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

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation GRACE S AND W. LINTON NELSON FOUNDATION	**A Employer identification number** 22-2583922
Number and street (or P O box number if mail is not delivered to street address) 940 W VALLEY ROAD — Room/suite SUITE 1601	**B** Telephone number (see page 10 of the instructions) 610-975-9169
City or town, state, and ZIP code WAYNE, PA 19087-1853	**C** If exemption application is pending, 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	**D** 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 18,447,710 **J** Accounting method: ☑ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*	**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 ▶ ☐

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)
Revenue	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				
	4	Dividends and interest from securities	392,044	392,044		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,081,128			
	b	Gross sales price for all assets on line 6a 4,235,755				
	7	Capital gain net income (from Part IV, line 2)		1,081,128		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,473,172	1,473,172		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	84,437	4930		79,507
	14	Other employee salaries and wages	41,385	0		41,385
	15	Pension plans, employee benefits	30,889	645		30,244
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 1	420	0		420
	c	Other professional fees (attach schedule) STMT. 2	110,000	40,000		70,000
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 3	18,875	0		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	33,886	1,868		32,018
	21	Travel, conferences, and meetings	89	0		89
	22	Printing and publications	10	0		10
	23	Other expenses (attach schedule) STMT 4	11,299	2,088		9,211
	24	**Total operating and administrative expenses.** Add lines 13 through 23	331,290	49,531		262,884
	25	Contributions, gifts, grants paid	578,808			578,808
	26	**Total expenses and disbursements.** Add lines 24 and 25	910,098	49,531		841,692
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	563,074			
	b	**Net investment income** (if negative, enter -0-)		1,423,641		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	71	479	479
	2	Savings and temporary cash investments	325,763	139,922	139,922
	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 15 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			
	10a	Investments—U.S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	15,873,080	0	0
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) STMT 5	0	16,618,382	18,307,309
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	16,198,914	16,758,783	18,447,710
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 (attach schedule)			
	22	Other liabilities (describe ▶ PAYROLL WITHHOLDING)	3688	466	
	23	**Total liabilities** (add lines 17 through 22)	3688	466	
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			
	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	16,198,914	16,758,783	
	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)	16,125,226	16,758,317	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	16,863,699	16,758,783	

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	16,195,226
2	Enter amount from Part I, line 27a	2	563,074
3	Other increases not included in line 2 (itemize) ▶ 2009 Payroll Withholding Adjustment	3	17
4	Add lines 1, 2, and 3	4	
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	16,758,317

GRACE S. AND W. LINTON NELSON FOUNDATION 22-2583922

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 6			
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) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,081,128
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) (see pages 13 and 17 of the instructions). 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 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))
2009	1,018,195	14,927,066	068211
2008	1,135,297	18,1328,939	.062589
2007	1,261,527	21,561,311	.058509
2006	1,209,875	20,304,216	059587
2005	1,073,780	18,921,440	056749

2	**Total** of line 1, column (d)	2	0 305645
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 061129
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	16,981,024
5	Multiply line 4 by line 3	5	1,038,033
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,236
7	Add lines 5 and 6	7	1,052,269
8	Enter qualifying distributions from Part XII, line 4	8	841,692

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 letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	28,473
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	28,473
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	28,473
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a 27,774		
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	27,774
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	699
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ **Refunded** ▶	11	

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?	1a		✓
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)?	1b		✓
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation. ▶ $ 0 **(2)** On foundation managers. ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0			
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.*	2		✓
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*	3		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/	A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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?	6	✓	
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*	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ Pennsylvania			
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*	8b	✓	
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
	Website address ▶ nelsonfoundationpa.org			
14	The books are in care of ▶ Alexandra A. Aldridge Telephone no. ▶ 610-975-9169			
	Located at ▶ 940 W Valley Road, Suite 1601, Wayne, PA ZIP+4 ▶ 19087-1853			
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 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		✓
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	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? ☐ 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 22 of the instructions)?	1b		✓
	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 2010?	1c		✓
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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 22 of the instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____ , 20____ , 20____ , 20____			
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 2010 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 2010.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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 2010?	4b		✓

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)? (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)?		5b	N/A	
	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		✓
	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	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 (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
SEE STATEMENT 7				

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
NONE				

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

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 ▶		0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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 N/A	
2	
All other program-related investments See page 24 of the instructions 3 N/A	
Total. Add lines 1 through 3 ▶	0

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	16,885,460
b	Average of monthly cash balances	1b	96,949
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	17,239,618
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	17,239,618
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	258,594
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,981,024
6	**Minimum investment return.** Enter 5% of line 5	6	849,051

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	849,051
2a	Tax on investment income for 2010 from Part VI, line 5	2a	28,473		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	0		
c	Add lines 2a and 2b			2c	28,473
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	820,578
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	820,578
6	Deduction from distributable amount (see page 25 of the instructions)			6	0
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	820,578

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	841,692
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	841,692
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	841,692

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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				820,578
2	Undistributed income, if any, as of the end of 2010:				
a	Enter amount for 2009 only			0	
b	Total for prior years: 20___,20___,20___		0		
3	Excess distributions carryover, if any, to 2010:				
a	From 2005 . . . 155,188				
b	From 2006 . . . 224,544				
c	From 2007 . . . 215,461				
d	From 2008 . . . 252,258				
e	From 2009 . . . 380,455				
f	**Total** of lines 3a through e	1,127,795			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 841,692				
a	Applied to 2009, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d	Applied to 2010 distributable amount				820,578
e	Remaining amount distributed out of corpus	21,114			
5	Excess distributions carryover applied to 2010 *(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:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,148,909			
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 page 27 of the instructions		0		
e	Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0
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)	0			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	155,188			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	993,721			
10	Analysis of line 9:				
a	Excess from 2006 . . . 224,544				
b	Excess from 2007 . . . 215,461				
c	Excess from 2008 . . . 252,258				
d	Excess from 2009 . . . 280,344				
e	Excess from 2010 . . . 21,114				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a 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 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:

ALEXANDRA A ALDRIDGE, 940 W. VALLEY ROAD, SUITE 1601, WAYNE, PA 19087-1853, 610-975-9169

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

SEE STATEMENTS 8 AND 9

c Any submission deadlines.

SEE STATEMENT 9

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

SEE STATEMENT 9

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*				
SEE STATEMENT 10				
Total			▶ 3a	578,808
b *Approved for future payment*				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
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	392,044	
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					
8 Gain or (loss) from sales of assets other than inventory			18	1,081,128	
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)		0		1,473,172	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,473,172

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions.)
	N/A

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
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	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Fred C. Aldridge, Jr. 5/2/11 TREASURER

Signature of officer or trustee Date Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

THE GRACE S. & W. LINTON NELSON FOUNDATION
22-2583922
2010 - 990PF

PART I, Line 16(b) Accounting **STATEMENT 1**

	Col. (a)	Col. (b)	Col. (d)
Paul T. DeLong, CPA	$420.	--	$420.

PART I, Line 16(c) Other Professional Fees **STATEMENT 2**

	Col. (a)	Col. (b)	Col. (d)
Hartland & Co., investment consultants	$40,000.	$40,000.	--
Fred C. Aldridge, Jr., Management and Administration	$70,000.	--	$70,000.
	$110,000.	$40,000.	$70,000.

