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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

OMB No 1545-0052

2011

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

, and ending

Name of foundation INDEPENDENCE FOUNDATION		A Employer identification number 23-1352110
Number and street (or P O box number if mail is not delivered to street address) 200 SOUTH BROAD STREET	Room/suite 1101	B Telephone number (215) 985-4009
City or town, state, and ZIP code PHILADELPHIA, PA 19102		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 63,124,048.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		623.	623.		STATEMENT 1
4 Dividends and interest from securities		1,424,037.	1,421,620.		STATEMENT 2
5a Gross rents		<51,288.>	<12,573.>		STATEMENT 3
b Net rental income or (loss)		<51,288.>			
6a Net gain or (loss) from sale of assets not on line 10		5,887.			
b Gross sales price for all assets on line 6a		14,632,140.			
7 Capital gain net income (from Part IV, line 2)			5,887.		
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		66,888.	4,442.		STATEMENT 4
12 Total. Add lines 1 through 11		1,446,147.	1,419,999.		
13 Compensation of officers, directors, trustees, etc		380,880.	148,276.		232,604.
14 Other employee salaries and wages		474,004.	35,882.		438,122.
15 Pension plans, employee benefits		332,382.	63,275.		269,107.
16a Legal fees					
b Accounting fees STMT 5		53,485.	48,137.		5,348.
c Other professional fees STMT 6		93,944.	88,944.		5,000.
17 Interest					
18 Taxes STMT 7		<87,535.>	0.		0.
19 Depreciation and depletion		34,972.	8,865.		
20 Occupancy		188,144.	47,694.		140,450.
21 Travel, conferences, and meetings		30,091.	3,009.		27,082.
22 Printing and publications		3,709.	927.		2,782.
23 Other expenses STMT 8		167,777.	29,426.		133,008.
24 Total operating and administrative expenses. Add lines 13 through 23		1,671,853.	474,435.		1,253,503.
25 Contributions, gifts, grants paid		3,529,045.			3,529,045.
26 Total expenses and disbursements. Add lines 24 and 25		5,200,898.	474,435.		4,782,548.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		<3,754,751.>			
b Net investment income (if negative, enter -0-)			945,564.		
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	500.	500.	500.
	2 Savings and temporary cash investments	70,726.	72,968.	72,968.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶	50,000.		
	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 11	46,324,031.	37,997,941.	37,997,941.
	c Investments - corporate bonds STMT 12	20,204,662.	19,550,920.	19,550,920.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 13	3,441,811.	4,495,200.	4,495,200.	
14 Land, buildings, and equipment basis ▶ 1,269,955.				
Less accumulated depreciation STMT 14 ▶ 1,153,786.	46,095.	116,169.	116,169.	
15 Other assets (describe ▶ ARTWORK)	271,693.	271,693.	890,350.	
16 Total assets (to be completed by all filers)	70,409,518.	62,505,391.	63,124,048.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ X and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	70,409,518.	62,505,391.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	70,409,518.	62,505,391.	
31 Total liabilities and net assets/fund balances	70,409,518.	62,505,391.		

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	70,409,518.
2 Enter amount from Part I, line 27a	2	<3,754,751.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	2,356.
4 Add lines 1, 2, and 3	4	66,657,123.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	4,151,732.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	62,505,391.

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				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 14,632,140.		14,626,253.	5,887.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a				
b				
c				
d				
e			5,887.	
2 Capital gain net income or (net capital loss)		2		5,887.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3		N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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))
2010	4,878,578.	66,425,213.	.073445
2009	5,230,910.	61,377,269.	.085226
2008	6,303,929.	83,145,253.	.075818
2007	7,109,932.	105,537,397.	.067369
2006	6,908,343.	99,766,165.	.069245

2 Total of line 1, column (d)	2	.371103
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.074221
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	67,653,116.
5 Multiply line 4 by line 3	5	5,021,282.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,456.
7 Add lines 5 and 6	7	5,030,738.
8 Enter qualifying distributions from Part XII, line 4	8	4,782,548.

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	18,911.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check 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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	18,911.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	18,911.
5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	45,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	45,000.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	26,089.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 18,920. Refunded ☐	11	7,169.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
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 ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	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?	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), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DE, PA, AL, FL, MD, MI, CA, CT, GA, SC, CO, IL, LA, MO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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)? If "Yes," 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

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 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? Website address ► <u>WWW.INDEPENDENCEFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>INDEPENDENCE FOUNDATION</u> Telephone no ► <u>(215) 985-4009</u> Located at ► <u>200 SOUTH BROAD STREET, SUITE 1101, PHILADELPHIA, PA 19102</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 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? See 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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
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? If "Yes," list the years ►	☐ Yes ☒ 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.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No	
b If "Yes," did it have excess business holdings in 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	X
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)?

☐ 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)?

5b

X

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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
SEE STATEMENT 15		380,880.	70,250.	14,048.

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
EUNICE S. KING - 200 SOUTH BROAD STREET, PHILADELPHIA, PA 19102	SPECIAL PROJECTS OFFICER 28.00	115,974.	41,811.	5,500.
JENNIFER BOHNENBERGER - 200 SOUTH BROAD STREET, PHILADELPHIA, PA 19102	PROGRAM OFFICER 40.00	97,066.	50,857.	7,348.
SUSAN HECKROTTE - 200 SOUTH BROAD STREET, PHILADELPHIA, PA 19102	PROGRAM OFFICER 40.00	96,620.	44,504.	6,880.
KATHERINE QUIGLEY - 200 SOUTH BROAD STREET, PHILADELPHIA, PA 19102	ACCOUNTS MANAGER 40.00	79,039.	26,381.	6,280.
NANCY PADLO - 200 SOUTH BROAD STREET, PHILADELPHIA, PA 19102	ASSISTANT TO THE PRESIDENT 40.00	77,691.	17,080.	4,000.
Total number of other employees paid over \$50,000				0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MICHAEL SHANNON DESIGNS 1314 SANSOM STREET, PHILADELPHIA, PA 19107	INTERIOR DESIGN SERVICES	159,002.
CATERING BY DESIGNS 18 W HORTTER STREET, PHILADELPHIA, PA 19119	CATERING	66,239.
PARENTEBEARD, LLC - 221 W PHILADELPHIA STREET, STE 200, YORK, PA 17401-2993	AUDITING/ACCOUNTING SERVICES	53,485.

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

0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

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

Form 990-PF (2011)

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	1a	67,606,601.
b	Average of monthly cash balances	1b	70,246.
c	Fair market value of all other assets	1c	1,006,519.
d	Total (add lines 1a, b, and c)	1d	68,683,366.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	68,683,366.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,030,250.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	67,653,116.
6	Minimum investment return. Enter 5% of line 5	6	3,382,656.

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	3,382,656.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	18,911.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18,911.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,363,745.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,363,745.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,363,745.

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	1a	4,782,548.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,782,548.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,782,548.

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				3,363,745.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	2,023,080.			
b From 2007	2,038,709.			
c From 2008	2,167,038.			
d From 2009	2,188,287.			
e From 2010	1,596,095.			
f Total of lines 3a through e	10,013,209.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 4,782,548.				
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				3,363,745.
e Remaining amount distributed out of corpus	1,418,803.			
5 Excess distributions carryover applied to 2011 (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	11,432,012.			
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 instr			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)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	2,023,080.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	9,408,932.			
10 Analysis of line 9				
a Excess from 2007	2,038,709.			
b Excess from 2008	2,167,038.			
c Excess from 2009	2,188,287.			
d Excess from 2010	1,596,095.			
e Excess from 2011	1,418,803.			

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	Prior 3 years			(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 foundation 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))

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

SEE STATEMENT 16

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
a Paid during the year				
SEE STATEMENT 18				3,396,634.
SEE STATEMENT 19				112,403.
WASHINGTON CROSSING FOUNDATION, EUGENE C. FISH, ESQ. MEMORIAL FUND P.O. BOX 503 LEVITTOWN, PA 19058-0503		501(C)(3)	FOR GENERAL SUPPORT	20,000.
PASS THROUGH FROM LUBERT-ADLER REAL ESTATE FUND VI, LP 2929 ARCH STREET, STE 1650 PHILADELPHIA, PA 19104-2868		501(C)(3)	FOR GENERAL SUPPORT	5.
PASS THROUGH FROM LBC CREDIT PARTNERS PARALLEL II, LP 2929 ARCH STREET, STE 1650 PHILADELPHIA, PA 19104-2868		501(C)(3)	FOR GENERAL SUPPORT	3.
Total			3a	3,529,045.
b Approved for future payment				
SEE STATEMENT 20				2,763,690.
Total			3b	2,763,690.

