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

OMB No 1545-0052

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 , **2011**, and ending , **20**

Name of foundation
SAMUEL S. FELS FUND

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

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

A Employer identification number
23-1365325

B Telephone number (see instructions)
(215) 731-9455

C If exemption application is pending, check here ☐

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

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

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

G Check all that apply.

☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **42,119,696.** **J Accounting method** ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	7,350.	7,350.		ATCH 1
4	Dividends and interest from securities	1,267,460.	1,267,460.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	389,502.			
b	Gross sales price for all assets on line 6a	2,137,625.			
7	Capital gain net income (from Part IV, line 2)		389,502.		
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) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	1,664,312.	1,664,312.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.	188,500.	9,425.		179,075.
14	Other employee salaries and wages	55,166.	2,758.		52,408.
15	Pension plans, employee benefits	20,759.			20,759.
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 3	30,738.	4,611.		26,127.
c	Other professional fees (attach schedule) *	13,697.	339.		13,358.
17	Interest				
18	Taxes (attach schedule) (see instructions) **	-4,362.	651.		12,369.
19	Depreciation (attach schedule) and depletion	2,845.	2,845.		
20	Occupancy				
21	Travel, conferences, and meetings	6,187.			6,187.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	159,468.	7,695.		151,773.
24	Total operating and administrative expenses. Add lines 13 through 23	472,998.	28,324.		462,056.
25	Contributions, gifts, grants paid	1,556,875.			1,699,375.
26	Total expenses and disbursements. Add lines 24 and 25	2,029,873.	28,324.	0	2,161,431.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-365,561.			
b	Net investment income (if negative, enter -0-)		1,635,988.		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

*ATCH 4 JSA ** ATCH 5

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	480.	480.	480.	
	2	Savings and temporary cash investments	35,168.	11,396.	11,396.	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis	155,340.			
	Less: accumulated depreciation (attach schedule)	143,558.	10,450.	11,782.	11,782.	
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	44,579,901.	42,090,119.	42,090,119.		
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe ATCH 8)	3,380.	5,919.	5,919.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	44,629,379.	42,119,696.	42,119,696.		
Liabilities	17	Accounts payable and accrued expenses	3,165.	5,353.		
	18	Grants payable	765,000.	622,500.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ATCH 9)	139,309.	96,994.		
23	Total liabilities (add lines 17 through 22)	907,474.	724,847.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	43,721,905.	41,394,849.		
	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 (see instructions)	43,721,905.	41,394,849.		
	31	Total liabilities and net assets/fund balances (see instructions)	44,629,379.	42,119,696.		

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	43,721,905.
2	Enter amount from Part I, line 27a	2	-365,561.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	43,356,344.
5	Decreases not included in line 2 (itemize) ATTACHMENT 10	5	1,961,495.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	41,394,849.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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	389,502.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	2,397,151.	40,917,416.	0.058585
2009	2,395,015.	36,895,217.	0.064914
2008	2,522,452.	45,998,500.	0.054838
2007	2,503,944.	54,275,819.	0.046134
2006	2,415,718.	50,651,103.	0.047693

2 Total of line 1, column (d)	2	0.272164
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.054433
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	43,556,485.
5 Multiply line 4 by line 3	5	2,370,910.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,360.
7 Add lines 5 and 6	7	2,387,270.
8 Enter qualifying distributions from Part XII, line 4 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	8	2,161,431.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	32,720.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	32,720.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	32,720.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	12,038.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	30,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	42,038.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	484.	
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	8,834.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11	8,834.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) PA,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address WWW.SAMFELS.ORG				
14	The books are in care of SAMUEL S. FELS FUND Telephone no 215-731-9455			
	Located at 1616 WALNUT STREET, PHILADELPHIA, PA ZIP + 4 19103			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			
	and enter the amount of tax-exempt interest received or accrued during the year		15	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country			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		☐
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?		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?	☐ Yes	☒ No
	If "Yes," list the years		
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)		X
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)		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		188,500.	35,471.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		55,166.	36,729.	0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

- 1 THE FUND'S PURPOSE IS TO MAKE GRANTS IN PHILADELPHIA, PA FOLLOWING THE FOUNDER'S WISH "TO BRING TO THE AVERAGE PERSON GREATER HEALTH, HAPPINESS & A FULLER UNDERSTANDING OF THE
- 2 MEANING & PURPOSES OF LIFE." THE FUND FOCUSES ON SUPPORT FOR ARTS, EDUCATION & COMMUNITY. GRANTS IN ARTS ARE FOR EMERGING & SMALL PROFESSIONAL ORGANIZATIONS. MOST GRANTS IN EDUCATION
- 3 SUPPORT IMPROVEMENT IN CITY PUBLIC SCHOOLS OR LITERACY. GRANTS IN COMMUNITY ENCOMPASS SERVICES FOR IMMIGRANTS; LEGAL AID; PROGRAMS THAT MITIGATE HOMELESSNESS; ACCESS TO AFFORD-
- 4 ABLE HOUSING; PROGRAMS FOR THE MOST VULNERABLE POPULATIONS; COMMUNITY ARTS; NEIGHBORHOOD IMPROVEMENT, BEAUTIFICATION & GREENING; REPRODUCTIVE FREEDOM & SOCIAL & ECONOMIC JUSTICE.

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE

2

All other program-related investments See instructions

3 NONE

Total. Add lines 1 through 3 ▶

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	44,219,073.
b	Average of monthly cash balances	1b	709.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	44,219,782.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	44,219,782.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	663,297.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	43,556,485.
6	Minimum investment return. Enter 5% of line 5	6	2,177,824.

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	2,177,824.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	32,720.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	32,720.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,145,104.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,145,104.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,145,104.

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	2,161,431.
b	Program-related investments - total from Part IX-B	1b	
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	2,161,431.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,161,431.

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				2,145,104.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09 20 08 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				289,895.
d From 2009				566,240.
e From 2010				373,120.
f Total of lines 3a through e			1,229,255.	
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$				2,161,431.
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				2,145,104.
e Remaining amount distributed out of corpus	16,327.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,245,582.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,245,582.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				289,895.
c Excess from 2009				566,240.
d Excess from 2010				373,120.
e Excess from 2011				16,327.

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

NOT APPLICABLE

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

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

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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

ATTACHMENT 13

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

APPLICATION FORM IS AVAILABLE FROM SAMUEL S. FELS FUND

c Any submission deadlines

NONE

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

LISTED ON APPLICATION

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

Recipient 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 ATTACHMENT 14				
Total			▶ 3a	1,699,375.
b Approved for future payment SEE STATEMENT F				107,500.
Total			▶ 3b	107,500.

Form 990-PF (2011)

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 (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion 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					
4	Dividends and interest from securities			14	1,267,460.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income			14	7,350.	
8	Gain or (loss) from sales of assets other than inventory			18	389,502.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . . .					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)				1,664,312.	
13	Total. Add line 12, columns (b), (d), and (e)					1,664,312.

(See worksheet in line 13 instructions to verify calculations)

(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

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

[illegible]

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

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

P00026171

Firm's name ▶ ASHER & COMPANY, LTD.

Firm's address ► 1801 MARKET STREET, SUITE 1700
PHILADELPHIA, PA

19103

Phone no 215-564-1900

Form 990-PF (2011)

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2011

Name of estate or trust

SAMUEL S. FELS FUND

Employer identification number

23-1365325

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b

1b

2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824

2

3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts

3

4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet

4

5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back

5

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b

6b

389,502.

