1616 WALNUT STREET

SUITE 800

City or town, state, and ZIP code

PHILADELPHIA, PA 19103

A Employer identification number

23-1365325

B Telephone number (see page 10 of the instructions)

(215) 731-9455

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col (c), line

16) \$ 42,301,278.

J Accounting method ☐ Cash ☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The

total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	7,780.	7,780.		ATCH 1
4 Dividends and interest from securities	818,830.	818,830.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-1,016,496.			
b Gross sales price for all assets on line 6a 7,205,930.				
Capital gain net income (from Part IV, line 2)				
Net short-term capital gain				
Income modifications				
9 Gross sales less returns and allowances				
b Less Cost of goods sold				
Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	-189,886.	826,610.		
13 Compensation of officers, directors, trustees, etc	178,412.	8,921.		169,491.
14 Other employee salaries and wages	62,738.	3,137.		59,601.
15 Pension plans, employee benefits	23,244.			23,244.
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 3	28,176.	4,226.	0.	23,950.
c Other professional fees (attach schedule) *	13,050.	1,029.		12,021.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	13,822.	691.		13,131.
19 Depreciation (attach schedule) and depletion	2,873.	2,873.		
20 Occupancy				
21 Travel, conferences, and meetings	8,878.			8,878.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	133,105.	6,413.		126,692.
24 Total operating and administrative expenses. Add lines 13 through 23	464,298.	27,290.	0.	437,008.
25 Contributions, gifts, grants paid	1,493,000.			1,966,000.
26 Total expenses and disbursements. Add lines 24 and 25	1,957,298.	27,290.	0.	2,403,008.
27 Subtract line 26 from line 12	-2,147,184.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		799,320.		
c Adjusted net income (if negative, enter -0-)			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

* ATCH 4 JSA ** ATCH 5

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	480.	480.	480.
	2	Savings and temporary cash investments	66,645.	42,763.	42,763.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis	147,899.		
	Less accumulated depreciation (attach schedule) ▶	137,785.	10,114.	10,114.	
12	Investments - mortgage loans				
13	Investments - other (attach schedule) <u>ATCH 7</u>	36,691,638.	42,129,479.	42,129,479.	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ <u>ATCH 8</u>)	77,634.	118,442.	118,442.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	36,847,450.	42,301,278.	42,301,278.	
Liabilities	17	Accounts payable and accrued expenses	8,602.	4,448.	
	18	Grants payable	1,301,000.	828,000.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ <u>ATCH 9</u>)	61,551.	52,586.	
23	Total liabilities (add lines 17 through 22)	1,371,153.	885,034.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	35,476,297.	41,416,244.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see page 17 of the instructions)	35,476,297.	41,416,244.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	36,847,450.	42,301,278.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	35,476,297.
2	Enter amount from Part I, line 27a	2	-2,147,184.
3	Other increases not included in line 2 (itemize) ▶ <u>ATTACHMENT 10</u>	3	8,087,131.
4	Add lines 1, 2, and 3	4	41,416,244.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	41,416,244.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-1,016,496.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3		
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.					

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets *	(d) Distribution ratio (col. (b) divided by col. (c))
2008	2,522,452.	45,998,500.	0.054838
2007	2,503,944.	54,275,819.	0.046134
2006	2,415,718.	50,651,103.	0.047693
2005	2,377,518.	48,226,716.	0.049299
2004	2,356,668.	45,893,565.	0.051351
2 Total of line 1, column (d)			2 0.249315
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.049863
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 36,895,217.
5 Multiply line 4 by line 3			5 1,839,706.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,993.
7 Add lines 5 and 6			7 1,847,699.
8 Enter qualifying distributions from Part XII, line 4			8 2,403,008.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	7,993.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	7,993.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	7,993.
6 Credits/Payments.			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 109,722.		
b Exempt foreign organizations-tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	109,722.
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	101,729.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax 8,000. Refunded		11	93,729.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) PA,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X
Website address WWW.SAMFELS.ORG				
14	The books are in care of SAMUEL S. FELS FUND Telephone no 215-731-9455			
Located at 1616 WALNUT STREET, PHILADELPHIA, PA ZIP + 4 19103				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	☐		
and enter the amount of tax-exempt interest received or accrued during the year 15				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		
Organizations relying on a current notice regarding disaster assistance check here		☐
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes	☒ No
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

- 5 a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☒
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6 a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870
- 7 a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

6b

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation** (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		178,412.	35,471.	0.

-2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		55,702.	36,729.	0.

Total number of other employees paid over \$50,000 ☐

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

- 1 THE FUND'S PURPOSE IS TO MAKE GRANTS IN PHILADELPHIA, PA FOLLOWING THE FOUNDER'S WISH "TO BRING TO THE AVERAGE PERSON GREATER HEALTH, HAPPINESS & A FULLER UNDERSTANDING OF THE MEANING & PURPOSES OF LIFE." THE FUND FOCUSES ON SUPPORT FOR ARTS, EDUCATION & COMMUNITY. GRANTS IN ARTS ARE FOR EMERGING & SMALL PROFESSIONAL ORGANIZATIONS. MOST GRANTS IN EDUCATION
- 2 SUPPORT IMPROVEMENT IN CITY PUBLIC SCHOOLS OR LITERACY. GRANTS IN COMMUNITY ENCOMPASS SERVICES FOR IMMIGRANTS; LEGAL AID; PROGRAMS THAT MITIGATE HOMELESSNESS; ACCESS TO AFFORD-
- 3 ABLE HOUSING; PROGRAMS FOR THE MOST VULNERABLE POPULATIONS; COMMUNITY ARTS; NEIGHBORHOOD IMPROVEMENT, BEAUTIFICATION & GREENING; REPRODUCTIVE FREEDOM & SOCIAL & ECONOMIC JUSTICE.

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

- 1 NONE
- 2

All other program-related investments See page 24 of the instructions

- 3 NONE

Total. Add lines 1 through 3

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	37,456,366.
b	Average of monthly cash balances	1b	707.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	37,457,073.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	37,457,073.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	561,856.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	36,895,217.
6	Minimum investment return. Enter 5% of line 5	6	1,844,761.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,844,761.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	7,993.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,993.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,836,768.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,836,768.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,836,768.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,403,008.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,403,008.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	7,993.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,395,015.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,836,768.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 <u>07</u> , 20 <u>06</u> , 20 <u>05</u>				
3 Excess distributions carryover, if any, to 2009				
a From 2004	114,308.			
b From 2005	12,431.			
c From 2006	0.			
d From 2007	0.			
e From 2008	289,895.			
f Total of lines 3a through e	416,634.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>2,403,008.</u>				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				1,836,768.
e Remaining amount distributed out of corpus	566,240.			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	982,874.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	114,308.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	868,566.			
10 Analysis of line 9				
a Excess from 2005	12,431.			
b Excess from 2006	0.			
c Excess from 2007	0.			
d Excess from 2008	289,895.			
e Excess from 2009	566,240.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 8 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed

ATTACHMENT 13

b The form in which applications should be submitted and information and materials they should include

APPLICATION FORM IS AVAILABLE FROM SAMUEL S. FELS FUND

c Any submission deadlines

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

LISTED ON APPLICATION

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATTACHMENT 14				
Total			3a	1,966,000.
b Approved for future payment SEE STATEMENT F				20,000.
Total			3b	20,000.

Form 990-PF (2009)

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	818,830.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income			14	7,780.	
8	Gain or (loss) from sales of assets other than inventory			18	-1,016,496.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e)				-189,886.	
13	Total. Add line 12, columns (b), (d), and (e)					-189,886.

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		Yes	No
	1a(1)			X
	1a(2)			X
	1b(1)			X
	1b(2)			X
	1b(3)			X
	1b(4)			X
	1b(5)			X
	1b(6)			X
	1c			X

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

[illegible]

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

Sian 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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: [Signature] Date: 1-6-28-10 Title: Exec. Dir.