PART I, Line 18 Taxes **STATEMENT 3**

	Col. (a)	Col. (b)	Col. (d)
2010 Estimated Payments of Excise Tax	$18,875.	--	--

THE GRACE S. & W. LINTON NELSON FOUNDATION
22-2583922
2010 - 990PF

PART I, Line 23 Other Expenses **STATEMENT 4**

	Col. (a)	Col. (b)	Col. (d)
Postage	$ 422.	$ 84.	$ 333.
Records Management	$1,558.	--	$1,558.
Computer Hardware/Software And Technical Support	$4,550.	$900.	$3,650.
Office Supplies	$1,956.	$391.	$1,565.
Association of Small Foundations-membership	$ 495.	--	$ 495.
D&O Liability Insurance	$1,250.	$250.	$1,000.
Workers Compensation Insurance	$ 677.	$135.	$ 542.
Brokerage Account Service Fees	$ 178.	$178.	--
Investment Transaction Fees	$ 150.	$150.	--
Wire Fees for Money Transfers	$ 63.	–	$ 63.
Total	**$11,299**	**$2,088**	**$9,211**

PART II - Balance Sheets - Line 13 - Investments-Other **STATEMENT 5**

End of Year 2010 (12/31/10)	Col. (b) Book Value (Cost)	Col. (c) Fair Market Value
Mutual Funds		
T. Rowe Price Small Stock Fund	$ 1,366,670.87	$ 1,783,144.95
Harbor Fund International	818,259.77	1,488,089.52
Dodge & Cox Stock Fund	1,511,615.74	1,599,005.92
Vanguard 500 Index Fund-Signal	2,105,372.45	2,043,597.74
PIMCO Total Return Fund	4,291,803.28	4,333,976.71
PIMCO All Asset Fund	1,395,702.55	1,334,165.20
Dodge & Cox International Stock	945,005.92	942,548.95
Vanguard Short-Term Bond Index	858,283.69	866,540.38
Seix High Yield Fund-I	473,117.26	560,737.68
American Euro-Pacific Growth	507,322.50	528,854.88
Newberger Berman Large Cap Disciplined Growth	1,523,240.26	1,579,241.59
Exchange Traded Fund		
Midcap SPDR Trust Series One	912,087.39	1,237,405.52
Total Line 13	$16,618,381.70	$18,307,309.04
Rounded to	**$16,618,382**	**$18,307,309**

THE GRACE S. & W. LINTON FOUNDATION
22-2583922
2010 - 990PF

PART IV - Capital Gains and Losses for Tax on Investment Income **STATEMENT 6**

ALL PROPERTY SOLD WAS ACQUIRED BY PURCHASE - P (Part IV Column (b))
ACQUISITION DATES AND SALES DATES VARY (Parti IV Columns (c) and (d))

		Sales Price	Cost/Basis	Gain/(Loss)
(All numbers rounded)				
1.	Mutual Funds	$4,235,755	$3,360,456	$875,299
2.	Capital Gains Distributions			$205,829
Total Gain/(Loss) on Investment, PART IV, LINE 2				**$1,081,128**

NOTE: See also attached Schedules for further detail.

12/31/10

THE GRACE S & W LINTON NELSON FOUNDATION

T. ROWE PRICE INSTITUTIONAL SMALL CAP STOCK

NAME	DATE OF PURCHASE	NO SHARES PURCHASED	COST PER SHARE	TOTAL COST	DATE SOLD	PER SHARE PRICE	TOTAL SELL PRICE	GAIN/LOSS
Initial Purchase	01/02/03	160,474 716	$9 69	$1,555,000 00				
Dividend Reinvested	12/17/03	262 857	$12 21	$3,209 49				
ST Cap Gain Reinvested	12/17/03	525 716	$12 21	$6,418 99				
LT Cap Gain Reinvested	12/17/03	1,577 147	$12 21	$19,256 97				
Redemption/Wire to DCR		(11,415 525)	$9 73 (1	($111,034 36)	2/27/04	$13 14	$150,000 00	$38,965 64
ST Cap Gain Reinvested	12/16/04	1,630 563	$13 93	$22,713 74				
LT Cap Gain Reinvested	12/16/04	7,500 588	$13 93	$104,483 19				
Liquidation/Wire to DCR		(14,357 502)	$9 97 (2	($143,082 06)	03/15/05	$13 93	$200,000 00	$56,917 94
Liquidation/Wire to DCR		(13,755 158)	$9 97 (3)	($137,078 40)	08/23/05	$14 54	$200,000 00	$62,921 60
ST Cap Gain Reinvested	12/15/05	1,384 426	$14 35	$19,866 51				
LT Cap Gain Reinvested	12/15/05	10,890 816	$14 35	$156,283 21				
Liquidation/Wire to DCR		(8,122 157)	$10 34 (4	($83,983 10)	3/21/06	$15 39	$125,000 00	$41,016 90
Liquidation/Wire to DCR		(37,712 131)	$10 34 (5	($389,845 38)	12/18/06	$15 91	$600,000 00	$210,154 62
Dividend Reinvested	12/21/06	141 163	$14 01	$1,977 69				
ST Cap Gain Reinvested	12/21/06	846 975	$14 01	$11,866 12				
LT Cap Gain Reinvested	12/21/06	12,069 397	$14 01	$169,092 25				
Dividend Reinvested	12/20/07	94 386	$11 86	$1,119 42				
ST Cap Gain Reinvested	12/20/07	1,227 019	$11 86	$14,552 45				
LT Cap Gain Reinvested	12/20/07	17,650 197	$11 86	$209,331 34				
Dividend Reinvested	12/17/08	173 395	$7 55	$1,309 13				
LT Cap Gain Reinvested	12/17/08	2,947 721	$7 55	$22,255 29				
ST Cap Gain Reinvested	12/17/09	128 88	$10 40	$1,340 35				
Dividend Reinvested	12/17/09	515 517	$10 40	$5,361 38				
Liquidation/Wire to DCR		(9,462 528)	$10 84 (6)	($102,608 50)	11/29/10	$13 21	$125,000 00	
ST Cap Gain Reinvested	12/17/10	177 991	$14 07	$2,504 33				
Dividend Reinvested	12/17/0	444 977	$14 07	$6,260 82				
TOTAL SHARES		125,839 446						
TOTAL COST				$1,366,570 87				

	Historical	2010
COST OF T ROWE PRICE SOLD	$967,631 80	$102,608 50
SALE PRICE	$1,400,000 00	$125,000 00
GAIN/LOSS ON SALES	$432,368 20	$22,391 50

(1)Total cost immediately prior to sale divided by number of shares immediately prior to sale ($1,583,885 45/162,840 436)
(2)Total cost immediately prior to sale divided by number of shares immediately prior to sale ($1,600,048 01/160,556 062)
(3) Total cost immediately prior to sale divided by number of shares immediately prior to sale ($1,456,965 96/146,198 560)
(4) Total cost immediately prior to sale divided by number of shares immediately prior to sale ($1,496,037 28/144,718 644)
(5) Total cost immediately prior to sale divided by number of shares immediately prior to sale ($1,412,054 18/136,596 487)
(6) Total cost immediately prior to sale divided by number of shares immediately prior to sale ($1,460,414 22/134,679 006)

