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

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
QUAKER CITY FOUNDATION
ATTN: COLLIN F. MCNEIL

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1701 HORSESHOE TRAIL

City or town, state, and ZIP code
CHESTER SPRINGS, PA 19425-1814

A Employer identification number
52-6854624

B Telephone number
610-827-7858

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 10,396,801.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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)
Revenue	1	Contributions, gifts, grants, etc , received	5,000,000.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	983.	983.		STATEMENT 1
	4	Dividends and interest from securities	191,291.	191,291.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<563,023.>			
	b	Gross sales price for all assets on line 6a 9,256,201.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	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	<25,495.>	0.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	4,603,756.	192,274.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	85,688.	0.		85,688.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	12,110.	0.		12,110.
	c	Other professional fees				
	17	Interest	330.	330.		0.
	18	Taxes STMT 5	35,435.	7,322.		6,304.
	19	Depreciation and depletion	59,127.	0.		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	57,873.	218.		6,962.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	250,563.	7,870.		111,064.
	25	Contributions, gifts, grants paid	714,885.			714,885.
	26	**Total expenses and disbursements.** Add lines 24 and 25	965,448.	7,870.		825,949.
	27	Subtract line 26 from line 12.				
	a	Excess of revenue over expenses and disbursements	3,638,308.			
	b	**Net investment income** (if negative, enter -0-)		184,404.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

123501
12-02-11 LHA **For Paperwork Reduction Act Notice, see Instructions.**

Form **990-PF** (2011)

10

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	39,645.	403,487.	403,487.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S. and state government obligations			
	b	Investments - corporate stock STMT 7	2,627,121.	5,887,328.	6,459,544.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	2,709,985.	2,733,808.	3,510,422.
	14	Land, buildings, and equipment: basis ▶ 42,176.			
		Less: accumulated depreciation STMT 9 ▶ 18,828.	26,883.	23,348.	23,348.
	15	Other assets (describe ▶ STATEMENT 10)	497.	0.	0.
	16	**Total assets** (to be completed by all filers)	5,404,131.	9,047,971.	10,396,801.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 11)	129.	1,454.	
	23	**Total liabilities** (add lines 17 through 22)	129.	1,454.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,026,755.	1,026,755.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	4,377,247.	8,019,762.	
	30	**Total net assets or fund balances**	5,404,002.	9,046,517.	
	31	**Total liabilities and net assets/fund balances**	5,404,131.	9,047,971.	

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	5,404,002.
2	Enter amount from Part I, line 27a	2	3,638,308.
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT TO CASH	3	4,207.
4	Add lines 1, 2, and 3	4	9,046,517.
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	9,046,517.

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 STATEMENT			
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	9,256,201.		9,817,237.	<563,023.>

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) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				<563,023.>

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	<563,023.>
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	628,783.	5,776,886.	.108845
2009	393,050.	5,219,436.	.075305
2008	736,153.	6,802,269.	.108222
2007	170,128.	553,661.	.307278
2006	125,474.	354,053.	.354393

2	Total of line 1, column (d)	2	.954043
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	.190809
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9,675,968.
5	Multiply line 4 by line 3	5	1,846,262.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,844.
7	Add lines 5 and 6	7	1,848,106.
8	Enter qualifying distributions from Part XII, line 4	8	825,949.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter. ________ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	3,688.
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	3,688.
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	3,688.
6	Credits/Payments.				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,100.		
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			
7	Total credits and payments Add lines 6a through 6d			7	9,100.
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	5,412.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	5,412.	**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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6		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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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.*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 12	10	X	

Form **990-PF** (2011)

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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SENIOR TAX AND BUSINESS SERVICES, L Telephone no ▶610-293-1500

Located at ▶125 STRAFFORD AVENUE, SUITE 112, WAYNE, PA ZIP+4 ▶19087

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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

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
COLLIN F. MCNEIL 1701 HORSESHOE TRAIL CHESTER SPRINGS, PA 19425-1814	TRUSTEE/FOUNDATION MANAGER 20.00	85,688.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2011)

123561
12-02-11

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	9,443,292.
b	Average of monthly cash balances			1b	356,678.
c	Fair market value of all other assets			1c	23,348.
d	**Total** (add lines 1a, b, and c)			1d	9,823,318.
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	9,823,318.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	147,350.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	9,675,968.
6	**Minimum investment return.** Enter 5% of line 5			6	483,798.

