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

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 JUN 1, 2010, and ending MAY 31, 2011

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 <b>ROBERT H. &amp; JANET S. FLEISHER FOUNDATION C/O DM LLP, ATTN: SHELDON BONOVIKZ, ESQ.</b>		A Employer identification number <b>23-6758238</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>30 S. 17TH STREET</b>	Room/suite	B Telephone number <b>(215) 979-1972</b>
City or town, state, and ZIP code <b>PHILADELPHIA, PA 19103-4196</b>		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 815,816.</b> (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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).)		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	15,567.	15,567.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	25,892.			
	b Gross sales price for all assets on line 6a	190,874.			
	7 Capital gain net income (from Part IV, line 2)		25,892.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	41,459.	41,459.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	1,710.	855.		855.
	b Accounting fees				
	c Other professional fees STMT 3	4,380.	4,380.		0.
	17 Interest				
	18 Taxes STMT 4	320.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	6,410.	5,235.		855.
	25 Contributions, gifts, grants paid	49,450.			49,450.
26 Total expenses and disbursements. Add lines 24 and 25	55,860.	5,235.		50,305.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-14,401.				
b Net investment income (if negative, enter -0-)		36,224.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	50,670.	42,634.	42,634.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	335,378.	329,013.	773,182.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	386,048.	371,647.	815,816.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-28,521.	-42,922.	
	30 Total net assets or fund balances	386,048.	371,647.	
	31 Total liabilities and net assets/fund balances	386,048.	371,647.	

## 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	386,048.
2 Enter amount from Part I, line 27a	2	-14,401.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	371,647.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	371,647.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>			
<b>b</b> SEE ATTACHED STATEMENTS			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 190,874.		164,982.	25,892.

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			25,892.

<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	25,892.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	<b>3</b>	N/A

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

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

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

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

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

**1** Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	48,534.	639,731.	.075866
2008	47,960.	647,737.	.074042
2007	61,286.	963,009.	.063640
2006	41,540.	1,049,520.	.039580
2005	52,556.	896,667.	.058613

<b>2</b> Total of line 1, column (d)	<b>2</b>	.311741
<b>3</b> 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	<b>3</b>	.062348
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	<b>4</b>	732,522.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	45,671.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	362.
<b>7</b> Add lines 5 and 6	<b>7</b>	46,033.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	50,305.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	362.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	362.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	362.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	120.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	701.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	821.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9		
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	459.	
11 Enter the amount of line 10 to be: <b>Credited to 2011 estimated tax</b> <b>459.</b> Refunded	11	0.	

**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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <b>\$ 0.</b> (2) On foundation managers. <b>\$ 0.</b>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <b>\$ 0.</b>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <b>PA</b>		
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)? 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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>SHELDON M. BONOVIKZ, ESQ., DM LLP</u> Telephone no. ► <u>215-979-1950</u> Located at ► <u>30 SOUTH 17TH STREET, PHILADELPHIA, PA</u> ZIP+4 ► <u>19103-7396</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 ►	16	Yes	No 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
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b X

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

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

6b

X

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(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
JILL F. BONOVIKZ	TRUSTEE			
1930 PANAMA STREET				
PHILADELPHIA, PA 19103	0.50	0.	0.	0.
NANCY F. BLOOD	TRUSTEE			
7259 TURNSTONE ROAD				
SARASOTA, FL 34242	0.50	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

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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. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services 0

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

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

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	701,378.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	42,299.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	743,677.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	743,677.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	11,155.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	732,522.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	36,626.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	36,626.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	362.
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	362.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	36,264.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	36,264.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	36,264.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	50,305.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	50,305.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	362.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	49,943.

**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.

Form 990-PF (2010)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				36,264.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				7,241.
f Total of lines 3a through e	7,241.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 50,305.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				36,264.
e Remaining amount distributed out of corpus	14,041.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	21,282.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	21,282.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				7,241.
e Excess from 2010				14,041.

