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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation CLANEIL FOUNDATION, INC.		A Employer identification number 23-6445450
Number and street (or P O box number if mail is not delivered to street address) 2250 HICKORY ROAD	Room/suite 450	B Telephone number 610-828-6331
City or town, state, and ZIP code PLYMOUTH MEETING, PA 19462		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 58,785,874.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ If the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		839.	839.		STATEMENT 2
4 Dividends and interest from securities		1,500,898.	1,500,898.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		12,909,312.			STATEMENT 1
b Gross sales price for all assets on line 6a 50,225,828.					
7 Capital gain net income (from Part IV, line 2)			12,909,432.		
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		156,326.	157,535.		STATEMENT 4
12 Total. Add lines 1 through 11		14,567,375.	14,568,704.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 5		260,282.	249,665.		12,504.
17 Interest		5,477.	5,477.		0.
18 Taxes STMT 6		320,189.	32,207.		0.
19 Depreciation and depletion		8.	8.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		12,804.	3,493.		48.
24 Total operating and administrative expenses. Add lines 13 through 23		598,760.	290,850.		12,552.
25 Contributions, gifts, grants paid		2,547,146.			2,661,704.
26 Total expenses and disbursements. Add lines 24 and 25		3,145,906.	290,850.		2,674,256.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		11,421,469.			
b Net investment income (if negative, enter -0-)			14,277,854.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,931.	2,912.	2,912.
	2 Savings and temporary cash investments	21,832.	1,881,150.	1,881,150.
	3 Accounts receivable ▶ 549,962.			
	Less: allowance for doubtful accounts ▶	5,031.	549,962.	549,962.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	2,224,600.	2,224,600.	2,381,931.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	49,312,982.	58,353,172.	53,929,919.
	14 Land, buildings, and equipment basis ▶ 14,703.			
	Less: accumulated depreciation STMT 11 ▶ 14,703.			
	15 Other assets (describe ▶ DONATED PROPERTY)	40,000.	40,000.	40,000.
	16 Total assets (to be completed by all filers)	51,607,376.	63,051,796.	58,785,874.
	17 Accounts payable and accrued expenses	31,436.	12,560.	
	18 Grants payable	493,876.	379,318.	
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 12)	2,603.	23,085.	
	23 Total liabilities (add lines 17 through 22)	527,915.	414,963.	
	Foundations that follow SFAS 117, check here ▶ ☒			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	51,079,461.	62,636,833.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	51,079,461.	62,636,833.	
	31 Total liabilities and net assets/fund balances	51,607,376.	63,051,796.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	51,079,461.
2 Enter amount from Part I, line 27a	2	11,421,469.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	135,903.
4 Add lines 1, 2, and 3	4	62,636,833.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	62,636,833.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 50,225,828.		37,316,396.	12,909,432.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			12,909,432.	
2 Capital gain net income or (net capital loss)		2		12,909,432.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3		N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	3,645,709.	59,915,040.	.060848
2009	3,476,350.	54,311,659.	.064007
2008	5,017,749.	71,589,212.	.070091
2007	5,052,588.	84,430,408.	.059843
2006	4,801,297.	78,396,228.	.061244
2 Total of line 1, column (d)			.316033
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			.063207
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			61,507,739.
5 Multiply line 4 by line 3			3,887,720.
6 Enter 1% of net investment income (1% of Part I, line 27b)			142,779.
7 Add lines 5 and 6			4,030,499.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			2,674,256.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	285,557.
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	285,557.
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	285,557.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	264,978.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	25,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	289,978.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,421.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 4,421. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.CLANEILFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>ROBERT D. MCNEIL</u> Telephone no. ► <u>610-828-6331</u> Located at ► <u>2250 HICKORY RD, SUITE 450, PLYMOUTH MEETING, PA</u> ZIP+4 ► <u>19462</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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 13		0.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	61,785,190.
b	Average of monthly cash balances	1b	319,050.
c	Fair market value of all other assets	1c	340,165.
d	Total (add lines 1a, b, and c)	1d	62,444,405.
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	62,444,405.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	936,666.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	61,507,739.
6	Minimum investment return. Enter 5% of line 5	6	3,075,387.

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	3,075,387.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	285,557.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	285,557.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,789,830.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,789,830.
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	2,789,830.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,674,256.
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	2,674,256.
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	2,674,256.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,789,830.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	1,001,202.			
b From 2007	1,037,646.			
c From 2008	1,511,104.			
d From 2009	776,657.			
e From 2010	685,258.			
f Total of lines 3a through e	5,011,867.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	2,674,256.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				2,674,256.
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))	115,574.			115,574.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,896,293.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	885,628.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	4,010,665.			
10 Analysis of line 9:				
a Excess from 2007	1,037,646.			
b Excess from 2008	1,511,104.			
c Excess from 2009	776,657.			
d Excess from 2010	685,258.			
e Excess from 2011				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- 3 Complete 3a, b, or c for the alternative test relied upon:
 - a "Assets" alternative test - enter:
 - (1) Value of all assets
 - (2) Value of assets qualifying under section 4942(j)(3)(B)(i)
 - b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed
 - c "Support" alternative test - enter:
 - (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
 - (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
 - (3) Largest amount of support from an exempt organization
 - (4) Gross investment income

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
A LITTLE TASTE OF EVERYTHING 3451 WALNUT ST, SUITE P-117A PHILADELPHIA, PA 19104		509(A)(1)	MILL CREEK FARM	9,000.
ACCION COMUNAL LATINO AMERICAN 512 W MARSHALL STREET NORRISTOWN, PA 19401		509(A)(1)	PROVIDE IMPROVED ACCESS TO RESOURCES FOR LOW-INCOME RESIDENTS	12,000.
ACTIONAIDS 1216 ARCH ST, 6TH FL PHILADELPHIA, PA 19107		509(A)(1)	YOUTH SERVICES	5,000.
ADOPTION CENTER OF DELAWARE VALLEY 1500 WALNUT ST, SUITE 701 PHILADELPHIA, PA 19102		509(A)(1)	ADOPT MATCH 3.0	5,000.
ANTI-VIOLENCE PARTNERSHIP OF PHILADELPHIA 2000 HAMILTON STREET, SUITE 304 PHILADELPHIA, PA 19130		509(A)(1)	COUNSELING CENTER	5,000.
Total			SEE CONTINUATION SHEET(S)	▶ 3a 2,661,704.
b Approved for future payment				
VNA COMMUNITY SERVICES 1421 HIGHLAND AVE ABINGTON, PA 19001		509(A)(1)	PRESCHOOL SCREENING PROGRAM	10,000.
CENTER FOR AN AGRICULTURAL ECONOMY P.O. BOX 451 HARDWICK, VT 05843		509(A)(1)	EMERGING LEADERS FUND	40,000.
FOOD PROJECT, INC. 10 LEWIS ST, POB 705 LINCOLN, MA 01773		509(A)(1)	REAL FOOD CHALLENGE - GENERAL OPERATING	40,000.
Total			SEE CONTINUATION SHEET(S)	▶ 3b 130,000.

Form 990-PF (2011)