7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824

7

8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts

8

9 Capital gain distributions

9

10 Gain from Form 4797, Part I

10

11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet

11

12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back

12

389,502.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		389,502.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		389,502.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
46,000.		566 SHS VANGUARD-CAP OPP PROPERTY TYPE: SECURITIES 26,505.				P	VARIOUS 19,495.	VARIOUS
109,000.		5,530 SHS VANGUARD-SEL VAL PROPERTY TYPE: SECURITIES 71,034.				P	VARIOUS 37,966.	VARIOUS
615,625.		18,680 SHS VANGUARD-TOT STK PROPERTY TYPE: SECURITIES 388,990.				P	VARIOUS 226,635.	VARIOUS
164,000.		3,272 SHS VANGUARD-US GWTH PROPERTY TYPE: SECURITIES 109,374.				P	VARIOUS 54,626.	VARIOUS
211,000.		4,411 SHS VANGUARD-WIND II PROPERTY TYPE: SECURITIES 181,243.				P	VARIOUS 29,757.	VARIOUS
258,000.		20,903 SHS VANGUARD-REIT INDEX PROPERTY TYPE: SECURITIES 238,021.				P	VARIOUS 19,979.	VARIOUS
209,000.		20,650 SHS VANGUARD-DEV MKTS IDX PROPERTY TYPE: SECURITIES 237,856.				P	VARIOUS -28,856.	VARIOUS
164,450.		16,155 SHS VANGUARD-INTRMED CORP PROPERTY TYPE: SECURITIES 159,775.				P	VARIOUS 4,675.	VARIOUS
224,500.		20,342 SHS VANGUARD-TOT BOND PROPERTY TYPE: SECURITIES 210,757.				P	VARIOUS 13,743.	VARIOUS
10,000.		941 SHS VANGUARD-ST INVST GRADE PROPERTY TYPE: SECURITIES 9,958.				P	VARIOUS 42.	VARIOUS
126,051.		11,033 SHS VANGUARD-INFLA-PROTCTD PROPERTY TYPE: SECURITIES 114,611.				P	VARIOUS 11,440.	VARIOUS
TOTAL GAIN (LOSS)							<u>389,502.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME	7,350.	7,350.
TOTAL	<u>7,350.</u>	<u>7,350.</u>

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME	1,267,460.	1,267,460.
TOTAL	1,267,460.	1,267,460.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING & AUDITING FEES	30,738.	4,611.		26,127.
TOTALS	<u>30,738.</u>	<u>4,611.</u>		<u>26,127.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT ADVISORY FEES	339.	339.	
CONSULTING FEES	12,858.		12,858.
OTHER PROFESSIONAL FEES	500.		500.
TOTALS	<u>13,697.</u>	<u>339.</u>	<u>13,358.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	13,020.	651.	12,369.
FEDERAL EXCISE TAXES	-17,382.		
TOTALS	<u>-4,362.</u>	<u>651.</u>	<u>12,369.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	69,567.	3,478.	66,089.
RENT	45,368.	2,268.	43,100.
OFFICE EXPENSE	38,974.	1,949.	37,025.
DUES & SUBSCRIPTIONS	2,337.		2,337.
MISCELLANEOUS	758.		758.
SPECIAL PROJECTS - COMM. SERV	1,813.		1,813.
SPECIAL PROJECTS - INTERNS	651.		651.
TOTALS	159,468.	7,695.	151,773.

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COMMUNITY INVESTMENT	200,000.	200,000.	200,000.
MUTUAL FUNDS	44,379,901.	41,890,119.	41,890,119.
TOTALS	<u>44,579,901.</u>	<u>42,090,119.</u>	<u>42,090,119.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID INSURANCE	2,358.	1,174.	1,174.
ACCRUED INTEREST AND DIVIDENDS	1,022.		
PREPAID MISCELLANEOUS		4,745.	4,745.
TOTALS	<u>3,380.</u>	<u>5,919.</u>	<u>5,919.</u>

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
POST EMPLOYMENT BENEFITS	39,040.	29,107.
DEFERRED EXCISE TAXES	85,869.	46,639.
EXCISE TAXES PAYABLE	14,400.	21,248.
TOTALS	<u>139,309.</u>	<u>96,994.</u>

ATTACHMENT 10

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED LOSS ON INVESTMENT	1,961,495.
TOTAL	<u>1,961,495.</u>

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
------------------	---	--------------	---	---

DR. SANDRA FEATHERMAN 1616 WALNUT STREET SUITE 800 PHILADELPHIA, PA 19103	BOARD MEMBER 1.00	3,702.	0	0
--	----------------------	--------	---	---

DAVID H. WICE, ESQ. 1616 WALNUT STREET SUITE 800 PHILADELPHIA, PA 19103	BOARD MEMBER 1.00	4,052.	0	0
--	----------------------	--------	---	---

BEVERLY COLEMAN 1616 WALNUT STREET SUITE 800 PHILADELPHIA, PA 19103	TREASURER 1.00	4,520.	0	0
--	-------------------	--------	---	---

IDA K. CHEN 1616 WALNUT STREET SUITE 800 PHILADELPHIA, PA 19103	BOARD MEMBER 1.00	4,052.	0	0
--	----------------------	--------	---	---

HELEN CUNNINGHAM 1616 WALNUT STREET SUITE 800 PHILADELPHIA, PA 19103	EXECUTIVE DIRECTOR/SECRETARY 40.00	150,236.	35,471.	0
---	---------------------------------------	----------	---------	---

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

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MINDY M. POSOFF 1616 WALNUT STREET SUITE 800 PHILADELPHIA, PA 19103	PRESIDENT 1.00	6,430.	0	0
PHOEBE HADDON 1616 WALNUT STREET SUITE 800 PHILADELPHIA, PA 19103	BOARD MEMBER 1.00	3,352.	0	0
VALERIE CLAYTON 1616 WALNUT STREET SUITE 800 PHILADELPHIA, PA 19103	VICE PRESIDENT 1.00	4,052.	0	0
JOHN RICE 1616 WALNUT STREET SUITE 800 PHILADELPHIA, PA 19103	BOARD MEMBER 1.00	4,052.	0	0
LEONARD RIESER 1616 WALNUT STREET SUITE 800 PHILADELPHIA, PA 19103	BOARD MEMBER 1.00	4,052.	0	0
GRAND TOTALS		188,500.	35,471.	0

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES
ROBIN CULMER 1616 WALNUT STREET PHILADELPHIA, PA 19103	OFFICE ADMINISTRATOR 40.00	55,166.	36,729. 0
	TOTAL COMPENSATION	55,166.	36,729. 0

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

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

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

ATTACHMENT 14

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE STATEMENT A - EDUCATION

550,125.

SEE STATEMENT B - ARTS

204,000.

SEE STATEMENT C - COMMUNITY SERVICES

846,500.

SEE STATEMENT D - INTERNS

90,000

SEE STATEMENT E - MEMBERSHIP

8,750.

TOTAL CONTRIBUTIONS PAID

1,699,375.

PENALTY COMPUTATION DETAIL - FORM 2220

DATE PD	UNDERPAYMENT	BEG. DATE	END DATE	DAYS	%	PENALTY
<u>QUARTER 2, RATE PERIOD 1 (06/15/2011 - 09/30/2011)</u>						
09/15/2011	3,000.	06/15/2011	09/15/2011	92	4	30.
	7,322.	06/15/2011	09/30/2011	107	4	86.
TOTAL TO FORM 2220, LINE 22, COLUMN B						<u>116.</u>
<u>QUARTER 2, RATE PERIOD 2 (09/30/2011 - 12/31/2011)</u>						
12/15/2011	3,000.	09/30/2011	12/15/2011	76	3	19.
	4,322.	09/30/2011	12/31/2011	92	3	33.
TOTAL TO FORM 2220, LINE 24, COLUMN B						<u>52.</u>
<u>QUARTER 2, RATE PERIOD 3 (12/31/2011 - 05/15/2012)</u>						
	4,322.	12/31/2011	05/15/2012	136	3	48.
TOTAL TO FORM 2220, LINE 26, COLUMN B						<u>48.</u>
<u>QUARTER 3, RATE PERIOD 1 (09/15/2011 - 09/30/2011)</u>						
	8,180.	09/15/2011	09/30/2011	15	4	13.
TOTAL TO FORM 2220, LINE 22, COLUMN C						<u>13.</u>
<u>QUARTER 3, RATE PERIOD 2 (09/30/2011 - 12/31/2011)</u>						
	8,180.	09/30/2011	12/31/2011	92	3	62.
TOTAL TO FORM 2220, LINE 24, COLUMN C						<u>62.</u>
<u>QUARTER 3, RATE PERIOD 3 (12/31/2011 - 05/15/2012)</u>						
	8,180.	12/31/2011	05/15/2012	136	3	91.
TOTAL TO FORM 2220, LINE 26, COLUMN C						<u>91.</u>
<u>QUARTER 4, RATE PERIOD 2 (12/15/2011 - 12/31/2011)</u>						
	8,180.	12/15/2011	12/31/2011	16	3	11.
TOTAL TO FORM 2220, LINE 24, COLUMN D						<u>11.</u>
<u>QUARTER 4, RATE PERIOD 3 (12/31/2011 - 05/15/2012)</u>						
	8,180.	12/31/2011	05/15/2012	136	3	91.
TOTAL TO FORM 2220, LINE 26, COLUMN D						<u>91.</u>
TOTAL UNDERPAYMENT PENALTY						<u>484.</u>

