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

OMB No 1545-0052

**2010**

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

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  
SAMUEL S. FELS FUND

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
1616 WALNUT STREET  
SUITE 800

City or town, state, and ZIP code  
PHILADELPHIA, PA 19103

H Check type of organization. ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 44,629,379.

J Accounting method ☐ Cash ☒ Accrual  
☐ Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis)

A Employer identification number  
23-1365325

B Telephone number (see page 10 of the instructions)  
(215) 731-9455

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐  
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

| 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) if the foundation is not required to attach Sch B | 0.                                 |                           |                         |                                                             |
|                                                                                                                                                                                   | 2 Check <input type="checkbox"/>                                                                                   |                                    |                           |                         |                                                             |
|                                                                                                                                                                                   | 3 Interest on savings and temporary cash investments                                                               | 7,424.                             | 7,424.                    |                         | ATCH 1                                                      |
|                                                                                                                                                                                   | 4 Dividends and interest from securities                                                                           | 1,112,600.                         | 1,112,600.                |                         | ATCH 2                                                      |
|                                                                                                                                                                                   | 5a Gross rents                                                                                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                                   | b Net rental income or (loss)                                                                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                                   | 6a Net gain or (loss) from sale of assets not on line 10                                                           | -414,098.                          |                           |                         |                                                             |
|                                                                                                                                                                                   | b Gross sales price for all assets on line 6a                                                                      | 4,370,000.                         |                           |                         |                                                             |
|                                                                                                                                                                                   | 7 Capital gain net income (from Part IV, line 2)                                                                   |                                    |                           |                         |                                                             |
|                                                                                                                                                                                   | 8 Net short-term capital gain                                                                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                                   | 9 Income modifications                                                                                             |                                    |                           |                         |                                                             |
|                                                                                                                                                                                   | 10a Gross sales less returns and allowances                                                                        |                                    |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                                             | 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                                                                                    | 705,926.                           | 1,120,024.                |                         |                                                             |
|                                                                                                                                                                                   | 13 Compensation of officers, directors, trustees, etc                                                              | 185,254.                           | 9,263.                    |                         | 175,991.                                                    |
|                                                                                                                                                                                   | 14 Other employee salaries and wages                                                                               | 55,166.                            | 2,758.                    |                         | 52,408.                                                     |
|                                                                                                                                                                                   | 15 Pension plans, employee benefits                                                                                | 23,138.                            |                           |                         | 23,138.                                                     |
|                                                                                                                                                                                   | 16a Legal fees (attach schedule)                                                                                   |                                    |                           |                         |                                                             |
|                                                                                                                                                                                   | b Accounting fees (attach schedule) ATCH 3                                                                         | 29,849.                            | 4,477.                    | 0.                      | 25,372.                                                     |
|                                                                                                                                                                                   | c Other professional fees (attach schedule) *                                                                      | 12,233.                            | 239.                      |                         | 11,994.                                                     |
|                                                                                                                                                                                   | 17 Interest                                                                                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                                   | 18 Taxes (attach schedule) (see page 14 of the instructions) *                                                     | 125,490.                           | 661.                      |                         | 12,565.                                                     |
|                                                                                                                                                                                   | 19 Depreciation (attach schedule) and depletion                                                                    | 2,928.                             | 2,928.                    |                         |                                                             |
|                                                                                                                                                                                   | 20 Occupancy                                                                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                                   | 21 Travel, conferences, and meetings                                                                               | 7,555.                             |                           |                         | 7,555.                                                      |
|                                                                                                                                                                                   | 22 Printing and publications                                                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                                   | 23 Other expenses (attach schedule) ATCH 6                                                                         | 157,962.                           | 7,664.                    |                         | 150,298.                                                    |
|                                                                                                                                                                                   | 24 Total operating and administrative expenses. Add lines 13 through 23                                            | 599,575.                           | 27,990.                   | 0.                      | 459,321.                                                    |
|                                                                                                                                                                                   | 25 Contributions, gifts, grants paid                                                                               | 1,890,750.                         |                           |                         | 1,948,750.                                                  |
|                                                                                                                                                                                   | 26 Total expenses and disbursements Add lines 24 and 25                                                            | 2,490,325.                         | 27,990.                   | 0.                      | 2,408,071.                                                  |
|                                                                                                                                                                                   | 27 Subtract line 26 from line 12                                                                                   | -1,784,399.                        |                           |                         |                                                             |
|                                                                                                                                                                                   | a Excess of revenue over expenses and disbursements                                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                                   | b Net investment income (if negative, enter -0-)                                                                   |                                    | 1,092,034.                |                         |                                                             |
|                                                                                                                                                                                   | c Adjusted net income (if negative, enter -0-)                                                                     |                                    |                           |                         |                                                             |

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

\* ATCH 4 JSA \*\* ATCH 5

Form 990-PF (2010)

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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                                                                                                            | 480.           | 480.                  | 480.        |  |
|                             | 2                                                                                                                                      | Savings and temporary cash investments                                                                                                 | 42,763.        | 35,168.               | 35,168.     |  |
|                             | 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                                                                                                  |                |                       |             |  |
|                             | 10 a                                                                                                                                   | Investments - U.S. and state government obligations (attach schedule)                                                                  |                |                       |             |  |
|                             | b                                                                                                                                      | Investments - corporate stock (attach schedule)                                                                                        |                |                       |             |  |
|                             | c                                                                                                                                      | Investments - corporate bonds (attach schedule)                                                                                        |                |                       |             |  |
|                             | 11                                                                                                                                     | Investments - land, buildings, and equipment basis                                                                                     | 151,163.       |                       |             |  |
|                             | Less: accumulated depreciation (attach schedule)                                                                                       | 140,713.                                                                                                                               | 10,114.        | 10,450.               | 10,450.     |  |
| 12                          | Investments - mortgage loans                                                                                                           |                                                                                                                                        |                |                       |             |  |
| 13                          | Investments - other (attach schedule)                                                                                                  | 42,129,479.                                                                                                                            | 44,579,901.    | 44,579,901.           |             |  |
| 14                          | Land, buildings, and equipment basis                                                                                                   |                                                                                                                                        |                |                       |             |  |
|                             | Less: accumulated depreciation (attach schedule)                                                                                       |                                                                                                                                        |                |                       |             |  |
| 15                          | Other assets (describe)                                                                                                                | 118,442.                                                                                                                               | 3,380.         | 3,380.                |             |  |
| 16                          | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)                                          | 42,301,278.                                                                                                                            | 44,629,379.    | 44,629,379.           |             |  |
| Liabilities                 | 17                                                                                                                                     | Accounts payable and accrued expenses                                                                                                  | 4,448.         | 3,165.                |             |  |
|                             | 18                                                                                                                                     | Grants payable                                                                                                                         | 828,000.       | 765,000.              |             |  |
|                             | 19                                                                                                                                     | Deferred revenue                                                                                                                       |                |                       |             |  |
|                             | 20                                                                                                                                     | Loans from officers, directors, trustees, and other disqualified persons                                                               |                |                       |             |  |
|                             | 21                                                                                                                                     | Mortgages and other notes payable (attach schedule)                                                                                    |                |                       |             |  |
|                             | 22                                                                                                                                     | Other liabilities (describe)                                                                                                           | 52,586.        | 139,309.              |             |  |
|                             | 23                                                                                                                                     | Total liabilities (add lines 17 through 22)                                                                                            | 885,034.       | 907,474.              |             |  |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. |                                                                                                                                        |                |                       |             |  |
|                             | 24                                                                                                                                     | Unrestricted                                                                                                                           | 41,416,244.    | 43,721,905.           |             |  |
|                             | 25                                                                                                                                     | Temporarily restricted                                                                                                                 |                |                       |             |  |
|                             | 26                                                                                                                                     | Permanently restricted                                                                                                                 |                |                       |             |  |
|                             | Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.                         |                                                                                                                                        |                |                       |             |  |
|                             | 27                                                                                                                                     | Capital stock, trust principal, or current funds                                                                                       |                |                       |             |  |
|                             | 28                                                                                                                                     | Paid-in or capital surplus, or land, bldg., and equipment fund                                                                         |                |                       |             |  |
|                             | 29                                                                                                                                     | Retained earnings, accumulated income, endowment, or other funds                                                                       |                |                       |             |  |
|                             | 30                                                                                                                                     | Total net assets or fund balances (see page 17 of the instructions)                                                                    | 41,416,244.    | 43,721,905.           |             |  |
| 31                          | Total liabilities and net assets/fund balances (see page 17 of the instructions)                                                       | 42,301,278.                                                                                                                            | 44,629,379.    |                       |             |  |

## 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 | 41,416,244. |
| 2 | Enter amount from Part I, line 27a                                                                                                                         | 2 | -1,784,399. |
| 3 | Other increases not included in line 2 (itemize)                                                                                                           | 3 | 4,090,060.  |
| 4 | Add lines 1, 2, and 3                                                                                                                                      | 4 | 43,721,905. |
| 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 | 43,721,905. |

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**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)                                                                                                |                                            |                                                 | (b) How acquired<br>P-Purchase<br>D-Donation                                                    | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|
| 1a SEE PART IV SCHEDULE                                                                                                                                                                                                          |                                            |                                                 |                                                                                                 |                                      |                                  |
| b                                                                                                                                                                                                                                |                                            |                                                 |                                                                                                 |                                      |                                  |
| c                                                                                                                                                                                                                                |                                            |                                                 |                                                                                                 |                                      |                                  |
| d                                                                                                                                                                                                                                |                                            |                                                 |                                                                                                 |                                      |                                  |
| e                                                                                                                                                                                                                                |                                            |                                                 |                                                                                                 |                                      |                                  |
| (e) Gross sales price                                                                                                                                                                                                            | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(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) FMV as of 12/31/69                                                                                                                                                                                                           | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |                                      |                                  |
| a                                                                                                                                                                                                                                |                                            |                                                 |                                                                                                 |                                      |                                  |
| b                                                                                                                                                                                                                                |                                            |                                                 |                                                                                                 |                                      |                                  |
| c                                                                                                                                                                                                                                |                                            |                                                 |                                                                                                 |                                      |                                  |
| d                                                                                                                                                                                                                                |                                            |                                                 |                                                                                                 |                                      |                                  |
| e                                                                                                                                                                                                                                |                                            |                                                 |                                                                                                 |                                      |                                  |
| 2 Capital gain net income or (net capital loss) <span style="float:right">{ If gain, also enter in Part I, line 7<br/>If (loss), enter -0- in Part I, line 7 }</span>                                                            |                                            |                                                 | 2                                                                                               | -414,098.                            |                                  |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)<br>If (loss), enter -0- in Part I, line 8. . . . . |                                            |                                                 | 3                                                                                               |                                      |                                  |

**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)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                                      | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2009                                                                                                                                                                                                                                      | 2,395,015.                               | 36,895,217.                                  | 0.064914                                                    |
| 2008                                                                                                                                                                                                                                      | 2,522,452.                               | 45,998,500.                                  | 0.054838                                                    |
| 2007                                                                                                                                                                                                                                      | 2,503,944.                               | 54,275,819.                                  | 0.046134                                                    |
| 2006                                                                                                                                                                                                                                      | 2,415,718.                               | 50,651,103.                                  | 0.047693                                                    |
| 2005                                                                                                                                                                                                                                      | 2,377,518.                               | 48,226,716.                                  | 0.049299                                                    |
| 2 Total of line 1, column (d) . . . . .                                                                                                                                                                                                   |                                          |                                              | 2 0.262878                                                  |
| 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 0.052576                                                  |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 . . . . .                                                                                                                                                  |                                          |                                              | 4 40,917,416.                                               |
| 5 Multiply line 4 by line 3 . . . . .                                                                                                                                                                                                     |                                          |                                              | 5 2,151,274.                                                |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .                                                                                                                                                                    |                                          |                                              | 6 10,920.                                                   |
| 7 Add lines 5 and 6 . . . . .                                                                                                                                                                                                             |                                          |                                              | 7 2,162,194.                                                |
| 8 Enter qualifying distributions from Part XII, line 4 . . . . .<br>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. |                                          |                                              | 8 2,408,071.                                                |

**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 <input type="checkbox"/> and enter "N/A" on line 1<br>Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions) | 1  | 10,920. |
| 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                                                                                 |    |         |
| 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  | 10,920. |
| 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  | 10,920. |
| 6  | Credits/Payments                                                                                                                                                                                                                           |    |         |
| a  | 2010 estimated tax payments and 2009 overpayment credited to 2010                                                                                                                                                                          | 6a | 8,000.  |
| b  | Exempt foreign organizations-tax withheld at source                                                                                                                                                                                        | 6b | 0.      |
| c  | Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                        | 6c | 6,000.  |
| d  | Backup withholding erroneously withheld                                                                                                                                                                                                    | 6d |         |
| 7  | Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                        | 7  | 14,000. |
| 8  | Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                                               | 8  | 42.     |
| 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 | 3,038.  |
| 11 | Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 3,038. Refunded <input type="checkbox"/>                                                                                                         | 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?                                                                                                                                                                                 |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |     | X  |
| c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                                  |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation \$ _____ (2) On foundation managers \$ _____                                                                                                                                                                              |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____                                                                                                                                                                                                         |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities                                                                                                                                                                                          |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes                                                                                                                            |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                          |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                                      |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                                    |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?                    | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV                                                                                                                                                                                                                      | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) PA,                                                                                                                                                                                                                                |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation                                                                                                                                           | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV                                                                                       |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                                   |     | X  |

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

|    |                                                                                                                                                                                                                                                                                                                                                    |    |     |         |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)                                                                                                                                             | 11 |     | X       |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?                                                                                                                                                                                                                              | 12 |     | X       |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address <b>WWW.SAMFELS.ORG</b>                                                                                                                                                                                      | 13 | X   |         |
| 14 | The books are in care of <b>SAMUEL S. FELS FUND</b> Telephone no <b>215-731-9455</b><br>Located at <b>1616 WALNUT STREET, PHILADELPHIA, PA</b> ZIP + 4 <b>19103</b>                                                                                                                                                                                |    |     |         |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> - Check here <input type="checkbox"/><br>and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>                                                                                                                   |    |     |         |
| 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?<br>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 <b>▶</b> | 16 | Yes | No<br>X |

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Yes | No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>1a</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                       |     |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                               |     |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                   |     |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                              |     |    |
| <b>b</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)? <input type="checkbox"/><br>Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>                                                                                                                                             | 1b  |    |
| <b>c</b> 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? <input type="checkbox"/>                                                                                                                                                                                                                                                                                                        | 1c  | X  |
| <b>2</b> 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))                                                                                                                                                                                                                                                                                                                                           |     |    |
| <b>a</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years <b>▶</b>                                                                                                                                                                                                                                                              |     |    |
| <b>b</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) <input type="checkbox"/>                                                                                                                                                                        | 2b  | X  |
| <b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>▶</b>                                                                                                                                                                                                                                                                                                                                                                                                |     |    |
| <b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                         |     |    |
| <b>b</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) <input type="checkbox"/> | 3b  | X  |
| <b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                                        | 4a  | X  |
| <b>b</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? <input type="checkbox"/>                                                                                                                                                                                                                                                              | 4b  | X  |

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

**5 a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☒

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

**6 a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

**7 a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| ATTACHMENT 11        |                                                           | 185,254.                                  | 38,579.                                                               | 0.                                    |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| ATTACHMENT 12                                                 |                                                           | 55,166.          | 44,320.                                                               | 0.                                    |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

