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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

**2011**

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

For calendar year 2011 or tax year beginning

, and ending

|                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                |                                                                                                                                                                              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>CONNELLY FOUNDATION</b>                                                                                                                                                                                                                                                       |                                                                                                                                                                                                | A Employer identification number<br><b>23-6296825</b>                                                                                                                        |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>100 FRONT STREET</b>                                                                                                                                                                                           |                                                                                                                                                                                                | B Telephone number<br><b>(610) 834-3222</b>                                                                                                                                  |
| City or town, state, and ZIP code<br><b>WEST CONSHOCKEN, PA 19428</b>                                                                                                                                                                                                                                  |                                                                                                                                                                                                | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| G Check all that apply:<br><input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |                                                                                                                                                                                                | D 1. Foreign organizations, check here <input type="checkbox"/><br>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<br><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<br>(from Part II, col. (c), line 16)<br>\$ <b>207,222,614.</b>                                                                                                                                                                                        | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                             |

| Part I Analysis of Revenue and Expenses<br>(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                                                                                                     |  | 72,700.                            |                           | N/A                     |                                                             |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B                                                                |  |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                                                                               |  | 3,332.                             | 3,332.                    |                         | STATEMENT 1                                                 |
| 4 Dividends and interest from securities                                                                                                           |  | 2,229,717.                         | 2,229,717.                |                         | STATEMENT 2                                                 |
| 5a Gross rents                                                                                                                                     |  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                                                                      |  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                           |  | 2,107,657.                         |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a <b>28,484,860.</b>                                                                                   |  |                                    |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                                                                   |  |                                    | 1,708,579.                |                         |                                                             |
| 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                                                                                                                                    |  | -677,073.                          | -381,034.                 |                         | STATEMENT 3                                                 |
| 12 Total. Add lines 1 through 11                                                                                                                   |  | 3,736,333.                         | 3,560,594.                |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc                                                                                              |  | 887,010.                           | 325,347.                  |                         | 558,356.                                                    |
| 14 Other employee salaries and wages                                                                                                               |  | 492,596.                           | 132,034.                  |                         | 357,080.                                                    |
| 15 Pension plans, employee benefits                                                                                                                |  | 407,332.                           | 121,899.                  |                         | 288,306.                                                    |
| 16a Legal fees STMT 4                                                                                                                              |  | 3,536.                             | 2,080.                    |                         | 1,456.                                                      |
| b Accounting fees STMT 5                                                                                                                           |  | 40,356.                            | 40,356.                   |                         | 0.                                                          |
| c Other professional fees STMT 6                                                                                                                   |  | 80,000.                            | 80,000.                   |                         | 0.                                                          |
| 17 Interest                                                                                                                                        |  |                                    |                           |                         |                                                             |
| 18 Taxes STMT 7                                                                                                                                    |  | 15,589.                            | 15,589.                   |                         | 0.                                                          |
| 19 Depreciation and depletion                                                                                                                      |  | 22,712.                            | 22,712.                   |                         |                                                             |
| 20 Occupancy                                                                                                                                       |  | 243,894.                           | 69,266.                   |                         | 173,404.                                                    |
| 21 Travel, conferences, and meetings                                                                                                               |  | 29,209.                            | 1,779.                    |                         | 22,529.                                                     |
| 22 Printing and publications                                                                                                                       |  | 4,302.                             | 447.                      |                         | 1,906.                                                      |
| 23 Other expenses STMT 8                                                                                                                           |  | -2,005,524.                        | 34,377.                   |                         | 203,498.                                                    |
| 24 Total operating and administrative expenses. Add lines 13 through 23                                                                            |  | 221,012.                           | 845,886.                  |                         | 1,606,535.                                                  |
| 25 Contributions, gifts, grants paid                                                                                                               |  | 8,502,906.                         |                           |                         | 8,502,906.                                                  |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                           |  | 8,723,918.                         | 845,886.                  |                         | 10,109,441.                                                 |
| 27 Subtract line 26 from line 12:                                                                                                                  |  |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                |  | -4,987,585.                        |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                   |  |                                    | 2,714,708.                |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                     |  |                                    |                           | N/A                     |                                                             |

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

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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                                                                                                            | 426,400.                                                                                        | 1,207,106.     | 1,207,106.            |
|                                                                     | 2 Savings and temporary cash investments                                                                                                 |                                                                                                 |                |                       |
|                                                                     | 3 Accounts receivable ▶                                                                                                                  |                                                                                                 |                |                       |
|                                                                     | Less: allowance for doubtful accounts ▶                                                                                                  |                                                                                                 |                |                       |
|                                                                     | 4 Pledges receivable ▶ 28,500.                                                                                                           |                                                                                                 |                |                       |
|                                                                     | Less: allowance for doubtful accounts ▶                                                                                                  | 30,900.                                                                                         | 28,500.        | 28,500.               |
|                                                                     | 5 Grants receivable                                                                                                                      |                                                                                                 |                |                       |
|                                                                     | 6 Receivables due from officers, directors, trustees, and other disqualified persons                                                     |                                                                                                 |                |                       |
|                                                                     | 7 Other notes and loans receivable ▶ 1,026,591.                                                                                          |                                                                                                 |                |                       |
|                                                                     | Less: allowance for doubtful accounts ▶ 0.                                                                                               | 1,209,312.                                                                                      | 1,026,591.     | 1,026,591.            |
|                                                                     | 8 Inventories for sale or use                                                                                                            |                                                                                                 |                |                       |
|                                                                     | 9 Prepaid expenses and deferred charges                                                                                                  | 72,197.                                                                                         | 42,907.        | 42,907.               |
|                                                                     | 10a Investments - U.S. and state government obligations                                                                                  |                                                                                                 |                |                       |
|                                                                     | b Investments - corporate stock STMT 9                                                                                                   | 6,790,326.                                                                                      | 6,716,000.     | 6,716,000.            |
|                                                                     | c Investments - corporate bonds                                                                                                          |                                                                                                 |                |                       |
| Liabilities                                                         | 11 Investments - land, buildings, and equipment basis ▶                                                                                  |                                                                                                 |                |                       |
|                                                                     | Less accumulated depreciation ▶                                                                                                          |                                                                                                 |                |                       |
|                                                                     | 12 Investments - mortgage loans                                                                                                          |                                                                                                 |                |                       |
|                                                                     | 13 Investments - other STMT 10                                                                                                           | 209,487,784.                                                                                    | 181,093,220.   | 181,093,220.          |
|                                                                     | 14 Land, buildings, and equipment basis ▶ 664,389.                                                                                       |                                                                                                 |                |                       |
|                                                                     | Less accumulated depreciation STMT 11 ▶ 594,600.                                                                                         | 72,429.                                                                                         | 69,789.        | 69,789.               |
|                                                                     | 15 Other assets (describe ▶ STATEMENT 12)                                                                                                | 493,908.                                                                                        | 17,038,501.    | 17,038,501.           |
|                                                                     | 16 Total assets (to be completed by all filers) ...                                                                                      | 218,583,256.                                                                                    | 207,222,614.   | 207,222,614.          |
|                                                                     | 17 Accounts payable and accrued expenses                                                                                                 | 194,376.                                                                                        | 211,243.       |                       |
|                                                                     | 18 Grants payable                                                                                                                        | 6,389,576.                                                                                      | 4,162,234.     |                       |
| Net Assets or Fund Balances                                         | 19 Deferred revenue                                                                                                                      |                                                                                                 |                |                       |
|                                                                     | 20 Loans from officers, directors, trustees, and other disqualified persons                                                              |                                                                                                 |                |                       |
|                                                                     | 21 Mortgages and other notes payable                                                                                                     |                                                                                                 |                |                       |
|                                                                     | 22 Other liabilities (describe ▶ STATEMENT 13)                                                                                           | 502,147.                                                                                        | 433,856.       |                       |
|                                                                     | 23 Total liabilities (add lines 17 through 22)                                                                                           | 7,086,099.                                                                                      | 4,807,333.     |                       |
|                                                                     | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. |                                                                                                 |                |                       |
|                                                                     | 24 Unrestricted                                                                                                                          | 211,450,657.                                                                                    | 202,331,881.   |                       |
|                                                                     | 25 Temporarily restricted                                                                                                                | 46,500.                                                                                         | 83,400.        |                       |
|                                                                     | 26 Permanently restricted                                                                                                                |                                                                                                 |                |                       |
|                                                                     | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.                         |                                                                                                 |                |                       |
| 27 Capital stock, trust principal, or current funds                 |                                                                                                                                          |                                                                                                 |                |                       |
| 28 Paid-in or capital surplus, or land, bldg., and equipment fund   |                                                                                                                                          |                                                                                                 |                |                       |
| 29 Retained earnings, accumulated income, endowment, or other funds |                                                                                                                                          |                                                                                                 |                |                       |
| 30 Total net assets or fund balances                                | 211,497,157.                                                                                                                             | 202,415,281.                                                                                    |                |                       |
| 31 Total liabilities and net assets/fund balances                   | 218,583,256.                                                                                                                             | 207,222,614.                                                                                    |                |                       |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 211,497,157. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | -4,987,585.  |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.           |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 206,509,572. |
| 5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS FOR 2011                                                                                         | 5 | 4,094,291.   |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 202,415,281. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                 |                                                  |                                      |                                  |
| b SEE ATTACHED STATEMENT                                                                                                           |                                                  |                                      |                                  |
| c                                                                                                                                  |                                                  |                                      |                                  |
| d                                                                                                                                  |                                                  |                                      |                                  |
| e                                                                                                                                  |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a                     |                                            |                                                 |                                              |
| b                     |                                            |                                                 |                                              |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e 28,484,860.         |                                            | 26,776,281.                                     | 1,708,579.                                   |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 |                                                                                                 |
| b                         |                                      |                                                 |                                                                                                 |
| c                         |                                      |                                                 |                                                                                                 |
| d                         |                                      |                                                 |                                                                                                 |
| e                         |                                      |                                                 | 1,708,579.                                                                                      |

|                                                                                                                                                                                 |                                                                                     |   |            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---|------------|
| 2 Capital gain net income or (net capital loss)                                                                                                                                 | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 1,708,579. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>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<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|-------------------------------------------------------------------|---------------------------------------|-------------------------------------------|----------------------------------------------------------|
| 2010                                                              | 9,230,680.                            | 202,313,962.                              | .045626                                                  |
| 2009                                                              | 11,264,184.                           | 183,990,209.                              | .061222                                                  |
| 2008                                                              | 12,929,219.                           | 228,455,566.                              | .056594                                                  |
| 2007                                                              | 11,270,211.                           | 264,311,201.                              | .042640                                                  |
| 2006                                                              | 8,682,001.                            | 242,202,506.                              | .035846                                                  |

|                                                                                                                                                                                                                         |   |              |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|--------------|
| 2 Total of line 1, column (d)                                                                                                                                                                                           | 2 | .241928      |
| 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 | .048386      |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5                                                                                                                                          | 4 | 213,636,490. |
| 5 Multiply line 4 by line 3                                                                                                                                                                                             | 5 | 10,337,015.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                            | 6 | 27,147.      |
| 7 Add lines 5 and 6                                                                                                                                                                                                     | 7 | 10,364,162.  |
| 8 Enter qualifying distributions from Part XII, line 4<br>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.<br>See the Part VI instructions. | 8 | 10,109,441.  |

**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.<br>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  | 54,294.  |
| 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  | 54,294.  |
| 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  | 54,294.  |
| 6  | Credits/Payments:                                                                                                                                                                                                                   |    |          |
| a  | 2011 estimated tax payments and 2010 overpayment credited to 2011                                                                                                                                                                   | 6a | 226,929. |
| b  | Exempt foreign organizations - tax withheld at source                                                                                                                                                                               | 6b |          |
| c  | Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                 | 6c |          |
| d  | Backup withholding erroneously withheld                                                                                                                                                                                             | 6d | 638.     |
| 7  | Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                 | 7  | 227,567. |
| 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 | 173,273. |
| 11 | Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 173,273. Refunded <input type="checkbox"/> 0.                                                                                            | 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)?<br>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:<br>(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?<br>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?<br>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:<br>• By language in the governing instrument, or<br>• 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?<br>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  |

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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?<br>Website address <b>WWW.CONNELLYFDN.ORG, WWW.GUIDESTAR.ORG</b>                                                                                                                                            | 13 | X   |    |
| 14 | The books are in care of <b>AMY M. SNYDER, CFO</b> Telephone no. <b>(610) 834-3222</b><br>Located at <b>100 FRONT ST, STE 1450, WEST CONSHOHOCKEN, PA</b> ZIP+4 <b>19428</b>                                                                                                                                                    |    |     |    |
| 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?<br>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? <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 checked="" type="checkbox"/> Yes <input 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"/>                                                                                                                                                                    | 1b  | X  |
| c   | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?                                                                                                                                                                                                                                                                                                             | 1c  | X  |
| 2   | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):                                                                                                                                                                                                                                                                                                                      |     |    |
| a   | At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>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? <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.) 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 |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| SEE STATEMENT 14     |                                                           | 887,010.                                  | 169,499.                                                              | 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 |
|--------------------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| ANNE M. HILEMAN - 100 FRONT STREET, SUITE 1450, W CONSHOHOCKEN, PA 19428 | SENIOR PROGRAM OFFICER<br>40.00                           | 95,954.          | 35,136.                                                               | 0.                                    |
| JOSEPH D. FRANGIOSA - 100 FRONT STREET, SUITE 1450, W CONSHOHOCKEN,      | CONTROLLER<br>40.00                                       | 97,910.          | 22,128.                                                               | 0.                                    |
| ELIZABETH A. WILCOX - 100 FRONT STREET, SUITE 1450, W CONSHOHOCKEN,      | ASSOC. VP OF ADMINISTRATION<br>40.00                      | 90,501.          | 21,313.                                                               | 0.                                    |
| KIMBERLY W. SIMMONS - 100 FRONT STREET, SUITE 1450, W CONSHOHOCKEN,      | PROGRAM ASSOCIATE<br>40.00                                | 60,017.          | 17,817.                                                               | 0.                                    |
| CAROL L CROMIE - 100 FRONT STREET, SUITE 1450, W CONSHOHOCKEN, PA 19428  | EXECUTIVE ASSISTANT<br>40.00                              | 51,645.          | 16,818.                                                               | 0.                                    |
| Total number of other employees paid over \$50,000                       |                                                           |                  |                                                                       | 0                                     |

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

| (a) Name and address of each person paid more than \$50,000                    | (b) Type of service      | (c) Compensation |
|--------------------------------------------------------------------------------|--------------------------|------------------|
| CALLAN ASSOCIATES INC. - 200 PARK AVENUE,<br>SUITE 230, FLORHAM PARK, NJ 07932 | INVESTMENT<br>CONSULTING | 80,000.          |
|                                                                                |                          |                  |
|                                                                                |                          |                  |
|                                                                                |                          |                  |
|                                                                                |                          |                  |
|                                                                                |                          |                  |
|                                                                                |                          |                  |

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 EDUCATION, HEALTH & HUMAN SERVICES, AND CIVIC & CULTURE |            |
|                                                           | 8,502,906. |
| 2                                                         |            |
| 3                                                         |            |
| 4                                                         |            |

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

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

|                                                            | Amount |
|------------------------------------------------------------|--------|
| 1 N/A                                                      |        |
| 2                                                          |        |
| 3 All other program-related investments. See instructions. |        |
|                                                            |        |
|                                                            |        |
| <b>Total.</b> Add lines 1 through 3                        | 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 | 212,422,387. |
| b | Average of monthly cash balances                                                                           | 1b | 1,328,454.   |
| c | Fair market value of all other assets                                                                      | 1c | 3,138,997.   |
| d | Total (add lines 1a, b, and c)                                                                             | 1d | 216,889,838. |
| 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  | 216,889,838. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)  | 4  | 3,253,348.   |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4       | 5  | 213,636,490. |
| 6 | Minimum investment return. Enter 5% of line 5                                                              | 6  | 10,681,825.  |

**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  | 10,681,825. |
| 2a | Tax on investment income for 2011 from Part VI, line 5                                             | 2a | 54,294.     |
| b  | Income tax for 2011. (This does not include the tax from Part VI.)                                 | 2b |             |
| c  | Add lines 2a and 2b                                                                                | 2c | 54,294.     |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 10,627,531. |
| 4  | Recoveries of amounts treated as qualifying distributions                                          | 4  | 0.          |
| 5  | Add lines 3 and 4                                                                                  | 5  | 10,627,531. |
| 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  | 10,627,531. |

**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 | 10,109,441. |
| 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  | 10,109,441. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5  | 0.          |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4                                                                    | 6  | 10,109,441. |

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)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7                                                                                                                       |               |                            |             | 10,627,531. |
| 2 Undistributed income, if any, as of the end of 2011                                                                                                                      |               |                            |             |             |
| a Enter amount for 2010 only                                                                                                                                               |               |                            | 9,977,427.  |             |
| 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: ▶ \$ 10,109,441.                                                                                                |               |                            |             |             |
| a Applied to 2010, but not more than line 2a                                                                                                                               |               |                            | 9,977,427.  |             |
| 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                                                                                                                                     |               |                            |             | 132,014.    |
| 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).)                                        | 0.            |                            |             | 0.          |
| 6 Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                        | 0.            |                            |             |             |
| 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                                                              |               |                            |             | 10,495,517. |
| 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                                                                                              | 0.            |                            |             |             |
| 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                                                                                                                                                         |               |                            |             |             |

|          |                                                                             |
|----------|-----------------------------------------------------------------------------|
| 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 Subtract line 2d from line 2c.  
Complete 3a, b, or c for the  
alternative test relied upon:

a "Assets" alternative test - enter:  
(1) Value of all assets

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

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

c "Support" alternative test - enter:

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

[illegible]

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

### 1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 15

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

**c Any submission deadlines:**

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

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

| Recipient<br>Name and address (home or business) | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|------------|
| a <i>Paid during the year</i>                    |                                                                                                                    |                                      |                                     |            |
| SEE 2011 CASH GRANTS AWARDED SCHEDULE            |                                                                                                                    |                                      | EDUCATION                           | 4,835,477. |
| SEE 2011 CASH GRANTS AWARDED SCHEDULE            |                                                                                                                    |                                      | HEALTH & HUMAN SERVICES             | 2,020,016. |
| SEE 2011 CASH GRANTS AWARDED SCHEDULE            |                                                                                                                    |                                      | CIVIC & CULTURE                     | 1,647,413. |
|                                                  |                                                                                                                    |                                      |                                     |            |
|                                                  |                                                                                                                    |                                      |                                     |            |
| <b>Total</b>                                     |                                                                                                                    |                                      | ▶ 3a                                | 8,502,906. |
| b <i>Approved for future payment</i>             |                                                                                                                    |                                      |                                     |            |
| NONE                                             |                                                                                                                    |                                      |                                     |            |
|                                                  |                                                                                                                    |                                      |                                     |            |
|                                                  |                                                                                                                    |                                      |                                     |            |
| <b>Total</b>                                     |                                                                                                                    |                                      | ▶ 3b                                | 0.         |

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

| Enter gross amounts unless otherwise indicated. |                                                          | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income |
|-------------------------------------------------|----------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|---------------------------------------------|
|                                                 |                                                          | (a)<br>Business<br>code   | (b)<br>Amount | (c)<br>Exclu-<br>sion<br>code        | (d)<br>Amount |                                             |
| 1                                               | Program service revenue.                                 |                           |               |                                      |               |                                             |
| a                                               |                                                          |                           |               |                                      |               |                                             |
| b                                               |                                                          |                           |               |                                      |               |                                             |
| c                                               |                                                          |                           |               |                                      |               |                                             |
| d                                               |                                                          |                           |               |                                      |               |                                             |
| e                                               |                                                          |                           |               |                                      |               |                                             |
| f                                               |                                                          |                           |               |                                      |               |                                             |
| g                                               | Fees and contracts from government agencies              |                           |               |                                      |               |                                             |
| 2                                               | Membership dues and assessments                          |                           |               |                                      |               |                                             |
| 3                                               | Interest on savings and temporary cash investments       |                           |               | 14                                   | 3,332.        |                                             |
| 4                                               | Dividends and interest from securities                   |                           |               | 14                                   | 2,229,717.    |                                             |
| 5                                               | Net rental income or (loss) from real estate:            |                           |               |                                      |               |                                             |
| a                                               | Debt-financed property                                   |                           |               |                                      |               |                                             |
| b                                               | Not debt-financed property                               |                           |               |                                      |               |                                             |
| 6                                               | Net rental income or (loss) from personal property       |                           |               |                                      |               |                                             |
| 7                                               | Other investment income                                  | 525990                    | -296,000.     | 18                                   | -381,034.     |                                             |
| 8                                               | Gain or (loss) from sales of assets other than inventory | 525990                    | 399,039.      | 18                                   | 1,708,579.    |                                             |
| 9                                               | Net income or (loss) from special events                 |                           |               |                                      |               |                                             |
| 10                                              | Gross profit or (loss) from sales of inventory           |                           |               |                                      |               |                                             |
| 11                                              | Other revenue:                                           |                           |               |                                      |               |                                             |
| a                                               |                                                          |                           |               |                                      |               |                                             |
| b                                               |                                                          |                           |               |                                      |               |                                             |
| c                                               |                                                          |                           |               |                                      |               |                                             |
| d                                               |                                                          |                           |               |                                      |               |                                             |
| e                                               |                                                          |                           |               |                                      |               |                                             |
| 12                                              | Subtotal. Add columns (b), (d), and (e)                  |                           | 103,039.      |                                      | 3,560,594.    | 0.                                          |
| 13                                              | Total. Add line 12, columns (b), (d), and (e)            |                           |               |                                      |               | 3,663,633.                                  |

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

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

[illegible]

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

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

**Sign  
Here**

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

Signature of Officer or Trustee Amy M Snyder

Date 11/9/12

**CFO**  
Title

May the IRS discuss this return with the preparer shown below (see instr )?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

JULIUS GREEN, CPA

Preparer's signature

LLC

Date \_\_\_\_\_

11/7/12

Check ☐ self-employed

PTIN

P00350393

Firm's name ► PARENTEBEARD LLC

|              |            |
|--------------|------------|
| Firm's EIN ▶ | 23-2932984 |
|--------------|------------|

Firm's address ► 1650 MARKET STREET, STE 4500  
PHILADELPHIA, PA 19103

Phone no. 215-972-0701

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2011**

Name of the organization

CONNELLY FOUNDATION

Employer identification number

23-6296825

Organization type(check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

CONNELLY FOUNDATION

23-6296825

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                        | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                  |
|------------|--------------------------------------------------------------------------|----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | CROWN HOLDINGS, INC<br>ONE CROWN WAY<br>PHILADELPHIA, PA 19154           | \$ 23,000.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
| 2          | JOHN W. & HELEN S. CONWAY<br>6059 STONEY HILL ROAD<br>NEW HOPE, PA 18938 | \$ 23,000.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
| 3          | THE MANDEVILLE FOUNDATION<br>306 APPLEBROOK DRIVE<br>MALVERN, PA 19355   | \$ 23,000.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
|            |                                                                          | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                          | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                          | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |

|                                |
|--------------------------------|
| Employer identification number |
|--------------------------------|

23-6296825

[illegible]

Name of organization

Employer identification number

CONNELLY FOUNDATION

23-6296825

**Part III**

*Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

| (a) No.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift | (d) Description of how gift is held      |
|---------------------------|-----------------------------------------|-----------------|------------------------------------------|
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |

**Schedule K-1**  
**(Form 1065)**

Department of the Treasury  
Internal Revenue Service

651111

Schedule K-1  
(Form 1065)

Department of the Treasury  
Internal Revenue Service

2011

For calendar year 2011, or tax  
year beginning \_\_\_\_\_ 2011  
ending \_\_\_\_\_ . 20 \_\_\_\_\_

**Schedule K-1**  
**(Form 1065)**

Department of the Treasury  
Internal Revenue Service

**2011**

For calendar year 2011, or tax

year beginning \_\_\_\_\_, 2011

ending 20

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                | TWEEDY BROWNE                    | P                                                |                                      |                                  |
| b                                                                                                                                 | TWEEDY BROWNE                    | P                                                |                                      |                                  |
| c                                                                                                                                 | CROWNE HOLDINGS                  | P                                                |                                      |                                  |
| d                                                                                                                                 | 1231 GAIN FROM PASSTHROUGHS      | P                                                |                                      |                                  |
| e                                                                                                                                 | VANGUARD TOTAL STOCK INDEX       | P                                                |                                      |                                  |
| f                                                                                                                                 | VANGUARD TOTAL BOND INDEX        | P                                                |                                      |                                  |
| g                                                                                                                                 | K2 SUMMIT PTNERSHIP INT.         | P                                                |                                      |                                  |
| h                                                                                                                                 | K2 SUMMIT PTNERSHIP INT.         | P                                                |                                      |                                  |
| i                                                                                                                                 | SHORT-TERM GAINS FROM PTNERSHIPS | P                                                |                                      |                                  |
| j                                                                                                                                 | LONG-TERM GAINS FROM PTNERSHIPS  | P                                                |                                      |                                  |
| k                                                                                                                                 |                                  |                                                  |                                      |                                  |
| l                                                                                                                                 |                                  |                                                  |                                      |                                  |
| m                                                                                                                                 |                                  |                                                  |                                      |                                  |
| n                                                                                                                                 |                                  |                                                  |                                      |                                  |
| o                                                                                                                                 |                                  |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a                     | 1,000,000.                                 | 744,361.                                        | 255,639.                                     |
| b                     | 204,430.                                   |                                                 | 204,430.                                     |
| c                     | 129,732.                                   | 16,529.                                         | 113,203.                                     |
| d                     | 449,806.                                   | 395,847.                                        | 53,959.                                      |
| e                     | 6,500,000.                                 | 5,355,493.                                      | 1,144,507.                                   |
| f                     | 33,062.                                    |                                                 | 33,062.                                      |
| g                     | 2,000,000.                                 | 2,064,726.                                      | -64,726.                                     |
| h                     | 16,640,063.                                | 18,196,114.                                     | -1,556,051.                                  |
| i                     | 329,353.                                   |                                                 | 329,353.                                     |
| j                     | 1,198,414.                                 | 3,211.                                          | 1,195,203.                                   |
| k                     |                                            |                                                 |                                              |
| l                     |                                            |                                                 |                                              |
| m                     |                                            |                                                 |                                              |
| n                     |                                            |                                                 |                                              |
| o                     |                                            |                                                 |                                              |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 | 255,639.                                                                                                |
| b                         |                                      |                                                 | 204,430.                                                                                                |
| c                         |                                      |                                                 | 113,203.                                                                                                |
| d                         |                                      |                                                 | 53,959.                                                                                                 |
| e                         |                                      |                                                 | 1,144,507.                                                                                              |
| f                         |                                      |                                                 | 33,062.                                                                                                 |
| g                         |                                      |                                                 | -64,726.                                                                                                |
| h                         |                                      |                                                 | -1,556,051.                                                                                             |
| i                         |                                      |                                                 | 329,353.                                                                                                |
| j                         |                                      |                                                 | 1,195,203.                                                                                              |
| k                         |                                      |                                                 |                                                                                                         |
| l                         |                                      |                                                 |                                                                                                         |
| m                         |                                      |                                                 |                                                                                                         |
| n                         |                                      |                                                 |                                                                                                         |
| o                         |                                      |                                                 |                                                                                                         |

|                                                                                                                                                                                   |                                                                                       |   |            |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|---|------------|
| 2 Capital gain net income or (net capital loss)                                                                                                                                   | { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 } | 2 | 1,708,579. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 | }                                                                                     | 3 | N/A        |

