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

**2011**

Department of the Treasury  
Internal Revenue Service

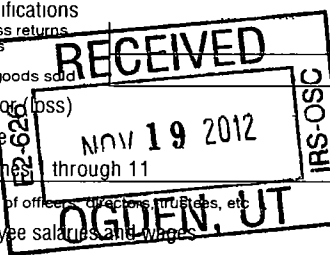
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>S.P. MANDELL FOUNDATION</b>		A Employer identification number <b>23-6274709</b>
Number and street (or P O box number if mail is not delivered to street address) <b>1818 MARKET STREET</b>	Room/suite <b>3220</b>	B Telephone number <b>(215) 979-3400</b>
City or town, state, and ZIP code <b>PHILADELPHIA, PA 19103</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>22,474,676.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		241.	241.		STATEMENT 1
4 Dividends and interest from securities		294,789.	294,789.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		824,371.			
b Gross sales price for all assets on line 6a <b>1,841,822.</b>					
7 Capital gain net income (from Part IV, line 2)			824,371.		
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		72,865.	72,865.		STATEMENT 3
12 Total. Add lines 1 through 11		1,192,266.	1,192,266.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees <b>STMT 4</b>		45,900.	32,130.		13,770.
c Other professional fees					
17 Interest					
18 Taxes <b>STMT 5</b>		8,172.	8,172.		0.
19 Depreciation and depletion					
20 Occupancy		222,000.	111,000.		0.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses <b>STMT 6</b>		3,300.	165.		165.
24 Total operating and administrative expenses. Add lines 13 through 23		279,372.	151,467.		13,935.
25 Contributions, gifts, grants paid		809,948.			809,948.
26 Total expenses and disbursements. Add lines 24 and 25		1,089,320.	151,467.		823,883.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		102,946.			
b Net investment income (if negative, enter -0-)			1,040,799.		
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	14,689.	20,253.	20,253.
	2 Savings and temporary cash investments	724,585.	160,796.	160,796.
	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 7	6,335,445.	7,784,685.	7,784,685.
	c Investments - corporate bonds STMT 8	43,000.	48,000.	48,000.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	13,309,014.	14,460,942.	14,460,942.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ )				
16 Total assets (to be completed by all filers)	20,426,733.	22,474,676.	22,474,676.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ )			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	20,426,733.	22,474,676.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	20,426,733.	22,474,676.		
31 Total liabilities and net assets/fund balances	20,426,733.	22,474,676.		

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	20,426,733.
2 Enter amount from Part I, line 27a	2	102,946.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	1,944,997.
4 Add lines 1, 2, and 3	4	22,474,676.
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	22,474,676.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,841,822.		1,017,451.	824,371.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			824,371.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	824,371.
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	933,157.	18,653,694.	.050025
2009	884,862.	12,663,399.	.069876
2008	1,037,411.	14,447,087.	.071808
2007	1,114,517.	19,488,222.	.057189
2006	1,163,874.	20,150,978.	.057758

2 Total of line 1, column (d)	2	.306656
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	.061331
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	20,678,325.
5 Multiply line 4 by line 3	5	1,268,222.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,408.
7 Add lines 5 and 6	7	1,278,630.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	823,883.

**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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	20,816.
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	20,816.
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	20,816.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,416.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	15,699.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	21,115.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	299.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 299. Refunded <input type="checkbox"/>	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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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?	N/A	
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) <input type="checkbox"/> 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

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ SAMUEL P. MANDELL FOUNDATION Telephone no. ▶ 215-979-3400 Located at ▶ 1818 MARKET STREET, SUITE 3220, 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 ▶ OTHER COUNTRY		16	Yes X No

**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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input type="checkbox"/> 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? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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?  Yes  No  
 If "Yes" to 6b, file Form 8870. 6b X

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?  Yes  No  
 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
SEE STATEMENT 10		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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services ▶ 0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
2	
All other program-related investments. See instructions. 3 N/A	0.
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	20,447,373.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	545,850.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	20,993,223.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	20,993,223.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	314,898.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	20,678,325.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,033,916.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,033,916.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	20,816.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	20,816.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,013,100.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,013,100.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,013,100.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	823,883.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	823,883.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	823,883.

