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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning , 2011, and ending ,

B Check if applicable:
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization: THOMAS SKELTON HARRISON FOUNDATION

Doing Business As:

Number and street (or P.O box if mail is not delivered to street addr): ONE LOGAN SQUARE

Room/suite: 2000

City, town or country: PHILADELPHIA

State: PA ZIP code + 4: 19103-6996

D Employer Identification Number: 23-1489839

E Telephone number: (215) 988-2503

G Gross receipts $ 160,015.

F Name and address of principal officer: DAVID ABERNETHY ONE LOGAN SQ PHILADELPHIA PA 19103

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If 'No,' attach a list (see instructions)

H(c) Group exemption number ►

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( )◄ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ► N/A

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ►

L Year of Formation: 1919

M State of legal domicile: PA

Part I Summary

1 Briefly describe the organization's mission or most significant activities: FUND RESEARCH, STUDY AND OTHER ACTIVITY THAT PROMOTES SOUND MUNICIPAL GOVERNMENT AND FINANCE IN THE CITY OF PHILADELPHIA, AND FOR WORK THAT PROMOTES THE GENERAL WELFARE OF ITS INHABITANTS.

2 Check this box ► ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	7
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	7
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	0
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	

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		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)		
9	Program service revenue (Part VIII, line 2g)		
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	249,304.	160,015.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		
12	Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	249,304.	160,015.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	168,000.	118,500.
14	Benefits paid to or for members (Part IX, column (A), line 4)		
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		
16a	Professional fundraising fees (Part IX, column (A), line 11e)		
b	Total fundraising expenses (Part IX, column (D), line 25) ► 0.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	15,214.	15,194.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	183,214.	133,694.
19	Revenue less expenses. Subtract line 18 from line 12	66,090.	26,321.

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	3,369,858.	3,032,422.
21	Total liabilities (Part X, line 26)	0.	0.
22	Net assets or fund balances. Subtract line 21 from line 20	3,369,858.	3,032,422.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

Signature of officer — Date 5/4/2012

DAVID ABERNETHY, ESQ. SECRETARY
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: STEVEN L. BOLDEN, CPA	Preparer's signature	Date 5/3/12	Check ☐ if self-employed
PTIN: P00191403			
Firm's name ► BOLDEN LIPKIN PC			Firm's EIN ► 23-2909983
Firm's address ► 3993 HUNTINGDON PIKE SUITE 210 HUNTINGDON VALLEY PA 19006			Phone no (215) 947-3750

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

BAA For Paperwork Reduction Act Notice, see the separate instructions. TEEA0101 07/05/11 Form **990** (2011)

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Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III X

1 Briefly describe the organization's mission:

FUND RESEARCH, STUDY AND OTHER ACTIVITY THAT PROMOTES SOUND MUNICIPAL GOVERNMENT AND FINANCE IN THE CITY OF PHILADELPHIA AND FOR

See Form 990, Page 2, Part III, Line 1 (continued)

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . ☐ Yes ☒ No

If 'Yes,' describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . ☐ Yes ☒ No

If 'Yes,' describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: _____) (Expenses $ 133,694. including grants of $ 118,500.) (Revenue $ 0.)

SEE ATTACHED STATEMENT

4b (Code: _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4c (Code: _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4d Other program services. (Describe in Schedule O.)

(Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4e Total program service expenses ► 133,694.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If 'Yes,' complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2		X
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If 'Yes,' complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If 'Yes,' complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If 'Yes,' complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If 'Yes,' complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If 'Yes,' complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If 'Yes,' complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If 'Yes,' complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If 'Yes,' complete Schedule D, Part V*	10		X
11	If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings and equipment in Part X, line 10? *If 'Yes,' complete Schedule D, Part VI*	11a		X
b	Did the organization report an amount for investments– other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VII*	11b		X
c	Did the organization report an amount for investments– program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If 'Yes,' complete Schedule D, Part X*	11e		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If 'Yes,' complete Schedule D, Part X*	11f		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If 'Yes,' complete Schedule D, Parts XI, XII, and XIII*	12a	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If 'Yes,' complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If 'Yes,' complete Schedule F, Parts I and IV*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If 'Yes,' complete Schedule F, Parts II and IV*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If 'Yes,' complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If 'Yes,' complete Schedule G, Part I (see instructions)*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If 'Yes,' complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If 'Yes,' complete Schedule G, Part III*	19		X
20 a	Did the organization operate one or more hospital facilities? *If 'Yes,' complete Schedule H*	20		X
b	If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If 'Yes,' complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If 'Yes,' complete Schedule I, Parts I and III*	22		X
23	Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If 'Yes,' complete Schedule J*	23		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, and that was issued after December 31, 2002? *If 'Yes,' answer lines 24b through 24d and complete Schedule K If 'No,'go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If 'Yes,' complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If 'Yes,' complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If 'Yes,' complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If 'Yes,' complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If 'Yes,' complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If 'Yes,' complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If 'Yes,' complete Schedule L, Part IV*	28c	X	
29	Did the organization receive more than $25,000 in non-cash contributions? *If 'Yes,' complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If 'Yes,' complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If 'Yes,' complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If 'Yes,' complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If 'Yes,' complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1*	34		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If 'Yes,' complete Schedule R, Part V, line 2*	35b		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If 'Yes,' complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If 'Yes,' complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V . . . . . ☐

			Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 0		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)			
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?	3a		X
b	If 'Yes' has it filed a Form 990-T for this year? *If 'No,' provide an explanation in Schedule O*	3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b	If 'Yes,' enter the name of the foreign country: ►			
	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?	6a		X
b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7	**Organizations that may receive deductible contributions under section 170(c).**			
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d	If 'Yes,' indicate the number of Forms 8282 filed during the year 7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9	**Sponsoring organizations maintaining donor advised funds.**			
a	Did the organization make any taxable distributions under section 4966?	9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10	**Section 501(c)(7) organizations.** Enter:			
a	Initiation fees and capital contributions included on Part VIII, line 12	10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11	**Section 501(c)(12) organizations.** Enter:			
a	Gross income from members or shareholders	11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a		
b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	12b		
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**			
a	Is the organization licensed to issue qualified health plans in more than one state?	13a		
	Note. See the instructions for additional information the organization must report on Schedule O.			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c	Enter the amount of reserves on hand	13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b	If 'Yes,' has it filed a Form 720 to report these payments? *If 'No,' provide an explanation in Schedule O*	14b		

Part VI Governance, Management and Disclosure *For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Check if Schedule O contains a response to any question in this Part VI X

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year . . . 1a 7 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
b	Enter the number of voting members included in line 1a, above, who are independent . . 1b 7			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6	Did the organization have members or stockholders?	6		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?	7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b		X
9	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If 'Yes,' provide the names and addresses in Schedule O*	9		X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		X
b	If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? *If 'No,' go to line 13*	12a		X
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b		
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If 'Yes,' describe in Schedule O how this is done*	12c		
13	Did the organization have a written whistleblower policy?	13		X
14	Did the organization have a written document retention and destruction policy?	14		X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a		X
b	Other officers of key employees of the organization	15b		X
	If 'Yes' to line 15a or 15b, describe the process in Schedule O (See instructions.)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If 'Yes,' did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► _____

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.

☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:

► DAVID F. ABERNETHY, ESQ. ONE LOGAN SQ, STE 2000 PHILADELPHIA PA 19103-6996 (215) 988-2503

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII . . . . . ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1 a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☒ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) STEPHEN J. HARMELIN,ESQ CHAIR	0.50									
(2) ANGELL KEENE VICE-CHAIR	0.50									
(3) DR. GEORGE L. SPAETH TREASURER	0.50									
(4) SUSAN W. CATHERWOOD TRUSTEE	0.50									
(5) NAOMI M. POST,ESQ TRUSTEE	0.50									
(6) J. WILLIAM MILLS, III TRUSTEE	0.50									
(7) JOAN STERN,ESQ TRUSTEE	0.50									
(8) DAVID F. ABERNETHY,ESQ SECRETARY	1.50									
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(cont)*

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Sch O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15)										
(16)										
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
1b Sub-total ►										
c Total from continuation sheets to Part VII, Section A ►										
d Total (add lines 1b and 1c) ►										

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ►

		Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If 'Yes,' complete Schedule J for such individual*		X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If 'Yes' complete Schedule J for such individual*		X
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If 'Yes,' complete Schedule J for such person*		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ►

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1a Federated campaigns . . . 1a				
	b Membership dues . . . 1b				
	c Fundraising events 1c				
	d Related organizations 1d				
	e Government grants (contributions) 1e				
	f All other contributions, gifts, grants, and similar amounts not included above 1f				
	g Noncash contributions included in lns 1a-1f: $				
	h **Total.** Add lines 1a-1f . . . . . ▶				
PROGRAM SERVICE REVENUE		Business Code			
	2a				
	b				
	c				
	d				
	e				
	f All other program service revenue				
	g **Total.** Add lines 2a-2f . . . . ▶				
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts) . . . . ▶	160,015.	160,015.	0.	0.
	4 Income from investment of tax-exempt bond proceeds ▶				
	5 Royalties . . . . . ▶				
		(i) Real / (ii) Personal			
	6a Gross rents				
	b Less: rental expenses				
	c Rental income or (loss)				
	d Net rental income or (loss) . . . . ▶				
		(i) Securities / (ii) Other			
	7a Gross amount from sales of assets other than inventory				
	b Less: cost or other basis and sales expenses				
	c Gain or (loss)				
	d Net gain or (loss) . . . . . ▶				
	8a Gross income from fundraising events (not including . $ _____ of contributions reported on line 1c). See Part IV, line 18 . . . . . a				
	b Less: direct expenses . . . . b				
	c Net income or (loss) from fundraising events . . . . . ▶				
	9a Gross income from gaming activities. See Part IV, line 19 . . . . . a				
	b Less: direct expenses . . . . . b				
	c Net income or (loss) from gaming activities . . ▶				
	10a Gross sales of inventory, less returns and allowances . . . . . a				
	b Less: cost of goods sold . . b				
	c Net income or (loss) from sales of inventory . . . . . ▶				
	Miscellaneous Revenue	Business Code			
	11a				
	b				
	c				
	d All other revenue				
	e **Total.** Add lines 11a-11d . . . . ▶				
	12 **Total revenue.** See instructions . . . . . ▶	160,015.	160,015.	0.	0.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX . . . . . ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	118,500.	118,500.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal	11,648.	11,648.	0.	0.
c Accounting	3,500.	3,500.	0.	0.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a BANK CHARGE	46.	46.	0.	0.
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	133,694.	133,694.	0.	0.
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ► ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
ASSETS	1	Cash – non-interest-bearing	108,322.	1	134,628.
	2	Savings and temporary cash investments	10,910.	2	10,925.
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net		4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D — 10a			
	b	Less: accumulated depreciation — 10b		10c	
	11	Investments – publicly traded securities	3,250,626.	11	2,886,869.
	12	Investments – other securities. See Part IV, line 11		12	
	13	Investments – program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11		15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	3,369,858.	16	3,032,422.
LIABILITIES	17	Accounts payable and accrued expenses	0.	17	0.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25	0.	26	0.
NET ASSETS OR FUND BALANCES		**Organizations that follow SFAS 117, check here ► ☐ and complete lines 27 through 29 and lines 33 and 34.**			
	27	Unrestricted net assets		27	
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here ► ☒ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds	3,250,626.	30	2,886,869.
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds	119,232.	32	145,553.
	33	Total net assets or fund balances	3,369,858.	33	3,032,422.
	34	Total liabilities and net assets/fund balances	3,369,858.	34	3,032,422.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI X

1	Total revenue (must equal Part VIII, column (A), line 12)	1	160,015.
2	Total expenses (must equal Part IX, column (A), line 25)	2	133,694.
3	Revenue less expenses. Subtract line 2 from line 1	3	26,321.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	3,369,858.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-363,757.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	3,032,422.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII . . . . . ☐

			Yes	No
1	Accounting method used to prepare the Form 990: ☒ Cash ☐ Accrual ☐ Other _____			
	If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c		X
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
d	If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► **Attach to Form 990 or Form 990-EZ.** ► **See separate instructions.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization	Employer identification number
THOMAS SKELTON HARRISON FOUNDATION	23-1489839

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 ☐ A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state:

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An organization that normally receives: (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions – subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☒ Type I **b** ☐ Type II **c** ☐ Type III – Functionally integrated **d** ☐ Type III – Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box . . . . . ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i)	A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g (i)	
(ii)	A family member of a person described in (i) above?	11g (ii)	
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?	11g (iii)	

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in column (i) of your support? Yes	(v) No	(vi) Is the organization in column (i) organized in the U S ? Yes	(vi) No	(vii) Amount of support
(A) CITY OF PHILADELPHIA	99-9999999	6	X		X		X		118,500.
(B)									
(C)									
(D)									
(E)									
Total									118,500.

