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Form 990-PF

Department of the Treasury Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

2011

OMB No 1545-0052

Triangle of the control of the foundation of the foundation of the amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) 1735 Market Street City or town, state, and ZIP code Philadelphia PA 19103 PA 191	2. Foreign organizations meeting the 85% test, check here and attach computation E If private foundation status was terminated.
Number and street (or P O box number if mail is not delivered to street address) 1735 Market Street City or town, state, and ZIP code Philadelphia PA 19103 G Check all that apply Initial return Amended return Amended return Address change Name change H Check type of organization X Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation of year (from Part II, col (c), Iine 16) \$ \$ 28,452,280 (Part I, column (d) must be on cash basis) 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) 1 Contributions, gifts, grants, etc., received (attach schedule) 2 Check ▶ X if the foundation is not required to attach Sch B 3 Interest on savings and temporary cash investments 4 Dividends and interest from securities Room (a) Revenue and expenses (The total of expenses per books (b) Ne (b) Ne (c)	m/suite B Telephone number (see instructions) (215) 977-6910 C If exemption application is pending, check here 1. Foreign organizations, check here 2. Foreign organizations meeting the 85% test, check here and attach computation E If private foundation status was terminated under section 507(b)(1)(A), check here F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here et investment (c) Adjusted net income (d) Disbursements for charitable purposes
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3 Interest on savings and temporary cash investments 1,610 4 Dividends and interest from securities 888,989	
4 Dividends and interest from securities 888,989	
	1,610
5 a Gross rents b Net rental income or (loss) 6 a Net gain or (loss) from sale of assets not on line 10 -253,150	888,989
b Net rental income or (loss) 6 a Net gain or (loss) from sale of assets not on line 10 -253,150	
6 a Net gain or (loss) from sale of assets not on line 10 -253,150	
b Gross sales price for all assets on line 6a 1,981,637	
7 Capital gain net income (from Part IV, line 2)	0
8 Net short-term capital gain 9 Income modifications	
b Less Cost of goods sold	
c Gross profit or (loss) (attach schedule)	
10 a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) (attach schedule) 11 Other income (attach schedule) 12 Total. Add lines 1 through 11 637,449	
12 Total. Add lines 1 through 11 637,449	890,599
y 13 Compensation of officers, directors, trustees CEIVED	333,333
13 Compensation of officers, directors, trustees etc CEIVED 14 Other employee salaries and wages 15 Pension plans, employee benefits 16 a Legal fees (attach schedule) MAY 1 2012	
15 Pension plans, employee benefits MAY 1 5 2612	
16 a Legal fees (attach schedule) MAY 1 5 2012	
18 Taxes (attach schedule) (see instructions) 16,767	
Depreciation (attach schedule) and depletion	
20 Occupancy 21 Travel, conferences, and meetings	
21 Travel, conferences, and meetings 22 Printing and publications	
12 207	5,797 7,500
24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses (attach schedule) 13,297 13,297 13,297	5,191 7,500
Add lines 13 through 23 30,064	5,797
25 Contributions, gifts, grants paid 1,803,015	1,803,015
26 Total expenses and disbursements. Add lines 24 and 25 1,833,079	5,797 1,810,518
27 Subtract line 26 from line 12	1,810,518
a Excess of revenue over expenses and disbursements -1,195,630	
b Net investment income (if negative, enter -0-)	884,802
c Adjusted net income (if negative, enter -0-)	
For Paperwork Reduction Act Notice, see instructions.	
(HTA)	Form 990-PF (2011