# 2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

| Asset No | Description              | Date Acquired | Method | Life | C o n v | Line No | Unadjusted Cost Or Basis | Bus % Excl | Section 179 Expense | Reduction In Basis | Basis For Depreciation | Beginning Accumulated Depreciation | Current Sec 179 Expense | Current Year Deduction | Ending Accumulated Depreciation |
|----------|--------------------------|---------------|--------|------|---------|---------|--------------------------|------------|---------------------|--------------------|------------------------|------------------------------------|-------------------------|------------------------|---------------------------------|
| 1        | FURNITURE & EQUIPMENT    | 01/01/01      | SL     | .000 |         | 16      | 664,389.                 |            |                     |                    | 664,389.               | 571,888.                           |                         | 22,712.                | 594,600.                        |
|          | * TOTAL 990-PF PG 1 DEPR |               |        |      |         |         | 664,389.                 |            |                     |                    | 664,389.               | 571,888.                           |                         | 22,712.                | 594,600.                        |

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

| SOURCE                                         | AMOUNT |
|------------------------------------------------|--------|
| BRYN MAWR TRUST CO                             | 2,420. |
| GOLDMAN SACHS                                  | 44.    |
| MORGAN STANLEY                                 | 868.   |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 3,332. |

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

| SOURCE                           | GROSS AMOUNT | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| BERWIND PROPERTY GROUP           | 96,664.      | 0.                         | 96,664.              |
| OTHER                            | 1,209.       | 0.                         | 1,209.               |
| TWEEDY BROWNE                    | 152,235.     | 0.                         | 152,235.             |
| VANGUARD                         | 1,963,509.   | 0.                         | 1,963,509.           |
| WISTAR                           | 16,100.      | 0.                         | 16,100.              |
| TOTAL TO FM 990-PF, PART I, LN 4 | 2,229,717.   | 0.                         | 2,229,717.           |

## FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION                              | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|------------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| CMS                                      | -30,682.                    | -30,631.                          |                               |
| ENDOWMENT VENTURE PARTNERS               | -61,617.                    | -63,817.                          |                               |
| GOLDMAN PEP TECH                         | -13,137.                    | -12,535.                          |                               |
| GOLDMAN PRIVATE EQUITY                   | -7,812.                     | -8,071.                           |                               |
| WHITEHALL STREET REAL ESTATE L.P.<br>XI  | 1,044.                      | -930.                             |                               |
| WHITEHALL STREET REAL ESTATE L.P.<br>XII | -308,776.                   | -61,735.                          |                               |
| BPG MULTI-FAMILY                         | -42,164.                    | -703.                             |                               |
| BPG INVESTMENT                           | -9,298.                     | -9,298.                           |                               |
| TIFF KEYSTONE                            | -10,977.                    | -769.                             |                               |
| GMG CAPITAL PARTNERS III                 | -876.                       | -876.                             |                               |
| GMS CAPITAL PARTNERS                     | -222.                       | -222.                             |                               |
| PERMIT CAPITAL                           | -60,174.                    | -60,174.                          |                               |
| TALL CELL                                | 16,081.                     | 16,081.                           |                               |
| PORTFOLIO ADVISORS REAL ESTATE IV        | -148,463.                   | -147,354.                         |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11    | -677,073.                   | -381,034.                         |                               |

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|             |            |           |   |
|-------------|------------|-----------|---|
| FORM 990-PF | LEGAL FEES | STATEMENT | 4 |
|-------------|------------|-----------|---|

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| DESCRIPTION                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| LEGAL FEES                 | 3,536.                       | 2,080.                            |                               | 1,456.                        |
| TO FM 990-PF, PG 1, LN 16A | 3,536.                       | 2,080.                            |                               | 1,456.                        |

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|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | ACCOUNTING FEES | STATEMENT | 5 |
|-------------|-----------------|-----------|---|

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| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES              | 40,356.                      | 40,356.                           |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16B | 40,356.                      | 40,356.                           |                               | 0.                            |

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|             |                         |           |   |
|-------------|-------------------------|-----------|---|
| FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT | 6 |
|-------------|-------------------------|-----------|---|

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| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT FEES              | 80,000.                      | 80,000.                           |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C | 80,000.                      | 80,000.                           |                               | 0.                            |

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|             |       |           |   |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 7 |
|-------------|-------|-----------|---|

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| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAXES               | 15,589.                      | 15,589.                           |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18 | 15,589.                      | 15,589.                           |                               | 0.                            |

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| FORM 990-PF                 | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 8 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| INSURANCE                   | 24,542.                      | 6,970.                            |                               | 16,284.                       |   |
| PROFESSIONAL SERVICES/FEES  | 154,443.                     | 12,460.                           |                               | 33,647.                       |   |
| DUES                        | 3,155.                       | 683.                              |                               | 2,472.                        |   |
| OFFICE SUPPLIES             | 13,666.                      | 3,131.                            |                               | 8,581.                        |   |
| TELEPHONE                   | 16,451.                      | 3,860.                            |                               | 9,793.                        |   |
| OTHER                       | 10,323.                      | 2,932.                            |                               | 4,109.                        |   |
| FOOD/ENTERTAINMENT          | 37,413.                      | 3,189.                            |                               | 11,336.                       |   |
| CHANGE IN GRANTS PAYABLE    | -2,227,342.                  | 0.                                |                               | 0.                            |   |
| POSTAGE                     | 7,294.                       | 1,152.                            |                               | 5,696.                        |   |
| EXCISE TAX EXPENSE (CREDIT) | -157,049.                    | 0.                                |                               | 0.                            |   |
| PROGRAM ACTIVITIES          | 111,580.                     | 0.                                |                               | 111,580.                      |   |
| TO FORM 990-PF, PG 1, LN 23 | -2,005,524.                  | 34,377.                           |                               | 203,498.                      |   |

| FORM 990-PF                             | CORPORATE STOCK |  | STATEMENT  | 9                    |
|-----------------------------------------|-----------------|--|------------|----------------------|
| DESCRIPTION                             |                 |  | BOOK VALUE | FAIR MARKET<br>VALUE |
| COMMON STOCK                            |                 |  | 6,716,000. | 6,716,000.           |
| TOTAL TO FORM 990-PF, PART II, LINE 10B |                 |  | 6,716,000. | 6,716,000.           |

| FORM 990-PF                            | OTHER INVESTMENTS   |              | STATEMENT            | 10 |
|----------------------------------------|---------------------|--------------|----------------------|----|
| DESCRIPTION                            | VALUATION<br>METHOD | BOOK VALUE   | FAIR MARKET<br>VALUE |    |
| MUTUAL FUNDS-DOMESTIC EQUITY           | FMV                 | 67,977,808.  | 67,977,808.          |    |
| MUTUAL FUNDS-INTERNATIONAL EQUITY      | FMV                 | 16,055,073.  | 16,055,073.          |    |
| MUTUAL FUNDS - BONDS                   | FMV                 | 11,786,159.  | 11,786,159.          |    |
| INVESTMENTS IN LIMITED PARTNERSHIPS    | FMV                 | 85,257,919.  | 85,257,919.          |    |
| OTHER INVESTMENTS                      | FMV                 | 16,261.      | 16,261.              |    |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                     | 181,093,220. | 181,093,220.         |    |

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

| DESCRIPTION                        | COST OR<br>OTHER BASIS | ACCUMULATED<br>DEPRECIATION | BOOK VALUE |
|------------------------------------|------------------------|-----------------------------|------------|
| FURNITURE & EQUIPMENT              | 664,389.               | 594,600.                    | 69,789.    |
| TOTAL TO FM 990-PF, PART II, LN 14 | 664,389.               | 594,600.                    | 69,789.    |

FORM 990-PF OTHER ASSETS STATEMENT 12

| DESCRIPTION                      | BEGINNING OF<br>YR BOOK VALUE | END OF YEAR<br>BOOK VALUE | FAIR MARKET<br>VALUE |
|----------------------------------|-------------------------------|---------------------------|----------------------|
| FEDERAL TAXES RECEIVABLE         | 160,051.                      | 250,000.                  | 250,000.             |
| ACCRUED INTEREST RECEIVABLE      | 231,245.                      | 94,785.                   | 94,785.              |
| OTHER RECEIVABLES                | 102,612.                      | 16,693,716.               | 16,693,716.          |
| TO FORM 990-PF, PART II, LINE 15 | 493,908.                      | 17,038,501.               | 17,038,501.          |

FORM 990-PF OTHER LIABILITIES STATEMENT 13

| DESCRIPTION                            | BOY AMOUNT | EOY AMOUNT |
|----------------------------------------|------------|------------|
| DEFERRED FEDERAL EXCISE TAX PAYABLE    | 405,000.   | 335,000.   |
| DEFERRED RENT LIABILITY                | 97,147.    | 98,856.    |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | 502,147.   | 433,856.   |

FORM 990-PF

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

STATEMENT 14

| NAME AND ADDRESS                                                                      | TITLE AND<br>AVRG HRS/WK         | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN CONTRIB | EXPENSE<br>ACCOUNT |
|---------------------------------------------------------------------------------------|----------------------------------|-------------------|------------------------------|--------------------|
| JOSEPHINE C. MANDEVILLE<br>100 FRONT STREET, SUITE 1450<br>WCONSHOHOCKEN, PA 19428    | PRESIDENT & CEO<br>32.00         | 188,867.          | 34,559.                      | 0.                 |
| EMILY C. RILEY<br>100 FRONT STREET, SUITE 1450<br>W CONSHOHOCKEN, PA 19428            | EVP & TRUSTEE<br>36.00           | 174,829.          | 33,922.                      | 0.                 |
| LEWIS W. BLUEMLE, JR., MD<br>100 FRONT STREET, SUITE 1450<br>W CONSHOHOCKEN, PA 19428 | SVP & TRUSTEE<br>32.00           | 104,452.          | 12,357.                      | 0.                 |
| VICTORIA K. FLAVILLE<br>100 FRONT STREET, SUITE 1450<br>W CONSHOHOCKEN, PA 19428      | COO & SECRETARY<br>40.00         | 184,940.          | 47,744.                      | 0.                 |
| AMY M. SNYDER<br>100 FRONT STREET, SUITE 1450<br>W CONSHOHOCKEN, PA 19428             | CFO & TREASURER<br>32.00         | 113,872.          | 40,917.                      | 0.                 |
| IRA BRIND<br>100 FRONT STREET, SUITE 1450<br>W CONSHOHOCKEN, PA 19428                 | TRUSTEE(FINANCE/AUDIT)<br>2.50   | 0.                | 0.                           | 0.                 |
| CRAIG CARNAROLI<br>100 FRONT STREET, SUITE 1450<br>W CONSHOHOCKEN, PA 19428           | TRUSTEE(FINANCE COMM)<br>2.50    | 0.                | 0.                           | 0.                 |
| CHRISTINE C. CONNELLY<br>100 FRONT STREET, SUITE 1450<br>W CONSHOHOCKEN, PA 19428     | TRUSTEE(NOMINATING COMM)<br>2.50 | 13,000.           | 0.                           | 0.                 |
| DANIEL T. CONNELLY<br>100 FRONT STREET, SUITE 1450<br>W CONSHOHOCKEN, PA 19428        | TRUSTEE(FINANCE COMM)<br>2.50    | 13,875.           | 0.                           | 0.                 |
| DANIELE CONNELLY<br>100 FRONT STREET, SUITE 1450<br>W CONSHOHOCKEN, PA 19428          | TRUSTEE<br>2.00                  | 13,000.           | 0.                           | 0.                 |
| JENAE F. CONNELLY<br>100 FRONT STREET, SUITE 1450<br>W CONSHOHOCKEN, PA 19428         | HISTORY COMMITTEE<br>2.00        | 1,425.            | 0.                           | 0.                 |

CONNELLY FOUNDATION

23-6296825

THOMAS S. CONNELLY  
100 FRONT STREET, SUITE 1450  
W CONSHOHOCKEN, PA 19428

TRUSTEE (HISTORY COMM)  
2.00 12,000.

0. 0.

ELEANOR DAVIS  
100 FRONT STREET, SUITE 1450  
W CONSHOHOCKEN, PA 19428

TRUSTEE (NOMINATING/COMP)  
2.00 0.

0. 0.

CELINE DELANEY  
100 FRONT STREET, SUITE 1450  
W CONSHOHOCKEN, PA 19428

TRUSTEE  
2.00 13,000.

0. 0.

THOMAS DONOVAN  
100 FRONT STREET, SUITE 1450  
W CONSHOHOCKEN, PA 19428

FINANCE COMMITTEE  
1.00 0.

0. 0.

JAMES P. GALLAGHER  
100 FRONT STREET, SUITE 1450  
W CONSHOHOCKEN, PA 19428

TRUSTEE (COMPENSATION COMM)  
2.50 0.

0. 0.

SCOTT M. JENKINS  
100 FRONT STREET, SUITE 1450  
W CONSHOHOCKEN, PA 19428

TRUSTEE (FINANCE/AUDIT)  
2.50 0.

0. 0.

AMELIA Q. RILEY  
100 FRONT STREET, SUITE 1450  
W CONSHOHOCKEN, PA 19428

TRUSTEE  
2.00 13,000.

0. 0.

BARBARA RILEY  
100 FRONT STREET, SUITE 1450  
W CONSHOHOCKEN, PA 19428

TRUSTEE (NOMINATING COMM)  
2.50 13,000.

0. 0.

THOMAS RILEY  
100 FRONT STREET, SUITE 1450  
W CONSHOHOCKEN, PA 19428

TRUSTEE (FINANCE COMM)  
2.50 13,875.

0. 0.

MARY G. DUDEN  
100 FRONT STREET, SUITE 1450  
W CONSHOHOCKEN, PA 19428

TRUSTEE (FINANCE/AUDIT)  
2.50 13,875.

0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

887,010. 169,499. 0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 15

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

---

EMILY RILEY, CONNELLY FOUNDATION  
100 FRONT STREET, SUITE 1450  
WEST CONSHOHOCKEN, PA 19428

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TELEPHONE NUMBER

---

(610) 834-3222

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FORM AND CONTENT OF APPLICATIONS

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APPLICANTS MAY USE THE DELAWARE VALLEY GRANTMAKERS APPLICATION FORM.  
GUIDELINES MAY BE DOWNLOADED AT [WWW.CONNELLYFDN.ORG](http://WWW.CONNELLYFDN.ORG).

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ANY SUBMISSION DEADLINES

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NONE

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RESTRICTIONS AND LIMITATIONS ON AWARDS

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GRANTS ARE PRIMARILY DIRECTED TO ORGANIZATIONS IN THE CITY OF PHILADELPHIA  
AND THE GREATER DELAWARE VALLEY REGION.

# Connelly Foundation Grants - 2012

5/17/2012

| Organization Name                                                                                               | Project Description                                                                                                                                                                                                                                          | Amount      | Date Paid  | Tax Status         |
|-----------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|--------------------|
| <u>CIVIC/CULTURE</u>                                                                                            |                                                                                                                                                                                                                                                              |             |            |                    |
| 1807 & Friends Chamber Music Ensemble<br>P.O. Box 2003<br>Philadelphia, PA 19103                                | CAP - 2011-2012 For 13 educational interactive presentations of "Sounds of Strings" which introduces children to sounds of 4 stringed instruments, harp and chamber music                                                                                    | \$15,300.00 | 10/27/2011 | 509 (a) (2)        |
| 1812 Productions<br>421 N. 7th Street, Ste. 218<br>Philadelphia, PA 19123                                       | For support toward the 2011-12 educational outreach program that provides 34 disabled students at Widener Memorial School & 60 at-risk students at South Philadelphia H S with actors/educators in a year-long residency that uses comedy as a teaching tool | \$10,000.00 | 9/22/2011  | 509a(1)            |
| Abraham Lincoln Foundation<br>The Union League of Philadelphia<br>140 South Broad St.<br>Philadelphia, PA 19102 | General Support - TCMG                                                                                                                                                                                                                                       | \$1,000.00  | 1/6/2011   | 501c(3)            |
| Abraham Lincoln Foundation<br>The Union League of Philadelphia<br>140 South Broad St.<br>Philadelphia, PA 19102 | General Support - TCMG                                                                                                                                                                                                                                       | \$10,000.00 | 4/7/2011   | 501c(3)            |
| Abraham Lincoln Foundation<br>The Union League of Philadelphia<br>140 South Broad St.<br>Philadelphia, PA 19102 | General Support - TCMG                                                                                                                                                                                                                                       | \$750.00    | 11/3/2011  | 501c(3)            |
| Academy of Natural Sciences<br>1900 Benjamin Franklin Parkway<br>Philadelphia, PA 19103-1195                    | CAP - 2011-2012 Support to serve 1,300 students & their chaperones to receive admission to the Academy including all permanent & special exhibits, plus one Discovery Lesson and one Special Activity (The Big Dig, Butterflies!, or Outside In)             | \$14,300.00 | 10/27/2011 | 509 (a) (2)        |
| ACPPA Community Arts Center<br>506 Haws Ave.<br>Norristown, PA 19401                                            | For general operating support to continue and expand on programs which provide access to arts programming for the residents of the greater Norristown area.                                                                                                  | \$5,000.00  | 6/2/2011   | 170 (b) (1)<br>(A) |

| Organization Name                                                                            | Project Description                                                                                                                                                                                                                                 | Amount      | Date Paid  | Tax Status         |
|----------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|--------------------|
| Acting Without Boundaries<br>c/o ESF, Inc.<br>750 East Haverford Road<br>Bryn Mawr, PA 19010 | General Support - ODG                                                                                                                                                                                                                               | \$1,000.00  | 8/18/2011  | 170 (b) (1)<br>(A) |
| African American Museum in Philadelphia<br>701 Arch Street<br>Philadelphia, PA 19106         | CAP - 2011-2012 For support of students & their chaperones to receive a guided tour of the museum with the option to partake in one of 3 interactive workshops (African Dance, Hip Hop Musicology or Mlanjeni Magical Theatre).                     | \$8,425.00  | 11/3/2011  | 170 (b) (1)<br>(A) |
| Amaryllis Theater Company<br>2030 Sansom Street<br>3rd Floor<br>Philadelphia, PA 19103       | For general operating support for this organization which produces professional theatre that highlights the work of the country's best artists with disabilities working with non-disabled artists that engage and entertain a universal audience.  | \$5,000.00  | 3/3/2011   | 501c(3)            |
| American Catholic Historical Society<br>263 South Fourth St.<br>Philadelphia, PA 19106-3819  | General Support - FDG                                                                                                                                                                                                                               | \$55.00     | 11/10/2011 | 501c(3)            |
| American Philosophical Society<br>104 South 5th Street<br>Philadelphia, PA 19106             | General Support - TCMG                                                                                                                                                                                                                              | \$1,000.00  | 10/14/2011 | 509a(1)            |
| American Swedish Historical Museum<br>1900 Pattison Ave.<br>Philadelphia, PA 19145           | For support towards educational programs for children (K-12) in addition to new programming. New programming will include a summer library program and pre & post-visit materials to enrich the field trip program                                  | \$5,000.00  | 7/21/2011  | 509 (a) (2)        |
| American Swedish Historical Museum<br>1900 Pattison Ave.<br>Philadelphia, PA 19145           | CAP - 2011-2012. For support towards providing 1,000 students in grades 4-8 with the 'New Sweden Colony', 'Vikings', and 'Orienteering' programs at the museum.                                                                                     | \$4,000.00  | 10/27/2011 | 509 (a) (2)        |
| Arden Theatre Company<br>40 N. 2nd Street<br>Philadelphia, PA 19106                          | General Support - TDG                                                                                                                                                                                                                               | \$1,000.00  | 9/6/2011   | 509 (a) (2)        |
| Arden Theatre Company<br>40 N 2nd Street<br>Philadelphia, PA 19106                           | CAP - 2011-2012 To support 1,250 student tickets to see "Charlotte's Web". Students receive a study guide prior to their visit to the theatre and a Stage Bill with activities on the day of the performance. Question and answer follows the show. | \$15,000.00 | 10/27/2011 | 509 (a) (2)        |

| Organization Name                                                                           | Project Description                                                                                                                                                                                                                                          | Amount       | Date Paid  | Tax Status         |
|---------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|------------|--------------------|
| Art Partners Studio<br>524 East Lincoln Highway<br>Coatesville, PA 19320-3499               | For general operating support to continue providing arts programs to residents of the city of Coatesville and the surrounding townships.                                                                                                                     | \$7,500.00   | 10/14/2011 | 170 (b) (1)<br>(A) |
| Art Sanctuary<br>628 South 16th Street<br>Philadelphia, PA 19146                            | For support towards implementing arts education programming to underserved and challenged children and youth in Philadelphia                                                                                                                                 | \$10,000.00  | 12/1/2011  | 501c(3)            |
| Artistas y Musicos Latino Americanos<br>4261 N. 5th St., 2nd Flr.<br>Philadelphia, PA 19140 | CAP - 2011-2012. For 9 performances of 'Roots of Puerto Rican Music', "Roots of Latin Jazz" or "Roots of Afro-Brazilian Music & Dance" performances highlighting contributions of the Taino Indians, the Spanish & Africans to Puerto Rican music & culture  | \$10,125.00  | 10/27/2011 | 170 (b) (1)<br>(A) |
| ArtReach, Inc.<br>1819 JFK Blvd., Suite 200<br>Philadelphia, PA 19103                       | For general operating support over 2 yrs (2011 (\$5,000) and 2012 (\$5,000) towards the Art-Reach Core Programs which provide supplemental arts education for underserved audiences                                                                          | \$10,000.00  | 1/28/2011  | 170 (b) (1)<br>(A) |
| Asian American Women's Coalition<br>301-305 N. 9th Street<br>Philadelphia, PA 19107         | General Support - FDG                                                                                                                                                                                                                                        | \$875.00     | 2/3/2011   | 501c(3)            |
| Ayuda Community Center<br>4400 N Marshall St.<br>Philadelphia, PA 19140-2326                | For support towards the 'Orange Korner Community Aris Program' which provides enrichment experiences through youth art courses, monthly adult art workshops and annual community art projects.                                                               | \$5,000.00   | 8/18/2011  | 509a(1)            |
| Barnes Foundation<br>230 North 21st St., 1st Floor East<br>Philadelphia, PA 19103           | For capital support toward the construction of a new facility in Philadelphia for the Barnes Art Collection.                                                                                                                                                 | \$500,000.00 | 12/8/2011  | 501c(3)            |
| Blooming Grove Historical Society<br>138 Waltz Av.<br>Williamsport, PA 17701                | General Support - OCMG                                                                                                                                                                                                                                       | \$1,000.00   | 1/20/2011  | 501c(3)            |
| Bryn Mawr Film Institute<br>824 W. Lancaster Avenue<br>PO Box 1058<br>Bryn Mawr, PA 19010   | For capital support towards the Theater Three Challenge Campaign to raise funds to convert 2 theaters to 3, upgrade fire protection, HVAC systems & the restrooms, as well as begin an endowment to enhance education program & support facility maintenance | \$50,000.00  | 3/24/2011  | 509a(1)            |

| Organization Name                                                                           | Project Description                                                                                                                                                                                                                                   | Amount      | Date Paid  | Tax Status         |
|---------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|--------------------|
| Bryn Mawr Film Institute<br>824 W. Lancaster Avenue<br>PO Box 1058<br>Bryn Mawr, PA 19010   | General Support - TCMG                                                                                                                                                                                                                                | \$3,360.00  | 9/6/2011   | 509a(1)            |
| Chester Children's Chorus<br>Swarthmore College<br>500 College Ave.<br>Swarthmore, PA 19081 | For general operating support for the 2011-12 and 2012-13 school years towards the continuation of children's education and chorus programs                                                                                                           | \$8,000.00  | 12/8/2011  | 170 (b) (1)<br>(A) |
| Chestnut Brass Company<br>1713 Spruce St. #3F<br>Philadelphia, PA 19103                     | CAP - 2011-2012 For 9 (7 assemblies + 2 double assemblies) educational presentations of "Hot Air, The Story of Brass Instruments" introducing school children to brass instruments from their evolution to the present day.                           | \$9,000.00  | 10/27/2011 | 509 (a) (2)        |
| The Clay Studio<br>139 North Second Street<br>Philadelphia, PA 19106                        | For support over 2 yrs (2011 and 2012) towards the Claymobile Community Outreach program which promotes broad access to the ceramic arts to low income and minority K-12 students.                                                                    | \$20,000.00 | 1/28/2011  | 170 (b) (1)<br>(A) |
| The Clay Studio<br>139 North Second Street<br>Philadelphia, PA 19106                        | CAP - 2011-2012 For a 6 week residency program providing a mobile clay classroom to elementary students. Classes are designed to align with the needs of individual schools and can be incorporated with social studies and earth science curriculums | \$9,600.00  | 10/27/2011 | 170 (b) (1)<br>(A) |
| Community Music School<br>775 West Main Street<br>Trappe, PA 19426                          | For general operating support over 2 years (2011-12 & 2012-13) to continue offering affordable music introduction to all people and to provide performance opportunities that contribute to the cultural life of the community                        | \$20,000.00 | 5/26/2011  | 170 (b) (1)<br>(A) |
| Conshohocken Fire Company No. 2<br>819 Fayette St.<br>Conshohocken, PA 19428                | General Support - SDG                                                                                                                                                                                                                                 | \$250.00    | 6/9/2011   | 501c(3)            |
| Conshohocken Free Library<br>301 Fayette Street<br>Conshohocken, PA 19428                   | General Support - SDG                                                                                                                                                                                                                                 | \$250.00    | 6/9/2011   | Other              |
| Curtis Institute of Music<br>1726 Locust Street<br>Philadelphia, PA 19103                   | General Support - TCMG                                                                                                                                                                                                                                | \$5,000.00  | 5/26/2011  | 501c(3)            |

