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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2009

Department of the Treasury
Internal Revenue Service

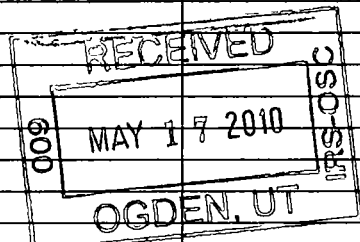
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year **2009**, or tax year beginning _____, and ending _____

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation S.P. MANDELL FOUNDATION		A Employer identification number 23-6274709
	Number and street (or P O box number if mail is not delivered to street address) 1818 MARKET STREET	Room/suite 3220	B Telephone number (215)979-3400
	City or town, state, and ZIP code PHILADELPHIA, PA 19103		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 17,904,442. (Part I, column (d) must be on cash basis.)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

Part I	Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,220.	4,220.		STATEMENT 1
	4 Dividends and interest from securities	327,822.	327,822.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	590,798.			
	b Gross sales price for all assets on line 6a 3,709,674.				
	7 Capital gain net income (from Part IV, line 2)		590,798.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<762,174.>	<762,174.>		STATEMENT 3
	12 Total. Add lines 1 through 11	160,666.	160,666.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	48,500.	33,950.		14,550.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy	240,500.	120,250.		0.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	2,365.	42.		43.
	24 Total operating and administrative expenses. Add lines 13 through 23	291,365.	154,242.		14,593.
	25 Contributions, gifts, grants paid	870,333.			870,333.
	26 Total expenses and disbursements. Add lines 24 and 25	1,161,698.	154,242.		884,926.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,001,032.>			
	b Net investment income (if negative, enter -0-)		6,424.		
	c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year			End of year				
				(a) Book Value			(b) Book Value			(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing		2,690.	12,588.	12,588.					
	2	Savings and temporary cash investments		1,952,788.	293,018.	293,018.					
	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									
	7	Other notes and loans receivable ▶									
		Less: allowance for doubtful accounts ▶									
	8	Inventories for sale or use									
	9	Prepaid expenses and deferred charges									
	10a	Investments - U.S. and state government obligations									
		b Investments - corporate stock	STMT 6		4,655,280.	5,279,022.	5,279,022.				
		c Investments - corporate bonds	STMT 7		39,980.	39,000.	39,000.				
11	Investments - land, buildings, and equipment basis ▶										
	Less accumulated depreciation ▶										
12	Investments - mortgage loans										
13	Investments - other	STMT 8		8,627,484.	12,280,814.	12,280,814.					
14	Land, buildings, and equipment: basis ▶										
	Less accumulated depreciation ▶										
15	Other assets (describe ▶)										
16	Total assets (to be completed by all filers)			15,278,222.	17,904,442.	17,904,442.					
Liabilities	17	Accounts payable and accrued expenses									
	18	Grants payable									
	19	Deferred revenue									
	20	Loans from officers, directors, trustees, and other disqualified persons									
	21	Mortgages and other notes payable									
	22	Other liabilities (describe ▶)									
23	Total liabilities (add lines 17 through 22)			0.	0.	0.					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>										
	and complete lines 24 through 26 and lines 30 and 31.										
	24	Unrestricted									
	25	Temporarily restricted									
	26	Permanently restricted									
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>										
	and complete lines 27 through 31.										
	27	Capital stock, trust principal, or current funds			15,278,222.	17,904,442.	17,904,442.				
28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	0.					
29	Retained earnings, accumulated income, endowment, or other funds			0.	0.	0.					
30	Total net assets or fund balances			15,278,222.	17,904,442.	17,904,442.					
31	Total liabilities and net assets/fund balances			15,278,222.	17,904,442.	17,904,442.					

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	15,278,222.
2	Enter amount from Part I, line 27a	2	<1,001,032.>
3	Other increases not included in line 2 (itemize) ▶ <u>UNREALIZED GAIN ON INVESTMENTS</u>	3	3,627,252.
4	Add lines 1, 2, and 3	4	17,904,442.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,904,442.

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 STATEMENT #14	P	VARIOUS	VARIOUS
b SEE STATEMENT #14	P	VARIOUS	VARIOUS
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 3,227,436.		2,404,277.	823,159.
b 482,238.		714,599.	<232,361.>
c			
d			
e			

(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			823,159.
b			<232,361.>
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	590,798.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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 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	1,037,411.	14,447,087.	.071808
2007	1,114,517.	19,488,222.	.057189
2006	1,163,874.	20,150,978.	.057758
2005	1,133,205.	20,983,216.	.054005
2004	1,147,647.	19,531,559.	.058759

2 Total of line 1, column (d)	2	.299519
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	.059904
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	12,663,399.
5 Multiply line 4 by line 3	5	758,588.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	64.
7 Add lines 5 and 6	7	758,652.
8 Enter qualifying distributions from Part XII, line 4 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.	8	884,926.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	64.
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	0.
3	Add lines 1 and 2	3	64.
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	64.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	8,547.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	8,547.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	8,483.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 8,483. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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 instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of SAMUEL P. MANDELL FOUNDATION Telephone no. 215-979-3400
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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
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?
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?
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?
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?
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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

5a 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)? 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 instructions)? **N/A** **5b**

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? **N/A** Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a 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? **6b** Yes No **X**

If "Yes" to 6b, file Form 8870.