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	483,798.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,688.		
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,688.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	480,110.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	480,110.
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	480,110.

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	825,949.
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	825,949.
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	825,949.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					480,110.
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	109,665.				
b From 2007	143,727.				
c From 2008	400,830.				
d From 2009	136,298.				
e From 2010	348,999.				
f Total of lines 3a through e		1,139,519.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 825,949.					
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					480,110.
e Remaining amount distributed out of corpus		345,839.			
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		1,485,358.			
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		109,665.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		1,375,693.			
10 Analysis of line 9					
a Excess from 2007	143,727.				
b Excess from 2008	400,830.				
c Excess from 2009	136,298.				
d Excess from 2010	348,999.				
e Excess from 2011	345,839.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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 Subtract line 2d from line 2c					
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 (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).)

COLLIN F. MCNEIL

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ACADEMY OF MUSIC BROAD AND LOCUST STREETS PHILADELPHIA, PA 19102	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	3,500.
BRANDYWINE CONSERVANCY BOX 141 CHADDS FORD, PA 19132	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	11,500.
BRANDYWINE VALLEY ASSOCIATION 1760 UNIONVILLE-WAWASET ROAD WEST CHESTER, PA 19382	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	10,000.
CAMPHILL SPECIAL SCHOOL 1784 FAIRVIEW ROAD GLENMOORE, PA 19343	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
CHESTER COUNTY FOOD BANK 1208 HORSESHOE PIKE DOWNINGTOWN, PA 19335	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	25,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	714,885.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2011)

123611 12-02-11

Part XVI-A Analysis of Income-Producing Activities

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) Exclusion 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	983.	
4 Dividends and interest from securities			14	191,291.	
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	211110	<25,495.>			
8 Gain or (loss) from sales of assets other than inventory			18	<563,023.>	
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)		<25,495.>		<370,749.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <396,244.>

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

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

Signature of officer or trustee | Date 12.28.12 | Title TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BRETT W. SENIOR		12/27/12		P00118248

Firm's name ▶ SENIOR TAX AND BUSINESS SERVICES, LLC | Firm's EIN ▶ 20-4034440

Firm's address ▶ 125 STRAFFORD AVENUE, SUITE 112
WAYNE, PA 19087
Phone no 610-293-1500

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 COUNTY SPCA 1212 PHOENIXVILLE PIKE WEST CHESTER, PA 19380	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
CHESTNUT HILL ROTARY PO BOX 4332 PHILADELPHIA, PA 19118	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	3,000.
CHRIST CHURCH PRESERVATION TRUST 20 N. AMERICAN STREET PHILADELPHIA, PA 19106	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
DENISON UNIVERSITY 100 WEST COLLEGE STREET GRANVILLE, OH 43023	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	25,500.
DEVON HORSE SHOW AND COUNTRY FAIR FOUNDATION BOX 865 DEVON, PA 19333	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	56,437.
FAIR HILL INTERNATIONAL, INC. 378 FAIR HILL DRIVE ELKTON, MD 21921	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	500.
FRENCH AND PICKERING CREEK CONSERVATIONS TRUST, INC. 511 KIMBERTON ROAD PHOENIXVILLE, PA 19460	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	2,000.
GERMANTOWN ACADEMY 340 MORRIS ROAD FORT WASHINGTON, PA 19034	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	5,000.
HAMPTON CLASSIC PO BOX 3013 BRIDGEHAMPTON, NY 11932	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	50,200.
HISTORICAL SOCIETY OF PENNSYLVANIA 1300 LOCUST STREET PHILADELPHIA, PA 19107	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	154,378.
Total from continuation sheets				663,885.