SAMUEL S. FELS FUND
PART I, COLUMN A, LINE 25
GRANTS PAID PER BOOKS

EDUCATION GRANTS	550,125	(SEE STATEMENT A)
ARTS GRANTS	204,000	(SEE STATEMENT B)
COMMUNITY GRANTS	846,500	(SEE STATEMENT C)
INTERN GRANTS	90,000	(SEE STATEMENT D)
MEMBERSHIP GRANTS	8,750	(SEE STATEMENT E)
PAYMENT OF PRIOR GRANTS	<u>(142,500)</u>	
TOTAL GRANTS PAID	<u>1,556,875</u>	

Payments Made - OBRA Report

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2011

Education

Request Primary Contact	Object Title	Staff	Amount		Deduct	Non-		Sched.	--- Receipt ---		Done
			Check #	Paid Date	Amount	Deduct	Amount	Status	Date	Date	
Organizations y Musicos Latino Americanos Rivera, Lucas	1261 N 5th Street Philadelphia, PA 19140	Helen Cunningham	\$7,500.00 4911	12/16/2011	\$7,500.00		\$0.00				
For musical instruments and equipment											
Urban Americans United Somekawa, Ellen	3000 Technical High School LMB3	Helen Cunningham	\$15,000.00 4913	12/16/2011	\$15,000.00		\$0.00	Y			
To support anti-bias violence work in Philadelphia public schools											
City Year Philadelphia Jones, Loree D	221 Chestnut St, 2nd Floor Philadelphia, PA 19103	Helen Cunningham	\$15,000.00 4876	9/9/2011	\$15,000.00		\$0.00	Y			
Diplomas Now program											
Clay Studio Taylor, Christopher	39 North Second Street Philadelphia, PA 19106-	Helen Cunningham	\$5,000.00 4807	6/17/2011	\$5,000.00		\$0.00	Y			
Laymobile Outreach Program											
Commonwealth Youthchoirs, Inc. Ashbaker, Susan S.	5 Chelton Avenue Philadelphia, PA 19144	Helen Cunningham	\$5,000.00 4809	6/17/2011	\$5,000.00		\$0.00				
Database system											

Agency Organization	Amount	Non-	--- Receipt ---
Request Primary Contact	Check #	Deduct Tax	Done
Project Title	Paid Date	Amount	Sched. Date
Staff		Status	Date
Community College of Philadelphia Curtis, Stephen M 1700 Spring Garden Street Philadelphia, PA 19130 <i>Toward the purchase of computer equipment for the Re-entry Support Project</i>	\$10,000.00 4808 6/17/2011	\$0.00 Y	
Dancing Classrooms/Arts in Schools Collaborative Gallagher, Danielle 15C Llanfair Road Ardmore, PA 19003 <i>Dancing Classrooms in Philadelphia public schools</i>	\$7,500.00 4912 12/16/2011	\$0.00	
Temple University Department of Journalism, School of Communications and Theater Odom, Maida Temple University 620 N 13th Street Philadelphia, PA 19122 <i>Prime Movers Philadelphia</i>	\$7,500.00 4780 3/25/2011	\$0.00	
Heritage Family Services, Inc. Nicolodi, Sara 225 Chestnut Street Philadelphia, PA 19104 <i>General support for the Music and Mentorship Program</i>	\$5,000.00 4921 12/16/2011	\$0.00	
International Ballet Exchange Palmed, Nancy 13 E. Schoolhouse Lane Philadelphia, PA 19144 <i>Phillet residences in Philadelphia public schools</i>	\$5,000.00 4879 9/9/2011	\$0.00	
AXIS Post, Claudia 24 Market Street, Suite 15B Philadelphia, PA 19104 <i>Work with six Philadelphia public middle schools</i>	\$5,000.00 4864 7/14/2011	\$0.00	

Employee Organization	Request Primary Contact	Object Title	Staff	Amount		Deduct Amount	Non-Deduct Amount	Tax Status	Sched. Date	Done Date	Receipt ---
				Check #	Paid Date						
IPP Philadelphia Charter School Mannella, Marc 2709 N Broad Street Philadelphia, PA 19132 Expansion of the Co-Teacher Program			Helen Cunningham	\$50,000.00 4882 9/9/2011		\$50,000.00	\$0.00				
Library Build, Inc. Hammond, Callie P.O. Box 42096, 3000 Chestnut Street Philadelphia, PA 19104 Start-up			Helen Cunningham	\$7,500.00 4918 12/16/2011		\$7,500.00	\$0.00				
Libertarian Settlement House/Lutheran Social Mission Davis, Kelly 340 Frankford Avenue Philadelphia, PA 19125- Literacy tutoring program			Helen Cunningham	\$15,000.00 4919 12/16/2011		\$15,000.00	\$0.00				
Lighty Writers Whitaker, Tim 501 Christian Street, 1st Floor Philadelphia, PA 19146 General support			Helen Cunningham	\$7,500.00 4818 6/17/2011		\$7,500.00	\$0.00				
Ed in Deed Jundon, Barbara 616 Germantown Avenue, 2nd Floor Rear Philadelphia, PA 19118 General support			Helen Cunningham	\$10,000.00 4922 12/16/2011		\$10,000.00	\$0.00	Y			
Opera Company of Philadelphia Devan, David 120 Locust Street, Suite 210 Philadelphia, PA 19102- Funds of Learning			Helen Cunningham	\$7,500.00 4820 6/17/2011		\$7,500.00	\$0.00				

Request Primary Contact	Staff	Amount	Deduct	Non-Deduct	Sched.	Done
Object Title		Check #	Amount	Amount	Date	Date
Pennsylvania Ballet Association Scolamiero, Michael 1101 South Broad Street Philadelphia, PA 19147 <i>Accent on Dance</i>	Helen Cunningham	\$7,500.00 4821 6/17/2011	\$7,500.00	\$0.00 Y		
Communities Organizing for Change (ACORN)/Tides Center Robbins, Craig 346 N. Broad Street, 2nd Floor Philadelphia, PA 19130 <i>to organize parents and community on the issue of teacher effectiveness</i>	Helen Cunningham	\$15,000.00 4910 12/16/2011	\$15,000.00	\$0.00		
Philadelphia Young Playwrights Program, Inc. Knapp, Glen 1 Benjamin Franklin Pkwy, 2nd Floor Philadelphia, PA 19103-1208 <i>Underwrite programs in Philadelphia public schools</i>	Helen Cunningham	\$10,000.00 4775 3/25/2011	\$10,000.00	\$0.00		
Philadelphia Charter Schools for Excellence/Byerschool Foundation Booker, Naomi 10 West Rittenhouse Square, Suite 400 Philadelphia, PA 19103 <i>Start-up</i>	Helen Cunningham	\$15,000.00 4789 3/28/2011	\$15,000.00	\$0.00		
Philadelphia Education Fund Bixman, Carol Ben Franklin Parkway Suite 700 Philadelphia, PA 19103-1294 <i>risRising</i>	Helen Cunningham	\$40,000.00 4788 3/28/2011	\$40,000.00	\$0.00 Y		

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Free Organization		Amount		Non-		--- Receipt ---	
Request Primary Contact	Staff	Check #	Deduct Amount	Deduct Amount	Tax Status	Sched. Date	Done Date
Project Title		Paid Date					
Philadelphia School Partnership Layner, Ben 10 South Independence Mall West Suite 1200 Philadelphia, PA 19106 General support	Helen Cunningham	\$75,000.00 4774 3/25/2011	\$75,000.00	\$0.00			
Philadelphia Youth Sports Collaborative/Starfinder Palmer, Wendy 10 The Palmer Group, 3600 Market Street Suite 530 Philadelphia, PA 19103 Toward the development of a universal database	Helen Cunningham	\$5,125.00 4792 4/19/2011	\$5,125.00	\$0.00			
Project Based Learning Langer, Simon 8 Merion Avenue Berth, PA 19072 Launch of the Sustainability Workshop School	Helen Cunningham	\$25,000.00 4886 9/9/2011	\$25,000.00	\$0.00			
Public Interest Projects, Inc. Lund, Malinda 1 Broad Street, Suite 1600 New York, NY 10004 IPA Communities for Public Education Reform (PER)	Helen Cunningham	\$15,000.00 4791 4/11/2011	\$15,000.00	\$0.00			
Public School Notebook Mocolar, Paul 21 Midvale Avenue Philadelphia, PA 19129- Cover issues pertinent to immigrant students	Helen Cunningham	\$15,000.00 4824 6/17/2011	\$15,000.00	\$0.00	Y		
Key Rock School of the PA Ballet Masoff, Bojan 01 South Broad Street Philadelphia, PA 19147 Rock Reach	Helen Cunningham	\$5,000.00 4888 9/9/2011	\$5,000.00	\$0.00			