7a 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? **7b** Yes No **N/A**

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.

(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
SEE STATEMENT 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
NONE				

Total number of other employees paid over \$50,000 **0**

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	11,650,689.
b Average of monthly cash balances	1b	1,205,554.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	12,856,243.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	12,856,243.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	192,844.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,663,399.
6 Minimum investment return. Enter 5% of line 5	6	633,170.

Part XI Distributable Amount (see 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	633,170.
2a Tax on investment income for 2009 from Part VI, line 5	2a	64.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	64.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	633,106.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	633,106.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	633,106.

Part XII Qualifying Distributions (see 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	884,926.
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	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	884,926.
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	5	64.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	884,862.

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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				633,106.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	186,807.			
b From 2005	102,225.			
c From 2006	186,664.			
d From 2007	339,041.			
e From 2008	327,731.			
f Total of lines 3a through e	1,142,468.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 884,926.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				633,106.
e Remaining amount distributed out of corpus	251,820.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	1,394,288.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	186,807.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,207,481.			
10 Analysis of line 9:				
a Excess from 2005	102,225.			
b Excess from 2006	186,664.			
c Excess from 2007	339,041.			
d Excess from 2008	327,731.			
e Excess from 2009	251,820.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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)

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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					
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 6 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 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 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:

**SEYMOUR MANDELL, (215) 979-3400
1818 MARKET STREET, SUITE 3220, PHILADELPHIA, PA 19103**

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

LETTER

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:

FOUNDATION MAKES GRANTS TO PUBLIC CHARITIES. NO GRANTS ARE MADE TO PRIVATE OR OPERATING FOUNDATIONS OR TO INDIVIDUALS.

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<p>a <i>Paid during the year</i> SEE STATEMENT 12</p>				<p>870,333.</p>
<p>Total ▶ 3a</p>				<p>870,333.</p>
<p>b <i>Approved for future payment</i> SEE STATEMENT 13</p>				<p>855,113.</p>
<p>Total ▶ 3b</p>				<p>855,113.</p>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK AND MONEY MARKET FUNDS	4,220.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,220.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BONDS	664.	0.	664.
PARTNERSHIPS	69,935.	0.	69,935.
SECURITIES	257,223.	0.	257,223.
TOTAL TO FM 990-PF, PART I, LN 4	327,822.	0.	327,822.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	<762,174.>	<762,174.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<762,174.>	<762,174.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	48,500.	33,950.		0.
ATTENDANCE AT QUARTERLY MEETINGS	0.	0.		7,275.
TAX PREPARATION	0.	0.		7,275.
TO FORM 990-PF, PG 1, LN 16B	48,500.	33,950.		14,550.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSES	2,365.	42.		43.
TO FORM 990-PF, PG 1, LN 23	2,365.	42.		43.

FORM 990-PF	CORPORATE STOCK		STATEMENT 6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
LIBERTY PROPERTY TRUST	0.	0.	
MICROSOFT CORP	0.	0.	
CITIGROUP CAPITAL VII 7.125	0.	0.	
BAC CAPITAL TRUST	0.	0.	
JP MORGAN CHASE TRUST	509,000.	509,000.	
SOUTHWEST CAPITAL HOLDINGS INC.	350,000.	350,000.	
AT&T	560,600.	560,600.	
BRISTOL MYERS SQUIBB	1,313,000.	1,313,000.	
GENERAL ELECTRIC	0.	0.	
VERIZON	662,600.	662,600.	
PROLOGIS SBI	0.	0.	
CATERPILLAR INC	341,940.	341,940.	
MERCK & CO	277,704.	277,704.	
MCDONALDS CORP	624,400.	624,400.	
ISHARES BARCLAYS	639,778.	639,778.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,279,022.	5,279,022.	

FORM 990-PF	CORPORATE BONDS		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
STATE OF ISRAEL BOND	39,000.	39,000.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	39,000.	39,000.	