123631 08-03-11

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
HOPE SPRINGS EQUESTRIAN THERAPY, INC. PO BOX 156 CHESTER SPRINGS, PA 19425	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
IRISH DRAUGHT HORSE SOCIETY OF NORTH AMERICA 4037 IRON WORKS PARKWAY, #160 LEXINGTON, KY 40511	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	600.
KARDON INSTITUTE FOR ARTS THERAPY 10700 KNIGHTS ROAD PHILADELPHIA, PA 19114	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	2,500.
LAURELS AT LANDHOPE 115 FAIRVIEW ROAD COATESVILLE, PA 19320	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
LUDWIGS CORNER HORSE SHOW ASSOCIATION FOUNDATION PO BOX 754 UWCHLAND, PA 19480	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
MONTGOMERY SCHOOL 1141 KIMBERTON ROAD CHESTER SPRINGS, PA 19425	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	118,095.
NATIONAL HORSE SHOW FOUNDATION PO BOX 386 GREENVALE, NY 11548	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	5,000.
NATIONAL SPORTING LIBRARY AND MUSEUM PO BOX 1335 MIDDLEBURG, VA 20118	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	39,389.
NATURAL LANDS TRUST 1031 PALMERS MILL ROAD MEDIA, PA 19063	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
PA NATIONAL HORSE SHOW FOUNDATION 720 LIMEKILN ROAD NEW CUMBERLAND, PA 17070	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	4,750.
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
PASS-THROUGH FROM ENBRIDGE ENERGY PARTNERS LP 1100 LOUISIANA, SUITE 3300 HOUSTON, TX 77002	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	24.
PENNSYLVANIA HORTICULTURAL SOCIETY 100 N. 20TH STREET, 5TH FL. PHILADELPHIA, PA 19103	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
PHILABUNDANCE 3616 GALLOWAY STREET PHILADELPHIA, PA 19148	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	250.
PHILADELPHIA CHARITY BALL PO BOX 8323 RADNOR, PA 19087	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	2,500.
PROJECT HOME 1515 FAIRMOUNT AVENUE PHILADELPHIA, PA 19130	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
RADNOR HISTORICAL SOCIETY 113 WEST BEECH TREE LANE WAYNE, PA 19087	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
RADNOR HOUNDS FOUNDATION 1701 HORSESHOE TRAIL CHESTER SPRINGS, PA 19425-1814	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	33,293.
RADNOR HUNT FOUNDATION 826 PROVIDENCE ROAD MALVERN, PA 19355	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	14,728.
RAZOO FOUNDATION 1020 19TH ST. NW, #800 WASHINGTON, DC 20036	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,200.
RONALD MCDONALD HOUSE 3921-3925 CHESTNUT STREET PHILADELPHIA, PA 19104	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	250.
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
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
SOUTHERN CALIFORNIA EQUESTRIAN SPORTS FOUNDATION 1902 ORANGE TREE LANE, STE. 130 REDLANDS , CA 92374	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	2,500.
ST. PAUL'S EPISCOPAL CHURCH 22 E. CHESTNUT HILL AVENUE PHILADELPHIA, PA 19118	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	5,000.
SUFFIELD ACADEMY 185 NORTH MAIN STREET SUFFIELD, CT 06078	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	4,000.
THE ANDALUSIA FOUNDATION PO BOX 947 MILLEDGEVILLE, GA 31059	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	500.
THE ATHENAEUM OF PHILADELPHIA 219 SOUTH SIXTH STREET, PO BOX 42 PHILADELPHIA, PA 19106	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,200.
THE BOARDERS AND STEWARDS OF THE MONASTERY 1000 KITCHENS LANE PHILADELPHIA, PA 19119	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	500.
THE CHESHIRE LAND PRESERVATION FUND PO BOX 983 UNIONVILLE, PA 19375	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	2,500.
THE CHILDRENS HOSPITAL OF PHILADELPHIA FOUNDATION 34TH ST & CIVIC CENTER BLVD PHILADELPHIA, PA 19104	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
THE EPISCOPAL ACADEMY 1785 BISHOP WHITE DRIVE NEWTOWN SQUARE, PA 19073	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	300.
Total from continuation sheets				