Employee Organization Request Primary Contact Project Title	Staff	Amount		Deduct Amount	Non- Deduct Tax Amount	Status	Sched.		--- Receipt ---	
		Check #	Paid Date				Date	Date	Done	Date
Partup Corps Sedmak, Rich 513 Frankford Avenue Suite 2A Philadelphia, PA 19125	Helen Cunningham	\$7,500.00 4865 12/16/2011		\$7,500.00	\$0.00					
Summer Search Jefferson, Amanda 616 Walnut Street, Suite 2200 Philadelphia, PA 19103 General support	Helen Cunningham	\$7,500.00 4830 6/17/2011		\$7,500.00	\$0.00					
Arch for America Inc. Nang, Michael 14 Market Street, Suite 201 Philadelphia, PA 19106 General support	Helen Cunningham	\$100,000.00 4756 3/4/2011		\$100,000.00	\$0.00					
Young Audiences of Eastern Pennsylvania More, Linda A 516 Walnut Street, Suite 1800 Philadelphia, PA 19103 Programs in Philadelphia public schools	Helen Cunningham	\$7,500.00 4896 9/9/2011		\$7,500.00	\$0.00	Y				
South Empowerment Services Rome, Taylor C 31 N. Broad Street, 4th Floor Philadelphia, PA 19122-4021 ward improvements to the GED to College curriculum	Helen Cunningham	\$15,000.00 4785 3/25/2011		\$15,000.00	\$0.00					
Grand Total (33 items)		\$550,125.00	\$550,125.00	\$550,125.00	\$0.00					

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Payments Made - OBRA Report

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Arts

Request Primary Contact	Object Title	Staff	Amount		Deduct	Non-		Sched.	Receipt		Done
			Check #	Paid Date	Amount	Deduct	Amount	Status	Date	Date	
th Hour Theatre Company O'Brien, Michael Philip 169 Lauriston Street Philadelphia, PA 19128 General support		Helen Cunningham	\$3,000.00 4733 2/18/2011		\$3,000.00		\$0.00				
112 Productions, Inc. Childs, Jennifer 121 North 7th Street, Suite 218 Philadelphia, PA 19123 General support		Helen Cunningham	\$5,000.00 4838 6/17/2011		\$5,000.00		\$0.00	Y			
merican Composers Forum Lesnick, Adam 10 North 3rd Street, Unit 201 Philadelphia, PA 19106 General support		Helen Cunningham	\$3,000.00 4856 6/17/2011		\$3,000.00		\$0.00	Y			
's Nova Workshop, Inc. Christman, Mark 1909 Warren Street Philadelphia, PA 19104 General support		Helen Cunningham	\$3,000.00 4848 6/17/2011		\$3,000.00		\$0.00				
t Sanctuary Cary, Lorene 801 W. Diamond Street Philadelphia, PA 19121 General support		Helen Cunningham	\$5,000.00 4743 2/18/2011		\$5,000.00		\$0.00				
tral Artistic Services Wilson, Vera 130 S. Broad St., 3rd Floor Philadelphia, PA 19102 General support		Helen Cunningham	\$3,000.00 4845 6/17/2011		\$3,000.00		\$0.00	Y			

Employee Organization Request Primary Contact Object Title	Staff	Amount		Deduct Amount	Non- Deduct Tax Amount	Receipt ---	
		Check #	Paid Date			Sched. Date	Dóne Date
zuka Theatre Collective Glaccum, Kevin 325 South 4th Street, Suite 362 Philadelphia, PA 19147 <i>General support</i>	Helen Cunningham	\$3,000.00 4837	6/17/2011	\$3,000.00	\$0.00		
ALLET X Cox, Christine PO Box 22713 Philadelphia, PA 19110-2713 <i>General support</i>	Helen Cunningham	\$3,000.00 4832	6/17/2011	\$3,000.00	\$0.00		
Black Pearl Chamber Orchestra Rubio, Julia PO Box 25206 Philadelphia, PA 19119 <i>General support</i>	Helen Cunningham	\$4,000.00 4849	6/17/2011	\$4,000.00	\$0.00		
crossroads Music c/o Calvary Center for Culture and Community Flaumenhaft, Daniel 801 South 48th Street Philadelphia, PA 19143 <i>General support</i>	Helen Cunningham	\$3,000.00 4748	2/18/2011	\$3,000.00	\$0.00		
Visual Arts Society of Philadelphia Glandorf, Matthew PO Box 22445, Land Title Station Philadelphia, PA 19110 <i>General support</i>	Helen Cunningham	\$3,000.00 4850	6/17/2011	\$3,000.00	\$0.00		
City Parks Association Loeb, Deenah 868 Scottford Road Philadelphia, PA 19119 <i>Art in the Open: Philadelphia</i>	Helen Cunningham	\$5,000.00 4769	3/25/2011	\$5,000.00	\$0.00	Y	

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Employee Organization Request Primary Contact	Object Title	Staff	Amount		Deduct Amount	Non- Deduct Tax Amount	Status	Sched. Date	Receipt	
			Check #	Paid Date					Done	Date
Hammer Orchestra of Philadelphia Gistelunck, Peter H. 1520 Locust Street, Suite 500 Philadelphia, PA 19102-4400 General support		Helen Cunningham	\$4,000.00 4747	2/18/2011	\$4,000.00	\$0.00				
			\$3,000.00 4857	6/17/2011	\$3,000.00	\$0.00	Y			
			\$5,000.00 4851	6/17/2011	\$5,000.00	\$0.00				
The Crossing, Inc. Brehm, Maren M. 1313 Fitzwater Street Philadelphia, PA 19147 General support		Helen Cunningham	\$3,000.00 4732	2/18/2011	\$3,000.00	\$0.00				
			\$3,000.00 4858	6/17/2011	\$3,000.00	\$0.00				
			\$3,000.00 4749	2/18/2011	\$3,000.00	\$0.00				
The Suono Chamber Music Concert Series Stillman, Mum 35 N. 22nd Street Philadelphia, PA 19103 General support		Helen Cunningham	\$3,000.00 4749	2/18/2011	\$3,000.00	\$0.00				
			\$3,000.00 4858	6/17/2011	\$3,000.00	\$0.00				
			\$3,000.00 4732	2/18/2011	\$3,000.00	\$0.00				

Request Primary Contact	Object Title	Staff	Amount		Deduct Amount	Non-Deduct Amount	Tax		Sched. Date	Receipt		Done Date
			Check #	Paid Date								
Foundation for Today's Art - Nexus Cassway, Nick 137 North Second Street Philadelphia, PA 19106 <i>General support</i>		Helen Cunningham	\$3,000.00 4844 6/17/2011		\$3,000.00	\$0.00	Y					
Headlong Dance Theater Simonet, Andrew 1170 S Broad Street Philadelphia, PA 19146 <i>General support</i>		Helen Cunningham	\$5,000.00 4728 2/18/2011		\$5,000.00	\$0.00	Y					
The Idiopathic Ridiculous Brock, Tina 333 Kimball Street Philadelphia, PA 19147 <i>General support</i>		Helen Cunningham	\$3,000.00 4839 6/17/2011		\$3,000.00	\$0.00						
MS NUA Theatre Company Reing, Tom 1600 Baltimore Avenue, Apt. 3 Philadelphia, PA 19143 <i>General support</i>		Helen Cunningham	\$3,000.00 4734 2/18/2011		\$3,000.00	\$0.00						
teract, Inc. Rozin, Seth 1030 Sansom Street Philadelphia, PA 19103 <i>General support</i>		Helen Cunningham	\$5,000.00 4735 2/18/2011		\$5,000.00	\$0.00	Y					
anne Ruddy & Danegers, Inc. Ruddy, Jeanne 515 Brandywine Street Philadelphia, PA 19130 <i>General support</i>		Helen Cunningham	\$3,000.00 4833 6/17/2011		\$3,000.00	\$0.00						

