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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation HENRY DOLFINGER 2 TRUST UW		A Employer identification number 23-6207346
Number and street (or P O box number if mail is not delivered to street address) DUANE MORRIS LLP, 30 S. 17TH ST.	Room/suite	B Telephone number 215-979-1768
City or town, state, and ZIP code PHILADELPHIA, PA 19103-4196		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 17,165,860.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		231,227.	231,227.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		147,935.			
b Gross sales price for all assets on line 6a 2,583,912.					
7 Capital gain net income (from Part IV, line 2)			147,935.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		130,663.	130,663.		STATEMENT 2
12 Total Add lines 1 through 11		509,825.	509,825.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		18,164.	9,082.		9,082.
b Accounting fees STMT 4		6,579.	3,289.		3,290.
c Other professional fees STMT 5		149,932.	49,142.		81,000.
17 Interest					
18 Taxes STMT 6		2,949.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		4,440.	0.		4,400.
24 Total operating and administrative expenses Add lines 13 through 23		182,064.	61,513.		97,772.
25 Contributions, gifts, grants paid		863,944.			863,944.
26 Total expenses and disbursements. Add lines 24 and 25		1,046,008.	61,513.		961,716.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-536,183.			
b Net investment income (if negative, enter -0-)			448,312.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	204,870.	466,284.	466,284.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	14,715,053.	13,768,471.	14,368,664.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 9)	1,950,269.	2,099,254.	2,330,912.
	16 Total assets (to be completed by all filers)	16,870,192.	16,334,009.	17,165,860.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	18,250,482.	18,250,482.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	-1,380,290.	-1,916,473.		
30 Total net assets or fund balances	16,870,192.	16,334,009.		
31 Total liabilities and net assets/fund balances	16,870,192.	16,334,009.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	16,870,192.
2 Enter amount from Part I, line 27a	2	-536,183.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	16,334,009.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,334,009.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE	P		12/31/11
b SEE ATTACHED SCHEDULE	P		12/31/11
c CAPITAL GAINS DIVIDENDS			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 17,350.		14,476.	2,874.
b 2,441,673.		2,421,501.	20,172.
c 124,889.			124,889.
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			2,874.
b			20,172.
c			124,889.
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	147,935.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	873,417.	17,019,256.	.051319
2009	731,028.	15,049,948.	.048573
2008	895,730.	16,833,482.	.053211
2007	919,755.	20,624,423.	.044595
2006	827,600.	19,875,132.	.041640

2 Total of line 1, column (d)	2	.239338
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.047868
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	18,024,189.
5 Multiply line 4 by line 3	5	862,782.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,483.
7 Add lines 5 and 6	7	867,265.
8 Enter qualifying distributions from Part XII, line 4	8	961,716.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	4,483.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,483.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,483.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	4,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	6,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,517.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 1,517. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of DUANE MORRIS LLP Telephone no. 215-979-1769 Located at 30 SOUTH 17TH STREET, PHILADELPHIA, PA ZIP+4 19103			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? 1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? 4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SHELDON BONOVIKZ, ESQ. DM LLP, 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103	CO-TRUSTEE 2.00	0.	0.	0.
DAVID LODER, ESQ. DM LLP, 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103	CO-TRUSTEE 2.00	0.	0.	0.

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

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

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

0

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	18,298,669.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	18,298,669.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	18,298,669.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	274,480.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,024,189.
6	Minimum investment return. Enter 5% of line 5	6	901,209.

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

1	Minimum investment return from Part X, line 6	1	901,209.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,483.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,483.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	896,726.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	896,726.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	896,726.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	961,716.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	961,716.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	4,483.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	957,233.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				896,726.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			41,264.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 961,716.				
a Applied to 2010, but not more than line 2a			41,264.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				896,726.
e Remaining amount distributed out of corpus	23,726.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	23,726.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	23,726.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011	23,726.			

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV	Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)
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1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

DAVID LODER, ESQUIRE, 215-979-1834

30 SOUTH 17TH STREET, PHILADELPHIA, PA 19103

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

IN WRITING

c Any submission deadlines:

NONE

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

NONE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE	NONE	PUBLIC	GENERAL	863,944.
Total			3a	863,944.
b Approved for future payment				
NONE				
Total			3b	0.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY INVESTMENTS	309,217.	124,052.	185,165.
PNC ADVISORS	46,899.	837.	46,062.
TOTAL TO FM 990-PF, PART I, LN 4	356,116.	124,889.	231,227.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LBC CREDIT PARTNERS	18,773.	18,773.	
LLR EQUITY PARTNERS III	29,375.	29,375.	
LLR EQUITY PARTNERS II	82,590.	82,590.	
LBC CREDIT PARTNERS II	15,012.	15,012.	
WP REAL ESTATE FUND III	-5,414.	-5,414.	
VERSA CAPITAL FUND II-A	11,416.	11,416.	
LUBERT-ADLER RE FUND V	-21,036.	-21,036.	
LUBERT-ADLER RE FUND IV	0.	0.	
LLR III CAYMANS, L.P.	-53.	-53.	
TOTAL TO FORM 990-PF, PART I, LINE 11	130,663.	130,663.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUANE MORRIS LEGAL FEES	18,164.	9,082.		9,082.
TO FM 990-PF, PG 1, LN 16A	18,164.	9,082.		9,082.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUANE MORRIS TAX PREPARATION FEES	6,579.	3,289.		3,290.
TO FORM 990-PF, PG 1, LN 16B	6,579.	3,289.		3,290.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PNC ADVISORS	2,000.	2,000.		0.
BANK WIRE FEES	1,020.	1,020.		0.
INVESTMENT ADVISORY FEES	46,122.	46,122.		0.
DUANE MORRIS ADMINISTRATION FEES	100,790.	0.		81,000.
TO FORM 990-PF, PG 1, LN 16C	149,932.	49,142.		81,000.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	2,949.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,949.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES	4,440.	0.		4,400.	
TO FORM 990-PF, PG 1, LN 23	4,440.	0.		4,400.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
BLACKROCK LOW DURATION	1,063,842.	1,124,742.		
ADAMS HARKNESS SMALL CAP GROWTH	142,653.	142,631.		
BARON GROWTH	212,306.	305,123.		
BRANDYWINE	0.	0.		
DFA EMERGING MARKETS CORE EQ I	152,210.	240,171.		
DFA INTL SMALL CAP VALUE	318,308.	266,906.		
DFA INTL VALUE	717,484.	527,528.		
DFA ONE YEAR FIXED INCOME	1,274,764.	1,278,075.		
DFA US LARGE CAP VALUE	388,879.	491,408.		
DFA US MICRO CAP I	102,213.	98,140.		
DFA US SMALL CAP VALUE	286,535.	378,941.		
DODGE & COX STOCK	149,789.	163,897.		
FIRST EAGLE OVERSEAS CL I	223,914.	316,192.		
HOTCHKIS & WILEY LARGE CAP VALUE	424,836.	350,422.		
HOTCHKIS & WILEY MID CAP VALUE	577,540.	601,842.		
PERKINS MID CAP VALUE INV	0.	0.		
JANUS OVERSEAS	189,957.	262,903.		
JANUS FD I SHARES	297,450.	393,871.		
MORGAN STANLEY INSTL EMERGING MKTS	177,274.	211,032.		
MORGAN STANLEY INTL EQUITY	600,347.	484,673.		
ROYCE OPPORTUNITY	95,922.	146,721.		
ROYCE VALUE PLUS	166,102.	152,681.		
SOUND SHORE	152,773.	161,029.		
THIRD AVENUE INTL VALUE	310,752.	252,103.		
TURNER LARGE GROWTH	521,688.	401,430.		
WESTCORE INTL SM CAP	150,924.	204,530.		
WESTCORE MID CAP VALUE	322,700.	427,100.		
WESTCORE MIDCO GROWTH	226,593.	293,736.		
WILLIAM BLAIR INTL GROWTH	349,045.	322,506.		
WILLIAM BLAIR INTL SMALL CAP	170,986.	184,446.		
WILLIAM BLAIR LARGE CAP GROWTH	374,906.	402,975.		
WILLIAM BLAIR MID CAP GROWTH	256,131.	313,397.		
FEDERATED GOVT ULTRASHORT	654,845.	653,501.		
METROPOLITAN WEST TOTAL RETURN	900,100.	999,798.		

ROYCE MICRO-CAP SVC	82,441.	100,394.
BLACKROCK TOTAL RETURN II INST	0.	0.
DFA SHORT-TERM GOVERNMENT	673,629.	671,701.
THORNBURG INT'L VALUE	295,062.	294,767.
WILLIAM BLAIR SMALL CAP GROWTH	146,886.	151,875.
IVY MID CAP GROWTH I	338,642.	326,381.
DFA GLOBAL REAL ESTATE SECS	278,043.	269,096.
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,768,471.	14,368,664.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
WP REAL ESTATE FUND III	14,347.	8,933.	91,643.
LLR EQUITY PARTNERS II	606,022.	478,607.	429,131.
LUBERT-ADLER RE FUND IV	560,659.	560,659.	595,865.
LBC CREDIT PARTNERS, LP	200,256.	199,232.	218,700.
LUBERT-ADLER RE FUND V, L.P.	211,225.	190,189.	240,675.
LBC CREDIT PARTNERS II, LP	135,263.	205,052.	229,150.
LLR EQUITY PARTNERS III, LP	153,512.	247,484.	306,998.
VERSA CAPITAL FUND II, LP	68,985.	177,901.	187,500.
LLR III CAYMANS, LP	0.	31,197.	31,250.
TO FORM 990-PF, PART II, LINE 15	1,950,269.	2,099,254.	2,330,912.