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
APPALACHIAN MOUNTAIN CLUB 5 JOY STREET BOSTON, MA 02108		509(A)(1)	MID-ATLANTIC OFFICE	15,000.
ARISE ACADEMY CHARTER HIGH SCHOOL 1118 MARKET STREET, 2ND FLOOR PHILADELPHIA, PA 19107		509(A)(1)	CHARTER HIGH SCHOOL FOR YOUTH IN FOSTER CARE	12,000.
ATTIC YOUTH CENTER 255 SOUTH 16TH STREET PHILADELPHIA, PA 19102		509(A)(1)	LIFE SKILLS CENTER	8,000.
BIG PICTURE PHILADELPHIA 2010 N. MASCHER STREET PHILADELPHIA, PA 19122		509(A)(1)	IMPLEMENTATION OF A NATIONALLY RECOGNIZED SCHOOL DESIGN MODEL	7,500.
BRANDYWINE HEALTH FOUNDATION 50 SOUTH FIRST AVENUE COATESVILLE, PA 19320		509(A)(1)	COATESVILLE YOUTH INITIATIVE	10,000.
BREAKTHROUGH OF GREATER PHILADELPHIA 34 WEST COULTER STREET PHILADELPHIA, PA 19144		509(A)(1)	BUILDING PATHS FROM MIDDLE SCHOOL TO COLLEGE	10,000.
BRIDGE OF HOPE, INC. 1516 OLIVE STREET COATESVILLE, PA 19320		509(A)(1)	FAMILY SUPPORT PROGRAM	10,000.
CAPE ELEUTHERA FOUNDATION POB 6008 LAWRENCEVILLE, NJ 08648		509(A)(1)	SCHOLARSHIP FUND, DEEP CREEK MIDDLE SCHOOL	5,000.
THE CARROT PROJECT 2 BELMONT TERRACE SOMERVILLE, MA 02143		509(A)(1)	CREATING FINANCIAL SOLUTIONS FOR SMALL-TO-MIDSIZED FARMS	25,000.
CASA/YOUTH ADVOCATES 200 N. JACKSON ST, POB 407 MEDIA, PA 19063		509(A)(1)	CHILD ADVOCACY PROGRAM	10,000.
Total from continuation sheets				2,625,704.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CATALOGUE FOR PHILANTHROPY 124 WATERTOWN ST, SUITE 3B WATERTOWN, MA 02472		509(A)(1)	MAINTAINING A CATALOGUE-BASED SYSTEM TO PROMOTE CHARITABLE GIVING IN MA	5,000.
CEIBA 147 W. SUSQUEHANNA AVENUE PHILADELPHIA, PA 19122		509(A)(1)	NEW IMMIGRANT ASSET BUILDING	10,000.
CENTER FOR AN AGRICULTURAL ECONOMY P.O. BOX 451 HARDWICK, VT 05843		509(A)(1)	EMERGING LEADERS FUND	50,000.
CH PENNSYLVANIA - UNDER 21 31 EAST ARMAT STREET PHILADELPHIA, PA 19144		509(A)(1)	FREE CLINIC FOR HOMELESS ADOLESCENTS	7,500.
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS, MD 21403		509(A)(1)	HEALTHY STREAMS, SUCCESSFUL FARMS	50,000.
CHESTER COUNTY COMMUNITY DENTAL CENTER 744 E LANCASTER HWY, SUITE 120 COATESVILLE, PA 19320		509(A)(1)	DENTAL SERVICES TO LOW-INCOME RESIDENTS OF CHESTER COUNTY	9,000.
CHESTER COUNTY COMMUNITY FOUNDATION, INC. 28 WEST MARKET STREET WEST CHESTER, PA 19382		509(A)(1)	PROMOTING COLLECTIVE PHILANTHROPY IN CHESTER COUNTY, PA	2,500.
CHESTER COUNTY FOOD BANK 1208 HORSESHOE PIKE DOWNINGTOWN, PA 19335		509(A)(1)	COOKING FOR REAL	35,000.
CHESTER COUNTY FUND FOR WOMEN AND GIRLS 1450 E BOOT RD, SUITE 400B WEST CHESTER, PA 19380		509(A)(1)	IMPROVING THE LIVES OF WOMEN AND GIRLS	25,000.
CHESTER COUNTY FUTURES 704 HAYWOOD DRIVE EXTON, PA 19341		509(A)(1)	PASSPORT TO COLLEGE PROGRAM	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHESTER EDUCATION FOUNDATION 2600 WEST NINTH ST, SUITE GS-100 CHESTER, PA 19013		509(A)(1)	21ST CENTURY LEARNING CENTER	10,000.
CHESTER HIGHER EDUCATION COUNCIL 400 EAST 21ST STREET CHESTER, PA 19013		509(A)(1)	COLLEGE ACCESS CENTER OF DELAWARE COUNTY	10,000.
CHILD ADVOCACY CENTER OF MONTGOMERY COUNTY P.O. BOX 413 BLUE BELL, PA 19422		509(A)(2)	MISSION KIDS	10,000.
CHILD, HOME & COMMUNITY #101 204 N. WEST STREET DOYLESTOWN, PA 18901		509(A)(2)	PRENATAL/PARENTING PROGRAMS FOR TEEN PARENTS	5,000.
CHILDREN'S LITERACY INITIATIVE 2314 MARKET ST, 3RD FL PHILADELPHIA, PA 19103		509(A)(1)	DELAWARE COUNTY HEAD START	10,000.
CHILDREN'S VILLAGE 125 N. 8TH STREET PHILADELPHIA, PA 19106		509(A)(1)	SCHOOL-AGE PROGRAM	10,000.
CITIZEN ADVOCACY OF CHESTER COUNTY 205 CHURCH STREET PHOENIXVILLE, PA 19460		509(A)(1)	VOLUNTEER PROGRAM SUPPORT	10,000.
CITIZEN SCHOOLS 308 CONGRESS STREET BOSTON, MA 02210		509(A)(1)	EXPANDED LEARNING TIME (ELT)	50,000.
COATESVILLE CENTER FOR COMMUNITY HEALTH 1001 EAST LINCOLN HIGHWAY COATESVILLE, PA 19320		509(A)(1)	INCREASING ACCESS TO HEALTH & HUMAN SERVICES FOR THE COATESVILLE COMMUNITY	9,000.
COMITE DE APOYO A LOS TRABAJADORES AGRICOLAS 4 S. DELSEA DRIVE, P.O. BOX 510 GLASSBORO, NJ 08028		509(A)(1)	FOOD JUSTICE PROJECT	13,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMMITTEE FOR DIGNITY AND FAIRNESS FOR THE HOMELESS HOUSING DEVELOPMENT 5221 GERMANTOWN AVENUE PHILADELPHIA, PA 19144		509(A)(1)	DIGNITY HOUSING	7,500.
COMMON MARKET PHILADELPHIA 3237 MONTGOMERY AVENUE PHILADELPHIA, PA 19121		509(A)(1)	TATIANA GARCIA-GRANADOS	18,400.
THE COMMUNITY COALITION 23 SOUTH VALLEY ROAD PAOLI, PA 19301		509(A)(1)	FINANCIAL COOPERATION AMONG NON-PROFITS	10,000.
COMMUNITY FOUNDATION OF SE MASSACHUSETTS 227 UNION ST, SUITE 609 NEW BEDFORD, MA 02740		509(A)(1)	RESILIENCY PREPARATORY SCHOOL	25,000.
COMMUNITY LEARNING CENTER 2701 N. BROAD STREET PHILADELPHIA, PA 19132		509(A)(1)	NEW HEIGHTS GROUP	8,000.
COMMUNITY LEGAL SERVICES 1424 CHESTNUT STREET PHILADELPHIA, PA 19102		509(A)(1)	SCHOOL MEAL PROGRAMS ADVOCACY	8,000.
COMMUNITY PARTNERS 16 W. MISSION ST, SUITE R SANTA BARBARA, CA 93101		509(A)(1)	SAFSF FORUM 2011	600.
COMMUNITY PARTNERSHIP SCHOOL 1936 JUDSON STREET PHILADELPHIA, PA 19121		509(A)(1)	PROVIDE EDUCATION TO THE TALENTED INNER-CITY CHILDREN	15,000.
COMMUNITY VOLUNTEERS IN MEDICINE 300 B LAWRENCE DRIVE WEST CHESTER, PA 19380		509(A)(1)	CHRONICALLY ILL INTERVENTIONS	110,000.
COTTON BAY FOUNDATION C/O 52 WATERFRONT CIRCLE BUFFALO, NY 14202		509(A)(1)	EDUCATIONAL PROGRAMS IN SOUTH ELEUTHERA, BAHAMAS	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CRIME VICTIMS CENTER OF CHESTER COUNTY P.O. BOX 738 WEST CHESTER, PA 19381		509(A)(1)	CRISIS INTERVENTION, COUNSELING AND SUPPORTIVE SERVICES	7,500.
CROZER-CHESTER FOUNDATION ONE MEDICAL CENTER BOULEVARD UPLAND, PA 19013		509(A)(1)	CHESTER YOUTH COUNCIL	7,000.
DAEMION HOUSE 95 HOWELLVILLE RD, POB 77 BERWYN, PA 19312		509(A)(1)	MENTAL HEALTH COUNSELING	5,000.
DELAWARE RIVERKEEPER NETWORK 300 POND STREET BRISTOL, PA 19007		509(A)(1)	PROTECTING THE RIVER	50,000.