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,013,100.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	186,664.			
b From 2007	339,041.			
c From 2008	327,731.			
d From 2009	251,820.			
e From 2010	3,539.			
f Total of lines 3a through e	1,108,795.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	823,883.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				823,883.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	189,217.			189,217.
6 Enter the net total of each column as indicated below:	919,578.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	919,578.			
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	919,578.			
10 Analysis of line 9:				
a Excess from 2007	336,488.			
b Excess from 2008	327,731.			
c Excess from 2009	251,820.			
d Excess from 2010	3,539.			
e Excess from 2011				

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

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

**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

**a** The name, address, and telephone number of the person to whom applications should be addressed:  
**SEYMOUR MANDELL, (215) 979-3400**  
**1818 MARKET STREET, SUITE 3220, PHILADELPHIA, PA 19103**

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

**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:  
**FOUNDATION MAKES GRANTS TO PUBLIC CHARITIES. NO GRANTS ARE MADE TO PRIVATE OR OPERATING FOUNDATIONS OR TO INDIVIDUALS.**

**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
<b>a</b> Paid during the year				
SEE STATEMENT # 10 VARIOUS VARIOUS, PA 19103	NONE	VARIOUS	VARIOUS	809,948.
<b>Total</b> <span style="float: right;">▶ 3a</span>				
<b>b</b> Approved for future payment				
SEE STATEMENT # 11 VARIOUS VARIOUS, PA 19103	NONE	VARIOUS	VARIOUS	1,794,500.
<b>Total</b> <span style="float: right;">▶ 3b</span>				

**S.P. MANDELL FOUNDATION****23-6274709****FORM 990-PF****GRANTS & CONTRIBUTIONS MADE DURING YEAR****STATEMENT 10**

<b>Recipient Name and Address</b>	<b>Relationship</b>	<b>Status</b>	<b>Purpose</b>	<b>Amount</b>
Academy of Music 260 S Broad St 16th Floor Philadelphia, PA 19102	None	Public	Arts & Theater	3,550
Academy of Natural Sciences 1900 Ben Franklin Parkway Philadelphia, PA 19103	None	Public	Arts & Theater	1,000
American Craft Council 1224 Marshall St NE, Suite 200 Minneapolis, MN 55413	None	Public	Arts & Theater	1,000
American Museum of Natural History 200 Central Park West New York, NY 10024	None	Public	Arts & Theater	350
Artists Association of Nantucket One Gardner Penny Lane Nantucket, MA 02554	None	Public	Arts & Theater	2,280
Athenaeum of Philadelphia E Washington Square 219 S 6th Street Philadelphia, PA 19106	None	Public	Arts & Theater	800
The Franklin Institute 222 North 20th Street Philadelphia, PA 19103-1194	None	Public	Arts & Theater	217,000
Kravis Center for Performing Arts 701 Okeechobee Blvd West Palm Beach, FL 33401-6399	None	Public	Arts & Theater	6,000
Main Line Art Center 746 Panmure Road Haverford, PA 19041	None	Public	Arts & Theater	10,000
Mann Center for the Performing Arts 123 South Broad Street Suite 1930 Philadelphia, PA 19109	None	Public	Arts & Theater	1,250
Metropolitan Opera Association The Lincoln Center New York, NY 10023	None	Public	Arts & Theater	250
Nantucket Lightship Basket Museum 49 Union Street Nantucket, MA 02554	None	Public	Arts & Theater	400
Nantucket Preservation Trust 2 Union Street Nantucket, MA 02554	None	Public	Arts & Theater	250
National Liberty Museum 321 Chestnut Street Philadelphia, PA 19106	None	Public	Arts & Theater	10,500

National Museum of American Jewish History 55 North 5th Philadelphia, PA 19106	None	Public	Arts & Theater	19,000
Opera Company of Philadelphia 510 Walnut Street Suite 1500 Philadelphia, PA 19106	None	Public	Arts & Theater	20,500
Palm Beach Society 2328 S Congress Ave Suite 2c West Palm Beach, FL 3406	None	Public	Arts & Theater	4,880
Pennsylvania Ballet 1819 JFK Blvd Suite 210 Philadelphia, PA 19103-5306	None	Public	Arts & Theater	250
Philadelphia Museum of Art 26th Street and Benjamin Franklin Parkway Philadelphia, PA 19130	None	Public	Arts & Theater	5,500
Senior Art Initiative 711 Willow Way Narberth, PA 19072	None	Public	Arts & Theater	3,000
Whitney Museum of American Art 945 Madison Ave at 75th St New York, NY 10021	None	Public	Arts & Theater	388
WHYY Independence Mall West 50 N 6th Street Philadelphia, PA 19106	None	Public	Arts & Theater	300
WCA / WNAN The Cape and Islands NPR Station 3 Water Street Woods Hole, MA 02543	None	Public	Arts & Theater	100
Gersham YMCA 401 South Broad Street Philadelphia, PA 19147	None	Public	Directed to Other Organizations	1,000
Gia Nicole Angel Foundation 1461 Garden Drive Drester, PA 19025	None	Public	Directed to Other Organizations	300
Jewish Federation of Cleveland 25701 Science Park Drive Cleveland, OH 44122	None	Public	Directed to Other Organizations	100
Jewish Federation of Greater Philadelphia 2100 Arch Street Philadelphia PA 19103	None	Public	Directed to Other Organizations	53,600
Jewish Federation of South Palm Beach 9901 Donna Klein Blvd Boca Raton, FL 33428-1788	None	Public	Directed to Other Organizations	14,000
Jewish Relief Agency 116 Bala Avenue Bala Cynwyd, PA 19004	None	Public	Directed to Other Organizations	500
Macula Vision Research Foundation 100 Front Street, Suite 300 West Conshohocken, PA 19428	None	Public	Directed to Other Organizations	2,000