123631 08-03-11

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
THE EQUUS FOUNDATION 168 LONG LOTS ROAD WESTPORT, CT 06880	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,500.
THE FOUNDATION OF ST. ANDREW'S SOCIETY 215 S. 16TH STREET PHILADELPHIA, PA 19102	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	5,000.
THE LIBRARY COMPANY OF PHILADELPHIA 1314 LOCUST STREET PHILADELPHIA, PA 19107	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
THE LITTLE KESWICK FOUNDATION PO BOX 722 KESWICK, VA 22947	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	60,000.
THE MILL AT ANSELMA 1730 CONESTOGA ROAD CHESTER SPRINGS, PA 19425	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	2,000.
THE NATIONAL WORLD WAR I MUSEUM 100 WEST 26TH STREET KANSAS CITY, MO 64108	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	4,341.
THE PENJERDEL REGIONAL FOUNDATION ONE PENN SQUARE WEST, SUITE 700 PHILADELPHIA, PA 19102	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	6,000.
THE PRESBYTERIAN CHURCH OF CHESTNUT HILL 8855 GERMANTOWN AVENUE PHILADELPHIA, PA 19118	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	12,500.
THE SPRINGSIDE SCHOOL 8000 CHEROKEE STREET PHILADELPHIA, PA 19118	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	10,000.
TOWN OF NORTH ELBA, NY 2693 MAIN STREET LAKE PLACID, NY 12946	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	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
UPPERVILLE COLT AND HORSE SHOW, INC PO BOX 239 UPPERVILLE, VA 20185	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	950.
WILLISTOWN CONSERVATION TRUST 925 PROVIDENCE ROAD NEWTOWN SQUARE, PA 19073	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,500.
WOUNDED WARRIOR PO BOX 758517 TOPEKA, KS 66675	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
YOUTH WORK FOUNDATION 140 SOUTH BROAD STREET PHILADELPHIA, PA 19102	N/A	PUBLIC	OPERATIONS FOR EXEMPT PURPOSE	1,000.
Total from continuation sheets				

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization
QUAKER CITY FOUNDATION
ATTN: COLLIN F. MCNEIL

Employer identification number
52-6854624

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).

Name of organization	Employer identification number
QUAKER CITY FOUNDATION ATTN: COLLIN F. MCNEIL	52-6854624

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF ROBERT L. MCNEIL 1 LOGAN SQUARE, SUITE 2000 PHILADELPHIA, PA 19103-6996	$ 5,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
QUAKER CITY FOUNDATION ATTN: COLLIN F. MCNEIL	52-6854624

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	**Employer identification number**
QUAKER CITY FOUNDATION ATTN: COLLIN F. MCNEIL	52-6854624

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. from 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

(a) No. from 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

(a) No. from 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

(a) No. from 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

QUAKER CITY FOUNDATION
ATTN: COLLIN F. MCNEIL

CONTINUATION FOR 990-PF, PART IV
52-6854624 PAGE 1 OF 1

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo , day, yr)
1a	SEE ATTACHED SCHEDULE E		VARIOUS	VARIOUS
b	SEE ATTACHED SCHEDULE F		VARIOUS	VARIOUS
c	ENBRIDGE ENERGY PARTNERS LP NET STCL			
d	ENTERPRISE PRODUCTS PARTNERS LP NET LTCG			
e	ENTERPRISE PRODUCTS PARTNERS LP NET SECTION 1231			
f	KINDER MORGAN ENERGY PARTNERS LP NET SECTION 1231			
g	PLAINS ALL AMERICAN PIPELINE LP NET SECTION 1231			
h	SUNOCO LOGISTICS PARTNERS LP NET SECTION 1231 LOS			
i	CAPITAL GAINS DIVIDENDS			
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	5,718,212.		6,254,954.	<536,742.>
b	3,535,716.		3,562,283.	<26,567.>
c				<1.>
d				142.
e				<2,114.>
f				<53.>
g				44.
h				<5.>
i	2,273.			2,273.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				<536,742.>
b				<26,567.>
c				<1.>
d				142.
e				<2,114.>
f				<53.>
g				44.
h				<5.>
i				2,273.
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	<563,023.>
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