DELAWARE VALLEY CHILDREN'S CHARITY 228 WEST GAY STREET WEST CHESTER, PA 19380		509(A)(1)	YEAR-ROUND ASSISTANCE TO ABUSED, UNDERPRIVILEGED AND HOMELESS CHILDREN	5,000.
DELAWARE VALLEY GRANTMAKERS 230 SOUTH BROAD ST, SUITE 4C PHILADELPHIA, PA 19102		509(A)(1)	FOOD DONORS RESOURCE GUIDE	4,000.
DOMESTIC ABUSE PROJECT OF DELAWARE COUNTY 14 WEST SECOND STREET MEDIA, PA 19063		509(A)(1)	SUPPORT AND ADVOCACY FOR ADULT VICTIMS OF DOMESTIC ABUSE	7,500.
DOMESTIC VIOLENCE CENTER OF CHESTER COUNTY P.O. BOX 832 WEST CHESTER, PA 19381		509(A)(1)	PHASE III INDEPENDENT LIVING	5,000.
DOWNINGTOWN COMMUNITY EDUCATION FOUNDATION 540 TRESTLE PLACE DOWNINGTOWN, PA 19335		509(A)(1)	STEM ACADEMY ENRICHMENT PROGRAM	2,500.
DREXEL UNIVERSITY 3141 CHESTNUT STREET PHILADELPHIA, PA 19104		509(A)(1)	CENTER FOR HUNGER-FREE COMMUNITIES	25,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ENVIRONMENTAL LEADERSHIP PROGRAM P.O. BOX 907 GREENBELT, MD 20768		509(A)(1)	EASTERN REGIONAL NETWORK	15,000.
EPIPHANY SCHOOL 154 CENTRE STREET DORCHESTER, MA 02124		509(A)(1)	STUDENT SUPPORT DIRECTOR	25,000.
EPISCOPAL COMMUNITY SERVICES 225 S THIRD STREET PHILADELPHIA, PA 19106		509(A)(3)	ST. BARNABAS MISSION	5,000.
EVERYBODY WINS METRO BOSTON 75 STATE ST., 9TH FLOOR BOSTON, MA 02109		509(A)(1)	POWER LUNCH	12,000.
FAIR FOOD 1315 WALNUT STREET, SUITE 522 PHILADELPHIA, PA 19107		509(A)(2)	SUPPORT FOR PHILADELPHIA'S SCHOOL FOOD DIVISION	9,000.
FAMILY SUPPORT SERVICES 201 SOUTH 69TH STREET UPPER DARBY, PA 19082		509(A)(1)	FAMILY SCHOOL	7,500.
FARM BUREAU AGRICULTURAL PRESERVATION CORPORATION 466 CHESTNUT STREET ASHLAND, MA 01721		509(A)(1)	KINDERGARTEN INITIATIVE	15,000.
FEDERATION OF NEIGHBORHOOD CENTERS 1315 WALNUT ST, SUITE 1401 PHILADELPHIA, PA 19107		509(A)(1)	TEENS 4 GOOD	14,000.
FOOD & WATER WATCH 1616 P STREET, STE 300 WASHINGTON, DC 20036		509(A)(1)	TAKE BACK THE TAP	50,000.
FOOD PROJECT, INC. 10 LEWIS ST, POB 705 LINCOLN, MA 01773		509(A)(1)	REAL FOOD CHALLENGE - GENERAL OPERATING	50,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FOOD RESEARCH & ACTION CENTER 1875 CONNECTICUT AVE NW, SUITE 540 WASHINGTON, DC 20009		509(A)(1)	CHILD AND ADULT CARE FOOD PROGRAM	35,000.
THE FOOD TRUST 1617 JFK BLVD, SUITE 900 PHILADELPHIA, PA 19103		509(A)(1)	FARM BILL INITIATIVE	40,000.
FOUNDATION AT GREAT VALLEY 47 CHURCH ROAD MALVERN, PA 19355		509(A)(1)	NUTRITION EDUCATION & FOOD SERVICE GARDEN	7,700.
FOUNDATION FOR PENNSYLVANIA WATERSHEDS 9697 LOOP ROAD ALEXANDRIA, PA 16611		509(A)(3)	SOUTHWEST PA COMMUNITY ENVIRONMENTAL HEALTH CENTER	75,000.
FREE LIBRARY OF PHILADELPHIA 1901 VINE ST, SUITE 111 PHILADELPHIA, PA 19103		509(A)(1)	BOOKS ALOUD!	10,000.
FRIENDS ASSOCIATION FOR CARE & PROTECTION OF CHILDREN 113 WEST CHESTNUT STREET WEST CHESTER, PA 19380		509(A)(1)	HOMELESSNESS TO INDEPENDENCE INITIATIVE	5,000.
FRIENDS OF RESILIENCY FOR LIFE 115 A STREET FRAMINGHAM, MA 01701		509(A)(1)	RESILIENCY FOR LIFE PROGRAM	25,000.
GEARING UP P.O. BOX 26061 PHILADELPHIA, PA 19128		509(A)(1)	PROVIDE WOMEN IN TRANSITION FROM ABUSE AND ADDICTIONS WITH SELF-SUFFICIENCY	4,000.
GREATER PHILADELPHIA COALITION AGAINST HUNGER 1725 FAIRMOUNT AVE, UNIT 102 PHILADELPHIA, PA 19130		509(A)(1)	FEEDING PROGRAMS	14,000.
GREENSGROW PHILADELPHIA PROJECT, INC. 2503 E. FIRTH STREET PHILADELPHIA, PA 19125		509(A)(2)	DEVELOPMENT OF GREEN BUSINESSES	13,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HANDI-CRAFTERS 215 BARLEY SHEAF RD, POB 72646 THORNDALE, PA 19372		509(A)(1)	HELPING PEOPLE WITH MENTAL AND PHYSICAL DISABILITIES BECOME EMPLOYED	2,500.
HEALTH AND ENVIRONMENTAL FUNDERS NETWORK 703 CONCORD AVE CHARLOTTESVILLE, VA 22903		509(A)(1)	HYDROFRACKING FUNDERS GROUP	2,000.
HOMELESS ADVOCACY PROJECT 42 SOUTH 15TH ST, 4TH FLOOR PHILADELPHIA, PA 19102		509(A)(1)	FREE LEGAL SERVICES	15,000.
HOPE PARTNERSHIP FOR EDUCATION 111 PRESIDENTIAL BOULEVARD, SUITE 141 BALA CYNWYD, PA 19004		509(A)(1)	STEM EDUCATION INITIATIVE	8,000.
HOUSING ALLIANCE OF PENNSYLVANIA 2 SOUTH EASTON ROAD GLENSIDE, PA 19038		509(A)(1)	ASSISTING PENNSYLVANIANS TO ACCESS AFFORDABLE HOMES	7,500.
HYDE SQUARE TASK FORCE P.O. BOX 301871 JAMAICA PLAIN, MA 02130		509(A)(1)	DEVELOP SKILLS OF YOUTH TO ENHANCE LIVES IN URBAN COMMUNITIES	8,000.
INSTITUTE FOR AGRICULTURE AND TRADE POLICY 2105 FIRST AVENUE SOUTH MINNEAPOLIS, MN 55404		509(A)(2)	ANTIBIOTICS IN ETHANOL CAMPAIGN	50,000.
INTERFAITH HOSPITALITY NETWORK OF THE MAIN LINE 1449 DEKALB STREET NORRISTOWN, PA 19401		509(A)(1)	HELPING SINGLE WOMEN AND FAMILIES WITH CASE MANAGEMENT	5,000.
INTER-FAITH HOUSING ALLIANCE 31 S SPRING GARDEN ST, POB 141 AMBLER, PA 19002		509(A)(1)	GENERAL OPERATING	7,000.
IPRAXIS 3624 MARKET ST, SUITE 515 PHILADELPHIA, PA 19104		509(A)(1)	INSPIRE PROGRAM	7,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
IRISH INTERNATIONAL IMMIGRANT CENTER 100 FRANKLIN STREET, LL-1 BOSTON, MA 02110		509(A)(1)	PROVIDE LEGAL SERVICES TO IMMIGRANTS	7,000.
JOHN BARTRAM ASSOCIATION 54TH AND LINDBERGH BLVD. PHILADELPHIA, PA 19143		509(A)(1)	CHILDREN'S EDUCATIONAL PROGRAMS	15,000.
KENNETT AFTER-SCHOOL ASSOCIATION P.O. BOX 1068 KENNETT SQUARE, PA 19348		509(A)(1)	AFTER-THE-BELL	7,500.
LA COMUNIDAD HISPANA 731 WEST CYPRESS STREET KENNETT SQUARE, PA 19348		509(A)(1)	PRENATAL HEALTH CARE	13,500.
LAKE GEORGE ASSOCIATION POB 408 LAKE GEORGE, NY 12845		509(A)(1)	WESTBROOK CONSERVATION INITIATIVE	12,000.
LAUREL HOUSE P.O. BOX 764 NORRISTOWN, PA 19404		509(A)(1)	HOUSING FOR ABUSED WOMEN	5,000.
LEGAL AID OF SOUTHEASTERN PENNSYLVANIA 625 SWEDE STREET NORRISTOWN, PA 19401		509(A)(1)	FREE LEGAL ASSISTANCE TO LOW-INCOME HOUSEHOLDS	12,000.
LITERACY COUNCIL OF NORRISTOWN 113 E. AIRY STREET NORRISTOWN, PA 19401		509(A)(1)	ASSIST ADULTS WITH READING, WRITING, MATH, AND ENGLISH SKILLS	7,500.
LOCAL FOOD HUB P.O. BOX 4647 CHARLOTTESVILLE, VA 22905		509(A)(2)	START-UP SUPPORT	30,000.