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling **▶**

**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year				Prior 3 years	(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007		
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed						
<b>b</b> 85% of line 2a						
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed						
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities						
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c						
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:						
<b>a</b> "Assets" alternative test - enter:						
<b>(1)</b> Value of all assets						
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)						
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed						
<b>c</b> "Support" alternative test - enter:						
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)						
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)						
<b>(3)</b> Largest amount of support from an exempt organization						
<b>(4)</b> Gross investment income						

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

**1 Information Regarding Foundation Managers:**

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

**NONE**

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

**NONE**

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

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

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

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

**c** Any submission deadlines:

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



## **Part XVI-A      Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
<b>1</b> Program service revenue:					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities			<b>14</b>	<b>15,567.</b>	
<b>5</b> Net rental income or (loss) from real estate:					
<b>a</b> Debt-financed property					
<b>b</b> Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income					
<b>8</b> Gain or (loss) from sales of assets other than inventory			<b>18</b>	<b>25,892.</b>	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue:					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e)		<b>0.</b>		<b>41,459.</b>	<b>0.</b>
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				<b>41,459.</b>	<b>41,459.</b>

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]



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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	100 SHS INTERNATIONAL FLAVORS	P	08/22/08	07/30/10
b	100 SHS EATON CORP	P	09/29/08	08/23/10
c	100 SHS AMERICAN EXPRESS CO	P	03/12/09	08/23/10
d	300 SHS BRISTOL-MYERS SQUIBB CO	P	04/01/10	08/23/10
e	100 SHS CITY NATIONAL CORP	P	03/12/09	08/23/10
f	300 SHS DELL INC	P	06/15/07	08/23/10
g	200 SHS AVERY DENNISON CORP	P	08/22/08	09/15/10
h	100 SHS EATON CORP	P	06/15/08	09/15/10
i	300 SHS DELL INC	P	06/15/07	09/15/10
j	100 SHS CITY NATIONAL CORP	P	03/12/09	09/17/10
k	200 SHS HAIN CELESTIAL GROUP INC	P	06/15/08	09/17/10
l	300 SHS HAIN CELESTIAL GROUP INC	P	06/15/08	11/03/10
m	500 SHS PITNEY BOWES INC	P	08/11/09	11/03/10
n	200 SHS HAIN CELESTIAL GROUP INC	P	03/19/09	11/29/10
o	100 SHS ABERCROMBIE & FITCH	P	09/27/10	12/06/10

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,691.		4,143.	548.
b 7,582.		6,065.	1,517.
c 4,177.		1,071.	3,106.
d 7,881.		7,197.	684.
e 5,343.		6,177.	-834.
f 3,660.		8,909.	-5,249.
g 6,990.		9,410.	-2,420.
h 7,816.		3,923.	3,893.
i 3,594.		8,019.	-4,425.
j 5,212.		2,365.	2,847.
k 4,766.		4,076.	690.
l 7,426.		5,706.	1,720.
m 10,780.		10,860.	-80.
n 5,233.		2,709.	2,524.
o 5,008.		3,657.	1,351.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			548.
b			1,517.
c			3,106.
d			684.
e			-834.
f			-5,249.
g			-2,420.
h			3,893.
i			-4,425.
j			2,847.
k			690.
l			1,720.
m			-80.
n			2,524.
o			1,351.

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

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	300 SHS CYMER INC.	P	06/15/08	12/09/10
b	100 SHS MANPOWER INC	P	05/07/10	12/31/10
c	200 SHS CARNIVAL CORP	P	08/23/10	12/31/10
d	1000 SHS BOSTON SCIENTIFIC	P	12/01/08	12/31/10
e	700 SHS STEELCASE INC.	P	08/23/08	12/31/10
f	100 SHS INTERNATIONAL FLAVORS	P	08/22/08	12/31/10
g	100 SHS INTERNATIONAL FLAVORS	P	06/23/09	01/06/11
h	100 SHS MANPOWER INC	P	05/27/10	01/26/11
i	400 SHS STEELCASE INC	P	01/19/10	04/08/11
j	600 SHS GE	P	05/31/07	05/04/11
k	200 SHS BAXTER INTERNATIONAL	P	05/12/10	05/05/11
l	MONEYGRAM INTERNATIONAL CLASS ACTION PROCEEDS	P	08/21/07	05/17/11
m	400 SHS BANK OF AMERICA	P	01/19/10	12/06/10
n	100 SHS ABERCROMBIE & FITCH	P	09/27/10	12/07/10
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 12,556.		12,289.	267.
b 6,324.		5,257.	1,067.
c 9,177.		6,654.	2,523.
d 7,740.		9,980.	-2,240.
e 7,525.		7,358.	167.
f 5,529.		4,143.	1,386.
g 5,581.		3,240.	2,341.
h 6,392.		4,674.	1,718.
i 4,767.		2,730.	2,037.
j 12,348.		9,397.	2,951.
k 11,528.		9,459.	2,069.
l 1,360.			1,360.
m 4,392.		1,857.	2,535.
n 5,496.		3,657.	1,839.
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			267.
b			1,067.
c			2,523.
d			-2,240.
e			167.
f			1,386.
g			2,341.
h			1,718.
i			2,037.
j			2,951.
k			2,069.
l			1,360.
m			2,535.
n			1,839.
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	25,892.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A



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FORM 990-PF                      DIVIDENDS AND INTEREST FROM SECURITIES                      STATEMENT    1

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MELLON BANK	15,567.	0.	15,567.
TOTAL TO FM 990-PF, PART I, LN 4	15,567.	0.	15,567.