**DOLFINGER-McMAHON FOUNDATION
2011 GRANTS**

<u>Grantee Organization/ Address</u>	<u>Project Title</u>	<u>Grant Amount</u>	<u>Funding For</u>
Abington Art Center 515 Meetinghouse Road Jenkintown, PA 19046	Funding for the Youth Empowerment Initiative	\$1,500 00	unrestricted contribution to General Fund
Academy of Natural Sciences of Philadelphia 1900 Benjamin Franklin Parkway Philadelphia, PA 19103	Support "200 For 200" bringing 200 school classes to the Academy during the Bicentennial year	\$16,500 00	project title
Adoption Center of Delaware Valley 1500 Walnut Street Suite 701 Philadelphia, PA 19102	Support for the second phase of the LGBT Community Outreach Program	\$1,000 00	unrestricted contribution to General Fund
After School Activities Partnerships/ASAP 1520 Locust Street Suite 1104 Philadelphia, PA 19102	Funding for a high school chess mentors pilot program "Moves Ahead"	\$3,000 00	project title
All About Abilities 2865 S Eagle Road #338 Newtown, PA 18940	Funding for the Disability Mentoring Day (DMD) Program	\$1,000 00	unrestricted contribution to General Fund
ALS Association - Greater Philadelphia Chapter 321 Norristown Road Suite 260 Ambler, PA 19002	Funding for the Reporting Module Enhancement to the Patient Services Database	\$1,500 00	unrestricted contribution to General Fund
American Red Cross Southeastern PA Chapter 23rd & Chestnut Streets Philadelphia, PA 19103	Funding for continued support of the Red Cross Clubs after school program	\$3,000 00	project title
The ARC Alliance Foundation 3075 Ridge Pike Eagleville, PA 19403	Funding to inform, educate, and unite families and individuals dealing with the challenges and struggles caused by intellectual and developmental disabilities	\$3,500 00	project title
The ARC of Montgomery, Berks & Bucks Counties 3075 Ridge Pike Eagleville, PA 19403	Funding for expansion of personal advocacy services	\$5,000 00	project title
Arden Theatre Company 40 N 2nd Street Philadelphia, PA 19106	Support for the production of "Cyrano"	\$3,000 00	project title
Arthur Ross Gallery 3451 Walnut Street Philadelphia, PA 19104	Support for an innovative art education exhibition Engaging Minds through Art	\$7,500 00	project title
Artreach, Inc 1819 JFK Boulevard Suite 2,00 Philadelphia, PA 19103	Support for The Art Connection Pilot Project	\$5,000 00	project title
Asian Arts Initiative 1219 Vine Street Philadelphia, PA 19107	Support for the Youth Arts Workshop in 2011- 2012	\$2,500 00	project title
Associated Services For The Blind, Inc 919 Walnut Street Philadelphia, PA 19107	Funding for the Vision Rehabilitation Services program	\$5,000 00	project title
The Atlantic Coast Opera Festival 2028 South 17th Street Suite 11 Philadelphia, PA 19145	Funding for Artistic Support Staff Fees for the production of Mozart's The Marriage of Figaro	\$1,000 00	unrestricted contribution to General Fund

Barttram's Garden 54th Street and Lindbergh Boulevard Philadelphia, PA 19143	Support of vital seed funding for the green resource center and urban farm program	\$5,000 00	project title
Bebashi, Inc 1217 Spring Garden Street 1st Floor Philadelphia, PA 19123	Funding for Text 4 Truth Initiative	\$2,000 00	unrestricted contribution to General Fund
Bestwork Industries for the Blind, Inc 801 East Clements Bridge Road Runnemede, NJ 08078	Support for the Philadelphia Employment Services for the Blind program	\$1,000 00	unrestricted contribution to General Fund
Bethesda Project 1630 South Street Philadelphia, PA 19146	Funding for new ID system at the shelter for men, Our Brothers' Place	\$4,000 00	project title
Big Brothers/Big Sisters of SE PA 123 South Broad Street Suite 2180 Philadelphia, PA 19109	Funding for the Fingerprint Compliance Initiative	\$5,000 00	project title
Big Picture Philadelphia 2010 N Mascher Street Philadelphia, PA 19122	Support the "Back in School, Ready for My Future" 2011 Summer Bndge Program	\$1,500 00	unrestricted contribution to General Fund
Brandywine Health Foundation 50 South First Avenue Coatesville, PA 19320	Funding for the Families and Schools Together (FAST) Program	\$2,500.00	project title
Breakthrough of Greater Philadelphia 34 West Coulter Street Philadelphia, PA 19144	Support for Cullicula and Teacher Training Project	\$3,000 00	project title
The Brian H Early Foundation 4 Wicco Court Wayne, PA 19087	Funding of mission to provide housing and support to patients and families who need to travel far from home for medical care	\$2,500 00	project title
CADE KIDS 128 Chestnut Street Suite 302 Philadelphia, PA 19106	Continuing support for the Changing Attitudes, Decisions and Environments for Kids ('CADE Kids') Program	\$10,000 00	project title
Calcutta House 1601 West Girard Avenue Philadelphia, PA 19130	Support of housing and supportive services for homeless adults with aids	\$2,000 00	unrestricted contribution to General Fund
Camden City Garden Club, Inc 3 Riverside Drive Camden, NJ 08103	Funding to develop campaign to end hunger in North Camden	\$2,500 00	project title
Canaan Family Life Center 5430 Pulaski Avenue Philadelphia, PA 19144	Support for the Post-Incarceration Re-Entry Assistance Program	\$1,000 00	unrestricted contribution to General Fund
The Career Wardrobe 21 South 12th Street Suite 110 Philadelphia, PA 19107	Continued support for the Dressing and Image Consultation Program	\$3,000 00	project title
CASA of Philadelphia County 1940 Brandywine Street Philadelphia, PA 19130	Funding to recruit, train and supervise community volunteers to advocate for abused and neglected children	\$2,500.00	project title
The Center for Autism 3905 Ford Road Suite 6 Philadelphia, PA 19131	Funding for start up of the Occupational Therapy Program for adults and children	\$1,000 00	unrestricted contribution to General Fund
The Center for Emerging Visual Arts 1521 Locust Street Lower Level Philadelphia, PA 19102	Support for the Direct Dialogue Lecture Series in 2012 and 2013	\$3,000.00	project title

The Center for Grieving Children, Teens and Families 1139 East Luzerne Street Philadelphia, PA 19124	Funding for after-school peer support grief groups for children	\$1,000 00	unrestricted contribution to General Fund
Center in the Park 5818 Germantown Avenue Philadelphia, PA 19144	Continued support for Community Connections: Civic Engagement and Intergenerational Programs, specifically the annual Volunteer Recognition Event	\$2,500.00	project title
The Chester Fund P.O. Box 22 Chester, PA 19016	Funding for the Core Arts Academic Enrichment Program	\$5,000 00	project title
Chestnut Hill Meals on Wheels 8765 Stenton Avenue Philadelphia, PA 19038	Continued support for two clients to receive daily meals (one year) in the subsidy program	\$6,000 00	project title
Children's Crisis Treatment Center 1823 Callowhill Street Philadelphia, PA 19130	Support for new initiative, the Caring Families of CcTC	\$2,500 00	project title
Children's Literacy Initiative 2314 Market Street 3rd Floor Philadelphia, PA 19103	Support for year two of Blueprint for Early Literacy program in DCIU classrooms	\$2,500.00	project title
Children's Scholarship Fund Philadelphia 1616 Walnut Street Suite 1502 Philadelphia, PA 19103	Funding for nineteen (19) new, one year K-8th grade scholarships (matching grant)	\$5,000 00	project title
Childspace Cooperative Development, Inc. 5517 Greene Street Philadelphia, PA 19144	Funding for the Better Business, Better Incomes and Better Care project	\$1,000 00	unrestricted contribution to General Fund
Choral Arts Society of Philadelphia P.O. Box 22445 Philadelphia, PA 19110	Support for the production (costumes/set pieces/lighting) for children's opera "Amahl and the Night Visitors"	\$1,000 00	unrestricted contribution to General Fund
City Year Greater Philadelphia 2221 Chestnut Street 2nd Floor Philadelphia, PA 19103	Funding for the Whole School, Whole Child service model	\$15,000 00	project title
The Clay Studio 139 North Second Street Philadelphia, PA 19106	Seed money funding to develop and implement a Claymobile Claymation curriculum	\$5,000 00	project title
Community Learning Center 2801 Frankford Avenue Philadelphia, PA 19134	Funding for the adult literacy program	\$2,500.00	project title
Community Outreach Partnership 2212 Spruce Street Philadelphia, PA 19103	Support for new Sustainable 19103 BYO initiative	\$1,000 00	unrestricted contribution to General Fund
Connection Training Services 2243 W. Allegheny Avenue Philadelphia, PA 19132	Funding for Youth Empowered for Success program	\$2,500.00	project title
Conservation Center for Art and Historic Artifacts 264 South 23rd Street Philadelphia, PA 19103	Support for the development of 10 issues of FOCUS, an educational publication	\$1,000.00	unrestricted contribution to General Fund
The Cornerstone Christian Academy P.O. Box 5520 Philadelphia, PA 19143	Support for CCA In The Summer program	\$3,000.00	project title
Cradles to Crayons 30 Clipper Road West Conshohocken, PA 19428	Funding to launch The Giving Corps initiative	\$5,000.00	project title