Operation Understanding 30 S 15th St, Suite 801 Philadelphia, PA 19102	None	Public	Directed to Other Organizations	1,000
United Way of Palm Beach County 2600 Quantum Blvd Boynton Beach, FL 33426	None	Public	Directed to Other Organizations	6,000
United Way of Southeastern Pennsylvania 7 Benjamin Franklin Parkway Philadelphia, PA 19103	None	Public	Directed to Other Organizations	16,200
Valley of Sun United Way 15 East Osborn Road Phoenix, AZ 85014	None	Public	Directed to Other Organizations	6,000
Veterans Now 1835 Broadway Rockford, IL 61104	None	Public	Directed to Other Organizations	25
West Palm Beach Library Foundation 411 Clematis St, 3rd Floor West Palm Beach, FL 33401	None	Public	Directed to Other Organizations	1,800
William Holden Wildlife Foundation P O Box 16637 Beverly Hills, CA 90049	None	Public	Directed to Other Organizations	500
Abramson Center For Jewish Life 1425 Horsham Road North Wales, PA 19454-1320	None	Public	Elderly & Youth	2,350
Arthur Ashe Youth Tennis & Education 4842 Ridge Avenue Philadelphia, PA 19129	None	Public	Elderly & Youth	1,000
Boys & Girls Club of PB County 800 Northpoint Parkway Suite 204 West Palm Beach, FL 33407	None	Public	Elderly & Youth	250
Camp Sunshine 35 Acadia Road Casco, ME 04015	None	Public	Elderly & Youth	500
Children's Crisis Treatment Ctr 1823 Callowhill Street Philadelphia, PA 19130	None	Public	Elderly & Youth	350
Cradle of Liberty 22nd & Winter Sts Philadelphia, PA 19103	None	Public	Elderly & Youth	1,000
Community Outreach Partnership 2212 Spruce Street Philadelphia, PA 19103	None	Public	Elderly & Youth	1,000
Covenant House 31 East Armat Street Philadelphia, PA 19144	None	Public	Elderly & Youth	1,000
Ed Snider Youth Hockey Foundation 3601 S Broad Street Philadelphia, PA 19148	None	Public	Elderly & Youth	1,000

Girls and Boys Town 4485 Westminster Place St Louis, MO 63108	None	Public	Elderly & Youth	750
Israel Children's Center 3275 West Hillsboro Blvd Deerfield, FL 33442	None	Public	Elderly & Youth	250
Jewish Geriatric Home Auxiliary 1 Abrahms Blvd West Harford, CT 06117	None	Public	Elderly & Youth	1,000
Nantucket Boys & Girls Club P O Box 269 Nantucket, MA 02554	None	Public	Elderly & Youth	4,000
New Horizons Senior 206 Price Avenue PO Box 85 Narberth, PA 19072	None	Public	Elderly & Youth	300
Please Touch Museum 210 N 21st Street Philadelphia, PA 19103	None	Public	Elderly & Youth	500
Police Athletic League 2524 East Clearfield Street Philadelphia, PA 19134-5098	None	Public	Elderly & Youth	4,000
Retired & Senior Volunteer Program 531 Plymouth Road Suite 517 Plymouth Meeting, PA 19462	None	Public	Elderly & Youth	250
Samaritan Hospice Eves Drive, Suite 300 Marlton, NJ 08053	5 None	Public	Elderly & Youth	500
Special Olympics PA 2570 Boulevard of the Generals, Suite 124 Norristown, PA 19403	None	Public	Elderly & Youth	750
St Ignatius Nursing Home 4401 Haverford Avenue Philadelphia, PA 19104	None	Public	Elderly & Youth	1,500
Terri Lynne Lokoff Child Care Foundation 100 Roass Road, Suite 160 King of Prussia, PA 19406	None	Public	Elderly & Youth	600
West Philadelphia Alliance for Children 1401 North 60th Street Philadelphia, PA 19151	None	Public	Elderly & Youth	300
Abington Memorial Hospital Foundation 1200 Old York Road Abington, PA 19001	None	Public	Health & Related	1,000
Abramson Cancer Center 3400 Spruce Street #1600 Philadelphia, PA 19104	None	Public	Health & Related	5,000
AIDS Alive Inc 1084 E Lancaster Ave #2 Bryn Mawr, PA 19010	None	Public	Health & Related	500
AIDS Project Los Angeles 611 South Kingsley Drive Los Angeles, CA 90005	None	Public	Health & Related	200