Paid Preparer's Use Only	Preparer's signature <i>Aerodette M. Daniel CPA</i>	Date <i>6/25/10</i>	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00026171
	Firm's name (or yours if self-employed), address, and ZIP code <i>ASHER & COMPANY, LTD. 1801 MARKET STREET, SUITE 1700 PHILADELPHIA, PA 19103</i>	EIN <i>23-1914020</i>	Phone no <i>215-564-1900</i>	

Form 990-PF (2009)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
158,900.		2,838 SHS VANGUARD-CAP OPP PROPERTY TYPE: SECURITIES 130,426.				VARIOUS 28,474.	VARIOUS
195,400.		13,894 SHS VANGUARD- SEL VAL PROPERTY TYPE: SECURITIES 176,299.				VARIOUS 19,101.	VARIOUS
489,200.		18,425 SHS VANGUARD-TOT STK PROPERTY TYPE: SECURITIES 379,371.				VARIOUS 109,829.	VARIOUS
244,370.		6,458 SHS VANGUARD-US GWTH PROPERTY TYPE: SECURITIES 214,462.				VARIOUS 29,908.	VARIOUS
211,662.		5,440 SHS VANGAURD - WIND II PROPERTY TYPE: SECURITIES 223,550.				VARIOUS -11,888.	VARIOUS
254,000.		16,224 SHS VANGUARD - REIT INDEX PROPERTY TYPE: SECURITIES 312,060.				VARIOUS -58,060.	VARIOUS
1,938,000.		200,051 SHS VANGUARD - MRKT NEUTRL PROPERTY TYPE: SECURITIES 2,462,437.				VARIOUS -524,437.	VARIOUS
296,100.		11,827 SHS VANGUARD EMG MRKT STK PROPERTY TYPE: SECURITIES 374,312.				VARIOUS -78,212.	VARIOUS
1,177,550.		134,782 SHS VANGUARD - INTS DEV MKTS PROPERTY TYPE: SECURITIES 1,561,751.				VARIOUS -384,201.	VARIOUS
760,700.		86,945 SHS VANGUARD - INTRMED CORP PROPERTY TYPE: SECURITIES 869,338.				VARIOUS -108,638.	VARIOUS
1,096,343.		107,593 SHS VANGUARD - TOT BOND PROPERTY TYPE: SECURITIES 1,105,181.				VARIOUS -8,838.	VARIOUS
383,705.		39,158 SHS VANGUARD - ST INVST GRADE PROPERTY TYPE: SECURITIES 413,239.				VARIOUS -29,534.	VARIOUS
TOTAL GAIN (LOSS)						<u>-1016496.</u>	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME	7,780.	7,780.
TOTAL	7,780.	7,780.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME	818,830.	818,830.
TOTAL	<u>818,830.</u>	<u>818,830.</u>

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING & AUDITING FEES	28,176.	4,226.		23,950.
TOTALS	<u>28,176.</u>	<u>4,226.</u>	<u>0.</u>	<u>23,950.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT ADVISORY FEES	1,029.	1,029.	
CONSULTING FEES	12,021.		12,021.
TOTALS	<u>13,050.</u>	<u>1,029.</u>	<u>12,021.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	13,822.	691.	13,131.
TOTALS	<u>13,822.</u>	<u>691.</u>	<u>13,131.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	54,941.	2,747.	52,194.
RENT	41,295.	2,065.	39,230.
OFFICE EXPENSE	32,013.	1,601.	30,412.
DUES & SUBSCRIPTIONS	1,631.		1,631.
MISCELLANEOUS	535.		535.
SPECIAL PROJECTS - COMM. SERV	2,002.		2,002.
SPECIAL PROJECTS - INTERNS	688.		688.
TOTALS	<u>133,105.</u>	<u>6,413.</u>	<u>126,692.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

<u>ATTACHMENT 7</u>			
<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COMMUNITY INVESTMENT MUTUAL FUNDS	200,000. 36,491,638.	200,000. 41,929,479.	200,000. 41,929,479.
TOTALS	<u>36,691,638.</u>	<u>42,129,479.</u>	<u>42,129,479.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 8

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PREPAID INSURANCE	1,127.	542.	542.
ACCRUED INTEREST AND DIVIDENDS	1,022.	2,044.	2,044.
PREPAID TAXES	75,485.	109,722.	109,722.
PREPAID MISCELLANEOUS	0.	6,134.	6,134.
TOTALS	77,634.	118,442.	118,442.

FORM 990PF, PART II - OTHER LIABILITIES

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
PAYROLL TAXES PAYABLE	3,766.	0.
POST EMPLOYMENT BENEFITS	57,785.	48,588.
DEFERRED EXCISE TAXES	0.	3,998.
TOTALS	<u>61,551.</u>	<u>52,586.</u>

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
DEFFERED TAX BENEFIT	30,239.
UNREALIZED GAIN ON INVESTMENT	8,056,892.
TOTAL	<u>8,087,131.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DAVID C. MELNICOFF 1616 WALNUT STREET SUITE 800 PHILADELPHIA, PA 19103	BOARD MEMBER 1.00	0.	0.	0.
DR. SANDRA FEATHERMAN 1616 WALNUT STREET SUITE 800 PHILADELPHIA, PA 19103	PRESIDENT 1.00	6,780.	0.	0.
DAVID H. WICE, ESQ. 1616 WALNUT STREET SUITE 800 PHILADELPHIA, PA 19103	BOARD MEMBER 1.00	4,052.	0.	0.
BEVERLY COLEMAN 1616 WALNUT STREET SUITE 800 PHILADELPHIA, PA 19103	BOARD MEMBER 1.00	2,964.	0.	0.
IDA K. CHEN 1616 WALNUT STREET SUITE 800 PHILADELPHIA, PA 19103	BOARD MEMBER 1.00	4,052.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
EMANUEL ORTIZ 1616 WALNUT STREET SUITE 800 PHILADELPHIA, PA 19103	TREASURER 1.00	1,380.	0.	0.
HELEN CUNNINGHAM 1616 WALNUT STREET SUITE 800 PHILADELPHIA, PA 19103	EXECUTIVE DIRECTOR/SECRETARY 40.00	143,000.	35,471.	0.
MINDY M. POSOFF 1616 WALNUT STREET SUITE 800 PHILADELPHIA, PA 19103	VICE PRESIDENT 1.00	3,752.	0.	0.
PHOEBE HADDON 1616 WALNUT STREET SUITE 800 PHILADELPHIA, PA 19103	BOARD MEMBER 1.00	3,752.	0.	0.
VALERIE CLAYTON 1616 WALNUT STREET SUITE 800 PHILADELPHIA, PA 19103	BOARD MEMBER 1.00	4,628.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN RICE 1616 WALNUT STREET SUITE 800 PHILADELPHIA, PA 19103	BOARD MEMBER 1.00	2,964.	0.	0.
LEONARD RIESER 1616 WALNUT STREET SUITE 800 PHILADELPHIA, PA 19103	BOARD MEMBER 1.00	1,088.	0.	0.
GRAND TOTALS		178,412.	35,471.	0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
ROBIN CULMER 1616 WALNUT STREET PHILADELPHIA, PA 19103	OFFICE ADMINISTRATOR 40.00	55,702.	36,729. 0.
TOTAL COMPENSATION		<u>55,702.</u>	<u>36,729.</u> <u>0.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SAMUEL S. FELS FUND
1616 WALNUT STREET
PHILADELPHIA, PA 19103
215-731-9455

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE STATEMENT A - EDUCATION

670,000.

SEE STATEMENT B - ARTS

209,000.

SEE STATEMENT C - COMMUNITY SERVICES

991,000

SEE STATEMENT D - INTERNS

90,000.

SEE STATEMENT E - MEMBERSHIP

6,000.

TOTAL CONTRIBUTIONS PAID

1,966,000.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust

SAMUEL S. FELS FUND

Employer identification number

23-1365325

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-1,016,496.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	-1,016,496.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		-1,016,496.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		-1,016,496.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet** necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000
16	(3,000.)