LORD'S PANTRY OF DOWNINGTOWN 141 E. LANCASTER AVENUE DOWNINGTOWN, PA 19335		509(A)(1)	HEALTHY FOOD CHOICE PROGRAM	2,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MASSACHUSETTS INDIAN ASSOCIATION 245 ROCKLAND ROAD CARLISLE, MA 01741		509(A)(1)	SCHOLARSHIP PROGRAM	15,000.
MATERNAL AND CHILD HEALTH CONSORTIUM 30 W BARNARD ST, SUITE 1 WEST CHESTER, PA 19382		509(A)(1)	NUTRITION ACCESS PROGRAM	13,000.
MATERNITY CARE COALITION 2000 HAMILTON ST, SUITE 205 PHILADELPHIA, PA 19130		509(A)(1)	MOBILE AT RIVERSIDE	10,000.
METROPOLITAN AREA NEIGHBORHOOD NUTRITION ALLIANCE 12 SOUTH 23RD ST, POB 30181 PHILADELPHIA, PA 19103		509(A)(1)	MEAL AND NUTRITION SERVICES	8,000.
METROPOLITAN CAREER CENTER 100 S BROAD ST, SUITE 830 PHILADELPHIA, PA 19110		509(A)(1)	AFTER-SCHOOL COMPUTER PROGRAM	10,000.
MOM'S HOUSE 145 S. MAIN STREET PHOENIXVILLE, PA 19460		509(A)(1)	FREE CHILD CARE TO SINGLE LOW-INCOME PARENTS	5,000.
MONTGOMERY CHILD ADVOCACY PROJECT 409 CHERRY STREET NORRISTOWN, PA 19401		509(A)(1)	FREE LEGAL REPRESENTATION TO ABUSED CHILDREN	8,000.
MONTGOMERY COUNTY LANDS TRUST POB BOX 300 LEDERACH, PA 19450		509(A)(1)	SHOP LOCAL - SAVE LAND	9,500.
MT. AIRY COMMUNITY SERVICES CORPORATION 6601 GREENE STREET PHILADELPHIA, PA 19119		509(A)(2)	WEAVER'S WAY COMMUNITY PROGRAMS	10,000.
NATIONAL AUDUBON SOCIETY 700 BROADWAY NEW YORK, NY 10003		509(A)(1)	AUDUBON PA SCHOOL & SCIENCE PROGRAMMING	7,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL FOUNDATION FOR CELIAC AWARENESS POB 544 AMBLER, PA 19002		509(A)(1)	KIDS CENTRAL	5,000.
NATIONAL NURSING CENTERS CONSORTIUM 260 SOUTH BROAD STREET, 18TH FLOOR PHILADELPHIA, PA 19102		509(A)(1)	STUDENTS RUN PHILLY STYLE	7,500.
NATIONALITIES SERVICE CENTER 1216 ARCH ST, 4TH FLOOR PHILADELPHIA, PA 19107		509(A)(1)	GROWING HOME	5,000.
NATIVE SEEDS/SOUTHWESTERN ENDANGERED ARIDLAND RESOURCES CLEARING HOUSE 3584 EAST RIVER ROAD TUCSON, AZ 87518		509(A)(2)	SOWING THE SEEDS OF SUSTAINABILITY	25,000.
NATURAL LANDS TRUST 1031 PALMERS MILL ROAD MEDIA, PA 19063		509(A)(1)	DIRECTOR OF PUBLIC ENGAGEMENT	50,000.
NORRIS SQUARE NEIGHBORHOOD PROJECT 2141 NORTH HOWARD STREET PHILADELPHIA, PA 19122		509(A)(1)	COMMUNITY GARDENS PROGRAM	5,000.
NORTH LIGHT COMMUNITY CENTER 175 GREEN LANE PHILADELPHIA, PA 19127		509(A)(1)	ARTS, RECREATION AND SOCIAL SERVICES PROGRAM	6,000.
NORTH PENN VALLEY BOYS AND GIRLS CLUB 16 SUSQUEHANNA AVE. LANSDALE, PA 19446		509(A)(2)	PROJECT LEARN	7,000.
OCTORARO WATERSHED ASSOCIATION 517 PINE GROVE ROAD NOTTINGHAM, PA 19362		509(A)(2)	PLAIN SECT FARMLAND CONSERVATION	15,000.
OPEN HEARTH 101 N. MAIN ST, SUITE A-1 SPRING CITY, PA 19475		509(A)(1)	HOUSING AND SUPPORT SERVICES	7,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ORION COMMUNITIES 247 BRIDGE STREET PHOENIXVILLE, PA 19460		509(A)(2)	FAMILIES FROM CRISIS PROJECT	7,500.
OVERINGTON HOUSE 1528 OVERINGTON STREET PHILADELPHIA, PA 19124		509(A)(1)	FAMILY RECOVERY PROGRAMS	5,000.
PATHWAYS PA 310 AMOSLAND ROAD HOLMES, PA 19043		509(A)(1)	SUPPORTED INDEPENDENT LIVING (SIL)	6,000.
PENNVIRONMENT RESEARCH AND POLICY CENTER 1420 WALNUT ST, SUITE 650 PHILADELPHIA, PA 19102		509(A)(1)	PROTECT PA'S DRINKING WATER	45,000.
PENNSYLVANIA ASSOCIATION FOR SUSTAINABLE AGRICULTURE P.O. BOX 419 MILLHEIM, PA 16854		509(A)(1)	GENERAL OPERATING - EASTERN REGIONAL OFFICE	13,000.
PENNSYLVANIA ENVIRONMENTAL COUNCIL 130 LOCUST ST, SUITE 200 HARRISBURG, PA 17101		509(A)(1)	ACTIVE LIVING INITIATIVE	45,000.
PENNSYLVANIA HOME OF THE SPARROW 969 EAST SWEDES FORD ROAD EXTON, PA 19341		509(A)(1)	TRAINING PROGRAMS	7,500.
PENNSYLVANIA ORGANIZATION FOR WATERSHEDS & RIVERS 610 N THIRD STREET HARRISBURG, PA 17101		509(A)(1)	ADVOCATES FOR THE PROTECTION OF PENNSYLVANIA'S WATER RESOURCES	8,000.
PHILADELPHIA EDUCATION FUND 1709 BENJAMIN FRANKLIN PKWY, STE 700 PHILADELPHIA, PA 19103		509(A)(1)	SCHOOL AND COMMUNITY-BASED PROGRAMS FOR CHILDREN'S EDUCATION	5,000.
PHILADELPHIA FUTURES FOR YOUTH 230 S. BROAD ST, 7TH FL PHILADELPHIA, PA 19102		509(A)(1)	SPONSOR-A-SCHOLAR	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PHILADELPHIA ORCHARD PROJECT 130 MCNEIL, 3718 LOCUST WALK PHILADELPHIA, PA 19104		509(A)(1)	FOOD ORGANIZING COLLABORATIVE (FORC)	9,000.
TURNING POINTS FOR CHILDREN 415 SOUTH 15TH STREET PHILADELPHIA, PA 19146		509(A)(1)	TIME OUT FOR TEENS & TOTS	8,000.
PHILADELPHIA VIP 42 SOUTH 15TH STREET, 4TH FLOOR PHILADELPHIA, PA 19102		509(A)(1)	PRO-BONO CIVIL LEGAL SERVICES	12,000.
PLACE OF REFUGE 2938 NORTH 5TH STREET PHILADELPHIA, PA 19133		509(A)(1)	SPIRITUAL COUNSELING AND TRAUMA TREATMENT FOR DEPRESSION, TRAUMA & ANXIETY	6,000.
PLANNED PARENTHOOD SOUTHEASTERN PENNSYLVANIA 1144 LOCUST STREET PHILADELPHIA, PA 19107		509(A)(1)	REPRODUCTIVE HEALTH EDUCATION	10,000.
PLAYWORKS EDUCATION ENERGIZED 228 KRAMS AVE, SUITE 300 PHILADELPHIA, PA 19127		509(A)(1)	PLAYWORKS PHILADELPHIA	10,000.
POCONO HEALTH FOUNDATION 206 EAST BROWN STREET EAST STROUDSBURG, PA 18301		509(A)(3)	DR. CLAUS G. JORDAN ENDOWMENT FUND	2,000.
THE POSSE FOUNDATION 14 WALL ST, SUITE 8A-60 NEW YORK, NY 10005		509(A)(1)	COMMUNITY FEEDING PROGRAMS	10,000.
PROJECT FORWARD LEAP FOUNDATION 1706 RACE ST, 2ND FL PHILADELPHIA, PA 19103		509(A)(1)	EDUCATIONAL ENRICHMENT PROGRAM	10,000.
PUBLIC CITIZENS FOR CHILDREN AND YOUTH 1709 BENJAMIN FRANKLIN PARKWAY, 6TH FLOOR PHILADELPHIA, PA 19103		509(A)(1)	GENERAL OPERATING	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PUBLIC HEALTH SOLUTIONS 40 WORTH STREET, 5TH FLOOR NEW YORK, NY 10013		509(A)(1)	SCHOOL FOOD FOCUS	50,000.
PUBLIC INTEREST PROJECTS 45 WEST 36TH STREET, 6TH FLOOR NEW YORK, NY 10018		509(A)(1)	SEPA CPER	5,000.
RED TOMATO 75 EVERETT SKINNER ROAD PLAINVILLE, MA 02762		509(A)(1)	SUSTAINABLE AGRICULTURE	35,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA UCLA MEDICAL CTR, 1250 SIXTEENTH ST. SANTA MONICA, CA 90404		501(C)(3)	RAPE TREATMENT CENTER	10,000.
