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

2011

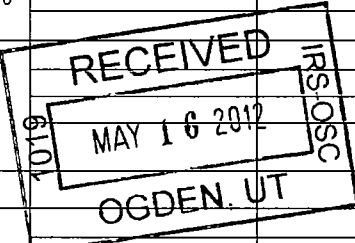
Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning _____, **2011, and ending** _____

Name of foundation THE FIDELIO FOUNDATION		A Employer identification number 03-6074145
Number and street (or P O box number if mail is not delivered to street address) 2826 MT CARMEL AVE		B Telephone number (see the instructions) (215) 771-5755
City or town GLENSIDE	State ZIP code PA 19038	C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply		D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), 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		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 820,538.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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 instructions))				
REVENUE				
1 Contributions, gifts, grants, etc. received (att sch)	60,000.			
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	0.			
4 Dividends and interest from securities	13,131.	13,131.	13,131.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	73,131.	13,131.	13,131.	
ADMINISTRATIVE OPERATING AND EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) L-16b Stmt	1,450.	1,450.	1,450.	
c Other prof fees (attach sch) L-16c Stmt	1,883.	1,883.	1,883.	
17 Interest				
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	69.	69.	69.	
19 Depreciation (attach sch) and depletion				
20 Occupancy	8,400.	8,400.	8,400.	
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ADMINISTRATIVE SERV	0.	0.	0.	
24 Total operating and administrative expenses. Add lines 13 through 23	11,802.	11,802.	11,802.	
25 Contributions, gifts, grants paid	40,000.			40,000.
26 Total expenses and disbursements. Add lines 24 and 25	51,802.	11,802.	11,802.	40,000.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	21,329.			
b Net investment income (if negative, enter -0-)		1,329.		
c Adjusted net income (if negative, enter -0-)			1,329.	



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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing	119,099.	29,235.	29,235.
	2	Savings and temporary cash investments	6,401.	16,499.	16,499.
	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 instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – US and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) L-10b Stmt	770,706.	834,017.	774,804.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	896,206.	879,751.	820,538.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	896,206.	879,751.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	896,206.	879,751.		
31	Total liabilities and net assets/fund balances (see instructions)	896,206.	879,751.		

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	896,206.
2	Enter amount from Part I, line 27a	2	21,329.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	917,535.
5	Decreases not included in line 2 (itemize) REALIZED LOSSES ON SALE OF SECURITIES	5	37,784.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	879,751.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a 150 SHS ADP	P	07/08/11	12/12/11
b 150 SHS HARRIS CORP DEL	P	07/08/11	11/01/11
c 250 SHS KENNAMETAL INC	P	05/16/11	07/19/11
d 300 SHS PARK ELECTROCHEMICAL	P	05/16/11	12/20/11
e See Columns (a) thru (d)			

(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 7,755.		8,085.	-330.
b 5,450.		6,657.	-1,207.
c 11,223.		10,144.	1,079.
d 7,944.		8,602.	-658.
e See Columns (e) thru (h)		108,233.	-36,668.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-330.
b			-1,207.
c			1,079.
d			-658.
e See Columns (i) thru (l)			-36,668.

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	-37,784.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8]	3	-1,116.

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 the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	10,750.	623,523.	0.017241
2009	49,850.	536,957.	0.092838
2008	34,850.	679,273.	0.051305
2007	71,034.	666,837.	0.106524
2006	47,453.	549,215.	0.086402
2 Total of line 1, column (d)			0.354310
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			0.070862
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			751,141.
5 Multiply line 4 by line 3			53,227.
6 Enter 1% of net investment income (1% of Part I, line 27b)			13.
7 Add lines 5 and 6			53,240.
8 Enter qualifying distributions from Part XII, line 4			40,000.

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)

1 a 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 instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	27.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	27.
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	27.
6 Credits/Payments		
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6 a	
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	27.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>PA - Pennsylvania</u>		
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? <i>If 'No,' attach explanation</i>	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	X	

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Form 990-PF (2011)

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)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address		X	
14 The books are in care of ▶ <u>MARIO MELE TRUSTEE</u> Telephone no ▶ <u>(215) 224-8888</u> Located at ▶ <u>2826 MT. CARMEL AVENUE, GLENSIDE PA</u> ZIP + 4 ▶ <u>19038</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	
16	At any time during calendar year 2011, 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?		Yes	No
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ▶				

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

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions)	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. ▶ 20__ , 20__ , 20__ , 20__		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2011 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 2011)	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 2011?	4b	X