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . .	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2009

Employer identification number

23-1365325

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	-1,016,496.
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JSA

SAMUEL S. FELS FUND
GRANTS PAID

EDUCATION GRANTS	670,000	(SEE STATEMENT A)
ARTS GRANTS	209,000	(SEE STATEMENT B)
COMMUNITY GRANTS	1,011,000	(SEE STATEMENT C)
INTERN GRANTS	90,000	(SEE STATEMENT D)
MEMBERSHIP GRANTS	6,000	(SEE STATEMENT E)
PAYMENT OF PRIOR GRANTS	<u>(493,000)</u>	(SEE STATEMENT F)
TOTAL GRANTS PAID	<u><u>1,493,000</u></u>	

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Payments Made - OBRA Report

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Cash Education

Payee Organization	Request Primary Contact	Project Title	Staff	Amount	Check #	Paid Date	Deduct Amount	Non-Deduct Amount	Tax Status	Sched. Date	Done Date
Artistas Musicos Latino Americanos Riviera, Lucas	4261 N 5th Street Philadelphia, PA 19140	General support	Helen Cunningham	\$15,000.00	4344	4/17/2009	\$15,000.00	\$0.00			
Big Picture Philadelphia Bromley, David	848 Carpenter Lane Philadelphia, PA 19119	General support	Helen Cunningham	\$25,000.00	4371	6/19/2009	\$25,000.00	\$0.00			
The Center for Literacy, Inc. Weinberger, JoAnn	636 South 48th Street Philadelphia, PA 19143	Towards the Life Experience Academic Diploma	Helen Cunningham	\$15,000.00	4258	2/20/2009	\$15,000.00	\$0.00	Y		
Children's Literacy Initiative Katz, Linda	2314 Market Street, 4th Floor Philadelphia, PA 19103	To create a model education school at the Newlin Fell Elementary School	Helen Cunningham	\$50,000.00	4256	2/20/2009	\$50,000.00	\$0.00	Y		
Children's Literacy Initiative Katz, Linda	2314 Market Street, 4th Floor Philadelphia, PA 19103	New teacher training	Helen Cunningham	\$20,000.00	4433	9/18/2009	\$20,000.00	\$0.00	Y		

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Payee Organization Request Primary Contact	Project Title	Staff	Amount		Deduct Amount	Non- Deduct Tax		--- Receipt ---	
			Check #	Paid Date		Amount	Status	Sched. Date	Done Date
Philadelphia Youth Network for City of Philadelphia Shorr, Lori		Helen Cunningham	\$15,000.00 4475	12/18/2009	\$15,000.00	\$0.00			
City Hall, Room 115 Philadelphia, PA 19107 <i>Website for PhillyGoes2College</i>									
The Clay Studio Samir Williams, Amy		Helen Cunningham	\$7,500.00 4297	3/20/2009	\$7,500.00	\$0.00	Y		
139 North Second Street Philadelphia, PA 19106- <i>Claymobile programs</i>									
Common Cause Education Fund Walker, Bob		Helen Cunningham	\$10,000.00 4348	4/17/2009	\$10,000.00	\$0.00			
1250 Connecticut Avenue, Suite 600 Washington, DC 20036 <i>To support Philadelphia chapter</i>									
Community Music School/Philadelphia Community Conservatory Framil, Stephen		Helen Cunningham	\$7,500.00 4470	12/18/2009	\$7,500.00	\$0.00			
83-3 Fernside Boulevard Drexel Hill, PA 19139 <i>General support</i>									
Dancing Classrooms/Arts in Schools Collaborative Brooks, Jane		Helen Cunningham	\$15,000.00 4369	6/19/2009	\$15,000.00	\$0.00			
15C Llanfair Road Ardmore, PA 19003 <i>Programming Dancing Classrooms in Philadelphia public schools</i>									
Delaware Valley Association for Education of Young Children Easterling, Sharon		Helen Cunningham	\$10,000.00 4260	2/20/2009	\$10,000.00	\$0.00	Y		
100 N. 17th St., 8th Fl. Robert Morris Bldg. Philadelphia, PA 19103 <i>Public Policy Advocacy</i>									

STATEMENT App 3'67

Payee Organization Request Primary Contact Project Title	Staff	Amount		Non-		--- Receipt ---	
		Check #	Deduct	Deduct	Tax	Sched.	Done
		Paid Date	Amount	Amount	Status	Date	Date
Education Law Center - PA Reiser, Len 1315 Walnut Street 4th Floor Philadelphia, PA 19107- <i>For public school misconduct research</i>	Helen Cunningham	\$20,000.00 4436 9/18/2009	\$20,000 00	\$0 00	Y		
Fels Institute of Government Thornburgh, David 3814 Walnut Street Philadelphia, PA 19104-6197 <i>MGA scholarships and research services</i>	Helen Cunningham	\$100,000 00 4382 6/19/2009	\$100,000 00	\$0 00	Y		
HEM Center for Literacy Schuyler, Mary Regina 425 West Lindley Avenue Philadelphia, PA 19120-3394 <i>General support</i>	Helen Cunningham	\$15,000 00 4453 9/18/2009	\$15,000 00	\$0 00	Y		
Intercultural Family Services, Inc. Marcha-Hidalgo, Evelyn 4225 Chestnut Street Philadelphia, PA 19104 <i>Toward the music and mentorship program</i>	Helen Cunningham	\$5,000 00 4301 3/20/2009	\$5,000 00	\$0 00			
LaSalle University Otten, Laura Non-profit Management Development Corporation 20th Street and Olney Avenue Philadelphia, PA 19141 <i>Art Museum's education and community outreach program</i>	Helen Cunningham	\$5,000 00 4303 3/20/2009	\$5,000 00	\$0 00	Y		
Mastery Charter Schools Gordon, Scott 5700 Wayne Avenue Philadelphia, PA 19144 <i>Toward development of the teacher coaching program</i>	Helen Cunningham	\$40,000.00 4441 9/18/2009	\$40,000 00	\$0 00			

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Payee Organization	Request Primary Contact	Project Title	Staff	Amount	Check #	Paid Date	Deduct Amount	Non-Deduct Amount	Tax Status	Sched. Date	Done Date	Receipt ---
Moore College of Art Fernandez, Happy	20th Street and the Parkway Philadelphia, PA 19103-1179	Frederick Douglass School art program	Helen Cunningham	\$10,000.00	4416	7/20/2009	\$10,000.00	\$0.00	Y			
Musicopia Kinney, Denise	2001 Market Street, Suite 3100 Philadelphia, PA 19103-7044	Musicopia String Orchestra	Helen Cunningham	\$15,000.00	4353	4/17/2009	\$15,000.00	\$0.00	Y			
Need in Deed Dundon, Barbara	8616 Germantown Avenue, 2nd Floor Rear Philadelphia, PA 19118	General support	Helen Cunningham	\$7,500.00	4377	6/19/2009	\$7,500.00	\$0.00	Y			
Pennsylvania Ballet Association Scolamicro, Michael	1101 South Broad Street Philadelphia, PA 19147	Accent on Dance	Helen Cunningham	\$7,500.00	4306	3/20/2009	\$7,500.00	\$0.00	Y			
Pennsylvania Humanities Council/Moonstone Inc. Robin, Larry	110 South 13th Street Philadelphia, PA 19107-	"Thomas Pain: The Forgotten Founding Father"	Helen Cunningham	\$5,000.00	4294	3/20/2009	\$5,000.00	\$0.00				
Philadelphia Young Playwrights Program, Inc. Knapp, Glen	7 Benjamin Franklin Pkwy, 2nd Floor Philadelphia, PA 19103-1208	To support work in Philadelphia public schools	Helen Cunningham	\$7,500.00	4266	2/20/2009	\$7,500.00	\$0.00				

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Payee Organization	Request Primary Contact	Project Title	Staff	Amount	Check #	Paid Date	Deduct Amount	Non-Deduct Amount	Tax Status	Sched. Date	Done Date
Philadelphia Cares, Inc. Archawski, Renee Land Title Building 100 S Broad St, #2200 Philadelphia, PA 19110 <i>For Reading Stars</i>			Helen Cunningham	\$15,000.00	4452	9/18/2009	\$15,000.00	\$0.00	Y		
Philadelphia Education Fund Fixman, Carol 7 Ben Franklin Parkway Suite 700 Philadelphia, PA 19103-1294 <i>Teacher Innovation grants</i>			Helen Cunningham	\$50,000.00	4383	6/19/2009	\$50,000.00	\$0.00	Y		
Philadelphia Education Fund Fixman, Carol 7 Ben Franklin Parkway Suite 700 Philadelphia, PA 19103-1294 <i>Start-up of the Arts for Youth Initiative</i>			Helen Cunningham	\$40,000.00	4429	9/18/2009	\$40,000.00	\$0.00	Y		
Philadelphia HUNE, Inc. (Hispanos Unidos para Ninos Excepcionales) Hernandez, Luz 2200 North 2nd Street Philadelphia, PA 19133 <i>General support</i>			Helen Cunningham	\$10,000.00	4471	12/18/2009	\$10,000.00	\$0.00			
Public Interest Projects, Inc. Lord, Michele R. 80 Broad Street, Suite 1600 New York, NY 10004 <i>Toward the local match for Philadelphia Fund for Education Organizing</i>			Helen Cunningham	\$10,000.00	4359	4/17/2009	\$10,000.00	\$0.00			

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Payee Organization	Request Primary Contact	Project Title	Staff	Amount	Check #	Paid Date	Deduct Amount	Non-Deduct Amount	Tax Status	Sched. Date	Done Date
Resources For Human Development/Public School Notebook	Socolar, Paul	Immigrant Outreach Program	Helen Cunningham	\$15,000.00	4472	12/18/2009	\$15,000.00	\$0.00	Y		
Settlement Music School of Philadelphia	Campana, Robert		Helen Cunningham	\$5,000.00	4446	9/18/2009	\$5,000.00	\$0.00	Y		
P O Box 63966	Philadelphia, PA 19147-3966	To support the financial aid program									
Summer Search	Epstein, Wendy		Helen Cunningham	\$10,000.00	4356	4/17/2009	\$10,000.00	\$0.00			
1616 Walnut Street, Suite 2200	Philadelphia, PA 19103	General support									
Breakthrough of Greater Philadelphia/Summerbridge of Greater Philadelphia	Spelman, Darren		Helen Cunningham	\$10,000.00	4427	9/18/2009	\$10,000.00	\$0.00			
Germanatown Friends School	31 W. Coulter St										
Philadelphia, PA 19144-	Senior Program Director position										
Teach for America Inc.	Wang, Michael		Helen Cunningham	\$50,000.00	4308	3/20/2009	\$50,000.00	\$0.00			
714 Market Street, Suite 201	Philadelphia, PA 19106	General support									
Temple University, Tyler School of Art	Morrison, Keith		Helen Cunningham	\$5,000.00	4449	9/18/2009	\$5,000.00	\$0.00	Y		
7725 Penrose Avenue	Elkins Park, PA 19027-	Toward "In Loving Memory of..."									