Pa	rt II	Balance Sheets Attached schedules and amounts in the description column	Beginning of year	End	of year
U (4)		should be for end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	651,629	170,160	170,160
	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 schedule)			
		Less allowance for doubtful accounts		****	
ts	8	Inventories for sale or use			
Assets	9	Prepaid expenses and deferred charges			
As	10 a	Investments—U S and state government obligations (attach schedule)			
	l t	nvestments—corporate stock (attach schedule)	32,316,368	31,602,207	28,282,120
	(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)	32,967,997	31,772,367	28,452,280
	17	Accounts payable and accrued expenses			
w	18	Grants payable			
Ë	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
ia	21	Mortgages and other notes payable (attach schedule)			
_	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0	0	
40		Foundations that follow SFAS 117, check here			
ě		and complete lines 24 through 26 and lines 30 and 31.			
Ĕ	24	Unrestricted .	•		
Balances	25	Temporarily restricted .			
D E	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here			
ű		and complete lines 27 through 31.			
Net Assets or Fun	27	Capital stock, trust principal, or current funds .			
ets	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
SS	29	Retained earnings, accumulated income, endowment, or other funds	32,967,997	31,772,367	
Ř	30	Total net assets or fund balances (see instructions)	32,967,997	31,772,367	
<u>Ke</u>	31	Total liabilities and net assets/fund balances (see			
		instructions)	32,967,997	31,772,367	
	rt III	Analysis of Changes in Net Assets or Fund Balances			
1		net assets or fund balances at beginning of year—Part II, column (a), line	30 (must agree with		
		of-year figure reported on prior year's return)		1	32,967,997
		amount from Part I, line 27a		2	-1,195,630
		r increases not included in line 2 (itemize)		3	
		ines 1, 2, and 3		4	31,772,367
		eases not included in line 2 (itemize) ▶			
6	Total	net assets or fund balances at end of year (line 4 minus line 5)-Part II, c	olumn (b), line 30	6	31,772,367

Part IV Capital Gains and	Losses for Tax on Inves	tment Inc				
	kınd(s) of property sold (e g , real estat e, or common stock, 200 shs MLC Co		(b) How acquired P—Purchase D—Donation	(c) Date (mo , d	acquired ay, yr)	(d) Date sold (mo , day, yr)
1a Publicly-traded Securities						
b						
С						
d						
<u>e</u>			<u> </u>			<u> </u>
(e) Gross sales price	(f) Depreciation allowed (or allowable)		t or other basis xpense of sale			n or (loss) f) minus (g)
a 1,981,637			2,234,787			-253,150
<u>b</u>						·
C						
d e			<u> </u>			
	ng gain in column (h) and owned l	by the found	stop on 12/21/60			
Complete only for assets shown	· · · · · · · · · · · · · · · · · · ·				-	(h) gain minus
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col (i) col (i), if any	COI		t less than -0-) or rom col (h))
а			_{()//} ,			-253,150
b						-200, 100
С						
d			·			÷
е						
2 Capital gain net income or (i			Part I, line 7	2		-253,150
3 Net short-term capital gain of				_		200,100
	ne 8, column (c) (see instruction					
ın Part I, line 8		, ,	<i>"</i>	3		
Part V Qualification Unde	er Section 4940(e) for Rec	luced Tax	on Net Investme	ent Incor	me	
If section 4940(d)(2) applies, lead Was the foundation liable for the If "Yes," the foundation does no	e section 4942 tax on the distri			the base _l	period?	Yes X No
1 Enter the appropriate amou	unt in each column for each ye	ear, see the	instructions before	making a	ny entries	3
(a)	(b)		(c)		***	(d)
Base period years Calendar year (or tax year beginning in	Adjusted qualifying distributions	s Net valu	ue of nonchantable-use a	ssets		tribution ratio divided by col. (c))
2010	1,734,	770	28,571	,534		0 060717
2009	1,704,	257	26,185	5,013		0 065085
2008	3,531,	504	31,030),973		0 113806
2007	2,553,		20,766	1		0 122984
2006	1,353,	489	10,201	,518		0 132675
2 Total of line 1, column (d)				2		0 495267
3 Average distribution ratio for the number of years the four	the 5-year base period—divion ndation has been in existence			3		0 099053
4 Enter the net value of nonch	arıtable-use assets for 2011 fı	om Part X,	line 5	4	\bot	29,777,714
5 Multiply line 4 by line 3				5		2,949,572
6 Enter 1% of net investment	ncome (1% of Part I, line 27b))		6		8,848
7 Add lines 5 and 6		•		7		2,958,420
8 Enter qualifying distributions If line 8 is equal to or greate the Part VI instructions	from Part XII, line 4 r than line 7, check the box in	Part VI, line	a 1b, and complete	8 that part u	Ising a 19	1,810,51 <u>5</u> % tax rate See