Albert Einstein Medical Center 5501 Old York Road Philadelphia, PA 19141	None	Public	Health & Related	2,500
ALS Association 321 Norristown Rd , Suite #260 Ambler, PA 19002	None	Public	Health & Related	500
American Academy of Pediatrics 14 Northwest Point Blvd BK Groove Village, IL 60007	None	Public	Health & Related	500
American Cancer Society 1626 Locust Street Philadelphia, PA 19103	None	Public	Health & Related	5,000
American Diabetes Association 150 Monument Rd , Suite #100 Bala Cynwyd, PA 19004	None	Public	Health & Related	250
American Friends of Alyn Hospital 51 East 42nd St , #308 New York, NY 10017	None	Public	Health & Related	11,500
American Heart Association 7272 Greenville Avenue Dallas, TX 75231	None	Public	Health & Related	100
American Red Cross 23rd & Chestnut Streets Philadelphia, PA 19103	None	Public	Health & Related	2,000
Associated Services for the Blind 919 Walnut St Philadelphia, PA 19107	None	Public	Health & Related	600
Autism Society of North Carolina, Inc 505 Oberlin Rd , Suite #230 Raleigh, NC 27605-1345	None	Public	Health & Related	1,000
Blind Relief Fund of Philadelphia 551 East Walnut Lane Philadelphia, PA 19144	None	Public	Health & Related	1,000
Breastcancer Org 111 Forrest Ave , 1R Narberth, PA 19382	None	Public	Health & Related	2,000
Cardinal's Christmas N 17th St Philadelphia PA 19103	7 None	Public	Health & Related	2,000
Children's Hospital Foundation 34th & Civic Center Blvd Philadelphia, PA 19104	None	Public	Health & Related	2,600
College of Physicians of Philadelphia 19 S 22nd Street Philadelphia, PA 19103-3097	None	Public	Health & Related	1,000
Cure Autism Now 5455 Wilshire Blvd Suite #2250 Los Angeles, CA 90036-4272	None	Public	Health & Related	25,000
Deaf & Hearing Communications Center 310 Amosland Road Holmes, PA 19043	None	Public	Health & Related	250

Deborah Hospital 200 Trenton Rd Browns Mills, NJ 08015	None	Public	Health & Related	500
Defeat Diabetes Foundation 150 153rd Ave Maderia Beach, FL 33708	None	Public	Health & Related	50
Doctors Without Borders P O Box 5030 Hagerstown, MD 21741	None	Public	Health & Related	1,000
Elwyn Inc 111 Elwyn Road Elwyn, PA 19063	None	Public	Health & Related	2,000
Friend's of Children Fund c/o American Academy of Pediatrics 141 North West Point Blvd Elks Grove Village, IL 60009	None	Public	Health & Related	500
Inglis House 2600 Belmont Ave Philadelphia, PA 19131	None	Public	Health & Related	1,000
Johns Hopkins University One Charles Center 100 N Charles St, Ste 234 Baltimore, MD 21201	None	Public	Health & Related	500
Juvenile Diabetes Foundation 2200 Benjamin Franklin Parkway Philadelphia, PA 19103	None	Public	Health & Related	1,200
Leukemia & Lymphoma Society 2 Intl Plaza, Ste 245 Philadelphia, PA 19113	None	Public	Health & Related	10,000
Lymphoma Research Foundation 115 Broadway, Suite 1301 New York, NY 10006	None	Public	Health & Related	250
March of Dimes 1275 Mamaroneck Avenue White Plains, NY 10605	None	Public	Health & Related	1,000
Michael J Fox Foundation for Parkins PO Box 5014 Hagerstown, MD 21741	None	Public	Health & Related	300
Milestones for Meghan Foundation P O Box 9956 Trenton, NJ 08650	None	Public	Health & Related	1,000
Moss Rehab 60 Township Line Road Elkins Park, PA 19027	None	Public	Health & Related	1,000
Mount Sinai Medical Center One Gustave L Levy Place New York, NY 10029	None	Public	Health & Related	2,000
NAMI PA 2149 N 2nd Street Harrisburg, PA 17121	None	Public	Health & Related	100