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants')						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc (see instructions) 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** . . . . . ► ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) . . . . . 14 %

15 Public support percentage from 2010 Schedule A, Part II, line 14 . . . . . 15 %

16a **33-1/3% support test – 2011.** If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . . ► ☐

b **33-1/3% support test – 2010.** If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . . ► ☐

17a **10%-facts-and-circumstances test – 2011.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization . . . . . ► ☐

b **10%-facts-and-circumstances test – 2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization . . . . . ► ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . ► ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants.')						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support.** (Add lns 9, 10c, 11, and 12.)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ► ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2011** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2010** Schedule A, Part III, line 17	18	%

19a **33-1/3% support tests – 2011.** If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

b **33-1/3% support tests – 2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

Part V Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization

THOMAS SKELTON HARRISON FOUNDATION

Employer identification number

23-1489839

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (e.g., recreation or education)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

		Held at the End of the Tax Year
a Total number of conservation easements	2a	
b Total acreage restricted by conservation easements	2b	
c Number of conservation easements on a certified historic structure included in (a)	2c	
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ► $ _____

(ii) Assets included in Form 990, Part X ► $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ► $ _____

b Assets included in Form 990, Part X ► $ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table:

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered 'Yes' to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ► _____ %
b Permanent endowment ► _____ %
c Temporarily restricted endowment ► _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ►				

Part VII Investments – Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. *(Column (b) must equal Form 990 Part X, column (B) line 12.)* ►		

Part VIII Investments – Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. *(Column (b) must equal Form 990, Part X, column (B) line 13.)* ►		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, column (B), line 15.)* ►	

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, column (B) line 25.)* ►	

2 FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	160,015.
2	Total expenses (Form 990, Part IX, column (A), line 25)	133,694.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	26,321.
4	Net unrealized gains (losses) on investments	
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV)	
9	Total adjustments (net). Add lines 4 through 8	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	26,321.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements		1	160,015.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIV.)	2d		
e	Add lines **2a** through **2d**		2e	
3	Subtract line **2e** from line **1**		3	160,015.
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIV.)	4b		
c	Add lines **4a** and **4b**		4c	
5	Total revenue. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12.)*		5	160,015.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements		1	133,694.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIV.)	2d		
e	Add lines **2a** through **2d**		2e	
3	Subtract line **2e** from line **1**		3	133,694.
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIV.)	4b		
c	Add lines **4a** and **4b**		4c	
5	Total expenses Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18.)*		5	133,694.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information.

Part XIV Supplemental Information *(continued)*

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered 'Yes' to Form 990, Part IV, lines 21 or 22.
► Attatch to Form 990.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

THOMAS SKELTON HARRISON FOUNDATION

Employer identification number

23-1489839

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ..... [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed .... ►[ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) SEE ATTACHED SCHEDULE							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ► 19

3 Enter total number of other organizations listed in the line 1 table ►

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Pt I Line 2 ALL GRANTEES ARE REQUIRED TO PROVIDE WRITTEN REPORTS DESCRIBING IN DETAIL THE

Pt I Line 2 USE OF GRANT FUNDS CONSISTENT WITH ORIGINAL SUBMISSION AND APPROVAL.

SCHEDULE L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

► Complete if the organization answered 'Yes' on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
THOMAS SKELTON HARRISON FOUNDATION

Employer identification number
23-1489839

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered 'Yes' on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	(c) Corrected? No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ► $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ► $

Part II Loans to and/or From Interested Persons.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 26 or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	(b) Loan to or from the organization? From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	(e) In default? No	(f) Approved by board or committee? Yes	(f) Approved by board or committee? No	(g) Written agreement? Yes	(g) Written agreement? No
(1)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
Total ► $										

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) SEE ATTACHMENT					X
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization

THOMAS SKELTON HARRISON FOUNDATION

Employer identification number

23-1489839

Pt VI, Line 8a ALL MEETINGS ARE DOCUMENTED AND MINUTES ARE RETAINED BY THE SECRETARY. THERE ARE NO SEPARATE COMMITTEES.

Pt VI, Line 11a THE SECRETARY AND THE TRUSTEES REVIEW THE FORM 990 BEFORE IT IS FILED WITH THE IRS

Pt VI, Line 19 GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS ARE PUBLISHED IN TRUSTEES REPORT AND AVAILABLE FREE UPON REQUEST.

Pt VI, Line 8b THERE ARE NO SEPARATE COMMITTEES.

Pt XI UNREALIZED LOSS ON MARKETABLE SECURITIES

Schedule O (Form 990), Supplemental Information to Form 990
Form 990, Page 2, Part III, Line 1 (continued)

Briefly describe the organization's mission:
WORK THAT PROMOTES THE GENERAL WELFARE
OF ITS INHABITANTS.

ATTACHMENT TO 2011 FORM 990 23-1489839
THOMAS SKELTON HARRISON FOUNDATION

PART III - Statement of Program Service Accomplishments

The Foundation awards grants funded by the payments it receives from the Trust. Grants are awarded to individuals and organizations that apply for them in accordance with criteria and procedures established by the Trustees, consistent with requirements contained in Mr. Harrison's Will. Grants are made to fund research, study and other activity that promotes sound municipal government and finance in the City of Philadelphia and for work that promotes the general welfare of its inhabitants, as set forth in Section 13 of the Will, a copy of which is attached. In 2011 grant payments were made to the organizations and/or individuals listed in the table below, for the projects described and in the amounts stated. Each applicant provided evidence of its tax exempt status and/or charitable purpose.

PART VII, Section A – List of Officers, Directors & Trustees

In 2011 the following persons served as members of the Foundation's Board of Trustees:

1. Stephen J. Harmelin, Esquire (Chair), Dilworth Paxson LLP, The Mellon Bank Center, 1735 Market Street, Philadelphia, PA 19109, appointed by the Philadelphia Court of Common Pleas.

2. Angell Keene (Vice-Chair), 1038 Hazelwood Drive, Philadelphia, PA 19141, appointed by the Philadelphia Court of Common Pleas.

3. Dr. George L. Spaeth (Treasurer), Wills Eye Hospital, Ninth and Walnut Streets, Philadelphia, PA 19106, appointed by the College of Physicians.

4. Susan W. Catherwood, 622 Rose Lane, Bryn Mawr, PA 19010, appointed by the University of Pennsylvania.

5. Joan Stern, Esquire, Blank Rome LLP, One Logan Square, Philadelphia PA 19103, appointed by the Franklin Institute.

6. Naomi M. Post, Esquire, Post Street Consulting, 1421 North 13th Street, Philadelphia, PA 19122, appointed by the Philadelphia Court of Common Pleas.

7. J. William Mills, III, PNC Bank, 1600 Market Street, Third Floor, Philadelphia PA 19103, appointed by the Greater Philadelphia Chamber of Commerce.

The only officer of the Foundation who is not also a Trustee is David F. Abernethy, Esquire, who serves as Secretary by appointment of the Trustees.