Payee Organization		Amount		Non-		Receipt	
Request Primary Contact	Staff	Check #	Deduct	Deduct	Tax	Sched.	Done
Project Title		Paid Date	Amount	Amount	Status	Date	Date
Blank Sanders, Brian 938 S Iseminger Street Philadelphia, PA 19148 General support	Helen Cunningham	\$3,000.00 4834 6/17/2011	\$3,000.00	\$0.00			
Blue Men African American Dance Ensemble Wilkie, Dorothy 417 North 13th Street Philadelphia, PA 19126 General support	Helen Cunningham	\$3,000.00 4835 6/17/2011	\$3,000.00	\$0.00			
VL Dancers, Inc. Metzner, Kenneth L. 316 South 9th Street Philadelphia, PA 19147 General support	Helen Cunningham	\$3,000.00 4836 6/17/2011	\$3,000.00	\$0.00			
Intern Theatre Company Shuff, Anne P.O. Box 53428 Philadelphia, PA 19105-3428 General support	Admin	\$5,000.00 4736 2/18/2011	\$5,000.00	\$0.00	Y		
Endelssohn Club Faust, Lynn 218 Locust Street Philadelphia, PA 19107 General support	Helen Cunningham	\$3,000.00 4852 6/17/2011	\$3,000.00	\$0.00	Y		
How City Stage Company Dayle, Ginger 1031 Locust Street, Suite 702 Philadelphia, PA 19103 General support	Helen Cunningham	\$5,000.00 4737 2/18/2011	\$5,000.00	\$0.00			

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Employee Organization		Amount		Non-		Receipt	
Request Primary Contact	Staff	Check #	Deduct	Deduct	Tax	Sched.	Done
Object Title		Paid Date	Amount	Amount	Status	Date	Date
ew City Stage Company Dayle, Ginger 2031 Locust Street, Suite 702 Philadelphia, PA 19103 General support	Helen Cunningham	\$3,000.00 4737 2/18/2011	\$3,000.00	\$0.00			
ew City Stage Company Dayle, Ginger 2031 Locust Street, Suite 702 Philadelphia, PA 19103 General support	Helen Cunningham	-\$5,000.00 4737 3/21/2011	-\$5,000.00	\$0.00			
ew Paradise Laboratories Theatre, Inc. Hatten, Inger PO Box 14037 1325 N. Randolph Street, Suite B Philadelphia, PA 19122 General support	Helen Cunningham	\$3,000.00 4840 6/17/2011	\$3,000.00	\$0.00			
ew Sounds Music, Inc. Levy, Matthew 157 W. Harvey Street Philadelphia, PA 19144 General support	Helen Cunningham	\$3,000.00 4853 6/17/2011	\$3,000.00	\$0.00	Y		
ainted Bride Art Center Raczka, Laurel 230 Vine Street Philadelphia, PA 19106 General support	Helen Cunningham	\$3,000.00 4744 2/18/2011	\$3,000.00	\$0.00	Y		
ision y Arte Vaca, Elba Hevia y 1411 Overbrook Avenue Philadelphia, PA 19151 General support	Helen Cunningham	\$3,000.00 4729 2/18/2011	\$3,000.00	\$0.00			

Request Organization Request Primary Contact Request Title	Staff	Amount		Deduct Amount	Non- Deduct Tax Amount	Status	Sched.		Receipt --	
		Check #	Paid Date				Date	Date	Done	Date
regine Arts, Inc. quire, Thaddeus 920 Cambridge Street Philadelphia, PA 19130 General support	Helen Cunningham	\$3,000.00 4846 6/17/2011		\$3,000.00	\$0.00					
Centre Alliance of Greater Philadelphia Salvante, Margie 616 Walnut Street, Suite 1800 Philadelphia, PA 19103 General support	Helen Cunningham	\$3,000.00 4860 6/17/2011		\$3,000.00	\$0.00	Y				
Philadelphia Chamber Music Society Maneval, Philip 616 Walnut Street Suite 1600 Philadelphia, PA 19103 General support	Helen Cunningham	\$3,000.00 4750 2/18/2011		\$3,000.00	\$0.00	Y				
Philadelphia Dance Company Brown, Joan Myers North Preston Street Philadelphia Way Philadelphia, PA 19104-2210 General support	Admin	\$5,000.00 4730 2/18/2011		\$5,000.00	\$0.00	Y				
Philadelphia Dance Projects Fox, Terry 100 Philadelphia N. Philadelphia Way Philadelphia, PA 19104 General support	Helen Cunningham	\$3,000.00 4753 2/18/2011		\$3,000.00	\$0.00					
Philadelphia Film Society General support	Helen Cunningham	\$5,000.00 4745 2/18/2011		\$5,000.00	\$0.00					

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Request Organization Request Primary Contact Subject Title	Staff	Amount		Deduct Amount	Non- Deduct Amount	Tax Status	Sched. Date	Done Date
		Check # Paid Date						
Philadelphia Independent Film/Video Association Lavigne, Caroline E General support	Helen Cunningham	\$3,000.00 4746 2/18/2011		\$3,000.00	\$0.00			
Philadelphia Photo Arts Center Iolfa, Sarah 400 N American Street, suite 103 Philadelphia, PA 19122 General support	Helen Cunningham	\$3,000.00 4859 6/17/2011		\$3,000.00	\$0.00			
Taro Cimball, Joan P 238 Fairmount Avenue Philadelphia, PA 19130 General support	Admin	\$3,000.00 4751 2/18/2011		\$3,000.00	\$0.00	Y		
Philadelphia Shakespeare Theatre Chan, Carmen 111 Sansom Street Philadelphia, PA 19103 General support	Helen Cunningham	\$3,000.00 4841 6/17/2011		\$3,000.00	\$0.00	Y		
Philadelphia Singers Mortensen, Robert 211 Chestnut Street, Suite 610 Philadelphia, PA 19107- General support	Helen Cunningham	\$3,000.00 4854 6/17/2011		\$3,000.00	\$0.00	Y		
Pig Iron Theatre Company Reigersberg, Dito van 40 North 12 Street, Suite 418 Philadelphia, PA 19107 General support	Helen Cunningham	\$5,000.00 4842 6/17/2011		\$5,000.00	\$0.00	Y		

Request Primary Contact	Object Title	Staff	Amount		Deduct	Non-		Sched.	--- Receipt ---		Done
			Check #	Paid Date	Amount	Deduct	Amount	Tax	Date	Date	
Gay Penn, Inc. Meshejian, Paul 220 West Evergreen Ave., #D-2 Philadelphia, PA 19118 <i>General support</i>		Helen Cunningham	\$5,000.00 4738 2/18/2011		\$5,000.00		\$0.00				
Days and Players Dukeman, Rachel 714 Delancey Place Philadelphia, PA 19103- <i>General support</i>		Helen Cunningham	\$3,000.00 4843 6/17/2011		\$3,000.00		\$0.00	Y			
Comics Culturales Latinoamericanas, Inc. Castillo-Perez, Veronica P.O. Box 60662 Philadelphia, PA 19133 <i>General support</i>		Helen Cunningham	\$5,000.00 4847 6/17/2011		\$5,000.00		\$0.00	Y			
Le Rosenbach Museum and Library Dreher, Derick 010 DeLancey Place Philadelphia, PA 19103 <i>General support</i>		Helen Cunningham	\$5,000.00 4741 2/18/2011		\$5,000.00		\$0.00	Y			
Shakespeare in Clark Park Burkholder, Maria P.O. Box 30734 Philadelphia, PA 19104 <i>General support</i>		Helen Cunningham	\$3,000.00 4739 2/18/2011		\$3,000.00		\$0.00				
UTI, India Music & Dance Society Trabakkar, Uma 10 Fordham Road Gala Cynwyd, PA 19004 <i>General support</i>		Helen Cunningham	\$3,000.00 4855 6/17/2011		\$3,000.00		\$0.00				

Request Organization	Request Primary Contact	Project Title	Staff	Amount	Check #	Paid Date	Deduct Amount	Non-Deduct Amount	Tax Status	Sched. Date	Done Date	Receipt ---
Arpesta di Mare, Inc. Napoli, Ulrike 334 Carpenter Street Philadelphia, PA 19147 general support			Helen Cunningham	\$3,000.00	4752	2/18/2011	\$3,000.00	\$0.00				
Centre Exile Co Manuso, Joe 340 S 13th Street Philadelphia, PA 19147 general support			Helen Cunningham	\$5,000.00	4740	2/18/2011	\$5,000.00	\$0.00				
Loquy Dance Designs Radiala, Shaily 317 Crease Street Philadelphia, PA 19125 general support			Helen Cunningham	\$3,000.00	4731	2/18/2011	\$3,000.00	\$0.00				
x Populi uggs, Andrew 315 Cherry St., 4th Floor Philadelphia, PA 19107 general support			Admin	\$3,000.00	4754	2/18/2011	\$3,000.00	\$0.00				
Wood Turning Center, Inc. eCoff, Albert 11 Vine Street Philadelphia, PA 19106 general support			Helen Cunningham	\$3,000.00	4861	6/17/2011	\$3,000.00	\$0.00	Y			
odmere Gallery Inc. Valerio, William 201 Germantown Avenue Philadelphia, PA 19118- emuth in the City of Lights			Helen Cunningham	\$3,000.00	4742	2/18/2011	\$3,000.00	\$0.00	Y			
Grand Total (60 items)				\$204,000.00			\$204,000.00	\$0.00				