123591
05-01-11

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	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	OFFICE COMPUTER	04/28/08	SL	5.00		16	2,448.				2,448.	1,306.		490.	1,796.
2	OFFICE CABINETS	07/01/08	SL	7.00		16	21,518.				21,518.	7,685.		3,074.	10,759.
3	COMPUTER	06/16/09	SL	5.00		16	2,437.				2,437.	731.		487.	1,218.
4	CAMERA	09/11/09	SL	7.00		16	825.				825.	157.		118.	275.
5	ELECTRONIC DATA CAPTURE EQUIPMENT	10/08/09	SL	5.00		16	954.				954.	239.		191.	430.
6	COPIER	12/10/09	SL	5.00		16	478.				478.	104.		96.	200.
7	OFFICE FIXTURES	01/27/09	SL	7.00		16	1,217.				1,217.	333.		174.	507.
8	OFFICE FIXTURES	01/16/09	SL	7.00		16	3,893.				3,893.	1,066.		556.	1,622.
9	OFFICE FURNITURE	01/15/10	SL	7.00		16	1,326.				1,326.	189.		189.	378.
10	OFFICE FURNITURE	02/09/10	SL	7.00		16	1,349.				1,349.	177.		193.	370.
11	OFFICE FURNITURE	03/19/10	SL	7.00		16	179.				179.	19.		26.	45.
12	OFFICE FURNITURE	03/22/10	SL	7.00		16	178.				178.	19.		25.	44.
13	OFFICE FURNITURE	03/24/10	SL	7.00		16	190.				190.	20.		27.	47.
14	COMPUTER	03/24/10	SL	5.00		16	2,278.				2,278.	342.		456.	798.
15	COMPUTER SOFTWARE	07/22/11	SL	3.00	HY	19A	421.				421.			70.	70.
16	COMPUTER HARDWARE	07/23/11	SL	5.00	HY	19B	1,748.				1,748.			175.	175.
17	COMPUTER SOFTWARE	08/27/11	SL	3.00	HY	19A	314.				314.			52.	52.
18	COMPUTER HARDWARE	10/17/11	SL	5.00	HY	19B	423.				423.			42.	42.

128111
05-01-11

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No.	Description	Date Acquired	Method	Life	Conv	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
	* TOTAL 990-PF PG 1 DEPR						42,176.				42,176.	12,387.		6,441.	18,828.

128111
05-01-11

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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