| Organization Name                                                                                           | Project Description                                                                                                                                                                                                                                           | Amount      | Date Paid  | Tax Status         |
|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|--------------------|
| Curtis Institute of Music<br>1726 Locust Street<br>Philadelphia, PA 19103                                   | General Support - TCMG                                                                                                                                                                                                                                        | \$5,000.00  | 9/6/2011   | 501c(3)            |
| Eastern Montgomery Cultural Enhancement<br>Endeavor<br>313 Lower State Rd.<br>North Wales, PA 19454-1307    | For support towards ticket costs for underprivileged students K-12 to attend curriculum-related live theatrical performances at the Keswick Theatre                                                                                                           | -\$815.00   | 9/15/2011  | 170 (b) (1)<br>(A) |
| Epiphany of Our Lord School<br>1248 Jackson St.<br>Philadelphia, PA 19148                                   | To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year.                                                                                          | \$1,440.00  | 10/20/2011 | 501c(3)            |
| Fidler Square Improvement Association, Inc.<br>400 S. Croskey St.<br>Philadelphia, PA 19146                 | General Support - TDG                                                                                                                                                                                                                                         | \$500.00    | 8/11/2011  | 501c(3)            |
| Franklin Institute Science Museum<br>222 N. 20th St.<br>Philadelphia, PA 19103-1194                         | General Support - TDG                                                                                                                                                                                                                                         | \$1,000.00  | 7/28/2011  | 170 (b) (1)<br>(A) |
| Franklin Institute Science Museum<br>222 N. 20th St.<br>Philadelphia, PA 19103-1194                         | CAP - 2011-2012 Support for 10 Traveling Science Shows (Hot & Cold, Chemistry, Weather, Human Body, Motion & Machines, Electricity, Scientific Method, Energy, Flight, and Life in Space) and travel fees for Catholic Elementary Schools                     | \$7,085.00  | 10/27/2011 | 170 (b) (1)<br>(A) |
| Freedoms Foundation at Valley Forge<br>1601 Valley Forge Rd.<br>P.O. Box 706<br>Valley Forge, PA 19482-0706 | For support towards the Service Learning in Public Policy program, targeted at Connelly scholarship high school students to participate in a 6 day residential program that introduces them to issue advocacy & the citizen's ability to affect public policy | \$15,000.00 | 6/2/2011   | 170 (b) (1)<br>(A) |
| Freedoms Foundation at Valley Forge<br>1601 Valley Forge Rd.<br>P.O. Box 706<br>Valley Forge, PA 19482-0706 | CAP - 2011-2012 Support for Colonial Philadelphia Tours for 900 students. Students will visit America's most historic square mile including Carpenter's Hall, Independence Hall, Congress Hall, The Liberty Bell and The National Constitution Center.        | \$18,075.00 | 10/27/2011 | 170 (b) (1)<br>(A) |
| Friends of Seger Park Playground<br>925 Latimer Street<br>Philadelphia, PA 19107                            | For capital support towards Seger Park Playground Improvements to establish a venue that will beautify and improve the quality of life for area residents                                                                                                     | \$10,000.00 | 6/16/2011  | 170 (b) (1)<br>(A) |

| Organization Name                                                                                                    | Project Description                                                                                                                                                                                                                                         | Amount      | Date Paid  | Tax Status         |
|----------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|--------------------|
| Friends of Seger Park Playground<br>925 Latimer Street<br>Philadelphia, PA 19107                                     | General Support - TDG                                                                                                                                                                                                                                       | \$1,000.00  | 7/28/2011  | 170 (b) (1)<br>(A) |
| Historic Bartram's Garden<br>54th St. & Lindbergh Blvd.<br>Philadelphia, PA 19143                                    | General Support - TCMG                                                                                                                                                                                                                                      | \$1,500.00  | 8/25/2011  | 509a(1)            |
| Historic Bartram's Garden<br>54th St. & Lindbergh Blvd.<br>Philadelphia, PA 19143                                    | CAP - 2011-2012 Support for 800 students to participate in hands-on education lessons & receive a tour of the house and garden Lesson topics include botanical observation, ecosystems, wildlife habitats & traditional Colonial American Farming practices | \$11,528.00 | 10/27/2011 | 509a(1)            |
| Holy Cross School<br>144 E. Mt Airy Avenue<br>Philadelphia, PA 19119                                                 | To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year.                                                                                        | \$1,080.00  | 10/20/2011 | 501c(3)            |
| Immaculate Heart of Mary School<br>815 Cathedral Road<br>Philadelphia, PA 19128                                      | To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year.                                                                                        | \$2,160.00  | 10/20/2011 | 501c(3)            |
| Incarnation of Our Lord School<br>425 W Lindley Avenue<br>Philadelphia, PA 19120                                     | To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year                                                                                         | \$1,620.00  | 10/20/2011 | 501c(3)            |
| Independence Seaport Museum<br>Penn's Landing at<br>211 S Columbus Blvd. & Walnut St.<br>Philadelphia, PA 19106-3199 | General Support - SDG                                                                                                                                                                                                                                       | \$2,000.00  | 7/14/2011  | 509a(1)            |
| International House of Philadelphia<br>3701 Chestnut Street<br>Philadelphia, PA 19104                                | General Support - OCMG                                                                                                                                                                                                                                      | \$6,000.00  | 8/11/2011  | 509a(1)            |
| Main Line Animal Rescue<br>P.O. Box 89<br>Chester Springs, PA 19425                                                  | General Support                                                                                                                                                                                                                                             | \$500.00    | 8/25/2011  | 501c(3)            |

| Organization Name                                                                              | Project Description                                                                                                                                                                                                                                     | Amount       | Date Paid  | Tax Status         |
|------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|------------|--------------------|
| Main Line Animal Rescue<br>P.O. Box 89<br>Chester Springs, PA 19425                            | General Support - SDG                                                                                                                                                                                                                                   | \$150.00     | 9/6/2011   | 501c(3)            |
| Main Line Art Center<br>746 Panmure Rd.<br>Haverford, PA 19041                                 | General Support - FDG                                                                                                                                                                                                                                   | \$430.00     | 3/17/2011  | 501c(3)            |
| Main Line Art Center<br>746 Panmure Rd.<br>Haverford, PA 19041                                 | General Support - TDG                                                                                                                                                                                                                                   | \$3,000.00   | 7/28/2011  | 501c(3)            |
| Mann Center for the Performing Arts<br>123 S. Broad St., Suite 1930<br>Philadelphia, PA 19109  | Support towards the 'Access the Arts' Education Programs for Young People which provides performing arts engagement & education for over 50,000 young people in the greater Philadelphia metro region each year.                                        | \$100,000.00 | 6/23/2011  | 509a(1)            |
| Mann Center for the Performing Arts<br>123 S. Broad St., Suite 1930<br>Philadelphia, PA 19109  | General Support - TDG                                                                                                                                                                                                                                   | \$500.00     | 7/28/2011  | 509a(1)            |
| Mary, Mother of Peace Area Catholic School<br>64th St and Buist Ave.<br>Philadelphia, PA 19142 | To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year                                                                                     | \$1,620.00   | 10/20/2011 | 501c(3)            |
| Maternity B.V.M. Church and School<br>9322 Bustleton Avenue<br>Philadelphia, PA 19115          | To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year                                                                                     | \$2,880.00   | 10/20/2011 | 501c(3)            |
| Musicopia<br>2001 Market St., Suite 3100<br>Philadelphia, PA 19103-7080                        | CAP - 2011-2012 For a residency program to include an initial school assembly followed by series of 8 workshops with a core of 25-30 students. The project culminates with another school assembly where the students perform with the teaching artists | \$12,200.00  | 10/27/2011 | 170 (b) (1)<br>(A) |
| National Constitution Center<br>525 Arch Street<br>Independence Mall<br>Philadelphia, PA 19106 | For support over two years (2011 and 2012) towards the 'Living News' program, a live, interactive theatrical performance specifically designed to convey the Constitution's relevance to students and young people                                      | \$25,000.00  | 2/17/2011  | 170 (b) (1)<br>(A) |

| Organization Name                                                                              | Project Description                                                                                                                                                                                                                                         | Amount       | Date Paid  | Tax Status         |
|------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|------------|--------------------|
| National Constitution Center<br>525 Arch Street<br>Independence Mall<br>Philadelphia, PA 19106 | General Support - TDG                                                                                                                                                                                                                                       | \$500.00     | 7/28/2011  | 170 (b) (1)<br>(A) |
| National Liberty Museum<br>321 Chestnut Street<br>Philadelphia, PA 19106-2779                  | CAP - 2011-2012. Support to serve 1,200 students and their chaperones, tour themes include "Voyage to Liberty through Faith," "Heroes of Liberty from Around the World," "Coming to America" and "From Conflict to Harmony"                                 | \$13,680.00  | 10/27/2011 | 509a(1)            |
| New Jersey Audubon Society<br>9 Hardscrabble Road<br>P.O. Box 1693<br>Bernardsville, NJ 07924  | General Support - TDG                                                                                                                                                                                                                                       | \$500.00     | 8/25/2011  | 501c(3)            |
| Our Lady of Consolation School<br>4816 Princeton Ave.<br>Philadelphia, PA 19135                | To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year                                                                                         | \$1,080.00   | 10/20/2011 | 501c(3)            |
| Our Lady of Lourdes School<br>6315 Lancaster Avenue<br>Philadelphia, PA 19151                  | To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year                                                                                         | \$1,440.00   | 10/20/2011 | 501c(3)            |
| Our Lady of Mount Carmel School<br>2329 South Third Street<br>Philadelphia, PA 19148           | To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year                                                                                         | \$1,080.00   | 10/20/2011 | 501c(3)            |
| Our Lady of Ransom School<br>6740 Roosevelt Blvd.<br>Philadelphia, PA 19149                    | To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year.                                                                                        | \$1,260.00   | 10/20/2011 | 501c(3)            |
| Our Mother of Consolation School<br>17 East Chestnut Hill Avenue<br>Philadelphia, PA 19118     | To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year.                                                                                        | \$1,080.00   | 10/20/2011 | 501c(3)            |
| Partners for Sacred Places<br>1700 Sansom Street<br>10th Floor<br>Philadelphia, PA 19103       | For support over 1 year towards the Visual and Performing Arts in Sacred Places program to help arts organizations & congregations establish strong, long-term, sustainable & mutually beneficial space sharing relationships in Philadelphia neighborhoods | \$125,000.00 | 6/23/2011  | 509a(1)            |

| Organization Name                                                                                           | Project Description                                                                                                                                                                                                                                            | Amount       | Date Paid | Tax Status         |
|-------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|-----------|--------------------|
| University of Pennsylvania - Penn Museum<br>3260 South Street<br>Philadelphia, PA 19104-6324                | For support towards an initiative to offer free class trips & supporting educational programs for underserved parochial school children in 2011                                                                                                                | \$5,000.00   | 3/10/2011 | 170 (b) (1)<br>(A) |
| Pennsylvania Ballet<br>1819 JFK Boulevard<br>Suite 210<br>Philadelphia, PA 19103                            | For capital support towards construction of a new dance center on the Avenue of the Arts which will enable the Ballet to establish a pre-professional school, expand outreach & education programs for school children & create a more efficient organization. | \$150,000.00 | 6/23/2011 | 501c(3)            |
| The Pennsylvania Horticultural Society<br>100 N. 20th St., 5th floor<br>Philadelphia, PA 19103-1495         | General Support - TDG                                                                                                                                                                                                                                          | \$500.00     | 7/28/2011 | 509 (a) (2)        |
| PA Performing Arts for Young Audiences<br>2200 Ben Franklin Parkway, Suite S-1112<br>Philadelphia, PA 19130 | General operating support to produce high-quality theatre for young audiences, presenting national/international touring companies with work for youth & their families, & engaging & educating young people in & through live performing arts                 | \$5,000.00   | 4/28/2011 | 501c(3)            |
| Philadanco<br>9 North Preston Street<br>Philadanco Way<br>Philadelphia, PA 19104-2210                       | For support towards the 2011 Instruction and Training Program which provides dance instruction to aspiring dancers in the Greater Philadelphia region and surrounding communities                                                                              | \$10,000.00  | 1/6/2011  | 509 (a) (2)        |
| Philadelphia Animal Welfare Society<br>100 N 2nd St.<br>Philadelphia, PA 19106                              | General Support - SDG                                                                                                                                                                                                                                          | \$200.00     | 9/6/2011  | 501c(3)            |
| Philadelphia Art Alliance<br>251 South Eighteenth Street<br>Philadelphia, PA 19103-6168                     | General Support - FDG                                                                                                                                                                                                                                          | \$1,000.00   | 3/17/2011 | 501c(3)            |
| Philadelphia Boys Choir & Chorale<br>The Embassy<br>225 North 32nd Street<br>Philadelphia, PA 19104         | For support towards scholarship assistance during the 2010-2011 season to allow boys to participate in the Choir's performance based music education programs                                                                                                  | \$5,000.00   | 7/28/2011 | 509 (a) (2)        |
| Philadelphia Chamber Music Society<br>1616 Walnut Street, Suite 1600<br>Philadelphia, PA 19103              | For support towards the Collaborative Community Outreach Program, a wide ranging effort to educate, inspire and involve the community by making the Society's programs widely available to new audiences and better serve existing platforms.                  | \$5,000.00   | 12/1/2011 | 509 (a) (2)        |

| Organization Name                                                                                              | Project Description                                                                                                                                                                                                                                           | Amount      | Date Paid  | Tax Status  |
|----------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|-------------|
| Philadelphia Community Arts Network<br>5245 Ridge Ave.<br>Philadelphia, PA 19128                               | For general operating support over 2 years (\$4,000 for 2011 and \$4,000 for 2012) to continue providing and expanding art/music education programs to low-middle income neighborhoods in Philadelphia by expanding outreach to parochial and public schools. | \$8,000.00  | 3/10/2011  | 509a(1)     |
| Philadelphia Mural Arts Advocates<br>Thomas Eakins House<br>1729-29 Mount Vernon St.<br>Philadelphia, PA 19130 | General Support - TDG                                                                                                                                                                                                                                         | \$1,000.00  | 7/28/2011  | 509 (a) (2) |
| Philadelphia Museum of Art<br>PO Box 7646<br>Philadelphia, PA 19101-7646                                       | General Support - OCMG                                                                                                                                                                                                                                        | \$3,000.00  | 2/24/2011  | 509a(1)     |
| Philadelphia Museum of Art<br>PO Box 7646<br>Philadelphia, PA 19101-7646                                       | For support towards the community outreach and educational programming in conjunction with the upcoming 'Rembrandt and the Face of Jesus' exhibit. Programming will include guided tours, gallery talks, lectures, and school & teacher programs              | \$50,000.00 | 8/4/2011   | 509a(1)     |
| Philadelphia Museum of Art<br>PO Box 7646<br>Philadelphia, PA 19101-7646                                       | CAP - 2011-2012. For support to bring 1,250 students to the museum for lessons taught by museum educators. Each lesson will last 1 5 hours and focus on one of the four themes that resonate with the Catholic School curriculum                              | \$6,500.00  | 10/27/2011 | 509a(1)     |
| Philadelphia Orchestra<br>260 S. Broad St., 16th Floor<br>Philadelphia, PA 19102-4297                          | General Support - TDG                                                                                                                                                                                                                                         | \$500.00    | 7/28/2011  | 509 (a) (2) |
| Philadelphia Orchestra<br>260 S. Broad St., 16th Floor<br>Philadelphia, PA 19102-4297                          | CAP - 2011-2012. To provide tickets for 1,300 students & 130 chaperones to attend a Philadelphia Orchestra School performance Possible themes this year includes 'Elements of the Earth A Musical Discovery' combining earth sciences with classical music    | \$11,440.00 | 10/27/2011 | 509 (a) (2) |
| Philadelphia Photo Arts Center<br>1400 N American Street, Suite 103<br>Philadelphia, PA 19122                  | To support the PPAC's educational outreach programs - Teen Photo that is offered weekly afterschool for at risk teens as well as monthly workshops for families with young children who want to explore the arts together through the Family Looking program  | \$5,000.00  | 10/6/2011  | 501c(3)     |

| Organization Name                                                                                             | Project Description                                                                                                                                                                                                                               | Amount      | Date Paid  | Tax Status         |
|---------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|--------------------|
| Philadelphia's Magic Gardens<br>1020 South Street<br>Philadelphia, PA 19147                                   | General Support - TDG                                                                                                                                                                                                                             | \$1,000.00  | 7/28/2011  | 501c(3)            |
| Please Touch Museum<br>Memorial Hall, Fairmount Park<br>4231 Avenue of the Republic<br>Philadelphia, PA 19131 | For general operating support for this Museum, its operations and programming to continue to enrich the lives of children by creating learning opportunities through play.                                                                        | \$30,000.00 | 7/28/2011  | 170 (b) (1)<br>(A) |
| Plymouth Whitemarsh Band Boosters<br>401 Plymouth Rd., Suite 200<br>Plymouth Meeting, PA 19462                | General Support - ODG                                                                                                                                                                                                                             | \$500.00    | 6/23/2011  | 501c(3)            |
| Radnor Memorial Library<br>114 West Wayne Av.<br>Wayne, PA 19087                                              | General Support - OCMG                                                                                                                                                                                                                            | \$1,500.00  | 3/10/2011  | 501c(3)            |
| Resurrection of Our Lord School<br>2020 Shelmire Street<br>Philadelphia, PA 19152                             | To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year.                                                                              | \$2,520.00  | 10/20/2011 | 501c(3)            |
| Riverbend Environmental Education Center<br>1950 Spring Mill Road<br>Gladwyne, PA 19035                       | General Support - TCMG                                                                                                                                                                                                                            | \$1,050.00  | 10/14/2011 | 170 (b) (1)<br>(A) |
| The Rock School for Dance Education<br>1101 S. Broad St.<br>Philadelphia, PA 19147-4410                       | CAP - 2011-2012 Support towards the RockReach program which will provide an 8 week residency for grades K-6 to receive dance classes and attend a performance of The Nutcracker Children will be provided a constructive and goal-oriented outlet | \$7,359.00  | 10/27/2011 | 170 (b) (1)<br>(A) |
| Rosenbach Museum & Library<br>2008-2010 DeLancey Place<br>Philadelphia, PA 19103                              | For support towards the 'Bring it Home' campaign to conserve, install, and interpret the newly discovered Chertoff Mural by Maurice Sendak.                                                                                                       | \$25,000.00 | 2/10/2011  | 501c(3)            |
| Schuylkill River Development Council<br>2314 South Street<br>Philadelphia, PA 19146                           | General Support - TDG                                                                                                                                                                                                                             | \$1,000.00  | 9/6/2011   | 501c(3)            |

| Organization Name                                                                         | Project Description                                                                                                                                                                                              | Amount     | Date Paid  | Tax Status |
|-------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------|------------|
| Smith Memorial Playground and Playhouse<br>East Fairmount Park<br>Philadelphia, PA 19121  | <i>For general operating support to continue providing children 10 and under from diverse backgrounds with free and accessible play experiences that meet their physical, behavioral and developmental needs</i> | \$5,000.00 | 6/9/2011   | 501c(3)    |
| St. Bridget School<br>3636 Stanton Ave.<br>Philadelphia, PA 19129                         | <i>To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year.</i>                                      | \$1,080.00 | 10/20/2011 | 501c(3)    |
| St. Cecilia School<br>525 Rhawn Street<br>Philadelphia, PA 19111                          | <i>To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year.</i>                                      | \$3,600.00 | 10/20/2011 | 501c(3)    |
| St. Donato School<br>405 North 65th Street<br>Philadelphia, PA 19151                      | <i>To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year.</i>                                      | \$1,260.00 | 10/20/2011 | 501c(3)    |
| St. Francis Xavier School<br>24th & Wallace Streets<br>Philadelphia, PA 19130             | <i>To support the acquisition of transportation for parish elementary school students to attend Connelly Access program field trips during the 2011-2012 academic year.</i>                                      | \$1,080.00 | 10/24/2011 | 501c(3)    |
| St. Gabriel School<br>2917 Dickinson Street<br>Philadelphia, PA 19146                     | <i>To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year.</i>                                      | \$900.00   | 10/20/2011 | 501c(3)    |
| St. George School<br>2700 East Venango Street<br>Philadelphia, PA 19134                   | <i>To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year.</i>                                      | \$1,260.00 | 10/20/2011 | 501c(3)    |
| St. Malachy School<br>1419 N. 11th St.<br>Philadelphia, PA 19122                          | <i>To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year.</i>                                      | \$1,440.00 | 10/20/2011 | 501c(3)    |
| St. Martin de Porres School<br>2300 West Lehigh Avenue<br>Philadelphia, PA 19132          | <i>To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year.</i>                                      | \$1,980.00 | 10/20/2011 | 501c(3)    |
| St. Martin of Tours School<br>Roosevelt Blvd. and Sanger Street<br>Philadelphia, PA 19124 | <i>To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year.</i>                                      | \$3,060.00 | 10/20/2011 | 501c(3)    |

| Organization Name                                                                | Project Description                                                                                                                                                                                                                                             | Amount      | Date Paid  | Tax Status  |
|----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|-------------|
| St. Matthew Church and School<br>3040 Cottman Avenue<br>Philadelphia, PA 19149   | To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year                                                                                             | \$4,320.00  | 10/20/2011 | 501c(3)     |
| St. Monica School<br>1714 Ritner Street<br>Philadelphia, PA 19145                | To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year                                                                                             | \$2,340.00  | 10/20/2011 | 501c(3)     |
| St. Raymond of Penafort School<br>7940 Williams Avenue<br>Philadelphia, PA 19150 | To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year                                                                                             | \$1,440.00  | 10/20/2011 | 501c(3)     |
| St. Thomas Aquinas School<br>18th and Morris St.<br>Philadelphia, PA 19145       | To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year.                                                                                            | \$1,080.00  | 10/20/2011 | 501c(3)     |
| St. Veronica School<br>3521 North 6th Street<br>Philadelphia, PA 19140           | To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year.                                                                                            | \$1,080.00  | 10/20/2011 | 501c(3)     |
| Storybook Musical Theatre<br>P.O. Box 473<br>Abington, PA 19001                  | For support towards the Page to Stage Education Outreach Program at two Parochial schools in Bucks or Montgomery Counties. The program encourages/assists children to better develop reading, writing, & oral presentation skills via theatrical arts.          | \$5,500.00  | 7/21/2011  | 509 (a) (2) |
| Symphony In C<br>One Market Street, Suite 1C<br>Camden, NJ 08102                 | To support Music Matters an educational outreach program in Camden, includes inschool Classroom Symphony performances, Summer Symphony Camp, School Concerts, After-School String Academy & After-School Instrumental Classes at 5 Catholic Partnership Schools | \$20,000.00 | 6/23/2011  | 509 (a) (2) |
| Taller Puertorriqueno, Inc.<br>2721 North 5th Street<br>Philadelphia, PA 19133   | For support towards the 'New Frameworks for Increased Engagement and Participation' program which offers art education experiences to at risk inner city children and youth utilizing the power of arts and culture to transform their lives                    | \$15,000.00 | 8/18/2011  | 509a(1)     |

| Organization Name                                                                                                       | Project Description                                                                                                                                                                                                                                   | Amount     | Date Paid  | Tax Status         |
|-------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------|--------------------|
| Theatre Horizon<br>401 DeKalb St.<br>Norristown, PA 19401                                                               | For Support toward the 2011-12 educational outreach programming including an After School Drama Club at Gortals Elem School, summer drama camp and the Autism Drama Outreach Program                                                                  | \$5,000.00 | 9/22/2011  | 170 (b) (1)<br>(A) |
| University City District<br>3940 Chestnut St.<br>Philadelphia, PA 19104                                                 | General Support - TCMG                                                                                                                                                                                                                                | \$3,000.00 | 8/11/2011  | 170 (b) (1)<br>(A) |
| University City District<br>3940 Chestnut St.<br>Philadelphia, PA 19104                                                 | General Support - TCMG                                                                                                                                                                                                                                | \$7,401.00 | 11/3/2011  | 170 (b) (1)<br>(A) |
| University of Pennsylvania - Arthur Ross Gallery<br>Box 5<br>College Hall<br>Philadelphia, PA 19104-6303                | Support toward educational outreach programming - Engaging Minds Through Art - for the Fall exhibition American Odyssey The Warner Collection of American Art that features 63 paintings/watercolors that chronicle the American experience 1799-1971 | \$5,000.00 | 9/15/2011  | 170 (b) (1)<br>(A) |
| University of Pennsylvania - Annenberg Center for the Performing Arts<br>3680 Walnut St.<br>Philadelphia, PA 19104-6219 | For support towards subsidizing the cost of tickets and busing to enable students in local Catholic schools to attend the 27th Annual Philadelphia International Children's Festival                                                                  | \$5,000.00 | 2/24/2011  | 509a(1)            |
| Visitation B.V.M. School<br>300 E. Lehigh Avenue<br>Philadelphia, PA 19125                                              | To support the acquisition of transportation for parish elementary school students to attend Connelly Access Program field trips during the 2011-2012 academic year.                                                                                  | \$2,160.00 | 10/20/2011 | 501c(3)            |
| Walnut Street Theatre<br>825 Walnut St<br>Philadelphia, PA 19107-5195                                                   | CAP - 2011-2012. For support towards 12 performances of the play 'Go Green' for grades K-8. The play explores climate change, air pollution and garbage accumulation in a fast-paced and interactive show                                             | \$4,500.00 | 10/27/2011 | 509 (a) (2)        |
| The Wharton Esherick Museum<br>P.O. Box 595<br>Paoli, PA 19301-0595                                                     | General Support - OCMG                                                                                                                                                                                                                                | \$1,500.00 | 2/24/2011  | 501c(3)            |
| Wilma Theater<br>265 South Broad Street<br>Philadelphia, PA 19107-5659                                                  | For support over 2 years towards the Education and Community outreach programs which bring the arts to young audiences while fostering the next generation of educated art patrons                                                                    | \$7,500.00 | 6/16/2011  | 170 (b) (1)<br>(A) |