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

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

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

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

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

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

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? Yes No

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? 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 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
MARIO V. MELE 1240 PINETOWN ROAD, FT WASHINGTON PA 19034	TRUSTEE 5.00	0.	0.	0.
CAROLINE D. BRATIC 3750 MAIN STREET UNIT 203 PHILA PA 19128	TRUSTEE 1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

Total number of other employees paid over \$50,000 None

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 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 <u>INFORMAL MEETINGS WITH OFFICIALS OF THE ARCHDIOCESE OF PHILA</u> <u>INFORMAL MEETINGS WITH OFFICIALS OF UNIVERSITIES AND ORGANIZATIONS</u> <u>THAT RECEIVED CONTRIBUTIONS</u>	0.
2 -----	
3 -----	
4 -----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 -----	
2 -----	
All other program-related investments See instructions	

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 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	1 a	676,963.
b	Average of monthly cash balances	1 b	85,617.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	762,580.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) ...	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	762,580.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	11,439.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	751,141.
6	Minimum investment return. Enter 5% of line 5	6	37,557.

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

1	Minimum investment return from Part X, line 6	1	37,557.
2a	Tax on investment income for 2011 from Part VI, line 5	2 a	27.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	27.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	37,530.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	37,530.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	37,530.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1 a	40,000.
b	Program-related investments – total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	40,000.
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 instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	40,000.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				37,530.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0.			
b From 2007	27,161.			
c From 2008	34,850.			
d From 2009	0.			
e From 2010	0.			
f Total of lines 3a through e	62,011.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 40,000.				
a Applied to 2010, 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 2011 distributable amount				37,530.
e Remaining amount distributed out of corpus	2,470.			
5 Excess distributions carryover applied to 2011 (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	64,481.			
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 2010. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a .	64,481.			
10 Analysis of line 9				
a Excess from 2007	27,161.			
b Excess from 2008	34,850.			
c Excess from 2009	0.			
d Excess from 2010	0.			
e Excess from 2011	2,470.			

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 2011, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see 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).)
 MARIO MELE FT WASHINGTON PA 19034

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 XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
STEWARDS OF ST JOHN NEUMANN 222 N. 17TH ST PHILA PA 19103		NON RELATED	RELIGIOUS EDUCATION	0.
HOLY REDEEMER HEALTH SYSTEMS 521 MOREDON DR HUNTINGDON VALLEY PA 19006		NON RELATED	RELIGIOUS EDUCATION	25,000.
VILLANOVA UNIVERSITY 800 LANCASTER AVE VILLANOVA PA 19085		NON RELATED	RELIGIOUS EDUCATION	10,000.
LASALLE UNIVERSITY 1900 WEST OLNEY AVE PHILA PA 19141		NON RELATED	RELIGIOUS HIGHER EDUCATION	0.
UNIVERSITY OF PITTSBURGH 200 SOUTH CRAIG ST PITT. PA 15260		NON RELATED	RELIGIOUS EDUCATION	0.
LEGATUS PHILA CHAPTER 2640 GOLDEN GATE PKWY NAPLES FL 34105		NON RELATED	RELIGIOUS EDUCATION	0.
GREATER PRINCETON YOUTH ORCH PO BOX 3037 PRINCETON NJ 08543		NON RELATED	MUSIC EDUCATION	0.
CARDINAL DOUGHERTY HIGH SCHOOL 6301 N SECOND STREET PHILA PA 19120		NON RELATED	RELIGIOUS EDUCATION	0.
OPERA COMPANY OF PHILA 1420 LOCUST STREET PHILA PA 19102		NON RELATED	MUSIC EDUCATION	0.
See Line 3a statement				5,000.
Total			▶ 3a	40,000.
<i>b Approved for future payment</i>				
Total			▶ 3b	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

2011

Name of the organization

THE FIDELIO FOUNDATION

Employer identification number

03-6074145

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)(____) (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

THE FIDELIO FOUNDATION

03-6074145

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	FIDELIO INSURANCE COMPANY ----- 2826 MT CARMEL AVENUE ----- GLENSIDE PA 19038 -----	\$ 60,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Miscellaneous Statement

ADDITIONAL INFORMATION

PART VII-A LINE 10 SUBSTANTIAL CONTRIBUTORS

MARIO MELE

1240 PINETOWN ROAD

FT WASHINGTON PA 19034

Total

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
PA REGISTRATIN FEES	15.	15.	15.	
FOREIGN TAX ON DIVIDEND INCOME	54.	54.	54.	
Total	<u>69.</u>	<u>69.</u>	<u>69.</u>	