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

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.                                                                                                                   | Expenses |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| 1 THE FUND'S PURPOSE IS TO MAKE GRANTS IN PHILADELPHIA, PA FOLLOWING THE FOUNDER'S WISH "TO BRING TO THE AVERAGE PERSON GREATER HEALTH, HAPPINESS & A FULLER UNDERSTANDING OF THE MEANING & PURPOSES OF LIFE." THE FUND FOCUSES ON SUPPORT FOR ARTS, EDUCATION & COMMUNITY. GRANTS IN ARTS ARE FOR EMERGING & SMALL PROFESSIONAL ORGANIZATIONS. MOST GRANTS IN EDUCATION |          |
| 2 SUPPORT IMPROVEMENT IN CITY PUBLIC SCHOOLS OR LITERACY. GRANTS IN COMMUNITY ENCOMPASS SERVICES FOR IMMIGRANTS; LEGAL AID; PROGRAMS THAT MITIGATE HOMELESSNESS; ACCESS TO AFFORD-                                                                                                                                                                                       |          |
| 3 ABLE HOUSING; PROGRAMS FOR THE MOST VULNERABLE POPULATIONS; COMMUNITY ARTS; NEIGHBORHOOD IMPROVEMENT, BEAUTIFICATION & GREENING; REPRODUCTIVE FREEDOM & SOCIAL & ECONOMIC JUSTICE.                                                                                                                                                                                     |          |

**Part IX-B Summary of Program-Related Investments** (see page 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 NONE                                                                                                           |        |
| 2                                                                                                                |        |
| All other program-related investments See page 24 of the instructions                                            |        |
| 3 NONE                                                                                                           |        |
| Total. Add lines 1 through 3 . . . . .                                                                           |        |

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

|   |                                                                                                                           |    |             |
|---|---------------------------------------------------------------------------------------------------------------------------|----|-------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes                |    |             |
| a | Average monthly fair market value of securities                                                                           | 1a | 41,539,816. |
| b | Average of monthly cash balances                                                                                          | 1b | 708.        |
| c | Fair market value of all other assets (see page 25 of the instructions)                                                   | 1c | 0.          |
| d | Total (add lines 1a, b, and c)                                                                                            | 1d | 41,540,524. |
| 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  | 41,540,524. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4  | 623,108.    |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4                      | 5  | 40,917,416. |
| 6 | Minimum investment return. Enter 5% of line 5                                                                             | 6  | 2,045,871.  |

**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  | 2,045,871. |
| 2a | Tax on investment income for 2010 from Part VI, line 5                                             | 2a | 10,920.    |
| b  | Income tax for 2010 (This does not include the tax from Part VI)                                   | 2b |            |
| c  | Add lines 2a and 2b                                                                                | 2c | 10,920.    |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 2,034,951. |
| 4  | Recoveries of amounts treated as qualifying distributions                                          | 4  |            |
| 5  | Add lines 3 and 4                                                                                  | 5  | 2,034,951. |
| 6  | Deduction from distributable amount (see page 25 of the instructions)                              | 6  |            |
| 7  | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 2,034,951. |

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

|   |                                                                                                                                                                     |    |            |
|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|------------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes                                                                           |    |            |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                                                       | 1a | 2,408,071. |
| b | Program-related investments - total from Part IX-B                                                                                                                  | 1b | 0.         |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                                           | 2  | 0.         |
| 3 | Amounts set aside for specific charitable projects that satisfy the                                                                                                 |    |            |
| a | Suitability test (prior IRS approval required)                                                                                                                      | 3a | 0.         |
| b | Cash distribution test (attach the required schedule)                                                                                                               | 3b | 0.         |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                                          | 4  | 2,408,071. |
| 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  | 10,920.    |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4                                                                                                      | 6  | 2,397,151. |

**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)<br>Corpus | (b)<br>Years prior to 2009 | (c)<br>2009 | (d)<br>2010 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7                                                                                                                        |               |                            |             | 2,034,951.  |
| 2 Undistributed income, if any, as of the end of 2010                                                                                                                       |               |                            |             |             |
| a Enter amount for 2009 only                                                                                                                                                |               |                            |             |             |
| b Total for prior years 20 08, 20 07, 20 06                                                                                                                                 |               |                            |             |             |
| 3 Excess distributions carryover, if any, to 2010                                                                                                                           |               |                            |             |             |
| a From 2005                                                                                                                                                                 | 12,431.       |                            |             |             |
| b From 2006                                                                                                                                                                 | 0.            |                            |             |             |
| c From 2007                                                                                                                                                                 | 0.            |                            |             |             |
| d From 2008                                                                                                                                                                 | 289,895.      |                            |             |             |
| e From 2009                                                                                                                                                                 | 566,240.      |                            |             |             |
| f Total of lines 3a through e                                                                                                                                               | 868,566.      |                            |             |             |
| 4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$                                                                                                              | 2,408,071.    |                            |             |             |
| a Applied to 2009, but not more than line 2a                                                                                                                                |               |                            |             |             |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)                                                                      |               |                            |             |             |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions)                                                                              |               |                            |             |             |
| d Applied to 2010 distributable amount                                                                                                                                      |               |                            |             | 2,034,951.  |
| e Remaining amount distributed out of corpus                                                                                                                                | 373,120.      |                            |             |             |
| 5 Excess distributions carryover applied to 2010<br>(If an amount appears in column (d), the same amount must be shown in column (a))                                       |               |                            |             |             |
| 6 Enter the net total of each column as indicated below:                                                                                                                    |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                           | 1,241,686.    |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b                                                                                                           |               |                            |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. |               |                            |             |             |
| d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions                                                                                            |               |                            |             |             |
| e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions                                                              |               |                            |             |             |
| f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011                                                                 |               |                            |             |             |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)                    |               |                            |             |             |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)                                                                | 12,431.       |                            |             |             |
| 9 Excess distributions carryover to 2011.<br>Subtract lines 7 and 8 from line 6a                                                                                            | 1,229,255.    |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                       |               |                            |             |             |
| a Excess from 2006                                                                                                                                                          | 0.            |                            |             |             |
| b Excess from 2007                                                                                                                                                          | 0.            |                            |             |             |
| c Excess from 2008                                                                                                                                                          | 289,895.      |                            |             |             |
| d Excess from 2009                                                                                                                                                          | 566,240.      |                            |             |             |
| e Excess from 2010                                                                                                                                                          | 373,120.      |                            |             |             |

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

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

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

| Tax year                                                                                                                                                    | Prior 3 years |          |          |          | (e) Total |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------|----------|----------|-----------|
|                                                                                                                                                             | (a) 2010      | (b) 2009 | (c) 2008 | (d) 2007 |           |
| 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

ATTACHMENT 13

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

APPLICATION FORM IS AVAILABLE FROM SAMUEL S. FELS FUND

c Any submission deadlines

NONE

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

LISTED ON APPLICATION

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

| Recipient                                               | 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)                     |                                                                                                           |                                |                                  |            |
| <b>a Paid during the year</b><br><br>ATTACHMENT 14      |                                                                                                           |                                |                                  |            |
| <b>Total</b> .....                                      |                                                                                                           |                                | <b>3a</b>                        | 1,948,750. |
| <b>b Approved for future payment</b><br>SEE STATEMENT F |                                                                                                           |                                |                                  | 150,000.   |
| <b>Total</b> .....                                      |                                                                                                           |                                | <b>3b</b>                        | 150,000.   |

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|   |                                                                                                                                                                                                                                                                                                                                                                                              | 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) | X  |
|   | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                             | 1a(2) | X  |
| b | Other transactions                                                                                                                                                                                                                                                                                                                                                                           |       |    |
|   | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                   | 1b(1) | X  |
|   | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                             | 1b(2) | X  |
|   | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                         | 1b(3) | X  |
|   | (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                               | 1b(4) | X  |
|   | (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                 | 1b(5) | X  |
|   | (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                       | 1b(6) | X  |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             | 1c    | X  |
| 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. |       |    |

[illegible]

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

**b** If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

**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.

Signature of officer or trustee

Date \_\_\_\_\_

Title

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

|      |
|------|
| PTIN |
|------|

Check ☐ if self-employed

P00026171

**Paid  
Preparer  
Use Only**

|             |                         |
|-------------|-------------------------|
| Firm's name | ▶ ASHER & COMPANY, LTD. |
|-------------|-------------------------|

Firm's address ► 1801 MARKET STREET, SUITE 1700

PHILADELPHIA, PA

19103

Firm's EIN ► 23-1914020

Phone no 215-564-1900

Form 990-PF (2010)

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

| Kind of Property                       |                                | Description                                                                 |                    |                          |                              | Date acquired        | Date sold |
|----------------------------------------|--------------------------------|-----------------------------------------------------------------------------|--------------------|--------------------------|------------------------------|----------------------|-----------|
| Gross sale price less expenses of sale | Depreciation allowed/allowable | Cost or other basis                                                         | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | Gain or (loss)       |           |
| 104,100.                               |                                | 1,453 SHS VANGUARD-CAP OPP<br>PROPERTY TYPE: SECURITIES<br>63,674.          |                    |                          |                              | VARIOUS<br>40,426.   | VARIOUS   |
| 93,500.                                |                                | 5,439 SHS VANGUARD-SEL VAL<br>PROPERTY TYPE: SECURITIES<br>69,372.          |                    |                          |                              | VARIOUS<br>24,128.   | VARIOUS   |
| 571,500.                               |                                | 19,672 SHS VANGUARD-TOT STK<br>PROPERTY TYPE: SECURITIES<br>406,405.        |                    |                          |                              | VARIOUS<br>165,095.  | VARIOUS   |
| 141,400.                               |                                | 3,180 SHS VANGUARD-US GWTH<br>PROPERTY TYPE: SECURITIES<br>105,918.         |                    |                          |                              | VARIOUS<br>35,482.   | VARIOUS   |
| 101,000.                               |                                | 2,318 SHS VANGUARD-WIND II<br>PROPERTY TYPE: SECURITIES<br>95,336.          |                    |                          |                              | VARIOUS<br>5,664.    | VARIOUS   |
| 545,000.                               |                                | 29,651 SHS VANGUARD-REIT INDEX<br>PROPERTY TYPE: SECURITIES<br>567,574.     |                    |                          |                              | VARIOUS<br>-22,574.  | VARIOUS   |
| 2,311,500.                             |                                | 237,148 SHS VANGUARD-MRKT NEUTRL<br>PROPERTY TYPE: SECURITIES<br>2,918,910. |                    |                          |                              | VARIOUS<br>-607,410. | VARIOUS   |
| 264,000.                               |                                | 27,820 SHS VANGUARD-DEV MKTS IDX<br>PROPERTY TYPE: SECURITIES<br>321,777.   |                    |                          |                              | VARIOUS<br>-57,777.  | VARIOUS   |
| 120,000.                               |                                | 12,116 SHS VANGUARD-INTRMED CORP<br>PROPERTY TYPE: SECURITIES<br>119,672.   |                    |                          |                              | VARIOUS<br>328.      | VARIOUS   |
| 104,000.                               |                                | 9,822 SHS VANGUARD-TOT BOND<br>PROPERTY TYPE: SECURITIES<br>101,584.        |                    |                          |                              | VARIOUS<br>2,416.    | VARIOUS   |
| 14,000.                                |                                | 1,312 SHS VANGUARD-ST INVST GRADE<br>PROPERTY TYPE: SECURITIES<br>13,876.   |                    |                          |                              | VARIOUS<br>124.      | VARIOUS   |
| TOTAL GAIN (LOSS) .....                |                                |                                                                             |                    |                          |                              | <u>-414,098.</u>     |           |

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

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|--------------------|---------------------------------------------------|--------------------------------------|
| INTEREST INCOME    | 7,424.                                            | 7,424.                               |
| TOTAL              | <u>7,424.</u>                                     | <u>7,424.</u>                        |



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

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|--------------------|---------------------------------------------------|--------------------------------------|
| DIVIDEND INCOME    | 1,112,600.                                        | 1,112,600.                           |
| TOTAL              | <u>1,112,600.</u>                                 | <u>1,112,600.</u>                    |

## FORM 990PF, PART I - ACCOUNTING FEES

| DESCRIPTION                | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | ADJUSTED<br>NET<br>INCOME | CHARITABLE<br>PURPOSES |
|----------------------------|-----------------------------------------|-----------------------------|---------------------------|------------------------|
| ACCOUNTING & AUDITING FEES | 29,849.                                 | 4,477.                      |                           | 25,372.                |
| TOTALS                     | <u>29,849.</u>                          | <u>4,477.</u>               | <u>0.</u>                 | <u>25,372.</u>         |

## FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| DESCRIPTION              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | CHARITABLE<br>PURPOSES |
|--------------------------|-----------------------------------------|-----------------------------|------------------------|
| INVESTMENT ADVISORY FEES | 239.                                    | 239.                        |                        |
| CONSULTING FEES          | 11,994.                                 |                             | 11,994.                |
| TOTALS                   | <u>12,233.</u>                          | <u>239.</u>                 | <u>11,994.</u>         |

## FORM 990PF, PART I - TAXES

| DESCRIPTION          | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | CHARITABLE<br>PURPOSES |
|----------------------|-----------------------------------------|-----------------------------|------------------------|
| PAYROLL TAXES        | 13,226.                                 | 661.                        | 12,565.                |
| FEDERAL EXCISE TAXES | 112,264.                                |                             |                        |
| TOTALS               | 125,490.                                | 661.                        | 12,565.                |

## FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION                   | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | CHARITABLE<br>PURPOSES |
|-------------------------------|-----------------------------------------|-----------------------------|------------------------|
| INSURANCE                     | 63,350.                                 | 3,168.                      | 60,182.                |
| RENT                          | 44,797.                                 | 2,240.                      | 42,557.                |
| OFFICE EXPENSE                | 45,114.                                 | 2,256.                      | 42,858.                |
| DUES & SUBSCRIPTIONS          | 796.                                    |                             | 796.                   |
| MISCELLANEOUS                 | 1,159.                                  |                             | 1,159.                 |
| SPECIAL PROJECTS - COMM. SERV | 1,749.                                  |                             | 1,749.                 |
| SPECIAL PROJECTS - INTERNS    | 997.                                    |                             | 997.                   |
| TOTALS                        | 157,962.                                | 7,664.                      | 150,298.               |

FORM 990PF, PART II - OTHER INVESTMENTS

| DESCRIPTION                          | BEGINNING<br>BOOK VALUE | ENDING<br>BOOK VALUE    | ENDING<br>FMV           |
|--------------------------------------|-------------------------|-------------------------|-------------------------|
| COMMUNITY INVESTMENT<br>MUTUAL FUNDS | 200,000.<br>41,929,479. | 200,000.<br>44,379,901. | 200,000.<br>44,379,901. |
| TOTALS                               | 42,129,479.             | 44,579,901.             | 44,579,901.             |

FORM 990PF, PART II - OTHER ASSETS

| DESCRIPTION                    | BEGINNING<br>BOOK VALUE | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|-------------------------|----------------------|---------------|
| PREPAID INSURANCE              | 542.                    | 2,358.               | 2,358.        |
| ACCRUED INTEREST AND DIVIDENDS | 2,044.                  | 1,022.               | 1,022.        |
| PREPAID TAXES                  | 109,722.                | 0.                   | 0.            |
| PREPAID MISCELLANEOUS          | 6,134.                  | 0.                   | 0.            |
| TOTALS                         | 118,442.                | 3,380.               | 3,380.        |