RESILIENCY FOUNDATION, INC. 250 EAST MAIN STREET, MAILBOX #2 NORTON, MA 02766		509(A)(1)	AT-RISK YOUTH SERVICES	50,000.
RESOURCES FOR HUMAN DEVELOPMENT POB 4199 PHILADELPHIA, PA 19144		509(A)(1)	CHESTER YOUTHBUILD; ENDOW-A-HOME; HEALTHY NEWSWORKS	26,500.
RIVERKEEPER INC. 20 SECOR ROAD OSSINING, NY 10562		509(A)(1)	HUDSON RIVER PROGRAM	15,000.
RODALE INSTITUTE 611 SIEGFRIEDALE ROAD KUTZTOWN, PA 19530		509(A)(1)	ADVOCATE FOR ORGANIC FOOD PRODUCTION SYSTEMS	1,000.
RSVP OF MONTGOMERY COUNTY 925 HARVEST DRIVE, SUITE 100 BLUE BELL, PA 19422		509(A)(1)	VOLUNTEER IMPACT PROGRAMS	7,000.
SENIORLAW CENTER 100 S. BROAD ST, SUITE 1810 PHILADELPHIA, PA 19110		509(A)(1)	FAMILIES IN CRISIS	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SETTLEMENT MUSIC SCHOOL OF PHILADELPHIA P.O. BOX 63966 PHILADELPHIA, PA 19147		509(A)(1)	KALEIDOSCOPE ENRICHMENT PROGRAM	7,000.
SHARE FOOD PROGRAM, INC. 2901 W HUNTING PARK AVE PHILADELPHIA, PA 19129		509(A)(2)	SUNDAY SUPPERS	24,000.
SHIPLEY SCHOOL 814 YARROW STREET BRYN MAWR, PA 19010		509(A)(1)	ANNUAL FUND	5,000.
ST. CHRISTOPHER'S FOUNDATION FOR CHILDREN 1800 JFK BLVD, SUITE 300 PHILADELPHIA, PA 19103		509(A)(2)	FARM TO FAMILIES INITIATIVE	12,000.
STEPPINGSTONE SCHOLARS 4112 STATION ST., UNIT D PHILADELPHIA, PA 19127		509(A)(1)	PREPARING TALENTED CITY STUDENTS TO COMPETE FOR COLLEGE ADMISSION	15,000.
THE STONE GARAGE 115 SOUTH UNION STREET, P.O. BOX 158 KENNETT SQUARE, PA 19348		509(A)(1)	KENNETT AFTER-SCHOOL PROGRAM	15,000.
SUMMER SEARCH 1528 WALNUT ST, SUITE 1006 PHILADELPHIA, PA 19103		509(A)(1)	PEER NETWORKING EVENT FOR STUDENTS	10,000.
SUPPORT CENTER FOR CHILD ADVOCATES 1900 CHERRY STREET PHILADELPHIA, PA 19103		509(A)(1)	LEGAL REPRESENTATION TO ABUSED AND NEGLECTED CHILDREN	10,000.
SUPPORTIVE OLDER WOMEN'S NETWORK 4100 MAIN ST, SUITE 200 PHILADELPHIA, PA 19127		509(A)(1)	GRANDFAMILY RESOURCE CENTER	10,000.
SUSTAINABLE BUSINESS EDUCATION INITIATIVE 1528 WALNUT ST, 21ST FLOOR PHILADELPHIA, PA 19102		509(A)(1)	PILOT PROJECT: REDUCE WASTE	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TABOR YOUTH DEVELOPMENT CENTER 4860 NORTH HOWARD STREET PHILADELPHIA, PA 19120		509(A)(2)	AFTER-SCHOOL PROGRAM	5,000.
TEACH FOR AMERICA 714 MARKET STREET PHILADELPHIA, PA 19106		509(A)(1)	ACADEMIC MENTORING	10,000.
TEMPLE UNIVERSITY 200 SULLIVAN HALL, 1330 W. BERKS ST. PHILADELPHIA, PA 19122		509(A)(1)	CTR FOR NATURAL RESOURCES DEVELOPMENT & PROTECTION	45,000.
TIDES CENTER 1442 A WALNUT ST, #272 BERKELEY, CA 94709		509(A)(1)	THE STORY OF SUBSIDIES	40,000.
TOOKANY/TACONY-FRANKFORD WATERSHED PARTNERSHIP ONE AWBURY ROAD PHILADELPHIA, PA 19138		509(A)(1)	HEALTHY WATERSHED	15,000.
TREE HOUSE BOOKS 1430 W SUSQUEHANNA AVE PHILADELPHIA, PA 19121		509(A)(1)	JUNIOR STAFF MEMBER PROGRAM	7,000.
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 100 COLLEGE HALL PHILADELPHIA, PA 19104		509(A)(1)	BRIDGING THE GAPS	5,000.
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 100 COLLEGE HALL PHILADELPHIA, PA 19104		509(A)(1)	URBAN NUTRITION INITIATIVE: RIC CONFERENCE	1,000.
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 100 COLLEGE HALL PHILADELPHIA, PA 19104		509(A)(1)	OVARIAN CANCER RESEARCH CENTER	100,000.
UNEMPLOYMENT INFORMATION CENTER 112 NORTH BROAD STREET, 11TH FLOOR PHILADELPHIA, PA 19107		509(A)(1)	PROVIDE UNEMPLOYED INDIVIDUALS WITH THE TOOLS NEEDED TO PROTECT THEMSELVES	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
URBAN AFFAIRS COALITION 1207 CHESTNUT ST, SUITE 700 PHILADELPHIA, PA 19107		509(A)(1)	CAMPAIGN FOR WORKING FAMILIES	8,000.
URBAN TREE CONNECTION 5125 WOODBINE AVENUE PHILADELPHIA, PA 19131		509(A)(1)	NEIGHBORHOOD FOOD INITIATIVE	12,000.
VNA COMMUNITY SERVICES 1421 HIGHLAND AVE ABINGTON, PA 19001		509(A)(1)	PRESCHOOL SCREENING PROGRAM	5,000.
VOTE SOLAR INITIATIVE 300 BRANNAN ST., STE 609 SAN FRANCISCO, CA 94107		509(A)(1)	PA FIELD OFFICE	40,000.
WAGNER FREE INSTITUTE OF SCIENCE 1700 WEST MONTGOMERY AVENUE PHILADELPHIA, PA 19143		509(A)(1)	CHILDREN'S ENRICHMENT PROGRAMS	10,000.
WAKEMAN MEMORIAL ASSOCIATION, INC. P.O. BOX 118 SOUTHPORT, CT 06890		509(A)(1)	SMILOW-BURROUGHS CLUBHOUSE	5,000.
WEST PHILADELPHIA ALLIANCE FOR CHILDREN 3603 HAMILTON STREET PHILADELPHIA, PA 19104		509(A)(1)	OPEN BOOKS OPEN MINDS	10,000.
WESTCHESTER LAND TRUST 11 BABBITT ROAD BEDFORD HILLS, NY 10507		509(A)(1)	LOCAL LAND/LOCAL FOOD FARMERS NETWORK	13,000.
WHY NOT PROSPER POB 949 NORRISTOWN, PA 19404		509(A)(2)	OFFERING FEMALE EX-OFFENDERS A CONTINUUM OF SUPPORT AND SERVICES	7,500.
WOMEN IN TRANSITION 21 SOUTH 12TH ST, 6TH FL PHILADELPHIA, PA 19107		509(A)(1)	EARLY INTERVENTION FOR ABUSED WOMEN	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WOMEN'S CENTER OF MONTGOMERY COUNTY 8080 OLD YORK ROAD, SUITE 200 ELKINS PARK, PA 19027		509(A)(1)	DOMESTIC VIOLENCE PROGRAM	5,000.
WOMEN'S HEALTH & ENVIRONMENTAL NETWORK 704 NORTH 23RD STREET PHILADELPHIA, PA 19130		509(A)(1)	ENVIRONMENTAL HEALTH INITIATIVES	7,500.
WOMEN'S OPPORTUNITIES RESOURCE CENTER 2010 CHESTNUT STREET PHILADELPHIA, PA 19103		509(A)(1)	FAMILY SAVINGS ACCOUNT PROGRAM	7,500.
WOMEN'S RESOURCE CENTER P.O. BOX 596 WAYNE, PA 19087		509(A)(1)	PARENTING AND LIFE SKILLS PROGRAMS	5,000.
WOMEN'S THERAPY CENTER 1315 WALNUT ST, SUITE 1004 PHILADELPHIA, PA 19107		509(A)(2)	NEW BEGINNINGS PROGRAM	8,000.
WON COMMUNITY SERVICE CENTER P.O. BOX 486 GLENSIDE, PA 19038		509(A)(1)	ESL CLASSES AND SOCIAL SERVICES	5,000.
YOUNG WOMEN'S LEADERSHIP NETWORK 322 EIGHTH AVENUE, 14TH FLOOR NEW YORK, NY 10001		509(A)(1)	COLLEGEBOUND INITIATIVE	7,000.
YOUTH SERVICE, INC. 410 NORTH 34TH STREET PHILADELPHIA, PA 19104		509(A)(1)	HEALTH SERVICES FOR YOUTH	5,000.
50% CASH CONTRIBUTIONS FROM PASS-THRU - THE TIFF KEYSTONE FUND LP				4.
Total from continuation sheets				