SOURCE	AMOUNT
CITIGROUP SMITHBARNEY - 16J-13165-13	493.
ENBRIDGE ENERGY PARTNERS, LP	8.
ENTERPRISE PRODUCTS PARTNERS, LP	32.
KINDER MORGAN ENERGY PARTNERS, LP	258.
LEGACY RESERVES, LP	5.
LINN ENERGY LLC	132.
PLAINS ALL AMERICAN PIPELINE, LP	51.
SUNOCO LOGISTICS PARTNERS LP	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	983.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CITIGROUP SMITHBARNEY - 16J-13165-13	189,237.	2,273.	186,964.
ENTERPRISE PRODUCTS PARTNERS LP	2.	0.	2.
KINDER MORGAN ENERGY PARTNERS, LP	113.	0.	113.
MAGELLAN MIDSTREAM PARTNERS, LP	2.	0.	2.
PLAINS ALL AMERICAN PIPELINE, LP	146.	0.	146.
SUNOCO LOGISTICS PARTNERS, LP	4,064.	0.	4,064.
TOTAL TO FM 990-PF, PART I, LN 4	193,564.	2,273.	191,291.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SUNOCO LOGISTICS PARTNERS, LP	<2,010.>	0.	
LEGACY RESERVES, LP	42,286.	0.	
ENBRIDGE ENERGY PARTNERS, LP	<11,362.>	0.	
MAGELLAN MIDSTREAM PARTNERS, LP	<1,058.>	0.	
ENTERPRISE PRODUCTS PARTNERS, LP	<23,551.>	0.	
KINDER MORGAN ENERGY PARTNERS, LP	<31,310.>	0.	
LINN ENERGY, LLC	6,717.	0.	
PLAINS ALL AMERICAN PIPELINE, LP	<5,207.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<25,495.>	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SENIOR TAX AND BUSINESS SERVICES, LLC	12,110.	0.		12,110.
TO FORM 990-PF, PG 1, LN 16B	12,110.	0.		12,110.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	7,322.	7,322.		0.
FORM 990-PF EXCISE TAX	21,809.	0.		0.
PAYROLL TAXES	6,304.	0.		6,304.
TO FORM 990-PF, PG 1, LN 18	35,435.	7,322.		6,304.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARTNERSHIP NON-DEDUCTIBLE EXPENSES	846.	0.		0.
OFFICE	6,467.	0.		6,467.
SECTION 59(E)(2) EXPENSES	48,964.	0.		0.
INTANGIBLE DRILLING	883.	0.		0.
ADR FEES	218.	218.		0.
INSURANCE	495.	0.		495.
TO FORM 990-PF, PG 1, LN 23	57,873.	218.		6,962.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK INVESTMENTS - SEE SCHEDULE A	5,817,414.	6,456,054.
PREFERRED STOCK INVESTMENTS - SEE SCHEDULE B	69,914.	3,490.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,887,328.	6,459,544.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LIMITED PARTNERSHIPS - SEE SCHEDULE C	COST	1,880,614.	2,737,371.
CLOSED END FUNDS - SEE SCHEDULE D	COST	853,194.	773,051.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,733,808.	3,510,422.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE COMPUTER	2,448.	1,796.	652.
OFFICE CABINETS	21,518.	10,759.	10,759.
COMPUTER	2,437.	1,218.	1,219.
CAMERA	825.	275.	550.
ELECTRONIC DATA CAPTURE EQUIPMENT	954.	430.	524.
COPIER	478.	200.	278.
OFFICE FIXTURES	1,217.	507.	710.
OFFICE FIXTURES	3,893.	1,622.	2,271.
OFFICE FURNITURE	1,326.	378.	948.
OFFICE FURNITURE	1,349.	370.	979.
OFFICE FURNITURE	179.	45.	134.
OFFICE FURNITURE	178.	44.	134.
OFFICE FURNITURE	190.	47.	143.
COMPUTER	2,278.	798.	1,480.
COMPUTER SOFTWARE	421.	70.	351.
COMPUTER HARDWARE	1,748.	175.	1,573.
COMPUTER SOFTWARE	314.	52.	262.
COMPUTER HARDWARE	423.	42.	381.
TOTAL TO FM 990-PF, PART II, LN 14	42,176.	18,828.	23,348.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT INCOME/MISCELLANEOUS RECEIVABLES	497.	0.	0.
TO FORM 990-PF, PART II, LINE 15	497.	0.	0.

FORM 990-PF OTHER LIABILITIES STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CREDIT CARD LIABILITIES	129.	1,454.
TOTAL TO FORM 990-PF, PART II, LINE 22	129.	1,454.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 STATEMENT 12

NAME OF CONTRIBUTOR	ADDRESS
ESTATE OF ROBERT L. MCNEIL	1 LOGAN SQUARE, SUITE 2000 PHILADELPHIA, PA 19103-6996

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization 990-PF

(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2011

Attachment Sequence No **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
QUAKER CITY FOUNDATION ATTN: COLLIN F. MCNEIL	FORM 990-PF PAGE 1	52-6854624

Part I **Election To Expense Certain Property Under Section 179** **Note:** *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	

8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	6,102.

Part III **MACRS Depreciation (Do not** include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property		735.	3 YRS.	HY	SL	122.
b 5-year property		2,171.	5 YRS.	HY	SL	217.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV **Summary** (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	6,441.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

116251
11-21-11 LHA **For Paperwork Reduction Act Notice, see separate instructions.** Form **4562** (2011)

QUAKER CITY FOUNDATION
Form 4562 (2011) ATTN: COLLIN F. MCNEIL 52-6854624 Page 2

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.)*

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2011 tax year:					
43 Amortization of costs that began before your 2011 tax year				43	
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	

116252 11-18-11 **Form 4562** (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 File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions QUAKER CITY FOUNDATION ATTN: COLLIN F. MCNEIL	Employer identification number (EIN) or ☒ 52-6854624
	Number, street, and room or suite no. If a P.O. box, see instructions. 1701 HORSESHOE TRAIL	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHESTER SPRINGS, PA 19425-1814	

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.