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TEPPCO PARTNERS	COST	0.	0.
ONEOK/NORTHERN BORDER PARTNERS	COST	1,227,310.	1,227,310.
LLR EQUITY PARTNERS LLP	COST	173,159.	173,159.
SUNOCO LOGISTICS PARTNERS LP	COST	0.	0.
LEM REAL ESTATE MEZZANINE FUND LP	COST	358,410.	358,410.
AMERIGAS PARTNERS LP	COST	1,101,240.	1,101,240.
KINDERMORGAN ENERGY PARTNERS	COST	1,195,208.	1,195,208.
LLR EQUITY PARTNERS II LP	COST	332,187.	332,187.
MAGELLAN MIDSTREAM PARTNERSHIP LP	COST	1,195,908.	1,195,908.
LLR EQUITY -CHRYSALIS CAPITAL	COST	265,219.	265,219.
LBC CREDIT PARTNERS	COST	81,581.	81,581.
QUAKER BIOVENTURES LP	COST	201,258.	201,258.
LEM REAL ESTATE MEZZANINE FUND II LP	COST	642,339.	642,339.
ENTERPRISE PRODUCTS PARTNERS LP	COST	1,498,257.	1,498,257.
PATRIOT CAPITAL PARTNERS, LP	COST	207,820.	207,820.
QUAKER BIOVENTURES II	COST	118,922.	118,922.
LLR EQUITY PARTNERS III LP	COST	82,341.	82,341.
LBC CREDIT PARTNERS II	COST	583,045.	583,045.
BUCKEYE PARTNERS	COST	1,208,790.	1,208,790.
ENBRIDGE ENERGY PARTNERS	COST	697,970.	697,970.
PLAINS ALL AMERICAN PIPELINE	COST	1,109,850.	1,109,850.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,280,814.	12,280,814.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MORTON MANDELL WYNNEWOOD, PA	TRUSTEE 0.00	0.	0.	0.
RONALD MANDELL PALM BEACH, FL	TRUSTEE 0.00	0.	0.	0.
GERALD MANDELL PARIDISE VALLEY, AZ	TRUSTEE 0.00	0.	0.	0.
JUDITH MANDELL BOCA RATON, FL	TRUSTEE 0.00	0.	0.	0.
SEYMOUR MANDELL PHILADELPHIA, PA	TRUSTEE 0.00	0.	0.	0.
HAROLD CRAMER PHILADELPHIA, PA	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF	GRANTS & CONTRIBUTIONS MADE DURING YEAR	STATEMENT 12
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Recipient Name and Address	Relationship	Status	Purpose	Amount
Academy of Music 260 S Broad St 16th Floor Philadelphia, PA 19102	None	Public	Arts & Theater	3,500
Academy of Natural Sciences 1900 Ben Franklin Parkway Philadelphia, PA 19103	None	Public	Arts & Theater	500
American Craft Council 72 Spring Street F16 New York, NY 10012-9786	None	Public	Arts & Theater	1,000
American Friends of Israel Philharmonic Orchestra 122 East 42nd Street, Suite 4507 New York, NY 10168	None	Public	Arts & Theater	1,000
Artists Association of Nantucket P O Box 1104 Gardner Perry Lane Nantucket, MA 02554	None	Public	Arts & Theater	700
Athenaeum of Philadelphia E Washington Square 219 S 6th Street Philadelphia, PA 19106	None	Public	Arts & Theater	150
Atwater Kent Museum 15 South 7th Street Philadelphia, PA 19106	None	Public	Arts & Theater	500
The Franklin Institute 222 North 20th Street Philadelphia, PA 19103-1194	None	Public	Arts & Theater	217,250
Frost School of Music University of Miami P O Box 248165 Coral Gables, FL 33124	None	Public	Arts & Theater	300
Kimmel Center for the Arts 260 S Broad Street Ste 901 Philadelphia, PA 19102	None	Public	Arts & Theater	20,000
Kravis Center for Performing Arts 701 Okeechobee Blvd West Palm Beach, FL 33401-6399	None	Public	Arts & Theater	3,000
Mann Center for the Performing Arts 123 South Broad Street Suite 1930 Philadelphia, PA 19109	None	Public	Arts & Theater	1,250
Nantucket Preservation Trust Two Union Street, Second Floor Nantucket Island, MA 02554	None	Public	Arts & Theater	250
National Liberty Museum 321 Chestnut Street Philadelphia, PA 19106	None	Public	Arts & Theater	10,600