Payee Organization	Request Primary Contact	Project Title	Staff	Amount	Check #	Paid Date	Deduct Amount	Non-Deduct Amount	Tax Status	Sched. Date	Done Date	Receipt ---		
West Philadelphia Alliance for Children Godbold, Ralph P O Box 28885 Philadelphia, PA 19151 <i>Work in Philadelphia public school libraries</i>			Helen Cunningham	\$7,500.00	4451	9/18/2009	\$7,500.00	\$0.00						
Youth Empowerment Services Frome, Taylor C. 1231 N Broad Street, 4th Floor Philadelphia, PA 19122-4021 <i>Curriculum development</i>			Helen Cunningham	\$15,000.00	4478	12/18/2009	\$15,000.00	\$0.00						
Grand Total				\$670,000.00			\$670,000.00	\$0.00						
(36 items)														

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Payments Made - OBRA Report

2/31/2009

Arts

Payee Organization	Request Primary Contact	Project Title	Staff	Amount	Check #	Amount	Deduct	Non-Deduct	Tax	Sched.	Done
				Amount	Check #	Amount	Amount	Amount	Status	Date	Date
11th Hour Theatre Company	O'Brien, Michael Philip		Helen Cunningham	\$3,000.00	4317	\$3,000.00		\$0.00			
269 Lauriston Street	Philadelphia, PA 19128			3/20/2009							
General support											
1812 Productions, Inc.	Childs, Jennifer		Helen Cunningham	\$5,000.00	4394	\$5,000.00		\$0.00	Y		
421 North 7th Street, Suite 218	Philadelphia, PA 19123			6/19/2009							
General support											
Ars Nova Workshop, Inc.	Christman, Mark		Helen Cunningham	\$3,000.00	4336	\$3,000.00		\$0.00			
3909 Warren Street	Philadelphia, PA 19104			3/20/2009							
General support											
Art Sanctuary	Cary, Lorene		Helen Cunningham	\$7,500.00	4332	\$7,500.00		\$0.00			
1801 W Diamond Street	Philadelphia, PA 19121			3/20/2009							
General support											
Atwater Kent Museum	Sand, Viki		Helen Cunningham	\$3,000.00	4398	\$3,000.00		\$0.00	Y		
15 South 7th Street	Philadelphia, PA 19106			6/19/2009							
Neil Benson											
Azuka Theatre Collective	Glaccum, Kevin		Helen Cunningham	\$3,000.00	4392	\$3,000.00		\$0.00			
525 South 4th Street, Suite 362	Philadelphia, PA 19147			6/19/2009							
General support											

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Payee Organization		Request Primary Contact		Project Title		Staff	Amount		Check #	Deduct		Non-		Sched.		Done	
							Paid Date	Amount		Amount	Tax	Amount	Status	Date		Date	
Bach Festival of Philadelphia, Inc.		Houben, Guido				Helen Cunningham	\$3,000 00	\$3,000 00	4405	\$0.00	Y	\$0.00					
8419 Germantown Avenue							6/19/2009										
Philadelphia, PA 19118-																	
General support																	
Bowerbird, Inc.		Hurt, Dustin				Helen Cunningham	\$3,000 00	\$3,000 00	4402	\$0.00		\$0.00					
2226 Locust Street							6/19/2009										
Philadelphia, PA 19103																	
General support																	
Brat Productions		Distefano, Madi				Helen Cunningham	\$3,000 00	\$3,000 00	4393	\$0.00		\$0.00					
340 North 12th Street							6/19/2009										
Philadelphia, PA 19107																	
General support																	
Calvary Center for Culture and						Helen Cunningham	\$3,000 00	\$3,000 00		\$0.00		\$0.00					
Community/Crossroads Music																	
Kirk, Rich																	
801 South 48th Street							3/20/2009										
Philadelphia, PA 19143																	
General support																	
CASA DE VENEZUELA		Buitrago, Emilio				Helen Cunningham	\$3,000 00	\$3,000 00	4328	\$0.00		\$0.00					
4135 Vernon Road							3/20/2009										
Drexel Hill, PA 19026																	
General support																	
Center City Opera Theater, Inc.		Kurts, Andrew				Helen Cunningham	\$3,000 00	\$3,000 00	4337	\$0.00		\$0.00					
P O Box 63848							3/20/2009										
Philadelphia, PA 19147																	
General support																	

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Payee Organization	Request Primary Contact	Project Title	Staff	Amount	Check #	Deduct Amount	Non-Deduct Amount	Tax Status	Sched. Date	Done Date
Civil War History Consortium Sajet, Kim 1300 Locust Street Philadelphia, PA 19107 <i>Intern</i>			Helen Cunningham	\$3,000.00 4400 6/19/2009		\$3,000.00	\$0.00			
Commonwealth Classic Theatre Company Baldwin, Mary Ann P O Box 971 Media, PA 19063-0971 <i>General support</i>			Helen Cunningham	\$3,000.00 4314 3/20/2009		\$3,000.00	\$0.00			
Curio Theatre Company Reed, Jared 815 South 48th Street Philadelphia, PA 19143 <i>General support</i>			Helen Cunningham	\$3,000.00 4315 3/20/2009		\$3,000.00	\$0.00			
Dance Affiliates Swartz, F. Randolph 4701 Bath Street, Building 46 Philadelphia, PA 19137 <i>General support</i>			Helen Cunningham	\$5,000.00 4385 6/19/2009		\$5,000.00	\$0.00	Y		
Dolce Suono Chamber Music Concert Series Stillman, Mimi 135 N. 22nd Street Philadelphia, PA 19103 <i>General support</i>			Helen Cunningham	\$3,000.00 4339 3/20/2009		\$3,000.00	\$0.00			
EgoPo Corporation Savadove, Lane 1245 Pierce Street Philadelphia, PA 19148 <i>General support</i>			Helen Cunningham	\$3,000.00 4316 3/20/2009		\$3,000.00	\$0.00			

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Payee Organization	Request Primary Contact	Project Title	Staff	Amount	Check #	Paid Date	Deduct Amount	Non-Deduct Amount	Tax Status	Sched. Date	Done Date
First Person Arts	Solot, Vicki	1 South Broad Street 17th Floor Philadelphia, PA 19107	Helen Cunningham	\$5,000 00	4404	6/19/2009	\$5,000 00	\$0.00			
<i>General support</i>											
First Person Documentary Project/through District	One Community Center	Herold, Benjamin	Helen Cunningham	\$3,000 00	4403	6/19/2009	\$3,000 00	\$0.00			
1429 W Riner Street Philadelphia, PA 19145 <i>General support</i>											
Flux Space, Inc.	Jerardi, Angela	3000 N. Hope Street Philadelphia, PA 19133	Helen Cunningham	\$3,000 00	4399	6/19/2009	\$3,000 00	\$0.00			
<i>General support</i>											
Foundation for Today's Art - Nexus	Cassway, Nick	137 North Second Street Philadelphia, PA 19106	Helen Cunningham	\$3,000 00	4401	6/19/2009	\$3,000 00	\$0.00	Y		
<i>General support</i>											
Gas & Electric Arts, Inc.	Brown, David J	P O Box 38524 Philadelphia, PA 19104	Helen Cunningham	\$3,000 00	4318	3/20/2009	\$3,000 00	\$0.00			
<i>General support</i>											
Group Motion Multi Media Dance Theatre	Fischbeck, Manfred	1050 N. Hancock Street, Suite 61 Philadelphia, PA 19123	Helen Cunningham	\$3,000 00	4386	6/19/2009	\$3,000 00	\$0.00	Y		
<i>General support</i>											