FORM 990PF, PART II - OTHER LIABILITIES

| <u>DESCRIPTION</u>       | <u>BEGINNING<br/>BOOK VALUE</u> | <u>ENDING<br/>BOOK VALUE</u> |
|--------------------------|---------------------------------|------------------------------|
| POST EMPLOYMENT BENEFITS | 48,588.                         | 39,040.                      |
| DEFERRED EXCISE TAXES    | 3,998.                          | 85,869.                      |
| EXCISE TAXES PAYABLE     | 0.                              | 14,400.                      |
| TOTALS                   | <u>52,586.</u>                  | <u>139,309.</u>              |



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

| <u>DESCRIPTION</u>            | <u>AMOUNT</u>     |
|-------------------------------|-------------------|
| UNREALIZED GAIN ON INVESTMENT | 4,090,060.        |
| TOTAL                         | <u>4,090,060.</u> |

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

ATTACHMENT 11

| NAME AND ADDRESS                                                                   | TITLE AND AVERAGE HOURS PER<br>WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS<br>TO EMPLOYEE<br>BENEFIT PLANS | EXPENSE ACCT<br>AND OTHER<br>ALLOWANCES |
|------------------------------------------------------------------------------------|---------------------------------------------------------|--------------|-----------------------------------------------|-----------------------------------------|
| DR. SANDRA FEATHERMAN<br>1616 WALNUT STREET<br>SUITE 800<br>PHILADELPHIA, PA 19103 | BOARD MEMBER<br>1.00                                    | 4,052.       | 0.                                            | 0.                                      |
| DAVID H. WICE, ESQ.<br>1616 WALNUT STREET<br>SUITE 800<br>PHILADELPHIA, PA 19103   | BOARD MEMBER<br>1.00                                    | 4,052.       | 0.                                            | 0.                                      |
| BEVERLY COLEMAN<br>1616 WALNUT STREET<br>SUITE 800<br>PHILADELPHIA, PA 19103       | TREASURER<br>1.00                                       | 4,920.       | 0.                                            | 0.                                      |
| IDA K. CHEN<br>1616 WALNUT STREET<br>SUITE 800<br>PHILADELPHIA, PA 19103           | BOARD MEMBER<br>1.00                                    | 3,452.       | 0.                                            | 0.                                      |
| HELEN CUNNINGHAM<br>1616 WALNUT STREET<br>SUITE 800<br>PHILADELPHIA, PA 19103      | EXECUTIVE DIRECTOR/SECRETARY<br>40.00                   | 147,290.     | 38,579.                                       | 0.                                      |

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

ATTACHMENT 11 (CONT'D)

| NAME AND ADDRESS                                                             | TITLE AND AVERAGE HOURS PER<br>WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS<br>TO EMPLOYEE<br>BENEFIT PLANS | EXPENSE ACCT<br>AND OTHER<br>ALLOWANCES |
|------------------------------------------------------------------------------|---------------------------------------------------------|--------------|-----------------------------------------------|-----------------------------------------|
| MINDY M. POSOFF<br>1616 WALNUT STREET<br>SUITE 800<br>PHILADELPHIA, PA 19103 | PRESIDENT<br>1.00                                       | 6,780.       | 0.                                            | 0.                                      |
| PHOEBE HADDON<br>1616 WALNUT STREET<br>SUITE 800<br>PHILADELPHIA, PA 19103   | BOARD MEMBER<br>1.00                                    | 3,152.       | 0.                                            | 0.                                      |
| VALERIE CLAYTON<br>1616 WALNUT STREET<br>SUITE 800<br>PHILADELPHIA, PA 19103 | VICE PRESIDENT<br>1.00                                  | 4,052.       | 0.                                            | 0.                                      |
| JOHN RICE<br>1616 WALNUT STREET<br>SUITE 800<br>PHILADELPHIA, PA 19103       | BOARD MEMBER<br>1.00                                    | 3,752.       | 0.                                            | 0.                                      |
| LEONARD RIESER<br>1616 WALNUT STREET<br>SUITE 800<br>PHILADELPHIA, PA 19103  | BOARD MEMBER<br>1.00                                    | 3,752.       | 0.                                            | 0.                                      |
| GRAND TOTALS                                                                 |                                                         | 185,254.     | 38,579.                                       | 0.                                      |

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

ATTACHMENT 12

| <u>NAME AND ADDRESS</u>                                      | <u>TITLE AND AVERAGE<br/>HOURS PER WEEK<br/>DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS EXPENSE ACCT<br/>TO EMPLOYEE AND OTHER<br/>BENEFIT PLANS ALLOWANCES</u> |
|--------------------------------------------------------------|---------------------------------------------------------------------|---------------------|------------------------------------------------------------------------------------------|
| ROBIN CULMER<br>1616 WALNUT STREET<br>PHILADELPHIA, PA 19103 | OFFICE ADMINISTRATOR<br>40.00                                       | 55,166.             | 44,320. 0.                                                                               |
|                                                              | TOTAL COMPENSATION                                                  | <u>55,166.</u>      | <u>44,320.</u> <u>0.</u>                                                                 |

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

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

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

ATTACHMENT 14

| RECIPIENT NAME AND ADDRESS           | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT     |
|--------------------------------------|----------------------------------------------------------------------------------|----------------------------------|------------|
| SEE STATEMENT A - EDUCATION          |                                                                                  |                                  | 399,500    |
| SEE STATEMENT B - ARTS               |                                                                                  |                                  | 230,000    |
| SEE STATEMENT C - COMMUNITY SERVICES |                                                                                  |                                  | 1,165,500  |
| SEE STATEMENT D - INTERNS            |                                                                                  |                                  | 150,000.   |
| SEE STATEMENT E - MEMBERSHIP         |                                                                                  |                                  | 3,750.     |
| TOTAL CONTRIBUTIONS PAID             |                                                                                  |                                  | 1,948,750. |
|                                      |                                                                                  |                                  |            |

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

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

OMB No 1545-0092

**2010**

Name of estate or trust

SAMUEL S. FELS FUND

Employer identification number

23-1365325

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

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

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

|                                                                                                                                |           |     |
|--------------------------------------------------------------------------------------------------------------------------------|-----------|-----|
| b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b                                                      | <b>1b</b> |     |
| 2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824                                                      | <b>2</b>  |     |
| 3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts                                 | <b>3</b>  |     |
| 4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss<br>Carryover Worksheet      | <b>4</b>  | ( ) |
| 5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13,<br>column (3) on the back | <b>5</b>  |     |

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

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

|                                                                                                                                  |           |           |
|----------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b                                                         | <b>6b</b> | -414,098. |
| 7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824                                                   | <b>7</b>  |           |
| 8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts                                    | <b>8</b>  |           |
| 9 Capital gain distributions                                                                                                     | <b>9</b>  |           |
| 10 Gain from Form 4797, Part I                                                                                                   | <b>10</b> |           |
| 11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss<br>Carryover Worksheet       | <b>11</b> | ( )       |
| 12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a,<br>column (3) on the back | <b>12</b> | -414,098. |

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

Schedule D (Form 1041) 2010

| <b>Part III Summary of Parts I and II</b>                          |                                                                       | (1) Beneficiaries'<br>(see instr ) | (2) Estate's<br>or trust's | (3) Total |
|--------------------------------------------------------------------|-----------------------------------------------------------------------|------------------------------------|----------------------------|-----------|
| <b>Caution: Read the instructions before completing this part.</b> |                                                                       |                                    |                            |           |
| <b>13</b>                                                          | <b>Net short-term gain or (loss)</b> . . . . .                        | <b>13</b>                          |                            |           |
| <b>14</b>                                                          | <b>Net long-term gain or (loss):</b>                                  |                                    |                            |           |
| a                                                                  | Total for year . . . . .                                              | <b>14a</b>                         |                            | -414,098. |
| b                                                                  | Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . . | <b>14b</b>                         |                            |           |
| c                                                                  | 28% rate gain . . . . .                                               | <b>14c</b>                         |                            |           |
| <b>15</b>                                                          | <b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶ | <b>15</b>                          |                            | -414,098. |

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

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

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

| <b>Part V Tax Computation Using Maximum Capital Gains Rates</b>                                                                                                                                                                                                                                                                                             |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>Form 1041 filers.</b> Complete this part <b>only</b> if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.                                                                                                           |  |
| <b>Caution:</b> Skip this part and complete the worksheet on page 8 of the instructions if                                                                                                                                                                                                                                                                  |  |
| • Either line 14b, col (2) or line 14c, col (2) is more than zero, or                                                                                                                                                                                                                                                                                       |  |
| • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero                                                                                                                                                                                                                                                                                     |  |
| <b>Form 990-T trusts.</b> Complete this part <b>only</b> if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero. |  |

|           |                                                                                                                                                                                                                                                         |           |  |
|-----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|
| <b>17</b> | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .                                                                                                                                                                         | <b>17</b> |  |
| <b>18</b> | Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .                                                                                                                                                               | <b>18</b> |  |
| <b>19</b> | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .                                                                                    | <b>19</b> |  |
| <b>20</b> | Add lines 18 and 19 . . . . .                                                                                                                                                                                                                           | <b>20</b> |  |
| <b>21</b> | If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶                                                                                                                                                 | <b>21</b> |  |
| <b>22</b> | Subtract line 21 from line 20. If zero or less, enter -0- . . . . .                                                                                                                                                                                     | <b>22</b> |  |
| <b>23</b> | Subtract line 22 from line 17. If zero or less, enter -0- . . . . .                                                                                                                                                                                     | <b>23</b> |  |
| <b>24</b> | Enter the <b>smaller</b> of the amount on line 17 or \$2,300 . . . . .                                                                                                                                                                                  | <b>24</b> |  |
| <b>25</b> | Is the amount on line 23 equal to or more than the amount on line 24?<br><input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26, go to line 27 and check the "No" box<br><input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . . | <b>25</b> |  |
| <b>26</b> | Subtract line 25 from line 24 . . . . .                                                                                                                                                                                                                 | <b>26</b> |  |
| <b>27</b> | Are the amounts on lines 22 and 26 the same?<br><input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the <b>smaller</b> of line 17 or line 22 . . . . .                                  | <b>27</b> |  |
| <b>28</b> | Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .                                                                                                                                                                                | <b>28</b> |  |
| <b>29</b> | Subtract line 28 from line 27 . . . . .                                                                                                                                                                                                                 | <b>29</b> |  |
| <b>30</b> | Multiply line 29 by 15% ( 15) . . . . .                                                                                                                                                                                                                 | <b>30</b> |  |
| <b>31</b> | Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .                                                                            | <b>31</b> |  |
| <b>32</b> | Add lines 30 and 31 . . . . .                                                                                                                                                                                                                           | <b>32</b> |  |
| <b>33</b> | Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .                                                                            | <b>33</b> |  |
| <b>34</b> | <b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (do not complete Form 990-T, line 36) . . . . .                                                                             | <b>34</b> |  |

Schedule D (Form 1041) 2010





**SAMUEL S. FELS FUND**  
**GRANTS PAID**

|                          |                                |                   |
|--------------------------|--------------------------------|-------------------|
| EDUCATION GRANTS         | 399,500                        | (SEE STATEMENT A) |
| ARTS GRANTS              | 230,000                        | (SEE STATEMENT B) |
| COMMUNITY GRANTS         | 1,165,500                      | (SEE STATEMENT C) |
| INTERN GRANTS            | 150,000                        | (SEE STATEMENT D) |
| MEMBERSHIP GRANTS        | 3,750                          | (SEE STATEMENT E) |
| PAYMENT OF PRIOR GRANTS  | <u>(58,000)</u>                | (SEE STATEMENT F) |
| <b>TOTAL GRANTS PAID</b> | <b><u><u>1,890,750</u></u></b> |                   |

## Payments Made - OBRA Report

3/17/2011

2010

Education

| Payee Organization                                                                                                                             | Request Primary Contact | Project Title | Staff            | Amount                           | Check # | Paid Date | Deduct Amount | Non-Deduct Amount | Deduct Tax | Sched. Date | Done Date |
|------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------|------------------|----------------------------------|---------|-----------|---------------|-------------------|------------|-------------|-----------|
| Big Picture Philadelphia<br>Bromley, David<br>2010 North Mascher Street<br>Philadelphia, PA 19122<br><i>General support</i>                    |                         |               | Helen Cunningham | \$25,000.00<br>4678<br>9/24/2010 |         |           | \$25,000.00   | \$0.00            |            |             |           |
| City Year Philadelphia<br>Jones, Loree D<br>2221 Chestnut St, 2nd Floor<br>Philadelphia, PA 19103<br><i>Diplomas Now</i>                       |                         |               | Helen Cunningham | \$15,000.00<br>4575<br>4/23/2010 |         |           | \$15,000.00   | \$0.00            | Y          |             |           |
| Dancing Classrooms/Arts in Schools Collaborative<br>Brooks, Jane<br>15C Llanfair Road<br>Ardmore, PA 19003<br><i>Dancing Classrooms Philly</i> |                         |               | Helen Cunningham | \$15,000.00<br>4685<br>9/24/2010 |         |           | \$15,000.00   | \$0.00            |            |             |           |
| Fabric Workshop, Inc.<br>Stroud, Marion Boulton<br>1222 Arch Street<br>Philadelphia, PA 19107<br><i>Museum's 2010-11 onsite studios</i>        |                         |               | Helen Cunningham | \$5,000.00<br>4604<br>6/18/2010  |         |           | \$5,000.00    | \$0.00            | Y          |             |           |
| Fels Institute of Government<br>Thornburgh, David<br>3814 Walnut Street<br>Philadelphia, PA 19104-6197                                         |                         |               | Helen Cunningham | \$25,000.00<br>4665<br>7/6/2010  |         |           | \$25,000.00   | \$0.00            | Y          |             |           |
| Good Schools Pennsylvania<br>Risch, Janis<br>6757 Greene Street, Suite 310<br>Philadelphia, PA 19119<br><i>General support</i>                 |                         |               | Helen Cunningham | \$25,000.00<br>4536<br>3/19/2010 |         |           | \$25,000.00   | \$0.00            |            |             |           |