National Museum of American Jewish History 55 North 5th Philadelphia, PA 19106	None	Public	Arts & Theater	11,000
Noyes Museum of Art 733 Lilly Lake Road Oceanville, NJ 08231	None	Public	Arts & Theater	1,000
Opera Company of Philadelphia 510 Walnut Street Suite 1500 Philadelphia, PA 19106	None	Public	Arts & Theater	20,800
Palm Beach Society 2328 S Congress Ave Suite 2c West Palm Beach, Fl 3406	None	Public	Arts & Theater	4,000
Pennsylvania Ballet 1819 JFK Blvd Suite 210 Philadelphia, PA 19103-5306	None	Public	Arts & Theater	250
Philadelphia Museum of Art Box 7646 Philadelphia, PA 19101-7646	None	Public	Arts & Theater	6,000
Prince Music Theatre 100 South Broad Street, Suite 650 Philadelphia, PA 19110	None	Public	Arts & Theater	2,000
Whitney Museum of American Art 945 Madison Ave New York, NY 10131-0099	None	Public	Arts & Theater	1,000
WHYY 150 North 6th Street Independence Mall West Philadelphia, PA 19106	None	Public	Arts & Theater	200
American Dental Association Foundation 211 East Chicago Avenue Chicago, IL 60611-2637	None	Public	Directed to Other Organizations	1,500
ASPCA 424 East 92nd Street New York, NY 10128-6804	None	Public	Directed to Other Organizations	200
Germantown Jewish Center 400 West Ellet Street Philadelphia, PA 19119	None	Public	Directed to Other Organizations	100
Gia Nicole Angel Foundation 1461 Golden Drive Dresher, PA 19025	None	Public	Directed to Other Organizations	200
Gosnell Boathouse Fund Rochester Institute of Technology 16 Lomb Memorial Drive Rochester, NY 14623	None	Public	Directed to Other Organizations	500
Jewish Federation of Greater Philadelphia 2100 Arch Street Philadelphia PA 19103	None	Public	Directed to Other Organizations	83,500
Jewish Federation of South Palm Beach 9901 Donna Klein Blvd Boca Raton, FL 33428-1788	None	Public	Directed to Other Organizations	9,500
Raymond & Miriam Klein Center 10100 Jamison Avenue Philadelphia, PA 19116	None	Public	Directed to Other Organizations	250

United Way of Southeastern Pennsylvania 7 Benjamin Franklin Parkway Philadelphia, PA 19103	None	Public	Directed to Other Organizations	16,200
Abramson Center For Jewish Life 1425 Horsham Road North Wales, PA 19454-1320	None	Public	Elderly & Youth	17,500
Arthur Ashe Youth Tennis & Education 3901B Main Street, Suite 304 Philadelphia, PA 19127	None	Public	Elderly & Youth	1,000
Boys Town Jerusalem c/o Josh Weston Hon Chairman 1 ADP Blvd Roseland, NJ 07068-1728	None	Public	Elderly & Youth	500
Camp Sunshine 35 Acadia Road Casco, ME 04015	None	Public	Elderly & Youth	500
Covenant House 461 Eighth Street New York, NY 10001-1801	None	Public	Elderly & Youth	500
Ed Snider Youth Hockey Foundation 3601 S Broad St Philadelphia, PA 19148	None	Public	Elderly & Youth	1,000
Friends of Burley School 1630 West Barry Avenue Chicago, IL 60657	None	Public	Elderly & Youth	1,500
Girls and Boys Town 201 Homewood Rd Linthicum, MD 21090	None	Public	Elderly & Youth	250
Jewish Geriatric Home Auxiliary 3025 W Chapel Avenue Cherry Hill, NJ 08002-2498	None	Public	Elderly & Youth	500
Nantucket Boys & Girls Club P O Box 269 Nantucket, MA 02554	None	Public	Elderly & Youth	2,750
New Horizons Senior 206 Price Avenue PO Box 85 Narbarth, PA 19072	None	Public	Elderly & Youth	300
Please Touch Museum 210 N 21st Street Philadelphia, PA 19103	None	Public	Elderly & Youth	500
Police Athletic League 2524 East Clearfield Street Philadelphia, PA 19134-5098	None	Public	Elderly & Youth	4,150
Retired & Senior Volunteer Program 531 Plymouth Road Suite 517 Plymouth Meeting, PA 19462	None	Public	Elderly & Youth	500
Room to Read 111 Sutter Street, 16th Floor San Francisco, CA 94104	None	Public	Elderly & Youth	500
Smith Memorial East Fairmount Park Philadelphia, PA 19121	None	Public	Elderly & Youth	1,000

Special Olympics MA 450 Maple Street Bldg 1 Danvers, MA 01923-4009	None	Public	Elderly & Youth	100
Special Olympics PA P O Box 3010 Norrstown, PA 19404-3010	None	Public	Elderly & Youth	750
The Terri Lynne Lukoff Child Care Foundation 100 Ross Road, Suite 160 King of Prussia, PA 19406	None	Public	Elderly & Youth	200
Abington Memorial Hospital Foundation 1200 Old York Road Abington, PA 19001	None	Public	Health & Related	1,000
Abramson Cancer Center of the University of Pennsylvania 16 Penn Tower 3400 Spruce Street Philadelphia, PA 19104-4283	None	Public	Health & Related	1,000
Aids Alive, Inc. 1084 E Lancaster Avenue Rosemont, PA 19010	None	Public	Health & Related	500
Albert Einstein Medical Center 5501 Old York Road Philadelphia, PA 19141	None	Public	Health & Related	4,000
Albert Einstein Society Braemer Building 5501 Old York Road Philadelphia PA 19141	None	Public	Health & Related	3,000
ALS Association 321 Norristown Rd , Suite #260 Ambler, PA 19002	None	Public	Health & Related	500
Alzheimer's Association 919 North Michigan Avenue, Suite 1100 Chicago, IL 60611	None	Public	Health & Related	750
American Breast Cancer Foundation PO Box 16037 West Palm Beach, FL 33416	None	Public	Health & Related	25
American Cancer Society 1626 Locust Street Philadelphia, PA 19103	None	Public	Health & Related	7,700
American Diabetes Association 150 Monument Rd , Suite #100 Bala Cynwyd, PA 19004	None	Public	Health & Related	250
American Friends of Alyn Hospital 51 East 42nd St , #308 New York, NY 10017	None	Public	Health & Related	1,000
American Red Cross 23rd & Chestnut Streets Philadelphia, PA 19103	None	Public	Health & Related	500
Associated Services for the Blind 919 Walnut St Philadelphia, PA 19107	None	Public	Health & Related	400
Blind Relief Fund of Phila 551 Walnut Lane Philadelphia, PA 19128	None	Public	Health & Related	750