Nantucket AIDS Network 35 Old South Rd Nantucket, MA 02554	None	Public	Health & Related	700
Nantucket Cottage Hospital 57 Prospect Street Nantucket, MA 02554	None	Public	Health & Related	4,650
National Children's Cancer Center One South Memorial Drive St Louis, MO 63102	None	Public	Health & Related	750
National Multiple Sclerosis Society P O Box 8168 Philadelphia, PA 19104	None	Public	Health & Related	500
New York Academy of Sciences 7 World Trade Center 250 Greenwich St, 40 Fl New York, NY 10007	None	Public	Health & Related	500
Phoenix Children's Hospital 1919 East Thomas Road Phoenix, AZ 85016	None	Public	Health & Related	21,000
Project HOME 1515 Fairmont Ave Philadelphia, PA 19130	None	Public	Health & Related	250
Recording for the Blind and Dyslexic 215 W Church Rd, Suite #111 King of Prussia, PA 19405	None	Public	Health & Related	500
Ronald McDonald House 3925 Chestnut St Philadelphia, PA 19104	None	Public	Health & Related	500
Shaare Zedek Medical Center The Pavilion - Suite 739A Jenkintown, PA 19046	None	Public	Health & Related	250
St Jude's Children's Hospital PO Box 50 Memphis, TN 38101	None	Public	Health & Related	350
The Komen Race for the Cure 5005 LBJ Freeway Suite 250 Dallas, TX 5244	None	Public	Health & Related	400
The Smile Train 41 Madison Avenue, 28th Floor New York, NY 10010	None	Public	Health & Related	250
Thomas Jefferson University 1020 Walnut Street Philadelphia, PA 19107	None	Public	Health & Related	1,000
Thorncroft 190 Line Rd Malvern, PA 19355	None	Public	Health & Related	500
UC Regents David Geffen School of Medicine at UCLA 10833 LeConte Avenue 44-138CH Los Angeles, CA 90010	None	Public	Health & Related	25,000

The Wistar Institute 3601 Spruce Street Philadelphia, PA 19104	None	Public	Health & Related	1,075
A Safe Place 2710 17th Street Zion, IL 60099	None	Public	Other	350
Access Services 500 Office Center Drive Ste 100 Fort Washington, PA 19034	None	Public	Other	100
Anti-Defamation League One Penn Center, Suite 1160 Philadelphia, PA 19103	None	Public	Other	4,000
Association for Police 317 South Patrick Street Alexandria VA 22314	None	Public	Other	1,000
ASPCA 424 East 92nd Street New York, NY 10128	None	Public	Other	1,000
Boston Med Flight 1727 Robins Drive Bedford, MA 01730	None	Public	Other	500
Developmental Enterprise Corp 333 E Airy Street Norristown, PA 19401	None	Public	Other	500
Fairmount Park 200 S Broad Street Suite 700 Philadelphia, PA 19102	None	Public	Other	200
Firefighters Charitable Foundation Contribution Process Center PO Box 15227 West Palm Beach, FL 33416	None	Public	Other	250
Friends of Rittenhouse Square 210 W Rittenhouse Square Philadelphia, PA 19103	None	Public	Other	500
Hero Cop Plaques 1818 Market Street Philadelphia, PA 19103	None	Public	Other	25
Hillel of Greater Philadelphia 202 South 36th Street Philadelphia, PA 19104	None	Public	Other	500
Hospice Care of Nantucket Foundation 57 Prospect Street Nantucket MA 02554	None	Public	Other	1,900
International House Philadelphia 3701 Chestnut Street Philadelphia, PA 19104	None	Public	Other	250
J/CHAI 21 Bala Ave Bala Cynwyd PA 19004	None	Public	Other	200

Jewish Family & Children's Services 2100 Arch Street 5th Floor Philadelphia, PA 19103	None	Public	Other	1,500
Jewish Nation Fund - Boca Raton 1499 West Palmetto Park Rd Boca Raton, FL 33486	None	Public	Other	750
Jewish Publication Society 2100 Arch Street, 2nd Floor Philadelphia, PA 19103	None	Public	Other	3,500
MANNA 2323 Ranstead Street Philadelphia, PA 19103	None	Public	Other	250
Middle East Forum 1500 Walnut St Ste 1050 Philadelphia, PA 19102	None	Public	Other	2,500
Nantucket Conservation Fund PO Box 13 Nantucket, MA 02554	None	Public	Other	200
Nantucket Historical Association P O Box 1016 Nantucket, MA 02554-1016	None	Public	Other	8,250
Nantucket Firemen Pleasant Street Nantucket, MA 02554	131 None	Public	Other	25
Nantucket Land Council 6 Ash Lane Nantucket, MA 02554	None	Public	Other	250
Nonprofit Technology Resources 1524 Brandywine St Philadelphia, PA 19130	None	Public	Other	250
Peter Figoski Scholarship Fund 555 Fith Ave, 15th Floor New York, NY 10017	None	Public	Other	150
Philabundance PO Box 37555 Philadelphia, PA 19148-7555	None	Public	Other	100
Philadelphia Committee to End Homelessness 802 North Broad Street Philadelphia, PA 19130	None	Public	Other	3,500
Philadelphia Jewish Archives Center 125 North 8th St 6th Fl Philadelphia, PA 19106	None	Public	Other	500
Philadelphia Jewish Sports Hall of Fame 401 S Broad Street Philadelphia, PA 19147	None	Public	Other	500
Philadelphia Zoo 3400 West Girard Avenue Philadelphia, PA 19104	None	Public	Other	1,000
Physicians for Social Responsibility 1875 Connecticut Avenue NW Washington, DC 20077	None	Public	Other	1,000