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FORM 990-PF                      LEGAL FEES                      STATEMENT    2

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,710.	855.		855.
TO FM 990-PF, PG 1, LN 16A	1,710.	855.		855.

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FORM 990-PF                      OTHER PROFESSIONAL FEES                      STATEMENT    3

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CUSTODY FEES	2,332.	2,332.		0.
INVESTMENT ADVISORY FESS	2,048.	2,048.		0.
TO FORM 990-PF, PG 1, LN 16C	4,380.	4,380.		0.

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FORM 990-PF                      TAXES                      STATEMENT    4

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	100.	0.		0.
EXCISE TAXES	220.	0.		0.
TO FORM 990-PF, PG 1, LN 18	320.	0.		0.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	329,013.	773,182.
TOTAL TO FORM 990-PF, PART II, LINE 10B	329,013.	773,182.

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT	6
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
THE CLAY STUDIO 139 N. 2ND STREET PHILADELPHIA, PA 19106	NONE GENERAL PURPOSE	PUBLIC	1,000.
THE GALLERIES AT MOORE COLLEGE OF ART 20TH STREET & THE PARKWAY PHILADELPHIA, PA 19103	NONE GENERAL PURPOSE	PUBLIC	1,000.
ENDOW-A-HOME 3721 MIDVALE AVENUE PHILADELPHIA, PA 19129	NONE GENERAL PURPOSE	PUBLIC	2,000.
FOUNDATION FOR SELF-TAUGHT AMERICAN ARTISTS 30 SOUTH 17TH. STREET PHILADELPHIA, PA 19103	NONE GENERAL PURPOSE	PUBLIC	15,000.
FRIENDS OF RITTENHOUSE SQUARE P.O. BOX 1308 PHILADELPHIA, PA 19103	NONE GENERAL PURPOSE	PUBLIC	500.
MERCE CUNNINGHAM DANCE FOUNDATION, INC. 2425 WILSON BLVD, SUITE 240 NEW YORK, NY 10014	NONE GENERAL PURPOSE	PUBLIC	10,000.

PLANNED PARENTHOOD SARASOTA 736 CENTRAL AVENUE SARASOTA, FL 34236	NONE GENERAL PURPOSE	PUBLIC	2,250.
SALVATION ARMY OF SARASOTA 1400 TENTH STREET SARASOTA, FL 34236	NONE GENERAL PURPOSE	PUBLIC	2,000.
CHESNUT HILL FRIENDS 100 E. MERMAID AVENUE PHILADELPHIA, PA 19118	NONE GENERAL PURPOSE	PUBLIC	1,000.
SOLAR COOKERS INTERNATIONAL 1919 21ST. STREET #101 SACRAMENTO, CA 95811	NONE GENERAL PURPOSE	PUBLIC	2,000.
ABINGTON MEMORIAL HOSPITAL 1200 OLD YORK ROAD ABINGTON, PA 19001	NONE GENERAL PURPOSE	PUBLIC	3,500.
ST JUDE'S CHILDRENS RESEARCH 262 DENNY THOMAS PLACE MEMPHIS, TN 38105	NONE GENERAL PURPOSE	PUBLIC	4,000.
PHILADELPHIA DANCE PROJECTS 1427 SPRUCE STREET, SUITE 1F PHILADELPHIA, PA 19103	NONE GENERAL PURPOSE	PUBLIC	250.
CREATIVE GROWTH ART CENTER 355 24TH STREET OAKLAND, CA 94612	NONE GENERAL PURPOSE	PUBLIC	100.
PHILADELPHIA PARKS ALLIANCE 5070 PARKSIDE AVENUE PHILADELPHIA, PA 19131	NONE GENERAL PURPOSE	PUBLIC	100.
CENTER CITY RESIDENT'S ASSOCIATION 1616 WALNUT STREET, SUITE 705 PHILADELPHIA, PA 19103	NONE GENERAL PURPOSE	PUBLIC	250.