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	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	623.	
4 Dividends and interest from securities	900000	2,417.	14	1,421,620.	
5 Net rental income or (loss) from real estate					
a Debt-financed property	900099	<38,715.>			
b Not debt-financed property			16	<12,573.>	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	900000	51,677.	18	<45,790.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a SEE STATEMENT 17		61,231.		5,657.	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		76,610.		1,369,537.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,446,147.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

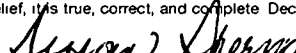
Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge					May the IRS discuss this return with the preparer shown below (see instr) ? ☒ Yes ☐ No	
	 Signature of officer or trustee		11-5-12 Date		PRESIDENT/CEO Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN
	DOUGLAS L BERMAN		DOUGLAS L BERMAN		10/31/12		P01269555
	Firm's name ▶ REINSEL KUNTZ LESHER LLP					Firm's EIN ▶ 23-2108173	
	Firm's address ▶ 3501 CONCORD ROAD, STE 250 PO BOX 2143 YORK, PA 17402					Phone no (717) 843-3804	

FORM 990-PF · INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
WACHOVIA	623.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	623.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
LBC CREDIT PARTNERS PARALLEL II, LP	288.	0.	288.
LUBERT-ADLER REAL ESTATE FUND VI, LP	45,753.	0.	45,753.
LUBERT-ADLER REAL ESTATE FUND VI, LP	2,904.	0.	2,904.
LUBERT-ADLER REAL ESTATE FUND VI, LP	1,173.	0.	1,173.
LUBERT-ADLER REAL ESTATE FUND VI-A, LP	10,045.	0.	10,045.
LUBERT-ADLER REAL ESTATE FUND VI-A, LP	1,242.	0.	1,242.
PATRIOT FINANCIAL PARTNERS, LP	2,253.	0.	2,253.
PATRIOT FINANCIAL PARTNERS, LP	2.	0.	2.
THIRD AVENUE INTERNATIONAL VALUE FUND	119,984.	0.	119,984.
THIRD AVENUE VALUE FUND	185,101.	0.	185,101.
VANGUARD CAPITAL VALUE FUND	16,978.	0.	16,978.
VANGUARD EMERGING MARKETS STOCK INDEX FUND	17,798.	0.	17,798.
VANGUARD GNMA FUND	284,416.	0.	284,416.
VANGUARD INTERMEDIATE TERM INVESTMENT #571	357,003.	0.	357,003.
VANGUARD LARGE CAP INDEX FUND	72,361.	0.	72,361.
VANGUARD PRIME MONEY MARKET	1.	0.	1.
VANGUARD PRIMECAP CORE FUND #1220	119,585.	0.	119,585.
VANGUARD SHORT-TERM INVESTMENT #539	95,699.	0.	95,699.
VANUGUARD - GROWTH INDEX FUND	91,451.	0.	91,451.
TOTAL TO FM 990-PF, PART I, LN 4	1,424,037.	0.	1,424,037.

FORM 990-PF	RENTAL INCOME	STATEMENT	3
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
PASS THROUGH FROM LUBERT-ADLER REAL ESTATE VI K-1	1	<12,046.>
PASS THROUGH FROM LUBERT-ADLER REAL ESTATE VI K-1	2	<32,570.>
PASS THROUGH FROM LUBERT-ADLER REAL ESTATE VI-A K-1	4	<6,145.>
PASS THROUGH FROM LUBERT-ADLER REAL ESTATE VI-A K-1	5	<527.>
TOTAL TO FORM 990-PF, PART I, LINE 5A		<51,288.>

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PASS THROUGH FROM LUBERT-ADLER REAL ESTATE FUND, VI LP	<24,700.>	0.	
PASS THROUGH FROM LBC CREDIT PARTNERS PARALLEL LL, LP	91,408.	4,442.	
PASS THROUGH FROM LUBERT-ADLER REAL ESTATE FUND, VI-A LP	<1,035.>	0.	
MISC. REVENUE	1,215.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	66,888.	4,442.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	53,485.	48,137.		5,348.
TO FORM 990-PF, PG 1, LN 16B	53,485.	48,137.		5,348.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	93,944.	88,944.		5,000.
TO FORM 990-PF, PG 1, LN 16C	93,944.	88,944.		5,000.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX EXPENSE	<87,535.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	<87,535.>	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE	3,696.	739.		2,957.
OFFICE SUPPLIES	12,775.	2,555.		10,220.
REPAIRS AND MAINTENANCE	32,560.	8,254.		24,306.
OTHER OFFICE EXPENSES	21,426.	5,431.		15,995.
DUES & SUBSCRIPTIONS	14,523.	2,905.		11,618.
GRANT EXPENSE	49,929.	0.		49,929.
NONDEDUCTIBLE SPONSORSHIPS	5,343.	0.		0.
TRAINING	2,900.	725.		2,175.
INSURANCE	7,146.	3,573.		3,573.
TELEPHONE	17,479.	5,244.		12,235.
TO FORM 990-PF, PG 1, LN 23	167,777.	29,426.		133,008.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
PATRIOT FINANCIAL PARTNERS, L.P. TAX/BOOK DIFFERENCES	2,356.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,356.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
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DESCRIPTION	AMOUNT
LUBERT-ADLER REAL ESTATE FUND VI, LP TAX/BOOK DIFFERENCES	31,412.
LBC CREDIT PARTNERS PARALLEL II, LP TAX/BOOK DIFFERENCES	49,750.
CURRENT YEAR UNREALIZED GAINS/LOSSES ON INVESTMENTS	4,066,671.
LUBERT-ADLER REAL ESTATE FUND VI-A, LP TAX/BOOK DIFFERENCES	3,899.
TOTAL TO FORM 990-PF, PART III, LINE 5	4,151,732.

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - EQUITIES	37,997,941.	37,997,941.
TOTAL TO FORM 990-PF, PART II, LINE 10B	37,997,941.	37,997,941.

FORM 990-PF	CORPORATE BONDS	STATEMENT	12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - BONDS	19,550,920.	19,550,920.
TOTAL TO FORM 990-PF, PART II, LINE 10C	19,550,920.	19,550,920.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS	FMV	4,495,200.	4,495,200.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,495,200.	4,495,200.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 14
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVEMENTS	863,433.	849,020.	14,413.
FURNITURE AND EQUIPMENT	347,438.	249,752.	97,686.
COMPUTER EQUIPMENT	59,084.	55,014.	4,070.
TOTAL TO FM 990-PF, PART II, LN 14	1,269,955.	1,153,786.	116,169.

FORM 990-PF · PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 15
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HON. PHYLLIS W. BECK INDEPENDENCE FOUNDATION, 200 S BROAD STREET, SUITE 1101 PHILADELPHIA, PA 19102	BOARD CHAIRPERSON 16.00	103,000.	23,333.	7,768.
SUSAN E. SHERMAN INDEPENDENCE FOUNDATION, 200 S BROAD STREET, SUITE 1101 PHILADELPHIA, PA 19102	PRESIDENT, CEO 40.00	277,880.	46,917.	6,280.
PEDRO A. RAMOS, ESQUIRE INDEPENDENCE FOUNDATION, 200 S BROAD STREET, SUITE 1101 PHILADELPHIA, PA 19102	VICE PRESIDENT 1.00	0.	0.	0.
ANDRE L. DENNIS, ESQUIRE INDEPENDENCE FOUNDATION, 200 S BROAD STREET, SUITE 1101 PHILADELPHIA, PA 19102	VICE PRESIDENT 1.00	0.	0.	0.
BARTON M. SILVERMAN INDEPENDENCE FOUNDATION, 200 S BROAD STREET, SUITE 1101 PHILADELPHIA, PA 19102	VICE PRESIDENT 1.00	0.	0.	0.
ANDREA MENGEL, PHD, RN INDEPENDENCE FOUNDATION, 200 S BROAD STREET, SUITE 1101 PHILADELPHIA, PA 19102	SECRETARY 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		380,880.	70,250.	14,048.

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of exempt organization or other filer, see instructions	Enter filer's identifying number, see instructions
File by the due date for filing your return See instructions	INDEPENDENCE FOUNDATION	☒ 23-1352110
	Number, street, and room or suite no. If a P.O. box, see instructions 200 SOUTH BROAD STREET, NO. 1101	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PHILADELPHIA, PA 19102	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

INDEPENDENCE FOUNDATION - 200 SOUTH BROAD STREET, SUITE

- The books are in the care of **1101 - PHILADELPHIA, PA 19102**

Telephone No. **(215) 985-4009**

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012**

5 For calendar year **2011**, or other tax year beginning ☐ , and ending ☐

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER NECESSARY INFORMATION TO COMPLETE THE RETURN

8a 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	8a	\$	18,810.
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 and any amount paid previously with Form 8868	8b	\$	45,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐

Title ☐

Date ☐

Form 8868 (Rev 1-2012)

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	SALE OF PUBLICLY TRADED SECURITIES	P		
b	PASS THROUGH FROM PATRIOT FINANCIAL	P		
c	PASS THROUGH FROM LUBERT-ADLER REAL ESTATE FUND V	P		
d	PASS THROUGH FROM LUBERT-ADLER REAL ESTATE FUND V	P		
e	PASS THROUGH FROM LUBERT-ADLER REAL ESTATE FUND V	P		
f	PASS THROUGH FROM LUBERT-ADLER REAL ESTATE FUND V	P		
g	PASS THROUGH FROM LUBERT-ADLER REAL ESTATE FUND V	P		
h	PASS THROUGH FROM LUBERT-ADLER REAL ESTATE FUND V	P		
i	PASS THROUGH FROM LUBERT-ADLER REAL ESTATE FUND V	P		
j	PASS THROUGH FROM LUBERT-ADLER REAL ESTATE FUND V	P		
k	PASS THROUGH FROM LUBERT-ADLER REAL ESTATE FUND V	P		
l	PASS THROUGH FROM LUBERT-ADLER REAL ESTATE FUND V	P		
m	PASS THROUGH FROM LUBERT-ADLER REAL ESTATE FUND V	P		
n	PASS THROUGH FROM LBC CREDIT PARTERS PARALLEL II,	P		
o	PASS THROUGH FROM LBC CREDIT PARTERS PARALLEL II,	P		