3 Grants and Contributions Approved for Future Payment (Continuation)

Total from continuation sheets	40,000
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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	839.	
4 Dividends and interest from securities			14	1,500,898.	
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			01	156,326.	
8 Gain or (loss) from sales of assets other than inventory			18	12,909,312.	
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)		0.		14,567,375.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 14,567,375.	

(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

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

[illegible]

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

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

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.

Sign Here  **11/10/12** **TREASURER**

Signature of officer or trustee Date 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	Preparer's signature <i>Sheena M. Lawrence</i>	Date	Check ☐ if self-employed	PTIN
	SHEENA M. LAWRENCE	SHEENA M. LAWRENC	11/09/12		P00967608
	Firm's name ▶ MAC CAPITAL PARTNERS, INC.				Firm's EIN ▶ 20-3515796
	Firm's address ▶ 2250 HICKORY ROAD, SUITE 450 PLYMOUTH MEETING, PA 19462				Phone no. 610-828-6331

CLANEIL FOUNDATION, INC.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEC. 1231 GAIN - THE TIFF KEYSTONE FUND LP	P	VARIOUS	VARIOUS
b SEC 1231 LOSS - EAGLE ROCK ENERGY PTNRS (PTP)	P	VARIOUS	VARIOUS
c SEC. 1256 LOSS - THE TIFF KEYSTONE FUND LP	P	VARIOUS	VARIOUS
d HIRTLE CALLAGHAN TOTAL RETURN FUND	P	VARIOUS	04/29/11
e 750.981 SH HC RELATED SEC PORTFOLIO	P	VARIOUS	06/20/11
f 116.451 SH HC RELATED SEC PORTFOLIO	P	VARIOUS	06/20/11
g 96109.868 SH HC FIXED INC OPP PORT	P	VARIOUS	06/20/11
h 16305.807 SH HC FIXED INC OPP PORT	P	VARIOUS	06/20/11
i 31.143 SH HC FIXED INC PORT	P	VARIOUS	03/16/11
j 1158.814 SH HC GROWTH PORT	P	09/15/10	06/20/11
k 3496.583 SH HC GROWTH PORT	P	VARIOUS	06/20/11
l 32801.591 SH HC INTL EQUITY PORT	P	VARIOUS	06/20/11
m 1288.300 SH HC RE SECURITIES	P	VARIOUS	06/20/11
n 868.275 SH HC RE SECURITIES	P	12/29/10	06/20/11
o 68.381 SH HC SMALL CAP EQ PORT	P	09/15/10	06/20/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,945.			3,945.
b			0.
c		73,617.	<73,617.>
d 5,499,623.		4,763,660.	735,963.
e 9,192.		9,116.	76.
f 1,425.		1,474.	<49.>
g 705,446.		652,759.	52,687.
h 119,685.		118,799.	886.
i 285.		285.	0.
j 15,250.		13,106.	2,144.
k 46,015.		45,951.	64.
l 346,057.		354,720.	<8,663.>
m 22,455.		19,909.	2,546.
n 15,134.		13,762.	1,372.
o 914.		753.	161.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			3,945.
b			0.
c			<73,617.>
d			735,963.
e			76.
f			<49.>
g			52,687.
h			886.
i			0.
j			2,144.
k			64.
l			<8,663.>
m			2,546.
n			1,372.
o			161.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

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

2

3

CLANEIL FOUNDATION, INC.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	419.705 SH HC SMALL CAP EQ PORT	P	VARIOUS	06/20/11
b	150857.200 SH HC US CORP FXD INC SEC PORT	P	12/06/10	06/20/11
c	2310.853 SH HC US CORP FXD INC SEC PORT	P	VARIOUS	06/20/11
d	199347 SH HC US GOVT FXD INC SEC	P	12/06/10	06/20/11
e	1230.060 SH HC US GOVT FXD INC SEC	P	VARIOUS	06/20/11
f	188571.500 SH HC US MORT/AB FXD INC	P	12/06/10	06/20/11
g	1422.870 SH HC US MORT/AB FXD INC	P	VARIOUS	06/20/11
h	2164.635 SH HC VALUE EQ PORT	P	09/15/10	06/20/11
i	7065.227 SH HC VALUE EQ PORT	P	VARIOUS	06/20/11
j	2956.066 SH SSGA EMERG MKTS	P	10/27/10	06/20/11
k	488.036 SH VANGUARD FXD INC INFL PROT	P	VARIOUS	06/20/11
l	1393.703 SH VANGUARD FXD INC INFL PROT	P	VARIOUS	06/20/11
m	57500 SH HC COMMOD REL SEC	P	06/08/10	06/20/11
n	174996.792 SH HC FXD INC OPP PORT	P	VARIOUS	06/20/11
o	59206.612 SH HC FXD INC PORT	P	VARIOUS	03/16/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,611.		5,661.	<50.>
b 1,523,658.		1,508,572.	15,086.
c 23,340.		22,972.	368.
d 2,013,405.		1,993,470.	19,935.
e 12,424.		12,193.	231.
f 1,915,886.		1,885,715.	30,171.
g 14,456.		14,315.	141.
h 26,279.		23,291.	2,988.
i 85,772.		85,705.	67.
j 64,738.		64,738.	0.
k 13,001.		12,543.	458.
l 37,128.		35,446.	1,682.
m 703,800.		575,000.	128,800.
n 1,284,476.		978,539.	305,937.
o 541,214.		468,759.	72,455.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<50.>
b			15,086.
c			368.
d			19,935.
e			231.
f			30,171.
g			141.
h			2,988.
i			67.
j			0.
k			458.
l			1,682.
m			128,800.
n			305,937.
o			72,455.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