12/31/10

THE GRACE S. & W. LINTON NELSON FOUNDATION

HARBOR FUND INTERNATIONAL - INSTITUTIONAL

NAME	DATE OF PURCHASE	NO SHARES PURCHASED	COST PER SHARE	TOTAL COST	DATE SOLD	PER SHARE PRICE	TOTAL SELL PRICE
Initial Purchase	01/02/03	69,016.153	$27 24	$1,880,000 00			
Dividend Reinvested	12/31/03	955 309	$36 54	$34,906.99			
ST Cap Gain Reinvested	12/31/03	978 220	$36 54	$35,744.16			
LT Cap Gain Reinvested	12/31/03	73 681	$36.54	$2,692.32			
Liquidation/Wire to DCR		(9,143.156)	$27.50 (1)	($251,462.66)	2/25/04	$38.28	$350,000.00
Dividend Reinvested	12/30/04	803.517	$42 76	$34,358 37			
LT Cap Gain Reinvested	12/30/04	211.516	$42.76	$9,044 41			
Liquidation/Wire to DCR		(4,532 064)	$27.75 (2)	($125,760.25)	3/15/05	$44.13	$200,000 00
Liquidation/Wire to DCR		(8,084.074)	$27 75 (3)	($224,333.05)	11/21/05	$49 48	$400,000 00
Dividend Renvested	12/20/05	1,063.393	$48 73	$51,819.15			
Cap Gain Reinvested	12/20/05	1,259 309	$48.73	$61,366.15			
Liquidation/Wire to DCR		(6,673 901)	$28 68 (4)	($191,376.78)	3/24/06	$55.29	$369,000.00
Liquidation/Wire to DCR		(1,905.125)	$28.68 (5)	($54,630 13)	6/29/06	$52.49	$100,000.00
Dividend Reinvested	12/19/06	1,053.640	$61.04	$64,314.20			
LT Cap Gain Reinvested	12/19/06	1,359 275	$61.04	$82,970.17			
Liquidation/Wire to DCR		(1,454.757)	$30.36 (6)	($44,162 21)	08/06/07	$68 74	$100,000.00
Liquidation/Wire to DCR		(1,452.855)	$30.36 (7)	($44,104 47)	08/07/07	$68.83	$100,000 00
Liquidation/Wire to DCR		(1,419 245)	$30.36 (8)	($43,084 16)	08/08/07	$70.46	$100,000.00
ST Capital Gain Reinvested	12/19/07	210 190	$69.04	$14,511 55			
LT Capital Gain Reinvested	12/19/07	1,632 882	$69.04	$112,734 20			
Dividend Reinvested	12/19/07	643 630	$69 04	$44,436 19			
Liquidation/Wire to DCR		(10,769 231)	$32 51 (9)	($350,151.94)	02/21/08	$65.00	$700,000 00
Liquidation/Wire to DCR		(1,591 090)	$32.51 (10	($51,732 87)	07/16/08	$62.85	$100,000 00
Dividend Reinvested	12/19/08	641.691	$39 05	$25,058.05			
Dividend Reinvested	12/18/09	433.301	$53 48	$23,172 96			
Liquidation/Wire to DCR		(9,090.909)	$32 91 (11	($299,181 82)	09/15/10	$55.00	$500,000.00
Dividend Reinvested	12/17/10	356 910	$59.15	$21,111 24			
TOTAL SHARES		24,576.210					
TOTAL COST				$818,259 77			

	From Inception	2009	2010
COST OF HARBOR FUND SOLD	$1,679,980 34		$299,181 82
SALE PRICE	$3,019,000 00		$500,000 00
GAIN/LOSS ON SALES	$1,339,019 66	-0-	$200,818.18

(1) Total cost immediately prior to liquidation divided by number of shares immediately prior to liquidation ($1,953,343 47/71,023 363)
(2) Total cost immediately prior to liquidation divided by number of shares immediately prior to liquidation ($1,745,283.59/62,895 240)
(3) Total cost immediately prior to liquidation divided by number of shares immediately prior to liquidation $1,619,523.34/58,363.176)
(4) Total cost immedately prior to liquidation divided by number of shares immediately prior to liquidation ($1,508,375.59/52,601.804)
(5) Total cost immedately prior to liquidation divided by number of shares immediately prior to liquidation ($1,316,998 81/45,927,903)
(6) Total cost immedately prior to liquidation divided by number of shares immediately prior to liquidation $1,409,653.05/46,435.693)
(7) Total cost immedately prior to liquidation divided by number of shares immediately prior to liquidation ($1,365,490.84/44,980 936)
(8) Total cost immedately prior to liquidation divided by number of shares immediately prior to liquidation ($1,321,386.37/43,528.081)
(9) Total cost immediately prior to liquidation divided by number of shares immediately prior to liquidation ($1,449,984.15/44,595.538)
(10) Total cost immediately prior to liquidation divided by number of shares immediately prior to liquidation ($1,099,832.21/33,826 307)
(11) Total cost immediately pror to liquidation divided by number of shares immediately prior to liquidation ($1,096,330.35/33,310 209)

THE GRACE S & W LINTON NELSON FOUNDATION

DODGE & COX STOCK FUND

NAME	DATE OF PURCHASE	NO SHARES PURCHASED	COST PER SHARE	TOTAL COST	DATE SOLD	PER SHARE PRICE	TOTAL SELL PRICE
Initial Purchase	01/03/03	21,930.791	$90 74	$1,990,000.00			
Dividend Reinvested	03/27/03	95 994	$84 53	$8,114 39			
Dividend Reinvested	06/26/03	115.787	$97.02	$11,233 66			
Dividend Reinvested	09/26/03	79 230	$100.61	$7,971.33			
Dividend Reinvested	12/29/03	73.569	$113 27	$8,333.18			
ST Cap Gain Reinvested	12/29/03	76.512	$113 27	$8,666 50			
LT Cap Gain Reinvested	12/29/03	88.283	$113.27	$9,999.81			
Liquidation/Wire to DCR		(1,665.973)	$91 02 (1	($151,636.86)	02/25/04	$120.05	$200,000 00
LT Cap Gain Reinvested	03/29/04	59 916	$118.00	$7,070 03			
Divided Reinvested	03/29/04	63 440	$118.00	$7,485.91			
Dividend Reinvested	06/28/04	65 060	$118.96	$7,739.49			
Dividend Reinvested	09/28/04	65 671	$118.22	$7,763.57			
Dividend Reinvested	12/29/04	69.466	$130 29	$9,050.76			
LT Cap Gain Reinvested	12/29/04	339.254	$130.29	$44,201.39			
ST Cap Gain Reinvested	12/29/04	195 475	$130.29	$25,468.42			
Liquidation/Wire to DCR		(2,287.108)	$92 44 (2	($211,410 42)	03/15/05	$131 17	$300,000.00
Dividend Reinvested	03/29/05	63 977	$127 13	$8,133 45			
LT Cap Gain Reinvested	03/29/05	92.006	$127 13	$11,696 68			
ST Cap Gain Reinvested	03/29/05	22 240	$127.13	$2,827.34			
Dividend Reinvested	6/28/05	64.530	$130 23	$8,403 74			
Dividend Reinvested	9/28/05	62 525	$134.85	$8,431 49			
Dividend Reinvested	12/28/05	59 885	$137.96	$8,261 67			
ST Cap Gain Reinvested	12/28/05	13.545	$137.96	$1,868 71			
LT Cap Gain Reinvested	12/28/05	355 030	$137.96	$48,979.91			
Dividend Reinvested	03/31/06	58 700	$143.81	$8,441 62			
LT Cap Gain Reinvested	03/31/06	36.058	$143.81	$5,185.57			
Liquidation/Wire to DCR		(1,942.914)	$94.20 (3	($183,022 50)	06/28/06	$141.54	$275,000.00
Dividend Reinvested	6/29/06	61.936	$144.39	$8,942 97			
Dividend Reinvested	9/28/06	81.374	$150.78	$12,269 63			
Dividend Reinvested	12/28/06	64.470	$154 07	$9,932 90			
LT Cap Gain Reinvested	12/28/06	764.686	$154 07	$117,815 23			
ST Cap Gain Reinvested	12/28/06	29 489	$154.07	$4,543 38			
Dividend Reinvested	03/31/07	93.382	$154 63	$14,439 68			
ST Cap Gain Reinvested	03/31/07	12 949	$154.63	$2,002 30			
LT Cap Gain Reinvested	03/31/07	118 409	$154 63	$18,309 51			
Liquidation/Wire to DCR		(1,519 480)	$97.93 (4	($148,808.04)	05/21/07	$164.53	$250,000.00
Dividend Reinvested	06/28/07	61.997	$162 21	$10,056 57			
Dividend Reinvested	09/27/07	57.881	$158.78	$9,190 28			