The Trustees meet several times each year to review reports, consider and approve applications for grants, and to meet with selected applicants for grants. None of the Trustees is compensated for service to the Foundation.

The Secretary keeps the Foundation's books and records, corresponds with applicants for grants, reports to the Trustees on the Foundation's business and financial status, arranges meetings and otherwise handles the legal and business affairs of the Foundation. The Secretary is not individually compensated for his work for the Foundation but his law firm is reimbursed for his time at an agreed hourly rate up to an annual cap of $10,000. Time in excess of that cap is provided by the Secretary and his firm without charge. There is no capital stock outstanding.

Under the Will the residuary estate is vested in the corporate trustee, BNY Mellon, which is responsible for investing the principal and making the payments described above to the Thomas Skelton Harrison Foundation. The Foundation and its Trustees have no responsibility for the Trust except to spend the payments received from that Trust by making grants and other expenditures that promote the purposes outlined in the Will.

BNY Mellon furnishes the Foundation with detailed quarterly statements of income, transactions and investments in and market value of the assets of the Trust. The Secretary of the Foundation and selected Trustees of the Foundation meet periodically with BNY Mellon to review the status of investments held by the Trust. Securities are not purchased on margin, nor are loans taken out to purchase any investment.

Part VIII, Line 3 - Income

During 2011, the Foundation received payments totaling $160,000 from BNY Mellon, 1735 Market Street, Philadelphia, Pennsylvania 19102. BNY Mellon is the Substitute Trustee of the Residuary Estate of Thomas Skelton Harrison, Deceased, and the ultimate successor to the Northern Trust Company, the original trustee named in Mr. Harrison's Will.

In 2010, BNY Mellon changed the status of the Trust and the method by which the amounts of payments from the Trust to the Foundation are determined. Previously, BNY Mellon (or its predecessors) made annual payments from the Trust to the Foundation consisting of 4.5 percent of the average of the total values of all assets held by the Trustee, determined as of December 31 of each of the three preceding years. In 2010, BNY Mellon advised the Foundation that it had concluded that the Trust should be treated as a private foundation, with the result that BNY Mellon now pays the beneficiary of the Trust, the Thomas Skelton Harrison Foundation, an amount equal to at least 5 percent of the fair market value of the Trust assets on December 31 of the preceding year, without averaging.

The Foundation also received $14.52 in interest during 2011 on a small savings account used as a reserve for contingencies pursuant to a provision in Mr. Harrison's Will.

PART X, Line 11 - Schedule of Investments

The assets of the Trust are held and invested by the corporate trustee, BNY Mellon. The Foundation has no control over those investment decisions. The Trust's holdings, as of December 31, 2011, are set forth on the attached Investment Summary from the Mellon Bank Trust and Investment Department, Account Number 124-J00, dated December 31, 2011.

SCHEDULE I, PART II – 2011 Grants Paid

APPLICANT	DESCRIPTION	GRANT
Adoption Center of Delaware Valley	Waiting Child Features Program, a public awareness and recruitment program for potential adoptive parents.	$2,500
After School Activities Partnerships	Expand debate program/competitions for high school students in Philadelphia.	$5,000
Children's Literacy Initiative	Expansion of Model Classrooms program for literacy education in a Philadelphia kindergarten, first, second, and third grade, to promote increase in students reading at grade level by the end of third grade.	$10,000
The College of Physicians of Philadelphia	Engage nine under-resourced Philadelphia high school classes, approximately 270 students, in the development of four new Mutter Lessons concerning the Civil War and providing these students with free access to the Mutter Museum.	$3,000
Free Library of Philadelphia Foundation	Funding to support an expanded "Books Aloud!" program, an early literacy program that teaches parents and caregivers of young children different techniques to promote reading, and/or a teen art program at the Central Library.	$7,500
Friends of Free Library of Philadelphia	Funding for Teen Cafe, a two year pilot for youth held at select library branches, with a goal to establish them "go to" places for children ages 10 to 17. Goal is to improve quality of life for potentially at-risk teens and help them develop creativity, teamwork and leadership skills.	$7,500
Greater Philadelphia Film Office	Partial funding for documentary film featuring a team of students from West Philadelphia High School, which serves one of Philadelphia's most disadvantaged Neighborhoods, and their race to build the world's most affordable 100 mpg car for the international XPRIZE competition.	$5,000

History Making Productions	Production of "Capital in Crisis", the first episode of a multi-part, multi-format series on Philadelphia history.	$5,000
IPRAXIS	Funding for iNSPIRE program, designed to spark student interest in the sciences, especially among minorities, through direct interactions with working scientists or graduate student in science including science fairs.	$5,000
Moore College of Art & Design	Continued funding for the Youth Artists' Workshop Scholarship Program and Special Workshop for Youth with Disabilities.	$10,000
National Constitution Center	Traveling History and Civics Program, which brings interactive civics education programs directly to the classrooms and auditoriums of the city's economically-disadvantaged schools.	$5,000
Pennsylvanians for Modern Courts	Research, produce and disseminate a White Paper on improvement of Pennsylvania's judicial discipline system.	$3,000
Philadelphia Mural Arts Advocates	Journeys to Justice project to paint a new mural that focuses on the impact of incarcerations on families, with employment of several former offenders on the project.	$7,500
Philadelphia VIP	Staffing and resources for Philadelphia Foreclosure Rescue Effort (Philly FReE) which provides pro bono legal representation for low-income people who can't afford attorneys.	$5,000
Please Touch Museum	Parents Empowered by Play, which teaches low-income, at risk parents the value of teaching their children through play, develops coping skills and promotes healthy childhood development.	$2,500
Support Center for Child Advocates	Lesbian, Gay, Bisexual, Transgender and Questioning (LGBTQ) Youth Project to provide access to justice, representation, safety and hope to youth of all ages who are in the Philadelphia dependency system and who are marginalized due to sexual orientation, gender identity or expression.	$2,500
The Career Wardrobe	Dressing and Image Consultation Program, providing free professional clothing and related services, such as resume review, to low-income women attempting to enter the workforce.	$2,500
WHYY	Support for Dave Davies' contributions to NewsWorks.org, new Web-based news initiative covering news around the Delaware Valley area.	$15,000

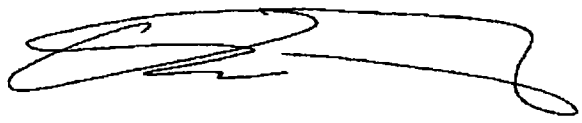
Women's Law Project	Improve and coordinate response of Philadelphialaw enforcement agencies to domestic violence by monitoring major reorganization of police practice and expanding outreach to/coordination with health and social services.	$15,000
TOTAL		$118,500

SCHEDULE L, Part IV

The Secretary of the Foundation, David F. Abernethy, Esquire, and his law firm, Drinker Biddle & Reath LLP, provide legal counsel and administrative services to the Foundation in return for a fee approved by the Trustees as described above. In 2011, the total fee for professional services paid to Drinker Biddle & Reath LLP in 2011 was $10,000, calculated on the basis of an agreed hourly rate for time provided by the Secretary and his staff, but capped at $10,000 in accordance with an agreement described above, with all time in excess of the cap being provided by Drinker Biddle & Reath to the Foundation without charge. The Foundation also reimbursed Drinker Biddle & Reath for certain costs and expenses (*e.g.*, photocopying, postage, duplicating, etc.) incurred in the administration of the Foundation's affairs or in the provision of legal services to the Foundation, to the extent those costs were advanced by the firm. The Foundation sometimes pays certain administrative expenses directly by check rather than having them advanced by the firm that employs its Secretary.