(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 14,569,938.		14,618,959.	<49,021.>
b 3,204.			3,204.
c 4,602.			4,602.
d 6,513.			6,513.
e		723.	<723.>
f 814.			814.
g		5,883.	<5,883.>
h 39,694.			39,694.
i 288.			288.
j		371.	<371.>
k 117.			117.
l 2,133.			2,133.
m 4,837.			4,837.
n		19.	<19.>
o		298.	<298.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis 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			<49,021.>
b			3,204.
c			4,602.
d			6,513.
e			<723.>
f			814.
g			<5,883.>
h			39,694.
i			288.
j			<371.>
k			117.
l			2,133.
m			4,837.
n			<19.>
o			<298.>

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	5,887.
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

FORM 990-PF . GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 16

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SUSAN E SHERMAN, PRESIDENT, INDEPENDENCE FOUNDATION
200 SOUTH BROAD STREET, SUITE 1101
PHILADELPHIA, PA 19102

TELEPHONE NUMBER

(215) 985-4009

FORM AND CONTENT OF APPLICATIONS

INDEPENDENCE FOUNDATION DOES NOT ACCEPT UNSOLICITED PROPOSALS. EACH YEAR THE FOUNDATION SENDS OUT REQUEST FOR PROPOSALS (RFP) UNDER THE FOLLOWING CATEGORIES: CULTURE AND THE ARTS, HEALTH AND HUMAN SERVICES, PUBLIC INTEREST LEGAL AID, NURSE MANAGED HEALTH CARE INITIATIVE, PUBLIC INTEREST LAW FELLOWSHIP PROGRAM, AND FELLOWSHIPS IN THE ARTS PROGRAM. ORGANIZATIONS NOT PREVIOUSLY FUNDED BY THE FOUNDATION ARE ENCOURAGED TO SEND A TWO PAGE LETTER OF INQUIRY INCLUDING ORGANIZATIONAL BACKGROUND INFORMATION, AMOUNT BEING REQUESTED AND DESCRIPTION OF THE PROGRAM/SERVICES FOR WHICH THE FUNDS WILL BE USED. PLEASE NOTE THAT THE FOUNDATION'S FUNDING AREA IS RESTRICTED TO PHILADELPHIA AND ITS SURROUNDING PENNSYLVANIA COUNTIES: BUCKS, CHESTER, DELAWARE AND MONTGOMERY.

ANY SUBMISSION DEADLINES

THE FOUNDATION ESTABLISHES A GRANT CYCLE ON A YEARLY BASIS AND ALL DECISIONS ARE MADE IN CYCLE.

RESTRICTIONS AND LIMITATIONS ON AWARDS

LETTERS OF INQUIRY WILL BE REVIEWED FOR CONSISTENCY WITH CURRENT FUNDING PRIORITIES. SHOULD THE APPLICATION, AFTER REVIEW BY THE BOARD OF DIRECTORS, PROVE TO BE WITHIN THE SCOPE OF THE FOUNDATION'S INTERESTS, THE APPLICANT WILL BE ADVISED AND THE NECESSARY INTERVIEWS MAY BE ARRANGED PRIOR TO A FINAL DETERMINATION BY THE BOARD OF DIRECTORS.

FORM 990-PF

OTHER REVENUE

STATEMENT 17

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
PASS THROUGH FROM LUBERT-ADLER REAL ESTATE FUND, VI LP	900099	<24,700.>			
PASS THROUGH FROM LBC CREDIT PARTNERS PARALLEL LL, LP	900099	86,966.	01	4,442.	
PASS THROUGH FROM LUBERT-ADLER REAL ESTATE FUND, VI-A LP	900099	<1,035.>			
MISC. REVENUE	900099			1,215.	
TOTAL TO FORM 990-PF, PG 12, LN 11		61,231.		5,657.	

Recipient and/or Purpose:	Balance from Previous Year	Appropriated during 2011	Paid during 2011	Unpaid Balance Carried Forward
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Fellowships in the Arts

The Independence Foundation Fellowships in the Arts are designed to provide local individual artists with the opportunity to further their training and take the next key step in their professional development. Designated as nominating organizations, Cultural & Arts grantees of the Foundation nominated eligible artists. Peer panels, comprised of local professional artists and arts administrators, reviewed the applications and made recommendations to the board of directors for final decisions. Fellowships are awarded in two annual funding cycles, one in Performing Arts and one in Visual Arts.

Anula Shetty

Philadelphia, PA
Visual Arts Fellowship

10,000 10,000

Diane Pieri

Philadelphia, PA
Visual Arts Fellowship

9,985 9,985

Hiroe Hanazono

Philadelphia, PA
Visual Arts Fellowship

10,000 10,000

James Ijames

Philadelphia, PA
Performing Arts Fellowship

10,000 10,000

James Johnson

Philadelphia, PA
Visual Arts Fellowship

10,000 10,000

James Sugg

Philadelphia, PA
Performing Arts Fellowship

7,000 7,000

Megan Mazarick

Philadelphia, PA
Performing Arts Fellowship

10,000 10,000

Noah Addis

Philadelphia, PA
Visual Arts Fellowship

8,545 8,545

Paul Santoleri

Philadelphia, PA
Visual Arts Fellowship

10,000 10,000

Quinn Bauriedel

Philadelphia, PA
Performing Arts Fellowship

10,000 10,000

Rosemarie McKelvey

Recipient and/or Purpose:	Balance from Previous Year	Appropriated during 2011	Paid during 2011	Unpaid Balance Carried Forward
Folsom, PA Performing Arts Fellowship		6,500	6,500	
Thomas Whitman Philadelphia, PA Performing Arts Fellowship		9,250	9,250	
Total Fellowships in the Arts Grants		111,280	111,280	

CULTURE & THE ARTS

Philadelphia and its surrounding Pennsylvania counties include a rich variety of culture and arts groups. We are interested in supporting organizations that encourage opportunities for the diverse communities. Further we believe strategic investments over time are essential to the economy and cultural vibrancy. One specific area of interest is theatre others are larger cultural institutions and organizations that support art and artists.

11th Hour Theatre Company

Philadelphia, PA Challenge Grant/2 years	6,000		6,000
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1812 Productions Inc

Philadelphia, PA General Support/2 years	75,000	25,000	50,000
General Support/2 years:	20,000	10,000	10,000

Academy of Vocal Arts

Philadelphia, PA General Support/2 years	20,000	10,000	10,000
General Support	2,000	2,000	

Act II Playhouse

Ambler, PA General Support/2 years	5,000	5,000	
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Arden Theatre Company

Philadelphia, PA Challenge Grant/4 years	100,000		100,000
Project Support/3 years	150,000	50,000	100,000
General Support/2 years	30,000	15,000	15,000
General Support	13,000	13,000	

Art Sanctuary

Philadelphia, PA General Support/2 years	10,000	10,000	
General Support	15,000	15,000	

Art-Reach

Philadelphia, PA General Support/2 years	10,000	10,000	
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Recipient and/or Purpose:	Balance from Previous Year	Appropriated during 2011	Paid during 2011	Unpaid Balance Carried Forward
General Support		1,000	1,000	
Azuka Theatre				
Philadelphia, PA				
General Support/2 years		10,000	5,000	5,000
Bartram's Gardens/John Bartram Association				
Philadelphia, PA				
General Support/2 years	7,500		7,500	
Bristol Riverside Theater Company Inc.				
Bristol, PA				
General Support/2 years		20,000	10,000	10,000
Bryn Mawr Film Institute				
Bryn Mawr, PA				
Project Grant		10,000	10,000	
Center for Emerging Visual Artists (The)				
Philadelphia, PA				
General Support/2 years	7,500		7,500	
Chester Children's Chorus				
Swarthmore, PA				
General Support/2 years		10,000	5,000	5,000
The Clay Studio				
Philadelphia, PA				
General Support/2 years		10,000	5,000	5,000
Coalition Ingenu				
Philadelphia, PA				
General Support		3,000	3,000	
Conservation Center for Art & Historic Artfacts				
Philadelphia, PA				
General Support/2 years	7,500		7,500	
Enchantment Theatre Company				
Glenside, PA				
General Support/2 years	10,000		10,000	
Challenge Grant	10,000		10,000	
General Support		12,000	12,000	
Challenge Grant		15,000		15,000
General Support		15,000	15,000	
General Support		2,000	2,000	
Free Library of Philadelphia (The)				
Philadelphia, PA				
Project Support/3 years	5,000		5,000	
Project Support/2 years		10,000	5,000	5,000

Recipient and/or Purpose:	Balance from Previous Year	Appropriated during 2011	Paid during 2011	Unpaid Balance Carried Forward
Friends of the Free Library of Philadelphia Philadelphia, PA Project Support/2 years		6,000	3,000	3,000
Greater Philadelphia Cultural Alliance Philadelphia, PA General Support/2 years		40,000	20,000	20,000
Inis Nua Theatre Company Philadelphia, PA General Support/2 years		10,000	5,000	5,000
InterAct Theatre Company Philadelphia, PA General Support/2 years		10,000	5,000	5,000
Lantern Theater Company Philadelphia, PA General Support/2 years	10,000		10,000	
Library Company of Philadelphia (The) Philadelphia, PA Project Support/2 years	5,000		5,000	
Mann Center for the Performing Arts/Frederick R. Mann Music Center Philadelphia, PA Capital Grant/5 years General Support/2 years	150,000 25,000		50,000 25,000	100,000
National Museum of American Jewish History Philadelphia, PA General Support/2 years		10,000	5,000	5,000
Network for New Music Philadelphia, PA General Support/2 years		10,000	5,000	5,000
New Paradise Laboratories Philadelphia, PA Project Grant/3 years General Support Challenge Grant	50,000	5,000 5,000	25,000 5,000	25,000 5,000
Nonprofit Finance Fund Philadelphia, PA General Support/2 years		20,000	10,000	10,000
Opera Company of Philadelphia Philadelphia, PA General Support/2 years	70,000		70,000	