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Payee Organization Request Primary Contact Project Title	Staff	Amount		Deduct		Non-		Receipt --	
		Check #	Paid Date	Amount	Tax	Amount	Status	Sched.	Done
								Date	Date
Headlong Dance Theater Simonet, Andrew 1170 S. Broad Street Philadelphia, PA 19146 <i>General support</i>	Helen Cunningham	\$5,000 00 4313 3/20/2009		\$5,000.00		\$0 00	Y		
INIS NUA Theatre Company Reing, Tom 4600 Baltimore Avenue, Apt 3 Philadelphia, PA 19143 <i>General support</i>	Helen Cunningham	\$3,000 00 4319 3/20/2009		\$3,000 00		\$0 00			
Interact, Inc. Rozin, Seth 2030 Sansom Street Philadelphia, PA 19103 <i>General support</i>	Helen Cunningham	\$5,000 00 4320 3/20/2009		\$5,000 00		\$0.00	Y		
Intercultural Journeys, Inc. Golia, Kristen 2301 Cherry Street Philadelphia, PA 19103 <i>General support</i>	Helen Cunningham	\$3,000 00 4333 3/20/2009		\$3,000 00		\$0 00			
Jeanne Ruddy & Dancers, Inc. Ruddy, Jeanne 1515 Brandywine Street Philadelphia, PA 19130 <i>Database upgrade</i>	Helen Cunningham	\$3,000 00 4387 6/19/2009		\$3,000 00		\$0 00			
Koreah Dance Company Koreah, Alon 104 South 20th Street Philadelphia, PA 19103 <i>General support</i>	Helen Cunningham	\$3,000 00 4388 6/19/2009		\$3,000 00		\$0 00	Y		

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Payee Organization	Request Primary Contact	Project Title	Staff	Amount Check # Paid Date	Deduct Amount	Non- Deduct Amount	Tax Status	Sched. Date	Done Date
Eastern Theatre Company Lyman, Karyn P O. Box 53428 Philadelphia, PA 19105-3428 General support			Helen Cunningham	\$5,000.00 4321 3/20/2009	\$5,000.00	\$0.00	Y		
Anna Theater Company Campbell, Gregory Scott 923 N. Broad Street Woodbury, NJ 08096 General support			Helen Cunningham	\$3,000.00 4322 3/20/2009	\$3,000.00	\$0.00			
Afro Dance Theatre Rohlein, Tobin c/o Girard College, 2101 South College Avenue Philadelphia, PA 19121 General support			Helen Cunningham	\$3,000.00 4415 6/19/2009	\$3,000.00	\$0.00			
Network for New Music Reichert, Linda 6757 Greene Street Philadelphia, PA 19119 General support			Helen Cunningham	\$3,000.00 4406 6/19/2009	\$3,000.00	\$0.00	Y		
New Paradise Laboratories Theatre, Inc. MacLaughlin, Whit 525 S. 4th Street, Suite 366 Philadelphia, PA 19147 General support			Helen Cunningham	\$3,000.00 4395 6/19/2009	\$3,000.00	\$0.00			
Ice People Theatre Company Blicher, Nicole 225 Church Street, #2C Philadelphia, PA 19106 General support			Helen Cunningham	\$3,000.00 4323 3/20/2009	\$3,000.00	\$0.00			

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Requester Organization	Request Primary Contact	Project Title	Staff	Amount	Check #	Paid Date	Deduct Amount	Non-Deduct Amount	Tax Status	Sched. Date	Done Date
Michelle Canuso Dance Company	Canuso, Nichole	831 Kimball Street Philadelphia, PA 19147 <i>General support</i>	Helen Cunningham	\$3,000.00	4390	6/19/2009	\$3,000.00	\$0.00			
Orchestra 2001 Incorporated	Murray, Barbara	P O Box 30382 Philadelphia, PA 19103 <i>General support</i>	Helen Cunningham	\$4,000.00	4340	3/20/2009	\$4,000.00	\$0.00	Y		
Painted Bride Art Center	Raczka, Laurel	230 Vine Street Philadelphia, PA 19106 <i>General support</i>	Helen Cunningham	\$5,000.00	4334	3/20/2009	\$5,000.00	\$0.00	Y		
Asian y Arte	Vaca, Elba Hevia y	6411 Overbrook Avenue Philadelphia, PA 19151 <i>General support</i>	Helen Cunningham	\$3,000.00	4391	6/19/2009	\$3,000.00	\$0.00			
Theatre Alliance of Greater Philadelphia	Salvante, Margie	1616 Walnut Street, Suite 1800 Philadelphia, PA 19103 <i>General support</i>	Helen Cunningham	\$3,000.00	4411	6/19/2009	\$3,000.00	\$0.00	Y		
Philadelphia Chamber Music Society	Maneval, Philip	1616 Walnut Street Suite 1600 Philadelphia, PA 19103 <i>Intern</i>	Helen Cunningham	\$3,000.00	4407	6/19/2009	\$3,000.00	\$0.00	Y		

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Payee Organization Request Primary Contact Project Title	Staff	Amount		Deduct		Non-		Receipt ---	
		Check #	Paid Date	Amount	Amount	Deduct	Tax	Sched.	Done
						Amount	Status	Date	Date
Philadelphia Classical Symphony Middleman, Karl 71 Merbrook Lane Merion, PA 19066 <i>General support</i>	Helen Cunningham	\$3,000.00 4408 6/19/2009		\$3,000.00		\$0.00	Y		
Philadelphia Dance Projects Fox, Terry c/o Philadanco 9 N. Philadance Way Philadelphia, PA 19104 <i>General support</i>	Helen Cunningham	\$3,000.00 4410 6/19/2009		\$3,000.00		\$0.00			
Diffaro Kimball, Joan P 2238 Fairmount Avenue Philadelphia, PA 19130 <i>General support</i>	Helen Cunningham	\$3,000.00 4341 3/20/2009		\$3,000.00		\$0.00	Y		
Philadelphia Theatre Company Garonzik, Sara 230 S. 15th Street, 4th Floor Philadelphia, PA 19102- <i>Capital support</i>	Helen Cunningham	\$5,000.00 4324 3/20/2009		\$5,000.00		\$0.00			
BALLETX (formerly Phrenic New Ballet Company) Steffen, Sally P.O. Box 22713 Philadelphia, PA 19110-2713 <i>General support</i>	Helen Cunningham	\$3,000.00 4384 6/19/2009		\$3,000.00		\$0.00			
The Pig Iron Theatre Company Reigersberg, Dito van 340 North 12 Street, Suite 418 Philadelphia, PA 19107 <i>General support</i>	Helen Cunningham	\$3,000.00 4396 6/19/2009		\$3,000.00		\$0.00	Y		

Employee Organization	Amount	Non-	Done	--- Receipt ---
Request Primary Contact	Check #	Deduct Tax	Sched.	
Project Title	Staff	Amount	Amount Status	Date

[illegible]

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Payee Organization Request Primary Contact Project Title	Staff	Amount		Deduct Amount	Non- Deduct Tax Amount Status	--- Receipt ---	
		Check #	Paid Date			Sched. Date	Done Date
RUTH, India Music & Dance Society Nataraj, C. 710 Fordham Road Bala Cynwyd, PA 19004 General support	Helen Cunningham	\$3,000.00 4409 6/19/2009		\$3,000.00	\$0.00		
empesta di Mare, Inc. Chase, Beth E. 1034 Carpenter Street Philadelphia, PA 19147 General support	Helen Cunningham	\$3,000.00 4342 3/20/2009		\$3,000.00	\$0.00		
Theatre Exile Co Canuso, Joe 1340 S 13th Street Philadelphia, PA 19147 General support	Helen Cunningham	\$5,000.00 4327 3/20/2009		\$5,000.00	\$0.00		
Fox Populi Suggs, Andrew 1315 Cherry St, 4th Floor Philadelphia, PA 19107 General support	Helen Cunningham	\$3,000.00 4331 3/20/2009		\$3,000.00	\$0.00		
The Wilma Theater Zizka, Blanka Broad & Spruce Streets Philadelphia, PA 19107- General support	Helen Cunningham	\$5,000.00 4397 6/19/2009		\$5,000.00	\$0.00 Y		
Grand Total		\$209,000.00		\$209,000.00	\$0.00		
		(59 items)					