- 011	The Sunoco Foundation	20	-345926	3	age 4
Pa	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948-	-see in:	struction	ıs)	
1 :	a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1)				
•	Date of ruling or determination letter (attach copy of letter if necessary—see instructions)				
ı	b Domestic foundations that meet the section 4940(e) requirements in Part V, check	1		7,69	5
	here ▶ ☐ and enter 1% of Part I, line 27b				
(c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4%				_
_	of Part I, line 12, col (b)	_			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2			<u> </u>
3	Add lines 1 and 2	3		7,69	5
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		7.00	+-
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		7,69	익
6	Credits/Payments 3 2011 estimated tax payments and 2010 everpoyment gradited to 2011				
_	a 2011 estimated tax payments and 2010 overpayment credited to 2011 6a 13,800 6 5 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6)			
	· · · · · · · · · · · · · · · · · · ·				
	Exempt foreign organizations—tax withheld at source . 6b 6c 0 6c 0 6d 6d 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7				
7	· • • • • • • • • • • • • • • • • • • •	7		3,80	<u>-</u>
8	Enter any penalty for underpayment of estimated tax. Check here X If Form 2220 is attached	8		0,00	<u> </u>
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		3,89	6
10	· · · · · · · · · · · · · · · · · · ·	10	- -		<u>ol</u> —
	Enter the amount of line 10 to be Credited to 2012 estimated tax ▶ 0 Refunded ▶	11			0
Pa	art VII-A Statements Regarding Activities				
	a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it			Ye	s No
•	participate or intervene in any political campaign?		1a	→—	X
ı	b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the			+	$+$ $\stackrel{\wedge}{-}$
	instructions for definition)?		16	.	X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials			1	1
	published or distributed by the foundation in connection with the activities			ł	
	c Did the foundation file Form 1120-POL for this year?		10		X
(d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year				
	(1) On the foundation ▶ \$ (2) On foundation managers ▶ \$			1	
	e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed				
	on foundation managers 🕨 \$			_	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	—	<u> </u>
_	If "Yes," attach a detailed description of the activities				
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles			-	-
,	of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	-	X
	a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes " has it filed a toy sature on Form 200 T for the year?		48	_	<u> </u>
	b If "Yes," has it filed a tax return on Form 990-T for this year? Was there a liquidation, termination, dissolution, or substantial contraction during the year?		4b	N//	\\ \
J	was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		-	+	+^
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		İ		
J	By language in the governing instrument, or				
	By state legislation that effectively amends the governing instrument so that no mandatory directions				
	that conflict with the state law remain in the governing instrument?		6	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), as	nd Part \		│ x	
	a Enter the states to which the foundation reports or with which it is registered (see instructions)		· -	十二	\top
	PA PA				
	b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney				
	General (or designate) of each state as required by General Instruction G? If "No," attach explanation		81	X	1
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)? If "Yes,"			1	
	complete Part XIV		9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing				
	their names and addresses		. 10) x

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Par	t 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		×
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) .	12	_	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address			
14	The books are in care of ▶ Foundation Source Telephone no ▶	(800	839-	1754
	Located at ► 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ► 19809-1377			
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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority	,	Yes	No
	over a bank, securities, or other financial account in a foreign country?	16		_X_
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of			
- D-	the foreign country	L		
Pa	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required	r .		
	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)			1
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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)?			
	(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)			
b				
D	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)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	10	INA	
С	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))			
а	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?			
	If "Yes," list the years 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	N/A	
С	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 , 20 , 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?			
b				
D	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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	- ", "	х
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable	<u> </u>		
	numose that had not been removed from jeonardy before the first day of the tay year beginning in 20112	46		