# Statement A pg 2 of 5

| Payee Organization                                                                                                                                               | Request Primary Contact | Project Title | Staff            | Amount      | Check #            | Deduct Amount | Deduct Tax Amount | Sched. Date | Done Date |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------|------------------|-------------|--------------------|---------------|-------------------|-------------|-----------|
| IHM Center for Literacy<br>Schuyler, Mary Regina<br>425 West Lindley Avenue<br>Philadelphia, PA 19120-3394<br><i>Project support</i>                             |                         |               | Helen Cunningham | \$10,000.00 | 4701<br>12/10/2010 | \$10,000.00   | \$0.00            | Y           |           |
| Intercultural Family Services, Inc.<br>Nicolodi, Sara<br>4225 Chestnut Street<br>Philadelphia, PA 19104<br><i>Support for the Music &amp; Mentorship program</i> |                         |               | Helen Cunningham | \$5,000.00  | 4607<br>6/18/2010  | \$5,000.00    | \$0.00            |             |           |
| International Ballet Exchange<br>Mamed, Nancy<br>38 E. Schoolhouse Lane<br>Philadelphia, PA 19144<br><i>Ballet instruction in Philadelphia public schools</i>    |                         |               | Helen Cunningham | \$5,000.00  | 4608<br>6/18/2010  | \$5,000.00    | \$0.00            |             |           |
| KIPP Philadelphia Charter School<br>Mannella, Marc<br>2709 N. Broad Street<br>Philadelphia, PA 19132<br><i>To launch the Teacher Residency Program</i>           |                         |               | Helen Cunningham | \$50,000.00 | 4682<br>9/24/2010  | \$50,000.00   | \$0.00            |             |           |
| Philadelphia Youth Network for the Mayor's Office<br>of Education<br>Shorr, Lori<br>City Hall, Room 115<br>Philadelphia, PA 19107                                |                         |               | Helen Cunningham | \$25,000.00 | 4702<br>12/10/2010 | \$25,000.00   | \$0.00            |             |           |
| Philadelphia Youth Network for the Mayor's Office<br>of Education<br>Shorr, Lori<br>City Hall, Room 115<br>Philadelphia, PA 19107                                |                         |               | Helen Cunningham | \$25,000.00 | 4709<br>12/10/2010 | \$25,000.00   | \$0.00            |             |           |

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| Payee Organization                                                                                                                                                   | Request Primary Contact | Project Title | Staff            | Amount       | Check # | Paid Date  | Deduct Amount | Non-Deduct Amount | Tax Status | Sched. Date | Done Date |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------|------------------|--------------|---------|------------|---------------|-------------------|------------|-------------|-----------|
| Philadelphia Youth Network for the Mayor's Office of Education<br>Shorr, Lori<br>City Hall, Room 115<br>Philadelphia, PA 19107                                       |                         |               | Helen Cunningham | -\$25,000.00 | 4702    | 12/21/2010 | -\$25,000.00  | \$0.00            |            |             |           |
| Mighty Writers<br>Whitaker, Tim<br>1501 Christian Street, 1st Floor<br>Philadelphia, PA 19146<br>General support                                                     |                         |               | Helen Cunningham | \$7,500.00   | 4516    | 2/19/2010  | \$7,500.00    | \$0.00            |            |             |           |
| Musicopia<br>Kinney, Denise<br>2001 Market Street, Suite 3100<br>Philadelphia, PA 19103-7044<br>Musicopia String Orchestra                                           |                         |               | Helen Cunningham | \$10,000.00  | 4612    | 6/18/2010  | \$10,000.00   | \$0.00            | Y          |             |           |
| Philadelphia Academies, Inc.<br>Johnson Nutter, Lisa<br>230 S. Broad Street, Suite 1300<br>Philadelphia, PA 19102<br>Toward creation of the Career Academy Institute |                         |               | Helen Cunningham | \$10,000.00  | 4617    | 6/18/2010  | \$10,000.00   | \$0.00            |            |             |           |
| Philadelphia Student Union<br>Dzurinko, Nijmie<br>1315 Spruce Street<br>Philadelphia, PA 19107<br>General support                                                    |                         |               | Admin            | \$10,000.00  | 4618    | 6/18/2010  | \$10,000.00   | \$0.00            | Y          |             |           |
| Public Interest Projects, Inc.<br>Kohler, Julie<br>80 Broad Street, Suite 1600<br>New York, NY 10004<br>SEPA Communities for Public Education Reform (CPER)          |                         |               | Helen Cunningham | \$15,000.00  | 4543    | 3/19/2010  | \$15,000.00   | \$0.00            |            |             |           |

# Statement A pg 4 of 5

| Payee Organization                      | Request Primary Contact | Project Title                                                                                                                                                                 | Staff            | Amount       | Check # | Paid Date  | Deduct Amount | Non-Deduct Amount | Tax Status | Sched. Date | Done Date |
|-----------------------------------------|-------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|--------------|---------|------------|---------------|-------------------|------------|-------------|-----------|
| Research for Action, Inc.               | Shaw, Kate              | International House<br>3701 Chestnut Street<br>Philadelphia, PA 19104-<br><i>Toward helping Youth United for Change research<br/>solutions to dropping out of high school</i> | Helen Cunningham | \$10,000.00  | 4520    | 2/19/2010  | \$10,000.00   | \$0.00            | Y          |             |           |
| Stockton Rush Bartol Foundation         | Feldman Brandt, Beth    | 230 South Broad Street<br>Suite 1003<br>Philadelphia, PA 19102                                                                                                                | Helen Cunningham | \$4,500.00   | 4706    | 12/10/2010 | \$4,500.00    | \$0.00            |            |             |           |
| Summer Search                           | Epstein, Wendy          | 1616 Walnut Street, Suite 2200<br>Philadelphia, PA 19103<br><i>General support</i>                                                                                            | Admin            | \$7,500.00   | 4622    | 6/18/2010  | \$7,500.00    | \$0.00            |            |             |           |
| Teach for America Inc.                  | Wang, Michael           | 714 Market Street, Suite 201<br>Philadelphia, PA 19106<br><i>General support</i>                                                                                              | Helen Cunningham | \$100,000.00 | 4545    | 3/19/2010  | \$100,000.00  | \$0.00            |            |             |           |
| United Way of Southeastern Pennsylvania | Michael, Jill           | Seven Benjamin Franklin<br>Parkway<br>Philadelphia, PA 19103-<br><i>Philadelphia Afterschool Matters Practitioner<br/>Fellowship Project</i>                                  | Admin            | \$5,000.00   | 4624    | 6/18/2010  | \$5,000.00    | \$0.00            |            |             |           |

# Statement A pg 5 of 5

| Payee Organization                                                                                         | Staff            | Amount       | Check # | Paid Date | Deduct Amount | Non-Deduct Amount | Deduct Tax | Sched. Date | Receipt | Done Date |
|------------------------------------------------------------------------------------------------------------|------------------|--------------|---------|-----------|---------------|-------------------|------------|-------------|---------|-----------|
| Request Primary Contact                                                                                    |                  |              |         |           |               |                   |            |             |         |           |
| Project Title                                                                                              |                  |              |         |           |               |                   |            |             |         |           |
| Youth United for Change<br>Perez, Andi<br>311 South Juniper Street<br>Suite 602<br>Philadelphia, PA 19107- | Helen Cunningham | \$15,000.00  | 4525    | 2/19/2010 | \$15,000.00   | \$0.00            |            |             |         |           |
| To develop a chapter for out-of-school youth                                                               |                  |              |         |           |               |                   |            |             |         |           |
| Grand Total                                                                                                |                  | \$399,500.00 |         |           | \$399,500.00  | \$0.00            |            |             |         |           |
| (24 items)                                                                                                 |                  |              |         |           |               |                   |            |             |         |           |

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**Payments Made - OBRA Report**  
 11/7/2011

1/01/2010 / 14/31/10  
 Arts

| Payee Organization<br>Request Primary Contact<br>Project Title                                                            | Staff            | Amount             |           | Deduct<br>Amount | Non-<br>Deduct Tax<br>Amount | Status | Sched. |      | Done |      |
|---------------------------------------------------------------------------------------------------------------------------|------------------|--------------------|-----------|------------------|------------------------------|--------|--------|------|------|------|
|                                                                                                                           |                  | Check #            | Paid Date |                  |                              |        | Date   | Date | Date | Date |
| 11th Hour Theatre Company<br>O'Brien, Michael Philip<br>269 Lauriston Street<br>Philadelphia, PA 19128<br>General support | Helen Cunningham | \$3,000.00<br>4551 | 3/19/2010 | \$3,000.00       | \$0.00                       |        |        |      |      |      |
| 1807 and Friends, Inc.<br>Johns, Michael<br>P.O. Box 2003<br>Philadelphia, PA 19103-<br>General support                   | Helen Cunningham | \$3,000.00<br>4570 | 3/19/2010 | \$3,000.00       | \$0.00                       | Y      |        |      |      |      |
| American Composers Forum<br>Buczek, Denise F.<br>4313 Larchwood Avenue<br>Philadelphia, PA 19104<br>General support       | Helen Cunningham | \$3,000.00<br>4663 | 8/9/2010  | \$3,000.00       | \$0.00                       | Y      |        |      |      |      |
| Ars Nova Workshop, Inc.<br>Christman, Mark<br>3909 Warren Street<br>Philadelphia, PA 19104<br>General support             | Helen Cunningham | \$3,000.00<br>4649 | 6/18/2010 | \$3,000.00       | \$0.00                       |        |        |      |      |      |
| Art Sanctuary<br>Cary, Lorene<br>1801 W. Diamond Street<br>Philadelphia, PA 19121<br>General support                      | Helen Cunningham | \$7,500.00<br>4560 | 3/19/2010 | \$7,500.00       | \$0.00                       |        |        |      |      |      |
| Astral Artistic Services<br>Wilson, Vera<br>230 S. Broad St., 3rd Floor<br>Philadelphia, PA 19102<br>General support      | Helen Cunningham | \$3,000.00<br>4641 | 6/18/2010 | \$3,000.00       | \$0.00                       | Y      |        |      |      |      |



# Statement B pg 2 of 11

| Payee Organization<br>Request Primary Contact<br>Project Title                                                                                                | Staff            | Amount                          |           | Deduct<br>Amount | Non-<br>Deduct Tax<br>Amount | Status | Sched. |      | — Receipt — |      |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|---------------------------------|-----------|------------------|------------------------------|--------|--------|------|-------------|------|
|                                                                                                                                                               |                  | Check #                         | Paid Date |                  |                              |        | Date   | Date | Done        | Date |
| Azuka Theatre Collective<br>Glaccum, Kevin<br>525 South 4th Street, Suite 362<br>Philadelphia, PA 19147<br>General support                                    | Helen Cunningham | \$4,000.00<br>4633<br>6/18/2010 |           | \$4,000.00       | \$0.00                       |        |        |      |             |      |
| BALLET X<br>Cox, Christine<br>P.O. Box 22713<br>Philadelphia, PA 19110-2713<br>General support                                                                | Helen Cunningham | \$3,000.00<br>4627<br>6/18/2010 |           | \$3,000.00       | \$0.00                       |        |        |      |             |      |
| Black Pearl Chamber Orchestra<br>Rubio, Julia<br>PO Box 25206<br>Philadelphia, PA 19119<br>General support                                                    | Helen Cunningham | \$5,000.00<br>4650<br>6/18/2010 |           | \$5,000.00       | \$0.00                       |        |        |      |             |      |
| Bowerbird, Inc.<br>Hurt, Dustin<br>2226 Locust Street<br>Philadelphia, PA 19103<br>Strategic planning                                                         | Helen Cunningham | \$3,000.00<br>4642<br>6/18/2010 |           | \$3,000.00       | \$0.00                       |        |        |      |             |      |
| Brat Productions<br>Distefano, Madi<br>56 South 2nd Street<br>Philadelphia, PA 19106<br>General support                                                       | Helen Cunningham | \$3,000.00<br>4634<br>6/18/2010 |           | \$3,000.00       | \$0.00                       |        |        |      |             |      |
| Crossroads Music c/o Calvary Center for Culture<br>and Community<br>Flaumenhaft, Daniel<br>801 South 48th Street<br>Philadelphia, PA 19143<br>General support | Helen Cunningham | \$3,000.00<br>4568<br>3/19/2010 |           | \$3,000.00       | \$0.00                       |        |        |      |             |      |

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| Payee Organization                                                                                                                                                          | Request Primary Contact | Project Title | Staff            | Amount     | Check #           | Deduct Amount | Deduct Tax Amount | Sched. Date | Done Date |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------|------------------|------------|-------------------|---------------|-------------------|-------------|-----------|
| CASA DE VENEZUELA<br>Buitrago, Emilio<br>4135 Vernon Road<br>Drexel Hill, PA 19026<br>General support                                                                       |                         |               | Helen Cunningham | \$3,000.00 | 4643<br>6/18/2010 | \$3,000.00    | \$0.00            |             |           |
| Center City Opera Theater, Inc.<br>Kurts, Andrew<br>P.O. Box 63848<br>Philadelphia, PA 19147<br>General support                                                             |                         |               | Helen Cunningham | \$3,000.00 | 4565<br>3/19/2010 | \$3,000.00    | \$0.00            |             |           |
| Choral Arts Society of Philadelphia<br>Steinberg, Dylan<br>P.O. Box 22445, Land Tide Station<br>Philadelphia, PA 19110<br>General support                                   |                         |               | Helen Cunningham | \$3,000.00 | 4651<br>6/18/2010 | \$3,000.00    | \$0.00            |             |           |
| City Parks Institute of Philadelphia<br>Loeb, Deenah<br>6868 Scottforth Road<br>Philadelphia, PA 19119<br>"Art in the Open" Festival                                        |                         |               | Helen Cunningham | \$5,000.00 | 4561<br>3/19/2010 | \$5,000.00    | \$0.00            |             |           |
| Cliveden of the National Trust<br>Young, David W.<br>6401 Germantown Avenue<br>Philadelphia, PA 19144<br>Support of a new exhibition on the lives on the Chew family slaves |                         |               | Helen Cunningham | \$5,000.00 | 4639<br>6/18/2010 | \$5,000.00    | \$0.00            |             |           |
| Commonwealth Classic Theatre Company<br>Baldwin, Mary Ann<br>P.O. Box 971<br>Media, PA 19063-0971<br>General support                                                        |                         |               | Helen Cunningham | \$3,000.00 | 4550<br>3/19/2010 | \$3,000.00    | \$0.00            |             |           |