Breastcancer.Org 111 Forrest Ave., 1R Narberth, PA 19382	None	Public	Health & Related	1,250
Buoniconti Fund 108 Dundae Mews Media, PA 19060	None	Public	Health & Related	250
CAP/FOUNDCARE 2330 South Congress Ave West Palm Beach, FL 33406	None	Public	Health & Related	250
Cardinal's Christmas Party for Children 222 North 17th Street, Suite 1700 Philadelphia, PA 19103	None	Public	Health & Related	1,000
Children's Hospital Foundation 34th & Civic Center Blvd Philadelphia, PA 19104	None	Public	Health & Related	1,500
College of Physicians of Philadelphia 19 S 22nd Street Philadelphia, PA 19103-3097	None	Public	Health & Related	350
Cure Autism Now 5455 Wilshire Blvd Suite #2250 Los Angeles, CA 90036-4272	None	Public	Health & Related	10,000
Deborah Hospital 200 Trenton Rd Browns Mills, NJ 08015	None	Public	Health & Related	500
Elwyn Foundation 111 Elwyn Road Elwyn, PA 19063-9981	None	Public	Health & Related	2,000
Epilepsy Foundation 7 Benjamin Franklin Pkwy Philadelphia, PA 19103	None	Public	Health & Related	100
Friend's of Children Fund c/o American Academy of Pediatrics 141 North West Point Blvd Elks Grove Village, IL 60009	None	Public	Health & Related	500
Hospice of Palm Beach County 5300 East Avenue West Palm Beach, FL 33407	None	Public	Health & Related	250
Inglis House 2600 Belmont Avenue Philadelphia, PA 19131	None	Public	Health & Related	1,000
Johns Hopkins University One Charles Center 100 N Charles St, Ste 234 Baltimore, MD 21201	None	Public	Health & Related	500
Juvenile Diabetes Foundation 2200 Benjamin Franklin Parkway Philadelphia, PA 19103	None	Public	Health & Related	700
Leukemia & Lymphoma Society 2 Intl Plaza, Ste 245 Philadelphia, PA 19113	None	Public	Health & Related	20,025
Living Beyond Breast Cancer 10 E Athens Ave , Suite 204 Ardmore, PA 19003	None	Public	Health & Related	1,000

March of Dimes 1275 Mamaroneck Avenue White Plains, NY 10605	None	Public	Health & Related	1,000
Mayo Clinic 13400 East Shea Blvd. Scottsdale, AZ 85259	None	Public	Health & Related	100
Michael J Fox Foundation for Parkins PO Box 5014 Hagerstown, MD 21741	None	Public	Health & Related	200
Milestones for Megan Foundation 113 French Creek Road Pottstown, PA 19465	None	Public	Health & Related	1,000
Minding your Mind Foundation 42 West Lancaster Avenue, Second Floor Ardmore, PA 19003	None	Public	Health & Related	1,000
Mt Sinai Medical Center 4300 Alcon Road Archer Building Miami Beach, FL 33140	None	Public	Health & Related	10,000
Nantucket AIDS Network 35 Old South Rd Nantucket, MA 02554	None	Public	Health & Related	2,000
Nantucket Cottage Hospital 57 Prospect Street Nantucket, MA 02554	None	Public	Health & Related	5,000
National Kidney Foundation The Bourse, Suite 411 111 S Independence Mall East Philadelphia, PA 19106	None	Public	Health & Related	100
National Multiple Sclerosis Society P O Box 8168 Philadelphia, PA 19104	None	Public	Health & Related	750
New York Academy of Sciences 7 World Trade Center 250 Greenwich St, 40 Fl New York, NY 10007	None	Public	Health & Related	500
NOHR Foundation 225 Haverford Ave, Suite #1 Narberth, PA 19072-2234	None	Public	Health & Related	800
Phoenix Children's Hospital 2929 East Camelback Road, Suite 122 Phoenix, AZ 85016	None	Public	Health & Related	2,000
Project HOME 1515 Fairmont Ave Philadelphia, PA 19130	None	Public	Health & Related	250
Recording for the Blind and Dyslexic 215 W Church Rd , Suite #111 King of Prussia, PA 19405	None	Public	Health & Related	500
Ronald McDonald House 3925 Chestnut St Philadelphia, PA 19104	None	Public	Health & Related	500
Spina Bifida Association 4590 MacArthur Blvd , NW, Suite 250 Washington, DC 20007	None	Public	Health & Related	300