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Community

Request Primary Contact	Staff	Object Title	Amount	Check #	Paid Date	Deduct Amount	Non-Deduct Amount	Tax Status	Sched. Date	Done Date
Partners for Sacred Places Inc. Jaeger, A. Robert 1700 Sansom Street, 10th Floor Philadelphia, PA 19103 <i>Philadelphia Fund for Sacred Places</i>	Helen Cunningham		\$25,000.00	4312	3/20/2009	\$25,000.00	\$0.00	Y		
African Cultural Alliance of North America, Inc. Jabatch, Voffee 5521-23 Chester Ave Philadelphia, PA 19143 <i>General support</i>	Helen Cunningham		\$15,000.00	4257	2/20/2009	\$15,000.00	\$0.00			
American Civil Liberties Foundation of Pennsylvania - Clara Bell Duvall Education Fund Petrattis, Carol P.O. Box 1161 Philadelphia, PA 19105-1161 <i>Minor's Access to Confidential Healthcare Project</i>	Helen Cunningham		\$5,000.00	4434	9/18/2009	\$5,000.00	\$0.00	Y		
Arab-American Community Development Corporation Kreidie, Marwan 502 Hancock Street Philadelphia, PA 19147 <i>General support</i>	Helen Cunningham		\$10,000.00	4307	3/20/2009	\$10,000.00	\$0.00			
Art-Reach, Inc. Norris, Michael L. 1819 JFK Blvd., Suite 200 Philadelphia, PA 19103 <i>Accessible programming campaign</i>	Helen Cunningham		\$5,000.00	4296	3/20/2009	\$5,000.00	\$0.00	Y		

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Employee Organization	Request Primary Contact	Object Title	Staff	Amount		Deduct Amount	Tax Status	--- Receipt ---	
				Check #	Paid Date			Sched. Date	Done Date
Asian Arts Initiative Isa, Gayle			Helen Cunningham	\$7,500 00 4370	6/19/2009	\$7,500 00	\$0 00 Y		
1219 Vine Street Philadelphia, PA 19107 General support									
sociacion de Puertorriqueños en Marcha, Inc. Sierra, Jesus M			Helen Cunningham	\$15,000.00 4345	4/17/2009	\$15,000 00	\$0 00		
2147 North Sixth Street Philadelphia, PA 19122- Community Organizer position									
Whbury Arboretum Association, Inc. Kaufman, Gerald			Helen Cunningham	\$15,000 00 4360	5/4/2009	\$15,000 00	\$0 00 Y		
Francis Cope House One Awbury Road Philadelphia, PA 19138-1505 Expand public programming									
ADE (Corporate Alliance for Drug Education) Boyarski, Ellie			Helen Cunningham	\$10,000 00 4431	9/18/2009	\$10,000 00	\$0 00		
128 Chestnut Street, Suite 302 Philadelphia, PA 19106 For assessment tools									
the Caring Center Kumble, Shernlynn			Helen Cunningham	\$10,000 00 4432	9/18/2009	\$10,000.00	\$0 00		
1101 Spring Garden Street Philadelphia, PA 19104 For expansion									
Lasino-Free Philadelphia(through New Society Ed undation) Hunter, Daniel			Helen Cunningham	\$5,000 00 4413	6/19/2009	\$5,000 00	\$0 00		
230 North 2nd Street Philadelphia, PA 19106 General support									

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Agency Organization	Request Primary Contact	Project Title	Staff	Amount		Deduct Amount	Non-Deduct Amount	Tax		Receipt		Done
				Check #	Paid Date	Amount	Amount	Status	Date	Date	Date	
Center for Advocacy for the Rights and Interests of the Elderly Menio, Diane A. 100 S. Broad Street, Suite 1500 Philadelphia, PA 19110 Temporary staffing of the CARIE LINE			Helen Cunningham			\$5,000.00	\$5,000.00					
				4466	12/18/2009							
						\$15,000.00	\$15,000.00					
				4467	12/18/2009							
Center In The Park, Inc. Fields Harris, Lynn 5818 Germantown Avenue Philadelphia, PA 19144 Planning consultant			Helen Cunningham			\$15,000.00	\$15,000.00					
				4347	4/17/2009							
						\$15,000.00	\$15,000.00					
City Parks Institute of Philadelphia Loeb, Deenah 6868 Scotforth Road Philadelphia, PA 19119 General support			Helen Cunningham			\$7,500.00	\$7,500.00					
				4259	2/20/2009							
Common Market Philadelphia Granados, Tatiana 3237 W. Montgomery Avenue Philadelphia, PA 19121 Toward organizational infrastructure			Helen Cunningham			\$10,000.00	\$10,000.00					
				4435	9/18/2009							
Community Design Collaborative of AIA Miller, Elizabeth K. 1216 Arch Street, First Floor Philadelphia, PA 19107 General support			Helen Cunningham			\$7,500.00	\$7,500.00					
				4373	6/19/2009							

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Yee Organization	Request Primary Contact	Staff	Amount		Deduct	Non-		Receipt	
			Check #	Paid Date	Amount	Deduct	Tax	Sched.	Done
Project Title					Amount	Amount	Status	Date	Date
Immunity Women's Education Project Brown, Alexis 801 Frankford Avenue Philadelphia, PA 19134-4096 Capacity building		Helen Cunningham	\$15,000 00 4298 3/20/2009		\$15,000 00	\$0 00	Y		
Just Appointed Special Advocates (CASA) Aguirre, Wendy 940 Brandywine Street Philadelphia, PA 19130 General support		Helen Cunningham	\$15,000 00 4346 4/17/2009		\$15,000 00	\$0 00			
East Park Revitalization Alliance John, Suku 1943 N. 33rd Philadelphia, PA 19121 General support		Helen Cunningham	\$10,000 00 4349 4/17/2009		\$10,000 00	\$0 00			
Energy Coordinating Agency of Philadelphia, Inc. Robinson, Liz 924 Arch Street Philadelphia, PA 19103 Energy workshops		Helen Cunningham	\$15,000 00 4299 3/20/2009		\$15,000 00	\$0 00	Y		
Quality Advocates (formerly Center for Lesbian and Gay Civil Rights) Zeitlin, Lynn G William Way Community Center 315 Spruce St, #307 Philadelphia, PA 19107- New Director's grant		Helen Cunningham	\$15,000 00 4350 4/17/2009		\$15,000 00	\$0 00			
Franklin Institute Wint, Dennis M. 22 North 20th Street Philadelphia, PA 19103-1194 Phase Two renovations of the Fels Planetarium		Helen Cunningham	\$125,000 00 4343 3/20/2009		\$125,000 00	\$0 00	Y		

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Request Organization	Request Primary Contact	Object Title	Staff	Amount	Check #	Amount	Deduct	Amount	Non-Deduct Tax	Sched. Date	Done Date	Receipt
Public Library of Philadelphia Foundation	Shelkrot, Elliot L.		Helen Cunningham	\$33,000.00	4417	\$33,000.00		\$0.00	Y			
	901 Vine Street			7/20/2009								
	Philadelphia, PA 19103-1189											
	Toward technology resources at the new Parkway											
	Central Library											
Irard Coalition (through Greater Philadelphia Urban Affairs Coalition)	Coleman, Angel		Admin	\$15,000.00	4375	\$15,000.00		\$0.00				
	704 W. Girard Avenue			6/19/2009								
	Philadelphia, PA 19123											
	General support											
Greater Philadelphia Coalition Against Hunger	Morgan, Carey		Helen Cunningham	\$7,500.00	4261	\$7,500.00		\$0.00				
	2901 W Hunting Park Avenue			2/20/2009								
	Philadelphia, PA 19129											
	To hire consultants to develop a resource development plan											
After School Activities Partnerships/ASAP Greater Philadelphia Urban Affairs	Walker, Maria		Helen Cunningham	\$5,000.00	4430	\$5,000.00		\$0.00	Y			
	230 S Broad Street			9/18/2009								
	Philadelphia, PA 19102-											
	To expand Philly Girls Play Chess											
Philly Fellows	Fill, Tim		Helen Cunningham	\$10,000.00	4267	\$10,000.00		\$0.00				
	1515 Market Street, Suite 830			2/20/2009								
	Philadelphia, PA 19102											
	General support											