Forn	n·990-PF (2011) The Sunoco Foundation								20-34	59268	F	age 6
Pa	rt VII-B Statements Regarding Activit	es f	or Which Forn	n 47	20 May Be R	equired	(continu	ied)				
	During the year did the foundation pay or incur an											
	(1) Carry on propaganda, or otherwise attempt	to infl	uence legislation (sect	on 4945(e))?		ПΥ	es	X No			
	(2) Influence the outcome of any specific public	elect	on (see section 4	955).	or to carry							
	on, directly or indirectly, any voter registration	n driv	re?	•			\square_{Y}	es	X No			
	(3) Provide a grant to an individual for travel, st	ıdv o	r other similar nur	nacc	nc?		\equiv	es	X No			
	(4) Provide a grant to an organization other that	•	•				ш'	62				
	in section 509(a)(1), (2), or (3), or section 49				tion described				[V]			
			• • •	•	•		<u></u>	es	X No			
	(5) Provide for any purpose other than religious educational purposes, or for the prevention				• •		\Box .		го			
L	• • • • • • • • • • • • • • • • • • • •		-				_	es	X No	İ		
D	If any answer is "Yes" to 5a(1)–(5), did any of the		· ·	-			ed in					
	Regulations section 53 4945 or in a current notice		-			ns)?		_		5b	N/A	
	Organizations relying on a current notice regarding	_					•		Ш			
С	If the answer is "Yes" to question 5a(4), does the		•	tion	from the							
	tax because it maintained expenditure responsibil	-	•				Y	es	No			
	If "Yes," attach the statement required by Regulat	ons s	ection 53 4945–5	(d)								
6a	Did the foundation, during the year, receive any fu	nds,	directly or indirect	y, to	pay		_					
	premiums on a personal benefit contract?						Y	es	X No			
b	Did the foundation, during the year, pay premiums	, dire	ctly or indirectly, o	n a į	personal benefit	contract?				6b		Х
	If "Yes" to 6b, file Form 8870											
7a	At any time during the tax year, was the foundation	n a pa	arty to a prohibited	l tax	shelter transaction	n?	_	es	X No			
b	If "Yes," did the foundation receive any proceeds	or hav	e any net income	attrı	butable to the tra	nsaction?				7b	N/A	
	art VIII Information About Officers						rs. Hiai	nlv I	Paid Er	volar	ees.	•
	and Contractors	•	•	•			, 3			,	,	
1	List all officers, directors, trustees, found	atior	managers and	i the	eir compensat	on (see i	instructi	ons).			
		(b)	Title, and average	(0) Compensation	(d) C	ontribution	s to	10	\ Eynen	se acco	unt
	(a) Name and address		hours per week evoted to position	(11	not paid, enter -0-)		ree benefit rred compe		1 .		lowance	
SE	E ATTACHMENT	 			<u> </u>	4714 4516	rou somp	, i oci u	·			
	· · · · · · · · · · · · · · · · · · ·											
		1										
		Ī										
	Compensation of five highest-paid emplo	vees	(other than the	ose	included on li	ne 1—see	e instruc	tion	s). If no	ne.		
	enter "NONE."	•	•						,	,		
			(b) Title, and avera	200	***) Contributi					
(a) Name and address of each employee paid more than \$50	,000	hours per week		(c) Compensation	ו מנ	mployee b				se acco	
			devoted to position			pl.	ans and de compensa		¹	other a	llowance	es
NC	NE						compensa					
	***************************************			00								
												
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Form 990-PF (2011) The Sunoco Foundation		20-3459268 Page 7
Part VIII Information About Officers, Directors, Trustees, Fo	undation Managers, Highly Paid	d Employees,
and Contractors (continued)		
3 Five highest-paid independent contractors for professional services (see in	structions). 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	>	
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct chantable activities during the tax year. Include relevant sta the number of organizations and other beneficianes served, conferences convened, research paper		Expenses
1		
2		
3	7	
*		
4		
Part IX-B Summary of Program-Related Investments (see inst		
Describe the two largest program-related investments made by the foundation during the tax year of	n lines 1 and 2	Amount
1		
••••••		
2		
All other program-related investments. See instructions		*****
3		
Total. Add lines 1 through 3	>	0

Form **990-PF** (2011)