Recipient and/or Purpose:	Balance from Previous Year	Appropriated during 2011	Paid during 2011	Unpaid Balance Carried Forward
Pennsylvania Ballet Assoc				
Philadelphia, PA				
General Support/2 years	70,000		70,000	
General Support		5,000	5,000	
Pennsylvania Horticultural Society (The)				
Philadelphia, PA				
Challenge Grant/3 years	10,000		10,000	
People Light and Theatre Company				
Malvern, PA				
Project Support/3 years	100,000		50,000	50,000
Project Support/2 years		20,000	10,000	10,000
Pew Charitable Trusts				
Philadelphia, PA				
Project Support		10,000	10,000	
Philadelphia Live Arts Festival and Philly Fringe				
Philadelphia, PA				
Project Grant/3 years	100,000		50,000	50,000
Challenge Grant	25,000		25,000	
Challenge Grant/4 years		100,000		100,000
General Support/2 years		40,000	20,000	20,000
Philadelphia Mural Arts Advocates				
Philadelphia, PA				
Project Support/3 years	30,000		10,000	20,000
Project Support		5,000	5,000	
General Support		90,000	90,000	
Philadelphia Theater Company				
Philadelphia, PA				
Capital Grant/3 years	100,000		100,000	
General Support/2 years		20,000	10,000	10,000
Pennsylvania Young Playwrights Program, Inc.				
Philadelphia, PA				
General Support/2 years		20,000	10,000	10,000
Pig Iron Theatre Company, Inc				
Philadelphia, PA				
General Support/3 years	50,000		25,000	25,000
Rosenbach Museum & Library				
Philadelphia, PA				
General Support/2 years	7,500		7,500	
Smith Memorial Playground and Playhouse				
Philadelphia, PA				

Recipient and/or Purpose:	Balance from Previous Year	Appropriated during 2011	Paid during 2011	Unpaid Balance Carried Forward
General Support/2 years		10,000	5,000	5,000
Spiral Q Puppet Theater Philadelphia, PA General Support/2 years		6,000	3,000	3,000
Taller Puertorriqueno, Inc. Philadelphia, PA General Support/2 years		15,000	7,500	7,500
Theatre Exile Philadelphia, PA General Support/2 years	5,000		5,000	
Theatre Horizon Norristown, PA General Support/2 years		10,000	5,000	5,000
Walnut Street Theatre Corporation Philadelphia, PA General Support/2 years		20,000	10,000	10,000
Wilma Theatre (The) Philadelphia, PA General Support/2 years	10,000		10,000	
General Support/2 years		20,000	10,000	10,000
Zoological Society of Philadelphia Philadelphia, PA General Support/2 years	10,000		10,000	
General Support		1,000	1,000	
General Support		1,000	1,000	
Total CULTURE & THE ARTS	900,000	1,058,000	1,103,500	854,500

Philadelphia and its surrounding Pennsylvania counties have many community-based groups that empower less advantaged residents to achieve self sufficiency by providing for their most basic needs, including adequate food and food distribution; affordable housing and access to shelter by homeless persons, and services which support independence for people living with disabilities. We are interested in supporting these organizations as they provide ongoing services.

HEALTH & HUMAN SERVICES

Adults with Developmental Disabilities
Jenkintown, PA
General Support

After School Activities Partnerships
Philadelphia, PA
General Support

500 500

3,000 3,000

Recipient and/or Purpose:	Balance from Previous Year	Appropriated during 2011	Paid during 2011	Unpaid Balance Carried Forward
General Support		2,000	2,000	
Arnold & Marci Weisgold Scholarship Fund/Univ. of Penna. Dental School Philadelphia, PA General Support		2,000	2,000	
Association of Latino Alumni/Univ. of Penna/ALA Philadelphia, PA General Support		1,000	1,000	
Bernardine Center Chester, PA General Support		5,000	5,000	
Bethesda Project Philadelphia, PA General Support		15,000	15,000	
Camden Area Health Education Center Camden, NJ General Support		7,000	7,000	
Canine Partners for Life Cochranville, PA General Support		25,000	25,000	
Chester County Food Bank Downingtown, PA General Support		5,000	5,000	
Cheyney University Cheyney, PA General Support		5,000	5,000	
Children's Crisis Treatment Center Philadelphia, PA Project Support		5,000	5,000	
Cradles to Crayons West Conshohocken, PA General Support		7,500	7,500	
Deaf-Hearing Communication Centre, Inc Swarthmore, PA General Support		10,000	10,000	
Domestic Abuse Project of Delaware County, Inc. Media, PA General Support		10,000	10,000	

Recipient and/or Purpose:	Balance from Previous Year	Appropriated during 2011	Paid during 2011	Unpaid Balance Carried Forward
Domestic Violence Center of Chester County West Chester, PA Project Support		10,000	10,000	
Eisenhower Exchange Fellowships Philadelphia, PA General Support		5,000	5,000	
Episcopal Community Services Philadelphia, PA Project Support		7,500	7,500	
Federation of Neighborhood Centers Philadelphia, PA Project Support		5,000	5,000	
First Book-Philadelphia Gladwyne, PA General Support		1,000	1,000	
Food Trust (The) Philadelphia, PA General Support		20,000	20,000	
Habitat for Humanity Philadelphia Philadelphia, PA Project Support		5,000	5,000	
The Hole in the Wall Gang Fund, Inc. New Haven, CT Project Support		1,000	1,000	
Housing Alliance of PA/Pennsylvania Low Income Housing Corp. Glenside, PA Project Support		10,000	10,000	
Howard University Washington, DC Scholarships		5,000	5,000	
Human Rights Watch/Children's Rights Project New York, NY General Support		8,000	8,000	
Judith Creed Homes for Adult Independence (JCHAI) Bala Cynwyd, PA General Support		3,000	3,000	

Recipient and/or Purpose:	Balance from Previous Year	Appropriated during 2011	Paid during 2011	Unpaid Balance Carried Forward
A Little Taste of Everything/Mill Creek Farm Philadelphia, PA Project Support		5,000	5,000	
Metropolitan Aids Neighborhood Nutrition Alliance Inc. (MANNA) Philadelphia, PA General Support General Support		20,000 1,000	20,000 1,000	
Montgomery County SPCA of PA Conshohocken, PA General Support		2,000	2,000	
Network of Victim Assistance (NOVA) Jamison, PA Project Support		10,000	10,000	
Overbrook School for the Blind Philadelphia, PA Project Support		10,000	10,000	
Pennsylvania Horticultural Society (The) Philadelphia, PA Project Support		7,500	7,500	
Peoples Emergency Center Philadelphia, PA General Support		15,000	15,000	
Philabundance Philadelphia, PA General Support		20,000	20,000	
Philadelphia Scholars Philadelphia, PA General Support		5,000	5,000	
Philadelphia Youth Network Philadelphia, PA Project Support		10,000	10,000	
Planned Parenthood of Bucks County Warminster, PA General Support		25,000	25,000	
Planned Parenthood of S.E. Penna. Philadelphia, PA General Support		75,000	75,000	
Project Forward Leap Philadelphia, PA				

Recipient and/or Purpose:	Balance from Previous Year	Appropriated during 2011	Paid during 2011	Unpaid Balance Carried Forward
General Support		5,000	5,000	
Project H.O.M.E.				
Philadelphia, PA				
General Support		20,000	20,000	
General Support		8,000	8,000	
General Support		1,000	1,000	
Project Support		30,000	30,000	
Quest Therapeutic Services				
West Chester, PA				
General Support		7,500	7,500	
SHARE Food Program, Inc.				
Philadelphia, PA				
General Support		5,000	5,000	
Special Equestrians				
Warrington, PA				
General Support		5,000	5,000	
Supportive Older Women's Network/SOWN				
Philadelphia, PA				
Project Support		10,000	10,000	
University of New Mexico/Carrie Tingley Research & Education Fund				
Albuquerque, NM				
Project Support		5,000	5,000	
University of Pittsburgh/Jared R. Beiswenger Memorial Scholarship Fund				
Pittsburgh, PA				
Scholarships		1,500	1,500	
West Philadelphia Alliance for Children				
Philadelphia, PA				
General Support		1,500	1,500	
Womens Center of Montgomery County				
Elkins Park, PA				
General Support		10,000	10,000	
Women's Resource Center				
Wayne, PA				
Project Grant		10,000	10,000	
Total HEALTH & HUMAN SERVICES GRANTS		508,500	508,500	

Recipient and/or Purpose:	Balance from Previous Year	Appropriated during 2011	Paid during 2011	Unpaid Balance Carried Forward
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NMPHCI

Philadelphia and its surrounding Pennsylvania counties have a number of nursed-managed health care centers that serve individuals from diverse populations who are often without access to health care. Services provided by the centers may include primary care, behavioral health, dental care, health promotion, disease prevention, family planning, early childhood intervention and other health related services. We are committed to supporting these centers through direct grants and awards to organizations that foster their growth and sustainability.