* * * *

The foregoing statement is certified to be true and correct.



David F. Abernethy
Secretary

Dated: April 27, 2012

THOMAS SKELTON HARRISON FOUNDATION 23-1489839
2011 GRANTEES – CONTACTS, EIN AND EXEMPT STATUS

Adoption Center of Delaware Valley
Mr. Ken Mullner
Executive Director
1500 Walnut Street
Suite 701
Philadelphia, PA 19102

23-2484926
501(c)(3)

After School Activities Partnerships
Ms. Maria J. Walker
Executive Director
230 South Broad Street
Suite 400
Philadelphia, PA 19102

26-3639206
501(c)(3)

Children's Literacy Initiative
Ms. Linda Katz
Executive Director
2314 Market Street
3rd Floor
Philadelphia, PA 19103

23-2515768
501(c)(3)

Library Company of Philadelphia
Agent for History Making Productions
1314 Locust Street
Philadelphia, PA 19107

23-1370444
501(c)(3)

Friends of the Free Library
Amy Dougherty
1901 Vine Street
Philadelphia, PA 19103

23-7351482
501(c)(3)

Free Library Of Philadelphia Foundation
Laura Bardwell
Director
1901 Vine Street
Philadelphia, PA 19103

52-1173474
501(c)(3)

Greater Philadelphia Film Office 23-3039429
Joan Bressler 501(c)(3)
Director
Land Title Building
100 S. Broad Street
Suite 600
Philadelphia, PA 19110

Ipraxis 52-2437369
Scott Peterman 501(c)(3)
Program Director
3624 Market Street
Suite 515
Philadelphia, PA 19104

Moore College of Art & Design 23-1352236
Ms. Linda Porch 501(c)(3)
Director of Development
20th Street & The Parkway
Philadelphia, PA 19103-1179

National Constitution Center 23-2434447
Monica Cawvey 501(c)(3)
525 Arch Street
Independence Mall
Philadelphia, PA 19106

Pennsylvanians for Modern Courts 23-2434262
Lynn A. Marks 501(c)(3)
Executive Director
Three Parkway
1601 Cherry Street
Suite 1320
Philadelphia, PA 19102

Philadelphia Mural Arts Advocates 23-2876470
Kathryn Ott Lovell 501(c)(3)
Chief Advancement Officer
1727-29 Mount Vernon Street
Philadelphia, PA 19130

Philadelphia VIP
Sara Woods, Esquire
Executive Director
42 S. 15th Street
Fourth Floor
Philadelphia, PA 19102

23-2210390
501(c)(3)

Please Touch Museum
Maggie Leyman
Development Writer
4231 Avenue of the Republic
Philadelphia, PA 19131

23-2109376
501(c)(3)

Support Center for Child Advocates
Frank P. Cervone
Executive Director
1900 Cherry Street
Philadelphia, PA 19103

23-2048664
501(c)(3)

The Career Wardrobe
Ms. Sheri K. Cole
Executive Director
1211 Chestnut Street
Suite 205
Philadelphia, PA 19107

23-2900156
501(c)(3)

The College of Physicians
George Wohlreich
Director and Chief Executive Officer
19 South 22nd Street
Philadelphia, PA 19103

23-1352670
501(c)(3)

WHYY, Inc.
Mr. William J. Marrazzo
President and CEO
Independence Mall West
150 North Sixth Street
Philadelphia, PA 19106

23-1438083
501(c)(3)

Women's Law Project
Carol E. Tracy
Executive Director
125 South Ninth Street
Suite 300
Philadelphia, PA 19107

23-7354667
501(c)(3)

Account summary
October 1, 2011 - December 31, 2011

Thomas Skelton Harrison Deceased
BNY Mellon, N.A.
Substituted Trustee Under
12th Item Of Will
Account number 1084124J004

FORM 990 - THOMAS SKELTON HARRISON FOUNDATION 23-1489839

Account activity

Market value

Market value as of October 1, 2011:	$ 2,875,791.71
Additions	2,744.63
Withdrawals	-114,058.70
Change in investment value (Net of fees, includes income)	121,842.13
Market value as of December 31, 2011:	**$ 2,886,319.77**
Accrued income as of December 31, 2011:	**549.75**
Total market value plus accrued income	**$ 2,886,869.52**

Cash and money market activity

Cash/money market balance as of October 1, 2011:			$ 48,507.70
Income	29,163.85		
Receipts	17,954.80	Disbursements	-118,740.94
Sales/Maturities	449,160.88	Purchases	-408,317.26
Cash/money market balance as of December 31, 2011:			**$ 17,729.03**

Income summary

	This period	Year to date
Interest tax exempt	$ 0.00	$ 0.00
Interest taxable	0.16	2.07
Dividends	29,163.69	52,377.63
Other asset income	0.00	0.00
Total income	**$ 29,163.85**	**$ 52,379.70**

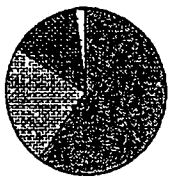
	Short term	Long term
Year to date realized net gain/loss	$3,325.03	$131,633.28

(For annual tax preparation please refer to your annual tax letter)

Account profile

Investment objective
Growth

Asset allocation



2%	Cash and cash equivalents
24%	Fixed income
60%	Equities
14%	Alternatives investments

Asset summary

	Market value
Cash and cash equivalents (Includes income cash of $ 10,354.48)	$ 67,729.03
Fixed income	679,424.62
Equities	1,740,476.22
Alternatives investments	398,689.90
Other assets	0.00
Liabilities	0.00
Total assets LINE 11 (B)	**$ 2,886,319.77**

Estimated annual income **$ 50,245.15**

PART X - BALANCE SHEET, LINE 11(B)