The Curtis Institute of Music 1726 Locust Street Philadelphia, PA 19103	Funding to upgrade the communications network to allow for Internet2 installation and wide dissemination of Curtis performances	\$25,000 00	project title
Dance Affiliates 4701 Bath Street, #46B Philadelphia, PA 19137	Support for "Grassroots Choreography", a component of the Dance Celebration series	\$2,500 00	project title
Darlington Arts Center 977 Shavertown Road Garnet Valley, PA 19061	Funding for the outreach arts education program for underserved students and adults with intellectual disabilities	\$1,000.00	unrestricted contribution to General Fund
Dragonfly Forest, Inc. 726 E Conshohocken State Road Penn Valley, PA 19072	Funding to send five seriously ill children to camp in 2012	\$5,000 00	project title
Drueiding Center 413 West Master Street Philadelphia, PA 19122	Funding for the Raising a Reader program	\$2,000 00	project title
Education Law Center - PA The Philadelphia Building 1315 Walnut Street Suite 400 Philadelphia, PA 19107	Funding for a parent and student helpline for problems arising within the public school system	\$2,437 50	project title
Eighteen Twelve (1812) Productions, Inc 421 N 7th Street Suite 218 Philadelphia, PA 19123	Continued funding for 1812 Outreach education program	\$1,000 00	unrestricted contribution to General Fund
Elfreth's Alley Association, Inc. 126 Elfreth's Alley Philadelphia, PA 19106	Funding to create a brochure serving the tourism market for historic Elfreth's Alley	\$2,500 00	project title
Enchantment Theatre Company 100 South Broad Street Suite 1318 Philadelphia, PA 19110	Funding for the arts-education program The Magic of Masks	\$1,000 00	unrestricted contribution to General Fund
Envision Peace Museum 1651 Benjamin Franklin Parkway Philadelphia, PA 19103	Funding for the basic fundraising and associated communications systems for the development of the new "Welcome Center"	\$1,000 00	unrestricted contribution to General Fund
Episcopal Community Services of Diocese, PA 225 South Third Street Philadelphia, PA 19106	Funding to develop a new cross-programmatic initiative addressing educational needs of older youth and adults	\$6,000 00	project title
Fabric Workshop, Inc 1214 Arch Street Philadelphia, PA 19107	Support for the Onsite Studio Program	\$5,000.00	project title
Face to Face, Inc. 109 E Price Street Philadelphia, PA 19144	Support for the implementation of a strategic plan and the delivery of health and human services to vulnerable members of the Germantown community	\$5,000 00	project title
Fairmount Park Conservancy 1617 John F. Kennedy Boulevard Suite 1670 Philadelphia, PA 19103	Support for the TreePhilly marketing campaign	\$3,500 00	project title
Family Planning Council 1700 Market Street 18th Floor Philadelphia, PA 19103	Funding for independent consultant to conduct cost-effective, objective assessments of IS department	\$10,000.00	project title
Fleisher Art Memorial 719 Catharine Street Philadelphia, PA 19147	Support for the Community Partnership in the Arts (CPA) program	\$5,000 00	project title
Food Bank of South Jersey, Inc 1501 John Tipton Boulevard Pennsauken, NJ 08110	Support for the Wonder Chefs innovative program	\$5,000 00	project title

Foundation for Self-Taught American Artists 30 South 17th Street Philadelphia, PA 19103	Funding to support film productions and related targeted education and outreach initiatives	\$10,000 00	project title
The Franklin Institute 222 North 20th Street Philadelphia, PA 19103	Support of three exhibitions and the development of educational offerings	\$10,000 00	project title
The Free Library of Philadelphia 1901 Vine Street Philadelphia, PA 19103	Funding for the LEAP After-School Program	\$25,000 00	project title
The Free Library of Philadelphia 1901 Vine Street Philadelphia, PA 19103	Funding for Books Aloud! early literacy program	\$5,000 00	project title
Friends of the Japanese House and Garden 5070 Parkside Avenue Suite 2104 Philadelphia, PA 19131	Funding for multimedia work Shofuso Colors 2012 Art Series by Aaron Mannino	\$1,000 00	unrestricted contribution to General Fund
Friends of the Wissahickon 8708 Germantown Avenue Philadelphia, PA 19118	Funding for Protect Our Watershed (POW) Program	\$6,000 00	project title
Geographical Society of Philadelphia P.O. Box 67 Haverford, PA 19041	Funding for "GEOfest" and "GEObow!" enabling audience members to experience world cultures and world diversity	\$2,500.00	project title
GESU School 1700 West Thompson Street Philadelphia, PA 19121	Support for the 5-week Academic Summer Camp	\$2,500 00	project title
Girls Rock Philly P.O. Box 1512 Philadelphia, PA 19105	Support for new program development and summer camp for 80 girls	\$1,000 00	unrestricted contribution to General Fund
Greater Philadelphia Cultural Alliance 1616 Walnut Street Suite 600 Philadelphia, PA 19103	Funding to produce the 2nd edition of "Arts, Culture and Economic Prosperity in Greater Philadelphia"	\$7,500 00	project title
Greener Partners 2101 S. College Avenue Philadelphia, PA 19121	Support for the SOL Food Project teen leadership program	\$1,500 00	unrestricted contribution to General Fund
Greensgrow Philadelphia Project 2503 E. Firth Street Philadelphia, PA 19125	Funding for the Community Kitchen demonstration project	\$1,000 00	unrestricted contribution to General Fund
Group Motion Multi Media Dance Theatre 3500 Lancaster Avenue Philadelphia, PA 19104	Funding for an interdisciplinary performance piece	\$2,500 00	project title
The Health Care Improvement Foundation, Inc. 1835 Market Street Suite 1050 Philadelphia, PA 19103	Support for Improving Care Transitions Through Health Information Exchange program	\$7,500 00	project title
Health Partners Foundation 901 Market Street Suite 500 Philadelphia, PA 19107	Support for BE THERE! Perfect Attendance Educational Program	\$6,000 00	project title
Historic Philadelphia, Inc. 150 S. Independence Mall West Suite 550 Philadelphia, PA 19106	Support for expansion of "History Makers" Interpretive Programming	\$1,500 00	unrestricted contribution to General Fund

History Making Productions, Inc 520 N. Columbus Boulevard Suite 203 Philadelphia, PA 19123	Funding for the production of the 2nd episode of "Philadelphia The Great Experiment"	\$5,000 00	project title
Hope Partnership for Education 1701 North 8th Street Philadelphia, PA 19122	Funding for a structured music education program for at-risk middle school students	\$3,000 00	project title
Hopeworks 'N Camden 543 State Street Camden, NJ 08102	Support for the Technology Training Program	\$4,000 00	project title
Immaculata University 1145 King of Prussia Road Immaculata, PA 19345	Support for the cost of the Edith Stein Lecture Series	\$1,000 00	unrestricted contribution to General Fund
Independence Media 8200 Ridge Avenue Philadelphia, PA 19128	Support of MiND TV's themed initiative LGBT Stones Month	\$2,500.00	project title
Inglis House 2600 Belmont Avenue Philadelphia, PA 19131	Funding for the Artist-in-Residence Program	\$5,000 00	project title
Institute of Contemporary Art/University of PA 118 South 36th Street Philadelphia, PA 19104	Support for educational programming to enhance upcoming exhibitions	\$10,175.00	project title
Inter-Faith Housing Alliance P O Box 141 Ambler, PA 19002	Support of programs combating homelessness	\$1,000 00	unrestricted contribution to General Fund
Jeanne Ruddy Dance 1515 Brandywine Street Philadelphia, PA 19130	Support for the development and production of TransAtlantic - The Duet Project	\$3,000 00	project title
JEVS Human Services 1845 Walnut Street 7th Floor Philadelphia, PA 19103	Support for Philadelphia Independence Network (PIN), an innovative program for young adults with disabilities	\$4,000 00	project title
Jubilee School 4211 Chester Street Philadelphia, PA 19104	Funding for the Scholarship in Math and Science Project	\$1,500 00	unrestricted contribution to General Fund
Kardon Institute for Arts Therapy 10700 Knights Road Philadelphia, PA 19114	Support for the Family Music and Movement Circles program for children with Autism and their families	\$2,000.00	unrestricted contribution to General Fund
Kelly Anne Dolan Memorial Fund P O Box 556 602 S. Bethlehem Pike Building D Ambler, PA 19002	Support for the Financial Assistance for Families With Reduced Income program for families of seriously ill children	\$2,000.00	unrestricted contribution to General Fund
Kimmel Center, Inc. 260 South Broad Street Suite 901 Philadelphia, PA 19102	Funding for "Fusion", a new program drawing all segments of the community	\$10,000 00	project title
Legal Clinic for the Disabled, Inc. 1513 Race Street Philadelphia, PA 19102	Funding for consultant to design a client database for the new Medical-Legal Partnership (MLP)	\$1,000 00	unrestricted contribution to General Fund
Lincoln University 1570 Baltimore Pike P O. Box 179 Lincoln University, PA 19352	Support for scholarships for academically worthy yet economically disadvantaged students	\$20,000 00	project title
Living Beyond Breast Cancer 354 West Lancaster Avenue Suite 224 Haverford, PA 19041	Funding for new educational publication re stage IV breast cancer information	\$3,000.00	project title