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Agency Organization	Request Primary Contact	Project Title	Staff	Amount	Check #	Deduct Amount	Non-Deduct Amount	Tax Status	Sched. Date	Done Date
Hispanics in Philanthropy	Campaamor, Diana	5950 Doyle Street, Suite 7 Emeryville, CA 94608	Helen Cunningham	\$10,000.00	4262	\$10,000.00	\$0.00			
<i>Philadelphia Funders Collaborative for Strong Latino communities</i>										
Homeless Advocacy Project c/o Philadelphia Bar Association	Cohen, Marcia	42 South 15th Street Philadelphia, PA 19102	Helen Cunningham	\$20,000.00	4351	\$20,000.00	\$0.00	Y		
<i>Towards the Veterans Project</i>										
Homeownership Counseling Association of the Delaware Valley	Hughes, Allison	1315 Walnut Street, Suite 1601 Philadelphia, PA 19107	Helen Cunningham	\$25,000.00	4263	\$25,000.00	\$0.00			
<i>Toward the Residential Mortgage Foreclosure Diversion Pilot Program</i>										
Housing Alliance of Pennsylvania	Hersh, Elizabeth G.	2 South Easton Road Glenside, PA 19038	Helen Cunningham	\$15,000.00	4352	\$15,000.00	\$0.00			
<i>General support</i>										
Institute for Safe Families	Dempsey, Sandra H	3502 Scotts Lane Building 1, Suite 4 Philadelphia, PA 19129	Helen Cunningham	\$19,000.00	4439	\$19,000.00	\$0.00			
<i>Parent Transformations</i>										

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Yee Organization		Amount		Deduct		Non-Deduct		Tax		Sched.		Done	
Request Primary Contact		Check #		Amount		Amount		Status		Date		Date	
Object Title		Paid Date		Amount		Amount		Status		Date		Date	
Wish Employment and Vocational Service Spector, Jay 845 Walnut Street, 7th Floor Philadelphia, PA 19103-4707 <i>Toward the Ex-Offender and Diversion Program</i>		Helen Cunningham		\$15,000.00 4264 2/20/2009		\$15,000.00		\$0.00					
Wish Federation of Greater Philadelphia Schwartz, Ira M 1100 Arch Street Philadelphia, PA 19103 <i>Teaching tolerance program</i>		Helen Cunningham		\$5,000.00 4302 3/20/2009		\$5,000.00		\$0.00					
Intos Garay, Valeska 2029 S. 8th Street Philadelphia, PA 19148 <i>General support</i>		Helen Cunningham		\$20,000.00 4376 6/19/2009		\$20,000.00		\$0.00					
The Juvenile Law Center of Philadelphia Schwartz, Robert G 1315 Walnut Street, 4th Floor Philadelphia, PA 19107- <i>Youth leadership programs</i>		Helen Cunningham		\$20,000.00 4440 9/18/2009		\$20,000.00		\$0.00		Y			
The Media Mobilizing Project Root, Todd 125 Ellsworth Street Philadelphia, PA 19147 <i>General support</i>		Helen Cunningham		\$7,500.00 4304 3/20/2009		\$7,500.00		\$0.00					
New Jerusalem Outreach Ministry Inc. Washington, Rena 1323 N. Van Pelt Street Philadelphia, PA 19132 <i>General support</i>		Helen Cunningham		\$1,000.00 4305 3/20/2009		\$1,000.00		\$0.00		Y			

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Employee Organization	Staff	Amount	Deduct	Non-	--- Receipt ---
Request Primary Contact		Check #	Amount	Deduct Tax	Sched.
Project Title		Paid Date	Amount	Amount Status	Date
LAris	Helen Cunningham	\$3,000 00	\$3,000.00	\$0 00	
Kriedie, Monika		4378			
922 North Orianna Street		6/19/2009			
Philadelphia, PA 19123					
General support					
North Light Boys Club, Inc.	Helen Cunningham	\$15,000 00	\$15,000.00	\$0 00	
Madrak, Irene A		4354			
175 Green Lane		4/17/2009			
Philadelphia, PA 19127					
General support					
Northwest Philadelphia Interfaith Hospitality	Helen Cunningham	\$20,000 00	\$20,000.00	\$0 00	
Network		4442			
Falkove, Rachel		9/18/2009			
YWCA					
5820 Germantown Avenue					
Philadelphia, PA 19144					
For a special assistant to the executive director					
Hueva Esperanza, Inc.	Helen Cunningham	\$15,000 00	\$15,000.00	\$0 00	Y
Cortes, Jr, Luis A		4468			
4261 North 5th Street, 2nd Flr		12/18/2009			
Philadelphia, PA 19140-					
Start up of the Immigration Legal Services program					
People's Emergency Center	Helen Cunningham	\$20,000 00	\$20,000.00	\$0.00	Y
Guard, Gloria		4443			
Rowan House		9/18/2009			
325 N 39th Street					
Philadelphia, PA 19104-4656					
Policy and advocacy for the homeless children project					
Hilabundance	Helen Cunningham	\$30,000 00	\$30,000.00	\$0 00	Y
Clark, William J		4469			
6950 Germantown Avenue		12/18/2009			
PO Box 18927					
Philadelphia, PA 19119-0927					
Community Food Center					

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Funding Organization		Request Primary Contact		Staff	Amount		Deduct	Non-		Sched.	Done
Project Title		Check #	Paid Date		Amount	Deduct		Amount	Tax		
Philadelphia Area Jobs with Justice	Rodriguez, Fabricio			Helen Cunningham	\$10,000.00	4355	\$10,000.00	\$0.00			
315 Spruce Street, #331	Philadelphia, PA 19107		4/17/2009								
General support											
Philadelphia Association of Community	Development Corp			Helen Cunningham	\$20,000.00	4295	\$20,000.00	\$0.00	Y		
Sauer, Rick			3/20/2009								
General support											
Philadelphia Youth Network	Shubilla, Laura			Helen Cunningham	\$30,000.00	4380	\$30,000.00	\$0.00			
114 Market Street, Suite 304	Philadelphia, PA 19106		6/19/2009								
Summer internships for youth											
East Touch Museum	Kolb, Nancy D			Helen Cunningham	\$25,000.00	4418	\$25,000.00	\$0.00	Y		
1231 Avenue of the Republic	Philadelphia, PA 19131		8/5/2009								
Transition to the new museum											
Revention Point Philadelphia	Benitez, Jose			Helen Cunningham	\$15,000.00	4268	\$15,000.00	\$0.00			
66 W Lehigh Avenue, Lower Level	Philadelphia, PA 19133		2/20/2009								
New Director's grant											
Project HOME	Sculion, Sister Mary			Helen Cunningham	\$15,000.00	4269	\$15,000.00	\$0.00	Y		
515 Fairmount Avenue	Philadelphia, PA 19130-		2/20/2009								
Policy and Advocacy work											

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Yee Organization		Amount		Non-		--- Receipt ---	
Quest Primary Contact	Staff	Check #	Deduct Amount	Deduct Tax	Sched. Date	Done	Date
Project Title		Paid Date	Amount	Amount Status			
Ilston Center Littenhouse, Thomas 615 Chestnut Street Philadelphia, PA 19104 Pilot My Way/Services for Life	Helen Cunningham	\$15,000.00 4445 9/18/2009	\$15,000.00	\$0.00			
Northwest Community Enrichment Center Cofey, Katie 341 South 46th Street Philadelphia, PA 19143- For the Art Center	Helen Cunningham	\$7,500.00 4414 6/19/2009	\$7,500.00	\$0.00 Y			
Liberal Q Puppet Theater, Inc. Broyles, Tracy 1114 Spring Garden Street, 2nd Floor Philadelphia, PA 19104 General support	Helen Cunningham	\$10,000.00 4270 2/20/2009	\$10,000.00	\$0.00			
Supportive Older Women's Network, Inc. Drake, Merle 1100 Maine Street, Suite 200 Philadelphia, PA 19127 Match the Robert Wood Johnson Foundation for the GrandFamily Resource Center	Helen Cunningham	\$15,000.00 4428 9/18/2009	\$15,000.00	\$0.00 Y			
Miller Puertorriqueno, Inc. San Miguel, Carmen Febo 1721 North 5th Street Philadelphia, PA 19133- General support	Helen Cunningham	\$15,000.00 4448 9/18/2009	\$15,000.00	\$0.00 Y			
1st Workers Alliance of Pennsylvania Blount, Ronald 1406 W Lehigh Avenue Philadelphia, PA 19132 General support	Helen Cunningham	\$10,000.00 4473 12/18/2009	\$10,000.00	\$0.00			