Par	Minimum Investment Return (All domestic foundations must complete this part. Foreign see instructions.)	tounda	ations,
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,		
	purposes		
а	Average monthly fair market value of securities	1a	29,747,746
b	Average of monthly cash balances	1b	483,436
С	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	30,231,182
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	30,231,182
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see		
	instructions)	4	453,468
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	29,777,714
6	Minimum investment return. Enter 5% of line 5	6	1,488,886
Par	Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here		
1	Minimum investment return from Part X, line 6	1 1	1,488,886
2a	Tax on investment income for 2011 from Part VI, line 5	j 200	
b	Income tax for 2011 (This does not include the tax from Part VI) 2b 0		
С	Add lines 2a and 2b	2c	17,696
3	Distributable amount before adjustments Subtract line 2c from line 1 .	3	1,471,190
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,471,190
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	1,471,190
Par	Qualifying Distributions (see instructions)		, ,
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
а	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,810,515
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.		
	purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
а	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,810,515
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	1,810,515
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foun	dation	.,
	qualifies for the section 4940(e) reduction of tax in those years		

Par	t)	III Undistributed Incom	ne (see instructions)				
				(a)	(b)	(c)	(d)
1		Distributable amount for 2011 fro	om Part XI	Corpus	Years prior to 2010	2010	2011
•		line 7	om raicxi,	·			1,471,190
2		Undistributed income, if any, as	of the and of 2011				1,471,190
			of the end of 2011				
a		Enter amount for 2010 only	20			0	
		Total for prior years 20,			0	<u></u>	
3		Excess distributions carryover, r	· ·				
		From 2006 .	835,409				
t		From 2007	1,838,821				
C	;	From 2008	2,115,361				
C	t	From 2009	410,899				
е		From 2010	303,159				
f		Total of lines 3a through e		5,503,649			
4		Qualifying distributions for 2011	from Part				
			<u>810,515</u>				
a	3	Applied to 2010, but not more th	nan line 2a			0	
t)	Applied to undistributed income	of prior years				
		(Election required—see instruction	ions)		0		-
C	•	Treated as distributions out of co	orpus (Election				
		required—see instructions)					
C	t	Applied to 2011 distributable am	nount				1,471,190
e	•	Remaining amount distributed o	ut of corpus	339,325			
5		Excess distributions carryover a	pplied to 2011	0			0
		(If an amount appears in columi			i		
		same amount must be shown in	' ' '				
6		Enter the net total of each col	umn as				
		indicated below:					
2		Corpus Add lines 3f, 4c, and 4e		5,842,974			
t		Prior years' undistributed incom-	e Subtract				
		line 4b from line 2b			0		
C	C	Enter the amount of prior years'	undistributed				
		income for which a notice of def	iciency has				
		been issued, or on which the se	ction 4942(a)				
		tax has been previously assess	ed				
(d	Subtract line 6c from line 6b Ta	xable				
		amount—see instructions			0		
•	Э	Undistributed income for 2010	Subtract line				
		4a from line 2a Taxable amoun	t-see				
_		instructions				0	
f		Undistributed income for 2011.					
		lines 4d and 5 from line 1. This	amount must				
_		be distributed in 2012				· · · · · · · · · · · · · · · · · · ·	0
7		Amounts treated as distributions					
		corpus to satisfy requirements in	•				
_		section 170(b)(1)(F) or 4942(g)(٠,,				
8		Excess distributions carryover for		9			
_		not applied on line 5 or line 7 (s	· ·	835,409			
9		Excess distributions carryove					
		Subtract lines 7 and 8 from line	6a	5,007,565			
10		Analysis of line 9					
â		Excess from 2007	1,838,821				,
i	b	Excess from 2008	2,115,361				
•		Excess from 2009	410,899				
		Excess from 2010	303,159				
•	е	Excess from 2011	339,325			i	