Make-A-Wish Foundation of Philadelphia & Susquehanna Valley One Valley Square 512 Township Line Road, Suite 133 Blue Bell, PA 19422	Support for the wish-granting program which directly benefits children suffering from life-threatening illnesses and their families	\$1,500 00	unrestricted contribution to General Fund
The Mann Center for the Performing Arts 123 South Broad Street Suite 1930 Philadelphia, PA 19109	Support for Philadelphia On Parade! festival	\$5,000 00	project title
MARC Children's Services 3075 Ridge Pike Eagleville, PA 19403	Funding of netbook computers for Early Intervention Specialists and Speech Pathologists	\$6,000 00	project title
Maternal and Child Health Consortium of Chester County 30 W Bernard Street Suite #1 West Chester, PA 19382	Funding for the Healthy Start program for low-income pregnant and parenting women	\$1,000 00	unrestricted contribution to General Fund
Maternity Care Coalition 2000 Hamilton Street Suite 205 Philadelphia, PA 19130	Continuing support for the MOMobile services at Riverside Correctional Facility	\$5,000 00	project title
Metropolitan Career Center 100 South Broad Street Suite 830 Philadelphia, PA 19110	Support for the STRIVE Plus Program	\$5,000 00	project title
Mighty Writers, Inc 1501 Christian Street 1st Floor Philadelphia, PA 19146	Support for the Sound and Fury project (matching grant)	\$1,000 00	unrestricted contribution to General Fund
Mommy's Light Lives On Fund P O. Box 494 Lionville, PA 19353	Support for the traditional Fulfillment Services to maternally bereaved children	\$2,500.00	project title
Moore College of Art & Design The Parkway at 20th Street Philadelphia, PA 19103	Support for the Galleries' new Literacy Through Photography project	\$5,000.00	project title
Mothers' Home, Inc 51 N MacDade Boulevard Darby, PA 19023	Funding for lifesaving CPR training and materials for life skills classes	\$1,000 00	unrestricted contribution to General Fund
National Constitution Center 525 Arch Street Independence Mall Philadelphia, PA 19106	Funding for Fighting for Democracy: Who's the "We" in "We the People"? project	\$3,000 00	project title
National Liberty Museum 321 Chestnut Street Philadelphia, PA 19106	Support for the Caretoons Violence Prevention Outreach Program	\$2,500 00	project title
National Transplant Assistance Fund 150 North Radnor-Chester Road Suite F-120 Radnor, PA 19087	Support for the "Technology Refresh for Efficient and Cost-Effective Patient Service" project	\$5,000 00	project title
Neighborhood Interfaith Movement, Inc. 7047 Germantown Avenue Philadelphia, PA 19119	Support for the Resources for Older Adult Living (ROAL)	\$1,000 00	unrestricted contribution to General Fund
Nonprofit Technology Resources, Inc. 1524 Brandywine Street Philadelphia, PA 19130	Funding to refurbish computers with Internet access and workshop	\$1,500 00	unrestricted contribution to General Fund

Opera Company of Philadelphia Academy House 1420 Locust Street Suite 210 Philadelphia, PA 19102	Support for digital media dissemination program	\$2,500 00	project title
Overbrook School for the Blind 6333 Malvern Avenue Philadelphia, PA 19151	Funding for the 2011 Early Intervention Summer Workshop	\$7,500 00	project title
Painted Bride Art Center 230 Vine Street Philadelphia, PA 19106	Support for the Education Outreach and Artist Residency activities	\$3,000.00	project title
Partners for Civic Pride 431 Rogers Lane Wallingford, PA 19086	Funding for the production and purchase of flag materials for a new civic experiment helping to foster civic pride in Philadelphia	\$2,500 00	project title
Pennsylvania Academy of the Fine Arts 128 North Broad Street Philadelphia, PA 19102	Support for the Lost Dreams initiative	\$7,500 00	project title
Pennsylvania Ballet Association 1819 JFK Boulevard Suite 210 Philadelphia, PA 19103	Support for Accent on Dance outreach and education program	\$2,000 00	unrestricted contribution to General Fund
Pennsylvania Environmental Council 1315 Walnut Street Suite 532 Philadelphia, PA 19107	Support for the Sustainable Stormwater Management Using Meadows project	\$2,500 00	project title
People's Emergency Center 325 N. 39th Street Philadelphia, PA 19104	Funding for expansion of the Job Opportunities and Business Skills (JOBS) programs	\$5,000 00	project title
Peter's Place 150 Radnor-Chester Road Suite F130 Radnor, PA 19087	Funding for outreach bereavement services to children in their own schools	\$4,000 00	project title
Philabundance 3616 South Galloway Street Philadelphia, PA 19148	Support for the Philabundance Community Kitchen (PCK) culinary arts job training program	\$3,750.00	project title
The Philadelphia Art Alliance 251 South 18th Street Philadelphia, PA 19103	Support for "The Commonwealth" lecture series	\$2,500 00	project title
Philadelphia Chamber Music Society 1616 Walnut Street Suite 1600 Philadelphia, PA 19103	Funding to promote the next generation of artists and composers and their relationship to audiences	\$2,500 00	project title
Philadelphia Dance Company 9 North Preston Street Philadanco Way Philadelphia, PA 19104	Support for the expansion of the acclaimed Instruction and Training Program	\$2,500.00	project title
Philadelphia Education Fund 1709 Benjamin Franklin Parkway Suite 700 Philadelphia, PA 19103	Support for the ArtsRising education initiative	\$5,000.00	project title
Philadelphia Film Society 1600 North 5th Street Philadelphia, PA 19122	Funding for the "Documentary Showcase" and marketing for the 2,0th Anniversary festival	\$10,000 00	project title
Philadelphia Fringe Festival 919 N. 5th Street Philadelphia, PA 19123	Continued funding for audience-building and artist support programming as part of the Festival's Live Arts Brewery Laboratory	\$5,000 00	project title
Philadelphia Futures 230 S Broad Street 7th Floor Philadelphia, PA 19102	Continuing support for the Sponsor-A-Scholar (SAS) College Program	\$6,000.00	project title

The Philadelphia History Museum 15 South 7th Street Philadelphia, PA 19106	Support for free educational gallery tours for the reopened Museum	\$3,000.00	project title
Philadelphia Martin Luther King, Jr. Association for Nonviolence, Inc 5398 Wynnefield Avenue Philadelphia, PA 19131	Funding for the College for Teens Summer Program	\$2,500 00	project title
Philadelphia Mural Arts Advocates 1729 Mount Vernon Street Thomas Eakins House Philadelphia, PA 19130	Funding for Art Education programs	\$7,500 00	project title
Philadelphia Museum of Art Box 7646 Philadelphia, PA 19101-7646	Support for the Collab Student Design Competition	\$5,000.00	project title
Philadelphia Museum of Art Box 7646 Philadelphia, PA 19101-7646	Support for the Museum's public school programs	\$50,000.00	project title
Philadelphia Outward Bound 3250 West Sedgeley Drive East Fairmount Park Philadelphia, PA 19130	Support teacher training in 2012 enabling Philadelphia educators to inspire their students to achieve and succeed	\$2,000 00	unrestricted contribution to General Fund
Philadelphia Photo Arts Center 1400 N American Street Suite 103 Philadelphia, PA 19122	Support for Teen and Family programming	\$2,000 00	unrestricted contribution to General Fund
Philadelphia Reads 325 Chestnut Street Suite 903 Philadelphia, PA 19106	Support for the Free Children's Book Club	\$5,000 00	project title
The Philadelphia Singers 1211 Chestnut Street Suite 610 Philadelphia, PA 19107	Funding to produce the Philadelphia and East Coast premiere of Randal Thompson's Requiem	\$1,000 00	unrestricted contribution to General Fund
The Philadelphia Sketch Club 235 South Camac Street Philadelphia, PA 19107	Support for hosting an invitational exhibition of works by School District of Philadelphia art students	\$1,000 00	unrestricted contribution to General Fund
Philadelphia Theatre Company 230 South Broad Street Suite 1105 Philadelphia, PA 19102	Funding for the community outreach and educational programming for RUINED	\$3,000 00	project title
Philadelphia VIP, Inc 42 South 15th Street 4th Floor Philadelphia, PA 19102	Funding for the first year of a 3 to 4 year evolution of the Family Law Initiative	\$2,500.00	project title
Philadelphia Youth Network, Inc. 714 Market Street Suite 304 Philadelphia, PA 19106	Support of the WorkReady Philadelphia 2011 Summer Internship Program	\$3,000.00	project title
Philadelphia Youth Orchestra P.O. Box 41810 Philadelphia, PA 19101	Support of new music program Tune Up Philly	\$2,500.00	project title
Philadelphians Organized to Witness, Empower & Rebuild c/o St Malachy's Parish 1429 North 11th Street Philadelphia, PA 19122	Funding for new Unemployed Engagement initiative	\$1,000 00	unrestricted contribution to General Fund
Philadelphia's Magic Gardens 1020-1022 South Street Philadelphia, PA 19147	Support for the Poetic Passageways project	\$1,000.00	unrestricted contribution to General Fund