Grace S. & W. Linton Nelson Foundation
Dodge & Cox Stock Fund - page 2

Dividend Reinvested	12/28/07	67.518	$139.23	$9,400 58			
ST Cap Gain Reinvested	12/28/07	97.772	$139 23	$13,612 77			
LTCap Gain Reinvested	12/28/07	1,486.962	$139 23	$207,029.74			
Liquidation/Wire to DCR		(777 182)	$101.77 (5)	($79,095.56)	02/19/07	$128 67	$100,000.00
Dividend Reinvested	03/27/08	88.792	$117 40	$10,424.21			
ST Cap Gain Reinvested	03/27/08	7 911	$117 40	$928.70			
LT Cap Gain Reinvested	03/27/08	658.516	$117.40	$77,309.74			
Dividend Reinvested	06/30/08	93.338	$111.91	$10,445.42			
Dividend Reinvested	09/26/08	84.697	$102.87	$8,712 73			
Dividend Reinvested	12/22/08	88 865	$71 61	$6,363.64			
Dividend Reinvested	03/27/09	132 566	$66.30	$8,789.10			
Dividend Reinvested	06/25/09	78.291	$77 05	$6,032.34			
Dividend Reinvested	09/25/09	48 561	$91 45	$4,440.94			
Liquidation/Wire to DCR		(525.265)	$101 92 (6	($53,535.01)	12/07/09	$95.19	$50,000 00
Dividend Reinvested	12/21/09	47.982	$96.53	$4,631.71			
Dividend Reinvested	03/26/10	66.124	$101.59	$6,717.50			
Liquidation/Wire to DCR		(527 816)	$101.91 (7	($53,789.73)	06/02/10	$94.73	$50,000 00
Dividend Reinvested	06/30/10	71.217	$92.12	$6,560 53			
Liquidation/Wire to DCR		(545 971)	$101 87 (8	($55,618 07)	08/16/10	$91 58	$50,000.00
Liquidation/Wire to DCR		(2,088 773)	$101.87 (9)	($212,783 31)	09/15/10	$95.75	$200,000.00
Dividend Reinvested	09/27/10	50.096	$96.86	$4,852 32			
Liquidation/Wire to DCR		(1,979 414)	$101.86 10	($201,616 54)	11/29/10	$101 04	$200,000.00
Dividend Reinvested	12/21/10	35 756	$107.64	$3,848.74			
TOTAL SHARES		14,838.585					
TOTAL COST				$1,511,615.74			

	Historical	2009	2010
COST OF DODGE & COX SOLD	$1,149,699.50	$53,535 01	$523,807.65
SALE PRICE	$1,475,000 00	$50,000.00	$500,000 00
GAIN/LOSS ON SALES	$325,300.50	($3,535.01)	($23,807.65)

(1) Total cost immediately prior to liquidation divided by No. of shares immediately prior to liquidation ($2,044,318.87/22,460.166)
(2) Total cost immediately prior to liquidation divided by No of shares immediately prior to liquidation ($2,001,461 58/21,652.475)
(3) Total cost immediately prior to liquidation divided by No. of shares immediately prior to liquidation ($1,902,281.34/20,193 863)
(4) Total cost immediately prior to liquidation divided by No. of shares immediately prior to liquidation ($1,907,514.44/19,477 644)
(5) Total cost immediately prior to liquidation divided by No of shares immediately prior to liquidation ($2,007,996.34/19,730 294)
(6) Total cost immediately prior to liquidation divided by No. of shares immediately prior to liquidation ($2,062,347 60/20,234 649)
(7) Total cost immediately prior to liquidation divided by No. of shares immediately prior to liquidation ($2,020,161.80/19,823.490)
(8) Total cost immediately prior to liquidation divided by No. of shares immediately prior to liquidation ($1,972,932.60/19,366.891)
(9) Total cost immediately prior to liquidation divided by No. of shares immediately pror to liquidation ($1,917314 53/18820.920)
(10) Total cost immediately prior to liquidation divided by No. of shares immediately pror to liquidation ($1,709,383.54/16,782 243)