| Organization Name                                                                                | Project Description                                                                                                                                                                                                                                                      | Amount         | Date Paid | Tax Status         |
|--------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|-----------|--------------------|
| Woodmere Art Museum<br>9201 Germantown Avenue<br>Philadelphia, PA 19118                          | <i>For capital support towards replacing the flat portions of Woodmere's roof and problematic integrated ductwork which has caused leaks in several areas. The outdated air handler will also be replaced</i>                                                            | \$50,000.00    | 6/9/2011  | 509 (a) (2)        |
| Young Audiences of Eastern Pennsylvania<br>1616 Walnut St., Suite 1800<br>Philadelphia, PA 19103 | <i>For general operating support to continue providing and expanding arts education programming in 5 county Philadelphia schools as well as to provide a 10% discount to inner city schools.</i>                                                                         | \$5,000.00     | 6/23/2011 | 170 (b) (1)<br>(A) |
|                                                                                                  | Total CIVIC/CULTURE (125 items)                                                                                                                                                                                                                                          | \$1,647,413.00 |           |                    |
| <b>EDUCATION</b>                                                                                 |                                                                                                                                                                                                                                                                          |                |           |                    |
| Academy of Notre Dame de Namur<br>560 Sproul Road<br>Villanova, PA 19085                         | General Support - TCMG                                                                                                                                                                                                                                                   | \$6,000.00     | 8/11/2011 | 501c(3)            |
| Academy of Notre Dame de Namur<br>560 Sproul Road<br>Villanova, PA 19085                         | General Support - TDG                                                                                                                                                                                                                                                    | \$1,000.00     | 8/11/2011 | 501c(3)            |
| ACLAMO<br>512 W. Marshall St.<br>Norristown, PA 19401                                            | <i>For support (2 yrs - 2011-12/2012-13) toward ESL Family Literacy Program for 20 spanish-speaking pre schoolers &amp; parents to prepare children &amp; parents to enter &amp; succeed in public school by helping them acquire English/encourage reading together</i> | \$20,000.00    | 5/26/2011 | 170 (b) (1)<br>(A) |
| The Agnes Irwin School<br>Ithan Avenue and Conestoga Road<br>Rosemont, PA 19010                  | General Support - OCMG                                                                                                                                                                                                                                                   | \$1,500.00     | 2/24/2011 | 501c(3)            |
| The Agnes Irwin School<br>Ithan Avenue and Conestoga Road<br>Rosemont, PA 19010                  | General Support - TDG                                                                                                                                                                                                                                                    | \$1,000.00     | 9/6/2011  | 501c(3)            |
| Archbishop John Carroll High School<br>211 Matson Ford Rd.<br>Radnor, PA 19087-4590              | General Support - FDG                                                                                                                                                                                                                                                    | \$1,000.00     | 7/28/2011 | 501c(3)            |
| Archbishop Ryan High School<br>11201 Academy Road<br>Philadelphia, PA 19154-3397                 | General Support - FDG                                                                                                                                                                                                                                                    | \$1,500.00     | 7/28/2011 | 501c(3)            |

| Organization Name                                                                                                                   | Project Description                                                                                                                                 | Amount       | Date Paid  | Tax Status |
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| Archbishop Ryan High School<br>11201 Academy Road<br>Philadelphia, PA 19154-3397                                                    | General Support                                                                                                                                     | \$1,000.00   | 12/1/2011  | 501c(3)    |
| Archbishop Wood High School<br>655 York Road<br>Warrminster, PA 18974                                                               | Summer Scholarship Program                                                                                                                          | \$250.00     | 6/2/2011   | 501c(3)    |
| Archdiocese of Philadelphia - Josephine C.<br>Connelly Achievement Awards<br>222 North Seventeenth Street<br>Philadelphia, PA 19103 | JCC Achievement Awards - 2010-2011                                                                                                                  | \$481,578.50 | 2/24/2011  | 501c(3)    |
| Archdiocese of Philadelphia - Josephine C.<br>Connelly Achievement Awards<br>222 North Seventeenth Street<br>Philadelphia, PA 19103 | JCC Achievement Awards - 2011-2012                                                                                                                  | \$355,000.00 | 12/15/2011 | 501c(3)    |
| Archdiocese of Philadelphia - Josephine C.<br>Connelly Achievement Awards<br>222 North Seventeenth Street<br>Philadelphia, PA 19103 | JCC Achievement Awards - 2011-2012                                                                                                                  | \$750,000.00 | 9/1/2011   | 501c(3)    |
| Archdiocese of Philadelphia - Neumann<br>Scholars Program<br>222 North Seventeenth Street<br>Philadelphia, PA 19103                 | Neumann Scholarships - 2010-11                                                                                                                      | \$481,578.50 | 2/24/2011  | 501c(3)    |
| Archdiocese of Philadelphia - Office of Catholic<br>Education<br>222 North Seventeenth Street<br>Philadelphia, PA 19103-1299        | General Support - FDG                                                                                                                               | \$700.00     | 1/13/2011  | 501c(3)    |
| Archdiocese of Philadelphia - Office of Catholic<br>Education<br>222 North Seventeenth Street<br>Philadelphia, PA 19103-1299        | For support towards the Principals' Leadership Academy 2011<br>which will focus on daily use of technology and 21st century<br>instructional reform | \$15,000.00  | 4/14/2011  | 501c(3)    |

| Organization Name                                                                                                         | Project Description                                                                                                                                                                                                                                                             | Amount      | Date Paid  | Tax Status         |
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| Archdiocese of Philadelphia - Office of Catholic Education<br>222 North Seventeenth Street<br>Philadelphia, PA 19103-1299 | <i>PACT Summer Technology Academy</i>                                                                                                                                                                                                                                           | \$91,233.78 | 7/21/2011  | 501c(3)            |
| Arts and Spirituality Center<br>3723 Chestnut St.<br>Philadelphia, PA 19104                                               | <i>For support towards the We the Poets program for four private school partners from 2011-2012. The program takes place on a weekly basis through the school year engaging students' literacy skills, self-reflection, and soulful expression</i>                              | \$6,000.00  | 8/25/2011  | 170 (b) (1)<br>(A) |
| Arts in Schools Collaborative<br>Dancing Classrooms Philly<br>PO Box 2638<br>Bala Cynwyd, PA 19004                        | <i>For scholarship support for Catholic schools &amp; general operating support for 'Dancing Classrooms Philly' (ballroom dancing program) for Phila. schools that helps improve the learning environment &amp; promotes the lifelong benefits of health &amp; self-esteem.</i> | \$40,000.00 | 11/17/2011 | 170 (b) (1)<br>(A) |
| Assumption of the Blessed Virgin Mary School<br>290 State Road<br>West Grove, PA 19390                                    | <i>Idea Incubator - 2011</i>                                                                                                                                                                                                                                                    | \$500.00    | 5/13/2011  | 501c(3)            |
| Assumption of the Blessed Virgin Mary School<br>290 State Road<br>West Grove, PA 19390                                    | <i>PACT - 2011 Honors Math &amp; Spanish instruction via technology - 2011</i>                                                                                                                                                                                                  | \$20,307.00 | 9/12/2011  | 501c(3)            |
| Bancroft, Inc.<br>425 Kings Highway East<br>Haddonfield, NJ 08033                                                         | <i>For support towards The Walker Center at Bancroft Parenting Program which aims to increase independence by improving the parenting skills of developmentally disabled parents to stabilize family lives and prevent unnecessary family separation</i>                        | \$25,000.00 | 6/23/2011  | 170 (b) (1)<br>(A) |
| Bishop Shanahan High School<br>220 Woodbine Road<br>Downtingtown, PA 19335                                                | <i>Support towards the replacement of indoor and outdoor percussion instruments as well as five iMac computers, keyboards and software to support music education and provide students with the tools to develop their musical gifts</i>                                        | \$73,250.00 | 4/20/2011  | 501c(3)            |
| Blessed Sacrament School<br>5841 Chevy Chase Parkway, NW<br>Washington, DC 20015                                          | <i>General Support - TDG</i>                                                                                                                                                                                                                                                    | \$2,500.00  | 4/7/2011   | 501c(3)            |

| Organization Name                                                                                                        | Project Description                                                                                                                                                                                                                                 | Amount      | Date Paid  | Tax Status         |
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| Boys and Girls Club of Chester<br>201 East 7th Street<br>Chester, PA 19013                                               | <i>For support towards the BAGAT Educational Enrichment Program, a summer and after school program providing participants with the skills to increase their academic performance in reading, math and english</i>                                   | \$10,000.00 | 11/17/2011 | 170 (b) (1)<br>(A) |
| Business Leadership Organized for Catholic Schools - BLOCS<br>1001 E. Hector Street, Suite 100<br>Conshohocken, PA 19428 | <i>General Support - FDG</i>                                                                                                                                                                                                                        | \$1,000.00  | 5/20/2011  | 501c(3)            |
| Cardinal O'Hara High School<br>1701 South Sproul Rd.<br>Springfield, PA 19064-1199                                       | <i>Summer Scholarship Program</i>                                                                                                                                                                                                                   | \$500.00    | 6/2/2011   | 501c(3)            |
| The Caring Center<br>3101 Spring Garden St.<br>Philadelphia, PA 19104                                                    | <i>General Support - TCMG</i>                                                                                                                                                                                                                       | \$10,000.00 | 8/11/2011  | 509 (a) (2)        |
| Catholic Leadership Institute<br>440 East Swedesford Rd.<br>Suite 3040<br>Wayne, PA 19087                                | <i>General Support - FDG</i>                                                                                                                                                                                                                        | \$1,400.00  | 11/10/2011 | 501c(3)            |
| Catholic Partnership Schools<br>808 Market Street<br>Camden, NJ 08102                                                    | <i>General Support - TMG</i>                                                                                                                                                                                                                        | \$2,000.00  | 9/6/2011   | 501c(3)            |
| Center for Literacy<br>399 Market Street<br>Philadelphia, PA 19106                                                       | <i>For support towards technology needs at the Center for Literacy's 7 sites in order to enhance ESL learning techniques.</i>                                                                                                                       | \$20,000.00 | 10/27/2011 | 509a(1)            |
| Centro Nueva Creacion<br>185 West Tioga St.<br>Philadelphia, PA 19140                                                    | <i>For general operating support to continue providing engaging and challenging after school and summer camp programs to children aged 5-12 in the Fairhill area of Philadelphia</i>                                                                | \$3,000.00  | 9/6/2011   | 170 (b) (1)<br>(A) |
| Chester County Futures<br>704 Haywood Drive<br>Exton, PA 19341                                                           | <i>For general operating support to continue providing academic enrichment, mentoring and scholarship assistance to youth from high poverty neighborhoods to help them graduate high school, and enter and complete college or technical school</i> | \$7,000.00  | 9/15/2011  | 170 (b) (1)<br>(A) |

| Organization Name                                                                                    | Project Description                                                                                                                                                                                                                                    | Amount       | Date Paid | Tax Status         |
|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|-----------|--------------------|
| Children's Literacy Initiative<br>2314 Market Street<br>Philadelphia, PA 19103                       | For support towards bringing the "Blueprint for Literacy" program into 14 Philadelphia Archdiocesan schools at the pre-K level, which includes training & coaching for 19 teachers and book collections for the schools                                | \$98,775.00  | 9/29/2011 | 501c(3)            |
| Children's Literacy Initiative<br>2314 Market Street<br>Philadelphia, PA 19103                       | For support towards bringing the "Blueprint for Literacy" program into 14 Philadelphia Archdiocesan schools at the pre-K level, which includes training & coaching for 19 teachers and book collections for the schools                                | \$232,367.00 | 12/9/2011 | 501c(3)            |
| Children's Scholarship Fund Philadelphia<br>1616 Walnut Street, Suite 1502<br>Philadelphia, PA 19103 | General Support - FDG                                                                                                                                                                                                                                  | \$800.00     | 9/22/2011 | 501c(3)            |
| Sacred Heart School<br>203 Church Rd.<br>Oxford, PA 19363                                            | Idea Incubator - 2011                                                                                                                                                                                                                                  | \$500.00     | 5/13/2011 | 501c(3)            |
| Sacred Heart School<br>203 Church Rd.<br>Oxford, PA 19363                                            | PACT - 2011 - \$10,518.50 toward general operating support and equipment to share Honors Math and Spanish instruction via technology                                                                                                                   | \$10,518.50  | 8/25/2011 | 501c(3)            |
| Clarke Schools for Hearing and Speech<br>455 South Roberts Road<br>Bryn Mawr, PA 19010-2131          | For support over 2 yrs towards the new Philadelphia Campus in partnership with LaSalle University to create a satellite program for children ages birth to 6 providing access to auditory/oral programs so children may develop spoken language skills | \$7,500.00   | 12/1/2011 | 170 (b) (1)<br>(A) |
| College of New Rochelle<br>29 Castle Pl.<br>New Rochelle, NY 10805-2308                              | General Support - TDG                                                                                                                                                                                                                                  | \$1,000.00   | 5/5/2011  | 501c(3)            |
| College of New Rochelle<br>29 Castle Pl.<br>New Rochelle, NY 10805-2308                              | General Support - OMG                                                                                                                                                                                                                                  | \$1,000.00   | 8/18/2011 | 501c(3)            |
| College of Physicians of Philadelphia<br>19 South 22nd Street<br>Philadelphia, PA 19103-3097         | General Support - OCMG                                                                                                                                                                                                                                 | \$3,000.00   | 2/24/2011 | 509 (a) (2)        |

| Organization Name                                                                            | Project Description                                                                                                                                                                                                                             | Amount       | Date Paid  | Tax Status         |
|----------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|------------|--------------------|
| College of Physicians of Philadelphia<br>19 South 22nd Street<br>Philadelphia, PA 19103-3097 | For support towards the Student Outreach and Enrichment Program providing opportunities for students from under-resourced Philadelphia Archdiocesan and public schools to benefit from the unique collections of the Mutter Museum.             | \$23,600.00  | 6/16/2011  | 509 (a) (2)        |
| Community Learning Center<br>2701 N Broad Street<br>Philadelphia, PA 19132                   | For support towards the Community Education & Partnership programs consisting of free beginning literacy, pre-GED, and GED classes for low-income adults in Philadelphia and English language classes for immigrants in Philadelphia.           | \$5,000.00   | 12/15/2011 | 509a(1)            |
| Country Day School of the Sacred Heart<br>480 Bryn Mawr Ave.<br>Bryn Mawr, PA 19010-2101     | For support towards implementing an integrated Science, Technology, Engineering and Mathematics program which will enhance learning by creating a better balanced curriculum between the humanities and the sciences.                           | \$50,000.00  | 8/11/2011  | 501c(3)            |
| Cranaleith Spiritual Center<br>13475 Proctor Road<br>Philadelphia, PA 19116                  | For capital support towards the "Campus Expansion Project" which will include building a new Conference and Welcome Center.                                                                                                                     | \$250,000.00 | 4/20/2011  | 170 (b) (1)<br>(A) |
| Delaware Valley Grantmakers<br>230 S Broad St., Suite 4C<br>Philadelphia, PA 19102           | For general operating support of the regional grantmakers resource organization                                                                                                                                                                 | \$9,000.00   | 2/17/2011  | 501c(3)            |
| Devereux Foundation<br>444 Devereux Drive<br>P.O. Box 638<br>Villanova, PA 19085             | General Support - TDG                                                                                                                                                                                                                           | \$2,000.00   | 8/4/2011   | 170 (b) (1)<br>(A) |
| Drexel Neumann Academy<br>1901 Potter Street<br>Chester, PA 19013                            | General Support - TCMG                                                                                                                                                                                                                          | \$3,000.00   | 8/11/2011  | 501c(3)            |
| Drexel Neumann Academy<br>1901 Potter Street<br>Chester, PA 19013                            | PACT - 2011. For support towards creating a virtual classroom high school on site with affordable tuition to prepare students for college. Materials needed include student laptops, projector, smartboard and video conferencing capabilities. | \$19,169.20  | 9/6/2011   | 501c(3)            |
| Drexel Neumann Academy<br>1901 Potter Street<br>Chester, PA 19013                            | General Support - TMG                                                                                                                                                                                                                           | \$2,000.00   | 9/6/2011   | 501c(3)            |

| Organization Name                                                                                             | Project Description              | Amount      | Date Paid | Tax Status         |
|---------------------------------------------------------------------------------------------------------------|----------------------------------|-------------|-----------|--------------------|
| Drexel University<br>3141 Chestnut St.<br>Philadelphia, PA 19104-2875                                         | Summer Scholarship Program       | \$600.00    | 5/26/2011 | 170 (b) (1)<br>(A) |
| Drexel University College of Medicine<br>PO Box 8235<br>Philadelphia, PA 19101-9685                           | Summer Scholarship Program       | \$1,000.00  | 5/26/2011 | 501c(3)            |
| Drexel University School of Public Health<br>1505 Race Street, Bellet Building<br>Philadelphia, PA 19102-1192 | General Support - TMG            | \$10,000.00 | 7/28/2011 | 501c(3)            |
| Drexel University School of Public Health<br>1505 Race Street, Bellet Building<br>Philadelphia, PA 19102-1192 | General Support - TCMG           | \$3,000.00  | 8/18/2011 | 501c(3)            |
| Episcopal Academy<br>1785 Bishop White Drive<br>Newtown Square, PA 19073                                      | General Support - TDG            | \$500.00    | 7/28/2011 | 501c(3)            |
| Episcopal Academy<br>1785 Bishop White Drive<br>Newtown Square, PA 19073                                      | General Support - TDG            | \$2,000.00  | 9/6/2011  | 501c(3)            |
| Episcopal Academy<br>1785 Bishop White Drive<br>Newtown Square, PA 19073                                      | General Support - TDG            | \$5,000.00  | 9/15/2011 | 501c(3)            |
| FADICA<br>1350 Connecticut Ave., NW<br>Suite 825<br>Washington, DC 20036-1741                                 | Toward General Operating Support | \$7,500.00  | 3/10/2011 | 501c(3)            |
| Father Judge High School<br>3301 Solly Avenue<br>Philadelphia, PA 19136-2396                                  | Summer Scholarship Program       | \$250.00    | 6/2/2011  | 501c(3)            |
| Fernbrook Environmental Education Center<br>142 Bordentown Rd<br>Chesterfield, NJ 08515                       | General Support - TDG            | \$1,000.00  | 8/25/2011 | 501c(3)            |

| Organization Name                                                                                                                                        | Project Description                                                                                                                                                                                                                                                     | Amount       | Date Paid  | Tax Status         |
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| Fighting Back Scholarship Program, Inc<br>221 South Valley Forge Road<br>Devon, PA 19333                                                                 | General Support - TCMG                                                                                                                                                                                                                                                  | \$3,000.00   | 1/28/2011  | 501c(3)            |
| Fighting Back Scholarship Program, Inc<br>221 South Valley Forge Road<br>Devon, PA 19333                                                                 | General Support - TCMG                                                                                                                                                                                                                                                  | \$4,500.00   | 7/28/2011  | 501c(3)            |
| Frankford Friends School<br>1500 Orthodox Street<br>Philadelphia, PA 19124                                                                               | For capital support towards building a new Middle School and<br>Multipurpose building to accommodate additional grades added<br>and increased enrollment.                                                                                                               | \$100,000.00 | 9/1/2011   | 170 (b) (1)<br>(A) |
| The Free Library of Philadelphia<br>1901 Vine Street<br>Philadelphia, PA 19103-1189                                                                      | For support towards the LEAP After-School Program which<br>provides children & teens in every neighborhood in Philadelphia<br>with free homework help, technology assistance, & enrichment<br>programs in a safe & supportive environment with positive role<br>models. | \$25,000.00  | 10/27/2011 | 170 (b) (1)<br>(A) |
| Georgetown University<br>37th & O Streets, NW<br>Washington, DC 20057                                                                                    | General Support - TDG                                                                                                                                                                                                                                                   | \$1,000.00   | 9/6/2011   | 501c(3)            |
| Georgetown University<br>37th & O Streets, NW<br>Washington, DC 20057                                                                                    | General Support - TDG                                                                                                                                                                                                                                                   | \$1,000.00   | 9/6/2011   | 501c(3)            |
| Georgetown University<br>School of Continuing Studies<br>Box 571006<br>Poulton Hall, Second Floor<br>37th and P Streets, NW<br>Washington, DC 20057-1006 | Summer Scholarship Program                                                                                                                                                                                                                                              | \$2,000.00   | 5/26/2011  | 501c(3)            |
| Gesu School, Parish, and Community Center<br>1700 W. Thompson St.<br>Philadelphia, PA 19121-5023                                                         | General Support - FDG                                                                                                                                                                                                                                                   | \$2,100.00   | 2/17/2011  | 170 (b) (1)<br>(A) |

| Organization Name                                                                                | Project Description                                                                                                                                                                                                                                 | Amount      | Date Paid  | Tax Status         |
|--------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|--------------------|
| Grants Managers Network<br>1666 K Street, NW, Suite 440<br>Washington, DC 20006                  | For general operating support of the Grants Managers Network (GMN) GMN is the only nationwide affinity group for grants managers, providing members with valuable opportunities for professional development and a forum of learning best practices | \$1,750.00  | 5/12/2011  | 501c(3)            |
| Harcum College<br>750 Montgomery Avenue<br>Bryn Mawr, PA 19010-3476                              | For capital support towards renovating the Harcum Dental Clinic's main patient area with updated treatment consoles and non-functioning operatories to enable students to serve the optimum number of patients                                      | \$90,000.00 | 4/7/2011   | 170 (b) (1)<br>(A) |
| Harriman Christian Day School<br>1700 Wilson Avenue<br>Bristol, PA 19007-4205                    | General Operating Support - SDG                                                                                                                                                                                                                     | \$2,000.00  | 3/3/2011   | 501c(3)            |
| Holy Cross School<br>144 E. Mt. Airy Avenue<br>Philadelphia, PA 19119                            | PACT - 2011 Program                                                                                                                                                                                                                                 | \$1,000.00  | 10/20/2011 | 501c(3)            |
| Holy Family University<br>9801 Frankford Avenue<br>Philadelphia, PA 19114                        | General Support - TCMG                                                                                                                                                                                                                              | \$2,500.00  | 4/7/2011   | 501c(3)            |
| Holy Family University<br>9801 Frankford Avenue<br>Philadelphia, PA 19114                        | General Support - TCMG                                                                                                                                                                                                                              | \$2,500.00  | 11/3/2011  | 501c(3)            |
| Holy Spirit School<br>1845 Hartranft Street<br>Philadelphia, PA 19145                            | PACT - 2011 Program                                                                                                                                                                                                                                 | \$1,000.00  | 10/20/2011 | 501c(3)            |
| Hope Partnership for Education<br>1701 N. 8th Street<br>Philadelphia, PA 19122-2807              | General Support - ODG                                                                                                                                                                                                                               | \$2,000.00  | 8/25/2011  | 509a(1)            |
| IHM Center for Literacy and GED Programs<br>425 W. Lindley Avenue<br>Philadelphia, PA 19120-3394 | For general operating support to continue to teach English language skills to the multi-ethnic, non-English speaking adult immigrant populations of North and Southwest Philadelphia, enabling them to integrate more comfortably and confidently   | \$15,000.00 | 6/16/2011  | 501c(3)            |

| Organization Name                                                                                 | Project Description                                               | Amount      | Date Paid  | Tax Status  |
|---------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|-------------|------------|-------------|
| Immokalee Foundation, Inc<br>3950 Radio Rd., Ste. 207<br>Naples, FL 34104-3746                    | General Support - TCMG                                            | \$6,500.00  | 1/13/2011  | 501c(3)     |
| Insead Management Education Foundation<br>P O Box 7555<br>FDR Station<br>New York, NY 10150       | General Support - TDG                                             | \$6,000.00  | 8/25/2011  | 501c(3)     |
| Irish Educational Development Foundation<br>44 Woodlands Rd.<br>Harrison, NY 10528                | General Support - TDG                                             | \$2,000.00  | 10/14/2011 | 501c(3)     |
| John W. Hallahan Catholic Girls' High School<br>311 North 19th Street<br>Philadelphia, PA 19103   | Summer Scholarship Program                                        | \$250.00    | 6/2/2011   | 501c(3)     |
| Johns Hopkins School of Medicine<br>733 N. Broadway, Suite 100<br>Baltimore, MD 21205             | General Support - OCMG                                            | \$6,500.00  | 1/20/2011  | 501c(3)     |
| Johns Hopkins School of Medicine<br>733 N. Broadway, Suite 100<br>Baltimore, MD 21205             | Scholarship fund in honor of LWB to commemorate SOM Class of 1946 | \$65,000.00 | 2/3/2011   | 501c(3)     |
| La Salle Academy<br>1434 N. 2nd Street<br>Philadelphia, PA 19122                                  | General Support - ODG                                             | \$2,000.00  | 8/25/2011  | 509a(1)     |
| La Salle University<br>1900 West Olney Avenue<br>Philadelphia, PA 19141                           | General Support for Art Museum - ODG                              | \$1,000.00  | 8/25/2011  | 509 (a) (2) |
| Lansdale Catholic High School<br>700 Lansdale Ave.<br>Lansdale, PA 19446-2995                     | Summer Scholarship Program                                        | \$500.00    | 6/2/2011   | 501c(3)     |
| Little Flower Catholic High School for Girls<br>1000 W. Locoming Street<br>Philadelphia, PA 19140 | Summer Scholarship Program                                        | \$500.00    | 6/2/2011   | 501c(3)     |