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

2

3

CLANEIL FOUNDATION, INC.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	582808.040 SH HC GROWTH PORT	P	VARIOUS	06/20/11
b	1293737.334 SH HC INTL EQ PORT	P	VARIOUS	06/20/11
c	39104.537 SH HC RE SEC	P	09/15/09	06/20/11
d	108243.882 SH HC SM CAP EQ	P	VARIOUS	06/20/11
e	500138.971 SH HC VALUE EQ PORT	P	VARIOUS	06/20/11
f	153881.249 SH SSGA EMERG MKTS	P	VARIOUS	06/20/11
g	69257.519 SH VANGUARD FXD INC INFL PROT	P	VARIOUS	06/20/11
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,669,754.		4,548,949.	3,120,805.
b 13,648,929.		9,511,882.	4,137,047.
c 681,592.		492,717.	188,875.
d 1,447,221.		944,229.	502,992.
e 6,071,687.		5,080,667.	991,020.
f 3,369,999.		1,241,117.	2,128,882.
g 1,845,020.		1,742,005.	103,015.
h 441,012.			441,012.
i			
j			
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 as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "0-")
a			3,120,805.
b			4,137,047.
c			188,875.
d			502,992.
e			991,020.
f			2,128,882.
g			103,015.
h			441,012.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	12,909,432.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	GIFTS SOFTWARE	082295	200DB	3.00	17	11,500.			11,500.	11,500.		0.
2	REPORT DESIGNER GIFTS SOFTWARE -	020398	200DB	3.00	17	2,000.			2,000.	2,000.		0.
3	CHECKWRITER	013103	SL	3.00	17	1,203.			1,203.	1,203.		0.
	* TOTAL 990-PF PG 1 DEPR					14,703.		0.	14,703.	14,703.	0.	0.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC. 1231 GAIN - THE TIFF KEYSTONE FUND LP	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
3,945.	0.	0.	0.
			3,945.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC 1231 LOSS - EAGLE ROCK ENERGY PTNRS (PTP)	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
0.	120.	0.	0.
			<120.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC. 1256 LOSS - THE TIFF KEYSTONE FUND LP	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
0.	73,617.	0.	0.
			<73,617.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
HIRTLE CALLAGHAN TOTAL RETURN FUND	PURCHASED		VARIOUS	04/29/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,499,623.	4,763,660.	0.	0.	735,963.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
750.981 SH HC RELATED SEC PORTFOLIO	PURCHASED		VARIOUS	06/20/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,192.	9,116.	0.	0.	76.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
116.451 SH HC RELATED SEC PORTFOLIO	PURCHASED		VARIOUS	06/20/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,425.	1,474.	0.	0.	<49.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
96109.868 SH HC FIXED INC OPP PORT	PURCHASED		VARIOUS	06/20/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
705,446.	652,759.	0.	0.	52,687.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16305.807 SH HC FIXED INC OPP PORT	119,685.	118,799.	0.	0.	886.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
31.143 SH HC FIXED INC PORT	285.	285.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1158.814 SH HC GROWTH PORT	15,250.	13,106.	0.	0.	2,144.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3496.583 SH HC GROWTH PORT	46,015.	45,951.	0.	0.	64.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
32801.591 SH HC INTL EQUITY PORT	346,057.	354,720.	0.	0.	<8,663.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1288.300 SH HC RE SECURITIES	22,455.	19,909.	0.	0.	2,546.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
868.275 SH HC RE SECURITIES	15,134.	13,762.	0.	0.	1,372.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
68.381 SH HC SMALL CAP EQ PORT	914.	753.	0.	0.	161.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
419.705 SH HC SMALL CAP EQ PORT	5,611.	5,661.	0.	0.	<50.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
150857.200 SH HC US CORP FXD INC SEC PORT	1,523,658.	1,508,572.	0.	0.	15,086.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2310.853 SH HC US CORP FXD INC SEC PORT	23,340.	22,972.	0.	0.	368.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
199347 SH HC US GOVT FXD INC SEC	2,013,405.	1,993,470.	0.	0.	19,935.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1230.060 SH HC US GOVT FXD INC SEC	PURCHASED	VARIOUS	06/20/11		
	12,424.	12,193.	0.	0.	231.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
188571.500 SH HC US MORT/AB FXD INC	PURCHASED	12/06/10	06/20/11		
	1,915,886.	1,885,715.	0.	0.	30,171.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1422.870 SH HC US MORT/AB FXD INC	PURCHASED	VARIOUS	06/20/11		
	14,456.	14,315.	0.	0.	141.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
2164.635 SH HC VALUE EQ PORT	PURCHASED	09/15/10	06/20/11		
	26,279.	23,291.	0.	0.	2,988.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
7065.227 SH HC VALUE EQ PORT	PURCHASED	VARIOUS	06/20/11		
	85,772.	85,705.	0.	0.	67.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
2956.066 SH SSGA EMERG MKTS	PURCHASED	10/27/10	06/20/11		
	64,738.	64,738.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
488.036 SH VANGUARD FXD INC INFL PROT	PURCHASED	VARIOUS	06/20/11		
	13,001.	12,543.	0.	0.	458.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1393.703 SH VANGUARD FXD INC INFL PROT	PURCHASED	VARIOUS	06/20/11		
	37,128.	35,446.	0.	0.	1,682.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
57500 SH HC COMMOD REL SEC	703,800.	575,000.	0.	0.	128,800.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
174996.792 SH HC FXD INC OPP PORT	1,284,476.	978,539.	0.	0.	305,937.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
59206.612 SH HC FXD INC PORT	541,214.	468,759.	0.	0.	72,455.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
582808.040 SH HC GROWTH PORT	7,669,754.	4,548,949.	0.	0.	3,120,805.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1293737.334 SH HC INTL EQ PORT	13,648,929.	9,511,882.	0.	0.	4,137,047.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
39104.537 SH HC RE SEC	681,592.	492,717.	0.	0.	188,875.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
108243.882 SH HC SM CAP EQ	1,447,221.	944,229.	0.	0.	502,992.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500138.971 SH HC VALUE EQ PORT	6,071,687.	5,080,667.	0.	0.	991,020.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
153881.249 SH SSGA EMERG MKTS	PURCHASED	VARIOUS	06/20/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,369,999.	1,241,117.	0.	0.	2,128,882.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
69257.519 SH VANGUARD FXD INC INFL PROT	PURCHASED	VARIOUS	06/20/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,845,020.	1,742,005.	0.	0.	103,015.

CAPITAL GAINS DIVIDENDS FROM PART IV	441,012.
TOTAL TO FORM 990-PF, PART I, LINE 6A	12,909,312.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
TIFF	234.
WELLS FARGO BANK	605.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	839.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS	82,801.	0.	82,801.
HIRTLE CALLAGHAN	985,695.	0.	985,695.
MORGAN STANLEY PMF	533,467.	0.	533,467.
THE TIFF KEYSTONE FUND	134,792.	0.	134,792.
TIFF MULTI-ASSET FUND	205,155.	441,012.	<235,857.>
TOTAL TO FM 990-PF, PART I, LN 4	1,941,910.	441,012.	1,500,898.

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
ORDINARY BUSINESS LOSS - THE TIFF KEYSTONE FUND LP	<1,385.>	<380.>		
ORD BUS - EAGLE ROCK ENERGY PTNRS (PTP)	<14.>	0.		
ORD BUS - MID-CON ENERGY PTNRS (PTP)	1.	1.		
ORD BUS - MEMORIAL PRODUCTION PTNRS (PTP)	26.	26.		
RENTAL RE INCOME - THE TIFF KEYSTONE FUND LP	<259.>	<71.>		
OTHER NET RENTAL INCOME - THE TIFF KEYSTONE FUND LP	<3.>	<1.>		
GUARANTEED PAYMENTS - THE TIFF KEYSTONE FUND LP	3.	3.		
NET ROYALTY INCOME - THE TIFF KEYSTONE FUND LP	613.	613.		
OTHER PORTFOLIO INCOME - THE TIFF KEYSTONE FUND LP	147,454.	147,454.		
CANCELLATION OF DEBT - THE TIFF KEYSTONE FUND LP	2,284.	2,284.		
OTHER INCOME - THE TIFF KEYSTONE FUND	7,606.	7,606.		
TOTAL TO FORM 990-PF, PART I, LINE 11	156,326.	157,535.		