12/31/2010

THE GRACE S & W LINTON NELSON FOUNDATION

AMERICAN FUNDS - GROWTH FUND OF AMERICA - A

NAME	DATE OF PURCHASE	NO SHARES PURCHASED	COST PER SHARE	TOTAL COST	DATE SOLD	PER SHARE PRICE	TOTAL SELL PRICE	GAIN/ LOSS
Initial Purchase	02/28/03	106,769 552	$17 96	$1,917,581 15				
Return of Capital (Cost)	04/21/03			($17,258 23)				
Dividend Reinvested	12/12/03	27 423	$23 75	$651 29				
Liquidation		(7,745 933)	$17 80 (1	($137,877 61)	03/02/04	$25 82	$200,000 00	$62,122 39
Return of Capital (Cost)	09/15/04			($1,409 57)				
Return of Capital (Cost)	10/14/04			($1,381 69)				
Dividend Reinvested	12/10/04	335 135	$26 60	$8,914 59				
Return of Capital (Cost)	01/27/05			($1,421 74)				
Return of Capital (Cost)	04/15/05			($1,504 73)				
Return of Capital (Cost)	07/18/05			($1,513 03)				
Return of Capital (Cost)	10/21/05			($1,614 33)				
Dividend Reinvested	12/19/05	612 699	$30 82	$18,883 37				
LT Capital Gain 0 225	12/19/05	725 564	$30 82	$22,361 89				
Return of Capital (Cost)	1/17/06			($1,649 43)				
Return of Capital (Cost)	4/18/06			($1,761 26)				
Liquidation/Wire to DCR		(16,561 514)	$17 88 (2	($296,127 71)	06/30/06	$31 70	$525,000 00	$228,872 29
Return of Capital (Cost)	7/26/06			($1,840 75)				
Return of Capital (Cost)	10/20/06			($1,582 02)				
Dividend Reinvested	12/18/06	697 707	$33 04	$23,052 23				
LT Capital Gain Reinvested	12/18/06	2,802 035	$33 04	$92,579 22				
Return of Capital (Cost)	1/22/07			($1,551 04)				
Return of Capital (Cost)	4/20/07			($1,612 49)				
Liquidation/Wire to DCR		(4,206 394)	$18 41 (3	($77,442 04)	05/22/07	$35 66	$150,000 00	$72,557 96
Return of Capital (Cost)	7/18/07			($1,690 99)				
Return of Capital (Cost)	10/22/07			($1,697 82)				
Dividend Reinvested	12/18/07	897 511	$33 41	$29,985 84				
LT Capital Gain 2 057	12/18/07	5,138 269	$33 41	$171,669 56				
Return of Capital (Cost)	1/22/08			($1,730 63)				
Liquidation/Wire to DCR		(12,547 051)	$19 36 (4	($242,973 42)	02/22/08	$31 88	$400,000 00	$157,026 58
Dividend Reinvested	12/22/08	908 432	$19 82	$18,005 13				
Liquidation/Wire to DCR		(3,688 676)	$19 37 (5)	($71,449 65)	12/07/09	$27 11	$100,000 00	$28,550 35
Dividend Reinvested	12/21/09	575 835	$27 15	$15,633 93				
Liquidatioin/Wire to DCR		(1,868 460)	$19 43 (6)	($36,304 64)	05/07/10	$26.76	$50,000 00	$13,695 36
Liquidation/Wire to DCR		(3,449 569)	$19 43 (7)	($67,025 13)	06/03/10	$26 67	$92,000 00	$24,974 87
Liquidation/Wire to DCR		(3,461 249)	$19 43 (8)	($67,252 07)	08/18/10	$26 58	$92,000 00	$24,747 93
Exchange to Euro-Pac Growth		(7,328 692)	$19 43 (9)	($142,396 49)	09/15/10	$27 29	$200,000 00	$57,603 51
Liquidation/Wire to DCR		(58,632 624)	$19 43 10	($1,139,249 69)	11/18/10	$29 33	$1,719,694 86	$580,445 17
TOTAL SHARES		(0 000)						
TOTAL COST				$0 00				

	HISTORICAL	2010
COST OF AMERICAN FUNDS SOLD	$1,138,848.76	$1,452,228 02
SALE PRICE	$1,809,000 00	$2,153,694 86
GAIN/LOSS ON SALES	$670,151 24	$701,466 84

(1) Total Cost immediately prior to redemption divided by Total Shares immediately prior to redemption ($1,900,974 21/106,796 975)
(2) Total Cost immediately prior to redemption divided by Total Shares immediately prior to redemption ($1,801,000 67/100,724 440)
(3) Total Cost immediately prior to redemption divided by Total Shares immediately prior to redemption ($1,613,918 11/87,662 668)
(4) Total Cost immediately prior to redemption divided by Total Shares immediately prior to redemption ($1,733,012 03/89,492 054)
(5) Total Cost immediately prior to redemption divided by Total Shares immediately prior to redemption ($1,508,043 74/77,853 435)
(6) Total Cost immediately prior to redemption divided by Total Shares immediately prior to redemption ($1,452,228 02/74,740 594)
(7) Total Cost immediately prior to redemption divided by Total Shares immediately prior to redemption ($1,415,923 38/72,872 134)
(8) Total Cost immediately prior to redemption divided by Total Shares immediately prior to redemption ($1,348,898 25/69,422 565)
(9) Total Cost immediately prior to redemption divided by Total Shares immediately prior to redemption ($1,281,646 18/65,961 316)
(10) Total Cost immediately prior to redemption divided by total Shares immediately prior to redemption ($1,139,249 69/58,632 624)

12/31/2010

THE GRACE S & W LINTON NELSON FOUNDATION

MIDCAP SPDR TRUST SERIES ONE (S&P Midcap 400 ETF)

NAME	DATE OF PURCHASE	NO SHARES PURCHASED	COST PER SHARE	TOTAL COST	DATE SOLD	PER SHARE PRICE	TOTAL SELL PRICE	GAIN/ LOSS
Initial Purchase	03/24/05	14,580 000	$121 38507	$1,769,794 28				
Partial Sale		(1,555 000)		($188,753 78)	08/24/05	$128 70	$200,020 13	$11,266 35
Partial Sale		(1,366 000)		($165,812 00)	3/22/06	$142 73	$194,136 76 (1	$28,324 76
Partial Sale		(2,681 000)		($325,433 37)	12/11/06	$149 04	$399,418 67 (2	$73,985 30
Partial Sale		(690 000)	$121 38507	($83,755 70)	02/19/08	$146.14	$100,725 36 3)	$16,969 66
Partial Sale		(774 000)	$121 38507	($93,952 04)	12/08/10	$161 5814	$125,059 88 (4	$31,107 84
TOTAL SHARES		7,514 000						
TOTAL COST				$912,087 39				

	Historical	2010
COST OF SHARES SOLD	$857,706 89	$93,952 04
SALE PRICE	$1,019,360 80	$125,059 88
GAIN/LOSS ON SALES	$161,653 91	$31,107 84

(1) Gross sales price was $194,969 18 There were brokerage fees and costs of $832 42, bringing the taxable proceeds to $194,136 76
(2) Gross sales price was $399,570 24 There were brokerage fees and costs of $151 57 bringing the taxable proceeds to $399,418 67
(3) Gross sales price was $100,835 22 There were brokerage fees and costs of $109 86, bringing the taxable proceeds to $100,725 36
(4) Gross sales price was $125,064 00 There were brokerage fees and costs of $4 12, bringing the taxable proceeds to $125,059 88

12/31/2010

THE GRACE S & W LINTON NELSON FOUNDATION

VANGUARD 500 INDEX FUND - SIGNAL SHARES (converted from Admiral Shares 10/05/07)