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| Payee Organization                       |  | Request Primary Contact     |  | Project Title |  | Staff            |  | Amount     |  | Deduct     |  | Non-   |  | Deduct Tax |  | Sched. |  | Done |  |
|------------------------------------------|--|-----------------------------|--|---------------|--|------------------|--|------------|--|------------|--|--------|--|------------|--|--------|--|------|--|
|                                          |  |                             |  |               |  |                  |  | Check #    |  | Amount     |  | Amount |  | Amount     |  | Status |  | Date |  |
|                                          |  |                             |  |               |  |                  |  | Paid Date  |  |            |  |        |  |            |  |        |  |      |  |
| Chamber Orchestra of Philadelphia        |  | Cisteinick, Peter H.        |  |               |  | Helen Cunningham |  | \$5,000.00 |  | \$5,000.00 |  | \$0.00 |  |            |  |        |  |      |  |
| 1520 Locust Street, Suite 500            |  | Philadelphia, PA 19102-4400 |  |               |  |                  |  | 4566       |  |            |  |        |  |            |  |        |  |      |  |
| General support                          |  |                             |  |               |  |                  |  | 3/19/2010  |  |            |  |        |  |            |  |        |  |      |  |
| Center for Emerging Visual Artists       |  | Lentz Kleeman, Holly        |  |               |  | Helen Cunningham |  | \$3,000.00 |  | \$3,000.00 |  | \$0.00 |  | Y          |  |        |  |      |  |
| 1521 Locust Street, Lower Level          |  | Philadelphia, PA 19102      |  |               |  |                  |  | 4658       |  |            |  |        |  |            |  |        |  |      |  |
| General support                          |  |                             |  |               |  |                  |  | 6/18/2010  |  |            |  |        |  |            |  |        |  |      |  |
| The Crossing, Inc.                       |  | Brehm, Maren M.             |  |               |  | Helen Cunningham |  | \$5,000.00 |  | \$5,000.00 |  | \$0.00 |  |            |  |        |  |      |  |
| 1313 Fitzwater Street                    |  | Philadelphia, PA 19147      |  |               |  |                  |  | 4567       |  |            |  |        |  |            |  |        |  |      |  |
| General support                          |  |                             |  |               |  |                  |  | 3/19/2010  |  |            |  |        |  |            |  |        |  |      |  |
| Dance Affiliates                         |  | Swartz, F. Randolph         |  |               |  | Helen Cunningham |  | \$4,000.00 |  | \$4,000.00 |  | \$0.00 |  | Y          |  |        |  |      |  |
| 4701 Bath Street, Building 46            |  | Philadelphia, PA 19137      |  |               |  |                  |  | 4644       |  |            |  |        |  |            |  |        |  |      |  |
| General support                          |  |                             |  |               |  |                  |  | 6/18/2010  |  |            |  |        |  |            |  |        |  |      |  |
| Dance USA Philadelphia                   |  | Welk, Lois                  |  |               |  | Helen Cunningham |  | \$7,500.00 |  | \$7,500.00 |  | \$0.00 |  |            |  |        |  |      |  |
| 1427 Spruce Street #1F                   |  | Philadelphia, PA 19102      |  |               |  |                  |  | 4573       |  |            |  |        |  |            |  |        |  |      |  |
| General support                          |  |                             |  |               |  |                  |  | 3/19/2010  |  |            |  |        |  |            |  |        |  |      |  |
| Dolce Suono Chamber Music Concert Series |  | Stillman, Mimi              |  |               |  | Helen Cunningham |  | \$4,000.00 |  | \$4,000.00 |  | \$0.00 |  |            |  |        |  |      |  |
| 135 N. 22nd Street                       |  | Philadelphia, PA 19103      |  |               |  |                  |  | 4569       |  |            |  |        |  |            |  |        |  |      |  |
| General support                          |  |                             |  |               |  |                  |  | 3/19/2010  |  |            |  |        |  |            |  |        |  |      |  |

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| Payee Organization                                                                                                    | Request Primary Contact | Project Title | Staff            | Amount                          | Check # | Deduct Amount | Non-Deduct Amount | Tax Status | Sched. Date | Done Date |
|-----------------------------------------------------------------------------------------------------------------------|-------------------------|---------------|------------------|---------------------------------|---------|---------------|-------------------|------------|-------------|-----------|
| First Person Arts<br>Solot, Vicki<br>1 South Broad Street<br>17th Floor<br>Philadelphia, PA 19107<br>General support  |                         |               | Helen Cunningham | \$4,000.00<br>4645<br>6/18/2010 |         | \$4,000.00    | \$0.00            |            |             |           |
| Flux Space, Inc.<br>Jerardi, Angela<br>3000 N. Hope Street<br>Philadelphia, PA 19133<br>General support               |                         |               | Helen Cunningham | \$3,000.00<br>4640<br>6/18/2010 |         | \$3,000.00    | \$0.00            |            |             |           |
| Gas & Electric Arts, Inc.<br>Brown, David J.<br>P.O. Box 38524<br>Philadelphia, PA 19104<br>General support           |                         |               | Helen Cunningham | \$3,000.00<br>4552<br>3/19/2010 |         | \$3,000.00    | \$0.00            |            |             |           |
| The Idiopathic Ridiculopathy<br>Brock, Tina<br>833 Kimball Street<br>Philadelphia, PA 19147<br>General support        |                         |               | Helen Cunningham | \$3,000.00<br>4635<br>6/18/2010 |         | \$3,000.00    | \$0.00            |            |             |           |
| TNIS NUA Theatre Company<br>Reing, Tom<br>4600 Baltimore Avenue, Apt. 3<br>Philadelphia, PA 19143<br>General support  |                         |               | Helen Cunningham | \$3,000.00<br>4553<br>3/19/2010 |         | \$3,000.00    | \$0.00            |            |             |           |
| Jeanne Ruddy & Dauncers, Inc.<br>Ruddy, Jeanne<br>1515 Brandywine Street<br>Philadelphia, PA 19130<br>General support |                         |               | Helen Cunningham | \$3,000.00<br>4628<br>6/18/2010 |         | \$3,000.00    | \$0.00            |            |             |           |

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| Payee Organization                                                                                                                  | Request Primary Contact | Staff            | Amount                          |           | Deduct     | Non-       |          | Receipt |      |
|-------------------------------------------------------------------------------------------------------------------------------------|-------------------------|------------------|---------------------------------|-----------|------------|------------|----------|---------|------|
|                                                                                                                                     |                         |                  | Check #                         | Paid Date | Amount     | Deduct Tax | Status   | Sched.  | Done |
| Project Title                                                                                                                       |                         |                  |                                 |           |            |            |          | Date    | Date |
| Koreah Dance Company<br>Koreah, Alon<br>104 South 20th Street<br>Philadelphia, PA 19103<br>General support                          |                         | Helen Cunningham | \$3,000.00<br>4629<br>6/18/2010 |           | \$3,000.00 |            | \$0.00 Y |         |      |
| KYL Dancers, Inc.<br>Metzner, Kenneth L.<br>1316 South 9th Street<br>Philadelphia, PA 19147<br>General support                      |                         | Helen Cunningham | \$3,000.00<br>4630<br>6/18/2010 |           | \$3,000.00 |            | \$0.00   |         |      |
| Leah Stein Dance Company<br>Stein, Leah<br>130 E. Clivenden Street<br>Philadelphia, PA 19119<br>General support                     |                         | Helen Cunningham | \$3,000.00<br>4548<br>3/19/2010 |           | \$3,000.00 |            | \$0.00   |         |      |
| Luna Theater Company<br>Campbell, Gregory Scott<br>923 N. Broad Street<br>Woodbury, NJ 08096<br>General support                     |                         | Helen Cunningham | \$3,000.00<br>4554<br>3/19/2010 |           | \$3,000.00 |            | \$0.00   |         |      |
| Mendelssohn Club<br>Faust, Lynn<br>1218 Locust Street<br>Philadelphia, PA 19107<br>General support                                  |                         | Helen Cunningham | \$3,000.00<br>4652<br>6/18/2010 |           | \$3,000.00 |            | \$0.00 Y |         |      |
| Miro Dance Theatre<br>Rothlein, Tobin<br>c/o Girard College, 2101 South College Avenue<br>Philadelphia, PA 19121<br>General support |                         | Helen Cunningham | \$3,000.00<br>4631<br>6/18/2010 |           | \$3,000.00 |            | \$0.00   |         |      |

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| Payee Organization                                                                                                        | Request Primary Contact | Project Title | Staff            | Amount                          | Check # | Deduct Amount | Non-Deduct Amount | Tax | Sched. Date | Done Date |
|---------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------|------------------|---------------------------------|---------|---------------|-------------------|-----|-------------|-----------|
| Network for New Music<br>Reichert, Linda<br>6757 Greene Street<br>Philadelphia, PA 19119<br>General support               |                         |               | Helen Cunningham | \$3,000.00<br>4653<br>6/18/2010 |         | \$3,000.00    | \$0.00            | Y   |             |           |
| New Paradise Laboratories Theatre, Inc.<br>MacLaughlin, Whit<br>PO Box 14037<br>Philadelphia, PA 19122<br>General support |                         |               | Helen Cunningham | \$3,000.00<br>4637<br>6/18/2010 |         | \$3,000.00    | \$0.00            |     |             |           |
| Nice People Theatre Company<br>Blicher, Nicole<br>225 Church Street, #2C<br>Philadelphia, PA 19106<br>General support     |                         |               | Helen Cunningham | \$4,000.00<br>4636<br>6/18/2010 |         | \$4,000.00    | \$0.00            |     |             |           |
| Nichole Canuso Dance Company<br>Canuso, Nichole<br>913 Federal Street<br>Philadelphia, PA 19147<br>General support        |                         |               | Helen Cunningham | \$3,000.00<br>4632<br>6/18/2010 |         | \$3,000.00    | \$0.00            |     |             |           |
| Painted Bride Art Center<br>Raczka, Laurel<br>230 Vine Street<br>Philadelphia, PA 19106<br>General support                |                         |               | Helen Cunningham | \$5,000.00<br>4562<br>3/19/2010 |         | \$5,000.00    | \$0.00            | Y   |             |           |
| Peregrine Arts, Inc.<br>Squire, Thaddeus<br>2920 Cambridge Street<br>Philadelphia, PA 19130<br>General support            |                         |               | Helen Cunningham | \$5,000.00<br>4646<br>6/18/2010 |         | \$5,000.00    | \$0.00            |     |             |           |

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| Payee Organization                                                                                                                          | Request Primary Contact | Project Title | Staff            | Amount     | Check #           | Deduct Amount | Non-Deduct Amount | Tax Status | Sched. Date | Receipt -- Date | Done |
|---------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------|------------------|------------|-------------------|---------------|-------------------|------------|-------------|-----------------|------|
| Theatre Alliance of Greater Philadelphia<br>Salvante, Margie<br>1616 Walnut Street, Suite 1800<br>Philadelphia, PA 19103<br>General support |                         |               | Helen Cunningham | \$3,000.00 | 4639<br>6/18/2010 | \$3,000.00    | \$0.00            | Y          |             |                 |      |
| The Philadelphia Art Alliance<br>McClelland, Jim<br>251 South 18th Street<br>Philadelphia, PA 19103<br>General support                      |                         |               | Helen Cunningham | \$5,000.00 | 4563<br>3/19/2010 | \$5,000.00    | \$0.00            | Y          |             |                 |      |
| Philadelphia Classical Symphony<br>Middleman, Karl<br>71 Merbrook Lane<br>Merion, PA 19066<br>General support                               |                         |               | Helen Cunningham | \$3,000.00 | 4654<br>6/18/2010 | \$3,000.00    | \$0.00            | Y          |             |                 |      |
| Philadelphia Gay Mens Chorus<br>Callaghan, Robert<br>1315 Spruce Street<br>Philadelphia, PA 19107<br>General support                        |                         |               | Helen Cunningham | \$3,000.00 | 4655<br>6/18/2010 | \$3,000.00    | \$0.00            | Y          |             |                 |      |
| Piffaro<br>Kimball, Joan P<br>2238 Fairmount Avenue<br>Philadelphia, PA 19130<br>General support                                            |                         |               | Helen Cunningham | \$3,000.00 | 4571<br>3/19/2010 | \$3,000.00    | \$0.00            | Y          |             |                 |      |
| The Philadelphia Shakespeare Theatre<br>Khan, Carmen<br>2111 Sansom Street<br>Philadelphia, PA 19103<br>General support                     |                         |               | Helen Cunningham | \$3,000.00 | 4638<br>6/18/2010 | \$3,000.00    | \$0.00            | Y          |             |                 |      |

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| Payee Organization                                                                                                                  | Request Primary Contact | Project Title | Staff            | Amount                          | Check # | Deduct Amount | Non-Deduct Amount | Tax Status | Sched. Date | Done Date |
|-------------------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------|------------------|---------------------------------|---------|---------------|-------------------|------------|-------------|-----------|
| The Philadelphia Singers<br>Bolden, Rebecca<br>1211 Chestnut Street, Suite 610<br>Philadelphia, PA 19107-<br>General support        |                         |               | Helen Cunningham | \$3,000.00<br>4656<br>6/18/2010 |         | \$3,000.00    | \$0.00            | Y          |             |           |
| PlayPenn, Inc.<br>Meshejian, Paul<br>220 West Evergreen Ave., #D-2<br>Philadelphia, PA 19118<br>General support                     |                         |               | Helen Cunningham | \$5,000.00<br>4555<br>3/19/2010 |         | \$5,000.00    | \$0.00            |            |             |           |
| The Print Center<br>Spungen, Elizabeth<br>1614 Latimer Street<br>Philadelphia, PA 19103<br>General support                          |                         |               | Helen Cunningham | \$3,000.00<br>4662<br>6/18/2010 |         | \$3,000.00    | \$0.00            | Y          |             |           |
| Philagrafika<br>Jaynes, Teresa<br>1614 Latimer Street<br>Philadelphia, PA 19103<br>Philagrafika 2010                                |                         |               | Helen Cunningham | \$5,000.00<br>4661<br>6/18/2010 |         | \$5,000.00    | \$0.00            |            |             |           |
| Ralces Culturales Latinoamericanas, Inc.<br>Castillo-Perez, Veronica<br>P.O. Box 60662<br>Philadelphia, PA 19133<br>General support |                         |               | Helen Cunningham | \$5,000.00<br>4647<br>6/18/2010 |         | \$5,000.00    | \$0.00            | Y          |             |           |
| The Rosenbach Museum and Library<br>Dreher, Derick<br>2010 DeLancey Place<br>Philadelphia, PA 19103<br>General support              |                         |               | Helen Cunningham | \$3,000.00<br>4558<br>3/19/2010 |         | \$3,000.00    | \$0.00            | Y          |             |           |



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| Payee Organization                                                                                                                                                              | Request Primary Contact | Project Title | Staff            | Amount     | Check # | Paid Date | Deduct Amount | Non-Deduct Amount | Deduct Tax | Sched. Date | Done Date | Receipt -- |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------|------------------|------------|---------|-----------|---------------|-------------------|------------|-------------|-----------|------------|
| Russian-Americans United Arts Council/Creative Collective Arts Center, Inc.<br>Zhefarskiy, Martha<br>110 W. Byberry Road Unit 0-10<br>Philadelphia, PA 19116<br>General support |                         |               | Helen Cunningham | \$3,000.00 | 4648    | 6/18/2010 | \$3,000.00    | \$0.00            |            |             |           |            |
| Shakespeare in Clark Park<br>Burkholder, Maria<br>P.O. Box 30734<br>Philadelphia, PA 19104<br>General support                                                                   |                         |               | Helen Cunningham | \$3,000.00 | 4556    | 3/19/2010 | \$3,000.00    | \$0.00            |            |             |           |            |
| Slought Foundation<br>Levy, Aaron<br>4017 Walnut Street<br>Philadelphia, PA 19104<br>Exhibit: "John Cage"                                                                       |                         |               | Helen Cunningham | \$3,000.00 | 4559    | 3/19/2010 | \$3,000.00    | \$0.00            |            |             |           |            |
| SRUTI, India Music & Dance Society<br>Nataraj, C.<br>710 Fordham Road<br>Bala Cynwyd, PA 19004<br>General support                                                               |                         |               | Helen Cunningham | \$3,000.00 | 4657    | 6/18/2010 | \$3,000.00    | \$0.00            |            |             |           |            |
| TAP: Traverse Arts Project<br>Dahl, Mark<br>1900 South Iseninger Street<br>Philadelphia, PA 19148<br>General support                                                            |                         |               | Helen Cunningham | \$3,000.00 | 4564    | 3/19/2010 | \$3,000.00    | \$0.00            |            |             |           |            |
| Tempesta di Mare, Inc.<br>Shapiro, Ulrike<br>1034 Carpenter Street<br>Philadelphia, PA 19147<br>General support                                                                 |                         |               | Helen Cunningham | \$4,000.00 | 4572    | 3/19/2010 | \$4,000.00    | \$0.00            |            |             |           |            |