The Komen Race for the Cure 12205 Landale St Studio City, CA 91604	None	Public	Health & Related	400
The Smile Train 245 5th Avenue Ste 2201 New York, NY 10016	None	Public	Health & Related	500
Tikvah/Ajmi 862 Morefield Road Philadelphia, PA 19115	None	Public	Health & Related	300
UC Regents David Geffen School of Medicine at UCLA 10833 LeConte Avenue 44-138CH Los Angeles, CA 90010	None	Public	Health & Related	20,000
Wistar Institute 3601 Spruce Street Philadelphia, PA 19104	None	Public	Health & Related	1,000
Alliance to Protect 4 Barnstable Rd Hyannis, MA 02601	None	Public	Other	250
Anti-Defamation League One Penn Center, Suite 1160 Philadelphia, PA 19103	None	Public	Other	4,000
Cop Wheels Suite 300,925 Harvest Drive Blue Bell, PA 19422	None	Public	Other	5,613
Esther Tuzman Holocaust Education Fund 7605 Old York Road Melrose Park, PA 19027	None	Public	Other	100
Fairmount Park 200 S Broad Street Suite 700 Philadelphia, PA 19102	None	Public	Other	200
FHPCOA, Inc 10151 University Blvd Orlando, FL 32817	None	Public	Other	35
Firefighters Charitable Foundation Contribution Process Center PO Box 15227 West Palm Beach, FL 33416	None	Public	Other	50
Friends of Rittenhouse Square 150 Summit Avenue Upper Darby, PA 19082	None	Public	Other	1,750
Hillel of Greater Philadelphia 202 South 36th Street Philadelphia, PA 19104	None	Public	Other	500
Hospice Care of Nantucket Foundation 57 Prospect St Nantucket, MA 02554	None	Public	Other	1,400
Israel Guide Dog Center for the Blind 732 South Settlers Circle Warrington, PA 18976	None	Public	Other	250

J/CHAI 191 Presidential Blvd Bala Cynwyd, PA 19004	None	Public	Other	200
Jewish Family & Children's Services 2100 Arch Street 5th Floor Philadelphia, PA 19103	None	Public	Other	1,000
Jewish Nation Fund - Boca Raton 1499 West Palmetto Park Rd Boca Raton, FL 33486	None	Public	Other	500
MANNA 18 South 20th St Philadelphia, PA 19103	None	Public	Other	250
Maria Mitchell Association 2 Vestal Street Nantucket, MA 02554	None	Public	Other	250
Middle East Forum 1500 Walnut St Ste 1050 Philadelphia, PA 19102	None	Public	Other	5,000
MSPCA 21 Crooked Lane Nantucket, MA 02554	None	Public	Other	350
Nantucket Athenaeum P O Box 808 Nantucket, MA 02554	None	Public	Other	1,000
Nantucket Conservation Fund PO Box 13 Nantucket, MA 02554	None	Public	Other	200
Nantucket Historical Association P.O Box 1016 Nantucket, MA 02554-1016	None	Public	Other	3,000
National Wildlife Federation P O Box 1582 Merrifield, VA 22116-1582	None	Public	Other	100
NGA, Inc. 822 Veterans Way Warminster, PA 18974	None	Public	Other	200
Nonprofit Technology Resources 1524 Brandywine Street Philadelphia, PA 19130	None	Public	Other	250
Palm Beach County PBA 2100 North Florida Mango Road West Palm Beach, FL 33409	None	Public	Other	15
Philabundance PO Box 37555 Philadelphia, PA 19148-7555	None	Public	Other	500
Philadelphia Committee to End Homelessness 802 North Broad Street Philadelphia, PA 19130	None	Public	Other	15,350
Philadelphia Jewish Archives Center 125 North 8th St 6th Fl Philadelphia, PA 19106	None	Public	Other	500