_	1 990-PF (2011) The Sunoco Foundation				20-3459	
Pai	t XIV Private Operating Foundations (s	see instructions a	and Part VII-A, g	uestion 9)		N/A
1 a	If the foundation has received a ruling or determination, and the ruling is effective for 2011, ent			•		
b	Check box to indicate whether the foundation is a	private operating fou	indation described in	n section	4942(J)(3) or	4942(J)(5)
2 a	Enter the lesser of the adjusted net	Tax year		Prior 3 years		
	income from Part I or the minimum	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
	investment return from Part X for each year listed	0	(4) 2-11	(1) -111	(17 - 11 - 1	0
h	85% of line 2a	0	0	0	0	0
	Qualifying distributions from Part XII,					
·	line 4 for each year listed	o	I	1	\ \ \ \	0
d	Amounts included in line 2c not used directly	-				
_	for active conduct of exempt activities					0
е	Qualifying distributions made directly					<u>~</u>
	for active conduct of exempt activities					
	Subtract line 2d from line 2c	ol	0	0	0	0
3	Complete 3a, b, or c for the		·			
2	alternative test relied upon "Assets" alternative test—enter					
<u> </u>	(1) Value of all assets					0
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
h	"Endowment" alternative test—enter 2/3			··		
	of minimum investment return shown in			l .		
	Part X, line 6 for each year listed	0				0
C	"Support" alternative test—enter]		
	(1) Total support other than gross	l				
	investment income (interest, dividends, rents, payments					
	on securities loans (section					
	512(a)(5)), or royalties)					0
	(2) Support from general public and 5 or more exempt					
	organizations as provided in				1	
	section 4942(j)(3)(B)(III)			_		0
	(3) Largest amount of support					
	from an exempt organization					0
	(4) Gross investment income			<u> </u>		0
Pa	rt XV Supplementary Information (Co	•	-	ndation had \$5,	000 or more in	
	assets at any time during the ye	ar—see instruc	tions.)			
1	Information Regarding Foundation Manag	jers:				
а	List any managers of the foundation who have co				the foundation	
	before the close of any tax year (but only if they have	ave contributed more	tnan \$5,000) (See	e section 507(d)(2))		
NO.		/	15		- 4	
	 List any managers of the foundation who own 10% ownership of a partnership or other entity) of whice 				ortion of the	
NO	•	ir the loandation has	a 10% of greater if	iterest		
2	NE Information Regarding Contribution, Grar	at Gift Loan Sch	olarchin etc. P	rograme:		
_	Check here fithe foundation only makes		• •	-	nos not accent	
	unsolicited requests for funds. If the foundation makes	•		•	•	
	other conditions, complete items 2a, b, c, and d		,			
a	The name, address, and telephone number of the	person to whom app	plications should be	addressed		
	w fsrequests com/sunoco		 			
k	The form in which applications should be submitted	ed and information ar	nd materials they sh	nould include		
6~	o Luno 2a					
	e Line 2a : Any submission deadlines					
•	,, commoner accumine					
Se	e Line 2a					
	Any restrictions or limitations on awards, such as	by geographical area	as, charitable fields,	kınds of institutions,	or other	
	factors					
Se	e Line 2a					

Part XV Supplementary Information (continued)

3	Grants and Co	ntributions P	Paid During t	he Year or A	pproved for F	uture Payment

	If recipient is an individual,		Payment	
Recipient	show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
a Paid during the year ACADEMY OF NATURAL SCIENCES 1900 BENJAMIN FRANKLIN PKWY	N/A	509(a)(2)	Women In Natural Sciences Project	20,000
PHILADELPHIA PA 19103 AMERICAN HEART ASSOC-GO RED FOR WOMEN 1617 JFK BLVD PHILADELPHIA PA 19103	N/A	509(a)(1)	Community Wellness Project	15,000
AMERICAN RED CROSS, SO EASTERN PA CHAP 2221 CHESTNUT ST PHILADELPHIA PA 19103	N/A	509(a)(1)	Red Cross So Eastern PA & PA-NJ Blood Region Fuel Grant	100,000
AMERICAN RED CROSS, SO EASTERN PA CHAP 2221 CHESTNUT ST PHILADELPHIA PA 19103	N/A	509(a)(1)	Red Cross Berks County Chapter Fuel Grant Project	10,000
ARTHRITIS FOUNDATION INC 122 E 42ND ST FL 18 NEW YORK NY 10168	N/A	509(a)(1)	General & Unrestricted	8,000
BERKS WOMEN IN CRISIS 50 N 4TH ST STE 101 READING PA 19601	N/A	509(a)(1)	General & Unrestricted	100
BOYS & GIRLS CLUBS OF PHILADELPHIA INC 1518 WALNUT ST PHILADELPHIA PA 19102	N/A	509(a)(2)	General & Unrestricted	4,000
BOYS & GIRLS CLUBS OF PHILADELPHIA INC 1518 WALNUT ST PHILADELPHIA PA 19102	N/A	509(a)(2)	Wilson Park Boys & Gırls Club Technology Request Program	7,500
BOYS & GIRLS CLUBS OF PHILADELPHIA INC 1518 WALNUT ST PHILADELPHIA PA 19102	N/A	509(a)(2)	Wilson Park Mentoring & Career Launch Workforce Development	25,000
BRYN MAWR COLLEGE 101 N MERION AVE	N/A	509(a)(1)	General & Unrestricted	7,576
BRYN MAWR PA 19010 BURN FOUNDATION 1520 LOCUST ST STE 401 PHILADELPHIA PA 19102	N/A	509(a)(1)	Fire and Burn Prevention Education Project	10,000
Total See Attached Statement			▶ 3a	1,803,015
b Approved for future payment SALVATION ARMY OF EASTERN PA 701 BROAD ST	N/A	509(a)(1)	Kroc Center, Sunoco Learning Center	200,000
PHILADELPHIA PA 19123 KIMMEL CENTER INC S BROAD ST 9TH FL PHILADELPHIA PA 19102	N/A	509(a)(1)	Endowment Fund	200,000
Total			▶ 3b	400,000