Abington Memorial Hospital

Abington, PA				
General Support	20,000		20,000	
Challenge Grant	10,000			10,000
General Support		10,000		10,000
Challenge Grant		10,000		10,000

Community College of Philadelphia

Philadelphia, PA				
Project Support	77,500		77,500	
Project Support		19,005	19,005	
Project Support		77,500		77,500
Project Support		30,000	30,000	

Drexel University

Philadelphia, PA				
Challenge Grant	10,000		10,000	
General Support	25,000		25,000	
11th Street Family Health Services		15,000		15,000

Face to Face

St. Vincent's Health Center				
Philadelphia, PA				
Challenge Grant	5,000		5,000	
General Support	25,000		25,000	
Challenge Grant		20,000		20,000
General Support		5,000		5,000

La Comunidad Hispana, Inc./Project Salud

Kennett Square, PA				
Challenge Grant/1 year	15,000			15,000
Challenge Grant/1 year		10,000		10,000
General Support		25,000		25,000

National Nursing Centers Consortium

Philadelphia, PA				
Challenge Grant	25,000		25,000	
General Support	43,000		43,000	
Challenge Grant	25,000			25,000
General Support	165,000		165,000	

Recipient and/or Purpose:	Balance from Previous Year	Appropriated during 2011	Paid during 2011	Unpaid Balance Carried Forward
Project Support		24,000	24,000	
General Support		1,000	1,000	
General Support		165,000		165,000
Challenge Grant		25,000		25,000
Project Grant		43,000		43,000
Pennsylvania Health Funder's Collaborative				
Pittsburgh, PA				
Project Grant		5,000	5,000	
PHMC Accelerated Misdemeanor Court				
Philadelphia, PA				
Challenge Grant	7,500		7,500	
Challenge Grant	7,000			7,000
Challenge Grant		7,000		7,000
PHMC Mary Howard				
Philadelphia, PA				
General Support	80,000		80,000	
General Support		80,000		80,000
PHMC Nursing Network				
Philadelphia, PA				
General Support	55,000		55,000	
General Support		55,000		55,000
PHMC Rising Sun Health Center				
Philadelphia, PA				
General Support	80,000		80,000	
General Support		80,000		80,000
PHMC Temple Health Connection				
Philadelphia, PA				
General Support	80,000		80,000	
General Support		80,000		80,000
Resources for Human Development, Inc./Family Practice & Counseling Network				
Philadelphia, PA				
General Support	90,000		90,000	
General Support		90,000		90,000
University of Pennsylvania/School of Nursing				
Philadelphia, PA				
General Support		1,000	1,000	
Visiting Nurse Association Community Services				
Abington, PA				
General Support		30,000		30,000
Challenge Grant		5,000		5,000

Recipient and/or Purpose:	Balance from Previous Year	Appropriated during 2011	Paid during 2011	Unpaid Balance Carried Forward

Visiting Nurse Assoc. of Greater Philadelphia

Philadelphia, PA

Challenge Grant

15,000

15,000

Challenge Grant

10,000

10,000

**Total Nurse Managed Primary Health Care
Grants**

870,000

912,505

883,005

899,500

Public Interest Law Fellowships

We are interested in supporting law school graduates from across the country to work in a public interest law firm in Philadelphia or its surrounding Pennsylvania counties providing free legal services for poor and disadvantaged residents of this region. Those served include people who are elderly, disabled or homeless and others deprived of their human or civil rights

Community Legal Services, Inc.

Philadelphia, PA

2010-2011 Public Interest Law Fellowship

33,689

33,689

2011-2012 Public Interest Law Fellowship

34,346

34,346

2011-2012 Public Interest Law Fellowship

34,152

34,152

Education Law Center of Pennsylvania

Philadelphia, PA

2011-2012 Public Interest Law Fellowship

28,748

28,748

Friends of Farmworkers, Inc.

Philadelphia, PA

2010-2011 Public Interest Law Fellowship

29,466

29,466

Legal Clinic for the Disabled, Inc.

Philadelphia, PA

2010-2011 Public Interest Law Fellowship

31,833

31,833

Philadelphia VIP, Inc.

Philadelphia, PA

2010-2011 Public Interest Law Fellowship

33,618

33,618

2011-2012 Public Interest Law Fellowship

33,682

33,682

Regional Housing Legal Services

Glenside, PA

2011-2012 Public Interest Law Fellowship

33,898

33,898

SeniorLAW Center

Philadelphia, PA

2010-2011 Public Interest Law Fellowship

34,915

34,915

Total Public Interest Law Fellowships

328,349

328,349

Recipient and/or Purpose:	Balance from Previous Year	Appropriated during 2011	Paid during 2011	Unpaid Balance Carried Forward
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Philadelphia and its surrounding Pennsylvania counties have a wealth of public interest law organizations that address civil legal issues confronting individuals from diverse populations including people who are indigent, elderly, disabled or homeless. We are interested in supporting these organizations as they continue to provide services.

Public Interest Legal Aid

ABA Fund for Justice and Education/JIOP

Chicago, IL

Challenge Grant

5,000

5,000

AIDS Law Project of Pennsylvania

Philadelphia, PA

General Support

15,000

15,000

Challenge Grant/2 years

20,000

20,000

American Civil Liberties Union

Philadelphia, PA

General Support/3 years

22,500

7,500

15,000

Committee of Seventy

Philadelphia, PA

General Support

20,000

20,000

Challenge Grant/2 years

40,000

40,000

General Support

500

500

Community Legal Services, Inc.

Philadelphia, PA

General Support/3 years

150,000

50,000

100,000

Consumer Bankruptcy Assistance Project

Philadelphia, PA

General Support/3 years

30,000

10,000

20,000

Disability Rights Network of Pennsylvania

Philadelphia, PA

General Support/3 years

30,000

10,000

20,000

Education Law Center of Pennsylvania

Philadelphia, PA

General Support/3 years

30,000

10,000

20,000

Esperanza Immigration Legal Services

Philadelphia, PA

General Support

5,000

5,000

Friends of Farmworkers, Inc.

Philadelphia, PA

General Support/3 years

30,000

10,000

20,000

HIAS Pennsylvania

Philadelphia, PA

Recipient and/or Purpose:	Balance from Previous Year	Appropriated during 2011	Paid during 2011	Unpaid Balance Carried Forward
General Support/3 years		30,000	10,000	20,000
Homeless Advocacy Project				
Philadelphia, PA				
General Support/3 years		30,000	10,000	20,000
Juvenile Law Center				
Philadelphia, PA				
General Support/3 years		45,000	15,000	30,000
Legal Aid of Southeastern Pennsylvania (LASP)				
Norristown, PA				
General Support/3 years		105,000	35,000	70,000
Legal Clinic for the Disabled, Inc.				
Philadelphia, PA				
General Support		10,000	10,000	
Challenge Grant/2 years		20,000		20,000
Mazzoni Center				
Philadelphia, PA				
General Support		5,000	5,000	
National Senior Citizens Law Center(NSCLC)				
Washington, DC				
General Support		5,000	5,000	
Nationalities Service Center				
Philadelphia, PA				
General Support/3 years		30,000	10,000	20,000
Pennsylvania Health Law Project				
Philadelphia, PA				
General Support/3 years		90,000	30,000	60,000
Pennsylvania Innocence Project				
Philadelphia, PA				
General Support/3 years		15,000	5,000	10,000
Pennsylvania Institutional Law Project				
Philadelphia, PA				
General Support/3 years		30,000	10,000	20,000
Pennsylvania Prison Society				
Philadelphia, PA				
General Support/3 years		15,000	5,000	10,000
Pennsylvanians for Modern Courts				
Philadelphia, PA				
General Support/3 years		90,000	30,000	60,000
General Support		4,000	4,000	

Recipient and/or Purpose:	Balance from Previous Year	Appropriated during 2011	Paid during 2011	Unpaid Balance Carried Forward
Philadelphia Legal Assistance Center Philadelphia, PA Project Support/3 years		30,000	10,000	20,000
Philadelphia VIP, Inc. Philadelphia, PA General Support/3 years		30,000	10,000	20,000
Public Interest Law Center of Phila. Philadelphia, PA Project Support/3 years		30,000	10,000	20,000
Regional Housing Legal Services Glenside, PA General Support/3 years		90,000	30,000	60,000
SeniorLAW Center Philadelphia, PA General Support/3 years		30,000	10,000	20,000
Support Center for Child Advocates Philadelphia, PA General Support/3 years Project Support		45,000 5,000	15,000 5,000	30,000
Women Against Abuse Legal Center Philadelphia, PA General Support/3 years		30,000	10,000	20,000
Women's Law Project Philadelphia, PA General Support/3 years		75,000	25,000	50,000
Total PUBLIC INTEREST LAW	5,000	1,282,000	452,000	835,000
<u>Senior Attorney Sabbaticals</u> We are interested in supporting a sabbatical program for senior attorneys in public interest law firms that are grantees of the Foundation. Sabbaticals up to two months in length are offered.				
Friends of Farmworkers, Inc. Philadelphia, PA 2011 Senior Attorney Sabbatical		20,000	10,000	10,000
Total Senior Attorney Sabbaticals		20,000	10,000	10,000
Grand Totals	1,775,000	4,220,634	3,396,634	2,599,000