| Organization Name                                                                            | Project Description                                                                                                | Amount      | Date Paid  | Tax Status |
|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------|------------|------------|
| Little Flower School<br>5601 Massachusetts Ave.<br>Bethesda, MD 20826                        | General Support - TDG                                                                                              | \$3,000.00  | 9/6/2011   | 501c(3)    |
| Loyola University In Maryland<br>4501 North Charles Street<br>Baltimore, MD 21210-2699       | General Support - TDG                                                                                              | \$1,000.00  | 6/2/2011   | 501c(3)    |
| The MacJannet Foundation<br>396 Washington Street, #200<br>Wellesly, MA 02481                | General Support - TDG                                                                                              | \$1,000.00  | 8/25/2011  | 501c(3)    |
| Manor College<br>700 Fox Chase Road<br>Jenkintown, PA 19046                                  | For capital support towards renovations to the Dental Materials<br>Lab and the Veterinary Technology Radiology Lab | \$30,000.00 | 10/27/2011 | 501c(3)    |
| Maternity B.V.M. Church and School<br>9322 Bustleton Avenue<br>Philadelphia, PA 19115        | PACT - 2011 Program                                                                                                | \$1,000.00  | 10/20/2011 | 501c(3)    |
| Mercy Vocational High School<br>2900 West Hunting Park Avenue<br>Philadelphia, PA 19129-1803 | Support over six years (2009-14) toward the Connelly Scholarship<br>Program                                        | \$10,000.00 | 10/5/2011  | 501c(3)    |
| Mercy Vocational High School<br>2900 West Hunting Park Avenue<br>Philadelphia, PA 19129-1803 | Support over six years (2009-14) toward the Connelly Scholarship<br>Program                                        | \$10,000.00 | 10/5/2011  | 501c(3)    |
| Merion Mercy Academy<br>511 Montgomery Avenue<br>Merion Station, PA 19066-1295               | General Support - ODG                                                                                              | \$2,000.00  | 8/25/2011  | 501c(3)    |
| Montessori Genesis II School<br>3529 Haverford Avenue<br>Philadelphia, PA 19104              | General Support - ODG                                                                                              | \$1,000.00  | 8/25/2011  | 501c(3)    |
| National Outdoor Leadership School<br>284 Lincoln Street<br>Lander, WY 82520-2848            | General Support - TDG                                                                                              | \$500.00    | 8/25/2011  | 501c(3)    |

| Organization Name                                                                                     | Project Description                                                                                                                                                                                                                                          | Amount       | Date Paid  | Tax Status         |
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| Nativity of Our Lord Elementary School<br>585 West Street Road<br>Waininster, PA 18974                | PACT - 2011 Program                                                                                                                                                                                                                                          | \$1,000.00   | 10/20/2011 | 501c(3)            |
| North Penn Valley Boys & Girls Club<br>P.O. Box 103<br>16 Susquehanna Ave.<br>Lansdale, PA 19446-0103 | For support over two yrs (2011-12 & 2012-13) for Project Learn, an after school homework assistance program designed to foster learning, encourage success in school and support lifelong learning for youth in the North Penn and Indian Valley communities | \$20,000.00  | 7/28/2011  | 509 (a) (2)        |
| Our Lady of Port Richmond School<br>3233 Thompson St.<br>Philadelphia, PA 19134                       | Matching grant to provide arts and music programs for 434 students in grades K through 8 at Our Lady of Port Richmond School                                                                                                                                 | \$10,000.00  | 9/6/2011   | 501c(3)            |
| Our Lady of Port Richmond School<br>3233 Thompson St.<br>Philadelphia, PA 19134                       | Matching grant to provide arts and music programs for 434 students in grades K through 8 at Our Lady of Port Richmond School.                                                                                                                                | \$10,000.00  | 11/17/2011 | 501c(3)            |
| Our Lady of Port Richmond School<br>3233 Thompson St<br>Philadelphia, PA 19134                        | General Operating Support - 2011-12                                                                                                                                                                                                                          | \$41,101.00  | 9/22/2011  | 501c(3)            |
| Our Lady of Ransom School<br>6740 Roosevelt Blvd.<br>Philadelphia, PA 19149                           | Math Matters - 2011                                                                                                                                                                                                                                          | \$35,299.00  | 8/25/2011  | 501c(3)            |
| The Partnership for Inner-City Education<br>1011 First Avenue, 14th Floor<br>New York, NY 10022       | General Support - FDG                                                                                                                                                                                                                                        | \$5,000.00   | 9/15/2011  | 501c(3)            |
| Pennsylvania School for the Deaf<br>100 West School House Lane<br>Philadelphia, PA 19144-3404         | For capital support towards expanding the existing Main Building to build the Maguire Student-Community Learning Center which will include an enlarged dining hall & full kitchen, wireless internet cafe, and new life science laboratory.                  | \$225,000.00 | 4/20/2011  | 170 (b) (1)<br>(A) |
| Philadelphia HUNE, Inc.<br>2200 N. 2nd St.<br>Philadelphia, PA 19133                                  | For general operating support toward a Bilingual Outreach worker to assist low-income parents of children with disabilities                                                                                                                                  | \$10,000.00  | 4/14/2011  | 170 (b) (1)<br>(A) |

| Organization Name                                                                                        | Project Description                                                                                                                                                                                                                                                      | Amount      | Date Paid  | Tax Status         |
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| Philadelphia Reads<br>325 Chestnut Street, Suite 903<br>Philadelphia, PA 19106                           | <i>For support towards the 2011 Philadelphia Reading Olympics designed to promote reading, teamwork, self-confidence and fun in an atmosphere of friendly academic competition for approximately 2,000 students in grades 4-8</i>                                        | \$10,000.00 | 4/7/2011   | 170 (b) (1)<br>(A) |
| Philadelphia University<br>School House Lane & Henry Avenue<br>Philadelphia, PA 19103                    | <i>General Support - TCMG</i>                                                                                                                                                                                                                                            | \$6,000.00  | 7/14/2011  | 501c(3)            |
| Philadelphia University<br>School House Lane & Henry Avenue<br>Philadelphia, PA 19103                    | <i>General Support - TCMG</i>                                                                                                                                                                                                                                            | \$5,000.00  | 9/29/2011  | 501c(3)            |
| Pope John Paul II High School<br>181 Rittenhouse Road<br>Ryersford, PA 19468                             | <i>Summer Scholarship Program</i>                                                                                                                                                                                                                                        | \$500.00    | 6/2/2011   | 501c(3)            |
| Pope John Paul II Regional Catholic<br>Elementary School<br>2875 Manor Road<br>West Brandywine, PA 19320 | <i>For support towards the second year of the "Engineering is Elementary" program for students in grades 3 and 4.</i>                                                                                                                                                    | \$3,507.88  | 12/1/2011  | 501c(3)            |
| Project Forward Leap<br>1706 Race St., 2nd Floor<br>Philadelphia, PA 19103                               | <i>General Support - OCMG</i>                                                                                                                                                                                                                                            | \$3,000.00  | 8/11/2011  | 509a(1)            |
| Providence Center<br>2635 North 4th St.<br>Philadelphia, PA 19133                                        | <i>For support over 2 yrs (2012 &amp; 2013) towards the Adult Education Initiative program - an expansion of the center's existing classes that offers both formal and informal adult learning opportunities for residents of the Fairhill/West Kensington community</i> | \$20,000.00 | 10/27/2011 | 501c(3)            |
| The Quaker School at Horsham<br>250 Meetinghouse Road<br>Horsham, PA 19044                               | <i>For support towards the purchase of new assistive technology equipment/programs and faculty training to better teach students with learning disabilities</i>                                                                                                          | \$15,000.00 | 6/2/2011   | 170 (b) (1)<br>(A) |
| Roman Catholic High School<br>301 N Broad Street<br>Philadelphia, PA 19107-1011                          | <i>Summer Scholarship Program</i>                                                                                                                                                                                                                                        | \$250.00    | 6/2/2011   | 501c(3)            |

| Organization Name                                                                              | Project Description                                                                                                                                                                                                | Amount      | Date Paid | Tax Status |
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| Rosemont College<br>1400 Montgomery Avenue<br>Rosemont, PA 19010-1699                          | <i>For support over two yrs (2011 &amp; 2012) towards the Sister Mary George O'Reilly Faculty Enrichment Fund which will support faculty professional goals, encourage further research, and enliven teaching.</i> | \$64,000.00 | 3/24/2011 | 501c(3)    |
| Rosemont College<br>1400 Montgomery Avenue<br>Rosemont, PA 19010-1699                          | <i>General Support - TMG</i>                                                                                                                                                                                       | \$4,000.00  | 7/14/2011 | 501c(3)    |
| Rosemont College<br>1400 Montgomery Avenue<br>Rosemont, PA 19010-1699                          | <i>General Support - OCMG</i>                                                                                                                                                                                      | \$3,000.00  | 8/11/2011 | 501c(3)    |
| Rosemont School of the Holy Child<br>1344 Montgomery Avenue<br>Rosemont, PA 19010              | <i>General Support - TDG</i>                                                                                                                                                                                       | \$500.00    | 7/28/2011 | 501c(3)    |
| Rosemont School of the Holy Child<br>1344 Montgomery Avenue<br>Rosemont, PA 19010              | <i>General Support - TDG</i>                                                                                                                                                                                       | \$1,000.00  | 8/11/2011 | 501c(3)    |
| Rosemont School of the Holy Child<br>1344 Montgomery Avenue<br>Rosemont, PA 19010              | <i>General Support - TDG</i>                                                                                                                                                                                       | \$1,000.00  | 9/6/2011  | 501c(3)    |
| Rosemont School of the Holy Child<br>1344 Montgomery Avenue<br>Rosemont, PA 19010              | <i>General Support - TDG</i>                                                                                                                                                                                       | \$5,000.00  | 9/15/2011 | 501c(3)    |
| Royer-Greaves School for Blind<br>118 South Valley Road<br>Box 1007<br>Paoli, PA 19301         | <i>For capital support towards replacing the gym floor in the multipurpose room of the activities building to help transform the campus into a healthier, safer, more energy efficient environment.</i>            | \$25,000.00 | 7/14/2011 | 509a(1)    |
| Russell Byers Charter School<br>210 W. Rittenhouse Square, Suite 400<br>Philadelphia, PA 19103 | <i>General Support - FDG</i>                                                                                                                                                                                       | \$2,000.00  | 2/24/2011 | 501c(3)    |

| Organization Name                                                                                                      | Project Description                                                                                                                                                                                                                                                | Amount      | Date Paid  | Tax Status |
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| Russell Byers Charter School<br>210 W. Rittenhouse Square, Suite 400<br>Philadelphia, PA 19103                         | General Support - TCMG                                                                                                                                                                                                                                             | \$3,360.00  | 9/6/2011   | 501c(3)    |
| Saint Francis University<br>117 Evergreen Drive<br>P.O. Box 600<br>Loretto, PA 15940                                   | General Support - TCMG                                                                                                                                                                                                                                             | \$1,000.00  | 1/6/2011   | 501c(3)    |
| Saint Francis University<br>117 Evergreen Drive<br>P.O. Box 600<br>Loretto, PA 15940                                   | General Support - TCMG                                                                                                                                                                                                                                             | \$5,000.00  | 7/14/2011  | 501c(3)    |
| University of Pennsylvania School of Nursing<br>Claire M. Fagin Hall<br>418 Curie Blvd.<br>Philadelphia, PA 19104-6020 | General Support - OCMG                                                                                                                                                                                                                                             | \$1,500.00  | 2/24/2011  | 509a(1)    |
| University of Pennsylvania School of Nursing<br>Claire M. Fagin Hall<br>418 Curie Blvd.<br>Philadelphia, PA 19104-6020 | General Support - TCMG                                                                                                                                                                                                                                             | \$7,500.00  | 5/12/2011  | 509a(1)    |
| Society of the Holy Child Jesus<br>Provincial Office<br>1341 Montgomery Av.<br>Rosemont, PA 19010                      | Support toward technology upgrades for New Sharon Campus -<br>video and audio equipment & a portable AV cart. Audio/visual<br>equipment will be installed in the Solarium (main meeting room) &<br>cart with Polycom HDX will be used in conference rooms/offices. | \$22,360.00 | 10/27/2011 | 501c(3)    |
| SS. John Neumann and Maria Goretti High<br>School<br>1736 South Tenth Street<br>Philadelphia, PA 19148-1694            | Capital support for renovations to the Chemistry/Earth Science Lab                                                                                                                                                                                                 | \$15,000.00 | 9/22/2011  | 501c(3)    |
| Ss. Simon and Jude School<br>6 Cavanaugh Court<br>West Chester, PA 19382-7999                                          | Idea Incubator - 2011                                                                                                                                                                                                                                              | \$1,000.00  | 5/13/2011  | 501c(3)    |

| Organization Name                                                                             | Project Description                                                                                                                             | Amount      | Date Paid  | Tax Status |
|-----------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|------------|
| St. Anastasia School<br>3309 West Chester Pike<br>Newtown Square, PA 19008                    | <i>PACT - 2011 Program</i>                                                                                                                      | \$1,000.00  | 10/20/2011 | 501c(3)    |
| St. Anselm School<br>12650 Dunks Ferry Road<br>Philadelphia, PA 19154                         | <i>General Support - OMG</i>                                                                                                                    | \$1,000.00  | 10/14/2011 | 501c(3)    |
| St. Athanasius - Immaculate Conception School<br>7105 Limekiln Pike<br>Philadelphia, PA 19138 | <i>For support towards the music teacher's annual stipend in order that the school be able to continue providing a music education program.</i> | \$22,375.00 | 9/15/2011  | 501c(3)    |
| St. Charles Borromeo School<br>1704 Bristol Pike<br>Bensalem, PA 19020                        | <i>PACT - 2011 Program</i>                                                                                                                      | \$1,000.00  | 10/20/2011 | 501c(3)    |
| St. Denis School<br>300 E. Eagle Road<br>Havertown, PA 19083                                  | <i>Idea Incubator - 2011</i>                                                                                                                    | \$500.00    | 5/26/2011  | 501c(3)    |
| St. Dominic School<br>8510 Frankford Avenue<br>Philadelphia, PA 19136                         | <i>Idea Incubator - 2011</i>                                                                                                                    | \$500.00    | 5/26/2011  | 501c(3)    |
| St. Francis de Sales School<br>917 S. 47th Street<br>Philadelphia, PA 19143                   | <i>Idea Incubator - 2011</i>                                                                                                                    | \$1,000.00  | 5/26/2011  | 501c(3)    |
| St. Francis de Sales School<br>917 S. 47th Street<br>Philadelphia, PA 19143                   | <i>For support towards the second year of the "Engineering is Elementary" program for students in grades 3 and 4</i>                            | \$3,458.88  | 12/1/2011  | 501c(3)    |
| St. Helena School<br>6101 N. Fifth Street<br>Philadelphia, PA 19120                           | <i>Math Matters - 2011</i>                                                                                                                      | \$180.00    | 8/25/2011  | 501c(3)    |
| St. John's University<br>8000 Utopia Parkway<br>Jamaica, NY 11439                             | <i>General Support - TDG</i>                                                                                                                    | \$5,000.00  | 5/5/2011   | 501c(3)    |

| Organization Name                                                                         | Project Description                                                                                                                                                               | Amount       | Date Paid  | Tax Status |
|-------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|------------|------------|
| St. Joseph's Preparatory School<br>1733 Girard Avenue<br>Philadelphia, PA 19130           | <i>For capital support towards renovations to the Physics and Chemistry areas of the Science Wing to enhance curricular offerings with new technology and greater interaction</i> | \$100,000.00 | 9/1/2011   | 501c(3)    |
| St. Joseph's University<br>5600 City Avenue<br>Philadelphia, PA 19131-1395                | <i>General Support - ODG</i>                                                                                                                                                      | \$1,000.00   | 9/6/2011   | 501c(3)    |
| St. Malachy School<br>1419 N 11th St.<br>Philadelphia, PA 19122                           | <i>General Support - OCMG</i>                                                                                                                                                     | \$3,000.00   | 8/18/2011  | 501c(3)    |
| St. Malachy School<br>1419 N 11th St.<br>Philadelphia, PA 19122                           | <i>General Support - TCMG</i>                                                                                                                                                     | \$3,360.00   | 9/6/2011   | 501c(3)    |
| St. Martha School<br>11321 Academy Road<br>Philadelphia, PA 19154                         | <i>PACT - 2011 Program</i>                                                                                                                                                        | \$1,000.00   | 10/20/2011 | 501c(3)    |
| St. Martin de Porres School<br>2300 West Lehigh Avenue<br>Philadelphia, PA 19132          | <i>General Support - OCMG</i>                                                                                                                                                     | \$4,500.00   | 8/18/2011  | 501c(3)    |
| St. Martin of Tours School<br>Roosevelt Blvd. and Sanger Street<br>Philadelphia, PA 19124 | <i>Math Matters - 2011</i>                                                                                                                                                        | \$11,698.00  | 8/25/2011  | 501c(3)    |
| St. Mary Magdalen School<br>2430 N. Providence Road<br>Media, PA 19063                    | <i>PACT - 2011 Program</i>                                                                                                                                                        | \$1,000.00   | 10/20/2011 | 501c(3)    |
| St. Monica School<br>601 First Avenue<br>Berwyn, PA 19312                                 | <i>PACT - 2011 Program</i>                                                                                                                                                        | \$1,000.00   | 10/20/2011 | 501c(3)    |
| St. Patrick Church<br>714 DeKalb Street<br>Norristown, PA 19401-3946                      | <i>For support towards the ESL School at St. Patrick Community Center which teaches English to the Spanish speaking community.</i>                                                | \$7,500.00   | 10/14/2011 | 501c(3)    |

| Organization Name                                                                                                                 | Project Description                                                                                                                                                                                                | Amount      | Date Paid  | Tax Status         |
|-----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|--------------------|
| St. Patrick School<br>210 Meredith Street<br>Kennett Square, PA 19348                                                             | <i>PACT - 2011 - toward general operating support and ancillary items for Honors Math and Spanish instruction.</i>                                                                                                 | \$10,518.50 | 8/29/2011  | 501c(3)            |
| St. Patrick School<br>115 Channing Avenue<br>Malvern, PA 19355                                                                    | <i>PACT - 2011 Support towards operation of and ancillary items for virtual Honors Math instruction</i>                                                                                                            | \$10,518.50 | 9/22/2011  | 501c(3)            |
| St. Patrick School<br>210 Meredith Street<br>Kennett Square, PA 19348                                                             | <i>PACT - 2011 Program</i>                                                                                                                                                                                         | \$1,000.00  | 10/20/2011 | 501c(3)            |
| St. Peter the Apostle School<br>1009 N 5th Street<br>Philadelphia, PA 19123                                                       | <i>General Operating Support - 2011-12</i>                                                                                                                                                                         | \$45,812.00 | 9/22/2011  | 501c(3)            |
| St. Richard School<br>1826 Pollock St.<br>Philadelphia, PA 19145                                                                  | <i>Math Matters - 2011</i>                                                                                                                                                                                         | \$1,085.00  | 8/25/2011  | 501c(3)            |
| St. Rose of Lima School<br>1522 N. Wanamaker Street<br>Philadelphia, PA 19131                                                     | <i>Idea Incubator - 2011</i>                                                                                                                                                                                       | \$1,000.00  | 5/13/2011  | 501c(3)            |
| Steppingstone Scholars, Inc.<br>4112 Station Street, Unit D<br>Philadelphia, PA 19127                                             | <i>General Support - FDG</i>                                                                                                                                                                                       | \$620.00    | 4/20/2011  | 170 (b) (1)<br>(A) |
| Steppingstone Scholars, Inc.<br>4112 Station Street, Unit D<br>Philadelphia, PA 19127                                             | <i>For general operating support to continue providing the Academic Preparation Program and Support Services Program to low-income children ages 10 to 18 to help them achieve academic success</i>                | \$10,000.00 | 6/9/2011   | 170 (b) (1)<br>(A) |
| Survivors of the Shoah Visual History Foundation<br>c/o USC, Leavey Library<br>650 West 35th Street<br>Los Angeles, CA 90089-2571 | <i>Founders Grant - The Shoah Foundation Institute's mission is to overcome prejudice, intolerance, and bigotry - and the suffering they cause - through the educational use of its visual history testimonies</i> | \$23,250.00 | 4/14/2011  | 501c(3)            |

| Organization Name                                                                                                             | Project Description                                                                                                                                                                                                                       | Amount      | Date Paid  | Tax Status         |
|-------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|--------------------|
| The Achievement Project - TAP<br>P.O. Box 36<br>Swarthmore, PA 19081                                                          | For support (July 2011 - June, 2012) towards a phased-in expansion program which will increase the number of students served from 20 per year to 80 per year.                                                                             | \$20,000.00 | 3/10/2011  | 170 (b) (1)<br>(A) |
| Temple University - The Fox School of Business<br>& Management<br>111 Speakman Hall<br>Philadelphia, PA 19122                 | General Support - FDG                                                                                                                                                                                                                     | \$1,320.00  | 10/27/2011 | 501c(3)            |
| Thomas Jefferson University<br>1020 Walnut Street, 641 Scott Building<br>Philadelphia, PA 19107-5587                          | General Support - OCMG                                                                                                                                                                                                                    | \$1,500.00  | 2/24/2011  | 501c(3)            |
| Thomas Jefferson University<br>1020 Walnut Street, 641 Scott Building<br>Philadelphia, PA 19107-5587                          | General Support - TDG                                                                                                                                                                                                                     | \$1,000.00  | 7/28/2011  | 501c(3)            |
| Thomas Jefferson University<br>1020 Walnut Street, 641 Scott Building<br>Philadelphia, PA 19107-5587                          | General Support - TCMG                                                                                                                                                                                                                    | \$6,000.00  | 8/11/2011  | 501c(3)            |
| Tree House Books<br>1430 W Susquehanna Avenue<br>Philadelphia, PA 19121                                                       | For general operating support to continue providing arts and educational programming that empowers at-risk children to explore books & learning in new ways Programs include after-school help, summer camp, community events & workshops | \$5,000.00  | 12/1/2011  | 170 (b) (1)<br>(A) |
| University City Science Center<br>3624 Market Street<br>Philadelphia, PA 19104                                                | General Support - TCMG                                                                                                                                                                                                                    | \$3,000.00  | 8/25/2011  | 501c(3)            |
| University of Pennsylvania<br>Philadelphia, PA 19104-                                                                         | General Support - SDG                                                                                                                                                                                                                     | \$250.00    | 3/24/2011  | 509a(1)            |
| University of Pennsylvania - School of<br>Veterinary Medicine<br>3800 Spruce Street, Rosenthal<br>Philadelphia, PA 19104-6044 | For support towards the Veterinary Exploration Through Science program which strives to provide high school and college students with an understanding of the challenges and rewards of the veterinary medicine professional field.       | \$6,000.00  | 5/5/2011   | 501c(3)            |

| Organization Name                                                                                                       | Project Description                                                                                                                                                                                                   | Amount      | Date Paid | Tax Status         |
|-------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-----------|--------------------|
| University of Pennsylvania - School of Veterinary Medicine<br>3800 Spruce Street, Rosenthal Philadelphia, PA 19104-6044 | General Support - TDG                                                                                                                                                                                                 | \$7,000.00  | 8/25/2011 | 501c(3)            |
| University of the Arts<br>320 South Broad Street<br>Philadelphia, PA 19102                                              | General Support - TCMG                                                                                                                                                                                                | \$7,500.00  | 5/12/2011 | 501c(3)            |
| University of the Arts<br>320 South Broad Street<br>Philadelphia, PA 19102                                              | Summer Scholarship Program                                                                                                                                                                                            | \$1,000.00  | 5/26/2011 | 501c(3)            |
| University of the Arts<br>320 South Broad Street<br>Philadelphia, PA 19102                                              | General Support - TCMG                                                                                                                                                                                                | \$5,000.00  | 9/6/2011  | 501c(3)            |
| Villanova University - Villanova Law School<br>299 North Spring Mill Rd.<br>Garey Hall<br>Villanova, PA 19085           | General Support - TDG                                                                                                                                                                                                 | \$1,000.00  | 9/6/2011  | 501c(3)            |
| Villanova University - College of Nursing<br>800 East Lancaster Avenue<br>Villanova, PA 19085                           | General Support - OCMG                                                                                                                                                                                                | \$3,000.00  | 8/18/2011 | 501c(3)            |
| Visitation B.V.M. School<br>300 E Lehigh Avenue<br>Philadelphia, PA 19125                                               | General Operating Support for 2011-12                                                                                                                                                                                 | \$43,676.00 | 9/22/2011 | 501c(3)            |
| Vita Education Services<br>8 East Court Street<br>Doylestown, PA 18901                                                  | For general operating support to continue providing educational programs helping individuals gain skills that enhance their ability to deal with real life situations, meet personal goals and become self-sufficient | \$5,000.00  | 4/7/2011  | 170 (b) (1)<br>(A) |
| Volunteer English Program in Chester County<br>790 E. Market Street, Suite 215<br>West Chester, PA 19382                | For general operating support over two years (2011 and 2012) to continue providing free English communication skills tutoring to adults in Chester County.                                                            | \$8,000.00  | 2/25/2011 | 170 (b) (1)<br>(A) |

| Organization Name                                                                               | Project Description                                                                                                                                                                                                                                            | Amount         | Date Paid | Tax Status         |
|-------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|-----------|--------------------|
| Washington Jesuit Academy<br>900 Varnum Street, NE<br>Washington, DC 20017                      | General Support - TDG                                                                                                                                                                                                                                          | \$3,500.00     | 4/7/2011  | 501c(3)            |
| West Philadelphia Catholic High School<br>4501 Chestnut Street<br>Philadelphia, PA 19139-3699   | General Support - TCMG                                                                                                                                                                                                                                         | \$3,000.00     | 8/11/2011 | 501c(3)            |
| White-Williams Scholars<br>215 South Broad St., 10th Floor<br>Philadelphia, PA 19107            | For general operating support to continue providing financial, academic and college preparatory support to Philadelphia public high school students with a focus in 2011 to enhance services by providing academic and social support to students.             | \$5,000.00     | 3/10/2011 | 170 (b) (1)<br>(A) |
| Widener University<br>One University Place<br>Chester, PA 19013                                 | Capital support toward construction of the Widener New Academic Building to house the School of Nursing & its Center for Simulation. The new facility will include updated classroom space to offer students the latest in teaching & health care technologies | \$250,000.00   | 4/20/2011 | 170 (b) (1)<br>(A) |
| Won Community Service Center<br>P.O. 486<br>423 Abington Avenue<br>Glenside, PA 19038           | For support towards the Social Services and English as a Second Language program offered to low-income and minority individuals in Montgomery County. The program is designed to help immigrants adapt to new changes                                          | \$5,000.00     | 7/7/2011  | 509a(1)            |
| Total EDUCATION (184 items)                                                                     |                                                                                                                                                                                                                                                                | \$4,835,477.24 |           |                    |
| <b>HEALTH/HUMAN SERVICES</b>                                                                    |                                                                                                                                                                                                                                                                |                |           |                    |
| Abington Memorial Hospital Foundation<br>1200 Old York Rd.<br>Abington, PA 19001-9989           | For support towards expanding the existing 20-bed Residential Hospice Facility to include 4 pediatric hospice suites                                                                                                                                           | \$20,000.00    | 5/26/2011 | 170 (b) (1)<br>(A) |
| Adoption Center of Delaware Valley<br>1500 Walnut Street<br>Suite 701<br>Philadelphia, PA 19102 | For general operating support over 2 yrs to expand adoption opportunities for children living in foster care in the Delaware Valley. Programming includes increasing public awareness, adoption events, one-on-one advocacy for children in foster care        | \$10,000.00    | 12/1/2011 | 509a(1)            |
| Adults With Developmental Disabilities<br>261 Old York Rd. Suite A-50<br>Jenkintown, PA 19046   | For support towards the 'Social Services Program for Greater Independence' which helps developmentally disabled adults obtain and retain employment, live on their own or in supervised group homes, form social networks and make good personal choices       | \$8,000.00     | 7/7/2011  | 509a(1)            |