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Community

Employee Organization		Amount		Non-		Receipt --	
Request Primary Contact	Staff	Check #	Deduct Amount	Deduct Tax Amount	Status	Sched. Date	Done Date
Project Title AchieveAbility Allen, Marcus 21 S 61st Street Philadelphia, PA 19139- <i>Family Self Sufficiency Program</i>	Helen Cunningham	\$20,000.00 4909 12/16/2011	\$20,000.00	\$0.00	Y		
IDS Law Project of Pennsylvania Goldfein, Ronda 1211 Chestnut Street, Suite 600 Philadelphia, PA 19107 <i>Redesign the website</i>	Helen Cunningham	\$5,000.00 4787 3/25/2011	\$5,000.00	\$0.00	Y		
American Civil Liberties Foundation of Pennsylvania - Clara Bell Duvall Education Fund Petraitis, Carol P.O. Box 1161 Philadelphia, PA 19105-1161 <i>To enhance reproductive health services for incarcerated women</i>	Helen Cunningham	\$10,000.00 4877 9/9/2011	\$10,000.00	\$0.00	Y		
Arab-American Community Development Corporation Kreidie, Marwan 502 Hancock Street Philadelphia, PA 19147 <i>General support</i>	Helen Cunningham	\$7,500.00 4875 9/9/2011	\$7,500.00	\$0.00			
Arts and Spirituality Center Teegan-Case, Susan 3723 Chestnut Street Philadelphia, PA 19104 <i>General support</i>	Helen Cunningham	\$7,500.00 4768 3/25/2011	\$7,500.00	\$0.00			

Request Organization Request Primary Contact	Subject Title	Staff	Amount		Deduct Amount	Non- Deduct Amount	Tax Status	Sched. Date	--- Receipt ---	
			Check #	Paid Date					Date	Date
Cardinal Bevilacqua Community Center Dewens, Sister Karen 646 Kensington Avenue Philadelphia, PA 19115 <i>toward the salary for a Director of Advancement</i>		Helen Cunningham	\$15,000.00 4804	6/17/2011	\$15,000.00	\$0.00				
Westnut Hill Friends Meeting House Project <i>Facilities for homeless families and refugees</i>		Helen Cunningham	\$5,000.00 4914	12/16/2011	\$5,000.00	\$0.00				
Committee for Dignity and Fairness for the Homeless Christian, Alicia Housing Development, Inc. 7047 Germantown Avenue Philadelphia, PA 19119- <i>To strengthen the accounting department</i>		Helen Cunningham	\$10,000.00 4915	12/16/2011	\$10,000.00	\$0.00	Y			
Congreso de Latino Unidos, Inc. Figuerola, Cynthia 216 W. Somerset Street Philadelphia, PA 19133 <i>New Director's grant</i>		Helen Cunningham	\$15,000.00 4810	6/17/2011	\$15,000.00	\$0.00	Y			
Radles to Crayons Smith, Michal 141 Gibraltar Road Horsham, PA 19014 <i>To install a washer and dryer</i>		Helen Cunningham	\$2,500.00 4811	6/17/2011	\$2,500.00	\$0.00				
Law's Place Loise, Sister Michelle 81 E Logan Street Philadelphia, PA 19144 <i>General support</i>		Helen Cunningham	\$15,000.00 4878	9/9/2011	\$15,000.00	\$0.00				

Yee Organization Quest Primary Contact Project Title	Staff	Amount		Deduct Amount	Non- Deduct Tax Amount Status	--- Receipt ---	
		Check #	Paid Date			Sched. Date	Done Date
Paul USA Levesque, Charles 725 Sprague Street Philadelphia, PA 19138 <i>New Director's grant</i>	Helen Cunningham	\$20,000.00 4770 3/25/2011		\$20,000.00	\$0.00		
Wheaton Community Center Haile, Mulugetta 3343 Race Street Philadelphia, PA 19139 <i>Forward repairs</i>	Helen Cunningham	\$5,000.00 4812 6/17/2011		\$5,000.00	\$0.00		
Access to Face Meeks-Hank, Mary 109 E Price Street Philadelphia, PA 19144 <i>Volunteer Coordinator position</i>	Helen Cunningham	\$12,500.00 4916 12/16/2011		\$12,500.00	\$0.00 Y		
Gover of Philadelphia Braden, Leigh 7 Schiller Avenue Penn Valley, PA 19072 <i>To launch a winter shelter for LGBTQ youth</i>	Helen Cunningham	\$10,000.00 4917 12/16/2011		\$10,000.00	\$0.00		
The Franklin Institute Wint, Dennis M 222 North 20th Street Philadelphia, PA 19103-1194 <i>Phase Two renovations of the Fels Planetarium</i>	Helen Cunningham	\$125,000.00 4712 2/18/2011		\$125,000.00	\$0.00 Y		
Greater Philadelphia Coalition Against Hunger Morgan, Carey 2901 W. Hunting Park Avenue Philadelphia, PA 19129 <i>To increase enrollment in SNAP</i>	Helen Cunningham	\$20,000.00 4814 6/17/2011		\$20,000.00	\$0.00		

Request Organization	Request Primary Contact	Project Title	Staff	Amount	Check #	Paid Date	Deduct Amount	Non-Deduct Amount	Tax Status	Sched. Date	Done Date
ter School Activities Partnerships/ASAP Greater Philadelphia Urban Affairs	innis, Justin	30 S Broad Street Philadelphia, PA 19102- debating in after school programs	Helen Cunningham	\$5,000.00	4803	6/17/2011	\$5,000.00	\$0.00	Y		
spanics in Philanthropy	Campaamor, Diana	950 Doyle Street, Suite 7 Emeryville, CA 94608	Helen Cunningham	\$10,000.00	4713	2/18/2011	\$10,000.00	\$0.00			
Philadelphia Funders Collaborative for Strong Latino Communities											
ousing Alliance of Pennsylvania	Hersh, Elizabeth G.	2 South Easton Road Glenside, PA 19038	Helen Cunningham	\$15,000.00	4815	6/17/2011	\$15,000.00	\$0.00			
Toward the Breaking Ground campaign											
untos	Steele, Zachary	2029 S 8th Street Philadelphia, PA 19148	Helen Cunningham	\$15,000.00	4881	9/9/2011	\$15,000.00	\$0.00			
General support											
IFT Philadelphia	Romalis, Josh	203 S 60th Street Philadelphia, PA 19139	Helen Cunningham	\$10,000.00	4862	6/17/2011	\$10,000.00	\$0.00			
Toward the salary of a Development Associate											
The Media Mobilizing Project	Root, Todd	725 Ellsworth Street Philadelphia, PA 19147	Helen Cunningham	\$10,000.00	4920	12/16/2011	\$10,000.00	\$0.00			
General support											

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Free Organization	Request Primary Contact	Subject Title	Staff	Amount		Deduct		Non-		Receipt	
				Check #	Paid Date	Amount	Amount	Deduct Tax	Amount	Sched. Date	Dqne Date
t Airy, USA Jupta, Anuj 639-41 Germantown Avenue Philadelphia, PA 19119 fousing Counseling Program	Helen Cunningham			\$20,000.00 4772 3/25/2011		\$20,000.00		\$0.00			
				\$7,000.00 4923 12/16/2011		\$7,000.00		\$0.00			
				\$15,000.00 4819 6/17/2011		\$15,000.00		\$0.00			
				\$10,000.00 4880 9/9/2011		\$10,000.00		\$0.00			
ew Sanctuary Movement of Philadelphia c/o UNTOS Rock, Jennifer 4404 N 5th Street Philadelphia, PA 19140 General support	Helen Cunningham			\$15,000.00 4883 9/9/2011		\$15,000.00		\$0.00			
				\$15,000.00 4771 3/25/2011		\$15,000.00		\$0.00	Y		
orth Light Boys Club/Community Center Madrak, Irene A 175 Green Lane Philadelphia, PA 19127 General support	Helen Cunningham										
ueva Esperanza, Inc. Clark, Mary 4261 North 5th Street, 2nd Flr Philadelphia, PA 19140- Immigration Legal Services	Helen Cunningham										