Providence Center 2635 N 4th Street Philadelphia, PA 19130		None	Public	Other	250
Salvation Army 615 Slaters Lane Alexandria, VA 22313		None	Public	Other	300
Simon Wiesenthal Center 1399 South Roxbury Dr Los Angeles, CA 90035		None	Public	Other	500
South Florida Wildlife Center 3200 SW 4th Ave Ft Lauderdale, FL 33315		None	Public	Other	500
The Rape Foundation 1223 Wilshire Blvd Ste 410 Santa Monica, CA 90403		None	Public	Other	1,000
US Holocaust Memorial 100 Raoul Wallenburg Place, SW Washington DC 20024-2126		None	Public	Other	1,000
Winn Feline Foundation 390 Amwell Rd Ste 403 Hillsborough, NJ 08844		None	Public	Other	1,000
Woods Services Routes 413 & 213 Langhorne, PA 19047		None	Public	Other	1,000
Women's Way 1233 Locust Street Ste 300 Philadelphia, PA 19107		None	Public	Other	500
Beth Shalom Congregation 8231 Old York Road Elkins Park, PA 19027		None	Public	Religious	100
Congregation Rodeph Shalom North Broad Street Philadelphia, PA 19123	615	None	Public	Religious	1,000
Congregation Shirat Ha Yam Box 1145 MA 02554	PO Nantucket,	None	Public	Religious	1,000
B'nai Torah Congregation 6261 Southwest 18th Street Boca Raton, FL 33433		None	Public	Religious	400
Dominican Shrine of St Jude 411 East 68 St New York, NY 10021		None	Public	Religious	1,000
Grey Nuns of the Sacred Heart 1750 Quarry Rd Yardley, PA 19067-3998		None	Public	Religious	500
Jewish Theological Seminary of America 1518 Walnut Street, Suite 1100 Philadelphia, PA 19102		None	Public	Religious	22,000
St Malachy's Church 1429 North 11th St Philadelphia, PA 19122		None	Public	Religious	300

Stewards of St John 222 North 17th St Philadelphia, PA 19103	None	Public	Religious	3,000
Temple Adath Israel Old Lancaster Rd & Highland Ave Merion, PA 19066	None	Public	Religious	45,100
United Synagogue of Conservative Judaism 8080 Old York Rd Suite 209 Elkins Park PA 19027	None	Public	Religious	350
A Better Chance in Lower Merion Box 213 Ardmore, PA 19003	None	Public	Schools & Colleges	250
ASU Foundation - AZ State Univ Fulton Center 300 E University Drive PO Box 2260 Tempe, AZ 85280	None	Public	Schools & Colleges	1,250
Auerbach Central 7607 Old York Road Melrose Park, PA 19027	None	Public	Schools & Colleges	1,000
Ben Gurion University of the Negev 417A The Pavilion 261 Old York Rd Jenkintown, PA 19046	None	Public	Schools & Colleges	1,000
Community Learning Center 2801 Frankford Ave Philadelphia, PA 19134-4096	None	Public	Schools & Colleges	200
Drexel University 3141 Chestnut St Philadelphia PA, 19104	None	Public	Schools & Colleges	500
East Side Elementary School 220 Messenger Street Johnstown, PA 15902	None	Public	Schools & Colleges	1,500
Free Library of Philadelphia Foundation 1901 Vine St , Suite #111 Philadelphia, PA 19103	None	Public	Schools & Colleges	500
Freire Charter School 2027 Chestnut Street Philadelphia, PA 19103	None	Public	Schools & Colleges	250
Gratz College Old York Road & Melrose Ave Melrose Park, PA 19027	None	Public	Schools & Colleges	10,000
Haverford College 370 Lancaster Avenue Haverford, PA 19041-9989	None	Public	Schools & Colleges	5,000
Hebrew University Two Bala Plaza, Suite 300 New York, NY 10021	None	Public	Schools & Colleges	2,000
IHM Center for Literacy & GED 425 W Lindley Avenue Philadelphia, PA 19120	None	Public	Schools & Colleges	300
JEVS Human Services 1845 Walnut St, 7th Floor Philadelphia, PA 19103-4707	None	Public	Schools & Colleges	300