ROBERT H. & JANET S. FLEISHER FOUNDATION

23-6758238

DOCTORS WITHOUT BORDERS  
333 7TH AVENUE, 2ND FLR NEW  
YORK, NY 10001

NONE  
GENERAL PURPOSE

PUBLIC

4,000.

THE FABRIC WORKSHOP  
1315 CHERRY STREET, FL 5  
PHILADELPHIA, PA 19107

NONE  
GENERAL PURPOSE

PUBLIC

500.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

49,450.

# Asset detail

## Equities

### U.S. common stocks

#### Energy

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
100	Chevron Corporation ( CVX )	\$ 104.9100	\$ 10,491.00	\$ 6,864.22	\$ 3,626.78	\$ 312.00	3.0%	1.3%
216	Conocophillips ( COP )	73.2200	15,815.52	6,633.62	9,181.90	570.24	3.6	1.9
150	Exxon Mobil Corp ( XOM )	83.4700	12,520.50	9,187.50	3,333.00	282.00	2.3	1.5
200	Royal Dutch Shell PLC ( RDSA ) ADR	71.4300	14,286.00	3,346.50	10,939.50	571.20	4.0	1.8

Total energy \$ 53,113.02 \$ 26,031.84 \$ 27,081.18 \$ 1,735.44 6.5%

#### Industrials

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
200	Avery Dennison Corp ( AVY )	\$ 42.3400	\$ 8,468.00	\$ 5,190.94	\$ 3,277.06	\$ 200.00	2.4%	1.0%
300	Cintas Corp ( CTAS )	32.8500	9,855.00	8,091.86	1,763.14	147.00	1.5	1.2
200	Illinois Tool Wks Inc ( ITW )	57.3200	11,464.00	7,131.78	4,332.22	272.00	2.4	1.4
200	Raytheon Co ( RTN )	50.3800	10,076.00	9,350.00	726.00	344.00	3.4	1.2
300	Steelcase Inc Cl A ( SCS )	10.8700	3,261.00	2,047.29	1,213.71	72.00	2.2	0.4
100	3m Co ( MMM )	94.3800	9,438.00	8,679.72	758.28	220.00	2.3	1.2
100	United Parcel Service Cl B ( UPS )	73.4900	7,349.00	3,898.42	3,450.58	208.00	2.8	0.9

Total industrials \$ 59,911.00 \$ 44,390.01 \$ 15,520.99 \$ 1,463.00 7.4%

#### Consumer discretionary

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
200	Best Buy Inc ( BBY )	\$ 31.7600	\$ 6,352.00	\$ 7,131.36	\$ -779.36	\$ 120.00	1.9%	0.8%
200	Carnival Corp ( CCL )	38.8100	7,762.00	7,965.94	-203.94	200.00	2.6	1.0
15,714	Comcast Corp Spl Cl A ( CMCSK )	23.5500	370,064.70		370,064.70	7,071.30	1.9	45.4



BNY MELLON  
WEALTH MANAGEMENT

Account officer

Regina Autieri 1370  
215 553 2580



Page 5 of 14

**Consumer discretionary**  
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
200	Kohls Corp ( KSS )	53.2400	10,648.00	9,309.65	1,338.35	200.00	1.9	1.3
400	Omnicom Group Inc ( OMC )	46.7700	18,708.00	13,678.00	5,030.00	400.00	2.1	2.3
<b>Total consumer discretionary</b>			\$ 413,534.70	\$ 38,084.95	\$ 375,449.75	\$ 7,991.30		50.7%

**Consumer staples**

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
500	Avon Products Inc ( AVP )	\$ 29.7100	\$ 14,855.00	\$ 14,749.69	\$ 105.31	\$ 460.00	3.1%	1.8%
300	Coca-Cola Enterprises Inc ( CCE )	28.8900	8,667.00	7,769.58	897.42	156.00	1.8	1.1
300	Kimberly Clark Corp ( KMB )	68.3000	20,490.00	19,118.72	1,371.28	840.00	4.1	2.5
100	The Procter & Gamble Company ( PG )	67.0000	6,700.00	5,045.99	1,654.01	210.00	3.1	0.8
700	Safeway Inc ( SWY )	24.7000	17,290.00	14,311.89	2,978.11	406.00	2.4	2.1
<b>Total consumer staples</b>			\$ 68,002.00	\$ 60,995.87	\$ 7,006.13	\$ 2,072.00		8.3%