Request Organization	Request Primary Contact	Project Title	Staff	Amount Check # Paid Date	Deduct Amount	Non- Deduct Amount	Tax Status	Sched. Date	Done Date
Pennsylvania Immigration and Citizenship Coalition Philadelphia, Brad 100 Arch Street, 7th Floor Philadelphia, PA 19103 general support			Helen Cunningham	\$15,000.00 4924 12/16/2011	\$15,000.00	\$0.00			
Pennsylvania Prison Society Philadelphia, William M 15 North Broad Street Philadelphia 300 Philadelphia, PA 19107-2300 paying in Touch: Childreana and their Incarcerated others			Helen Cunningham	\$15,000.00 4925 12/16/2011	\$15,000.00	\$0.00			
People's Emergency Center Philadelphia, Gloria 15 N 39th Street Philadelphia, PA 19104-4656 Director's grant			Helen Cunningham	\$15,000.00 4884 9/9/2011	\$15,000.00	\$0.00	Y		
Abundance Philadelphia, William J 50 Germantown Avenue Philadelphia, PA 19119-0927 support the Community Food Center			Helen Cunningham	\$30,000.00 4822 6/17/2011	\$30,000.00	\$0.00	Y		
Philadelphia AIDS Consortium/Casa Monarca Philadelphia, Dalia 48 S. 17 Street Philadelphia, PA 19146 general support			Helen Cunningham	\$5,000.00 4805 6/17/2011	\$5,000.00	\$0.00			

Payee Organization Request Primary Contact	Project Title	Staff	Amount		Deduct Amount	Non- Deduct Amount	Tax Status	Sched. Date	Done Date
			Check #	Paid Date					
Philadelphia Orchard Project Naim, Michael P. c/o Michael P. Naim, Urban Studies Program University of Pennsylvania, 130 McNeil 3718 Locust Walk Philadelphia, PA 19104-6311 <i>General support</i>		Helen Cunningham	\$10,000.00 4885 9/9/2011		\$10,000.00	\$0.00			
Philadelphia Wooden Boat Factory Hart, Brett 4520 Worth Street, Suite L2 Philadelphia, PA 19124 <i>Boat Build and Sail program</i>		Helen Cunningham	\$7,500.00 4827 6/17/2011		\$7,500.00	\$0.00			
Preservation Alliance for Greater Philadelphia Gallery, John Andrew 1616 Walnut Street, Suite 1620 Philadelphia, PA 19103 <i>Emerging Preservation Leaders Program</i>		Helen Cunningham	\$7,000.00 12/16/2011		\$7,000.00	\$0.00			
Preston's Paradise Seton Corboy, Mary 839 N. Preston Street Philadelphia, PA 19104 <i>To operate fresh food retail outlets</i>		Helen Cunningham	\$10,000.00 4927 12/16/2011		\$10,000.00	\$0.00			
Project HOME Sculhon, Sister Mary 1515 Fairmount Avenue Philadelphia, PA 19130- <i>For policy and advocacy work</i>		Helen Cunningham	\$15,000.00 4887 9/9/2011		\$15,000.00	\$0.00	Y		
Public (Philadelphia) Citizens for Children and Youth Yanoff, Shelly D Seven Benjamin Franklin Parkway Philadelphia, PA 19103- <i>General support</i>		Helen Cunningham	\$15,000.00 4825 6/17/2011		\$15,000.00	\$0.00	Y		

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Request Organization		Staff	Amount		Non-		Receipt	
Request Primary Contact	Check #		Deduct	Tax	Sched.	Done		
Project Title			Paid Date	Amount	Amount	Status	Date	
Public Interest Law Center of Philadelphia Clarke, Jennifer R. 25 South Ninth Street Suite 700 Philadelphia, PA 19107 The Philadelphia Project	Helen Cunningham		\$20,000.00 4778 3/25/2011	\$20,000.00	\$0.00	Y		
Restaurant Opportunities Center of Philadelphia DC-Philadelphia ayaraman, Saru 10 Seventh Avenue, 18th Floor New York, NY 10001 part up of the Philadelphia ROC	Helen Cunningham		\$15,000.00 4711 2/18/2011	\$15,000.00	\$0.00			
Israel S. Fleisher Art Memorial, Inc. raun, Matthew 9 Catharine Street Philadelphia, PA 19147 Community Partnerships program	Helen Cunningham		\$7,500.00 4889 9/9/2011	\$7,500.00	\$0.00	Y		
The Video Inc. Passiah, Louis 12 Chestnut Street, 3rd Floor Philadelphia, PA 19104 General support	Helen Cunningham		\$7,500.00 4890 9/9/2011	\$7,500.00	\$0.00	Y		
ForLAW Center uck, Karen C New Enhanced Services program	Helen Cunningham		\$15,000.00 4891 9/9/2011	\$15,000.00	\$0.00	Y		
ing City ully, Angela 3 S. 17th Street Philadelphia, PA 19103- 1st Philadelphia Children's Choir	Helen Cunningham		\$5,000.00 4892 9/9/2011	\$5,000.00	\$0.00	Y		

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Requesting Organization		Request Primary Contact	Subject Title	Staff	Amount		Non-Deduct Tax		Sched. Date	Receipt	Done
Check #	Paid Date				Deduct Amount	Deduct Tax Amount					
11111 Memorial Playground & Playhouse Inc. Wise, Meg East Fairmount Park Philadelphia, PA 19121-1095 Capacity building	\$10,000.00 4828 6/17/2011	\$10,000.00	\$0.00	Y							
Society Created to Reduce Urban Blight -SCRUB Tracy, Mary 315 Walnut Street, Suite 1605 Philadelphia, PA 19107 High school enrichment program	\$7,500.00 4931 12/16/2011	\$7,500.00	\$0.00								
Liberal Q Puppet Theater, Inc. Broyles, Tracy 114 Spring Garden Street, 2nd Floor Philadelphia, PA 19104 General support	\$7,500.00 4829 6/17/2011	\$7,500.00	\$0.00								
Arfinder Foundation Byron, Leigh 3015 Main Street Philadelphia, PA 19127-2111 Howard capacity-building	\$10,000.00 4779 3/25/2011	\$10,000.00	\$0.00								
Support Center for Child Advocates Servone, Frank P 3000 Cherry Street Philadelphia, PA 19103- CBTQ Youth Project	\$10,000.00 4893 9/9/2011	\$10,000.00	\$0.00	Y							
Supportive Older Women's Network, Inc. Brake, Merle 200 Main Street, Suite 200 Philadelphia, PA 19127 The GrandFamily Program	\$15,000.00 4894 9/9/2011	\$15,000.00	\$0.00	Y							

Requester Organization	Request Primary Contact	Project Title	Staff	Amount		Deduct		Non-Deduct		Tax		Sched.		Done	
				Check #	Paid Date	Amount	Amount	Amount	Amount	Status	Date	Date	Date	Date	Date
House Books uetzow, Darcy 130 W Susquehanna Avenue Philadelphia, PA 19121 general support			Helen Cunningham	\$7,500.00 4781 3/25/2011		\$7,500.00		\$0.00							
employment Information Center Jodds, John 12 N. Broad Street, 11th Floor Philadelphia, PA 19102 general support			Helen Cunningham	\$15,000.00 4928 12/16/2011		\$15,000.00		\$0.00	Y						
town Entertainment & Development Corporation Richardson, Linda 227 North Broad Street Philadelphia, PA 19132 general support			Helen Cunningham	\$15,000.00 4783 3/28/2011		\$15,000.00		\$0.00							
e Village of Arts and Humanities, Inc. Jrimaldi, Elizabeth 544 Germantown Avenue Philadelphia, PA 19133- or a Project and Communication Manager position			Helen Cunningham	\$15,000.00 4831 6/17/2011		\$15,000.00		\$0.00	Y						
e Welcoming Center for New Pennsylvanians O'Callaghan, Anne P.O. Box 58188 (this is mailing address) 1617 JFK Ave, 13th Floor (this is location) 19102 Philadelphia, PA 19102-8188 general support			Helen Cunningham	\$15,000.00 4929 12/16/2011		\$15,000.00		\$0.00							
mens Community Revitalization Project Achtash, Nora 33 W. Girard Ave, 2nd Flr Philadelphia, PA 19122- toward the Campaign to Take Back Vacant Land			Helen Cunningham	\$20,000.00 4895 9/9/2011		\$20,000.00		\$0.00	Y						