| Organization Name                                                                                                                   | Project Description                                                                                                                                                                                                                                                    | Amount      | Date Paid | Tax Status         |
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| Alpha Pregnancy Services<br>1601 Lombard Street, 2nd floor<br>Philadelphia, PA 19146-1506                                           | <i>For general operating support to continue providing services to pregnant women and their families. Services include pregnancy testing, new mother's support program, prenatal education, breast feeding support and childbirth education.</i>                       | \$5,000.00  | 12/8/2011 | 170 (b) (1)<br>(A) |
| American Red Cross Southeastern Pennsylvania General Support - TCMG<br>Chapter<br>23rd & Chestnut Streets<br>Philadelphia, PA 19103 |                                                                                                                                                                                                                                                                        | \$3,000.00  | 1/28/2011 | 170 (b) (1)<br>(A) |
| American Red Cross Southeastern Pennsylvania General Support - SDG<br>Chapter<br>23rd & Chestnut Streets<br>Philadelphia, PA 19103  |                                                                                                                                                                                                                                                                        | \$250.00    | 6/9/2011  | 170 (b) (1)<br>(A) |
| Anti-Violence Partnership of Philadelphia<br>2000 Hamilton Street, Suite 304<br>Philadelphia, PA 19130                              | <i>For support towards the Student Anti-Violence Education (SAVE) program in Catholic schools designed to reduce the increase in youth violence evident in many Philadelphia neighborhoods</i>                                                                         | \$12,000.00 | 9/22/2011 | 501c(3)            |
| Archdiocese of Philadelphia<br>222 North Seventeenth Street<br>Philadelphia, PA 19103                                               | <i>For support towards Camp Overbrook. In Sign 2011, a two week summer religious education camp at St. Charles Seminary for children who are deaf or hard of hearing.</i>                                                                                              | \$5,000.00  | 5/20/2011 | 501c(3)            |
| Archdiocese of Philadelphia<br>222 North Seventeenth Street<br>Philadelphia, PA 19103                                               | <i>General Support - FDG - Archbishop's Christmas Benefit for Children</i>                                                                                                                                                                                             | \$3,000.00  | 12/1/2011 | 501c(3)            |
| Archdiocese of Washington<br>5001 Eastern Avenue<br>Post Office Box 29260<br>Washington, DC 20017                                   | <i>General Support - TDG</i>                                                                                                                                                                                                                                           | \$2,000.00  | 3/17/2011 | 501c(3)            |
| Ardmore House<br>75 Ardmore Avenue<br>Ardmore, PA 19003-1335                                                                        | <i>For support towards the Independence Enhancement program which will offer residents supportive services to learn about chronic health conditions they are experiencing, to learn about a variety of cultural activities &amp; offer socialization opportunities</i> | \$5,000.00  | 5/26/2011 | 509 (a) (2)        |
| A Baby's Breath<br>2118 West Main Street<br>Jeffersonville, PA 19403                                                                | <i>For general operating support to continue providing free crisis pregnancy counseling services including testing, pre-natal care instruction and parenting classes.</i>                                                                                              | \$10,000.00 | 3/10/2011 | 170 (b) (1)<br>(A) |

| Organization Name                                                                                                  | Project Description                                                                                                                                                                                                                                            | Amount       | Date Paid | Tax Status         |
|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|-----------|--------------------|
| Baker Industries, Inc.<br>The Edwin & Fannie Gray Hall Center<br>184 Pennsylvania Ave.<br>Malvern, PA 19355-2864   | General Support - ODG                                                                                                                                                                                                                                          | \$2,000.00   | 7/21/2011 | 509 (a) (2)        |
| Baker Industries, Inc.<br>The Edwin & Fannie Gray Hall Center<br>184 Pennsylvania Ave.<br>Malvern, PA 19355-2864   | For general operating support over 2 yrs (2011-12 & 2012-13) to continue providing work rehabilitation programs which employ and find outside employment for the disabled, recovering substance abusers, parolees, and the homeless                            | \$20,000.00  | 9/29/2011 | 509 (a) (2)        |
| Bernardine Center<br>2625 W. Ninth Street<br>Chester, PA 19013                                                     | For support over 2 yrs (2012/2013) for the Food Pantry & West Side Brunch Programs to help alleviate hunger for impoverished Chester county residents. The pantry distributes emergency food to families & the brunch program provides nutritious midday meals | \$15,000.00  | 12/8/2011 | 501c(3)            |
| Bethesda Project<br>1630 South Street<br>Philadelphia, PA 19146                                                    | For support over 2 yrs (2011-12 & 2012-13) towards the Case Management for the Formerly Homeless project which aids people in recovery from homelessness to becoming independent                                                                               | \$100,000.00 | 6/23/2011 | 170 (b) (1)<br>(A) |
| Bethesda Project<br>1630 South Street<br>Philadelphia, PA 19146                                                    | General Support - TDG                                                                                                                                                                                                                                          | \$1,000.00   | 8/18/2011 | 170 (b) (1)<br>(A) |
| Bethesda Project<br>1630 South Street<br>Philadelphia, PA 19146                                                    | Assistance for needy families                                                                                                                                                                                                                                  | \$3,000.00   | 12/9/2011 | 170 (b) (1)<br>(A) |
| Big Brothers Big Sisters of Bucks County<br>2875 Old York Rd.<br>Jamison, PA 18929-1026                            | General Support - ODG                                                                                                                                                                                                                                          | \$2,500.00   | 9/22/2011 | 501c(3)            |
| Big Brothers Big Sisters of Southeastern Pennsylvania<br>123 S. Broad Street, Suite 2180<br>Philadelphia, PA 19109 | General Support - SDG                                                                                                                                                                                                                                          | \$250.00     | 3/24/2011 | 509a(1)            |
| Big Brothers Big Sisters of Southeastern Pennsylvania<br>123 S. Broad Street, Suite 2180<br>Philadelphia, PA 19109 | General Support - TDG                                                                                                                                                                                                                                          | \$1,000.00   | 8/25/2011 | 509a(1)            |

| Organization Name                                                                               | Project Description                                                                                                                                                                                                                                            | Amount       | Date Paid  | Tax Status         |
|-------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|------------|--------------------|
| Blessed Virgin Mary School<br>51 MacDade Blvd.<br>Darby, PA 19023                               | Assistance for needy families in the community and to also provide food to ease the pain of hunger                                                                                                                                                             | \$5,000.00   | 12/9/2011  | 501c(3)            |
| Blessed Virgin Mary School<br>51 MacDade Blvd.<br>Darby, PA 19023                               | Assistance for needy families in the community.                                                                                                                                                                                                                | \$3,000.00   | 12/9/2011  | 501c(3)            |
| Boys & Girls Clubs of Philadelphia<br>1518 Walnut Street<br>Suite 712<br>Philadelphia, PA 19102 | For capital support to repair and refurbish the Nicetown club which was constructed in 1906. The refurbished facility will serve children and youth ages 6-19 living in Northeast Philadelphia                                                                 | \$100,000.00 | 6/23/2011  | 509 (a) (2)        |
| Brandywine Health Foundation<br>50 South First Avenue<br>Coatesville, PA 19320                  | For support towards the Coatesville Youth Initiative 2011 ServiceCorps Program which assists youth ages 14-18 with a desire to gain valuable work experience an opportunity to serve the community, develop life and leadership skills and earn summer income. | \$10,000.00  | 7/28/2011  | 170 (b) (1)<br>(A) |
| Breast Cancer.Org<br>7 E. Lancaster Avenue, 3rd Floor<br>Ardmore, PA 19003-9904                 | General Support - TCMG                                                                                                                                                                                                                                         | \$3,000.00   | 1/6/2011   | 501c(3)            |
| Breathing Room Foundation<br>120 S. York Rd.<br>Suite 7<br>Hatboro, PA 19040                    | For general operating support over two years to continue providing outreach programs and services for families facing challenges associated with cancer                                                                                                        | \$5,000.00   | 3/24/2011  | 509 (a) (2)        |
| Bridge of Hope - Lancaster & Chester Counties<br>1516 Olive Street<br>Coatesville, PA 19320     | For general operating support over 2 yrs (2012 & 2013) to continue providing support to women and children facing eviction or experiencing homelessness by helping them obtain long-term housing and greater stability                                         | \$12,000.00  | 12/15/2011 | 509a(1)            |
| Broad Street Ministry<br>315 S. Broad Street<br>Philadelphia, PA 19107                          | General Support - TCMG                                                                                                                                                                                                                                         | \$5,000.00   | 10/14/2011 | 170 (b) (1)<br>(A) |
| Broad Street Ministry<br>315 S. Broad Street<br>Philadelphia, PA 19107                          | Assistance for needy families in the community and to also provide food to ease the pain of hunger.                                                                                                                                                            | \$5,000.00   | 12/9/2011  | 170 (b) (1)<br>(A) |

| Organization Name                                                                                             | Project Description                                                                                                                                                                                                                                   | Amount      | Date Paid  | Tax Status      |
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| Bryn Mawr Presbyterian Church<br>625 Montgomery Avenue<br>Bryn Mawr, PA 19010                                 | General Support - TCMG                                                                                                                                                                                                                                | \$15,000.00 | 5/26/2011  | 501c(3)         |
| Bryn Mawr Presbyterian Church<br>625 Montgomery Avenue<br>Bryn Mawr, PA 19010                                 | General Support - TCMG                                                                                                                                                                                                                                | \$10,000.00 | 10/14/2011 | 501c(3)         |
| Bryn Mawr Terrace<br>773 E. Haverford Road<br>Bryn Mawr, PA 19010                                             | For support towards the purchase and installation of a new Nurse Call System to replace the current 50-year old system The new call system has greater capabilities and will improve response time to attend to resident needs                        | \$10,000.00 | 9/6/2011   | 509 (a) (2)     |
| Cambodian Association of Greater Philadelphia, Inc.<br>5412 North 5th Street<br>Philadelphia, PA 19120        | For support towards the After-School Program which provides educational, social and cultural opportunities to at-risk Cambodian American youth in the Greater Philadelphia area                                                                       | \$5,000.00  | 1/6/2011   | 509 (a) (2)     |
| Camilla Hall Nursing Home<br>Office of IHM Mission Advancement<br>1140 King Road<br>Immaculata, PA 19345-0200 | General Support - FDG                                                                                                                                                                                                                                 | \$1,000.00  | 10/14/2011 | 501c(3)         |
| Camp Dreamcatcher<br>617 West South Street<br>Kennett Square, PA 19348                                        | For general operating support for this camp which provides safe, supportive, therapeutic and educational services to HIV/AIDS infected and/or affected youth and their families.                                                                      | \$5,000.00  | 4/7/2011   | 170 (b) (1) (A) |
| Camp Sojourner - Girl's Leadership Camp<br>801 South 48th St.<br>Philadelphia, PA 19143                       | For general operating support to continue providing the summer camp program to low income girls ages 8 to 17 from Philadelphia The 6 day long camp program focuses on leadership, team building and arts programming                                  | \$5,000.00  | 5/26/2011  | 170 (b) (1) (A) |
| Camphill Village Kimberton Hills, Inc.<br>P O. Box 1045<br>1601 Pughtown Road<br>Kimberton, PA 19442          | For support towards the 'Aging in Community' program designed to address the challenge of an increasing population of low-income people with developmental disabilities who are growing older by helping them continue to have a high quality of life | \$10,000.00 | 8/18/2011  | 501c(3)         |
| Carmelite Monastery - Philadelphia<br>66th & Old York Road<br>Philadelphia, PA 19126                          | General Support - OCMG                                                                                                                                                                                                                                | \$1,000.00  | 8/4/2011   | 501c(3)         |

| Organization Name                                                                                                                               | Project Description                                                                                                                                                                                                                 | Amount      | Date Paid | Tax Status         |
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| CASA/Youth Advocates, Inc.<br>P.O. Box 407<br>Media, PA 19063                                                                                   | <i>For general operating support to continue recruiting, training and supervising volunteers to advocate in the best interest of adjudicated dependent children in Delaware County</i>                                              | \$7,500.00  | 12/1/2011 | 509a(1)            |
| Cathedral Basilica of SS Peter and Paul<br>1723 Race Street<br>Philadelphia, PA 19103                                                           | <i>General Support - TDG</i>                                                                                                                                                                                                        | \$1,000.00  | 7/28/2011 | 501c(3)            |
| Catholic Charities Appeal - Archdiocese of Philadelphia<br>222 North 17th Street<br>Philadelphia, PA                                            | <i>General Support - OCMG</i>                                                                                                                                                                                                       | \$1,500.00  | 6/2/2011  | 501c(3)            |
| Ceiba<br>149 W. Susquehanna Ave.<br>Philadelphia, PA 19122                                                                                      | <i>For general operating support to continue providing comprehensive asset building services which promote self-reliance and empowerment to low to moderate income latino families in Philadelphia</i>                              | \$10,000.00 | 6/29/2011 | 509a(1)            |
| The Center for Advocacy for the Rights and Interests of the Elderly<br>100 S. Broad St.<br>1500 Land Title Bldg.<br>Philadelphia, PA 19110-1088 | <i>For support towards CARIE LINE which assists older adults &amp; family caregivers with free consultation and advocacy related to a wide range of health care, financial, housing, transportation and social service problems</i> | \$6,000.00  | 3/24/2011 | 501c(3)            |
| The Center for Advocacy for the Rights and Interests of the Elderly<br>100 S. Broad St.<br>1500 Land Title Bldg.<br>Philadelphia, PA 19110-1088 | <i>General Support - SDG</i>                                                                                                                                                                                                        | \$250.00    | 3/24/2011 | 501c(3)            |
| Center for Autism<br>3905 Ford Rd Suite 6<br>Philadelphia, PA 19131-5469                                                                        | <i>For capital support towards renovations of the Center's headquarters facility which will provide twice as much physical space for autism therapy and for diagnostic evaluations</i>                                              | \$25,000.00 | 9/6/2011  | 170 (b) (1)<br>(A) |
| Center for Grieving Children, Teens and Families<br>1139 East Luzerne Street, Suite A<br>Philadelphia, PA 19124                                 | <i>For general operating support over two years (2011 and 2012) to continue providing grief counseling programs and to extend outreach to additional Philadelphia neighborhoods</i>                                                 | \$15,000.00 | 3/3/2011  | 170 (b) (1)<br>(A) |

| Organization Name                                                                                                | Project Description                                                                                                                                                                                                                       | Amount      | Date Paid  | Tax Status         |
|------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|--------------------|
| Chester County Community Dental Center<br>744 East Lincoln Hwy<br>Suite 120<br>Coatesville, PA 19320             | For support over 2 years towards providing dental services for 114 at-risk, under-insured children and their families living in some of the poorest communities in Chester County.                                                        | \$10,000.00 | 5/5/2011   | 170 (b) (1)<br>(A) |
| Chester County Women's Services<br>PO Box 1224<br>Coatesville, PA 19320                                          | For support over 2 yrs (2012 & 2013) towards "The Family Movement" program, which provides parenting classes and one on one counseling to help equip parents with parenting and life skills.                                              | \$10,000.00 | 12/15/2011 | 170 (b) (1)<br>(A) |
| Chester Eastside Ministries<br>P.O. Box 36<br>Chester, PA 19016                                                  | For support towards the Through the Parents First program which is designed to improve the quality of life for multiple generations by supporting the intellectual, moral, social and cultural development of parents and their children. | \$15,000.00 | 11/17/2011 | 170 (b) (1)<br>(A) |
| Chester Eastside Ministries<br>P.O. Box 36<br>Chester, PA 19016                                                  | Assistance for needy families in the community and to also provide food to ease the pain of hunger.                                                                                                                                       | \$3,000.00  | 12/15/2011 | 170 (b) (1)<br>(A) |
| Chestnut Hill Meals on Wheels<br>8765 Stenton Avenue<br>Wyndmoor, PA 19038                                       | For support towards upgrading the program's technology to better serve clients. increase those served and raise awareness of the Meals on Wheels program                                                                                  | \$7,000.00  | 12/1/2011  | 170 (b) (1)<br>(A) |
| The Children's Hospital<br>One Children's Center<br>34th Street and Civic Center Blvd.<br>Philadelphia, PA 19104 | General Support - SDG                                                                                                                                                                                                                     | \$250.00    | 6/9/2011   | 501c(3)            |
| Church of St. Thomas More<br>65 East 89th Street<br>New York, NY 10128                                           | General Support - TDG                                                                                                                                                                                                                     | \$1,000.00  | 8/25/2011  | 501c(3)            |
| Church of the Sacred Heart<br>1739 Ferry Av<br>Camden, NJ 08104                                                  | General Support - OCMG                                                                                                                                                                                                                    | \$3,000.00  | 8/18/2011  | 501c(3)            |
| Colonial Neighborhood Council<br>107 East Fourth Ave.<br>Conshohocken, PA 19428                                  | General Support - SDG                                                                                                                                                                                                                     | \$500.00    | 6/9/2011   | 170 (b) (1)<br>(A) |

| Organization Name                                                                                      | Project Description                                                                                                                                                                                                                                            | Amount      | Date Paid  | Tax Status         |
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| Community Center at Visitation<br>2646 Kensington Avenue<br>Philadelphia, PA 19125                     | General Support - SDG                                                                                                                                                                                                                                          | \$2,000.00  | 9/15/2011  | 501c(3)            |
| Community Center at Visitation<br>2646 Kensington Avenue<br>Philadelphia, PA 19125                     | Food Cupboard                                                                                                                                                                                                                                                  | \$5,000.00  | 12/9/2011  | 501c(3)            |
| Contact Greater Philadelphia<br>Administrative Offices<br>P.O. Box 167<br>Richboro, PA 18954-0167      | For general operating support over 2 yrs (2011-12 & 2012-13) to continue providing outreach services including a 24/7 telephone crisis intervention & suicide hotline providing trained listeners, guidance/information and referral to Philadelphians in need | \$10,000.00 | 5/20/2011  | 170 (b) (1)<br>(A) |
| Council of Spanish Speaking Organizations,<br>Inc.<br>705-09 N. Franklin St.<br>Philadelphia, PA 19123 | For support towards the Promoting Health Among Teens program, an abstinence education program for at-risk youth.                                                                                                                                               | \$5,000.00  | 11/10/2011 | 170 (b) (1)<br>(A) |
| Cradle of Hope<br>1657 The Fairway, PMB 140<br>Jenkintown, PA 19046                                    | For general operating support to continue providing temporary housing with support services to low-income single mothers, ages 18 and over, and their children, ages 0 to 24 months.                                                                           | \$5,000.00  | 11/17/2011 | 509a(1)            |
| Cradles to Crayons<br>30 Clipper Road<br>PO Box 799<br>W. Conshohocken, PA 19428                       | For general operating support to continue providing children from birth to 12 in the Philadelphia area with the everyday essentials they need to foster their safety, self-esteem, and educational development.                                                | \$10,000.00 | 4/20/2011  | 170 (b) (1)<br>(A) |
| Cranaleith Spiritual Center<br>13475 Proctor Road<br>Philadelphia, PA 19116                            | General Support - TMG                                                                                                                                                                                                                                          | \$2,000.00  | 7/28/2011  | 170 (b) (1)<br>(A) |
| Cuddle My Kids<br>1100 E Hector Street, Suite 210<br>Conshohocken, PA 19428                            | General Support - ODG                                                                                                                                                                                                                                          | \$250.00    | 8/18/2011  | 170 (b) (1)<br>(A) |
| DC Central Kitchen<br>425 2nd Street NW<br>Washington, DC 20001                                        | General Support - TDG                                                                                                                                                                                                                                          | \$1,500.00  | 4/14/2011  | 501c(3)            |

| Organization Name                                                                            | Project Description                                                                                                                                                                                                                          | Amount      | Date Paid  | Tax Status         |
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| Delaware Valley Community Health, Inc.<br>1412-22 Fairmount Avenue<br>Philadelphia, PA 19130 | General Support - TMG                                                                                                                                                                                                                        | \$2,000.00  | 7/28/2011  | 501c(3)            |
| Delco Memorial Foundation<br>501 North Lansdowne Avenue<br>Drexel Hill, PA 19026             | For support towards the Passport to Health Program which introduces and reinforces good health behaviors to 3rd, 4th and 5th graders in 30 Delaware County participating schools                                                             | \$2,000.00  | 12/1/2011  | 501c(3)            |
| Depaul USA, Inc.<br>5725 Sprague Street<br>Philadelphia, PA 19138                            | For general operating support towards the transitional shelter which provides services that help men obtain employment, exit homelessness and become productive members of society                                                           | \$20,000.00 | 3/24/2011  | 170 (b) (1)<br>(A) |
| Divine Sent Food Cupboard<br>198 Barnsley Road<br>Oxford, PA 19363                           | For support towards the purchase of additional food and to maintain building expenses to the warehouse                                                                                                                                       | \$5,000.00  | 4/7/2011   | 170 (b) (1)<br>(A) |
| Domestic Violence Center of Chester County<br>PO Box 832<br>West Chester, PA 19381-0832      | For general operating support to continue providing intervention, education, outreach, advocacy and programs to prevent, reduce and remedy domestic violence in Chester County                                                               | \$10,000.00 | 4/14/2011  | 509a(1)            |
| Downingtown Area Senior Center<br>983 East Lancaster Ave.<br>Downingtown, PA 19335           | For support towards the meals on wheels program "Downingtown Delivers!" which provides and delivers nutritiously balanced meals to homebound seniors.                                                                                        | \$7,500.00  | 11/10/2011 | 170 (b) (1)<br>(A) |
| Dragonfly Forest<br>1100 E Hector Street, Suite 333<br>Conshohocken, PA 19428                | For general operating support to continue providing a Residential camp for children, free of charge, with illnesses and disorders such as autism and hemophilia                                                                              | \$5,000.00  | 7/14/2011  | 501c(3)            |
| ElderNet of Lower Merion-Narberth<br>9 S. Bryn Mawr Avenue<br>Bryn Mawr, PA 19010            | For general operating support over 2 yrs (2011-12 & 2012-13) to provide programs to elderly/disabled adults of low-moderate income to continue to live at home safely & independently with improved quality of life & access to medical care | \$10,000.00 | 6/9/2011   | 509a(1)            |
| Endow-a-Home<br>3721 Midvale Ave.<br>Philadelphia, PA 19129-1743                             | For support towards general operating costs for case management program which provides resources, guidance and encouragement for head-of-household women with histories of homelessness to help them become self-reliant.                    | \$5,000.00  | 9/6/2011   | 170 (b) (1)<br>(A) |

| Organization Name                                                                          | Project Description                                                                                                                                                                                                                                           | Amount      | Date Paid | Tax Status         |
|--------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-----------|--------------------|
| Episcopal Community Services<br>225 South Third Street<br>Philadelphia, PA 19106-3910      | For support towards the ECS St. Barnabas Mission which provides a comprehensive shelter for homeless families as well as preschool & after school programs, health services, life skills and parenting classes                                                | \$10,000.00 | 3/10/2011 | 509a(1)            |
| Face to Face<br>109 East Price St.<br>Philadelphia, PA 19144-2145                          | Assistance for needy families in the community                                                                                                                                                                                                                | \$3,000.00  | 12/9/2011 | 501c(3)            |
| Federation Housing, Inc<br>8900 Roosevelt Blvd.<br>Philadelphia, PA 19115                  | For support towards expanding the existing meal program by offering hot lunches in the 3 sites where currently cold boxed lunches are offered. Support will also help the addition of a new site                                                              | \$5,000.00  | 6/29/2011 | 509 (a) (3)        |
| First Unitarian Church of Philadelphia<br>2125 Chestnut Street<br>Philadelphia, PA 19103   | For capital support towards repointing the masonry of the First Unitarian Church which houses a vibrant Community Center in order to stop the water that is seeping in through the exterior walls                                                             | \$11,197.00 | 3/10/2011 | 501c(3)            |
| Fox Chase Cancer Center<br>7701 Burholme Avenue<br>Philadelphia, PA 19111                  | General Support - SDG                                                                                                                                                                                                                                         | \$250.00    | 3/24/2011 | 501c(3)            |
| Friends of Frank<br>165 Summit Road<br>Springfield, PA 19064                               | General Operating - TCMG                                                                                                                                                                                                                                      | \$1,000.00  | 1/6/2011  | 501c(3)            |
| Friends of John Paul II Foundation, Inc.<br>1247 Southampton Rd.<br>Philadelphia, PA 19116 | Founders Grant                                                                                                                                                                                                                                                | \$10,000.00 | 9/1/2011  | 501c(3)            |
| Gaudenzia, Inc.<br>106 W Main Street<br>Norristown, PA 19401                               | General Support - FDG                                                                                                                                                                                                                                         | \$700.00    | 4/20/2011 | 509 (a) (2)        |
| Gearing Up<br>P.O. Box 26061<br>Philadelphia, PA 19128                                     | For general operating support over 2 yrs to provide women in transition from drug/alcohol addiction, domestic violence &/or homelessness with the skills, equipment & guidance needed to safely ride a bicycle for exercise, transportation & personal growth | \$10,000.00 | 4/7/2011  | 170 (b) (1)<br>(A) |