Planned Parenthood Association of Bucks County 610 Louis Drive Warminster, PA 18974	Funding for the LGBTQA program, the Rainbow Room	\$1,000 00	unrestricted contribution to General Fund
Planned Parenthood of Southeastern Pennsylvania 1144 Locust Street Philadelphia, PA 19107-6797	Support for Teen Success, a pregnancy prevention program	\$12,500.00	project title
Planned Parenthood of Southern New Jersey 317 Broadway Camden, NJ 08103	Support for the Education and Training Program	\$3,500 00	project title
Playpenn, Inc 220 West Evergreen Avenue D-2 Philadelphia, PA 19118	Support for the 2011 Conference for the development of new plays	\$2,500 00	project title
Please Touch Museum 4231 Avenue of the Republic Philadelphia, PA 19131	Support for the Community Partners program	\$3,000 00	project title
Polish American Social Services 308 Walnut Street Philadelphia, PA 19106	Support for the Health Advocacy and Benefits Counseling Program	\$4,000 00	project title
The Print Center 1614 Latimer Street Philadelphia, PA 19103	Support for the expansion of the Artists-in-Schools Program	\$3,000 00	project title
Project Forward Leap Foundation 1706 Race Street 2nd Floor Philadelphia, PA 19103	Support for expanded high school program and innovative social media and fundraising initiatives	\$6,000 00	project title
Project HOME 1515 Fairmount Avenue Philadelphia, PA 19130	Continued support of vital programming at The Honickman Learning Center and Comcast Technology Labs (HLCCTL)	\$2,500 00	project title
Public Citizens for Children and Youth 1709 Benjamin Franklin Parkway Sixth Floor Philadelphia, PA 19103	Funding for the Picasso Project	\$2,500 00	project title
RHD - Healthy NewsWorks 1105 Ormond Avenue Drexel Hill, PA 19026	Support for school-based student media program	\$2,000 00	unrestricted contribution to General Fund
The Rock School for Dance Education 1101 South Broad Street Philadelphia, PA 19147	Funding for the Residency and Outreach Program at Russell Byers Charter School	\$5,000 00	project title
Ronald McDonald House of Philadelphia 3921-3925 Chestnut Street Philadelphia, PA 19104	Funding for Alternative Lodging Services	\$3,000 00	project title
Rosenbach Museum & Library 2010 Delancey Place Philadelphia, PA 19103	Support for a new innovative puppetry ensemble of James Joyce's "Ulysses"	\$2,500.00	project title
The Salvation Army 701 North Broad Street Philadelphia, PA 19123	Funding for the Early Childhood Education Center (ECEC)	\$15,000.00	project title
Saunders House 100 Lancaster Avenue Wynnewood, PA 19096	Continued support for the Intergenerational Program	\$1,500 00	unrestricted contribution to General Fund
The Schuylkill Center for Environmental Education 8480 Hagy's Mill Road Philadelphia, PA 19128	Support for Environmental Art Program	\$2,000 00	unrestricted contribution to General Fund

Scribe Video Center 4212 Chestnut Street 3rd Floor Philadelphia, PA 19104	Support to reinstate the Community Visions program	\$2,500 00	project title
The Seeing Eye, Inc. P O. Box 375 Morristown, NJ 07963-0375	Funding for the reprinting of the Story of Bonnie - A Seeing Eye Dog	\$5,000 00	project title
Senior Community Services 600 Swarthmore Avenue Folsom, PA 19033	Funding for the Cognitive Stimulation Brain Fitness Activity Kit Program	\$1,000 00	unrestricted contribution to General Fund
Shalom, Inc. 1080 N. Delaware Avenue Suite 602 Philadelphia, PA 19125	Funding for the Grade School Program	\$1,000.00	unrestricted contribution to General Fund
Shirley Road Productions 108 Shirley Road Narberth, PA 19072	Support for "Hollywood Beauty Salon", a feature-length documentary film	\$1,000 00	unrestricted contribution to General Fund
Shriners Hospitals for Children 3551 North Broad Street Philadelphia, PA 19140	Funding for the Stryker System 6 battery charger system for orthopedic drills	\$6,731.00	project title
Smith Memorial Playground and Playhouse, Inc. East Fairmount Park Philadelphia, PA 19121	Support for Play for All, a new initiative serving youth who live in homeless shelters	\$2,500 00	project title
Spiral Q Puppet Theater 3114 Spring Garden Street 2nd Floor Philadelphia, PA 19104	Support for IN TRANSIT, a performance and digital media public arts project	\$1,000 00	unrestricted contribution to General Fund
Starfinder Foundation 4015 Main Street Philadelphia, PA 19127	Support for the high school Senior Leaders Program	\$1,500 00	unrestricted contribution to General Fund
Summer Search 1616 Walnut Street Suite 2200 Philadelphia, PA 19103	Pilot program to reduce the cost of the summer experiential education programs while retaining their effectiveness	\$2,000 00	unrestricted contribution to General Fund
Support Center for Child Advocates 1900 Cherry Street Philadelphia, PA 19103	Support for the production of the 2010/2011 Annual Report	\$15,000.00	project title
Supportive Older Women's Network 4100 Main Street Suite 200 Philadelphia, PA 19127	Funding for the Wellness Center Without Walls program	\$1,000 00	unrestricted contribution to General Fund
Taller Puertorriqueno, Inc 2721 N. 5th Street Philadelphia, PA 19133	Support for a series of 7 outdoor performances "Cafe under the Stars" Spotlighting Arts in the Barrie"	\$1,000 00	unrestricted contribution to General Fund
Theatre Alliance of Greater Philadelphia 1616 Walnut Street Suite 1800 Philadelphia, PA 19103	Funding for the Audience Engagement Initiative	\$2,500 00	project title
Trinity Center for Urban Life 2212 Spruce Street Philadelphia, PA 19103	Support for a series of three concerts for kids and their adult friends	\$1,000 00	project title
United Way of Southeastern Pennsylvania 1709 Benjamin Franklin Parkway Philadelphia, PA 19103	Funding of pilot project engaging professional African-American men to mentor African-American males in grades 7 and 8	\$10,000.00	project title
University City Science Center 3711 Market Street 8th Floor Philadelphia, PA 191,04	Funding for the development and execution of the Coffee & Capital program	\$5,000.00	project title

University of the Sciences 600 South 43rd Street Philadelphia, PA 19104	Support for the Student Counseling Services	\$10,000.00	project title
Urban Tree Connection 5125 Woodbine Avenue Philadelphia, PA 19131	Funding for "Neighborhood Foods", a community-owned food cooperative	\$5,000 00	project title
Valley Forge Education Services 1777 North Valley Road Paoli, PA 19301	Funding for the Swamp Creek Environmental Collaboration (SCEC)	\$1,000 00	unrestricted contribution to General Fund
Variety-The Children's Charity 1520 Locust Street 2nd Floor Philadelphia, PA 19102	Support for a new program, the Autism Ambassadors	\$5,000 00	project title
VNA Community Services, Inc 1421 Highland Avenue Abington, PA 19001	Funding to conduct vision, hearing and speech screening examinations to at-risk children	\$2,500 00	project title
Vox Populi 319 North 11th Street 3rd Floor Philadelphia, PA 19107	Continued support for the Performance and Screening Venue AUX supporting emerging and under represented artists	\$3,000 00	project title
Wagner Free Institute of Science 1700 W Montgomery Avenue Philadelphia, PA 19121	Funding for free science education programs for children	\$5,000 00	project title
West Chester Area Senior Center 530 East Union Street West Chester, PA 19382	Support for the Information & Assistance program	\$1,000 00	unrestricted contribution to General Fund
West Philadelphia Alliance for Children 3603 Hamilton Street Philadelphia, PA 19104	Support for the Open Books Open Minds initiative	\$2,000 00	unrestricted contribution to General Fund
White Box Theatre 1327 East Passyunk Avenue Philadelphia, PA 19147	Funding to complete video editing, printing, lesson plans, images, web-posting and distribution of Sebastienne Mundheim's education program "Paris Wheels. ."	\$2,350 00	project title
The Wilma Theater 265 South Broad Street Philadelphia, PA 19107	Support for the production of My Wonderful Day	\$17,500.00	project title
Women Against Abuse 100 South Broad Street Suite 1341 Philadelphia, PA 19110	Funding for the Early Intervention for Domestic Violence Victim initiative	\$10,000.00	project title
Women's Opportunities Resource Center 2010 Chestnut Street Philadelphia, PA 19103	Renewed funding for the Family Savings Account (FSA) program	\$2,500.00	project title
Women's Resource Center P O Box 596 113 W Wayne Avenue Wayne, PA 19087	Support for the Single Mother's Program	\$1,000 00	unrestricted contribution to General Fund
Woodmere Art Museum 9201 Germantown Avenue Philadelphia, PA 19118	Support for PhilARTdelpnia - Education Programs for Adults and Children	\$10,000.00	project title
Woods Services Foundation P.O Box 36 Langhorne, PA 19047	Support for enhancing the educational experience for students with emotional and behavioral challenges	\$1,000.00	unrestricted contribution to General Fund
WXPN - University of Pennsylvania 3025 Walnut Street Philadelphia, PA 19104	Continued funding for Musicians on Call program providing live music for people confined to local hospitals	\$1,500 00	unrestricted contribution to General Fund