Asset detail

Cash and cash equivalents

	Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
7,374.55	BNY Mellon Money Market Fund Cl M (Principal Holding)	$ 7,374.55	$ 7,374.55		$ 0.00	0.0%	0.3%
7,653.51	BNY Mellon Money Market Fund Cl M (Income Holding)	7,653.51	7,653.51		0.00	0.0	0.3
50,000	Commit To Pur Mellon Optima L/S Strategy FD LLC On-Shore Multi-Manager	50,000.00	50,000.00		0.00	0.0	1.7
	Principal Cash						
	Income Cash	2,700.97					
Total cash and cash equivalents		**$ 67,729.03**	**$ 65,028.06**	**$ 0.00**	**$ 0.00**		**2.3%**

Fixed income

Taxable

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
4,925.582	BNY Mellon Short-Term U S Government Securities Fund	$ 12.2500	$ 60,338.38	$ 60,758.92	$ -420.54	$ 709.28	1.2%	2.1%
9,253.196	BNY Mellon Intermediate Bond Fund	13.0300	120,569.14	112,053.29	8,515.85	3,821.57	3.2	4.2
27,290.233	BNY Mellon Bond Fund	13.3200	363,505.90	331,638.10	31,867.80	12,526.22	3.5	12.6
Total taxable pooled vehicle			$ 544,413.42	$ 504,450.31	$ 39,963.11	$ 17,057.07		18.9%
Total taxable fixed income			**$ 544,413.42**	**$ 504,450.31**	**$ 39,963.11**	**$ 17,057.07**		**18.9%**

High yield

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
9,397.367	Dreyfus High Yield Fund	$ 6.2200	$ 58,451.62	$ 60,857.83	$ -2,406.21	$ 4,971.21	8.5%	2.0%
Total high yield pooled vehicle			$ 58,451.62	$ 60,857.83	$ -2,406.21	$ 4,971.21		2.0%
Total high yield fixed income			**$ 58,451.62**	**$ 60,857.83**	**$ -2,406.21**	**$ 4,971.21**		**2.0%**

Emerging markets

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,095.262	Dreyfus Emerging Markets Debt Local Currency Fund	$ 13.1600	$ 27,573.65	$ 30,234.35	$ -2,660.70	$ 1,433.16	5.2%	1.0%
5,944.895	Tcw Emerging Markets Income Fund-I	8.2400	48,985.93	50,472.16	-1,486.23	3,459.93	7.1	1.7
Total emerging markets pooled vehicle			$ 76,559.58	$ 80,706.51	$ -4,146.93	$ 4,893.09		2.7%
Total emerging markets fixed income			**$ 76,559.58**	**$ 80,706.51**	**$ -4,146.93**	**$ 4,893.09**		**2.7%**
Total fixed income			**$ 579,424.62**	**$ 646,014.65**	**$ 33,409.97**	**$ 26,921.37**		**23.6%**

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
80	Accenture PLC (ACN)	$ 53.2300	$ 4,258.40	$ 4,534.37	$ -275.97	$ 108.00	2.5%	0.2%
80	Covidien PLC (COV)	45.0100	3,600.80	3,776.56	-175.76	72.00	2.0	0.1
190	Invesco Limited (IVZ)	20.0900	3,817.10	3,529.96	287.14	93.10	2.4	0.1
180	Nxp Semiconductors N V (NXPI)	15.3700	2,766.60	3,237.48	-470.88	0.00	0.0	0.1
130	AT&T Inc (T)	30.2400	3,931.20	3,147.47	783.73	228.80	5.8	0.1
70	Agilent Technologies Inc (A)	34.9300	2,445.10	2,576.72	-131.62	0.00	0.0	0.1
50	Air Products & Chemicals Inc (APD)	85.1900	4,259.50	4,117.07	142.43	116.00	2.7	0.2



Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
21	Amazon.Com Inc (AMZN)	173.1000	3,635.10	4,210.99	-575.89	0.00	0.0	0.1
80	A O N Corp (AON)	46.8000	3,744.00	3,826.70	-82.70	48.00	1.3	0.1
36	Apple Inc (AAPL)	405.0000	14,580.00	3,569.98	11,010.02	0.00	0.0	0.5
220	B B & T Corporation (BBT)	25.1700	5,537.40	4,669.28	868.12	140.80	2.5	0.2
19	Baidu.Com Inc. (BIDU)	116.4700	2,212.93	2,560.03	-347.10	0.00	0.0	0.1
60	Cameron International Corporation (CAM)	49.1900	2,951.40	3,002.80	-51.40	0.00	0.0	0.1
110	Carnival Corp (CCL)	32.6400	3,590.40	3,459.28	131.12	110.00	3.1	0.1
49	Caterpillar Inc (CAT)	90.6000	4,439.40	3,153.06	1,286.34	90.16	2.0	0.2
80	Celanese Corp (CE) Series A	44.2700	3,541.60	3,535.42	6.18	19.20	0.5	0.1
150	Centerpoint Energy Inc (CNP)	20.0900	3,013.50	2,904.30	109.20	118.50	3.9	0.1
44	Chevron Corporation (CVX)	106.4000	4,681.60	4,356.66	324.94	142.56	3.0	0.2
168	Citigroup Inc (C)	26.3100	4,420.08	5,985.95	-1,565.87	6.72	0.2	0.2
90	Coca - Cola Co (KO)	69.9700	6,297.30	6,230.96	66.34	169.20	2.7	0.2
40	Costco Whsl Corp New (COST)	83.3200	3,332.80	3,088.32	244.48	38.40	1.2	0.1
50	Deere & Co (DE)	77.3500	3,867.50	3,765.82	101.68	82.00	2.1	0.1
140	The Walt Disney Company (DIS)	37.5000	5,250.00	4,694.76	555.24	84.00	1.6	0.2
70	Dover Corp (DOV)	58.0500	4,063.50	3,879.98	183.52	88.20	2.2	0.1
140	Duke Energy Corp (DUK)	22.0000	3,080.00	2,815.22	264.78	140.00	4.5	0.1
230	E M C Corp Mass (EMC)	21.5400	4,954.20	3,521.19	1,433.01	0.00	0.0	0.2
70	Eaton Corp (ETN)	43.5300	3,047.10	2,984.40	62.70	95.20	3.1	0.1
90	Express Scripts Inc Cl A (ESRX)	44.6900	4,022.10	4,198.26	-176.16	0.00	0.0	0.1
100	Exxon Mobil Corp (XOM)	84.7600	8,476.00	7,270.39	1,205.61	188.00	2.2	0.3
60	Freeport McMoran Copper & Gold Inc (FCX)	36.7900	2,207.40	2,846.91	-639.51	60.00	2.7	0.1
180	General Electric Company (GE)	17.9100	3,223.80	2,058.99	1,164.81	122.40	3.8	0.1
80	Gilead Sciences Inc (GILD)	40.9300	3,274.40	3,255.91	18.49	0.00	0.0	0.1
110	Halliburton Co (HAL)	34.5100	3,796.10	2,620.08	1,176.02	39.60	1.0	0.1