**Independence Foundation
Sponsorships
12/31/2011**

665 Sponsorships

Check	01/07/2011	15323	The Salvation Army-The Soup's On' Project	Invoice #6769/Pasta Party 11/23/10-Students Run Philly Style	2 342 62
Check	01/21/2011	15342	Philadelphia Chinatown Development Corp	Sponsorship Supporter 45th Anny Chinese N.Y. Celebration 2/11/2011	1 000 00
Check	01/21/2011	15343	Asian American Women's Coalition	6/17/2011 Scholarship Award Banquet (donated back)	1 000 00
Check	02/01/2011	15374	Girl Scouts of Eastern PA	Daisy Sponsorship 3/1/11Take the Lead 2011 Event - 2 tickets	1 000 00
Check	02/15/2011	15390	Philadelphia Art Alliance	Sponsorship ARTstar 3/31-4/3 ARTwear	250 00
Check	02/23/2011	15401	Homeless Advocacy Project	Sponsorship Patron 4/07/2011 April Benefit	1 000 00
Check	02/23/2011	15402	MANNA	Sponsorship Custom Level 3/31/11 Awards Event - 4 tickets	1 000 00
Check	02/23/2011	15403	Philadelphia VIP	Sponsorship 3/19/11 30th Anniversary-4 tickets	1 000 00
Check	03/02/2011	15415	Planned Parenthood Southeastern PA	Tax deductible portion: 6 reservations for 05/03/2011 Spring Gathering	790 00
Check	03/02/2011	15415	Planned Parenthood Southeastern PA	① Non-deductible portion: 6 reservations for 05/03/2011 Spring Gathering	210 00
Check	03/09/2011	15422	Phila Mural Arts Advocates	Gold Sponsorship 6/1/11 Wall Ball Event 10 tickets/6 pre-event	10 000 00
Check	03/23/2011	15438	Philadelphia Theatre Company	Tax-deductible portion: 6/6/11 35th Anniversary Gala-6 tickets	2 600 00
Check	03/23/2011	15438	Philadelphia Theatre Company	① non-deductible portion: 6/6/11 35th Anniversary Gala-6 tickets	900 00
Check	03/23/2011	15439	Smith Memorial Playground & Playhouse	Apollo Climber Sponsor 8 tickets-Party in the Playground-6/8/11	1 000 00
Check	03/23/2011	15440	Collaborative Family Healthcare Assoc	Sponsorship to offset cost of CFHA October 2011 Conference	1 000 00
Check	03/24/2011	15441	Opera Company of Philadelphia	Wine Dinner - donated to AVA for auction	10 000 00
Check	03/24/2011	15441	Opera Company of Philadelphia	Wine Dinner - donated to Phila Young Playwrights for auction	10 000 00
Check	03/24/2011	15442	Drexel University College of Medicine	Sponsorship One Woman 2011-4/25/11-SS/PWB	250 00
Check	03/25/2011	15452	Arts in Schools Collaborative	Sponsorship 6/04/2011-5 tickets- "Steppin Up and Steppin Out"	2 500 00
Check	04/01/2011	15475	Theatre Alliance of Greater Philadelphia	New Play Award Sponsor 2011 Barrymore Awards	5 000 00
Check	04/12/2011	15487	Arden Theatre Company	tax-deductible portion 12 tickets to show	600 00
Check	04/12/2011	15487	Arden Theatre Company	① non-deductible portion 12 tickets to show	1 900 00
Check	04/14/2011	15498	Delaware River Waterfront Corporation	2 tickets for Race Street Pier Promenade-SS/SR	300 00
Check	05/11/2011	15535	PMA Craft Show	3 tickets-Phila Museum of Art Craft Show 11/09/2011/AM PWB SS	1 050 00
Check	05/11/2011	15536	Visiting Nurse Assoc of Greater Phila	Table Sponsor 10/29/11 125th Anniversary Gala(Honoree SS)	2 500 00
Check	05/23/2011	15552	Students Run Philly Style	Sponsorship 2 tickets-06/16/11 "Extra Mile Celebration"	300 00
Check	05/25/2011	15558	IVC of Philadelphia	Citizen Diplomat Sponsorship 7/21/11 Event	100 00
Check	06/14/2011	15582	Philadelphia Fringe Festival	Full Page Ad in PLAF Philly Fringe Guide for 2011	2 300 00
Check	06/14/2011	15583	Philadelphia Hospitality Inc	Tax Deductible portion of sponsorship 10/17/11 Vision for Phila Award	1 500 00
Check	06/14/2011	15583	Philadelphia Hospitality Inc	① non-deductible portion of sponsorship for 10/17/2011 Vision for Phila Award	1 000 00
Check	06/21/2011	15633	College of Physicians of Philadelphia	Sponsorship John Redman Society Level/2011 Donor	1 000 00
Check	07/19/2011	15668	ArtReach Inc	tax deductible portion 25th Anniversary Jazz Brunch/Silent Auction	3 000 00
Check	07/19/2011	15668	ArtReach Inc	① non-deductible portion 25th Anniversary Jazz Brunch/Silent Auction	500 00
Check	07/19/2011	15669	Education Law Center - PA	Sponsorship 35th Anniversary 10/25/11 Event	2 500 00
Check	07/19/2011	15670	Free Library of Philadelphia Foundation	Tax-Deductible Portion 2 tickets to 12/03/2011 a Dickens of a Dinner-PWB	2 150 00
Check	07/19/2011	15670	Free Library of Philadelphia Foundation	① Non-Deductible Portion 2 tickets to 12/03/2011 a Dickens of a Dinner	350 00
Check	08/03/2011	15752	Women's Way	Benefactor Sponsor/2011 Fall Gala 11/05/11 1- ticket	1 000 00
Check	08/17/2011	15761	Philadelphia Diversity Law Group Inc	Gold Sponsorship 9/21/11 10th Anniversary Luncheon-Andre Dennis	7 500 00
Check	08/17/2011	15762	Philadelphia Fringe Festival	(7) Full Page Ads in PLAF Philly Fringe Guide for 2011(to Grantees)	0 00
Check	08/17/2011	15763	Philadelphia Fringe Festival	(7) Full Page Ads in FEASTIVAL Program Guide	5 600 00
Credit Card Charge	09/07/2011		Phila Live Arts Festival/Philly Fringe	Tax-deductible portion 5 tickets to Festival	850 00
Credit Card Charge	09/07/2011		Phila Live Arts Festival/Philly Fringe	① Non-deductible portion 5 tickets to Festival 2011	403 00
Credit Card Charge	09/07/2011		Phila Live Arts Festival/Philly Fringe	Tax-deductible portion 1 ticket to Festival	170 00
Credit Card Charge	09/07/2011		Phila Live Arts Festival/Philly Fringe	① Non-deductible portion 1 ticket to Festival 2011	80 00
Check	09/29/2011	15857	Drexel University College of Medicine	Mentor Sponsorship Woman One 2012 10th Anniversary	2 500 00
Check	09/29/2011	15859	Walnut Street Theatre	Leading Player Sponsorship 10 tickets to Auction/ 1/4 page ad	500 00
Check	09/29/2011	15860	Women's eNews	1 Priority Gala Ticket/Phila Leadership Awards/11/9/11 EK	250 00
Check	09/29/2011	15861	Women's Law Project	Advocate Sponsorship 6 Tickets/12/02/11 Annual Party-Fundraiser Event	2 500 00
Check	10/05/2011	15869	Delaware Valley Grantmakers	Sponsorship 4 scholarships for 11/3/11 Fall Conference	525 00
Check	10/18/2011	15885	Opera Company of Philadelphia	Benefactor Sponsorship 8 tickets/2/4/12 Black & White Ball	5 000 00
Check	10/20/2011	15888	American Jewish Committee	Sponsorship Supporter 2012 Judge Learned Hand Award Dinner 01/25/2012 PWB	1 000 00
Check	10/20/2011	15891	College of Physicians of Philadelphia	Sponsorship Annual Giving Campaign	1 000 00
Credit Card Charge	11/01/2011		MANNA	Pies for Thanksgiving Fundraiser	125 00
Check	12/08/2011	15987	IVC of Philadelphia	Campaign for peace and understanding	500 00
Check	12/13/2011	16012	Philadelphia Art Alliance	Sponsorship A/M s 155th Anny Concert/Ball Program Book	3 500 00
Total 665 Sponsorships					106 895 62
					10 850 00
					117 745 62
					Various other event sponsorships (RKL AJE 1)
					Non-deductible sponsorships
					Σ 5 343 00
					112 402 62

Grant Commitment Schedule (5 years)

PBC

12/31/2011

Organization Grant Amount	2012	Scheduled Payments		2015	2016
		2013	2014		
<u>CULTURE & THE ARTS</u>					
11th Hour Theatre Company \$6,000 00 \$6,000/2 yrs 1 1 Challenge Grant APPROVED	\$3,000 00	\$3,000 00	\$0 00	\$0 00	\$0 00
1812 Productions \$75,000 00 \$75,000/3 years (\$25,000 per year) for New Theatre Works Initiative (NTWI)	\$25,000 00	\$25,000 00	\$0 00	\$0 00	\$0 00
1812 Productions \$20,000 00 \$20,000/2 yrs General Operating Support APPROVED	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Academy of Vocal Arts \$20,000 00 \$20,000/2 yrs General Operating Support APPROVED	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Arden Theatre Company \$150,000 00 \$150,000/3 years (\$50,000 per year) for New Theatre Works Initiative (NTWI)	\$50,000 00	\$50,000 00	\$0 00	\$0 00	\$0 00
Arden Theatre Company \$30,000 00 \$30,000/2 yrs General Operating Support APPROVED	\$15,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Arden Theatre Company \$100,000 00 Request \$100,000/4 Year 4 1 Challenge Grant Project Arden North Center for Education & Creativity Approved \$100,000/4Year 4 1 Challenge Grant	\$25,000 00	\$25,000 00	\$25,000 00	\$25,000 00	\$0 00
Azuka Theatre \$10,000 00 \$5,000/1 yr General Operating Support APPROVED \$10,000/2 yrs General Operating Support	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Bristol Riverside Theatre Company \$20,000 00 \$20,000/2 yrs General Operating Support APPROVED	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Chester Children's Chorus \$10,000 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00