YMCA of Philadelphia and Vicinity 2000 Market Street Suite 750 Philadelphia, PA 19103	Support for the Summer Day Camp for children of Peoples Emergency Center	\$3,500.00	project title
Young Survival Coalition (YSC) of Greater Philadelphia P O Box 386 Spring House, PA 19477	Funding for one-day retreat "Making Peace with Your Body" for breast cancer survivors	\$2,500 00	project title
Zoological Society of Philadelphia 34th Street and Girard Avenue Philadelphia, PA 19104	Funding for award-winning educational programs	\$10,000.00	project title
	total 2011 grants:	<u>\$863,943.50</u>	



Taxable Realized Gain/Loss by Portfolio

From 01/01/2011 to 12/31/2011

Henry Dolfinger Trust

#350080376875 - PNC Account

		Date Acquired	Date Sold	Units	Cost Basis	Sales Proceeds	Gain/Loss Short Term	Gain/Loss Long Term
BFMCX	BlackRock Core bd Port Intl	10/26/2009	12/05/2011	33,039.648	300,000.00	310,242.29	0.00	10,242.29
	Asset Total				300,000.00	310,242.29	0.00	10,242.29
BFMSX	BlackRock Low Duration Bd Instl	11/07/2002	03/10/2011	4,132.231	42,272.73	40,000.00	0.00	-2,272.73
BFMSX	BlackRock Low Duration Bd Instl	11/07/2002	05/20/2011	10,277.492	105,138.75	100,000.00	0.00	-5,138.75
BFMSX	BlackRock Low Duration Bd Instl	11/07/2002	12/05/2011	12,513.034	128,008.34	120,000.00	0.00	-8,008.34
	Asset Total				275,419.82	260,000.00	0.00	-15,419.82
	Account Total				575,419.82	570,242.29	0.00	-5,177.53

#672572470 - Henry Dolfinger Trust

ASCGX	Adams Harkness Small Cap Growth	02/02/2006	01/31/2011	2,811.390	37,307.14	35,760.88	0.00	-1,546.26
ASCGX	Adams Harkness Small Cap Growth	08/28/2008	01/31/2011	333.264	4,155.80	4,239.12	0.00	83.32
ASCGX	Adams Harkness Small Cap Growth	08/28/2008	04/28/2011	692.042	8,629.76	10,000.00	0.00	1,370.24
ASCGX	Adams Harkness Small Cap Growth	08/28/2008	07/28/2011	744.048	9,278.28	10,000.00	0.00	721.72
	Asset Total				59,370.98	60,000.00	0.00	629.02

BGRIX Baron Growth Fund Inst Shs

BGRIX	Baron Growth Fund Inst Shs	07/08/1999	07/28/2011	357.556	10,937.63	19,548.12	0.00	8,610.49
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BGRIX Baron Growth Fund Inst Shs

BGRIX	Baron Growth Fund Inst Shs	05/28/2009	07/28/2011	7.808	258.29	426.88	0.00	168.59
	Asset Total				11,195.92	19,975.00	0.00	8,779.08

BRWIX Brandywine

BRWIX	Brandywine	06/01/1999	01/31/2011	2,071.638	64,962.53	55,806.32	0.00	-9,156.21
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BRWIX Brandywine

BRWIX	Brandywine	10/27/2000	01/31/2011	4,313.307	123,489.97	116,192.98	0.00	-7,296.99
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BRWIX Brandywine

BRWIX	Brandywine	10/27/2000	01/31/2011	6,365.385	182,240.98	171,472.38	0.00	-10,768.60
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BRWIX Brandywine

BRWIX	Brandywine	10/30/2007	01/31/2011	424.206	15,967.12	11,427.37	0.00	-4,539.75
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BRWIX Brandywine

BRWIX	Brandywine	10/30/2007	01/31/2011	737.736	27,768.39	19,873.32	0.00	-7,895.07
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BRWIX Brandywine

BRWIX	Brandywine	12/28/2007	01/31/2011	86.369	3,181.84	2,326.63	0.00	-855.21
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BRWIX Brandywine

BRWIX	Brandywine	12/28/2007	01/31/2011	267.264	9,846.02	7,199.63	0.00	-2,646.39
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BRWIX Brandywine

BRWIX	Brandywine	10/30/2008	01/31/2011	82.619	1,727.57	2,225.61	0.00	498.04
	Asset Total				429,184.42	386,524.24	0.00	-42,660.18

DISVX DFA Intl Small Cap Value I

DISVX	DFA Intl Small Cap Value I	08/02/2006	04/28/2011	417.984	8,091.90	7,881.67	0.00	-210.23
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DISVX DFA Intl Small Cap Value I

DISVX	DFA Intl Small Cap Value I	09/08/2006	04/28/2011	25.164	490.70	474.50	0.00	-16.20
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DISVX DFA Intl Small Cap Value I

DISVX	DFA Intl Small Cap Value I	12/18/2006	04/28/2011	87.616	1,812.78	1,652.12	0.00	-160.66
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DISVX DFA Intl Small Cap Value I

DISVX	DFA Intl Small Cap Value I	12/18/2006	04/28/2011	424.381	8,780.44	8,002.30	0.00	-778.14
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Taxable Realized Gain/Loss by Portfolio

From 01/01/2011 to 12/31/2011

Henry Dolfinger Trust		Date		Units	Cost Basis	Sales Proceeds	Gain/Loss	
		Acquired	Date Sold				Short Term	Long Term
DISVX	DFA Intl Small Cap Value I	12/18/2006	04/28/2011	25,600	529.66	482.72	0.00	-46.94
DISVX	DFA Intl Small Cap Value I	03/08/2007	04/28/2011	1,453	31.99	27.40	0.00	-4.59
DISVX	DFA Intl Small Cap Value I	06/08/2007	04/28/2011	77,124	1,807.79	1,454.28	0.00	-353.51
	Asset Total				21,545.27	19,975.00	0.00	-1,570.27
DFNVX	DFA Intl Value I	01/30/2007	04/28/2011	1,488,095	34,979.95	29,975.00	0.00	-5,004.95
DFNVX	DFA Intl Value I	01/30/2007	07/28/2011	1,094,691	25,732.39	19,975.00	0.00	-5,757.39
	Asset Total				60,712.34	49,950.00	0.00	-10,762.34
DFIHX	DFA One-Year Fixed-Income I	11/08/2002	06/30/2011	4,830,918	50,246.91	49,975.00	0.00	-271.91
	Asset Total				50,246.91	49,975.00	0.00	-271.91
DFSCX	DFA U.S. Micro Cap I	02/18/2004	04/28/2011	994,695	14,238.66	14,975.00	0.00	736.34
DFSCX	DFA U.S. Micro Cap I	02/18/2004	07/28/2011	920,028	13,169.83	12,975.00	0.00	-194.83
	Asset Total				27,408.49	27,950.00	0.00	541.51
DFS VX	DFA U.S. Small Cap Value I	03/08/2005	01/31/2011	0,624	16.79	16.00	0.00	-0.79
DFS VX	DFA U.S. Small Cap Value I	09/08/2005	01/31/2011	93,812	2,662.38	2,404.77	0.00	-257.61
DFS VX	DFA U.S. Small Cap Value I	12/19/2005	01/31/2011	1,409,492	37,097.83	36,130.88	0.00	-966.95
DFS VX	DFA U.S. Small Cap Value I	03/08/2006	01/31/2011	10,387	296.24	266.26	0.00	-29.98
DFS VX	DFA U.S. Small Cap Value I	09/08/2006	01/31/2011	45,139	1,286.01	1,157.09	0.00	-128.92
DFS VX	DFA U.S. Small Cap Value I	06/08/2005	04/28/2011	38,602	1,007.51	1,081.34	0.00	73.83
DFS VX	DFA U.S. Small Cap Value I	12/19/2005	04/28/2011	133,536	3,514.67	3,740.68	0.00	226.01
DFS VX	DFA U.S. Small Cap Value I	12/19/2005	04/28/2011	135,828	3,574.98	3,804.88	0.00	229.90
DFS VX	DFA U.S. Small Cap Value I	12/19/2007	04/28/2011	25,425	598.76	712.22	0.00	113.46
DFS VX	DFA U.S. Small Cap Value I	12/19/2007	04/28/2011	1,093,651	25,755.48	30,635.89	0.00	4,880.41
	Asset Total				75,810.64	79,950.00	0.00	4,139.36
DFLVX	DFA U.S. Large Cap Value I Inst	12/19/2007	04/28/2011	1,199,966	27,443.22	26,868.83	0.00	-574.39
DFLVX	DFA U.S. Large Cap Value I Inst	03/10/2008	04/28/2011	26,082	537.81	584.01	0.00	46.20
DFLVX	DFA U.S. Large Cap Value I Inst	06/10/2008	04/28/2011	112,640	2,514.12	2,522.16	0.00	8.04
DFLVX	DFA U.S. Large Cap Value I Inst	12/18/2000	07/28/2011	1,344,586	21,311.69	27,936.47	0.00	6,624.78
DFLVX	DFA U.S. Large Cap Value I Inst	03/10/2008	07/28/2011	49,578	1,022.30	1,030.08	0.00	7.78
DFLVX	DFA U.S. Large Cap Value I Inst	09/09/2008	07/28/2011	135,322	2,664.50	2,811.59	0.00	147.09
DFLVX	DFA U.S. Large Cap Value I Inst	09/09/2009	07/28/2011	71,896	1,158.96	1,493.78	0.00	334.82
DFLVX	DFA U.S. Large Cap Value I Inst	12/09/2009	07/28/2011	153,516	2,556.04	3,189.60	0.00	633.56