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
110	Home Depot Inc (HD)	42.0400	4,624.40	3,734.78	889.62	127.60	2.8	0.2
80	Honeywell Intl Inc (HON)	54.3500	4,348.00	2,771.40	1,576.60	119.20	2.7	0.2
47	International Business Machines (IBM) Corporation	183.8800	8,642.36	4,407.05	4,235.31	141.00	1.6	0.3
125	JP Morgan Chase & Co (JPM)	33.2500	4,156.25	2,707.50	1,448.75	125.00	3.0	0.1
70	Johnson & Johnson (JNJ)	65.5800	4,590.60	4,477.16	113.44	159.60	3.5	0.2
140	Johnson Controls Inc (JCI)	31.2600	4,376.40	4,558.62	-182.22	100.80	2.3	0.2
150	Kraft Foods Inc Cl A (KFT)	37.3600	5,604.00	5,213.04	390.96	174.00	3.1	0.2
80	Las Vegas Sands Corp (LVS)	42.7300	3,418.40	3,588.86	-170.46	0.00	0.0	0.1
90	Marathon Oil Corp (MRO)	29.2700	2,634.30	2,542.28	92.02	54.00	2.1	0.1
40	Mead Johnson Nutrition Company (MJN)	68.7300	2,749.20	2,895.80	-146.60	41.60	1.5	0.1
110	Merck & Co Inc (MRK)	37.7000	4,147.00	3,971.20	175.80	184.80	4.5	0.1
100	Metlife Inc (MET)	31.1800	3,118.00	3,441.07	-323.07	74.00	2.4	0.1
100	PNC Financial Services Group (PNC)	57.6700	5,767.00	4,851.23	915.77	140.00	2.4	0.2
50	Pepsico Inc (PEP)	66.3500	3,317.50	2,639.46	678.04	103.00	3.1	0.1
320	Pfizer Inc (PFE)	21.6400	6,924.80	4,673.90	2,250.90	281.60	4.1	0.2
50	Philip Morris International Inc (PM)	78.4800	3,924.00	1,801.44	2,122.56	154.00	3.9	0.1
80	Plains Exploration & PR-W/I (PXP)	36.7200	2,937.60	2,598.17	339.43	0.00	0.0	0.1
100	The Procter & Gamble Company (PG)	66.7100	6,671.00	5,558.13	1,112.87	210.00	3.2	0.2
80	QEP Resources Inc (QEP)	29.3000	2,344.00	2,941.02	-597.02	6.40	0.3	0.1
70	Qualcomm Inc (QCOM)	54.7000	3,829.00	3,834.40	-5.40	60.20	1.6	0.1
80	Rovi Corporation (ROVI)	24.5800	1,966.40	3,844.37	-1,877.97	0.00	0.0	0.1
32	Salesforce.Com Inc (CRM)	101.4600	3,246.72	4,198.06	-951.34	0.00	0.0	0.1
60	Schlumberger Ltd (SLB)	68.3100	4,098.60	4,461.82	-363.22	60.00	1.5	0.1
70	Sempra Energy (SRE)	55.0000	3,850.00	3,502.77	347.23	134.40	3.5	0.1
32	Shire PLC (SHPGY) ADR	103.9000	3,324.80	3,160.34	164.46	12.80	0.4	0.1

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
120	State Street Corp (STT)	40.3100	4,837.20	4,199.10	638.10	86.40	1.8	0.2
100	Teradata Corporation (TDC)	48.5100	4,851.00	4,948.72	-97.72	0.00	0.0	0.2
100	Texas Instruments Inc (TXN)	29.1100	2,911.00	3,190.80	-279.80	68.00	2.3	0.1
140	US Bancorp (USB)	27.0500	3,787.00	3,166.18	620.82	70.00	1.9	0.1
33	Union Pac Corp (UNP)	105.9400	3,496.02	3,049.75	446.27	79.20	2.3	0.1
60	United Technologies Corp (UTX)	73.0900	4,385.40	4,358.65	26.75	115.20	2.6	0.2
190	Valero Energy Corp New (VLO)	21.0500	3,999.50	4,080.28	-80.78	114.00	2.9	0.1
80	Verizon Communications Inc (VZ)	40.1200	3,209.60	2,859.50	350.10	160.00	5.0	0.1
50	Watson Pharmaceuticals Inc (WPI)	60.3400	3,017.00	3,254.77	-237.77	0.00	0.0	0.1
160	Wells Fargo & Company (WFC)	27.5600	4,409.60	3,086.02	1,323.58	76.80	1.7	0.2
80	Yum! Brands Inc (YUM)	59.0100	4,720.80	4,148.04	572.76	91.20	1.9	0.2
6,991.231	BNY Mellon Income Stock Fund (MPISX)	6.5400	45,722.65	43,972.35	1,750.30	1,272.40	2.8	1.6
16,495.48	BNY Mellon Focused Equity (MFOMX) Opportunities Fund	11.2300	185,244.24	184,490.81	753.43	296.92	0.2	6.4
14,166.431	BNY Mellon US Core Equity 130/30 (MUCMX) Fund	10.5700	149,739.18	166,978.23	-17,239.05	835.82	0.6	5.2
14,982.776	Dreyfus U.S. Equity Fund (DPUIX)	14.1700	212,305.94	178,894.34	33,411.60	329.62	0.2	7.4
Total U.S. large cap			**$ 881,564.77**	**$ 830,436.68**	**$ 51,128.09**	**$ 8,460.40**		**30.5%**

U.S. small-mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
20,892.925	BNY Mellon Small/Mid Cap Fund (MMCMX)	$ 12.1600	$ 254,057.97	$ 261,811.35	$ -7,753.38	$ 3,656.26	1.4%	8.8%
Total U.S. small-mid cap			**$ 254,057.97**	**$ 261,811.35**	**$ -7,753.38**	**$ 3,656.26**		**8.8%**

Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
11,746.155	BNY Mellon International Fund (MPITX)	$ 8.8200	$ 103,601.09	$ 90,918.33	$ 12,682.76	$ 3,840.99	3.7%	3.6%
3,859.182	Dreyfus/Newton International Equity (SNIEX) Fund	14.5400	56,112.51	65,173.30	-9,060.79	1,292.83	2.3	2.0
8,580.981	Strategic International Stock Fund (DISRX)	12.1800	104,516.35	115,500.00	-10,983.65	926.75	0.9	3.6
Total developed international			**$ 264,229.95**	**$ 271,591.63**	**$ -7,361.68**	**$ 6,060.57**		**9.2%**

Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
32,035.433	BNY Mellon Emerging Markets Fund (MEMKX)	$ 8.8500	$ 283,513.58	$ 310,483.67	$ -26,970.09	$ 3,555.93	1.3%	9.8%
Total emerging markets			**$ 283,513.58**	**$ 310,483.67**	**$ -26,970.09**	**$ 3,555.93**		**9.8%**

Equity reits

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
8,460.733	Dreyfus Global Real Estate (DRLIX) Securities Fund	$ 6.7500	$ 57,109.95	$ 65,316.86	$ -8,206.91	$ 1,590.62	2.8%	2.0%
Total equity reits			**$ 57,109.95**	**$ 65,316.86**	**$ -8,206.91**	**$ 1,590.62**		**2.0%**
Total equities			**$ 1,740,476.22**	**$ 1,739,640.19**	**$ 836.03**	**$ 23,323.78**		**60.3%**

Alternative investments

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,222.222	Advantage Global Alpha Fund	$ 11.7700	$ 26,155.55	$ 27,000.00	$ -844.45	$ 0.00	0.0%	0.9%
2,255.907	Highbridge Dynamic Commodities Strategy Fund - E	17.1300	38,643.69	49,131.74	-10,488.05	0.00	0.0	1.3
3,377.939	Rydex Managed Futures Strategy Fund -Y	24.0700	81,306.99	81,070.57	236.42	0.00	0.0	2.8

Alternative investments
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,721.449	Mellon Optima L/S Strategy FD LLC	92.8122	252,583.67	256,733.97	-4,150.30	0.00	0.0	8.8
Total alternative investments			**$ 398,689.90**	**$ 413,935.28**	**$ -15,246.38**	**$ 0.00**		**13.8%**
Total assets			**$ 2,886,319.77**	**$ 2,864,619.18**	**$ 18,999.62**	**$ 50,245.15**		**100.0%**

Section 13 of the Will of Thomas Skelton Harrison

The following is the text of Section 13 of the Will of Thomas Skelton Harrison, which establishes the Foundation and the Trust that funds it, outlines the procedures for appointment of Trustees, establishes rules governing eligibility to serve as a Trustee, and sets forth, in subsections (e) and (f), the criteria that the Trustees are to apply in making grants from the income received from the Trust:

THIRTEENTH: It is my will, and I direct, that after my decease there shall be constituted a board of trustees, which shall be entitled to receive the income of the above mentioned residuary estate from the Northern Trust Company, trustee appointed under the preceding clause of this my will.

(a) This board of trustees shall be composed of seven men, citizens of the commonwealth of Pennsylvania, and residents of or doing business in the city of Philadelphia, who shall be selected and appointed severally and respectively by the board of trustees, managers, governors or directors, as the case may be, of the following corporations or institutions:

The Franklin Institute of the State of Pennsylvania for the Promotion of the Mechanic Arts

The Law Association of Philadelphia

The College of Physicians

The City Club of Philadelphia

The Board of Trade

The Board of City Trusts

The University of Pennsylvania

(b) Each of the above named electoral bodies shall select its trustee preferably from its own membership, or from the membership of the society or corporation represented by it, but other persons not connected with such society or corporation may be chosen. But no person shall be elected or shall serve a trustee who occupies any office, elected or appointed, salaried, or unsalaried, of the state of Pennsylvania or city of Philadelphia, excepting members of the board of city trusts, other than those who are members thereof ex officio. And if any trustee after his appointment as such shall accept any such office, he shall, ipso facto, cease to be such trustee, and his place shall be filled as though he were deceased.

(c) Each of said trustees shall be elected for a term of three years. When and as such trustee shall die or resign or accept office as above stated, the electoral body by which he was elected shall elect his successor for a term of three years. The trustees shall serve without any salary or compensation but may rent a suitable office for the transaction of their business and employ any necessary assistants, experts and legal counsel.

(d) Should any electoral body fail to appoint its representative trustee for a period of six months after the right to do so shall accrue, or if any electoral body shall lose its existence, then any of the courts of common pleas of Philadelphia county or any court which may hereafter be constituted exercising the same jurisdiction, shall have the power on application made to such court by the trustees otherwise appointed, to select some suitable person to act upon the said board of trustees for a period of three years, and so on from time to time.

(e) The board of trustees thus constituted shall use and apply the income received by it from time to time for the following uses and purposes:

1. To secure the honest and impartial enforcement of the terms of all contracts made by the city of Philadelphia providing for the furnishing by contractors of labor, or for the erection of buildings, the construction of public improvements, the cleaning of streets, the removal of refuse, including the proper method of carting ashes and garbage &c., the furnishing of water, gas, electricity or transportation facilities or the performance of any other work, or the finishing of any other supplies of any kind or nature for the said city.

2. To obtain the prompt prosecution of and just punishment of all persons guilty of violating contracts with said city or of peculation from its funds either directly or indirectly.

3. To investigate municipal affairs in the city of Philadelphia, and obtain and disseminate information in relation thereto, to aid the officers of departments of the city by advice as to the methods of municipal work, to frame proper legislation in regard thereto, and to aid in the inauguration or conduct of movements for municipal reform and generally for such purposes as will contribute towards the improvement of governmental conditions in the city of Philadelphia.

4. To assist in any special investigation in aid of any special public movement, in the investigation of any department of the city, to assist in the prosecution of any class of frauds or crimes, including frauds against the election laws, and in any other public service that they may deem proper.

5. To further the immediate adoption by the city of Philadelphia of a wise, clear and accurate system of bookkeeping and accounting, including as a feature thereof, the frequent publication of lucid statements as to its financial condition.

6. But it is my will that the funds at the disposal of said Board shall never be used to further the interests of any political party, or to secure the election of any officer of the municipal government, or for any similar purpose, it being my intention that this fund shall be used for the express purposes of this trust, and not as an instrument of partisan politics, for which reason I have endeavored to have the trustees selected by the most representative and public spirited corporate bodies of the city of Philadelphia.

(f) And if it shall be found that the income at any time or from time to time accumulates beyond the needs of the board of trustees in the performance of the above purposes and a prudent reserve for sudden and unexpected contingencies, so that some of the income thus accumulated may safely be used for other public purposes, the trustees are authorized to expend such sum in their discretion in such a way as may tend to promote the health, comfort and general welfare of the citizens of the city of Philadelphia, bearing however in mind the special purposes for which this trust fund is established as indicating the way in which such expenditures should be made. And no expenditure of any of the funds at the disposal of the board of trustees shall be made for any purpose except by the vote of the majority of the entire board.