NAME	DATE OF PURCHASE	NO SHARES PURCHASED	COST PER SHARE	TOTAL COST	DATE SOLD	PER SHARE PRICE	TOTAL SELL PRICE	GAIN/LOSS ON SALE
Initial Purchase	06/28/06	27,809 993	$114 76	$3,191,474 85				
Dividend Reinvested	09/22/06	125 637	$121 08	$15,212 07				
Dividend Reinvested	12/26/06	145 643	$130 43	$18,996 23				
Dividend Reinvested	03/23/07	122 342	$132 21	$16,174 81				
Redemption/Liquidation		(2,130 985)	$114 94 (1)	($244,945 57)	05/21/07	$140 78	$300,000 00	$55,054 43
Dividend Reinvested	06/22/07	112 712	$138 33	$15,591 43				
Dividend Reinvested	09/21/07	120 778	$140 49	$16,968 10				
Convert to Signal Shares*	10/05/07	(26,306 120)	$115 16 (2)	($3,029,471 92)	10/05/07	$143 58	$3,775,717 40	-0-*
Signal Shares*	10/05/07	31,846 469	$118 56	$3,029,471 92				
Dividend Reinvested	12/21/07	179 512	$112 83	$20,254 35				
Redemption/Liquidation		(972 573)	$95 23 (3)	($92,618 13)	02/19/08	$102 82	$100,000 00	$7,381 87
Dividend Reinvested	03/27/08	159 272	$100 80	$16,054 61				
Dividend Reinvested	06/26/08	157 071	$97 57	$15,325 43				
Dividend Reinvested	09/25/08	184 990	$91 91	$17,002 41				
Dividend Reinvested	12/26/08	280 889	$66 28	$18,617 30				
Dividend Reinvested	03/26/09	226 284	$63 31	$14,326 03				
Dividend Reinvested	06/25/09	176 03	$68 12	$11,991 16				
Dividend Reinvested	9/28/09	168 479	$80 94	$13,636 65				
Redemption		(2,371 073)	$94 58 (4)	($224,256 08)	12/07/09	$84 35	$200,000 00	($24,256 08)
Dividend Reinvested	12/28/09	200 703	$85 75	$17,210 26				
Dividend Reinvested	03/29/10	130 062	$89 27	$11,610 64				
Dividend Reinvested	06/28/10	162 735	$81 73	$13,300 36				
Redemption		(1,759 603)	$94 40 (5)	($166,106 52)	07/07/10	$80 70	$142,000 00	($24,106 52)
Redemption		(2,559 032)	$94 40 (6)	($241,572 62)	09/15/10	$85 97	$220,000 00	($21,572 62)
Dividend Reinvested	09/23/10	141 304	$85 51 (7)	$12,082 91				
Redemption		(222 000)	$94 35	($20,945 70)	10/29/10		$20,000 00	($945 70)
Redemption		(1,669 635)	$94 35 (8)	($157,530 06)	11/16/10	$89 84	$150,000 00	($7,530 06)
Exchange to STBI Fund		(1,641 138)	$94 35 (9)	($154,841 37)	11/24/10	$91 40	$150,000 00	($4,841 37)
Dividend Reinvested	12/23/10	105 035	$95 59	$10,040 25				
Redemption		(1,565 109)	$94 36 (10)	($147,681 35)	12/29/10	95 84	$150,000.00	$2,318 65
TOTAL SHARES		21,358 672						
TOTAL COST				$2,015,372 45				

*This is a tax-free conversion from one class of the portfolio to another class of the same portfolio with a different pricing structure
(1) Average cost is calculated by dividing cost prior to sale by number of shares prior to sale ($3,241,857 96/28,203 615)
(2) Average cost is calculated by dividing cost prior to sale by number of shares prior to sale ($3,029,471 92/26,306 120)
(3) Average cost is calculated by dividing cost prior to sale by number of shares prior to sale ($3,049,726 27/32,025 981)
(4) Average cost is calculated by dividing cost prior to sale by number of shares prior to sale ($3,065,061 73/32,406 423)

(5) Average cost is calculated by dividing cost prior to sale by number of shares prior to sale ($2 881,926 91/30,528 850)
(6) Average cost is calculated by dividing cost prior to sale by number of shares prior to sale ($2,715,820 39/28,769 247)
(7) Average cost is calculated by dividing cost prior to sale by number of shares prior to sale ($2,486,330 68/26,351 519)
(8) Average cost is calculated by dividing cost prior to sale by number of shares prior to sale ($2,465,384 09/26,129 519)
(9) Average cost is calculated by dividing cost prior to sale by number of shares prior to sale ($2,307,854 92/24,459 884)
(10) Average cost is calculated by dividing cost prior to sale by number of shares prior to sale ($2,163,053 80/22,923 781)

	Historical G/L	2010 Gain/Loss
COST OF SHARES SOLD	$1,450,497 40	$888,677 62
SALE PRICE	$1.432.000.00	$832.000.00
GAIN/LOSS ON SALES	($18,497 40)	($56,677 62)

THE GRACE S. & W. LINTON FOUNDATION
22-2583922
2010 - 990PF

PART VIII-1 - List of officers, directors, managers and their compensation **STATEMENT 7**

(a) Name and address	(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
Fred C. Aldridge, Jr. 940 W Valley Rd., #1601 Wayne, PA 19087-1853	Director, President and Treasurer - 1-½ hours/week;	-0-	-0-	-0-
	Foundation Manager- 15 hours/week	$70,000.	-0-	-0-
William P. Brady 940 W. Valley Rd., #1601 Wayne, PA 19087-1853	Director, Vice President Assistant Secretary, Assistant Treasurer; 1-½ hours/week	-0-	-0-	-0-
Alexandra A. Aldridge 940 W. Valley Rd., #1601	Director - 1-½ hours/week	-0-	-0-	-0-
Wayne, PA 19087-1853	Exec. V P., COO, Assist. Treasurer - 35 hours/week	$24,652.	$1,109.	-0-
Richard J. Flannery 940 W. Valley Rd., #1601 Wayne, PA 19087-1853	Director 1-½ hours/week	-0-	-0-	-0-
Gloria S. Feldman 940 W. Valley Rd.., #1601 Wayne, PA 19087-1853	Corporate Secretary and Executive Administrator - 35 hours/week	$59,785.	$9,637.	-0-

THE GRACE S. & W. LINTON FOUNDATION
22-2583922
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PART XV - Line 2(b) **STATEMENT 8**

See attached Nelson Scholarship application.

The Nelson Scholarship Program

The Grace S. and W. Linton Nelson Foundation was founded in 1984 by Grace S. Nelson and received its principal funding from the estate of her husband, Admiral (Ret.) W. Linton Nelson. A graduate of the University of Pennsylvania's Wharton Evening School, Admiral Nelson founded the successful Philadelphia-based investment advisory firm, Delaware Investments.

In keeping with Admiral Nelson's entrepreneurial spirit, the Foundation encourages and supports qualified young men and women in the field of business. In 1990, the Directors of the Foundation adopted a program to award scholarships to the Wharton School of the University of Pennsylvania. The scholarship program is limited to designated students from pre-selected secondary schools.

The Scholarship Grants

Each scholarship grant supports full tuition, books, fees, and other academic expenses permitted under existing tax laws at the Wharton School. Housing charges and living expenses are not included and the scholarship recipient must pay or provide for those expenses personally. Scholarships are intended to be four years in duration.

Eligibility and Conditions

Students at the designated secondary schools may apply for a Nelson Scholarship. One recipient may be selected annually from each school. The selection will be made by the school, with advice and consent of the Directors of the Foundation. In addition to having demonstrated academic excellence, the recipient of the scholarship should be well-rounded, active in extra-curricular activities and have demonstrated leadership qualities.

The recipient must be:

- A citizen of the United States with the highest good character and reputation
- Accepted as a full-time student of the Wharton School of the University of Pennsylvania as a first year undergraduate student

Financial need shall not be a factor in determining recipients of the scholarships

Maintaining the Grant

Recipients of the scholarship grants must send copies of bills for books, fees and other covered academic expenses to the Foundation for review and payment. A course schedule should accompany the reimbursement request. Reimbursement for books and other class materials will be sent directly to the grant recipient. Checks in payment of tuition will be sent directly to the University of Pennsylvania.

Recipients of scholarship grants must maintain an acceptable grade point average in college. The scholarship grant is subject to review and possible loss if the student's grade point average goes below a "B". East semester the grant recipient must provide a copy of his/her grades to the Nelson Foundation and, by making this application, consents and directs the Wharton School to provide to the Nelson Foundation such academic records related to the student as requested.