Philadelphia Jewish Sports Hall of Fame 401 South Broad Street Philadelphia, PA 19147	None	Public	Other	500
Philadelphia Zoo 3400 West Girard Avenue Philadelphia, PA 19104	None	Public	Other	3,030
Physicians for Social Responsibility 1875 Connecticut Avenue NW Washington, DC 20077	None	Public	Other	1,000
Providence Center 2635 N 4th Street Philadelphia, PA 19130	None	Public	Other	250
Rowan House 210 W Rittenhouse Square Ste 1102 Philadelphia, PA 19103	None	Public	Other	7,000
Simon Wiesenthal Center South Roxbury Dr Los Angeles, CA 90035	1399 None	Public	Other	1,000
The Rape Foundation 1223 Wilshire Blvd Ste 410 Santa Monica, CA 90403	None	Public	Other	1,000
U S. Holocaust Memorial 100 Raoul Wallenburg Place, SW Washington DC 20024-2126	None	Public	Other	1,000
Women's Way 1233 Locust Street Ste 300 Philadelphia, PA 19107	None	Public	Other	1,000
Woods Services Routes 413 & 213 Langhorne, PA 19047	None	Public	Other	500
Congregation Shirat Ha Yam P O Box 1145 Nantucket, MA 02554	None	Public	Religious	1,000
Congregation Beth Israel 411 South 8th Street Lebanon, PA 17042	None	Public	Religious	400
Grey Nuns of the Sacred Heart 1750 Quarry Rd Yardley, PA 19067-3998	None	Public	Religious	500
Har Zion Temple 1500 Hagys Ford Road Penn Valley, PA 19072	None	Public	Religious	1,000
Jewish Theological Seminary of America 1518 Walnut Street, Suite 1100 Philadelphia, PA 19102	None	Public	Religious	20,000
St Malachy's Church 1429 North 11th St Philadelphia, PA 19122	None	Public	Religious	300
Temple Adath Israel Old Lancaster Rd & Highland Ave Merion, PA 19066	None	Public	Religious	38,900

Temple Judea Museum Congregation Keneseth Israel 8339 Old York Road Elkins Park, PA 19027-1597	None	Public	Religious	500
United Synagogue of Conservative Judaism 8080 Old York Rd Suite 209 Elkins Park PA 19027	None	Public	Religious	250
A Better Chance in Lower Merion Box 213 Ardmore, PA 19003	None	Public	Schools & Colleges	250
American Association Ben Gurion University P O Box 1128 Jenkintown, PA 19046	None	Public	Schools & Colleges	1,000
ASU Foundation - AZ State Univ Fulton Center 300 E University Drive PO Box 2260 Tempe, AZ 85280	None	Public	Schools & Colleges	1,250
Auerbach Central Agency of Jewish Education 7607 Old York Road Melrose Park, PA 19027	None	Public	Schools & Colleges	1,000
Chestnut Hill College 9601 Germantown Rd Philadelphia, PA 19118	None	Public	Schools & Colleges	5,000
Community Learning Center 2801 Frankford Ave Philadelphia, PA 19134-4096	None	Public	Schools & Colleges	150
Delaware Valley College 700 East Butler Avenue Doylestown, PA 18901	None	Public	Schools & Colleges	38,200
Drexel University 3141 Chestnut St Philadelphia PA, 19104	None	Public	Schools & Colleges	51,000
Friends of Nantucket Public Schools 10 Surfside Road Nantucket, MA 02554	None	Public	Schools & Colleges	3,000
Gratz College Old York Road & Melrose Ave Melrose Park, PA 19027	None	Public	Schools & Colleges	12,500
Haverford College 370 Lancaster Avenue Haverford, PA 19041-9989	None	Public	Schools & Colleges	2,500
Hebrew University Two Bala Plaza, Suite 300 New York, NY 10021	None	Public	Schools & Colleges	400
Jefferson Medical College 1020 Locust St M-41 Philadelphia, PA 19107	None	Public	Schools & Colleges	1,000
JEVS Human Services Walnut St, 7th Floor Philadelphia, PA 19103-4707	1845 None	Public	Schools & Colleges	300
Judeo Christian School of RC 301 N Broad Street Philadelphia, PA 19107	None	Public	Schools & Colleges	200

Penn State University Office of University Development One Old Main University Park, PA 16802-1500	None	Public	Schools & Colleges	150
Pennsylvania School of the Deaf 100 West School House Lane Philadelphia, PA 19144	None	Public	Schools & Colleges	500
Philadelphia Education Fund 7 Ben Franklin Parkway Suite 700 Philadelphia, PA 19103	None	Public	Schools & Colleges	300
Politz Hebrew Academy 9225 Old Bustleton Avenue Philadelphia, PA 19115	None	Public	Schools & Colleges	6,750
Roman Catholic High School 301 North Broad Street Philadelphia, PA 19107	None	Public	Schools & Colleges	1,000
Rosemont College 1344 Montgomery Avenue Rosemont, PA 19010	None	Public	Schools & Colleges	100
Royer Greaves School for the Blind 118 South Valley Rd Box 1007 Paoli, PA 196301	None	Public	Schools & Colleges	250
Security on Campus, Inc 601 S Henderson Road King of Prussia, PA 19406	None	Public	Schools & Colleges	500
Temple University Fox School of Business 1801 Liacourus Walk Philadelphia, PA 19122-6083	None	Public	Schools & Colleges	2,540
Trustees of University of Pennsylvania 3440 Market St , Suite 100 Philadelphia, PA 19104-3335	None	Public	Schools & Colleges	33,600
United Negro College Fund 718 Arch St Suite #101-S Philadelphia, PA 19106	None	Public	Schools & Colleges	500
University of Pennsylvania 1801 JFK Blvd Philadelphia, PA 19103	None	Public	Schools & Colleges	500
University of Pennsylvania Law School 3400 Chestnut Street Philadelphia, PA 19104	None	Public	Schools & Colleges	5,000
University of the Arts 320 South Broad Street Philadelphia, PA 19102	None	Public	Schools & Colleges	16,000
Total CONTRIBUTIONS				<u>\$ 870,333</u>