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| Payee Organization                                                                                             | Staff            | Amount     | Check # | Paid Date | Deduct Amount | Non-Deduct Tax Amount | Status | Sched. Date | Done Date |
|----------------------------------------------------------------------------------------------------------------|------------------|------------|---------|-----------|---------------|-----------------------|--------|-------------|-----------|
| Request Primary Contact                                                                                        |                  |            |         |           |               |                       |        |             |           |
| Project Title                                                                                                  |                  |            |         |           |               |                       |        |             |           |
| Theatre Exile Co<br>Canuso, Joe<br>1340 S. 13th Street<br>Philadelphia, PA 19147<br>General support            | Helen Cunningham | \$5,000.00 | 4557    | 3/19/2010 | \$5,000.00    | \$0.00                |        |             |           |
| Usiloquy Dance Designs<br>Dadiala, Shaily<br>2317 Crease Street<br>Philadelphia, PA 19125<br>General support   | Helen Cunningham | \$3,000.00 | 4549    | 3/19/2010 | \$3,000.00    | \$0.00                |        |             |           |
| The Wood Turning Center, Inc.<br>Lane, Michael<br>501 Vine Street<br>Philadelphia, PA 19106<br>General support | Helen Cunningham | \$5,000.00 | 4660    | 6/18/2010 | \$5,000.00    | \$0.00                | Y      |             |           |
| Grand Total (63 items)                                                                                         |                  |            |         |           | \$230,000.00  | \$230,000.00          |        |             |           |
|                                                                                                                |                  |            |         |           |               | \$0.00                |        |             |           |

## Payments Made - OBRA Report

12/31/2010

Community 2010  
-- Receipt --

| Payee Organization                                                                                                                                                                     | Request Primary Contact | Staff            | Amount      | Check #            | Deduct Amount | Non-Deduct Amount | Tax Status | Sched. Date | Done Date |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|------------------|-------------|--------------------|---------------|-------------------|------------|-------------|-----------|
| AchieveAbility<br>Allen, Marcus<br>21 S. 61st Street<br>Philadelphia, PA 19139-<br><i>New Director's grant</i>                                                                         |                         | Helen Cunningham | \$20,000.00 | 4506<br>2/19/2010  | \$20,000.00   | \$0.00            | Y          |             |           |
| African Cultural Alliance of North America, Inc.<br>Jabateh, Voffee<br>5521-23 Chester Ave<br>Philadelphia, PA 19143<br><i>General support</i>                                         |                         | Admin            | \$10,000.00 | 4546<br>4/23/2010  | \$10,000.00   | \$0.00            |            |             |           |
| African Cultural Alliance of North America, Inc.<br>Jabateh, Voffee<br>5521-23 Chester Ave<br>Philadelphia, PA 19143<br><i>General support</i>                                         |                         | Admin            | \$10,000.00 | 4664<br>8/31/2010  | \$10,000.00   | \$0.00            |            |             |           |
| Arab-American Community Development<br>Corporation<br>Kreidie, Marwan<br>502 Hancock Street<br>Philadelphia, PA 19147<br><i>General support</i>                                        |                         | Helen Cunningham | \$15,000.00 | 4686<br>10/28/2010 | \$15,000.00   | \$0.00            |            |             |           |
| Asian Americans United<br>Somekawa, Ellen<br>Bok Technical High School<br>RM B3<br>1900 S. 8th Street<br>Philadelphia, PA 19148<br><i>Bi-lingual Chinese-speaking youth organizer.</i> |                         | Helen Cunningham | \$10,000.00 | 4600<br>6/18/2010  | \$10,000.00   | \$0.00            | Y          |             |           |

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| Payee Organization                                                                                                                                                                                           | Request Primary Contact | Project Title | Staff            | Amount      | Check # | Paid Date  | Deduct Amount | Non-Deduct Tax Amount | Status | Sched. Date | Done Date |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------|------------------|-------------|---------|------------|---------------|-----------------------|--------|-------------|-----------|
| Asian Arts Initiative<br>Isa, Gayle<br>1219 Vine Street<br>Philadelphia, PA 19107<br><i>General support</i>                                                                                                  |                         |               | Helen Cunningham | \$10,000.00 | 4601    | 6/18/2010  | \$10,000.00   | \$0.00                | Y      |             |           |
| B. Someday Productions<br>Pauls, Michelle<br>2509 Frankford Street<br>Philadelphia, PA 19125<br><i>General support</i>                                                                                       |                         |               | Helen Cunningham | \$3,000.00  | 4676    | 9/24/2010  | \$3,000.00    | \$0.00                |        |             |           |
| The Big Brother/Big Sister Association of<br>Philadelphia<br>Olshan, Marlene L<br>123 South Broad Street<br>Suite 2180<br>Philadelphia, PA 19109<br><i>Toward measurers to improve match retention rates</i> |                         |               | Helen Cunningham | \$10,000.00 | 4602    | 6/18/2010  | \$10,000.00   | \$0.00                | Y      |             |           |
| Ceiba, Inc.<br>Gonzalez, Will<br>147 W. Susquehanna Avenue<br>Philadelphia, PA 19122-1719                                                                                                                    |                         |               | Helen Cunningham | \$10,000.00 | 4687    | 12/10/2010 | \$10,000.00   | \$0.00                |        |             |           |
| Church of the Advocate<br>Miller, Issac<br>18th & Diamond Streets<br>Philadelphia, PA 19121-<br><i>Soup Kitchen</i>                                                                                          |                         |               | Helen Cunningham | \$5,000.00  | 4679    | 9/24/2010  | \$5,000.00    | \$0.00                | Y      |             |           |
| Common Cause Education Fund<br>Kauffman, Barry<br>1250 Connecticut Avenue, Suite 600<br>Washington, DC 20036<br><i>Our Philadelphia</i>                                                                      |                         |               | Helen Cunningham | \$10,000.00 | 4603    | 6/18/2010  | \$10,000.00   | \$0.00                |        |             |           |

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| Payee Organization                                                                                                                                                                           | Request Primary Contact | Project Title | Staff            | Amount<br>Check #<br>Paid Date    | Deduct<br>Amount | Non-<br>Deduct Tax<br>Amount Status | Sched.<br>Date | Done<br>Date |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------|------------------|-----------------------------------|------------------|-------------------------------------|----------------|--------------|
| Common Market Philadelphia<br>Granados, Tatiana<br>3237 W. Montgomery Avenue<br>Philadelphia, PA 19121                                                                                       |                         |               | Helen Cunningham | \$10,000.00<br>4688<br>12/10/2010 | \$10,000.00      | \$0.00                              |                |              |
| Community Outreach Partnership (CORP)/Trinity<br>Memorial Church<br>Randolph, John<br>2212 Spruce Street<br>Philadelphia, PA 19103<br><i>Update Community Outreach Partnership's website</i> |                         |               | Helen Cunningham | \$3,000.00<br>4507<br>2/19/2010   | \$3,000.00       | \$0.00                              |                |              |
| Congreso de Latino Unidos, Inc.<br>Bellot, Darrio<br>216 W. Somerset Street<br>Philadelphia, PA 19133<br><i>K to 14 Education Continuum</i>                                                  |                         |               | Helen Cunningham | \$25,000.00<br>4508<br>2/19/2010  | \$25,000.00      | \$0.00 Y                            |                |              |
| Consumer Bankruptcy Assistance Project<br>Lucy, Mary Anne<br>c/o Duane Morris & Heckscher<br>4200 One Liberty Place<br>Philadelphia, PA 19103<br><i>General support</i>                      |                         |               | Helen Cunningham | \$15,000.00<br>4576<br>4/23/2010  | \$15,000.00      | \$0.00                              |                |              |
| Dawn's Place<br>Loise, Sister Michelle<br>81 E. Logan Street<br>Philadelphia, PA 19144<br><i>General support</i>                                                                             |                         |               | Helen Cunningham | \$15,000.00<br>4680<br>9/24/2010  | \$15,000.00      | \$0.00                              |                |              |
| Eritrean Community Center<br>Haile, Mulugetta<br>6343 Race Street<br>Philadelphia, PA 19139<br><i>To repair your roof and siding and heating system</i>                                      |                         |               | Helen Cunningham | \$10,500.00<br>4512<br>2/19/2010  | \$10,500.00      | \$0.00                              |                |              |

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| Payee Organization<br>Request Primary Contact<br>Project Title                                                                                                                                                                      | Staff            | Amount                            |           | Deduct<br>Amount | Non-<br>Deduct Tax<br>Amount | Receipt        |              |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|-----------------------------------|-----------|------------------|------------------------------|----------------|--------------|
|                                                                                                                                                                                                                                     |                  | Check #                           | Paid Date |                  |                              | Sched.<br>Date | Done<br>Date |
| Face to Face<br>Meeks-Hank, Mary<br>109 E. Price Street<br>Philadelphia, PA 19144<br><i>New Director's grant</i>                                                                                                                    | Helen Cunningham | \$15,000.00<br>4605<br>6/18/2010  |           | \$15,000.00      | \$0.00 Y                     |                |              |
| Family Planning Council of Southeastern<br>Pennsylvania, Inc.<br>Weiler Gerber, Melissa<br>260 South Broad Street<br>Suite 1900<br>Philadelphia, PA 19102-<br><i>Grant to assess and enhance the Council's fiscal<br/>processes</i> | Helen Cunningham | \$20,000.00<br>4698<br>12/10/2010 |           | \$20,000.00      | \$0.00 Y                     |                |              |
| The Franklin Institute<br>Wint, Dennis M.<br>222 North 20th Street<br>Philadelphia, PA 19103-1194<br><i>Phase Two renovations of the Fels Planetarium</i>                                                                           | Helen Cunningham | \$125,000.00<br>4479<br>2/19/2010 |           | \$125,000.00     | \$0.00 Y                     |                |              |
| Free Library of Philadelphia Foundation<br>Shelkrot, Elliot L.<br>1901 Vine Street<br>Philadelphia, PA 19103-1189<br><i>Toward technology resources at the new Parkway<br/>Central Library</i>                                      | Helen Cunningham | \$33,000.00<br>4599<br>6/18/2010  |           | \$33,000.00      | \$0.00 Y                     |                |              |
| Friends of Farmworkers, Inc.<br>Guerrero, Gisselle<br>42 south 15th Street, Suite 605<br>Philadelphia, PA 19102<br><i>General support</i>                                                                                           | Helen Cunningham | \$15,000.00<br>4534<br>3/19/2010  |           | \$15,000.00      | \$0.00                       |                |              |
| Friends of the Free Library of Philadelphia<br>Reardon, Siobhan<br>1901 Vine Street<br>Philadelphia, PA 19103<br><i>General support</i>                                                                                             | Helen Cunningham | \$15,000.00<br>4535<br>3/19/2010  |           | \$15,000.00      | \$0.00                       |                |              |

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| Payee Organization                                                                       | Request Primary Contact                                                       | Project Title                                           | Staff            | Amount              |            | Deduct Amount | Deduct Tax Amount | Receipt |        | Done Date |
|------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|---------------------------------------------------------|------------------|---------------------|------------|---------------|-------------------|---------|--------|-----------|
|                                                                                          |                                                                               |                                                         |                  | Check #             | Paid Date  |               |                   | Amount  | Status |           |
| Fund for Philadelphia, Inc.<br>Leslie-Henry, Karen                                       | Grants and Foundation Officer<br>City Hall Room 213<br>Philadelphia, PA 19107 | Hearings on violence in the Philadelphia public schools | Helen Cunningham | \$8,000.00<br>4500  | 2/24/2010  | \$8,000.00    | \$0.00            | Y       |        |           |
| Gay and Lesbian Latino Aids Education Institute(GALAEI)(GPUAC)<br>Gonzales, Elicia       | 1207 Chestnut Street, 5th Floor<br>Philadelphia, PA 19107                     |                                                         | Helen Cunningham | \$5,000.00<br>4699  | 12/10/2010 | \$5,000.00    | \$0.00            |         |        |           |
| Girard Coalition(through Greater Philadelphia Urban Affairs Coalition)<br>Coleman, Angel | 704 W. Girard Avenue<br>Philadelphia, PA 19123                                |                                                         | Helen Cunningham | \$15,000.00<br>4700 | 12/10/2010 | \$15,000.00   | \$0.00            |         |        |           |
| Greater Philadelphia Coalition Against Hunger<br>Morgan, Carey                           | 2901 W. Hunting Park Avenue<br>Philadelphia, PA 19129                         | To launch the Policy Center                             | Helen Cunningham | \$20,000.00<br>4537 | 3/19/2010  | \$20,000.00   | \$0.00            |         |        |           |
| Greater Philadelphia Cultural Alliance<br>Kaiden, Tom                                    | 1616 Walnut Street, Suite 600<br>Philadelphia, PA 19103-5306                  | New Director's grant                                    | Helen Cunningham | \$10,000.00<br>4606 | 6/18/2010  | \$10,000.00   | \$0.00            | Y       |        |           |
| Green Village Philadelphia Inc.<br>Gilmour, Lindsay                                      | 208 Fairmount Avenue<br>Philadelphia, PA 19123                                | Start up                                                | Helen Cunningham | \$10,000.00<br>4513 | 2/19/2010  | \$10,000.00   | \$0.00            |         |        |           |

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| Payee Organization<br>Request Primary Contact<br>Project Title                                                                                                                            | Staff            | Amount                           |           | Deduct<br>Amount | Non-<br>Deduct Tax<br>Amount | Status | Sched. |      | — Receipt — |      |
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|                                                                                                                                                                                           |                  | Check #                          | Paid Date |                  |                              |        | Date   | Date | Done        | Date |
| HIAS and Council Migration Service of Philadelphia<br>Bernstein-Baker, Judith<br>2100 Arch Street, 3rd Floor<br>Philadelphia, PA 19103<br><i>General support</i>                          | Helen Cunningham | \$20,000.00<br>4514<br>2/19/2010 |           | \$20,000.00      | \$0.00                       | Y      |        |      |             |      |
| Hispanics in Philanthropy<br>Campanor, Diana<br>5950 Doyle Street, Suite 7<br>Emeryville, CA 94608<br><i>Philadelphia Funders Collaborative for Strong Latino<br/>communities</i>         | Helen Cunningham | \$10,000.00<br>4480<br>2/19/2010 |           | \$10,000.00      | \$0.00                       |        |        |      |             |      |
| Homeownership Counseling Association of the<br>Delaware Valley<br>Hughes, Allison<br>1315 Walnut Street, Suite 1601<br>Philadelphia, PA 19107<br><i>Foreclosure Certification Program</i> | Helen Cunningham | \$20,000.00<br>4577<br>4/23/2010 |           | \$20,000.00      | \$0.00                       |        |        |      |             |      |
| Interfaith Center of Greater Philadelphia<br>Stamelman Hocky, Abby<br>3723 Chestnut Street<br>Philadelphia, PA 19104<br><i>General support</i>                                            | Helen Cunningham | \$7,500.00<br>4578<br>4/23/2010  |           | \$7,500.00       | \$0.00                       |        |        |      |             |      |
| The John Bartram Association<br>Turan, Louise<br>54th Street and Lindbergh Blvd<br>Historic Bartram's Garden<br>Philadelphia, PA 19143<br><i>Education and outreach</i>                   | Helen Cunningham | \$10,000.00<br>4677<br>9/24/2010 |           | \$10,000.00      | \$0.00                       | Y      |        |      |             |      |
| Juntos<br>Steele, Zachary<br>2029 S. 8th Street<br>Philadelphia, PA 19148<br><i>General support</i>                                                                                       | Helen Cunningham | \$20,000.00<br>4609<br>6/18/2010 |           | \$20,000.00      | \$0.00                       |        |        |      |             |      |