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Requester Organization	Request Primary Contact	Object Title	Staff	Amount		Deduct Amount	Tax Status	Receipt	
				Check #	Paid Date			Sched. Date	Done Date
Free House Books Sebright, Darcy 1430 W Susquehanna Avenue Philadelphia, PA 19121 <i>General support</i>			Helen Cunningham	\$7,500.00 4381 6/19/2009		\$7,500.00	\$0.00		
employment Information Center Dodds, John 112 N Broad Street, 11th Floor Philadelphia, PA 19102 <i>General support</i>			Helen Cunningham	\$10,000.00 4357 4/17/2009		\$10,000.00	\$0.00 Y		
United Way of Southeastern Pennsylvania Michal, Jill Seven Benjamin Franklin Parkway Philadelphia, PA 19103- <i>Philly Counts</i>			Helen Cunningham	\$20,000.00 4476 12/18/2009		\$20,000.00	\$0.00		
University City Arts League, Inc. Epstein, Edward 4226 Spruce Street Philadelphia, PA 19104- <i>New Director's grant</i>			Helen Cunningham	\$7,500.00 4271 2/20/2009		\$7,500.00	\$0.00 Y		
Urban Tree Connection Wiener, Saul 5125 Woodbine Avenue Philadelphia, PA 19131- <i>Volunteer Coordinator</i>			Helen Cunningham	\$15,000.00 4477 12/18/2009		\$15,000.00	\$0.00 Y		
the Village of Arts and Humanities, Inc. Grimaldi, Elizabeth 2544 Germantown Avenue Philadelphia, PA 19133- <i>Capacity building</i>			Helen Cunningham	\$20,000.00 4309 3/20/2009		\$20,000.00	\$0.00 Y		

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Request Primary Contact	Request Title	Staff	Amount		Deduct		Non-Deduct		Tax		Sched.		Done	
			Check #	Paid Date	Amount	Amount	Amount	Amount	Amount	Status	Date	Date	Date	Date
Free West Philadelphia Tool Library/GPUAC		Helen Cunningham	\$5,000 00	4358	\$5,000 00			\$0.00						
Froehlich, Michael			4/17/2009											
4620 Woodland Avenue														
Philadelphia, PA 19143														
General support														
William Way/Gay Community Center of Philadelphia		Helen Cunningham	\$10,000 00	4374	\$10,000 00			\$0.00						
Goldenburg, Dolph Ward			6/19/2009											
1315 Spruce Street														
Philadelphia, PA 19107														
Toward building improvements														
Wireless Philadelphia		Helen Cunningham	\$20,000 00	4310	\$20,000 00			\$0.00						
Goldman, Greg			3/20/2009											
121 S. 13th Street, 4th Floor														
Philadelphia, PA 19107														
General support														
Grand Total			\$1,011,000 00		\$1,011,000 00			\$0.00						
(66 items)			< 20,000 >		cont'd attached									
			991,000											

STATEMENT D pg 1 of 3

Payments Made - OBRA Report

3/1/2009

Intens

Employee Organization		Amount		Non-		--- Receipt ---	
Request Primary Contact		Check #	Deduct	Deduct	Tax	Sched.	Done
Object Title	Staff	Paid Date	Amount	Amount	Status	Date	Date
Children's Literacy Initiative Katz, Linda 2314 Market Street, 4th Floor Philadelphia, PA 19103 Intern	Helen Cunningham	\$6,000 00 4272 2/20/2009	\$6,000.00	\$0.00	Y		
Philadelphia Fringe Festival Stuccio, Nick 32 N. Front Street Philadelphia, PA 19106 Intern	Helen Cunningham	\$6,000 00 4278 2/20/2009	\$6,000.00	\$0.00	Y		
The Library Company of Philadelphia Van Home, John C 1314 Locust Street Philadelphia, PA 19107-5698 Intern	Helen Cunningham	\$6,000 00 4273 2/20/2009	\$6,000.00	\$0.00			
North Light Community Center Madrak, Irene A 175 Green Lane Philadelphia, PA 19127 Intern	Helen Cunningham	\$6,000 00 4274 2/20/2009	\$6,000.00	\$0.00			
The Pennsylvania Horticultural Society Pepper, Jane 100 N. 20th Street, 5th Flr Philadelphia, PA 19103- Intern	Admin	\$6,000.00 4275 2/20/2009	\$6,000.00	\$0.00	Y		

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Employee Organization	Request Primary Contact	Project Title	Staff	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status	Sched. Date	Done Date
Philadelphia Chamber Music Society Manaval, Philip			Helen Cunningham	\$6,000.00 4276 2/20/2009	\$6,000.00	\$0.00 Y		
1616 Walnut Street Suite 1600 Philadelphia, PA 19103 Intern								
Philadelphia Education Fund Fixman, Carol			Helen Cunningham	\$6,000.00 4277 2/20/2009	\$6,000.00	\$0.00 Y		
7 Ben Franklin Parkway Suite 700 Philadelphia, PA 19103-1294 Intern								
Reservation Alliance for Greater Philadelphia Gallery, John Andrew			Helen Cunningham	\$6,000.00 4279 2/20/2009	\$6,000.00	\$0.00		
1616 Walnut Street, Suite 1620 Philadelphia, PA 19103 Intern								
Project HOME Scullion, Sister Mary			Helen Cunningham	\$6,000.00 4280 2/20/2009	\$6,000.00	\$0.00 Y		
1515 Fairmount Avenue Philadelphia, PA 19130- Intern								
Public (Philadelphia) Citizens for Children and Youth Yanoff, Shelly D			Helen Cunningham	\$6,000.00 4281 2/20/2009	\$6,000.00	\$0.00 Y		
Seven Benjamin Franklin Parkway Philadelphia, PA 19103- Intern								
Regional Housing Legal Services Schwartz, Mark			Helen Cunningham	\$6,000.00 4282 2/20/2009	\$6,000.00	\$0.00		
2 South Easton Road Glenside, PA 19038 Intern								

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Employee Organization	Request Primary Contact	Object Title	Staff	Amount		Non-		Receipt	
				Check #	Deduct	Deduct	Tax	Sched.	Done
				Paid Date	Amount	Amount	Status	Date	Date
Research for Action, Inc. Christman, Jolley Bruce International House 3701 Chestnut Street Philadelphia, PA 19104- Intern			Helen Cunningham	\$6,000 00 4283 2/20/2009	\$6,000.00	\$0 00	Y		
Issabickon Restoration Volunteers Betz, Dani-Ella 3721 Midvale Avenue Philadelphia, PA 19129 Intern			Helen Cunningham	\$6,000 00 4286 2/20/2009	\$6,000 00	\$0 00			
Smith Memorial Playground & Playhouse Inc. Zoss, Hope East Fairmount Park Philadelphia, PA 19121-1095 Intern			Helen Cunningham	\$6,000 00 4284 2/20/2009	\$6,000 00	\$0.00	Y		
Urban Tree Connection Wiener, Saul 5125 Woodbine Avenue Philadelphia, PA 19131- Intern			Helen Cunningham	\$6,000 00 4285 2/20/2009	\$6,000 00	\$0 00	Y		
Grand Total				\$90,000 00	\$90,000 00	\$0 00			
				(15 items)					

Payments Made - OBRA Report

12/31/2009

MEMBERSHIP

Payee Organization	Staff	Amount	Check #	Deduct	Non- Deduct	Tax	Sched.	--- Receipt ---	Done
Request Primary Contact				Amount	Amount	Status	Date		Date
Project Title			Paid Date						
Delaware Valley Grantmakers	Helen Cunningham	\$6,000.00	4253	\$6,000.00	\$0.00	Y			
Lanham, Nancy			1/5/2009						
230 So Broad Street, Suite 4C									
Philadelphia, PA 19102									
2009 membership dues									
Grand Total		\$6,000.00		\$6,000.00	\$0.00				
(1 items)									

SAMUEL S. FELS FUND
GRANTS TO BE PAID IN THE FUTURE
Year Ended 12/31/2009

<u>PAYEE ORGANIZATION</u>	<u>PAYMENT AMOUNT</u>
Hispanics in Philanthropy 5950 Doyle Street, Suite 7 Emeryville, CA 94608	20,000
Partial payment of prior year accruals	(493,000)
Total	<u>(473,000)</u>

Form **8868**

(Rev. April 2009)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- 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.**

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Electronic Filing (e-file) Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization	Employer identification number
	Samuel S. Fels Fund	23-1365325
	Number, street, and room or suite no. If a P.O. box, see instructions 1616 Walnut Street Suite 800	
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Philadelphia, PA 19103	

Check type of return to be filed (file a separate application for each return)

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

- The books are in the care of ► SAMUEL S. FELS FUND

Telephone No. ► 215 731-9455

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 will cover.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/16, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☒ calendar year 2009 or
 ► ☐ tax year beginning _____, _____, and ending _____

- 2 If this tax year 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	\$ <u>NONE</u>
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$ <u>NONE</u>
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ <u>NONE</u>

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.

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

Form 8868 (Rev. 4-2009)