For	rm 990-PF (2011) The Sunoco Foundation	20-3459268	Page 1
Pa	art XVII Information Regarding Transfers To and Transactions and R Exempt Organizations		
1	Did the organization directly or indirectly engage in any of the following with any in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 501(c)(3) organizations.	other organization described	Yes No

1	Did the organization directly or indirectly engage in any of the following with any other organization described
	in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political
	organizations?

- a Transfers from the reporting foundation to a noncharitable exempt organization of
 - (1) Cash
 - (2) Other assets
- **b** Other transactions
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations
- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

	_	
38 x 120	Yes	No
		II, i
100		10.5
40(4)	و يا المنظم	م يدادا
1a(1)		X
1a(2)	İ	Χ
Us are		
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		Х
1c		X

(a) Line n	0	(b) Amount involved	(c) Name o	f nonchantable exen	npt organization	(d) De	scription of transfers,	transactions, and sharing arrangements
	+							
	- .							
	+-							
	\perp							
						<u> </u>		
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	+							-
desc	cribed es," c	ndation directly or ii in section 501(c) o omplete the followi	of the Code (of ng schedule	ther than section	n 501(c)(3)) o	r in section	527?	∐ Yes X No
		a) Name of organization	l	(b) Ty	pe of organization	<u> </u>	(c)	Description of relationship
								
Sign Here	correct	penalties of perjury, I declare in an additional period complete. Declaration of the complete of the complete of the complete of officer or trusters.	f preparer (other than					May the IRS discuss this return with the preparer shown below (see instructions)? X Yes No
	€ığı	Print/Type preparer's n		Preparer's signature	e sille		Date	PTIN
Paid		Jeffrey D Haskell	u	Jeffrey D H			4/16/2012	Check if self-employed P01345770
Prepai			undation Soul					Firm's EIN ► 51-0398347
Use O	шу	Firm's address ► 55			324			Phone no (800) 839-1754
								5 000 PE (2014)

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Form 990-PF, Part I, Line 18 - Taxes

The Sunoco Foundation

TOTAL: 16,767 0 0 0 0 0 0 0 0 0 0 (d) (d)
Company
TOTAL: 16,767 0 0 (a)
TOTAL: 16,767 0 0 (a)
TOTAL: 16, (a) Expenses pe Books (a) (b) (c) (c) (c) (c) (c) (c) (c) (c) (c) (c
ption
1 Estimated Tax for 2011 2 Excise Tax for 2010 3 4 6 6 7 7 10
1098871

Form 990-PF, Part I, Line 23 - Other Expenses

		TOTAL:	13,297	5,797	0	7,500
1			(a)	(q)	(0)	(p)
			Expenses per	et Investment	Adjusted Net	Charitable
	Description		Books	Income	Income	Purpose
1	Administrative Fees		7,500)	0	7,500
12	2 Bank Charges		5,797	5,797	0	0
3						
4					-	
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Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