**Taxable Realized Gain/Loss by Portfolio**

From 01/01/2011 to 12/31/2011

Henry Dolfinger Trust

		Date	Units	Cost Basis	Sales Proceeds	Gain/Loss Short Term	Gain/Loss Long Term
DFLVX	DFA U.S. Large Cap Value I Inst	Acquired 03/09/2010	Date Sold 07/28/2011	Units 71.178	Cost Basis 1,284.77	Sales Proceeds 1,478.87	Gain/Loss Long Term 194.10
DFLVX	DFA U.S. Large Cap Value I Inst	Acquired 06/08/2010	Date Sold 07/28/2011	Units 97.926	Cost Basis 1,652.02	Sales Proceeds 2,034.61	Gain/Loss Long Term 382.59
	Asset Total				Cost Basis 62,145.43	Sales Proceeds 69,950.00	Gain/Loss Long Term 7,804.57
SGOIX	First Eagle Overseas I	Acquired 12/14/2007	Date Sold 07/28/2011	Units 1,036.055	Cost Basis 24,357.65	Sales Proceeds 24,975.00	Gain/Loss Long Term 617.35
	Asset Total				Cost Basis 24,357.65	Sales Proceeds 24,975.00	Gain/Loss Long Term 617.35
HWLIX	Hotchkis and Wiley Large Value I	Acquired 05/06/2004	Date Sold 04/28/2011	Units 504.179	Cost Basis 9,685.90	Sales Proceeds 8,885.90	Gain/Loss Long Term -800.00
HWLIX	Hotchkis and Wiley Large Value I	Acquired 07/14/2006	Date Sold 04/28/2011	Units 184.685	Cost Basis 4,144.33	Sales Proceeds 3,254.98	Gain/Loss Long Term -889.35
HWLIX	Hotchkis and Wiley Large Value I	Acquired 12/28/2006	Date Sold 04/28/2011	Units 16.751	Cost Basis 425.31	Sales Proceeds 295.23	Gain/Loss Long Term -130.08
HWLIX	Hotchkis and Wiley Large Value I	Acquired 12/28/2006	Date Sold 04/28/2011	Units 1,138.306	Cost Basis 28,901.59	Sales Proceeds 20,062.06	Gain/Loss Long Term -8,839.53
HWLIX	Hotchkis and Wiley Large Value I	Acquired 12/28/2006	Date Sold 04/28/2011	Units 168.186	Cost Basis 4,270.24	Sales Proceeds 2,964.19	Gain/Loss Long Term -1,306.05
HWLIX	Hotchkis and Wiley Large Value I	Acquired 07/13/2007	Date Sold 04/28/2011	Units 80.236	Cost Basis 2,171.19	Sales Proceeds 1,414.12	Gain/Loss Long Term -757.07
HWLIX	Hotchkis and Wiley Large Value I	Acquired 12/21/2007	Date Sold 04/28/2011	Units 200.244	Cost Basis 4,113.02	Sales Proceeds 3,529.20	Gain/Loss Long Term -583.82
HWLIX	Hotchkis and Wiley Large Value I	Acquired 12/21/2007	Date Sold 04/28/2011	Units 2,093.083	Cost Basis 42,991.93	Sales Proceeds 36,889.52	Gain/Loss Long Term -6,102.41
HWLIX	Hotchkis and Wiley Large Value I	Acquired 12/21/2007	Date Sold 04/28/2011	Units 152.050	Cost Basis 3,123.10	Sales Proceeds 2,679.80	Gain/Loss Long Term -443.30
	Asset Total				Cost Basis 99,826.61	Sales Proceeds 79,975.00	Gain/Loss Long Term -19,851.61
JANSX	Janus Fd T Shares	Acquired 08/04/2003	Date Sold 04/28/2011	Units 395.973	Cost Basis 8,133.29	Sales Proceeds 12,310.81	Gain/Loss Long Term 4,177.52
JANSX	Janus Fd T Shares	Acquired 06/24/2009	Date Sold 04/28/2011	Units 75.096	Cost Basis 1,560.50	Sales Proceeds 2,334.74	Gain/Loss Long Term 774.24
JANSX	Janus Fd T Shares	Acquired 12/22/2009	Date Sold 04/28/2011	Units 11.401	Cost Basis 297.79	Sales Proceeds 354.46	Gain/Loss Long Term 56.67
JANSX	Janus Fd T Shares	Acquired 08/04/2003	Date Sold 07/28/2011	Units 664.452	Cost Basis 13,647.84	Sales Proceeds 20,000.00	Gain/Loss Long Term 6,352.16
	Asset Total				Cost Basis 23,639.41	Sales Proceeds 35,000.00	Gain/Loss Long Term 11,360.59
MSIQX	Morgan Stanley Inst International Eq I	Acquired 12/26/2003	Date Sold 01/31/2011	Units 513.479	Cost Basis 9,586.66	Sales Proceeds 7,074.13	Gain/Loss Long Term -2,512.53
MSIQX	Morgan Stanley Inst International Eq I	Acquired 12/23/2005	Date Sold 01/31/2011	Units 1,170.709	Cost Basis 23,882.45	Sales Proceeds 16,128.70	Gain/Loss Long Term -7,753.75
MSIQX	Morgan Stanley Inst International Eq I	Acquired 12/20/2007	Date Sold 01/31/2011	Units 610.828	Cost Basis 11,343.08	Sales Proceeds 8,415.30	Gain/Loss Long Term -2,927.78
MSIQX	Morgan Stanley Inst International Eq I	Acquired 12/20/2007	Date Sold 01/31/2011	Units 5,687.567	Cost Basis 105,618.13	Sales Proceeds 78,356.87	Gain/Loss Long Term -27,261.26
MSIQX	Morgan Stanley Inst International Eq I	Acquired 05/03/2002	Date Sold 07/28/2011	Units 61.642	Cost Basis 1,033.87	Sales Proceeds 880.38	Gain/Loss Long Term -153.49
MSIQX	Morgan Stanley Inst International Eq I	Acquired 12/20/2007	Date Sold 07/28/2011	Units 372.593	Cost Basis 6,919.05	Sales Proceeds 5,321.42	Gain/Loss Long Term -1,597.63
MSIQX	Morgan Stanley Inst International Eq I	Acquired 12/20/2007	Date Sold 07/28/2011	Units 964.366	Cost Basis 17,908.27	Sales Proceeds 13,773.20	Gain/Loss Long Term -4,135.07
	Asset Total				Cost Basis 176,291.51	Sales Proceeds 129,950.00	Gain/Loss Long Term -46,341.51
JMVAX	Perkins Mid Cap Value I	Acquired 01/30/2007	Date Sold 01/31/2011	Units 7,208.598	Cost Basis 175,275.34	Sales Proceeds 166,286.66	Gain/Loss Long Term -8,988.68
JMVAX	Perkins Mid Cap Value I	Acquired 12/14/2007	Date Sold 01/31/2011	Units 332.129	Cost Basis 7,397.42	Sales Proceeds 7,661.50	Gain/Loss Long Term 264.08
JMVAX	Perkins Mid Cap Value I	Acquired 12/14/2007	Date Sold 01/31/2011	Units 500.191	Cost Basis 11,140.60	Sales Proceeds 11,538.32	Gain/Loss Long Term 397.72