PA School for the Deaf 100 West School House Lane Philadelphia, PA 19144	None	Public	Schools & Colleges	500
Perelman Jewish Day School 49 Haverfield Rd Wynnewood, PA 19096	None	Public	Schools & Colleges	500
Philadelphia Education Fund 7 Ben Franklin Parkway Suite 700 Philadelphia, PA 19103	None	Public	Schools & Colleges	300
Royer Greaves School for the Blind 118 South Valley Road Paoli, PA 19301	None	Public	Schools & Colleges	500
Security on Campus, Inc 601 S Henderson Road King of Prussia, PA 19406	None	Public	Schools & Colleges	500
Trustees of University of Pennsylvania 3440 Market St , Suite 100 Philadelphia, PA 19104-3335	None	Public	Schools & Colleges	65,500
United Negro College Fund 718 Arch St Suite #101-S Philadelphia, PA 19106	None	Public	Schools & Colleges	500
University of Pennsylvania Law School 3400 Chestnut Street Philadelphia, PA 19104	None	Public	Schools & Colleges	5,000
University of the Arts 320 South Broad Street Philadelphia, PA 19102	None	Public	Schools & Colleges	16,000
Villanova University 800 Lancaster Avenue Villanova, PA 19085	None	Public	Schools & Colleges	500
<b>Total CONTRIBUTIONS</b>				<u>\$ 809,948</u>

GRANTS & CONTRIBUTIONS  
APPROVED FOR FUTURE PAYMENT

STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT STATUS	PURPOSE OF GRANT	RECIPIENT RELATIONSHIP	AMOUNT
AMERICAN FRIENDS OF ISRAEL ELWYN P O BOX 828284 PHILADELPHIA, PA 19182	PUBLIC	RELIGIOUS	NONE	34,500
AUTISM SPEAKS EAST 33RD STREET, 4TH FLOOR NEW YORK, NY 10016	1 PUBLIC	HEALTH	NONE	50,000
DELAWARE VALLEY COLLEGE 700 EAST BUTLER AVE DOYLESTOWN, PA 18901	PUBLIC	SCHOOLS	NONE	100,000
DREXEL UNIVERSITY 3141 CHESTNUT AVE PHILADELPHIA, PA 19104	PUBLIC	SCHOOLS	NONE	1,000,000
FJA MANDELL CAMPUS MAINTENANCE 226 S 16TH ST PHILADELPHIA, PA 19102	PUBLIC	CONDUIT	NONE	250,000
GRATZ COLLEGE PHILADELPHIA, PA	PUBLIC	SCHOOL	NONE	10,000
JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY NEW YORK, NY 10027	PUBLIC	RELIGIOUS	NONE	40,000
LEUKEMIA & LYMPHOMA SOCIETY 2 INTL PLAZA, STE 245 PHILADELPHIA, PA 19113	PUBLIC	HEALTH	NONE	30,000
PHOENIX CHILDREN'S HOSPITAL 1919 E THOMAS ROAD PHOENIX, AZ 85016	PUBLIC	HEALTH	NONE	80,000
UNIVERSITY OF PA BIOMED LIBRARY 3610 HAMILTON WALK PHILADELPHIA, PA 19104	PUBLIC	HEALTH	NONE	200,000
TOTAL TO FORM 990-PF, PART XV, LINE 3B				<u>1,794,500</u>





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

SOURCE	AMOUNT
BANK AND MONEY MARKET FUNDS	241.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	241.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BONDS	369.	0.	369.
PARTNERSHIPS	37,371.	0.	37,371.
SECURITIES	257,049.	0.	257,049.
TOTAL TO FM 990-PF, PART I, LN 4	294,789.	0.	294,789.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	0.	72,865.	
PARTNERSHIP INCOME	72,865.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	72,865.	72,865.	