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES - HIRTLE CALLAGHAN	106,163.	95,546.		12,504.
INVESTMENT FEES - MORGAN STANLEY PRIV MKTS	36,495.	36,495.		0.
PORTFOLIO DEDUCTIONS - THE TIFF KEYSTONE FUND LP	117,624.	117,624.		0.
TO FORM 990-PF, PG 1, LN 16C	260,282.	249,665.		12,504.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	287,982.	0.		0.	
FOREIGN TAXES ON INVESTMENTS	32,207.	32,207.		0.	
TO FORM 990-PF, PG 1, LN 18	320,189.	32,207.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGES	48.	0.		48.	
SECTION 59(E)(2) EXPENDITURES - THE TIFF KEYSTONE FUND LP	3,794.	1,041.		0.	
SEC 59(E)(2) EXP - EAGLE ROCK ENERGY PTNRS (PTP)	18.	0.		0.	
OTHER DEDUCTIONS - THE TIFF KEYSTONE FUND LP	8,931.	2,452.		0.	
NONDEDUCTIBLE EXPENSES - THE TIFF KEYSTONE FUND LP	13.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	12,804.	3,493.		48.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION	AMOUNT		
BOOK/TAX DIFFERENCE - INCOME FROM THE TIFF KEYSTONE FUND LP	135,903.		
TOTAL TO FORM 990-PF, PART III, LINE 3	135,903.		

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
36,321 SH JOHNSON & JOHNSON	2,224,600.	2,381,931.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,224,600.	2,381,931.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
9,439,513 SH DWS GOVERNMENT CASH FUND	COST	0.	0.
277,994 SH HIRTLE CALLAGHAN FIXED INCOME OPPORTUNITY PORTFOLIO	COST	0.	0.
59,207 SH HIRTLE CALLAGHAN FIXED INCOME PORTFOLIO	COST	0.	0.
150,857 SH HIRTLE CALLAGHAN US CORPORATE FIXED INCOME SEC. PORT.	COST	0.	0.
199,347 SH HIRTLE CALLAGHAN US GOVT FIXED INCOME SEC. PORT.	COST	0.	0.
188,572 SH HIRTLE CALLAGHAN US MORTGAGE/ASSET BACKED FIXED INCOME	COST	0.	0.
70,691 SH VANGUARD FIXED INCOME TIPS	COST	0.	0.
585,420 SH HIRTLE CALLAGHAN GROWTH PORTFOLIO	COST	0.	0.
504,980 SH HIRTLE CALLAGHAN VALUE PORTFOLIO	COST	0.	0.
108,561 SH HIRTLE CALLAGHAN SMALL CAP PORTFOLIO	COST	0.	0.
58,270 SH HIRTLE CALLAGHAN COMMODITY RELATED SECURITIES PORTFOLIO	COST	0.	0.
41,261 SH HIRTLE CALLAGHAN REAL ESTATE SECURITIES PORTFOLIO	COST	0.	0.
1,298,977 SH HIRTLE CALLAGHAN INTERNATIONAL EQUITY PORTFOLIO	COST	0.	0.
156,837 SH SSGA EMERGING MARKETS FUND	COST	0.	0.
4,545 SH HIRTLE CALLAGHAN TOTAL RETURN OFFSHORE FUND LTD	COST	0.	0.
MORGAN STANLEY PRIVATE MARKETS FUND I, LP	COST	3,092,484.	1,589,043.
GOLDMAN SACHS CASH	COST	1,700,098.	1,700,098.
1,120,877.305 SH TIFF MULTI-ASSET FUND	COST	17,595,651.	16,297,556.

THE TIFF KEYSTONE FUND, L.P.	COST	35,964,939.	34,343,222.
TOTAL TO FORM 990-PF, PART II, LINE 13		58,353,172.	53,929,919.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
GIFTS SOFTWARE	11,500.	11,500.	0.
REPORT DESIGNER	2,000.	2,000.	0.
GIFTS SOFTWARE - CHECKWRITER	1,203.	1,203.	0.
TOTAL TO FM 990-PF, PART II, LN 14	14,703.	14,703.	0.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	12
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL EXCISE TAX PAYABLE	2,603.	23,085.
TOTAL TO FORM 990-PF, PART II, LINE 22	2,603.	23,085.

FORM 990-PF

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

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARJORIE M. FINDLAY C/O 2250 HICKORY RD, SUITE 450 PLYMOUTH MEETING, PA 19462	DIRECTOR/CHAIRPERSON 25.00	0.	0.	0.
BARBARA M. JORDAN C/O 2250 HICKORY RD, SUITE 450 PLYMOUTH MEETING, PA 19462	DIRECTOR/SECRETARY 2.00	0.	0.	0.
ROBERT D. MCNEIL C/O 2250 HICKORY RD, SUITE 450 PLYMOUTH MEETING, PA 19462	DIRECTOR/TREASURER 2.00	0.	0.	0.
JENNIFER C. MCNEIL C/O 2250 HICKORY RD, SUITE 450 PLYMOUTH MEETING, PA 19462	DIRECTOR/VICE CHAIR 2.00	0.	0.	0.
GEOFFREY T. FREEMAN C/O 2250 HICKORY RD, SUITE 450 PLYMOUTH MEETING, PA 19462	DIRECTOR 2.00	0.	0.	0.
ANNA M. JORDAN C/O 2250 HICKORY RD, SUITE 450 PLYMOUTH MEETING, PA 19462	DIRECTOR 2.00	0.	0.	0.
MICHAEL H. JORDAN C/O 2250 HICKORY RD, SUITE 450 PLYMOUTH MEETING, PA 19462	DIRECTOR 2.00	0.	0.	0.
PATRICIA D. GRAY C/O 2250 HICKORY RD, SUITE 450 PLYMOUTH MEETING, PA 19462	DIRECTOR 2.00	0.	0.	0.
MOIRA F. MUMMA C/O 2250 HICKORY RD, SUITE 450 PLYMOUTH MEETING, PA 19462	DIRECTOR 2.00	0.	0.	0.
MAILEE WALKER (SEE STMT 16) C/O 2250 HICKORY RD, SUITE 450 PLYMOUTH MEETING, PA 19462	EXECUTIVE DIRECTOR 40.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 14

NAME OF MANAGER

MARJORIE M. FINDLAY
BARBARA M. JORDAN
ROBERT D. MCNEIL

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	15
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MAILEE WALKER
2250 HICKORY ROAD, STE 450
PLYMOUTH MEETING, PA 19462

TELEPHONE NUMBER

610-941-1131

FORM AND CONTENT OF APPLICATIONS

PROOF OF TAX EXEMPT STATUS AND ANY PRINTED MATERIALS AVAILABLE ALONG WITH
FOUNDATION APPLICATION.

ANY SUBMISSION DEADLINES

LETTERS OF INTENT - PRE-12/1 (SPRG) & PRE-6/30 (FALL). PROPOSALS - PRE-3/1
(SPRG) & PRE-8/15 (FALL).

RESTRICTIONS AND LIMITATIONS ON AWARDS

EXCLUSIVELY FOR SUPPORT OF EDUCATION, THE BUILT AND NATURAL ENVIRONMENT,
HEALTH AND HUMAN SERVICES, AND HUNGER & NUTRITION/FOOD SYSTEM ACTIVITIES.

GENERAL EXPLANATION

STATEMENT 16

PART VIII - LIST OF OFFICERS - ADDENDUM

MAILEE WALKER - SALARY FROM CONTRIBUTED SERVICES - \$137,700

ADDITIONAL AMOUNTS OF CONTRIBUTED SERVICES RECEIVED FROM RELATED PARTY
- \$521,604

- 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 CLANEIL FOUNDATION, INC.	Employer identification number (EIN) or ☒ 23-6445450
Number, street, and room or suite no. If a P.O. box, see instructions 2250 HICKORY ROAD, NO. 450	Social security number (SSN) ☐
City, town or post office, state, and ZIP code. For a foreign address, see instructions PLYMOUTH MEETING, PA 19462	

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

04

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

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

ROBERT D. MCNEIL

- The books are in the care of **2250 HICKORY RD, SUITE 450 - PLYMOUTH MEETING, PA 19462**

Telephone No. **610-828-6331**

FAX No **610-828-6405**

- 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

ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT AVAILABLE AT THIS TIME.

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	\$ 289,978.
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	\$ 289,978.
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 ☐

Title **TREASURER**

Date ☐

Form 8868 (Rev. 1-2012)