**Healthcare**

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
200	Baxter International Inc ( BAX )	\$ 59.5200	\$ 11,904.00	\$ 9,168.06	\$ 2,735.94	\$ 248.00	2.1%	1.5%
100	Becton Dickinson & Co ( BDX )	87.5500	8,755.00	6,433.82	2,321.18	164.00	1.9	1.1
300	Cardinal Health Inc ( CAH )	45.4200	13,626.00	9,495.48	4,130.52	258.00	1.9	1.7
300	Johnson & Johnson ( JNJ )	67.2900	20,187.00	19,007.13	1,179.87	684.00	3.4	2.5
1,000	Pfizer Inc ( PFE )	21.4500	21,450.00	30,194.18	-8,744.18	800.00	3.7	2.6
200	Quest Diagnostics Inc ( DGX )	58.4200	11,684.00	9,360.00	2,324.00	80.00	0.7	1.4
<b>Total healthcare</b>			\$ 87,606.00	\$ 83,658.67	\$ 3,947.33	\$ 2,234.00		10.7%



# Financials

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
100	American Express Company ( AXP )	\$ 51.6000	\$ 5,160.00	\$ 1,071.00	\$ 4,089.00	\$ 72.00	1.4%	*0.6%
500	Bank Of America Corporation ( BAC )	11.7500	5,875.00	2,320.88	3,554.12	20.00	0.3	0.7
200	JP Morgan Chase & Co ( JPM )	43.2400	8,648.00	7,579.22	1,068.78	200.00	2.3	*1.1
300	State Street Corp ( STT )	45.7700	13,731.00	11,623.00	2,108.00	216.00	1.6	1.7
400	Wells Fargo & Company ( WFC )	28.3700	11,348.00	8,100.00	3,248.00	192.00	1.7	1.4
<b>Total financials</b>			\$ 44,762.00	\$ 30,694.10	\$ 14,067.90	\$ 700.00		5.5%

## Information technology

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
400	Diebold Inc ( DBD )	\$ 33.0500	\$ 13,220.00	\$ 12,589.31	\$ 630.69	\$ 448.00	3.4%	1.6%
600	Microsoft Corporation ( MSFT )	25.0100	15,006.00	15,600.00	-594.00	384.00	2.6	1.8
<b>Total information technology</b>			\$ 28,226.00	\$ 28,189.31	\$ 36.69	\$ 832.00		3.5%

## Telcommunications services

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
400	Vodafone Group PLC ( VOD ) Sponsored ADR	\$ 28.0300	\$ 11,212.00	\$ 10,064.16	\$ 1,147.84	\$ 562.40	5.0%	1.4%
<b>Total telcommunications services</b>			\$ 11,212.00	\$ 10,064.16	\$ 1,147.84	\$ 562.40		1.4%

## Utilities

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
100	Entergy Corp ( ETR )	\$ 68.1500	\$ 6,815.00	\$ 6,903.83	\$ -88.83	\$ 332.00	4.9%	0.8%
<b>Total utilities</b>			\$ 6,815.00	\$ 6,903.83	\$ -88.83	\$ 332.00		0.8%
<b>Total U.S. common stocks</b>			\$ 773,181.72	\$ 329,012.74	\$ 444,168.98	\$ 17,922.14		94.8%
<b>Total equities</b>			\$ 773,181.72	\$ 329,012.74	\$ 444,168.98	\$ 17,922.14		94.8%



BNY MELLON  
WEALTH MANAGEMENT

Account officer

Regina Autieri 1370  
215 553 2580



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\*\*\*\*\* VALUE \*\*\*\*\*

# 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.

Type or print	Name of exempt organization <b>ROBERT H. &amp; JANET S. FLEISHER FOUNDATION C/O DM LLP, ATTN: SHELDON BONOVIITZ, ESQ.</b>	Employer identification number <b>23-6758238</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>30 S. 17TH STREET</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>PHILADELPHIA, PA 19103-4196</b>	

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

**SHELDON M. BONOVIITZ, ESQ., DM LLP**

- The books are in the care of ► **30 SOUTH 17TH STREET - PHILADELPHIA, PA 19103-7396**

Telephone No. ► **215-979-1950**

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 **JANUARY 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☐ calendar year \_\_\_\_\_ or

► ☒ tax year beginning **JUN 1, 2010**, and ending **MAY 31, 2011**

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	\$	821.
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	\$	120.
c Balance due. 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	\$	701.

**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.

LHA For Paperwork Reduction Act Notice, see Instructions.

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