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	45,900.	32,130.		0.
ATTENDANCE AT QUARTERLY MEETINGS	0.	0.		6,885.
TAX PREPARATION FEES	0.	0.		6,885.
TO FORM 990-PF, PG 1, LN 16B	45,900.	32,130.		13,770.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	8,172.	8,172.		0.
TO FORM 990-PF, PG 1, LN 18	8,172.	8,172.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSES	3,300.	165.		165.
TO FORM 990-PF, PG 1, LN 23	3,300.	165.		165.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
AT&T	604,800.	604,800.	
BRISTOL MYERS SQUIBB	1,251,020.	1,251,020.	
CATERPILLAR INC	543,600.	543,600.	
MERCK & CO	738,920.	738,920.	
MCDONALDS CORP	1,003,300.	1,003,300.	
INTEL CORP.	744,475.	744,475.	
MICROSOFT CORP.	778,800.	778,800.	
NOVARTIS AG SPON ADR	686,040.	686,040.	
JOY GLOBAL INC	344,862.	344,862.	
ILLINOIS TOOL WORKS INC	326,970.	326,970.	
ABOTT LABS	674,760.	674,760.	
STONEGATE BANK	87,138.	87,138.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,784,685.	7,784,685.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
STATE OF ISRAEL BOND	48,000.	48,000.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	48,000.	48,000.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ONEOK/NORTHERN BORDER PARTNERS	COST	1,789,941.	1,789,941.
LLR EQUITY PARTNERS LLP	COST	80,163.	80,163.
LEM REAL ESTATE MEZZANINE FUND LP	COST	403,766.	403,766.
AMERIGAS PARTNERS LP	COST	1,285,481.	1,285,481.
KINDERMORGAN ENERGY PARTNERS	COST	1,469,636.	1,469,636.
LLR EQUITY PARTNERS II LP	COST	367,783.	367,783.
MAGELLAN MIDSTREAM PARTNERSHIP LP	COST	1,480,920.	1,480,920.
LLR EQUITY -CHRYSALIS CAPITAL	COST	0.	0.
LBC CREDIT PARTNERS	COST	437,507.	437,507.
QUAKER BIOVENTURES LP	COST	79,267.	79,267.
LEM REAL ESTATE MEZZANINE FUND II LP	COST	623,000.	623,000.
ENTERPRISE PRODUCTS PARTNERS LP	COST	1,391,400.	1,391,400.
PATRIOT CAPITAL PARTNERS, LP	COST	663,207.	663,207.
QUAKER BIOVENTURES II	COST	174,084.	174,084.
LLR EQUITY PARTNERS III LP	COST	361,655.	361,655.
LBC CREDIT PARTNERS II	COST	222,112.	222,112.
BUCKEYE PARTNERS	COST	639,800.	639,800.
ENBRIDGE ENERGY PARTNERS	COST	862,941.	862,941.
PLAINS ALL AMERICAN PIPELINE	COST	1,542,450.	1,542,450.
VERSA CAPITAL PARTNERS I PARALLEL LP	COST	585,829.	585,829.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,460,942.	14,460,942.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MORTON MANDELL 508 CLOTHIER ROAD WYNNEWOOD, PA 19096	TRUSTEE 0.00	0.	0.	0.
RONALD MANDELL 250 ALGOMA ROAD PALM BEACH, FL 33480	TRUSTEE 0.00	0.	0.	0.
GERALD MANDELL 4625 N. BORGATELLO LANE PHOENIX, AZ 85018	TRUSTEE 0.00	0.	0.	0.
JUDITH MANDELL 2355 N.W. 53RD STREET BOCA RATON, FL 33496	TRUSTEE 0.00	0.	0.	0.
SEYMOUR MANDELL 1818 MARKET STREET, SUITE 3220 PHILADELPHIA, PA 19103	TRUSTEE 0.00	0.	0.	0.
HAROLD CRAMER 1600 MARKET STREET, SUITE 3600 PHILADELPHIA, PA 19103	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box  **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

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

		Enter filer's identifying number, see instructions
<b>Type or print</b>	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	<b>S.P. MANDELL FOUNDATION</b>	<input checked="" type="checkbox"/> <b>23-6274709</b>
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	<b>1818 MARKET STREET, NO. 3220</b>	<input type="checkbox"/>
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	<b>PHILADELPHIA, PA 19103</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

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

**SAMUEL P. MANDELL FOUNDATION**

- The books are in the care of  **1818 MARKET STREET, SUITE 3220 - PHILADELPHIA, PA 19103**  
Telephone No.  **215-979-3400** FAX No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for

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

5 For calendar year 2011, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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

7 State in detail why you need the extension  
**ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO COMPLETE THE TAX RETURN.**

<b>8a</b> 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.	<b>8a</b>	\$ <b>21,115.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	<b>8b</b>	\$ <b>5,416.</b>
<b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>8c</b>	\$ <b>15,699.</b>

**Signature and Verification must be completed for Part II only.**

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

Signature  \_\_\_\_\_ Title  **PRESIDENT** Date  \_\_\_\_\_