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| Payee Organization                                                                                                                                                                                     | Request Primary Contact | Project Title | Staff            | Amount      | Check # | Paid Date  | Deduct Amount | Non-Deduct Amount | Tax Status | Sched. Date | Done Date |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------|------------------|-------------|---------|------------|---------------|-------------------|------------|-------------|-----------|
| LIFT Philadelphia<br>Romalis, Josh<br>203 S. 60th Street<br>Philadelphia, PA 19139<br><i>Hiring a full-time fundraiser staff</i>                                                                       |                         |               | Helen Cunningham | \$10,000.00 | 4515    | 2/19/2010  | \$10,000.00   | \$0.00            |            |             |           |
| Maternity Care Coalition of Greater Philadelphia<br>Fischer, JoAnne<br>2000 Hamilton Street, Suite 205<br>Philadelphia, PA 19130-3813<br><i>Education on access to maternity care/health insurance</i> |                         |               | Helen Cunningham | \$15,000.00 | 4611    | 6/18/2010  | \$15,000.00   | \$0.00            | Y          |             |           |
| The Media Mobilizing Project<br>Root, Todd<br>725 Ellsworth Street<br>Philadelphia, PA 19147                                                                                                           |                         |               | Helen Cunningham | \$10,000.00 | 4703    | 12/10/2010 | \$10,000.00   | \$0.00            |            |             |           |
| Nationalities Service Center of Philadelphia<br>Mulligan, Dennis<br>1216 Arch Street, 4th Floor<br>Philadelphia, PA 19107<br><i>Toward Survivors of Torture program</i>                                |                         |               | Helen Cunningham | \$20,000.00 | 4538    | 3/19/2010  | \$20,000.00   | \$0.00            | Y          |             |           |
| Neighborhood Gardens Association<br>Mushovic, Terry<br>100 No. 20th Street, Suite 309<br>Philadelphia, PA 19103<br><i>General support</i>                                                              |                         |               | Helen Cunningham | \$10,000.00 | 4613    | 6/18/2010  | \$10,000.00   | \$0.00            |            |             |           |
| Neighborhood Interfaith Movement, Inc.<br>Stern, George M.<br>7047 Germantown Avenue<br>Philadelphia, PA 19119<br><i>Capacity building</i>                                                             |                         |               | Helen Cunningham | \$10,000.00 | 4614    | 6/18/2010  | \$10,000.00   | \$0.00            | Y          |             |           |

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| Payee Organization                                                                                                                                                    | Request Primary Contact | Project Title | Staff            | Amount      | Check # | Paid Date | Deduct Amount | Deduct Tax | Non-Amount Status | Sched. Date | Done Date | Receipt --- |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------|------------------|-------------|---------|-----------|---------------|------------|-------------------|-------------|-----------|-------------|
| New Sanctuary Movement of Philadelphia c/o JUNTOS<br>Rock, Jennifer<br>4404 N. 5th Street<br>Philadelphia, PA 19140<br>General support                                |                         |               | Helen Cunningham | \$10,000.00 | 4615    | 6/18/2010 | \$10,000.00   |            | \$0.00            |             |           |             |
| Norris Square Neighborhood Project, Inc.<br>McGowan, Reed Davaz<br>2141 North Howard Street<br>Philadelphia, PA 19122-<br>General support                             |                         |               | Helen Cunningham | \$15,000.00 | 4616    | 6/18/2010 | \$15,000.00   |            | \$0.00 Y          |             |           |             |
| North Light Boys Club/Community Center<br>Madrak, Irene A<br>175 Green Lane<br>Philadelphia, PA 19127<br>General support                                              |                         |               | Helen Cunningham | \$15,000.00 | 4579    | 4/23/2010 | \$15,000.00   |            | \$0.00            |             |           |             |
| Northwest Philadelphia Interfaith Hospitality Network<br>Falkove, Rachel<br>7047 Germantown Avenue<br>Philadelphia, PA 19119<br>To expand shelters                    |                         |               | Helen Cunningham | \$25,000.00 | 4683    | 9/24/2010 | \$25,000.00   |            | \$0.00            |             |           |             |
| PA Communities Organizing for Change(ACORN)/Tides Center<br>Robbins, Craig<br>846 N. Broad Street, 2nd Floor<br>Philadelphia, PA 19130<br>Foreclosure prevention work |                         |               | Helen Cunningham | \$20,000.00 | 4588    | 5/7/2010  | \$20,000.00   |            | \$0.00            |             |           |             |
| Pennsylvania Immigration and Citizenship Coalition<br>Baldia, Brad<br>2100 Arch Street, 7th Floor<br>Philadelphia, PA 19103<br>General support                        |                         |               | Helen Cunningham | \$15,000.00 | 4581    | 4/23/2010 | \$15,000.00   |            | \$0.00            |             |           |             |

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| Payee Organization<br>Request Primary Contact<br>Project Title                                                                                                                                                  | Staff            | Amount                            |             | Deduct<br>Amount | Non-<br>Deduct<br>Amount | Tax<br>Status | Sched. |      | Receipt -- |      |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|-----------------------------------|-------------|------------------|--------------------------|---------------|--------|------|------------|------|
|                                                                                                                                                                                                                 |                  | Check #                           | Paid Date   |                  |                          |               | Date   | Date | Done       | Date |
| Pennsylvania Prison Society<br>DiMascio, William M<br>245 North Broad Street<br>Suite 300<br>Philadelphia, PA 19107-2300<br><i>Support the Children of Incarcerated Parents Initiative</i>                      | Helen Cunningham | \$20,000.00<br>4517<br>2/19/2010  | \$20,000.00 | \$0.00           |                          |               |        |      |            |      |
| Pennsylvanians for Alternatives to the Death Penalty<br>Shelton, Ashlee<br>P.O. Box 605<br>Harrisburg, PA 17108<br><i>To develop a Philadelphia chapter</i>                                                     | Helen Cunningham | \$10,000.00<br>4518<br>2/19/2010  | \$10,000.00 | \$0.00           |                          |               |        |      |            |      |
| Philadelphia Association of Community<br>Development Corp<br>Sauer, Rick                                                                                                                                        | Helen Cunningham | \$20,000.00<br>4705<br>12/10/2010 | \$20,000.00 | \$0.00           | Y                        |               |        |      |            |      |
| Philadelphia Department of Parks & Recreation<br>DiBernardinis, Michael<br>1207 Chestnut Street, 6th Floor<br>Philadelphia, PA 19107<br><i>To hire a staff person as Urban Forest Tree Campaign Coordinator</i> | Helen Cunningham | \$65,000.00<br>4684<br>9/24/2010  | \$65,000.00 | \$0.00           |                          |               |        |      |            |      |
| Philadelphia Freedom Band, Inc.<br>Johansen, Christopher<br>532 Bryn Mawr Avenue<br>Swarthmore, PA 19081<br><i>Supplies</i>                                                                                     | Helen Cunningham | \$1,500.00<br>4539<br>3/19/2010   | \$1,500.00  | \$0.00           |                          |               |        |      |            |      |
| Philadelphia Physicians for Social Responsibility<br>Eherington, Kate<br>704 N. 23rd Street<br>Philadelphia, PA 19130<br><i>Mom/Daughter Peaceful Posse</i>                                                     | Helen Cunningham | \$9,000.00<br>4519<br>2/19/2010   | \$9,000.00  | \$0.00           |                          |               |        |      |            |      |

# Statement C pg 16 of 13

| Payee Organization                                                                                                                                            | Request Primary Contact | Project Title | Staff            | Amount<br>Check #<br>Paid Date   | Deduct<br>Amount | Non-<br>Deduct Tax<br>Amount | Status | Sched.<br>Date | Done<br>Date |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------|------------------|----------------------------------|------------------|------------------------------|--------|----------------|--------------|
| Philadelphia Training Program Inc.<br>McCullough, John<br>5635 Belmar Terrace<br>Philadelphia, PA 19143<br>Tools                                              |                         |               | Helen Cunningham | \$3,000.00<br>4541<br>3/19/2010  | \$3,000.00       | \$0.00                       | Y      |                |              |
| Philadelphia VIP, Inc.<br>Woods, Sara L<br>42 South 15th Street<br>Philadelphia, PA 19102<br>Hire a new Family Law attorney                                   |                         |               | Helen Cunningham | \$20,000.00<br>4542<br>3/19/2010 | \$20,000.00      | \$0.00                       | Y      |                |              |
| Philadelphia Youth Network<br>Shubilla, Laura<br>714 Market Street, Suite 304<br>Philadelphia, PA 19106<br>Work Ready 2010 Summer Youth Internship Program    |                         |               | Helen Cunningham | \$10,000.00<br>4619<br>6/18/2010 | \$10,000.00      | \$0.00                       |        |                |              |
| Providence Center<br>Hagenbach, Nancy<br>2635 North 4th Street<br>Philadelphia, PA 19133<br>Adult Learning Initiative                                         |                         |               | Helen Cunningham | \$15,000.00<br>4582<br>4/23/2010 | \$15,000.00      | \$0.00                       |        |                |              |
| Public (Philadelphia) Citizens for Children and Youth<br>Yanoff, Shelly D<br>Seven Benjamin Franklin<br>Parkway<br>Philadelphia, PA 19103-<br>General support |                         |               | Helen Cunningham | \$15,000.00<br>4540<br>3/19/2010 | \$15,000.00      | \$0.00                       | Y      |                |              |
| Samuel S. Fleisher Art Memorial, Inc.<br>Braun, Matthew<br>719 Catharine Street<br>Philadelphia, PA 19147<br>Community Partnerships in the Arts               |                         |               | Helen Cunningham | \$7,500.00<br>4620<br>6/18/2010  | \$7,500.00       | \$0.00                       | Y      |                |              |

| Payee Organization                                                                                                                                                                | Amount                           | Non-        | Receipt  | Done |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|-------------|----------|------|
| Request Primary Contact                                                                                                                                                           | Check #                          | Deduct Tax  | Sched.   | Date |
| Project Title                                                                                                                                                                     | Paid Date                        | Amount      | Status   | Date |
| Society Created to Reduce Urban Blight -SCRUB<br>Tracy, Mary<br>1315 Walnut Street, Suite 1605<br>Philadelphia, PA 19107<br><i>General support</i>                                | \$15,000.00<br>4583<br>4/23/2010 | \$15,000.00 | \$0.00   |      |
| Southeast Asian Mutual Assistance Associations<br>Coalition<br>Nguyen, Thoai<br>1711 South Broad Street<br>Philadelphia, PA 19148<br><i>Programming for elders</i>                | \$15,000.00<br>4621<br>6/18/2010 | \$15,000.00 | \$0.00 Y |      |
| Southeastern Pennsylvania Coalition for Essential<br>Services(through PCCY)<br>Balka, Christie<br>7 Benjamin Franklin Parkway<br>Philadelphia, PA 19103<br><i>General support</i> | \$15,000.00<br>4544<br>3/19/2010 | \$15,000.00 | \$0.00   |      |
| Spiral Q Puppet Theater, Inc.<br>Broyles, Tracy<br>3114 Spring Garden Street, 2nd Floor<br>Philadelphia, PA 19104<br><i>General support</i>                                       | \$7,500.00<br>4585<br>4/23/2010  | \$7,500.00  | \$0.00   |      |
| Supportive Older Women's Network, Inc.<br>Drake, Merle<br>4100 Main Street, Suite 200<br>Philadelphia, PA 19127<br><i>Grandfamily Resource Center Program</i>                     | \$20,000.00<br>4584<br>4/23/2010 | \$20,000.00 | \$0.00 Y |      |
| Unemployment Information Center<br>Dodds, John<br>112 N. Broad Street, 11th Floor<br>Philadelphia, PA 19102<br><i>General support</i>                                             | \$10,000.00<br>4623<br>6/18/2010 | \$10,000.00 | \$0.00 Y |      |

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| Payee Organization                                                                                                                                                                                                           | Request Primary Contact | Project Title | Staff            | Amount      | Check # | Paid Date  | Deduct Amount | Non-Deduct Amount | Tax Status | Sched. Date | Done Date |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------|------------------|-------------|---------|------------|---------------|-------------------|------------|-------------|-----------|
| University City Arts League, Inc.<br>Shanfelter, Noreen<br>4226 Spruce Street<br>Philadelphia, PA 19104-<br><i>Computerized registration system</i>                                                                          |                         |               | Helen Cunningham | \$7,000.00  | 4625    | 6/18/2010  | \$7,000.00    | \$0.00            | Y          |             |           |
| University City District<br>Blauk, Omar<br>3940 Chestnut Street<br>Philadelphia, PA 19104<br><i>West Philadelphia Skills Initiative</i>                                                                                      |                         |               | Helen Cunningham | \$20,000.00 | 4586    | 4/23/2010  | \$20,000.00   | \$0.00            |            |             |           |
| Urban Tree Connection<br>Wiener, Saul<br>5125 Woodbine Avenue<br>Philadelphia, PA 19131-                                                                                                                                     |                         |               | Helen Cunningham | \$15,000.00 | 4707    | 12/10/2010 | \$15,000.00   | \$0.00            | Y          |             |           |
| The Welcoming Center for New Pennsylvanians<br>O'Callaghan, Anne<br>P.O. Box 58188 (this is mailing address) 1617 JFK<br>Blvd., 13th Floor (this is location) 19102<br>Philadelphia, PA 19102-8188<br><i>General support</i> |                         |               | Helen Cunningham | \$15,000.00 | 4521    | 2/19/2010  | \$15,000.00   | \$0.00            |            |             |           |
| West Philadelphia Children's Choir<br>Holmes, Robert H<br>625 Montgomery Avenue<br>Bryn Mawr, PA 19010<br><i>Expansion</i>                                                                                                   |                         |               | Helen Cunningham | \$5,000.00  | 4626    | 6/18/2010  | \$5,000.00    | \$0.00            |            |             |           |
| Women Against Abuse<br>Lisitski, Jeannine L.<br>100 South Broad Street, Suite 1341<br>Philadelphia, PA 19110<br><i>New Director's grant</i>                                                                                  |                         |               | Admin            | \$15,000.00 | 4522    | 2/19/2010  | \$15,000.00   | \$0.00            | Y          |             |           |