Should a grant recipient withdraw from the Wharton School or, for any reason, no longer attend as a full-time student, the grant will terminate.

Study Abroad Programs

The Directors recognize the importance of study abroad programs in today's global business environment. To be considered for a study abroad program by the Board of Directors, Nelson Scholars must submit a letter stating their intention with all relevant information regarding the study abroad program. All requests should confirm or include the following:

(1) The program must be in furtherance of the student's degree at the Wharton School.
(2) The student must be in good standing according to the Nelson Foundation's guidelines, i.e., a 3.0 cumulative grade point average or better.
(3) The student must be considered full-time at the Wharton School while studying abroad.
(4) The program must be approved by the University of Pennsylvania, that is, credits earned during the semester abroad program must be recorded on the Wharton transcript, calculated in the grade-point average, and count toward the student's Wharton degree.
(5) A letter must be obtained from the Undergraduate Advising Office at the Wharton School stating that the above conditions have been met.

Summer Programs
As of November 2003, summer courses are no longer included as part of the regular Nelson Scholarship program. Payment for summer courses will no longer be considered except in rare circumstances which will be considered on a case-by-case basis by the Board.

If circumstances are such that a Scholar must take on a summer course load, he/she must send a written request stating;

(1) the reason for the summer school enrollment;
(2) the specific course(s) they intend to take and the requirements it will fulfill; and
(3) a written recommendation by a Wharton School counselor or advisor stating the need to take such course(s) during the summer rather than the normal school year. All requests must be received by post no later than March 31st.

Nelson Scholars are always free to enroll in summer courses at their own expense.

STUDENT INFORMATION
(Attach additional information as necessary)

NAME OF APPLICANT

ADDRESS

PHONE

BIRTHDAY

NAME OF PARENT OR GUARDIAN AGE

ADDRESS

PERSONAL ACCOMPLISHMENTS

School Activities (Give teams, clubs, years active, leadership positions, etc)

Non-School Activities

School Awards (Academic Medal, MVP, etc.)

Scholarship Record (Please attach a copy of the transcript of your grades to date for your sophomore, junior and senior years.)

Hobbies and Interests

AGREEMENT
We certify that this application is complete, that the applicant has met or will meet all eligibility requirements, and that all information contained herein is true and accurate. We agree that by applying for the scholarship we accept the decision of the Directors of the Nelson Foundation as to the award of the scholarship as final. We also agree to the terms and conditions of the grant as set forth herein and to accept the decisions of the Directors of the Nelson Foundation as final on any and all issues relating to the administration, continuation or termination of the grant.

APPLICANT (SIGNATURE) DATE

PARENTS/GUARDIANS (SIGNATURE) DATE

RECOMMENDATION OF PRINCIPAL OR HEADMASTER

(Attach additional pages as necessary)

SIGNATURE & TITLE DATE

The following person is designated to receive, review and forward to the Nelson Foundation tuition statements and bills for books, fees and other academic expenses with a recommendation as to payment.

NAME TITLE

THE GRACE S. & W. LINTON NELSON FOUNDATION
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PART XV 2(b), 2(c) and 2(d) **STATEMENT 9**

The Grace S. & W. Linton Nelson Foundation seeks to support the unmet needs of children and youth in the following areas:

Education – which may include scholarship programs, academic support and mentorship programs
School Preparedness – which may include cognitive development, school packs and preschool screenings
Before-/After-School and Summer Programs – which many include safe haven initiatives, academic enrichment, citizenship & service programs, and summer recreation
Prevention Programs – which may include child abuse prevention, family violence prevention, and parent training
Shelter Programs – which may include daycare, foster care, adoption and temporary housing
Healthcare Programs – which may include volunteer initiatives and community initiatives
Direct Advocacy – which may include legal services for children and youth

The Foundation is also particularly interested in programs that foster qualities of leadership and citizenship in youth. The Nelson Scholarship Program awards scholarships to gifted students seeking a business education who attend four participating secondary schools and who have been accepted by the Wharton School of the University of Pennsylvania.

The Nelson Foundation awards grants in support of program development, seed money, equipment grants, and for general operating expenses. In consultation with Foundation staff, multi-year requests may be considered Grant making is limited to the counties of Philadelphia, Delaware, Montgomery, Chester, and Bucks. The Foundation does not award grants to individuals.

Organizations who plan to submit a request should include the following: proposal cover sheet (available on the Foundation's website or by telephone/written request); narrative describing the program/project for which you are seeking support, including a brief statement of need, program/project goals, number of children and youth served, the outcomes and method of evaluation; a list of the members of your Board of Directors, including business/professional affiliations; resumes and job descriptions of key personnel involved in the program/project; a copy of your organization's annual operating budget; a copy of the program/project budget including other funding sources with amounts committed and/or requested; a copy of your most recent audited financial statement; and certification of your tax exempt status under section 501(c)(3) of the Internal Revenue Code

The Directors review grant requests on a quarterly basis, usually in January, April, July, and October. The deadline for proposals is approximately six weeks before each scheduled meeting.

THE GRACE S. & W. LINTON NELSON FOUNDATION
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SCHEDULE - PART XV 3(a) STATEMENT 10

Grants and Contributions Paid During the Year

See attached schedule

GRACE S. & W. LINTON NELSON FOUNDATION
22-2583922
2010

(A) PROGRAMS ENCOURAGING QUALITIES OF LEADERSHIP AND CITIZENSHIP FOR YOUNG CHILDREN

American Red Cross – SEPA 23rd & Chestnut Streets Philadelphia, PA 19103	$ 7,500
Boy Scouts of America/Chester County 504 South Concord Road West Chester, PA 19382-5261	$ 5,000
Cradle of Liberty, Boy Scouts of America 22nd and Winter Streets Philadelphia, PA 19103-1085 (Learning for Life)	$ 7,500
Cradle of Liberty, Boy Scouts of America 22nd and Winter Streets Philadelphia, PA 19103-1085 (Scoutreach)	$ 15,000
Retired & Senior Volunteer Program of Montgomery County 350 Sentry Parkway Building 640, Suite 100 Blue Bell, PA 19422	$ 1,500
	$ 36,500

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(B) PROGRAMS SUPPORTING THE EDUCATION OF CHILDREN

(1) Nelson Scholarship Program – Tuition and Fees The Wharton School, University of Pennsylvania 3600 Locust Walk Philadelphia, PA 19104	$218,195
Books and bulkpacks for Nelson Scholarship recipients: Matthew Acconciasmessa, Stephen Carpinello, Christine Chen, William Gordon, Francis Nassau, Piervincenzo Russo, Joy Xu	$ 5,863
Total	**$224,058**
(2) College Aid for the Needy	
Police Athletic League Scholarship Program 2524 East Clearfield Street Philadelphia, PA 19134-5098	$ 40,000
Philadelphia Education Fund Seven Benjamin Franklin Parkway Suite 700 Philadelphia, PA 19103	$10,000
	$50,000
(3) Education Aid for Elementary, Secondary and Vocational Programs	
The Academy of Natural Sciences 1900 Benjamin Franklin Parkway Philadelphia, PA 19103-1195 (WINS Program)	$5,000