Description Shares End of Year			TOTAL:	31,602,207	28,282,120
Shares End of 610,356 (624,796 (14,081 234,610 (Book Value	FMV
610,356 624,796 114,081 234,610		Description	Shares	End of Year	End of Year
624,796 114,081 234,610	-	VANGUARD DEVELOPED MARKETS INDEX FUND INSTL (VIDMX)	610,356	7,881,957	5,139,201
234,610	7	VANGUARD TOTAL BOND MARKET INDEX FUND INSTL (VBTIX)	624,796	698'898'9	6,872,754
234,610	က	VANGUARD TOTAL STOCK MARKET INDEX FUND INSTL (VITSX)	114,081	3,949,610	3,570,739
5 6 6 8 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9	4	VANGUARD WELLINGTON ADMIRAL FUND (VWENX)	234,610	13,401,771	12,699,426
2	2				
8 9 9	9				
9 9 10	7				
9	8				
10	6				
	10				

The Sunoco Foundation

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

						<u></u>	TOTAL:	0	0	0
	Name	Street	Cıty	State	Zıp Code	Title	Avg Hrs	Comp	Benefits	Expense Acct
 	1 Anne-Marie Ainsworth	1735 Market Street Suite LL	Philadelphia	PA	19103	Director	-	0	0	0
8	2 Cynthia A Archer	1735 Market Street Suite LL	Philadelphia	PA	19103	Director	1	0	0	0
3		1735 Market Street Suite LL	Philadelphia	PA	19103	President / Director	20	0	0	0
4	John J DiRocco Jr	1735 Market Street Surte LL	Philadelphia	PA	19103	Secretary	1	0	0	0
5	Daniel J Platt	1735 Market Street Suite LL	Philadelphia	Ą	19103	Assistant Treasurer	-	0	0	0
ဖ	6 Kathleen Shea-Ballay	1735 Market Street Surte LL	Philadelphia	P _A	19103	Director	-	0	0	0
		1735 Market Street Suite LL	Philadelphia	PA	19103	Director / Treasurer	1	0	0	Ō
8	David C Webster	1735 Market Street Surte LL	Philadelphia	PA	19103	Director	1	0	0	0
6	Dennis Zeleny	1735 Market Street Surte LL	Philadelphia	PA	19103	Chairman	1	0	0	0
10										

The Sunoco Foundation Form 990-PF, Part XV, Line	3a - Grants and	l Con	tributions Pa	20-345 aid During the	
Recipient(s) paid during the year					
Name WILLIAM MARSH RICE UNIVERSITY					
Street					
PO BOX 1892 City	-	State	Zip Code	Foreign Coun	·
HOUSTON		TX	77251	Foreign Coun	try
Relationship	Foundation Status				·
N/A Purpose of grant/contribution	509(a)(1)				Amount
Rice Annual Fund for Student Life & Lea	arning				10,000
Name					
					<u> </u>
Street					
City		State	Zip Code	Foreign Coun	try
Deletionalia	IF		<u> </u>		
Relationship	Foundation Status				
Purpose of grant/contribution	•				Amount
					0
Name					
Street					
			<u></u>		
City		State	Zip Code	Foreign Coun	try
Relationship	Foundation Status		<u> </u>		
Purpose of grant/contribution					Amount
Purpose of grant/contribution					Amount
Purpose of grant/contribution Name	en til man suggint de kristiske skipe til på kristiske sam fre i skipe skipe skipe skipe skipe skipe skipe ski	nespe an	and the state of t		1
Name		narakanan di Sanakana			1
	HUMBER AND STREET				1
Name		State	Zip Code	Foreign Coun	0
Name Street City	Equiposition Status	State	Zip Code	Foreign Coun	0
Name Street	Foundation Status	State	Zip Code	Foreign Coun	0
Name Street City	Foundation Status	State	Zip Code	Foreign Coun	try
Name Street City Relationship Purpose of grant/contribution	Foundation Status				try
Name Street City Relationship Purpose of grant/contribution					try
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