GRANTS & CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

RECIPIENT NAME AND ADDRESS	RECIPIENT STATUS	PURPOSE OF GRANT	RECIPIENT RELATIONSHIP	AMOUNT
COP WHEELS, INC 925 HARVEST DR., SUITE 300 BLUE BELL, PA 19422	PUBLIC	OTHER	NONE	3,113
DELAWARE VALLEY COLLEGE 700 EAST BUTLER AVE DOYLESTOWN, PA 18901	PUBLIC	SCHOOLS	NONE	37,500
DREXEL UNIVERSITY 3141 CHESTNUT AVE PHILADELPHIA, PA 19104	PUBLIC	SCHOOLS	NONE	50,000
ED SNIDER YOUTH HOCKEY FOUNDATION 3601 S BROAD ST PHILADELPHIA, PA 19148	PUBLIC	YOUTH	NONE	2,000
FJA MANDELL CAMPUS MAINTENANCE 226 S 16TH ST PHILADELPHIA, PA 19102	PUBLIC	CONDUIT	NONE	50,000
FRANKLIN INSTITUTE 222 NORTH 20TH ST PHILADELPHIA, PA 19103-1194	PUBLIC	OTHER	NONE	600,000
JEWISH THEOLOGICAL SEMINARY THE PAVILION 261 OLD YORK ROAD SUITE 617 JENKINTOWN, PA 19046	PUBLIC	RELIGIOUS	NONE	20,000
KIMMEL CENTER OF THE PERFORMING ARTS 260 S BROAD ST, SUITE 901 PHILADELPHIA, PA 19102	PUBLIC	ARTS & THEATER	NONE	20,000
OPERA COMPANY OF PHILADELPHIA 1420 LOCUST ST, SUITE 210 PHILADELPHIA, PA 19102	PUBLIC	ARTS & THEATER	NONE	40,000
PHILA COMMITTEE TO END HOMELESSNESS 802 NORTH BROAD STREET PHILADELPHIA, PA 19130	PUBLIC	OTHER	NONE	12,500
UNIVERSITY OF PHILADELPHIA HOSPITAL 3535 MARKET STREET PHILADELPHIA, PA 19102	PUBLIC	HEALTH	NONE	20,000
TOTAL TO FORM 990-PF, PART XV, LINE 3B				<u>855,113</u>

Samuel P. Mandell Foundation
 EIN #23-6274709
 2009 990-PF, PART IV

STATEMENT 14

	Shares	Date		Proceeds	Cost	Gain (Loss)
		Acquired	Sold			
LONG TERM GAINS AND LOSSES						
BAC CAPITAL TRUST III	11,000	1/23/2003	4/16/2009	161,014	295,427	(134,413)
CITIGROUP CAPITAL VII	10,000	9/18/2002	4/16/2009	128,848	305,152	(176,304)
GENERAL ELECTRIC	20,000	12/28/2007	4/17/2009	245,223	740,196	(494,973)
LIBERTY PROPERTY TRUST	20,000	12/31/2007	7/24/2009	497,253	558,488	(61,235)
MICROSOFT CORP	15,000	10/16/1997	1/8/2009	297,170	209,225	87,945
SUNOCO LOGISTICS PARTNERS, L.P.	24,000	2/7/2002	4/17/2009	1,197,414	305,269	892,145
TEPPCO PARTNERS, L.P.	20,500	3/22/1993	7/24/2009	700,514	(9,480)	709,994
TOTAL LONG TERM GAINS ON SECURITIES				3,227,436	2,404,277	823,159
SHORT TERM GAINS AND LOSSES						
ISHARES BARCLAYS	3,800	4/16/2009	12/3/2009	395,188	386,463	8,725
PROLOGIS SBI	10,000	11/26/2008	7/24/2009	87,050	328,136	(241,086)
TOTAL SHORT TERM GAINS ON SECURITIES				482,238	714,599	(232,361)
TOTAL GAINS AND LOSSES ON SECURITIES FOR THE YEAR				3,709,674	3,118,876	590,798