\$10,000/2 yrs General . Operating Support APPROVED					
Clay Studio (The) \$10,000 00 \$10,000/2 yrs General Operating Support APPROVED	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Enchantment Theatre Company \$15,000 00 \$15,000/1 yr 2 1 Challenge Grant APPROVED	\$15,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Free Library of Philadelphia (The) \$10,000 00 \$10,000/2 yrs Resolution Grant to renew the RFC Advisory Council membership for 2012 and 2013 APPROVED	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Friends of the Free Library of Philadelphia \$6,000 00 \$6,000/2 yrs Project Support for Teen Cafe APPROVED	\$3,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Greater Philadelphia Cultural Alliance \$40,000 00 \$40,000/2 yrs General Operating Support APPROVED	\$20,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Inis Nua Theatre Company \$10,000 00 \$10,000/2 yrs General Operating Support APPROVED	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
InterAct Theatre Company \$10,000 00 \$10,000/2 yrs General Operating Support APPROVED	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Mann Center for the Performing Arts \$250,000 00 \$250,000/5 Year Capital Campaign Grant to begin in 2009	\$50,000 00	\$50,000 00	\$0 00	\$0 00	\$0 00
National Museum of American Jewish History \$10,000 00 \$10,000/2 yrs General Operating Support APPROVED	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Network for New Music \$10,000 00 \$10,000/2 yrs General Operating Support APPROVED	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
New Paradise Laboratories \$75,000 00	\$25,000 00	\$0 00	\$0 00	\$0 00	\$0 00

<i>\$75,000/3 years (\$25,000 per year) for the NTWI</i>					
New Paradise Laboratories \$5,000 00 <i>\$5,000/1 yr 1 1 Challenge Grant APPROVED</i>	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Nonprofit Finance Fund \$20,000 00 <i>\$20,000/2 yrs General Operating Support APPROVED</i>	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00
People's Light and Theatre Company \$150,000 00 <i>\$150,000/3 years (\$50,000 per year) for NTWI</i>	\$50,000 00	\$0 00	\$0 00	\$0 00	\$0 00
People's Light and Theatre Company \$20,000 00 <i>\$20,000/2 yrs Project Support for New Voices Program APPROVED</i>	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Philadelphia Live Arts Festival and Philly Fringe \$150,000 00 <i>\$150,000/3 years (\$50,000 per year) for NTWI</i>	\$50,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Philadelphia Live Arts Festival and Philly Fringe \$40,000 00 <i>\$40,000/2 yrs General Operating Support APPROVED</i>	\$20,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Philadelphia Live Arts Festival and Philly Fringe \$100,000 00 <i>\$100,000/4 yrs 4 1 Challenge Grant for new building /performing arts center at Columbus Blvd and Race Street APPROVED \$100,000/4 yrs 4 1 Challenge Grant, first payment 7/1/12 if requirements are met</i>	\$25,000 00	\$25,000 00	\$25,000 00	\$25,000 00	\$0 00
Philadelphia Mural Arts Advocates \$30,000 00 <i>\$30,000/3 yrs Project Support for Porch Light Initiative APPROVED \$30,000/3 yrs to be paid \$10,000 each in January 2011, January 2012, and January 2013 for Porch Light Initiative</i>	\$10,000 00	\$10,000 00	\$0 00	\$0 00	\$0 00
Philadelphia Theatre Company \$20,000 00 <i>\$20,000/2 yrs General Operating Support APPROVED</i>	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Philadelphia Young Playwrights \$20,000 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00

\$20,000/2 yrs General
Operating Support
APPROVED

Pig Iron Theatre Company (The)	\$25,000 00	\$0 00	\$0 00	\$0 00	\$0 00
\$75,000 00					
\$75,000/3 years (\$25,000 per year) for the NTWI					

Smith Memorial Playground and Playhouse	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
\$10,000 00					
\$10,000/2 yrs General Operating Support APPROVED					

Spiral Q Puppet Theater	\$3,000 00	\$0 00	\$0 00	\$0 00	\$0 00
\$6,000 00					
\$6,000/2 yrs General Operating Support APPROVED					

Taller Puertorriqueno, Inc	\$7,500 00	\$0 00	\$0 00	\$0 00	\$0 00
\$15,000 00					
\$15,000/2 yrs General Operating Support APPROVED					

Theatre Horizon	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
\$10,000 00					
\$10,000/2 yrs General Operating Support APPROVED					

Walnut Street Theatre Company	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00
\$20,000 00					
\$20,000/2 yrs General Operating Support APPROVED					

Wilma Theater	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00
\$20,000 00					
\$20,000/2 yrs General Operating Support APPROVED					

Total CULTURE & THE ARTS (38 items)	\$566,500 00	\$188,000 00	\$50,000 00	\$50,000 00	\$0 00
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NMPHCI

Abington Memorial Hospital	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00
\$10,000 00					
\$10,000/1 yr 1 Challenge Grant APPROVED \$10,000/1 yr 1 challenge grant to be paid in 2012					

Abington Memorial Hospital	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00
\$10,000 00					
\$10,000/1 yr General Operating Support					

Abington Memorial Hospital	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00
\$10,000 00					
\$10,000/1 yr 1 Challenge Grant					

Community College of Philadelphia	\$77,500 00	\$0 00	\$0 00	\$0 00	\$0 00
\$77,500 00					

\$77,500/1 yr. General
Operating Support for Zip Code
Project and Geriatrics Support

Drexel University \$15,000 00 \$15,000/1 yr General Operating Support for 11th Street Family Health Services	\$15,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Face to Face \$20,000 00 \$20,000/1 yr General Operating Support for St Vincent Health Center	\$20,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Face to Face \$5,000 00 \$5,000/1 yr 1 1 Challenge Grant for St Vincent Health Center	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00
PHMC Nursing Network \$55,000 00 \$55,000/1 yr General Operating Support for Nursing Network	\$55,000 00	\$0 00	\$0 00	\$0 00	\$0 00
PHMC Rising Sun Health Center \$80,000 00 \$80,000/1 yr General Operating Support for Rising Sun Health Center	\$80,000 00	\$0 00	\$0 00	\$0 00	\$0 00
La Comunidad Hispana, Inc. \$15,000 00 \$15,000/1 yr 1 1 Challenge Grant APPROVED \$15,000/1 yr challenge grant to be paid in 2012	\$15,000 00	\$0 00	\$0 00	\$0 00	\$0 00
La Comunidad Hispana, Inc. \$25,000 00 \$25,000/1 yr General Operating Support for Project Salud	\$25,000 00	\$0 00	\$0 00	\$0 00	\$0 00
La Comunidad Hispana, Inc. \$10,000 00 \$10,000/1 yr 1 1 Challenge Grant for Project Salud	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00
National Nursing Centers Consortium \$25,000 00 \$25,000/1 yr 3 1 Challenge Grant for Students Run Philly Style (7/1/11-6/30/12) APPROVED \$25,000/1 yr 3 1 CHALLENGE GRANT TO BE PAID IN 2012	\$25,000 00	\$0 00	\$0 00	\$0 00	\$0 00
National Nursing Centers Consortium \$165,000 00 \$165,000/1 yr General Operating Support	\$165,000 00	\$0 00	\$0 00	\$0 00	\$0 00
National Nursing Centers Consortium	\$43,000 00	\$0 00	\$0 00	\$0 00	\$0 00

\$43,000 00
 \$43,000/1 yr Health Law &
 Policy Project
 (project start date 07/1/2012 to
 07/1/2013)

National Nursing Centers Consortium \$25,000 00 \$25,000/1 yr 2 1 Challenge Grant for Students Run Philly Style	\$0 00	\$25,000 00	\$0 00	\$0 00	\$0 00
PHMC Accelerated Misdemeanor Court \$7,000 00 \$7,000/1 yr 2 1 Challenge Grant APPROVED \$7,000/1 yr 2 1 challenge grant	\$7,000 00	\$0 00	\$0 00	\$0 00	\$0 00
PHMC Accelerated Misdemeanor Court \$7,000 00 \$7,000/1 yr 2 1 Challenge Grant for Accelerated Misdemeanor Court	\$0 00	\$7,000 00	\$0 00	\$0 00	\$0 00
PHMC Mary Howard \$80,000 00 \$80,000/1 yr General Operating Support for Mary Howard Health Center	\$80,000 00	\$0 00	\$0 00	\$0 00	\$0 00
PHMC Health Connection \$80,000 00 \$80,000/1 yr General Operating Support for Health Connection	\$80,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Resources for Human Development, Inc. \$90,000 00 \$90,000/1 yr General Operating Support for Family Practice & Counseling Network	\$90,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Visiting Nurse Association Community Services \$30,000 00 \$30,000/1 yr General Operating Support	\$30,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Visiting Nurse Association Community Services \$5,000 00 \$5,000/1 yr 1 1 Challenge Grant	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00
Visiting Nurse Assoc. of Greater Philadelphia \$10,000 00 \$10,000/1 yr 2 1 Challenge Grant APPROVED \$10,000/1 yr 2 1 challenge grant to be paid in 2012	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00

Total NMPHCI (24 items)	\$837,500 00	\$62,000 00	\$0 00	\$0 00	\$0 00
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PIL Fellowships

Community Legal Services \$68,700 00 <i>2011-2012 PILFellow (R) - Josie Hyman Pickens</i>	\$34,350 00	\$0 00	\$0 00	\$0 00	\$0 00
Community Legal Services \$68,500 00 <i>2011-2012 PILFellow - Justine Elliot</i>	\$34,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Education Law Center of Pennsylvania \$57,500 00 <i>2011-2012 PILFellow - Hallam Roth</i>	\$28,750 00	\$0 00	\$0 00	\$0 00	\$0 00
Philadelphia Volunteers for the Indigent Program \$67,380 00 <i>2011-2012 PILFellow (R) - Maisha Elonai</i>	\$33,690 00	\$0 00	\$0 00	\$0 00	\$0 00
Regional Housing Legal Services \$67,800 00 <i>2011-2012 PILFellow - Margaret Henn</i>	\$33,900 00	\$0 00	\$0 00	\$0 00	\$0 00
Total PIL Fellowships (5 items)	\$164,690 00	\$0 00	\$0 00	\$0 00	\$0 00