| Organization Name                                                                                        | Project Description                                                                                                                                                                                                                                         | Amount      | Date Paid | Tax Status         |
|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-----------|--------------------|
| Girl Scouts of Eastern Pennsylvania - (Greater Philadelphia)<br>P.O. Box 27540<br>Philadelphia, PA 19118 | General Support - FDG                                                                                                                                                                                                                                       | \$840.00    | 1/13/2011 | 509a(1)            |
| Girls Rock Philly<br>PO Box 1512<br>Philadelphia, PA 19125                                               | For general operating support to continue providing music education and activities to girls ages 9-17 which foster self-respect, leadership skills, creativity, self-expression, critical thinking and collaboration                                        | \$3,000.00  | 6/16/2011 | 170 (b) (1)<br>(A) |
| Good Samaritan Shelter<br>141 E. High Street<br>PO Box 551<br>Phoenixville, PA 19460                     | For general operating support to continue providing short term and emergency shelter to homeless men in Northern Chester County and to help them become more self reliant through provided social services.                                                 | \$15,000.00 | 4/7/2011  | 170 (b) (1)<br>(A) |
| Good Works, Inc.<br>P.O. Box 1441<br>Coatesville, PA 19320                                               | General Support - ODG                                                                                                                                                                                                                                       | \$2,500.00  | 7/21/2011 | 509a(1)            |
| Good Works, Inc.<br>P.O. Box 1441<br>Coatesville, PA 19320                                               | For general operating over 2 yrs (2011-12 and 2012-13) support to continue providing home repairs to residents of low-income in Chester County                                                                                                              | \$20,000.00 | 9/29/2011 | 509a(1)            |
| Greater Philadelphia Coalition Against Hunger<br>1725 Fairmount Ave., Unit 102<br>Philadelphia, PA 19130 | For support over 2 yrs towards expanding the food stamp program through the SNAP Campaign which will focus on several high-poverty/low SNAP enrollment neighborhoods in Philadelphia with the goal to enroll 3,000 participants.                            | \$20,000.00 | 6/16/2011 | 170 (b) (1)<br>(A) |
| Greensgrow Philadelphia Project<br>2503 East Fifth Street<br>Philadelphia, PA 19125                      | For support towards the Local Initiative for Food Education program which offers food shares along with cooking lessons and nutrition education to households receiving SNAP benefits to increase access to fresh healthy produce in low-income households. | \$5,000.00  | 8/4/2011  | 170 (b) (1)<br>(A) |
| The Grey Nuns of the Sacred Heart<br>1750 Quarry Road<br>Yardley, PA 19067-9990                          | General Support - TCMG                                                                                                                                                                                                                                      | \$3,000.00  | 8/18/2011 | 501c(3)            |

| Organization Name                                                                                           | Project Description                                                                                                                                                                                                                                 | Amount      | Date Paid  | Tax Status       |
|-------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|------------------|
| Hayes Manor Retirement Residence<br>2210 Belmont Avenue<br>Philadelphia, PA 19131-1552                      | For capital support toward the renovation of the kitchen to update appliances and work space in order to improve the current hazardous working conditions, increase energy efficiency and to better serve the residents                             | \$15,000.00 | 4/7/2011   | 509(a)(2)        |
| Healthy NewsWorks<br>1105 Ormond Ave.<br>Drexel Hill, PA 19026                                              | For general operating support to continue providing a program which involves developing newspapers that are written & illustrated by students in grades 3-8 to promote literacy & health education in their schools                                 | \$5,000.00  | 9/15/2011  | 170(b)(1)<br>(A) |
| Hias and Council Migration Service of<br>Philadelphia<br>2100 Arch St., 3rd Floor<br>Philadelphia, PA 19103 | For general operating support to continue providing legal and social services so that immigrants and refugees can become self-sufficient, independent members of the community.                                                                     | \$7,000.00  | 6/2/2011   | 509a(1)          |
| Hispanics in Philanthropy<br>55 Exchange Place, Suite 503<br>New York, NY 10005                             | For support over two years towards the Funders' Collaborative for Strong Latino Communities in Philadelphia                                                                                                                                         | \$10,000.00 | 10/27/2011 | 170(b)(1)<br>(A) |
| Holy Child Catholic School<br>242 Hermitage Street<br>Philadelphia, PA 19127                                | Assistance for needy families in the community                                                                                                                                                                                                      | \$3,000.00  | 12/9/2011  | 501c(3)          |
| Holy Family Parish<br>234 Hermitage St<br>Philadelphia, PA 19127                                            | General Support - SDG                                                                                                                                                                                                                               | \$1,000.00  | 5/5/2011   | 501c(3)          |
| Holy Redeemer Church<br>915 Vine Street<br>Philadelphia, PA 19107                                           | Assistance for needy families in the community.                                                                                                                                                                                                     | \$5,000.00  | 12/9/2011  | 501c(3)          |
| HOPE for Kids<br>150 N. Radnor Chester Rd., Suite F-200<br>Radnor, PA 19087                                 | For support towards the Camp HOPE for Kids Sponsorship Fund to allow mentors & campers to attend Camp HOPE which provides mentoring, environmental education and sports programs to give kids the opportunity to learn and socialize outside school | \$5,000.00  | 12/8/2011  | 170(b)(1)<br>(A) |
| Hope Partnership for Education<br>1701 N. 8th Street<br>Philadelphia, PA 19122-2807                         | Assistance for needy families in the community.                                                                                                                                                                                                     | \$2,000.00  | 12/9/2011  | 509a(1)          |

| Organization Name                                                                                                        | Project Description                                                                                                                                                                                                                                                          | Amount      | Date Paid | Tax Status         |
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| Hope Springs Equestrian Therapy, Inc.<br>P O Box 156<br>1105 Green Lane Road<br>Chester Springs, PA 19425                | <i>For support to subsidize the cost of therapeutic riding lessons and horse-assisted activities in order that disabled/behavioral challenged individuals might have the opportunity to participate regardless of their economic circumstances.</i>                          | \$8,000.00  | 4/20/2011 | 509 (a) (2)        |
| Hopewell United Methodist Church<br>852 Hopewell Road<br>Downingtown, PA 19335                                           | <i>General Support - ODG</i>                                                                                                                                                                                                                                                 | \$7,500.00  | 5/12/2011 | 501c(3)            |
| Hopewell United Methodist Church<br>852 Hopewell Road<br>Downingtown, PA 19335                                           | <i>General Support - ODG</i>                                                                                                                                                                                                                                                 | \$1,000.00  | 8/18/2011 | 501c(3)            |
| Hosts for Hospitals<br>4719 Pine Street<br>Philadelphia, PA 19143                                                        | <i>General Support - TDG</i>                                                                                                                                                                                                                                                 | \$1,000.00  | 7/28/2011 | 170 (b) (1)<br>(A) |
| Inn Dwelling<br>109 E. Price Street<br>Philadelphia, PA 19144                                                            | <i>For support towards the comprehensive youth program which includes after school programming, summer enrichment academy, scholarship program, youth retreat, service programs and an arts &amp; sports program</i>                                                         | \$25,000.00 | 8/18/2011 | 509 (a) (2)        |
| Interagency Council of Norristown, Inc.<br>P.O. Box 697<br>Norristown, PA 19404                                          | <i>For general operating support over two years (2011 and 2012) toward the continuation &amp; expansion of the human services consortia activities in the Greater Norristown area.</i>                                                                                       | \$5,000.00  | 2/10/2011 | 509 (a) (2)        |
| Intercommunity Action, Inc.<br>6012 Ridge Avenue<br>Philadelphia, PA 19128-1697                                          | <i>For general operating support towards the Journey's Way Resources &amp; Programs for People 55+ program which provides a senior community center, adult day services, affordable housing, geriatric counseling &amp; other social services to Philadelphians age 55+.</i> | \$15,000.00 | 8/4/2011  | 509a(1)            |
| Interfaith Housing Development Corporation of<br>Bucks County<br>805 North Wilson Ave.<br>Suite 102<br>Bristol, PA 19007 | <i>For general operating support to continue providing safe, decent and affordable housing to homeless and low-income people and to assist them in becoming self-sufficient.</i>                                                                                             | \$10,000.00 | 4/7/2011  | 170 (b) (1)<br>(A) |

| Organization Name                                                                                                     | Project Description                                                                                                                                                                                                                                            | Amount      | Date Paid | Tax Status      |
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| Jewish Employment and Vocational Service<br>1845 Walnut Street, 7th Floor<br>Philadelphia, PA 19103-4707              | General Support - ODG                                                                                                                                                                                                                                          | \$2,500.00  | 7/21/2011 | 509 (a) (2)     |
| Jewish Employment and Vocational Service<br>1845 Walnut Street, 7th Floor<br>Philadelphia, PA 19103-4707              | For support over 2 yrs (2012 & 2013) towards Project WoW, a program recruiting low-income school dropouts, providing a 14 wk program which includes case management, academic skills training, & teaches the trade of Property Maintenance to help find a job  | \$25,000.00 | 8/4/2011  | 509 (a) (2)     |
| Jewish Family and Children's Service of Greater Philadelphia<br>2100 Arch Street, 5th Floor<br>Philadelphia, PA 19103 | For support toward the Senior Services programming which enables elderly & low income Holocaust survivors to remain in their homes safely & with quality of life Care includes, in-home care management, direct client care & socialization opportunities      | \$25,000.00 | 9/29/2011 | 170 (b) (1) (A) |
| John W. Hallahan Catholic Girls' High School<br>311 North 19th Street<br>Philadelphia, PA 19103                       | Assistance for needy families in the community                                                                                                                                                                                                                 | \$2,000.00  | 12/9/2011 | 501c(3)         |
| KenCrest Centers<br>502 West Germantown Pike, Suite 200<br>Plymouth Meeting, PA 19462                                 | For support towards the purchase of 60 Apple iPads & portable HP color printers, including corresponding training for staff and therapists who serve young children from birth to age 3 with intellectual & developmental disabilities & autism in their homes | \$25,000.00 | 3/10/2011 | 501c(3)         |
| Kennett Area Senior Center<br>427 South Walnut Street<br>Kennett Square, PA 19348                                     | For support over two yrs (2011 and 2012) toward the Wellness & Independence Program that provides seniors with support/daily programming in order to remain independent as long as possible, emotionally well-adjusted and physically & mentally active        | \$10,000.00 | 3/17/2011 | 509a(1)         |
| Ken's Krew, Inc.<br>130 West 29th St., Suite 501<br>New York, NY 10001                                                | FDG - General Support                                                                                                                                                                                                                                          | \$250.00    | 10/6/2011 | 501c(3)         |
| Keystone Hospice<br>8765 Stenton Ave<br>Wyndmoor, PA 19038                                                            | For general operating support over 2 yrs (2012 & 2013) to continue providing comprehensive hospice care to all who need it regardless of ability to pay Keystone provides in home care for those who choose it & care to patients residing in Keystone House   | \$25,000.00 | 12/8/2011 | 509a(1)         |

| Organization Name                                                                                                  | Project Description                                                                                                                                                                                                                             | Amount      | Date Paid  | Tax Status         |
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| La Salle Academy<br>1434 N. 2nd Street<br>Philadelphia, PA 19122                                                   | Assistance for needy families in the community.                                                                                                                                                                                                 | \$2,000.00  | 12/9/2011  | 509a(1)            |
| Lamb Foundation<br>114 North Main Street<br>North Wales, PA 19454                                                  | For general operating support to continue providing safe and affordable housing to senior citizens and adults with physical and/or mental disabilities in Montgomery County.                                                                    | \$10,000.00 | 3/31/2011  | 509a(1)            |
| Legal Clinic for the Disabled, Inc.<br>Magee Rehabilitation Hospital<br>1513 Race Street<br>Philadelphia, PA 19102 | Support toward a Medical Legal Partnership at Magee Rehabilitation Hospital, Family Practice & Counseling Network, St. Christopher's Hospital as well as collaboration with Nat'l Nursing Ctrs Consortium to establish MLPs in 3 health clinics | \$15,000.00 | 10/20/2011 | 509a(1)            |
| Libertae<br>5245 Bensalem Boulevard<br>Bensalem, PA 19020                                                          | General Support - ODG                                                                                                                                                                                                                           | \$1,000.00  | 9/6/2011   | 170 (b) (1)<br>(A) |
| LIFT, Inc.<br>5548 Chestnut St<br>1st Floor<br>Philadelphia, PA 19139                                              | For general operating support to continue providing social services free of cost to low-income Philadelphians, services include assistance obtaining and retaining employment, securing affordable housing and access to vital public benefits  | \$10,000.00 | 6/16/2011  | 509a(1)            |
| Light on the Hill Retreat Center<br>209 Blake Hill Road<br>Van Etten, NY 14889                                     | General Support - ODG                                                                                                                                                                                                                           | \$250.00    | 8/18/2011  | 501c(3)            |
| Little Flower Church<br>5607 Massachusetts Ave.<br>Bethesda, MD 20816                                              | General Support - TDG                                                                                                                                                                                                                           | \$4,000.00  | 9/6/2011   | 501c(3)            |
| Little Flower Church<br>5607 Massachusetts Ave.<br>Bethesda, MD 20816                                              | General Support - TDG                                                                                                                                                                                                                           | \$2,000.00  | 9/6/2011   | 501c(3)            |
| Little Sisters of the Assumption Family Health Service<br>333 East 115th St.<br>New York, NY 10029                 | General Support - TDG                                                                                                                                                                                                                           | \$2,000.00  | 8/25/2011  | 501c(3)            |

| Organization Name                                                                                                     | Project Description                                                                                                                                                                                                             | Amount      | Date Paid  | Tax Status         |
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| Little Sisters of the Poor<br>Holy Family Home<br>5300 Chester Ave.<br>Philadelphia, PA 19143                         | General Support - OCMG                                                                                                                                                                                                          | \$1,000.00  | 9/6/2011   | 501c(3)            |
| Main Line Deputy Dog<br>PO Box 200<br>Wayne, PA 19087                                                                 | For general operating support to help Main Line Deputy Dog launch it's programs designed to help individuals train a dog to perform tasks enabling its human partner to function with greater independence and confidence.      | \$7,500.00  | 8/11/2011  | 170 (b) (1)<br>(A) |
| Main Line Deputy Dog<br>PO Box 200<br>Wayne, PA 19087                                                                 | General Support - SDG                                                                                                                                                                                                           | \$200.00    | 9/6/2011   | 170 (b) (1)<br>(A) |
| MANNA<br>2323 Ranstead Street<br>Philadelphia, PA 19103                                                               | For general operating support to continue providing comprehensive nutrition services for people who are at acute nutritional risk from a life-threatening illness. Services include meal delivery and Medical Nutrition Therapy | \$15,000.00 | 12/15/2011 | 170 (b) (1)<br>(A) |
| Marks Colorectal Surgical Foundation<br>100 Lancaster Av.<br>MOB East, Suite 653<br>Wynnewood, PA 19096               | General Support - OCMG                                                                                                                                                                                                          | \$3,000.00  | 6/2/2011   | 501c(3)            |
| Martin House Community for Justice<br>Foundation<br>794 East State Street<br>P.O. Box 1025<br>Trenton, NJ 08606-1025  | General Support - TDG                                                                                                                                                                                                           | \$1,000.00  | 8/25/2011  | 501c(3)            |
| Maternal and Child Health Consortium of<br>Chester County<br>30 W. Barnard Street, Suite #1<br>West Chester, PA 19382 | For general operating support for 2011 to continue providing health care and educational services to low income pregnant & parenting women in Chester County                                                                    | \$25,000.00 | 2/3/2011   | 509a(1)            |
| Melmark Inc.<br>2600 Wayland Road<br>Berwyn, PA 19312                                                                 | For support towards installing the CareTracker database reporting system throughout the adult residences to increase efficiency and improve client care                                                                         | \$40,000.00 | 6/2/2011   | 501c(3)            |

| Organization Name                                                                                 | Project Description                                                                                                                                                                                                                               | Amount      | Date Paid  | Tax Status         |
|---------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|--------------------|
| Mercy Neighborhood Ministries<br>1939 W. Venango St.<br>Philadelphia, PA 19140-3919               | General Support - ODG                                                                                                                                                                                                                             | \$1,000.00  | 8/25/2011  | 170 (b) (1)<br>(A) |
| Mercy Neighborhood Ministries<br>1939 W. Venango St.<br>Philadelphia, PA 19140-3919               | General Support - TMG                                                                                                                                                                                                                             | \$2,000.00  | 9/6/2011   | 170 (b) (1)<br>(A) |
| Mercy Neighborhood Ministries<br>1939 W. Venango St.<br>Philadelphia, PA 19140-3919               | General Support - TCMG                                                                                                                                                                                                                            | \$3,360.00  | 9/6/2011   | 170 (b) (1)<br>(A) |
| Mercy Neighborhood Ministries<br>1939 W. Venango St.<br>Philadelphia, PA 19140-3919               | Assistance for needy families in the community.                                                                                                                                                                                                   | \$3,000.00  | 12/9/2011  | 170 (b) (1)<br>(A) |
| Mercy Vocational High School<br>2900 West Hunting Park Avenue<br>Philadelphia, PA 19129-1803      | Assistance for needy families in the community                                                                                                                                                                                                    | \$3,000.00  | 12/9/2011  | 501c(3)            |
| Mercy Volunteer Corps<br>P.O. Box 901<br>Gwynedd Valley, PA 19437-0901                            | For general operating support to continue placing lay women and men who respond to the Gospel call to service in places where the need is great                                                                                                   | \$10,000.00 | 12/8/2011  | 501c(3)            |
| Mission Kids Child Advocacy Center of<br>Montgomery County<br>P.O. Box 413<br>Blue Bell, PA 19422 | For general operating support to continue providing safe, dignified, multi-disciplinary responses to child abuse allegations for the children of Montgomery County                                                                                | \$5,000.00  | 12/1/2011  | 170 (b) (1)<br>(A) |
| The Missionary Society of St. Columban<br>PO Box 10<br>St. Columbans, NE 68056-0010               | General Support - TCMG                                                                                                                                                                                                                            | \$1,000.00  | 10/27/2011 | 501c(3)            |
| Mom's House<br>152 Church Street<br>Phoenixville, PA 19460                                        | For general operating support to continue providing family support system of basic needs, including free childcare, to single, low-income parents while they are completing their full-time education and becoming independent members of society | \$5,000.00  | 4/20/2011  | 170 (b) (1)<br>(A) |

| Organization Name                                                                                                       | Project Description                                                                                                                                                                                                                                    | Amount      | Date Paid | Tax Status         |
|-------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-----------|--------------------|
| Montgomery County Chamber of Commerce<br>PO Box 200<br>Eagleville, PA 19408                                             | General Support - FDG                                                                                                                                                                                                                                  | \$1,000.00  | 6/9/2011  | 501c(3)            |
| Montgomery County Community Action<br>Development Commission<br>113 East Main Street<br>Norristown, PA 19401            | General Support - SDG                                                                                                                                                                                                                                  | \$250.00    | 3/24/2011 | 501c(3)            |
| Mothers' Home<br>51 North MacDade Boulevard<br>Daiby, PA 19023                                                          | For general operating support to continue providing shelter, health education, life skills training and parenting classes for 40 homeless pregnant women and their babies from Philadelphia, Delaware, Montgomery and Bucks Counties                   | \$10,000.00 | 7/7/2011  | 170 (b) (1)<br>(A) |
| Mount St. Joseph Convent<br>9701 Germantown Avenue<br>Philadelphia, PA 19118                                            | General Support - TDG                                                                                                                                                                                                                                  | \$2,000.00  | 9/6/2011  | 501c(3)            |
| Nassau County Association of Help of Retarded<br>Children Foundation, Inc.<br>189 Wheatley Road<br>Brookville, NY 11545 | General Support - TDG                                                                                                                                                                                                                                  | \$2,000.00  | 8/4/2011  | 501c(3)            |
| Nassau County Association of Help of Retarded<br>Children Foundation, Inc.<br>189 Wheatley Road<br>Brookville, NY 11545 | General Support - FDG                                                                                                                                                                                                                                  | \$1,000.00  | 9/15/2011 | 501c(3)            |
| Neighborhood Bike Works<br>3916 Locust Walk<br>Philadelphia, PA 19104                                                   | For support towards the Youth Bicycle Education Program which supports academic achievement and job readiness in at risk youth by emphasizing hands problem solving, personal responsibility, team work and real-world application of school subjects. | \$10,000.00 | 9/29/2011 | 501c(3)            |
| Neighborhood Health Agencies, Inc.<br>795 East Marshall Street<br>Suite 204<br>West Chester, PA 19380-4442              | For support towards the Senior Healthlink Program which brings free health assessment, maintenance, and education services to the homes of the frail elderly and community centers throughout Chester County.                                          | \$5,000.00  | 10/5/2011 | 509 (a) (2)        |

| Organization Name                                                                                           | Project Description                                                                                                                                                                                                                     | Amount      | Date Paid  | Tax Status         |
|-------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|--------------------|
| New Horizons Senior Center<br>206 Price Ave.<br>P.O. Box 85<br>Narberth, PA 19072                           | For general operating support over 2 yrs (2011-12 & 2012-13) to provide supportive programs and services that enable older adults to live independently in their own homes, for connections with others and engage in lifelong learning | \$12,000.00 | 7/7/2011   | 170 (b) (1)<br>(A) |
| The New Jerusalem Church of God in Christ<br>Apostolic<br>5701 North 13th Street<br>Philadelphia, PA 19141  | General Support - ODG                                                                                                                                                                                                                   | \$2,500.00  | 5/26/2011  | 501c(3)            |
| North Light Community Center<br>175 Green Lane<br>Philadelphia, PA 19127                                    | For general operating support to continue providing affordable programs to at-risk youth and families which nourish personal empowerment and positively impact youth, strengthen families and enrich the community                      | \$20,000.00 | 6/29/2011  | 170 (b) (1)<br>(A) |
| North Light Community Center<br>175 Green Lane<br>Philadelphia, PA 19127                                    | Assistance for needy families in the community and to also provide food to ease the pain of hunger.                                                                                                                                     | \$5,000.00  | 12/9/2011  | 170 (b) (1)<br>(A) |
| Northwest Philadelphia Interfaith Hospitality<br>Networks<br>7047 Germantown Ave.<br>Philadelphia, PA 19119 | For general operating support to continue providing temporary shelter & services to low-income & homeless families. Services are intended to promote self-sufficiency in adults and address developmental needs of children & teens.    | \$8,000.00  | 2/17/2011  | 170 (b) (1)<br>(A) |
| One House At A Time<br>411 Susquehanna Road<br>Ambler, PA 19002                                             | For general operating support to continue providing furniture and household items to families living in empty or sparsely furnished housing units as well as to refine and expand operations in order to handle the growing demand.     | \$7,500.00  | 7/21/2011  | 170 (b) (1)<br>(A) |
| The Other Carpenter<br>4157 W. Girard Avenue<br>Philadelphia, PA 19104                                      | For general operating support over two years (2011 and 2012) to provide a home repair program to low-moderate income homeowners in the Parkside and Belmont communities of West Philadelphia                                            | \$20,000.00 | 1/20/2011  | 170 (b) (1)<br>(A) |
| Our Lady of Lourdes Health Foundation<br>1600 Haddon Avenue<br>Camden, NJ 08103                             | Assistance for needy families in the community.                                                                                                                                                                                         | \$4,000.00  | 12/15/2011 | 501c(3)            |

| Organization Name                                                                              | Project Description                                                                                                                                                                           | Amount      | Date Paid | Tax Status         |
|------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-----------|--------------------|
| Our Lady of the Blessed Sacrament School<br>344 N Felton Street<br>Philadelphia, PA 19139      | <i>Assistance for needy families in the community</i>                                                                                                                                         | \$2,000.00  | 12/9/2011 | 501c(3)            |
| Our Mother of Good Counsel Church<br>31 Pennswood Road<br>Bryn Mawr, PA 19010                  | <i>General Support - FDG</i>                                                                                                                                                                  | \$5,000.00  | 4/7/2011  | 501c(3)            |
| Our Mother of Good Counsel Church<br>31 Pennswood Road<br>Bryn Mawr, PA 19010                  | <i>General Support - ODG</i>                                                                                                                                                                  | \$3,000.00  | 7/21/2011 | 501c(3)            |
| Our Mother of Good Counsel Church<br>31 Pennswood Road<br>Bryn Mawr, PA 19010                  | <i>General Support - OCMG</i>                                                                                                                                                                 | \$1,000.00  | 8/4/2011  | 501c(3)            |
| Our Mother of Sorrows/ St. Ignatius School<br>1020 North 48th Street<br>Philadelphia, PA 19131 | <i>Assistance for needy families in the community</i>                                                                                                                                         | \$3,000.00  | 12/9/2011 | 501c(3)            |
| Our Mother of Sorrows/ St. Ignatius School<br>1020 North 48th Street<br>Philadelphia, PA 19131 | <i>Assistance for needy families in the community and to also provide food to ease the pain of hunger.</i>                                                                                    | \$5,000.00  | 12/9/2011 | 501c(3)            |
| Parent Infant Center<br>4205 Spruce Street<br>Philadelphia, PA 19104-4023                      | <i>General Support - TCMG</i>                                                                                                                                                                 | \$1,500.00  | 8/11/2011 | 501c(3)            |
| People's Emergency Center<br>325 North 39th Street<br>Philadelphia, PA 19104                   | <i>General Support - TCMG</i>                                                                                                                                                                 | \$1,500.00  | 8/11/2011 | 509a(1)            |
| Peter's Place<br>150 N. Radnor Chester Rd.<br>Suite F130<br>Radnor, PA 19087                   | <i>For support over 2 years (2011-12 and 2012-13) towards the Peter's Place Outreach Program that brings bereavement support to disadvantaged students in the safety of their own schools</i> | \$20,000.00 | 9/15/2011 | 170 (b) (1)<br>(A) |
| Philabundance<br>3616 S. Galloway St.<br>Philadelphia, PA 19148-5402                           | <i>General Support - SDG</i>                                                                                                                                                                  | \$750.00    | 2/3/2011  | 509a(1)            |