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The Achievement Project c/o Resources for Human Development, Inc. 4700 Wissahickon Avenue, Suite 126 Philadelphia, PA 19144-4248	$5,000
Breakthrough of Greater Philadelphia Germantown Friends School 34 West Coulter Street Philadelphia, PA 19144	$ 15,000
Chester County Futures 704 Haywood Drive Exton, PA 19341	$ 10,000
Children's Scholarship Fund Philadelphia 1616 Walnut Street, Suite 312 Philadelphia, PA 19103	$ 10,000
Philadelphia Academies 230 South Broad Street, Suite 1300 Philadelphia, PA 19102	$ 10,000
Philadelphia Futures 230 South Broad Street, 7th Floor Philadelphia, PA 19102	$ 15,000
Project Forward Leap 1706 Race Street, 2nd Floor Philadelphia, PA 19103	$ 15,000
Retired & Senior Volunteer Program of Montgomery County 350 Sentry Parkway Building 640, Suite 100 Blue Bell, PA 19422	$ 1,500

Steppingstone Scholars 230 S. Broad Street, Suite 1102 Philadelphia, PA 19102	$12,500
Summer Search 1616 Walnut Street, Suite 2200 Philadelphia, PA 19103	$5,000
White Williams 215 South Broad Street, 5th Floor Philadelphia, PA 19107	12,500
	$ 116,500

(C) UNMET NEEDS OF YOUNG CHILDREN

(1) AID FOR DAY CARE/PRESCHOOL PROGRAMS

Community Womens Education Project 2801 Frankford Avenue Philadelphia, PA 19134	$ 2,500
Domestic Violence Center Ches Co P.O. Box 832 West Chester, PA 19381-0832	$ 1,250
Settlement Music School P.O. Box 25120 Philadelphia, PA 19147-3094 (Early Childhood Education Initiative)	$ 5,000

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Smith Memorial Playground East Fairmount Park Philadelphia, PA 19121	$ 3,000
West Chester Area Day Care Center 501 East Nields Street West Chester, PA 19382	$2,500
	$12,750

(2) AID FOR HEALTH CARE PROGRAMS

Bridging the Gaps: Philadelphia Community Health Internship Program 911 Blockley Hall, 423 Guardian Drive Philadelphia, PA 19104-6021	$ 3,000
Child Home & Community 204 N. West Street #1 Doylestown, PA 18901	$ 3,000
Community Volunteers in Medicine 300 B. Lawrence Drive West Chester, PA 19380	$ 5,000
Maternity Care Coalition 2000 Hamilton Street, Suite 205 Philadelphia, PA 19130	$ 2,500
Philabundance 3616 South Galloway Street Philadelphia, PA 19148	$1,500

VNA Community Services 1421 Highland Avenue Abington, PA 19001-2685	$ 35,000
	$ 50,000

(3) AID FOR CHILD ABUSE/DRUG ABUSE PREVENTION PROGRAMS

Child Abuse Prevention Effort 8001 Roosevelt Boulevard Smylie Times Building, Suite 404 Philadelphia, PA 19152	$2,500
Domestic Violence Center of Chester County P.O. Box 832 West Chester, PA 19381-0832	$ 1,250
	$ 3,750

(4) AID FOR AFTER-SCHOOL PROGRAMS

After School Activities Partnership (ASAP) 1520 Locust Street, Suite 1104 Philadelphia, PA 19102	$2,000
After the Bell Kennett After-School Association P.O. Box 1068 Kennett Square, PA 19348-1068	$ 2,500
Boys & Girls Clubs – North Penn & Indian Valleys P.O. Box 103 Lansdale, PA 19446-0103	$ 3,500

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Brandywine Health Foundation 50 South First Avenue Coatesville, PA 19320 (Coatesville Youth Initiative)	$2,500
Bristol Borough Community Partnerships P.O. Box 2174 Bristol, PA 19007	$ 2,000
Chester Education Foundation 2600 W. Ninth Street, Suite GS-100 Chester, PA 19013	$ 4,000
Episcopal Community Services 225 South Third Street Philadelphia, PA 19106	$ 4,000
The Garage P.O. Box 1158 Kennett Square, PA 19348	$ 2,500
Inn Dwelling 109 East Price Street Philadelphia, PA 19144	$2,500
North Light Community Center 175 Green Lane Philadelphia, PA 19127	$ 1,750
Phoenixville PAL PO Box 221 Phoenixville, PA 19460	$1,000

Providence Center 2635 North 4th Street Philadelphia, PA 19133	$ 2,500
Taller Puertorriqueno 2721 North 5th Street Philadelphia, PA 19133	$ 2,500
	$33,250

(5) AID FOR SUMMER RECREATIONAL PROGRAMS

Girl Scouts of Eastern PA P.O. Box 27540 Philadelphia, PA 19118	$3,000
Logan Hope 4934 N. 13th Street Philadelphia, PA 19140	$500
North Light Community Center 175 Green Lane Philadelphia, PA 19127	$ 1,750
Patrician Society of Central Norristown 121 East Chestnut Street Norristown, PA 19401	$ 1,750
Philadelphia Reads 1207 Chestnut Street, 6th Floor Philadelphia, PA 19107	$2,500

Tabor Lutheran Church 4860 North Howard Street Philadelphia, PA 19120-4283	$ 1,250
	$14,250

(6) AID FOR CHILD ADVOCACY PROGRAMS

CASA/Youth Advocates P.O. Box 407 Media, PA 19603	$ 3,750
Montgomery Child Advocacy Project 409 Cherry Street Norristown, PA 19401	$ 2,000
	$ 5,750

(7) AID FOR ADOPTION/FOSTER CARE/SHELTER

Adoption Center of Delaware Valley 1500 Walnut Street, Suite 701 Philadelphia, PA 19102	$ 1,750
Cradles to Crayons 30 Clipper Road West Conshohocken, PA 19428	$3,000
Del. Co. Interfaith Hospitality Network P.O. Box 2384 Aston, PA 19014-2384	$1,500
Interfaith Hospitality Network Main Line 1449 DeKalb Street Norristown, PA 19041	$ 2,500

Inter-Faith Housing Alliance of Mont. Co. P.O. Box 141 Ambler, PA 19002	$ 1,250
Youth Service Inc. 410 N. 34th Street Philadelphia, PA 19104	$2,500
	$ 11,000

(8) AID FOR PARENT TRAINING

Bridge of Hope 1516 Olive Street Coatesville, PA 19320	$2,500
	$ 2,500

(D) OTHER GRANTS

American Cancer Society 1626 Locust Street Philadelphia, PA 19104	$ 1,000
American Heart Association 1617 John F. Kennedy Boulevard, Suite 700 Philadelphia, PA 19103	$ 1,000
American Red Cross – SEPA Chapter 23rd and Chestnut Streets Philadelphia, PA 19103	$ 1,000
Blind Relief Fund 551 Walnut Lane Philadelphia, PA 19128-1742	$ 1,000

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Mercy Vocational High School 2900 West Hunting Park Avenue Philadelphia, PA 19129-1803	$ 10,000
Philadelphia Museum of Art Benjamin Franklin Parkway Box 7646 Philadelphia, PA 19101-7646	$ 1,000
Philadelphia Orchestra 260 S. Broad Street, 16th Floor Philadelphia, PA 19102	$ 1,000
United Way of Southeastern PA Seven Benjamin Franklin Parkway Philadelphia, PA 19103	$ 1,000
	$ 17,000
TOTAL XV 3 a - 2010	**$578,808**