Taxable Realized Gain/Loss by Portfolio

From 01/01/2011 to 12/31/2011

	Henry Dolfinger Trust	Date		Units	Cost Basis	Sales Proceeds	Gain/Loss	
		Acquired	Date Sold				Short Term	Long Term
JMVAX	Perkins Mid Cap Value I	12/14/2007	01/31/2011	1,766.617	39,347.30	40,752.01	0.00	1,404.71
JMVAX	Perkins Mid Cap Value I	12/12/2008	01/31/2011	269.466	3,932.83	6,216.00	0.00	2,283.17
JMVAX	Perkins Mid Cap Value I	12/12/2008	01/31/2011	1,139.302	16,627.95	26,281.21	0.00	9,653.26
JMVAX	Perkins Mid Cap Value I	06/24/2009	01/31/2011	95.544	1,539.82	2,203.98	0.00	664.16
JMVAX	Perkins Mid Cap Value I	12/18/2009	01/31/2011	69.020	1,348.66	1,592.14	0.00	243.48
JMVAX	Perkins Mid Cap Value I	12/20/2010	01/31/2011	102.971	2,293.17	2,375.32	82.15	0.00
	Asset Total				258,903.09	264,907.14	82.15	5,921.90
RMCFX	Royce Micro-Cap Svc	08/14/2009	04/28/2011	431.687	5,007.57	8,240.91	0.00	3,233.34
RMCFX	Royce Micro-Cap Svc	12/09/2009	04/28/2011	92.147	1,208.97	1,759.09	0.00	550.12
	Asset Total				6,216.54	10,000.00	0.00	3,783.46
RYPNX	Royce Opportunity Invnt	02/11/2003	01/31/2011	1,635.515	11,401.12	19,944.67	0.00	8,543.55
RYPNX	Royce Opportunity Invnt	12/09/2009	01/31/2011	2.487	21.29	30.33	0.00	9.04
	Asset Total				11,422.41	19,975.00	0.00	8,552.59
RVPHX	Royce Value Plus Invnt	02/02/2006	04/28/2011	1,351.351	17,964.64	19,975.00	0.00	2,010.36
	Asset Total				17,964.64	19,975.00	0.00	2,010.36
TAVIX	Third Avenue Intl Value Fd Insti Ci	07/26/2005	01/31/2011	790.465	15,757.83	13,998.29	0.00	-1,759.54
TAVIX	Third Avenue Intl Value Fd Insti Ci	12/19/2007	01/31/2011	1,466.871	26,799.73	25,976.71	0.00	-823.02
	Asset Total				42,557.56	39,975.00	0.00	-2,582.56
TTMEX	Turner Large Gr Fd Insti Ci	11/29/2007	04/28/2011	3,088.803	45,530.81	39,975.00	0.00	-5,555.81
	Asset Total				45,530.81	39,975.00	0.00	-5,555.81
WTFIX	Westcore Intl Small Cap Fd	02/17/2004	01/31/2011	417.086	4,537.89	6,677.54	0.00	2,139.65
WTFIX	Westcore Intl Small Cap Fd	12/29/2009	01/31/2011	207.524	2,392.75	3,322.46	0.00	929.71
WTFIX	Westcore Intl Small Cap Fd	02/17/2004	04/28/2011	566.893	6,167.80	10,000.00	0.00	3,832.20
	Asset Total				13,098.44	20,000.00	0.00	6,901.56
WTMCX	Westcore Mid-Cap Value	12/27/2006	01/31/2011	145.343	2,989.71	2,687.39	0.00	-302.32
WTMCX	Westcore Mid-Cap Value	12/27/2006	01/31/2011	399.884	8,225.61	7,393.85	0.00	-831.76
WTMCX	Westcore Mid-Cap Value	12/27/2007	01/31/2011	202.327	4,167.94	3,741.03	0.00	-426.91
WTMCX	Westcore Mid-Cap Value	12/27/2007	01/31/2011	42.021	865.63	776.97	0.00	-88.66
WTMCX	Westcore Mid-Cap Value	12/27/2007	01/31/2011	25.710	529.62	475.38	0.00	-54.24
WTMCX	Westcore Mid-Cap Value	12/29/2009	01/31/2011	152.896	2,366.83	2,827.05	0.00	460.22

**Taxable Realized Gain/Loss by Portfolio**

From 01/01/2011 to 12/31/2011

Henry Dolfinger Trust

		Date		Units	Cost Basis	Sales Proceeds	Gain/Loss	
		Acquired	Date Sold				Short Term	Long Term
WTMCX	Westcore Mid-Cap Value	01/28/2010	01/31/2011	654.318	9,880.20	12,098.34	0.00	2,218.14
WTMCX	Westcore Mid-Cap Value	01/28/2010	04/28/2011	1,248.751	18,856.14	25,000.00	0.00	6,143.86
WTMCX	Westcore Mid-Cap Value	01/28/2010	07/28/2011	1,577.287	23,817.03	30,000.00	0.00	6,182.97
	Asset Total				71,698.70	85,000.00	0.00	13,301.30
WTMGX	Westcore Midco Growth	02/10/2003	01/31/2011	12,283.476	56,872.49	84,510.32	0.00	27,637.83
WTMGX	Westcore Midco Growth	12/27/2007	01/31/2011	797.919	5,553.51	5,489.68	0.00	-63.83
WTMGX	Westcore Midco Growth	02/10/2003	04/28/2011	5,277.045	24,432.72	40,000.00	0.00	15,567.28
WTMGX	Westcore Midco Growth	02/10/2003	07/28/2011	2,820.874	13,060.65	20,000.00	0.00	6,939.35
	Asset Total				99,919.37	150,000.00	0.00	50,080.63
WISIX	William Blair Intl Small Growth I	08/02/2006	01/31/2011	961.172	11,489.84	12,604.42	0.00	1,114.58
WISIX	William Blair Intl Small Growth I	12/20/2006	01/31/2011	24.262	321.23	318.16	0.00	-3.07
WISIX	William Blair Intl Small Growth I	12/20/2006	01/31/2011	2.924	38.71	38.34	0.00	-0.37
WISIX	William Blair Intl Small Growth I	12/19/2007	01/31/2011	47.116	631.83	617.86	0.00	-13.97
WISIX	William Blair Intl Small Growth I	12/19/2007	01/31/2011	368.057	4,935.64	4,826.55	0.00	-109.09
WISIX	William Blair Intl Small Growth I	12/19/2007	01/31/2011	119.104	1,597.18	1,561.88	0.00	-35.30
WISIX	William Blair Intl Small Growth I	12/28/2007	01/31/2011	0.594	8.34	7.79	0.00	-0.55
WISIX	William Blair Intl Small Growth I	08/02/2006	07/28/2011	1,437.815	17,187.62	19,975.00	0.00	2,787.38
	Asset Total				36,210.39	39,950.00	0.00	3,739.61
LCGFX	William Blair Large Cap Growth I	12/03/2007	04/28/2011	5,161.290	39,075.36	39,975.00	0.00	899.64
LCGFX	William Blair Large Cap Growth I	12/03/2007	07/28/2011	2,688.172	20,351.75	19,975.00	0.00	-376.75
	Asset Total				59,427.11	59,950.00	0.00	522.89
WCGIX	William Blair Mid Cap Growth I	08/02/2006	04/28/2011	3,282.844	31,321.16	46,829.45	0.00	15,508.29
WCGIX	William Blair Mid Cap Growth I	12/20/2007	04/28/2011	616.698	6,993.36	8,797.14	0.00	1,803.78
WCGIX	William Blair Mid Cap Growth I	12/20/2007	04/28/2011	1,005.854	11,406.38	14,348.41	0.00	2,942.03
WCGIX	William Blair Mid Cap Growth I	08/02/2006	07/28/2011	1,464.129	13,969.05	19,975.00	0.00	6,005.95
	Asset Total				63,689.95	89,950.00	0.00	26,260.05
WBSIX	William Blair Small Cap Growth I	09/17/2010	04/28/2011	602.410	12,182.64	14,975.00	2,792.36	0.00
	Asset Total				12,182.64	14,975.00	2,792.36	0.00
	Account Total				1,860,557.23	1,888,781.38	2,874.51	25,349.64
	Portfolio Total				2,435,977.05	2,459,023.67	2,874.51	20,172.11



Taxable Realized Gain/Loss by Portfolio

From 01/01/2011 to 12/31/2011

Tax Summary

	Short Term	Long Term
Cost Basis	\$ 14,475.81	\$ 2,421,501.24
Sale Proceeds	\$ 17,350.32	\$ 2,441,673.35
Gain/Loss	\$ 2,874.51	\$ 20,172.11

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

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

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

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

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

Part I only ☐

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

Type or print	Name of exempt organization or other filer, see instructions. HENRY DOLFINGER 2 TRUST UW	Employer identification number (EIN) or ☒ 23-6207346
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. DUANE MORRIS LLP, 30 S. 17TH ST.	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PHILADELPHIA, PA 19103-4196	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

DUANE MORRIS LLP

- The books are in the care of ► **30 SOUTH 17TH STREET - PHILADELPHIA, PA 19103**

Telephone No. ► **215-979-1769**

FAX No. ► ☐

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2011** or
- ☐ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	6,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	2,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	4,000.

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

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

Form 8868 (Rev. 1-2012)