# Statement C pg 13 of 13

| Payee Organization                                                                                                                                                         | Request Primary Contact | Project Title | Staff            | Amount                            | Check # | Paid Date | Deduct Amount         | Deduct Tax Amount | Status | Sched. Date | Done Date | Receipt -- |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------|------------------|-----------------------------------|---------|-----------|-----------------------|-------------------|--------|-------------|-----------|------------|
| PathwaysPA<br>Goertzel, Carol<br>310 Amosland Road<br>Holmes, PA 19043<br><i>Advocacy/ Policy Work, Earned sick time</i>                                                   |                         |               | Helen Cunningham | \$15,000.00<br>4704<br>12/10/2010 |         |           | \$15,000.00           | \$0.00            | Y      |             |           |            |
| Womens Community Revitalization Project<br>Lichtash, Nora<br>333 W. Girard Ave., 2nd Flr.<br>Philadelphia, PA 19122-<br><i>General support</i>                             |                         |               | Helen Cunningham | \$20,000.00<br>4574<br>3/19/2010  |         |           | \$20,000.00           | \$0.00            | Y      |             |           |            |
| Womens Law Project<br>Tracy, Carol<br>125 South Ninth Street<br>Suite 401<br>Philadelphia, PA 19107-<br><i>To develop alternatives to incarceration for pregnant women</i> |                         |               | Helen Cunningham | \$20,000.00<br>4587<br>4/23/2010  |         |           | \$20,000.00           | \$0.00            |        |             |           |            |
| Women's Way<br>Gerber, Melissa Weiler<br>123 South Broad Street, Suite 1399<br>Philadelphia, PA 19109<br><i>Toward education and advocacy work</i>                         |                         |               | Helen Cunningham | \$10,000.00<br>4524<br>2/19/2010  |         |           | \$10,000.00           | \$0.00            |        |             |           |            |
| <b>Grand Total</b><br>(75 items)                                                                                                                                           |                         |               |                  | <b>\$1,165,500.00</b>             |         |           | <b>\$1,165,500.00</b> | <b>\$0.00</b>     |        |             |           |            |

## Payments Made - OBRA Report

12/31/2010

Intern 2010

| Payee Organization<br>Request Primary Contact<br>Project Title                                                                                                              | Staff            | Amount                          |           | Non-Deduct |        | Tax    |        | Sched. |      | Done |      |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|---------------------------------|-----------|------------|--------|--------|--------|--------|------|------|------|
|                                                                                                                                                                             |                  | Check #                         | Paid Date | Amount     | Deduct | Amount | Status | Date   | Date | Date | Date |
| American Civil Liberties Foundation of Pennsylvania - Clara Bell Duvall Education Fund<br>Petraitis, Carol<br>P.O. Box 1161<br>Philadelphia, PA 19105-1161<br><i>Intern</i> | Helen Cunningham | \$6,000.00<br>4484<br>2/19/2010 |           | \$6,000.00 |        | \$0.00 | Y      |        |      |      |      |
| Artistas y Músicos Latino Americanos<br>Rivera, Lucas<br>4261 N. 5th Street<br>Philadelphia, PA 19140<br><i>Intern</i>                                                      | Helen Cunningham | \$6,000.00<br>4481<br>2/19/2010 |           | \$6,000.00 |        | \$0.00 |        |        |      |      |      |
| Art-Reach, Inc.<br>Norris, Michael L<br>1819 JFK Blvd., Suite 200<br>Philadelphia, PA 19103<br><i>Intern</i>                                                                | Helen Cunningham | \$6,000.00<br>4482<br>2/19/2010 |           | \$6,000.00 |        | \$0.00 | Y      |        |      |      |      |
| Center for Advocacy for the Rights and Interests of the Elderly<br>Menio, Diane A.<br>100 S. Broad Street, Suite 1500<br>Philadelphia, PA 19110<br><i>Intern</i>            | Helen Cunningham | \$6,000.00<br>4483<br>2/19/2010 |           | \$6,000.00 |        | \$0.00 |        |        |      |      |      |
| Eastern State Penitentiary Historic Site, Inc.<br>Elk, Sara Jane<br>2124 Fairmount Avenue<br>Philadelphia, PA 19130<br><i>Intern</i>                                        | Helen Cunningham | \$6,000.00<br>4485<br>2/19/2010 |           | \$6,000.00 |        | \$0.00 |        |        |      |      |      |



# Statement D pg 2 of 5

| Payee Organization                                                                                                                                                       | Request Primary Contact | Project Title | Staff            | Amount<br>Check #<br>Paid Date  | Deduct<br>Amount | Non-<br>Deduct Tax<br>Amount Status | Sched.<br>Date | Done<br>Date |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------|------------------|---------------------------------|------------------|-------------------------------------|----------------|--------------|
| Economy League of Greater Philadelphia/Pennsylvania Economy League, Inc.<br>Wray, Steven T.<br>230 S. Broad Street, Suite 403<br>Philadelphia, PA 19102<br><i>Intern</i> |                         |               | Helen Cunningham | \$6,000.00<br>4486<br>2/19/2010 | \$6,000.00       | \$0.00                              |                |              |
| Energy Coordinating Agency of Philadelphia, Inc.<br>Robinson, Liz<br>1924 Arch Street<br>Philadelphia, PA 19103<br><i>Intern</i>                                         |                         |               | Helen Cunningham | \$6,000.00<br>4487<br>2/19/2010 | \$6,000.00       | \$0.00 Y                            |                |              |
| Greater Philadelphia Cultural Alliance<br>Kaiden, Tom<br>1616 Walnut Street, Suite 600<br>Philadelphia, PA 19103-5306<br><i>Intern</i>                                   |                         |               | Helen Cunningham | \$6,000.00<br>4488<br>2/19/2010 | \$6,000.00       | \$0.00 Y                            |                |              |
| Intercultural Family Services, Inc.<br>Nicolodi, Sara<br>4225 Chestnut Street<br>Philadelphia, PA 19104<br><i>Intern</i>                                                 |                         |               | Helen Cunningham | \$6,000.00<br>4489<br>2/19/2010 | \$6,000.00       | \$0.00                              |                |              |
| The Juvenile Law Center of Philadelphia<br>Schwarz, Robert G<br>1315 Walnut Street, 4th Floor<br>Philadelphia, PA 19107-<br><i>Intern</i>                                |                         |               | Helen Cunningham | \$6,000.00<br>4490<br>2/19/2010 | \$6,000.00       | \$0.00 Y                            |                |              |
| Nueva Esperanza, Inc.<br>Clark, Mary<br>4261 North 5th Street, 2nd Flr<br>Philadelphia, PA 19140-<br><i>Intern</i>                                                       |                         |               | Helen Cunningham | \$6,000.00<br>4491<br>2/19/2010 | \$6,000.00       | \$0.00 Y                            |                |              |

# Statement D pg 3 of 5

| Payee Organization                                                                                                                                  | Request Primary Contact | Project Title | Staff            | Amount<br>Check #<br>Paid Date  | Deduct<br>Amount | Non-<br>Deduct Tax<br>Amount Status | Sched.<br>Date | Done<br>Date |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------|------------------|---------------------------------|------------------|-------------------------------------|----------------|--------------|
| Painted Bride Art Center<br>Raczka, Laurel<br>230 Vine Street<br>Philadelphia, PA 19106<br><i>Intern</i>                                            |                         |               | Helen Cunningham | \$6,000.00<br>4492<br>2/19/2010 | \$6,000.00       | \$0.00 Y                            |                |              |
| PlayPenn, Inc.<br>Meshejian, Paul<br>220 West Evergreen Ave., #D-2<br>Philadelphia, PA 19118<br><i>Intern</i>                                       |                         |               | Helen Cunningham | \$6,000.00<br>4494<br>2/19/2010 | \$6,000.00       | \$0.00                              |                |              |
| Preservation Alliance for Greater Philadelphia<br>Gallery, John Andrew<br>1616 Walnut Street, Suite 1620<br>Philadelphia, PA 19103<br><i>Intern</i> |                         |               | Helen Cunningham | \$6,000.00<br>4495<br>2/19/2010 | \$6,000.00       | \$0.00                              |                |              |
| Prevention Point Philadelphia<br>Benitez, Jose<br>166 W. Lehigh Avenue, Lower Level<br>Philadelphia, PA 19133<br><i>Intern</i>                      |                         |               | Helen Cunningham | \$6,000.00<br>4496<br>2/19/2010 | \$6,000.00       | \$0.00                              |                |              |
| Project HOME<br>Sculion, Sister Mary<br>1515 Fairmount Avenue<br>Philadelphia, PA 19130-<br><i>Intern</i>                                           |                         |               | Helen Cunningham | \$6,000.00<br>4497<br>2/19/2010 | \$6,000.00       | \$0.00 Y                            |                |              |
| Public School Notebook<br>Socollar, Paul<br>3721 Midvale Avenue<br>Philadelphia, PA 19129-<br><i>Intern</i>                                         |                         |               | Helen Cunningham | \$6,000.00<br>4493<br>2/19/2010 | \$6,000.00       | \$0.00 Y                            |                |              |

# Statement D pg 4 of 6

| Payee Organization                                                                                                                         | Request Primary Contact | Project Title | Staff            | Amount     | Check # | Paid Date | Deduct Amount | Non-Deduct Tax Amount | Status | Sched. Date | Done Date |
|--------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------|------------------|------------|---------|-----------|---------------|-----------------------|--------|-------------|-----------|
| Scribe Video Inc.<br>Massiah, Louis<br>4212 Chestnut Street, 3rd Floor<br>Philadelphia, PA 19104<br><i>Intern</i>                          |                         |               | Helen Cunningham | \$6,000.00 | 4498    | 2/19/2010 | \$6,000.00    | \$0.00                | Y      |             |           |
| Society Created to Reduce Urban Blight - SCRUB<br>Tracy, Mary<br>1315 Walnut Street, Suite 1605<br>Philadelphia, PA 19107<br><i>Intern</i> |                         |               | Helen Cunningham | \$6,000.00 | 4499    | 2/19/2010 | \$6,000.00    | \$0.00                |        |             |           |
| Tree House Books<br>Sebright, Darcy<br>1430 W. Susquehanna Avenue<br>Philadelphia, PA 19121<br><i>Intern</i>                               |                         |               | Helen Cunningham | \$6,000.00 | 4509    | 2/19/2010 | \$6,000.00    | \$0.00                |        |             |           |
| Urban Tree Connection<br>Wiener, Saul<br>5125 Woodbine Avenue<br>Philadelphia, PA 19131-<br><i>Intern</i>                                  |                         |               | Helen Cunningham | \$6,000.00 | 4510    | 2/19/2010 | \$6,000.00    | \$0.00                | Y      |             |           |
| The Wilma Theater<br>Zizka, Blanka<br>Broad & Spruce Streets<br>Philadelphia, PA 19107-<br><i>Intern</i>                                   |                         |               | Helen Cunningham | \$6,000.00 | 4511    | 2/19/2010 | \$6,000.00    | \$0.00                | Y      |             |           |
| Womens Law Project<br>Tracy, Carol<br>125 South Ninth Street<br>Suite 401<br>Philadelphia, PA 19107-<br><i>Intern</i>                      |                         |               | Helen Cunningham | \$6,000.00 | 4505    | 2/19/2010 | \$6,000.00    | \$0.00                |        |             |           |

Statement D pg 5 of 5

| Payee Organization                                                                                                                | Request Primary Contact | Project Title | Staff            | Amount       | Check # | Deduct       | Non-Deduct | Sched. | Done |
|-----------------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------|------------------|--------------|---------|--------------|------------|--------|------|
|                                                                                                                                   |                         |               |                  | Paid Date    |         | Amount       | Amount     | Date   | Date |
| Wyck Association<br>Young, Steven<br>6026 Germantown Avenue<br>Philadelphia, PA 19144<br><i>Intern</i>                            |                         |               | Helen Cunningham | \$6,000.00   | 4503    | \$6,000.00   | \$0.00     |        |      |
|                                                                                                                                   |                         |               |                  | 2/19/2010    |         |              |            |        |      |
| Youth Empowerment Services<br>Frome, Taylor C.<br>1231 N. Broad Street, 4th Floor<br>Philadelphia, PA 19122-4021<br><i>Intern</i> |                         |               | Helen Cunningham | \$6,000.00   | 4504    | \$6,000.00   | \$0.00     |        |      |
|                                                                                                                                   |                         |               |                  | 2/19/2010    |         |              |            |        |      |
| Grand Total                                                                                                                       |                         |               |                  | \$150,000.00 |         | \$150,000.00 | \$0.00     |        |      |
|                                                                                                                                   |                         |               |                  | (25 Items)   |         |              |            |        |      |

## Payments Made - OBRA Report

3/17/2011

2010

Membership

| Payee Organization<br>Request Primary Contact<br>Project Title                                                         | Staff            | Amount                           |           | Non-          |            | Receipt --  |      | Done | Date |
|------------------------------------------------------------------------------------------------------------------------|------------------|----------------------------------|-----------|---------------|------------|-------------|------|------|------|
|                                                                                                                        |                  | Check #                          | Paid Date | Deduct Amount | Tax Status | Sched. Date | Done |      |      |
| Delaware Valley Grantmakers<br>Lanham, Nancy<br>230 So. Broad Street, Suite 4C<br>Philadelphia, PA 19102<br>Membership | Helen Cunningham | \$3,750.00<br>11596<br>1/20/2010 |           | \$3,750.00    | \$0.00     | Y           |      |      |      |

Grand Total \$3,750.00 \$3,750.00 \$0.00

(1 items)

**SAMUEL S. FELS FUND**  
**GRANTS TO BE PAID IN THE FUTURE**  
**Year Ended 12/31/2010**

| <b>PAYEE ORGANIZATION</b>              | <b>PAYMENT<br/>AMOUNT</b> |
|----------------------------------------|---------------------------|
| Grants paid in advance in 2009:        |                           |
| Free Library of Philadelphia           | 5,000                     |
| 1901 Vine Street                       |                           |
| Philadelphia, PA 19103-1189            |                           |
| Grants to be paid in the future        |                           |
| Public Interest Projects, Inc          | 30,000                    |
| 80 Broad Street, Suite 1600            |                           |
| New York, NY 10004                     |                           |
| Teach for America, Inc                 | 100,000                   |
| 714 Market Street, Suite 201           |                           |
| Philadelphia, PA 19106                 |                           |
| Arab-American Community Development    | 15,000                    |
| 502 Hancock Street                     |                           |
| Philadelphia, PA 19147                 |                           |
| Partial payment of prior year accruals | (208,000)                 |
| Total                                  | <u>(58,000)</u>           |

Form **8868**

(Rev. January 2011)

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

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file)** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

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

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

Part I only ☐

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

|                                                                                           |                                                                                         |                                |
|-------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|--------------------------------|
| <b>Type or print</b><br><br>File by the due date for filing your return. See instructions | Name of exempt organization                                                             | Employer identification number |
|                                                                                           | SAMUEL S. FELS FUND                                                                     | 23-1365325                     |
|                                                                                           | Number, street, and room or suite no. If a P.O. box, see instructions                   | 1616 WALNUT STREET             |
|                                                                                           | SUITE 800                                                                               |                                |
|                                                                                           | City, town or post office, state, and ZIP code. For a foreign address, see instructions |                                |
|                                                                                           | PHILADELPHIA, PA 19103                                                                  |                                |

Enter the Return code for the return that this application is for (file a separate application for each return)  

| Application Is For                       | Return Code | Application Is For       | Return Code |
|------------------------------------------|-------------|--------------------------|-------------|
| Form 990                                 | 01          | Form 990-T (corporation) | 07          |
| Form 990-BL                              | 02          | Form 1041-A              | 08          |
| Form 990-EZ                              | 03          | Form 4720                | 09          |
| Form 990-PF                              | 04          | Form 5227                | 10          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 6069                | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870                | 12          |

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

Telephone No ► 215 731-9455

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20 10 or
- ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

|                                                                                                                                                                                       |       |         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|---------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                   | 3a \$ | 14,000. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b \$ | 8,000.  |
| c <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.      | 3c \$ | 6,000.  |

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Paperwork Reduction Act Notice, see Instructions

Form **8868** (Rev. 1-2011)