| Organization Name                                                                                           | Project Description                                                                                                                                                                                                                                      | Amount      | Date Paid  | Tax Status         |
|-------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|--------------------|
| Philabundance<br>3616 S. Galloway St.<br>Philadelphia, PA 19148-5402                                        | General Support - SDG                                                                                                                                                                                                                                    | \$250.00    | 3/24/2011  | 509a(1)            |
| Philabundance<br>3616 S. Galloway St.<br>Philadelphia, PA 19148-5402                                        | General Support - SDG                                                                                                                                                                                                                                    | \$200.00    | 9/6/2011   | 509a(1)            |
| Philabundance<br>3616 S. Galloway St.<br>Philadelphia, PA 19148-5402                                        | For general operating support to continue acquiring and distributing nutritious foodstuffs to low-income individuals and families living in southeastern Pennsylvania                                                                                    | \$25,000.00 | 12/15/2011 | 509a(1)            |
| Philadelphia Volunteers for the Indigent Program<br>1500 Walnut Street, Suite 400<br>Philadelphia, PA 19102 | For support towards funding a Family Law staff attorney who will play a key role in recruiting, training & retaining volunteers for Family Law cases, also to support an evaluation/study of VIP's Family Law Initiatives in the context of Family Court | \$5,000.00  | 12/1/2011  | 170 (b) (1)<br>(A) |
| Physicians for Social Responsibility<br>704 N. 23rd Street<br>Philadelphia, PA 19130                        | For general operating support to continue providing violence prevention programs with an emphasis on developing new programmatic initiatives that foster learning among youth and improve the quality of life for families in Philadelphia               | \$5,000.00  | 7/7/2011   | 501c(3)            |
| Police Athletic League of Philadelphia<br>2524 E. Clearfield Street<br>Philadelphia, PA 19134-5098          | General Support - FDG                                                                                                                                                                                                                                    | \$2,848.00  | 4/14/2011  | 501c(3)            |
| Police Athletic League of Philadelphia<br>2524 E. Clearfield Street<br>Philadelphia, PA 19134-5098          | General Support - FDG                                                                                                                                                                                                                                    | \$152.00    | 4/28/2011  | 501c(3)            |
| Presbyterian Children's Village Foundation<br>452 South Roberts Road<br>Rosemont, PA 19010                  | General Support - TCMG                                                                                                                                                                                                                                   | \$5,000.00  | 9/6/2011   | 170 (b) (1)<br>(A) |
| Programs Employing People<br>1200 S. Broad Street<br>Philadelphia, PA 19146                                 | For support towards asbestos removal and the HVAC Condenser Pipe Replacement project which will replace the existing 57 year old steel condenser pipe in the building providing human services                                                           | \$15,000.00 | 11/17/2011 | 509 (a) (2)        |

| Organization Name                                                                                                                                                | Project Description                                                                                                                                                         | Amount      | Date Paid  | Tax Status         |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|--------------------|
| Project HOME<br>1515 Fairmount Avenue<br>Philadelphia, PA 19130                                                                                                  | General Support - OCMG                                                                                                                                                      | \$1,000.00  | 8/4/2011   | 509a(1)            |
| Project HOME<br>1515 Fairmount Avenue<br>Philadelphia, PA 19130                                                                                                  | General Support - OCMG                                                                                                                                                      | \$6,000.00  | 8/11/2011  | 509a(1)            |
| Project HOME<br>1515 Fairmount Avenue<br>Philadelphia, PA 19130                                                                                                  | General Support - TCMG                                                                                                                                                      | \$3,000.00  | 8/11/2011  | 509a(1)            |
| Project HOME<br>1515 Fairmount Avenue<br>Philadelphia, PA 19130                                                                                                  | General Support - TDG                                                                                                                                                       | \$1,000.00  | 8/18/2011  | 509a(1)            |
| Project HOME<br>1515 Fairmount Avenue<br>Philadelphia, PA 19130                                                                                                  | General Support - FDG                                                                                                                                                       | \$1,000.00  | 9/15/2011  | 509a(1)            |
| Providence Center<br>2635 North 4th St.<br>Philadelphia, PA 19133                                                                                                | Assistance for needy families in the community.                                                                                                                             | \$3,000.00  | 12/9/2011  | 501c(3)            |
| Ready, Willing & Able<br>1211 Bainbridge Street<br>Philadelphia, PA 19147                                                                                        | For capital support towards improvements to the new facility 1221 Bainbridge Street such as construction costs, equipment, furniture and other upgrades/general operations. | \$15,000.00 | 10/20/2011 | 170 (b) (1)<br>(A) |
| The Redemptorists of the Baltimore Providence<br>The Redemptorist Office for Mission<br>Advancement<br>107 Duke of Gloucester Street<br>Annapolis, MD 21401-2526 | General Support - FDG                                                                                                                                                       | \$1,000.00  | 6/2/2011   | 501c(3)            |
| The Reinvestment Fund<br>1700 Market Street, 19th Floor<br>Philadelphia, PA 19103                                                                                | General Support - TCMG                                                                                                                                                      | \$1,000.00  | 10/14/2011 | 501c(3)            |

| Organization Name                                                                                 | Project Description                                                                                                                                                                                                                                         | Amount      | Date Paid  | Tax Status         |
|---------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|--------------------|
| Resources for Human Development<br>4700 Wissahickon Avenue<br>Suite 126<br>Philadelphia, PA 19144 | For general operating support to continue providing support to social entrepreneurs & non-profit startups to obtain concrete skills in fundraising, organizational development, and financial management and develop capacity to deliver effective services | \$5,000.00  | 10/14/2011 | 170 (b) (1)<br>(A) |
| Sacred Heart Parish<br>27905 Main Road<br>PO Box 926<br>Cutchogue, NY 11935                       | General Support - TDG                                                                                                                                                                                                                                       | \$525.00    | 9/29/2011  | 501c(3)            |
| Safe Harbor of Chester County, Inc.<br>20 N. Matlack Street<br>West Chester, PA 19380             | For general operating support to continue providing shelter, food, counseling and recovery opportunities to homeless single men and women in Chester County.                                                                                                | \$10,000.00 | 9/15/2011  | 509a(1)            |
| Sebastian Riding Associates<br>3589 Water Street Road<br>Collegeville, PA 19426                   | For support (over 2 yrs - 2011 & 2012) towards the scholarship program to make therapeutic horseback riding programs available for children and adults with physical and mental disabilities regardless of their ability to pay.                            | \$8,000.00  | 4/12/2011  | 170 (b) (1)<br>(A) |
| Security on Campus, Inc.<br>133 Ivy Lane, Suite 200<br>King of Prussia, PA 19406-3596             | Support over 2 yrs (2011-12 and 2012-13) towards the Safe on Campus Peer Education Program which connects college students with high school students to provide education on healthy relationships, sexual assault prevention, alcohol use and drug use.    | \$10,000.00 | 7/28/2011  | 170 (b) (1)<br>(A) |
| Senior Community Services<br>600 Swarthmore Avenue<br>Folsom, PA 19033                            | For support towards the Cognitive Stimulation Brain Fitness Activity Kits program which consists of multi-sensory themed "kits" for use with older adults. The kits are designed to stimulate memory and encourage learning to maintain peak mental status. | \$5,000.00  | 6/2/2011   | 170 (b) (1)<br>(A) |
| SeniorLAW Center<br>100 South Broad St., Suite 1810<br>Philadelphia, PA 19110                     | For support over 2 years (2011-12 & 2012-13) towards the Families in Crisis Keeping Grandparents & Grandchildren Together program designed to help grandparents and other kin to obtain guardianship of children whose birth parents cannot raise them      | \$7,500.00  | 10/14/2011 | 170 (b) (1)<br>(A) |

| Organization Name                                                                                  | Project Description                                                                                                                                                                                                                                                      | Amount      | Date Paid | Tax Status         |
|----------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-----------|--------------------|
| Shalom, Inc.<br>1080 N. Delaware Ave., Suite 602<br>Philadelphia, PA 19125                         | <i>For support towards the Project ALERT - a substance abuse program which includes classroom presentations on an ongoing, sequential basis to address issues young children face into adulthood. The program will be given in 3 Catholic elementary schools</i>         | \$5,000.00  | 7/7/2011  | 170 (b) (1)<br>(A) |
| Shrine of the Most Blessed Sacrament<br>3630 Quesada St., N.W<br>Washington, DC 20015              | <i>General Support - TDG</i>                                                                                                                                                                                                                                             | \$2,000.00  | 4/7/2011  | 501c(3)            |
| Sikora Center Inc.<br>613-615 Clinton Street<br>Camden, NJ 08103                                   | <i>Support over 2yrs for Sikora's free/confidential drug treatment/mental health program designed to teach/ support development of healthy attitudes, behaviors &amp; skills to promote/sustain sobriety, healthy family environment &amp; economic self-sufficiency</i> | \$20,000.00 | 9/29/2011 | 509a(1)            |
| Sisters of Saint Joseph - Stella Maris Convent<br>2929 South 10th Street<br>Philadelphia, PA 19148 | <i>General Support</i>                                                                                                                                                                                                                                                   | \$3,500.00  | 12/1/2011 | 501c(3)            |
| Sisters of St. Joseph Welcome Center<br>728 East Allegheny Avenue<br>Philadelphia, PA 19134        | <i>Assistance for needy families in the community.</i>                                                                                                                                                                                                                   | \$2,000.00  | 12/9/2011 | 501c(3)            |
| Sisters of the Holy Family of Nazareth<br>310 N. River Road<br>Des Plaines, IL 60016-1211          | <i>Capital support to replace the windows at Mount Nazareth Convent located in Philadelphia which houses 34 retired, aged and infirm Sisters living in this 5 floor convent.</i>                                                                                         | \$65,000.00 | 6/9/2011  | 501c(3)            |
| Sisters of the Holy Family of Nazareth<br>4001 Grant Avenue<br>Philadelphia, PA 19114              | <i>General Support - TCMG</i>                                                                                                                                                                                                                                            | \$3,360.00  | 9/6/2011  | 501c(3)            |
| Sisters of the Visitation<br>5820 City Avenue<br>Philadelphia, PA 19131                            | <i>General Support - TCMG</i>                                                                                                                                                                                                                                            | \$1,000.00  | 8/15/2011 | 501c(3)            |
| Society of the Holy Child Jesus<br>Provincial Office<br>1341 Montgomery Av.<br>Rosemont, PA 19010  | <i>General Support - FDG</i>                                                                                                                                                                                                                                             | \$2,384.00  | 2/3/2011  | 501c(3)            |

| Organization Name                                                                                                        | Project Description                                                                                                                                                                                                          | Amount      | Date Paid | Tax Status         |
|--------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-----------|--------------------|
| South Jersey Eye Center<br>400 Chambers Avenue<br>Camden, NJ 08103                                                       | For general operating support over 2 yrs (2011 and 2012) to provide a continuum of vital eye health and disease prevention services to the residents of Camden City, NJ                                                      | \$25,000.00 | 2/3/2011  | 509 (a) (2)        |
| South Jersey Eye Center<br>400 Chambers Avenue<br>Camden, NJ 08103                                                       | General Support - OCMG                                                                                                                                                                                                       | \$3,000.00  | 3/24/2011 | 509 (a) (2)        |
| Special Equestrians<br>2800 Street Road<br>P.O. Box 1001<br>Warrington, PA 18976                                         | For scholarship support over 2 yrs (2011 and 2012) for families of low economic means to provide high quality therapeutic riding lessons and physical therapy for riders with physical, emotional and cognitive disabilities | \$8,000.00  | 4/20/2011 | 170 (b) (1)<br>(A) |
| Special Olympics of Pennsylvania<br>2570 Boulevard of the Generals<br>124 Washington Square<br>Norristown, PA 19403-3697 | For support towards supporting 28 athletes from the Greater Philadelphia region to participate in the 2011 Fall Festival to compete and receive the benefits of physical activity                                            | \$4,500.00  | 8/11/2011 | 170 (b) (1)<br>(A) |
| SquashSmarts, Inc.<br>3890 North 10th St.<br>Philadelphia, PA 19140                                                      | For support toward academic programming and tutoring for under served urban youth in grades 2-12. Athletics, academic tutoring and mentoring are paired to develop self-esteem and discipline in youth                       | \$5,000.00  | 2/17/2011 | 170 (b) (1)<br>(A) |
| Ss. Cosmas & Damian Church<br>209 West 5th Avenue<br>Conshohocken, PA 19428                                              | General Support - SDG                                                                                                                                                                                                        | \$500.00    | 9/15/2011 | 501c(3)            |
| St. Agnes Catholic Church<br>211 West Gay St.<br>West Chester, PA 19380                                                  | General Support - SDG                                                                                                                                                                                                        | \$1,000.00  | 7/7/2011  | 501c(3)            |
| St. Agnes Catholic Church<br>211 West Gay St.<br>West Chester, PA 19380                                                  | Assistance for needy families in the community and to also provide food to ease the pain of hunger                                                                                                                           | \$5,000.00  | 12/9/2011 | 501c(3)            |
| St. Catherine Laboure Medical Clinic<br>5838 Germantown Ave<br>Philadelphia, PA 19144                                    | For general operating support to continue providing direct primary medical care to low-income adults without health insurance living in the 5-county Philadelphia region.                                                    | \$25,000.00 | 1/6/2011  | 170 (b) (1)<br>(A) |

| Organization Name                                                                                                     | Project Description                                                                                         | Amount      | Date Paid | Tax Status |
|-----------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|-------------|-----------|------------|
| St. Francis de Sales Church<br>4625 Springfield Ave.<br>Philadelphia, PA 19143                                        | General Support - TCMG                                                                                      | \$1,200.00  | 8/11/2011 | 501c(3)    |
| St. Francis de Sales School<br>917 S. 47th Street<br>Philadelphia, PA 19143                                           | Assistance for needy families in the community                                                              | \$5,000.00  | 12/9/2011 | 501c(3)    |
| St. Ignatius Nursing Home<br>4401 Haverford Avenue<br>Philadelphia, PA 19104                                          | General Support - FDG                                                                                       | \$2,000.00  | 6/2/2011  | 501c(3)    |
| St. John Neumann Shrine<br>1019 North Fifth Avenue<br>Philadelphia, PA 19123-1495                                     | General Support - OCMG                                                                                      | \$1,000.00  | 8/4/2011  | 501c(3)    |
| Sisters of St. Joseph, Chestnut Hill - St. Joseph<br>Villa<br>110 West Wissahickon Avenue<br>Flourtown, PA 19031-1922 | Support toward replacing older foam mattresses with<br>air-displacement mattresses in the St. Joseph Villa. | \$30,000.00 | 7/7/2011  | 501c(3)    |
| St. Joseph's Pro-Cathedral<br>2907 Federal Street<br>Camden, NJ 08105                                                 | Assistance for needy families in the community                                                              | \$3,000.00  | 12/9/2011 | 501c(3)    |
| St. Katharine Drexel Church<br>1920 Providence Avenue<br>Chester, PA 19013                                            | General Support - SDG                                                                                       | \$1,000.00  | 7/7/2011  | 501c(3)    |
| St. Katharine Drexel Church<br>1920 Providence Avenue<br>Chester, PA 19013                                            | Assistance for needy families in the community.                                                             | \$3,000.00  | 12/9/2011 | 501c(3)    |
| St. Malachy Church<br>1429 North 11th Street<br>Philadelphia, PA 19122                                                | Assistance for needy families in the community                                                              | \$3,000.00  | 12/9/2011 | 501c(3)    |
| DePaul Catholic School<br>44 West Logan Street<br>Philadelphia, PA 19144                                              | Assistance for needy families in the community.                                                             | \$3,000.00  | 12/9/2011 | 501c(3)    |

| Organization Name                                                                                | Project Description                                                                                                                                                                                                   | Amount      | Date Paid  | Tax Status  |
|--------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|-------------|
| St. Martin's Church<br>400 King of Prussia Rd.<br>Radnor, PA 19087                               | General Support - FDG                                                                                                                                                                                                 | \$1,000.00  | 12/8/2011  | 501c(3)     |
| St. Mary's Villa for Children and Families<br>701 Bethlehem Pike<br>Ambler, PA 19002-0388        | For general operating support to continue providing comprehensive residential services to youth who have demonstrated a history of truancy, emotional disturbance, family conflict and difficulties in the community. | \$10,000.00 | 11/17/2011 | 501c(3)     |
| St. Patrick's Church<br>242 S. 20th St.<br>Philadelphia, PA 19103                                | General Support - TDG                                                                                                                                                                                                 | \$1,000.00  | 8/11/2011  | 501c(3)     |
| St. Patrick Church<br>714 DeKalb Street<br>Norristown, PA 19401-3946                             | Assistance for needy families in the community and to also provide food to ease the pain of hunger.                                                                                                                   | \$5,000.00  | 12/9/2011  | 501c(3)     |
| St. Peter the Apostle School<br>1009 N. 5th Street<br>Philadelphia, PA 19123                     | Assistance for needy families in the community.                                                                                                                                                                       | \$2,000.00  | 12/9/2011  | 501c(3)     |
| St. Thomas of Villanova Church<br>1229 W Lancaster Ave.<br>Rosemont, PA 19010-2727               | General Support - OCMG                                                                                                                                                                                                | \$1,500.00  | 8/18/2011  | 501c(3)     |
| St. Vincent De Paul Church<br>109 E. Price St<br>Philadelphia, PA 19144-2145                     | Assistance for needy families in the community and to also provide food to ease the pain of hunger                                                                                                                    | \$5,000.00  | 12/9/2011  | 501c(3)     |
| Superkids of Montgomery County, Inc.<br>P.O. Box 1472<br>Blue Bell, PA 19422                     | General Support - SDG                                                                                                                                                                                                 | \$250.00    | 3/24/2011  | 509 (a) (3) |
| Thomas Jefferson University Hospital<br>925 Chestnut Street, Suite 311<br>Philadelphia, PA 19107 | General Support - OCMG                                                                                                                                                                                                | \$1,500.00  | 2/24/2011  | 509a(1)     |
| Thomas Jefferson University Hospital<br>925 Chestnut Street, Suite 311<br>Philadelphia, PA 19107 | General Support - SDG                                                                                                                                                                                                 | \$250.00    | 3/24/2011  | 509a(1)     |

| Organization Name                                                                                | Project Description                                                                                                                                                                                                                                            | Amount      | Date Paid | Tax Status         |
|--------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-----------|--------------------|
| Thomas Jefferson University Hospital<br>925 Chestnut Street, Suite 311<br>Philadelphia, PA 19107 | General Support - FDG                                                                                                                                                                                                                                          | \$3,500.00  | 7/21/2011 | 509a(1)            |
| Thomas Jefferson University Hospital<br>925 Chestnut Street, Suite 311<br>Philadelphia, PA 19107 | General Support - ODG                                                                                                                                                                                                                                          | \$5,000.00  | 7/28/2011 | 509a(1)            |
| Tioga Central Alumni Association<br>279 Tholen Rd<br>Candor, NY 13746                            | General Support - ODG                                                                                                                                                                                                                                          | \$500.00    | 8/18/2011 | 501c(3)            |
| Travis Manion Foundation<br>P.O. Box 1485<br>Doylestown, PA 18901                                | For support towards the "Character Does Matter" leadership program to be offered to a large local Philadelphia high school area designed to impact young adults in a positive way that will foster a spirit and commitment to insure the future of the country | \$3,000.00  | 3/3/2011  | 170 (b) (1)<br>(A) |
| Tredyffrin & Easttown Care<br>471 Timber Lane<br>Devon, PA 19333                                 | For general operating support over 2 yrs (2011-12 & 2012-13) for local families in Tredyffrin and Easttown Townships, support includes providing help with housing, jobs, kids' activities, household goods, clothing and other essential needs.               | \$10,000.00 | 6/23/2011 | 170 (b) (1)<br>(A) |
| Ukrainian Educational & Cultural Center<br>700 Cedar Road<br>Jenkintown, PA 19046                | For capital support towards the Handicapped Improvement Project to purchase and install a new handicap lift which will allow seniors & others with mobility disabilities to visit the center and partake in the services and programs                          | \$10,000.00 | 4/7/2011  | 170 (b) (1)<br>(A) |
| United Way of Southeastern PA<br>Seven Benjamin Franklin Parkway<br>Philadelphia, PA 19103-1294  | Support for Mayor's Splash and Summer Fund to keep Philadelphia city pools open                                                                                                                                                                                | \$10,000.00 | 1/6/2011  | 170 (b) (1)<br>(A) |
| United Way of Southeastern PA<br>Seven Benjamin Franklin Parkway<br>Philadelphia, PA 19103-1294  | General Support - TDG                                                                                                                                                                                                                                          | \$500.00    | 9/15/2011 | 170 (b) (1)<br>(A) |
| University City Hospitality Coalition<br>PMB 410, 3720 Spruce Street<br>Philadelphia, PA 19104   | General Support - TCMG                                                                                                                                                                                                                                         | \$3,000.00  | 8/25/2011 | 501c(3)            |

| Organization Name                                                                                               | Project Description                                                                                                                                                                                                                                     | Amount       | Date Paid  | Tax Status         |
|-----------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|------------|--------------------|
| Urban League of Philadelphia<br>North American Bldg.<br>121 South Broad St., 9th Flr.<br>Philadelphia, PA 19107 | For general operating support to continue providing programs in the areas of employment, workforce development, entrepreneurship training, housing and foreclosure prevention to people in the Greater Philadelphia region.                             | \$10,000.00  | 9/8/2011   | 170 (b) (1)<br>(A) |
| Visitation B.V.M. School<br>300 E. Lehigh Avenue<br>Philadelphia, PA 19125                                      | Assistance for needy families in the community.                                                                                                                                                                                                         | \$5,000.00   | 12/9/2011  | 501c(3)            |
| Visiting Nurse Association Community Services<br>1421 Highland Ave.<br>Abington, PA 19001-2685                  | For support over 2 years for the Personal Navigator Program which provides low-income residents of Montgomery County with access to primary health care services, social service essentials & benefits that provide food and shelter                    | \$25,000.00  | 1/14/2011  | 509a(1)            |
| Welcoming the Stranger<br>P.O. Box 1136<br>Langhorne, PA 19047                                                  | General Support - TCMG                                                                                                                                                                                                                                  | \$1,000.00   | 10/14/2011 | 170 (b) (1)<br>(A) |
| West Chester Area Senior Center<br>530 East Union Street<br>West Chester, PA 19382                              | For general operating support over 2 years (2011 and 2012) to continue providing programs and services such as health/wellness, education classes and social entertainment to older adults in West Chester and surrounding areas                        | \$15,000.00  | 1/13/2011  | 509a(1)            |
| Wistar Institute<br>3601 Spruce Street<br>Philadelphia, PA 19104                                                | For support over 2 yrs towards the Biomedical Technician Training Program which provides Community College of Philadelphia students the opportunity to learn the skills & gain the experience needed to begin meaningful careers in biomedical research | \$20,000.00  | 11/10/2011 | 170 (b) (1)<br>(A) |
| Wistar Institute<br>3601 Spruce Street<br>Philadelphia, PA 19104                                                | General Support - TCMG                                                                                                                                                                                                                                  | \$36,300.00  | 9/6/2011   | 170 (b) (1)<br>(A) |
| Women Against Abuse, Inc.<br>100 South Broad Street, Suite 1341<br>Philadelphia, PA 19110                       | For capital support towards the renovation and expansion of the transitional housing facility, Sojourner House, to continue to provide transitional housing to families made homeless by domestic violence.                                             | \$100,000.00 | 12/1/2011  | 170 (b) (1)<br>(A) |
| YoungLives Delaware Valley<br>130 Lenape Drive<br>Berwyn, PA 19312                                              | For general operating support to continue providing programs and support services to teenage parents                                                                                                                                                    | \$7,500.00   | 5/26/2011  | 170 (b) (1)<br>(A) |

| Organization Name                                                | Project Description                                                                                                                                                                                                                         | Amount         | Date Paid | Tax Status         |
|------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|-----------|--------------------|
| YWCA of Bucks County<br>2425 Trevoise Road<br>Trevoise, PA 19053 | <i>For support towards the Healthy Kids/Healthy Communities program which provides educational programming on the importance of proper nutrition and physical fitness in building healthy lifestyles to at-risk elementary-age children</i> | \$10,000.00    | 9/15/2011 | 170 (b) (1)<br>(A) |
|                                                                  | Total HEALTH/HUMAN SERVICES (250 items)                                                                                                                                                                                                     | \$2,020,016.00 |           |                    |
|                                                                  | Grand Totals (559 items)                                                                                                                                                                                                                    | \$8,502,906.24 |           |                    |

# 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](http://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<br><b>CONNELLY FOUNDATION</b>                                                                      | Employer identification number<br><b>23-6296825</b> |
| 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.<br><b>100 FRONT STREET, NO. 1450</b>                    |                                                     |
|                                                                | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br><b>WEST CONSHOHOCKEN, PA 19428</b> |                                                     |

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                              | 03          | 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          |

**AMY M. SNYDER, CHIEF FINANCIAL OFFI - 100 FRONT STREET,**

- The books are in the care of ► **SUITE 1450 - WEST CONSHOHOCKEN, PA 19428**

Telephone No. ► **(610) 834-3222**

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, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☒ calendar year **2010** 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 | \$ | 0.       |
| 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 | \$ | 235,083. |
| 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 | \$ | 0.       |

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 Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

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

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

|                                                                |                                                                                          |                                                |
|----------------------------------------------------------------|------------------------------------------------------------------------------------------|------------------------------------------------|
| Type or print                                                  | 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. | CONNELLY FOUNDATION                                                                      | <input checked="" type="checkbox"/> 23-6296825 |
|                                                                | Number, street, and room or suite no. If a P.O. box, see instructions.                   | Social security number (SSN)                   |
|                                                                | ONE TOWER BRIDGE, NO. 1450                                                               | <input type="checkbox"/>                       |
|                                                                | City, town or post office, state, and ZIP code. For a foreign address, see instructions. |                                                |
|                                                                | WEST CONSHOHOCKEN, PA 19428                                                              |                                                |

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

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

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

AMY M. SNYDER, CFO

• The books are in the care of ☒ 100 FRONT ST, STE 1450 - WEST CONSHOHOCKEN, PA 19428

Telephone No. ☒ (610) 834-3222

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 IN ORDER TO GATHER THE NECESSARY INFORMATION TO FILE AN ACCURATE RETURN.**

|                                                                                                                                                                                                                                     |    |    |          |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----|----------|
| 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                                                                 | 8a | \$ | 0.       |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b | \$ | 226,929. |
| c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.                                                           | 8c | \$ | 0.       |

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

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

Signature ☒ Heidi Bogda Title ☒ CPA-AGENT

Date ☒ 7/25/12

Form 8868 (Rev. 1-2012)