PUBLIC INTEREST LAW

AIDS Law Project of Pennsylvania \$20,000 00 <i>\$20,000/2 yrs 1 1 Challenge Grant APPROVED to be paid \$10,000 each in 2012 and 2013 if conditions are met</i>	\$10,000 00	\$10,000 00	\$0 00	\$0 00	\$0 00
American Civil Liberties Union \$22,500 00 <i>\$22,500/3 yrs General Operating Support APPROVED to be paid \$7,500 each in 2011, 2012, 2013</i>	\$7,500 00	\$7,500 00	\$0 00	\$0 00	\$0 00
Committee of Seventy \$40,000 00 <i>\$40,000/2 yrs 1 1 Challenge Grant APPROVED to be paid \$20,000 each in 2012 and 2013 if conditions are met</i>	\$20,000 00	\$20,000 00	\$0 00	\$0 00	\$0 00
Community Legal Services \$150,000 00 <i>\$150,000/3 yrs General Operating Support APPROVED to be paid in 2011</i>	\$50,000 00	\$50,000 00	\$0 00	\$0 00	\$0 00
Consumer Bankruptcy Assistance Project \$30,000 00 <i>\$30,000/3 yrs General Operating Support APPROVED to be paid \$10,000 each in 2011, 2012, 2013</i>	\$10,000 00	\$10,000 00	\$0 00	\$0 00	\$0 00
Disability Rights Network of Pennsylvania	\$10,000 00	\$10,000 00	\$0 00	\$0 00	\$0 00

\$30,000 00 \$30,000/3 yrs General Operating Support APPROVED to be paid \$10,000 each in 2011, 2012, 2013					
Education Law Center of Pennsylvania \$30,000 00 \$30,000/3 yrs General Operating Support APPROVED to be paid \$10,000 each in 2011, 2012, 2013	\$10,000 00	\$10,000 00	\$0 00	\$0 00	\$0 00
Friends of Farmworkers, Inc. \$30,000 00 \$30,000/3 yrs General Operating Support APPROVED to be paid \$10,000 each in 2011, 2012, 2013	\$10,000 00	\$10,000 00	\$0 00	\$0 00	\$0 00
HIAS Pennsylvania \$30,000 00 \$30,000/3 yrs General Operating Support APPROVED to be paid \$10,000 each in 2011, 2012, 2013	\$10,000 00	\$10,000 00	\$0 00	\$0 00	\$0 00
Homeless Advocacy Project \$30,000 00 \$30,000/3 yrs General Operating Support APPROVED to be paid \$10,000 each in 2011, 2012, 2013	\$10,000 00	\$10,000 00	\$0 00	\$0 00	\$0 00
Juvenile Law Center \$45,000 00 \$45,000/3 yrs General Operating Support APPROVED to be paid \$15,000 each in 2011, 2012, 2013	\$15,000 00	\$15,000 00	\$0 00	\$0 00	\$0 00
Legal Aid of Southeastern Pennsylvania (LASP) \$105,000 00 \$105,000/3 yrs General Operating Support APPROVED to be paid \$35,000 each in 2011, 2012, 2013	\$35,000 00	\$35,000 00	\$0 00	\$0 00	\$0 00
Legal Clinic for the Disabled \$20,000 00 \$20,000/2 yrs 1 1 Challenge Grant APPROVED to be paid \$10,000 each in 2012 and 2013	\$10,000 00	\$10,000 00	\$0 00	\$0 00	\$0 00
Nationalities Service Center \$30,000 00 \$30,000/3 yrs General Operating Support APPROVED to be paid \$10,000 each in 2011, 2012, 2013	\$10,000 00	\$10,000 00	\$0 00	\$0 00	\$0 00

Pennsylvania Health Law Project \$90,000 00 <i>\$90,000/3 yrs General Operating Support APPROVED to be paid \$30,000 each in 2011, 2012, 2013</i>	\$30,000 00	\$30,000 00	\$0 00	\$0 00	\$0 00
Pennsylvania Innocence Project \$15,000 00 <i>\$15,000/3 yrs General Operating Support APPROVED to be paid \$5,000 each in 2011, 2012, 2013</i>	\$5,000 00	\$5,000 00	\$0 00	\$0 00	\$0 00
Pennsylvania Institutional Law Project \$30,000 00 <i>\$30,000/3 yrs General Operating Support APPROVED to be paid \$10,000 each in 2011, 2012, 2013</i>	\$10,000 00	\$10,000 00	\$0 00	\$0 00	\$0 00
Pennsylvania Prison Society \$15,000 00 <i>\$15,000/3 yrs General Operating Support APPROVED to be paid \$5,000 each in 2011, 2012, 2013</i>	\$5,000 00	\$5,000 00	\$0 00	\$0 00	\$0 00
Pennsylvanians for Modern Courts \$90,000 00 <i>\$90,000/3 yrs. General Operating Support. APPROVED to be paid \$30,000 each in 2011, 2012, 2013</i>	\$30,000 00	\$30,000 00	\$0 00	\$0 00	\$0 00
Philadelphia Legal Assistance Center \$30,000 00 <i>\$30,000/3 yrs Project Support for Outreach Project for Immigrant Women APPROVED to be paid \$10,000 each in 2011, 2012, 2013</i>	\$10,000 00	\$10,000 00	\$0 00	\$0 00	\$0 00
Philadelphia Volunteers for the Indigent Program \$30,000 00 <i>\$30,000/3 yrs General Operating Support APPROVED to be paid \$10,000 each in 2011, 2012, 2013</i>	\$10,000 00	\$10,000 00	\$0 00	\$0 00	\$0 00
Public Interest Law Center of Phila. \$30,000 00 <i>\$30,000/3 yrs Project Support for Strategic Planning Policy Circles APPROVED to be paid \$10,000 each in 2011, 2012, 2013</i>	\$10,000 00	\$10,000 00	\$0 00	\$0 00	\$0 00
Regional Housing Legal Services \$90,000 00 <i>\$90,000/3 yrs General</i>	\$30,000 00	\$30,000 00	\$0 00	\$0 00	\$0 00

Operating Support
 APPROVED to be paid \$30,000
 each in 2011, 2012, 2013

SeniorLAW Center \$30,000 00 \$30,000/3 yrs General Operating Support APPROVED to be paid \$10,000 each in 2011, 2012, 2013	\$10,000 00	\$10,000 00	\$0 00	\$0 00	\$0 00
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Support Center for Child Advocates \$45,000 00 \$45,000/3 yrs General Operating Support APPROVED to be paid \$15,000 each in 2011, 2012, 2013	\$15,000 00	\$15,000 00	\$0 00	\$0 00	\$0 00
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Women Against Abuse Legal Center \$30,000 00 \$30,000/3 yrs General Operating Support APPROVED to be paid \$10,000 each in 2011, 2012, 2013	\$10,000 00	\$10,000 00	\$0 00	\$0 00	\$0 00
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Women's Law Project \$75,000 00 \$75,000/3 yrs General Operating Support APPROVED to be paid \$25,000 each in 2011, 2012, 2013	\$25,000 00	\$25,000 00	\$0 00	\$0 00	\$0 00
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Total PUBLIC INTEREST LAW (27 items)	\$417,500 00	\$417,500 00	\$0 00	\$0 00	\$0 00
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Senior Attorney Sabbaticals

Friends of Farmworkers, Inc. \$20,000 00 Senior Attorney Sabbatical, Arthur N Read, General Counsel	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00
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Total Senior Attorney Sabbaticals (1 item)	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00
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Grand Total (95 items) (95 items)	\$1,996,190 00	\$667,500 00	\$50,000 00	\$50,000 00	\$0 00
	\$2,763,690.00				

**Independence Foundation
Form 990, Part II
Investments Detail**

Line 10b - Investments - Corporate Stock

Investment Name	Number of Shares	Market Value
Third Ave. Value Fd Instl CL	209,734 077	8,418,726
Third Ave International Value Fd Instl CL	471,005 783	6,631,762
Vanguard PRIMECAP Core Fund	742,460 323	10,015,790
Vanguard Growth Index Fund Institutional Shares	181,959 391	5,784,489
Vanguard Capital Value Fund	174,373 090	1,609,464
Vanguard Emerging Markets Stock Index Fund Signal Shares	25,205 855	767,519
Vanguard Large Cap Index Fund Institutional Shares	40,025.091	<u>4,770,191</u>
Total Investments - Corporate Stock		\$37,997,941

Line 10c - Investments - Corporate Bonds

Investment Name	Number of Shares	Market Value
Vanguard Short-Term Investment-Grade Fund Admiral Shares	224,604 013	2,389,787
Vanguard GNMA Fund - Admiral Shares	800,258 861	8,858,865
Vanguard Intermediate - Term Investment - Grade Fund Admiral Shares	831,057 831	<u>8,302,268</u>
Total Investments - Corporate Bonds		\$19,550,920

Line 13 - Investments - Other

	Market Value
Patriot Financial Partners, L P	1,989,617
LBC Credit partners Parallel II, LP	1,374,224
Lubert-Adler Real Estate Fund VI-A, L P.	175,697
Lubert-Adler Real Estate Fund VI, LP	<u>955,662</u>
Total Investments - Other	\$4,495,200