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1000 SHS MORGAN STANLEY	P	01/24/08	04/13/11
500 SHS MORGAN STANLEY	P	03/05/07	07/23/11
1000 SHS TASTY BAKING CO	D	12/31/03	05/18/11
700 SHS LOWES	D	12/31/04	04/13/11
1 PROCERA NETWORK	D	12/31/03	03/30/11

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
26,670.		47,038.	-20,368.
11,170.		36,107.	-24,937.
4,000.		8,853.	-4,853.
29,722.		16,233.	13,489.
3.		2.	1.
Total		<u>108,233.</u>	<u>-36,668.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (i) thru (l)

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			-20,368.
			-24,937.
			-4,853.
			13,489.
			1.
Total			<u>-36,668.</u>

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
<i>a Paid during the year</i>				
ST CHARLES BORREMEO SEMINARY 100 E. WYNNEWOOD ROAD WYNNEWOOD PA 19096		NON RELATED	RELIGIOUS EDUCATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 0.
ST ALPHONSUS CHURCH 33 CONWELL DRIVE MAPLE GLEN PA 19002		NON RELATED	RELIGIOUS EDUCATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 0.
ACADEMY OF MUSIC 1420 LOCUST STREET PHILA PA 19102		NON RELATED	MUSIC EDUCATION	Person or <input type="checkbox"/> Business <input type="checkbox"/> 0.
VERDI BAND 241 E. AIRY AVE NORRISTOWN PA 19401		NON RELATED	MUSIC EDUCATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 0.
ST RITA OF CASCIA 1400 ELLSWORTH STREET PHILADELPHIA PA 19146		NON RELATED	RELIGIOUS EDUCATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 0.
SOUTHEASTERN PA SYMPHONY ORCH PO BOX 694 LANSDALE PA 19446		NON RELATED	MUSIC EDUCATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 0.
HERITAGE OF FAITH 222 NORTH 17TH STREET PHILADELPHIA PA 19103		NON RELATED	RELIGIOUS EDUCATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 0.
BOYS TOWN OF ITALY 250 EAST 63RD STREET NEW YORK NY 10065		NON RELATED	RELIGIOUS EDUCATION	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.

Total

5,000.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SEGAL & CO., LTD	ACCOUNTING, TAX RETURN	1,450.			

Total

1,450.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
THE PHILA TRUST CO	INVESTMENT ADVISOR	1,883.			

Total 1,883.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
SEE SCHEDULE ATTACHED	834,017.	774,804.

Total 834,017. 774,804.