Organization	Primary Contact	Staff	Amount		Deduct	Non-		Sched.	Dohe
			Check #	Paid Date	Amount	Deduct	Amount	Date	Date
men's Community Revitalization ect/POWER: An Interfaith Movement ynicka, Robin 20 Griscom Street iladelphia, PA 19124- 111-up		Helen Cunningham	\$15,000.00 4777 3/25/2011		\$15,000.00		\$0.00		
men's Way ronoff, Amanda 3 South Broad Street, Suite 1399 iladelphia, PA 19109 ducation and Advocacy work		Helen Cunningham	\$10,000.00 4784 3/25/2011		\$10,000.00		\$0.00		
th Service, Inc. ailey, Gwendolyn A 0 North 34th Street iladelphia, PA 19104- aming staff in the Sanctuary Model		Helen Cunningham	\$7,500.00 4930 12/16/2011		\$7,500.00		\$0.00	Y	
Grand Total			\$846,500.00		\$846,500.00		\$0.00		
(61 items)									

Payments Made - OBRA Report

3/8/2012

2011

Interns

Payee Organization	Request Primary Contact	Project Title	Staff	Amount Check # Paid Date	Deduct Amount	Non- Deduct Amount	Tax Status	Sched. Date	Done Date
American Civil Liberties Foundation of Pennsylvania - Clara Bell Duvall Education Fund Petratis, Carol			Helen Cunningham	\$6,000.00 4716 ✓ 2/18/2011	\$6,000.00	\$0.00	Y		
P O. Box 1161 Philadelphia, PA 19105-1161 <i>Intern</i>									
The Big Brother/Big Sister Association of Philadelphia Olshan, Marlene L.			Helen Cunningham	\$6,000.00 4714 ✓ 2/18/2011	\$6,000.00	\$0.00	Y		
123 South Broad Street Suite 2180 Philadelphia, PA 19109 <i>Intern</i>									
Energy Coordinating Agency of Philadelphia, Inc. Robinson, Liz			Helen Cunningham	\$6,000.00 4717 ✓ 2/18/2011	\$6,000.00	\$0.00	Y		
1924 Arch Street Philadelphia, PA 19103 <i>Intern</i>									
HIAS and Council Migration Service of Philadelphia Bernstein-Baker, Judith			Helen Cunningham	\$6,000.00 4719 ✓ 2/18/2011	\$6,000.00	\$0.00	Y		
2100 Arch Street, 3rd Floor Philadelphia, PA 19103 <i>Intern</i>									
The Juvenile Law Center of Philadelphia Schwartz, Robert G			Helen Cunningham	\$6,000.00 4720 ✓ 2/18/2011	\$6,000.00	\$0.00	Y		
1315 Walnut Street, 4th Floor Philadelphia, PA 19107- <i>Intern</i>									

Payee Organization	Staff	Amount	Deduct	Non-	--- Receipt ---
Request Primary Contact		Check #	Amount	Deduct Tax	Sched.
Project Title		Paid Date		Amount Status	Date
Maternity Care Coalition of Greater Philadelphia Fischer, JoAnne 2000 Hamilton Street, Suite 205 Philadelphia, PA 19130-3813 <i>Intern</i>	Helen Cunningham	\$6,000.00 4721 ✓ 2/18/2011	\$6,000.00	\$0.00 Y	Done
Mighty Writers Whitaker, Tim 1501 Christian Street, 1st Floor Philadelphia, PA 19146 <i>Intern</i>	Helen Cunningham	\$6,000.00 4722 ✓ 2/18/2011	\$6,000.00	\$0.00	Date
Nueva Esperanza, Inc. Clark, Mary 4261 North 5th Street, 2nd Flr Philadelphia, PA 19140- <i>Intern</i>	Helen Cunningham	\$6,000.00 4718 ✓ 2/18/2011	\$6,000.00	\$0.00 Y	
Pennsylvania Immigration and Citizenship Coalition Baldia, Brad 2100 Arch Street, 7th Floor Philadelphia, PA 19103 <i>Intern</i>	Helen Cunningham	\$6,000.00 4723 ✓ 2/18/2011	\$6,000.00	\$0.00	
Pennsylvania Prison Society DuMascio, William M 245 North Broad Street Suite 300 Philadelphia, PA 19107-2300 <i>Intern</i>	Helen Cunningham	\$6,000.00 4758 ✓ 2/18/2011	\$6,000.00	\$0.00	
Preservation Alliance for Greater Philadelphia Gallery, John Andrew 1616 Walnut Street, Suite 1620 Philadelphia, PA 19103 <i>Intern</i>	Helen Cunningham	\$6,000.00 4755 ✓ 2/18/2011	\$6,000.00	\$0.00	

Payee Organization	Staff	Amount	Deduct	Non-Deduct	Receipt	Done
Request Primary Contact		Check #	Amount	Amount	Sched.	Date
Project Title		Paid Date		Status	Date	
Public School Notebook Socolar, Paul 3721 Midvale Avenue Philadelphia, PA 19129- <i>Intern</i>	Helen Cunningham	\$6,000.00 4724 ✓ 2/18/2011	\$6,000.00	\$0.00 Y		
Society Created to Reduce Urban Blight -SCRUB Tracy, Mary 1315 Walnut Street, Suite 1605 Philadelphia, PA 19107 <i>Intern</i>	Helen Cunningham	\$6,000.00 4725 ✓ 2/18/2011	\$6,000.00	\$0.00		
University City District Blaik, Omar 3940 Chestnut Street Philadelphia, PA 19104 <i>Intern</i>	Helen Cunningham	\$6,000.00 4726 ✓ 2/18/2011	\$6,000.00	\$0.00		
The Welcoming Center for New Pennsylvanians O'Callaghan, Anne P.O. Box 58188 (this is mailing address) 1617 JFK Blvd , 13th Floor (this is location) 19102 Philadelphia, PA 19102-8188 <i>Intern</i>	Helen Cunningham	\$6,000.00 4727 ✓ 2/18/2011	\$6,000.00	\$0.00		
Grand Total (15 items)		\$90,000.00	\$90,000.00	\$0.00		

Payee Organization		Amount	Non-		--- Receipt ---	
Request Primary Contact	Check #	Deduct	Deduct	Tax	Sched.	Done
Project Title	Paid Date	Amount	Amount	Status	Date	Date
Delaware Valley Grantmakers Lanham, Nancy 230 So. Broad Street, Suite 4C Philadelphia, PA 19102 <i>Membership</i>	Helen Cunningham \$3,750.00 11913 2/2/2011	\$3,750.00	\$0.00	Y		
Free Library of Philadelphia Foundation Shelkrot, Elliot L. 1901 Vine Street Philadelphia, PA 19103-1189 <i>Membership 2011</i>	Admin \$5,000.00 4708 1/17/2011	\$5,000.00	\$0.00	Y		
Grand Total (2 items)		\$8,750.00	\$8,750.00			
			\$0.00			

**SAMUEL S. FELS FUND
PART XV, SUPPLEMENTARY INFORMATION
GRANTS APPROVED FOR FUTURE PAYMENT**

<u>PAYEE ORGANIZATION</u>	<u>PAYMENT AMOUNT</u>
Philadelphia School Partnership 150 South Independence Mall West Suite 1200 Philadelphia, PA 19106	75,000 Education
New Directions for Women 714 Market Street, Suite 201 Philadelphia, PA 19106	15,000 Community
Philadelphia Orchard Project University of Pennsylvania, 130 McNeil 3718 Locust Walk Philadelphia, PA 19104-6311	10,000 Community
Youth Services, Inc 410 North 34th Street Philadelphia, PA 19104	7,500 Community
Total	<u>107,500</u>

Form **8868**

(Rev. January 2012)

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

OMB No. 1545-1709

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

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

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

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. SAMUEL S. FELS FUND	Enter filer's identifying number, see instructions. Employer identification number (EIN) or ☒ 23-1365325
	Number, street, and room or suite no. If a P O box, see instructions. 1616 WALNUT STREET	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PHILADELPHIA, PA 19103	

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 8069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

Telephone No. ► **215 731-9455**

FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/15**, 20 **12**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2011** or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	42,038.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	12,038.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	30,000.

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)