The Fidelio Foundation
Balance Sheet
As of December 31, 2011

	COST		December 31, 2010			December 31, 2011			COST	
	Dec 31, 10		Quantity	Value	Balance	Quantity	Value	Balance	Dec 31, 11	
ASSETS										
Current Assets										
Checking/Savings										
1000 · PNC Bank Checking	52,099 61									32,234 61
1003 · 2003 Charitable Distribution	-3,000 00									-3,000 00
Total Checking/Savings	49,099 61									29,234 61
Other Current Assets										
1101 · Investment - Aqua America	66,374 29	3,666	22 4800	82,411 68	3,666	22 0500	80,835 30	66,374 29		
1103 · Investment - Tasty Baking Co	8,853 00	1,000	6 3500	6,350 00	0	0 0000	0 00	8,853 00		0 00
1105 · Investment - Pfizer Incorp	30,705 00	1,000	17 5100	17,510 00	1,000	21 6400	21,640 00	30,705 00		
1107 · Investment - Sovereign /BancoSa	22,433 11	336	10 6500	3,578 40	336	7 5200	2,526 72	22,433 11		
1111 · Investment - Loews Corp	27,839 60	1,200	38 9100	46,692 00	500	37 6500	18,825 00	27,839 60		11,606 60
1112 · Investment MRV Comm	38,400 00	10,000	1 7900	17,900 00	10,000	0 8600	8,600 00	38,400 00		
1113 · Investment Merck	32,220 00	1,000	36 0400	36,040 00	1,000	3 7700	3,770 00	32,220 00		
1114 · Investment-Procera	114,519 07	131,295	0 6200	81,402 90	13,129	15 5800	204,549 82	114,516 31		
1115 · Investment-American Tower	27,100 00	1,000	51 6400	51,640 00	1,000	60 0100	60,010 00	27,100 00		
1117 · Investment-Micron Tech Inc.	26,620 00	2,000	8 0200	16,040 00	2,000	6 2900	12,580 00	26,620 00		
1118 · Investment-Particle Drilling	14,698 50	3,000	0 0016	4 80	3,000	0 0000	0 00	14,698 50		
1122 · Investment-Morgan Stanley	83,144 73	1,500	27 2100	40,815 00	0	0 0000	0 00	83,144 73		0 00
1123 · Investment-Sprint	19,927 00	1,000	4 2300	4,230 00	1,000	2 3400	2,340 00	19,927 00		
1124 · Investment -Starbucks	48,834 69	1,900	32 1300	61,047 00	1,900	46 0100	87,419 00	48,834 69		
1125 · Investment-Telkonet	26,422 49	15,500	0 1100	1,705 00	15,500	0 1400	2,170 00	26,422 49		
1126 · Investment -Discover Financial	11,881 08	1,000	18 5300	18,530 00	1,000	24 0000	24,000 00	11,881 08		
1127 · Investment-Advanta	14,038 28	2,000	0 0025	5 00	2,000	0 6800	1,360 00	14,038 28		
1128 · Investment- Huntingdon Bancshar	63,403 15	5,000	6 8700	34,350 00	5,000	5 4900	27,450 00	63,403 15		
1129 · Investment- Bank of America	25,846 87	429	13 3400	5,722 86	429	5 5600	2,385 24	25,846 87		
1130 · Investment- Penn National Gam.	44,992 92	1,000	35 1500	35,150 00	1,000	38 0700	38,070 00	44,992 92		
1131 · Investment - Amrep Corporation	21,821 90	1,500	11 9992	17,998 80	1,500	6 6900	10,035 00	21,821 90		
1134 · Investment-Diebold Inc	0 00	0	0 0000	0 00	250	30 0700	7,517 50	0 00		8,243 75
1135 · Investment-Heinz Inc	0 00	0	0 0000	0 00	150	54 0400	8,106 00	0 00		8,016 78
1136 · Investment-Hexcel corp	0 00	0	0 0000	0 00	250	24 2100	6,052 50	0 00		5,023 30
1137 · Investment General Mills	0 00	0	0 0000	0 00	500	40 4100	20,205 00	0 00		18,456 95
1141 · Investment-Illinois Tool Works	0 00	0	0 0000	0 00	150	46 7100	7,006 50	0 00		8,518 43
1142 · Investment L-3 Com Holdgs Inc	0 00	0	0 0000	0 00	150	66 6800	10,002 00	0 00		12,305 87
1143 · Investment - ITT Corp	0 00	0	0 0000	0 00	50	19 3300	966 50	0 00		1,172 37
1144 · Investment-Avery Dennison Corp	0 00	0	0 0000	0 00	500	28 7000	14,350 00	0 00		16,559 05
1145 · Investment-Clorax Company	0 00	0	0 0000	0 00	250	66 5600	16,640 00	0 00		16,662 50
1146 · Investment-Int'l Flavor& Fragra	0 00	0	0 0000	0 00	250	52 4200	13,105 00	0 00		13,754 78
1147 · Investment Exelis (ITT spinoff	0 00	0	0 0000	0 00	100	9 0500	905 00	0 00		1,295 78
1148 · Investment-Xylem (ITT spinoff	0 00	0	0 0000	0 00	100	25 6900	2,569 00	0 00		3,159 23
1149 · Investment-Tyson Foods	0 00	0	0 0000	0 00	1,000	20 6400	20,640 00	0 00		20,970 70
1150 · Investment-Corning Inc	0 00	0	0 0000	0 00	1,000	12 9800	12,980 00	0 00		13,160 00
1151 · Investment-Illumina Inc	0 00	0	0 0000	0 00	500	30 4800	15,240 00	0 00		14,900 50
1152 · Investment-Pepsico Inc	0 00	0	0 0000	0 00	150	66 3500	9,952 50	0 00		9,344 75
Total Other Current Assets	770,075 68			579,123 44			774,803 58			833,386 93
										630
										834017
Cash Equivalents				6400 83			16,499 62			
Total Account Value 12/31/2010				585,524 27			791,303.20			
Securities				1,353,927 02						
Average monthly value for 2011				676,963 51						
Cash in checking				171234 67						
Average monthly value for 2011				85617 335						
Total average investments for 2011				762,580 85						
To avoid paying excise tax the annual payout requirement is 5% of the average market value of Trust's net investment assets										
For 2012 Required Payout				38,129 04						
v5.15.12										
Sdrive/ Shared Doc/fidelio										