- The books are in the care of ▶ SENIOR TAX AND BUSINESS SERVICES, L 125 STRAFFORD AVENUE, SUITE 112 - WAYNE, PA 19087

Telephone No. ▶ 610-293-1500 FAX No. ▶ 610-293-1504

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

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

5 For calendar year 2011, or other tax year beginning ______, and ending ______.

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

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION TO PREPARE A COMPLETE AND 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	$ 3,688.
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	$ 9,100.
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 ▶ TRUSTEE Date ▶

Form **8868** (Rev. 1-2012)

123842
01-06-12

SCHEDULE A

Attachment to Form 990-PF
Part II, Balance Sheets
Quaker City Foundation
Common Stock Investments
December 31, 2011

	Number of Shares/Units	Ending Cost Basis	Ending Market Value
Amazon	1,600	303,549	276,960
Apple Inc	2,220	548,845	899,100
BP Prudhoe Bay Rty Trust	2,400	260,239	273,504
Comcast	7,400	172,647	175,454
Dow Chemical	11,500	299,600	330,740
Ford Motor	12,000	128,290	129,120
Glaxosmithkline PLC	4,650	190,980	212,180
Google Inc	685	367,531	442,442
Headwaters Inc	1,000	5,049	2,220
H J Heinz Co	7,075	364,853	382,333
Intel	14,800	350,774	358,900
International Business Machines	4,050	660,753	744,714
Johnson & Johnson	8,200	510,815	537,756
Kraft Foods	7,500	262,150	280,200
Ocean Pwr Technologies Inc	500	4,880	1,330
Procter & Gamble	4,550	285,129	303,531
Qualcomm Inc	5,600	300,602	306,320
Royal Dutch Shell PLC	1,800	130,487	131,562
Southern Company	6,100	263,717	282,369
Tata Motors Ltd	22,800	406,527	385,320
Totals - Stock Investments		5,817,414	6,456,054

SCHEDULE B

Attachment to Form 990-PF
Part II, Balance Sheets
Quaker City Foundation
Preferred Stock Investments
December 31, 2011

	Number of Shares/Units	Ending Cost Basis	Ending Market Value
Freddie Mac 8 375%	1,275	34,866	1,696
Fannie Mae Fixed/Float 8 25%	1,300	35,047	1,794
Totals - Preferred Stock Investments		69,914	3,490

SCHEDULE C

Attachment to Form 990-PF
Part II, Balance Sheets
Quaker City Foundation
Limited Partnerships
December 31, 2011

	Number of Shares/Units	Ending Cost Basis	Ending Market Value
Enterprise Products Partners LP	7,900 000	321,613	366,402
Kinder Morgan Energy Partners LP	3,450 000	213,797	293,078
Linn Energy, LLC	12,740 000	266,596	482,973
Magellan Midstream Partners, LP	6,630 000	330,133	456,674
Plains All American Pipeline LP	10,830 000	562,332	795,464
Sunoco Logistics Partners LP	8,700 000	186,143	342,780
Total Limited Partnerships		1,880,614	2,737,371

SCHEDULE D

Attachment to Form 990-PF
Part II, Balance Sheets
Quaker City Foundation
Closed End Funds
December 31, 2011

	Number of Shares/Units	Ending Cost Basis	Ending Market Value
Central Fund of Canada	39,400 0000	852,318	772,634
Cornerstone Strategic Value Fd	63 1332	876	417
Totals - Closed End Funds		853,194	773,051

Attachment to Form 990-PF

SCHEDULE E

Part IV, Capital Gains and Losses for Tax on Investment Income

Quaker City Foundation

December 31, 2011

Short-term Gains/Losses:

Investment Description	Date Acquired	Date Sold	# of Shares Sold	Sales Proceeds	Cost Basis Sold	Gain (Loss)
Boeing Co	2/15/2011	8/10/2011	1,050	61,796 83	(75,967 89)	(14,171 06)
Boeing Co	3/18/2011	8/10/2011	2,160	127,124 91	(150,357 88)	(23,232 97)
Brasil Telecom S A Sponsored ADR	3/23/2011	4/12/2011	6,250	181,147 35	(148,310 10)	32,837 25
Canon Inc	1/7/2011	7/13/2011	2,200	103,890 01	(111,635 18)	(7 745 17)
Canon Inc	3/18/2011	7/13/2011	3,350	158,196 16	(149,849 54)	8,346 62
Cisco Systems	10/7/2010	2/15/2011	9,700	179,858 62	(216,641 96)	(36,783 34)
Corning Inc	8/2/2010	1/7/2011	1,000	19,103 21	(19,461 94)	(358 73)
Corning Inc	8/9/2010	1/7/2011	3,700	70,681 87	(70,216 82)	465 05
Corning Inc	8/25/2010	1/7/2011	4,300	82,143 79	(70,259 95)	11,883 84
Corning Inc	9/16/2010	1/7/2011	2,900	55,399 30	(49,686 78)	5,712 52
Enerplus Corporation	2/15/2011	12/21/2011	4,800	116,397 18	(148,633 49)	(32,236 31)
Enerplus Corporation	3/24/2011	12/21/2011	4,700	113,972 24	(149,807 92)	(35 835 68)
Enerplus Corporation	5/17/2011	12/21/2011	6,400	155,196 24	(199,340 33)	(44 144 09)
Ford Motor	9/16/2010	10/20/2011	8,000	92,373 84	(100,456 69)	(8,082 85)
Ford Motor	9/24/2010	10/20/2011	8,300	95,837 86	(105 033 91)	(9,196 05)
General Motors Company	4/20/2011	10/20/2011	4,700	105,579 42	(140,867 68)	(35 288 26)
H J Heinz Co	3/25/2011	11/21/2011	4,025	202,455 23	(197,279 89)	5,175 34
Kraft Foods	10/7/2010	2/15/2011	6,300	191,318 75	(197,578 53)	(6,259 78)
Novo-Nordisk A S ADR	1/24/2011	11/29/2011	700	76,310 95	(79 483 41)	(3,172 46)
Novo-Nordisk A S ADR	4/12/2011	11/29/2011	470	51,237 35	(60,586 64)	(9 349 29)
Schlumberger Ltd	1/24/2011	8/10/2011	950	70,992 90	(80,907 23)	(9,914 33)
Schlumberger Ltd	7/13/2011	8/10/2011	1,250	93,411 71	(109,650 52)	(16,238 81)
Siemens AG	1/7/2011	8/24/2011	1,000	101,387 39	(117 101 29)	(15,713 90)
Silver Wheaton Corp CAD	3/23/2011	11/9/2011	3,350	122,126 96	(150,464 21)	(28,337 25)
3 M Company	3/3/2011	11/9/2011	960	75,893 85	(90,255 54)	(14,361 69)
Toyota Motor Corp	3/18/2011	4/20/2011	1,840	141,154 95	(149,959 24)	(8,804 29)
Xerox	9/16/2010	4/11/2011	10,100	108,470 90	(101,052 46)	7,418 44
Xerox	9/24/2010	4/11/2011	10,000	107,396 94	(106,084 60)	1,312 34
Aberdeen Asia-Pacific Prime Income Fund	Various	Various	36,200	247,978 78	(246,273 79)	1,704 99
Eaton Vance Tax-Managed Buy-Write Opptnys Fund	3/24/2011	10/19/2011	11,600	132,318 12	(141,514 33)	(9,196 21)
Eaton Vance Tax-Managed Global Buy-Write Opp Fd	Various	10/19/2011	30,600	318,052 14	(326 912 82)	(8,860 68)
Eaton Vance Tax-Managed Diversified Equity Income	Various	10/19/2011	30,517	276,983 26	(314,173 46)	(37,190 20)
Gabelli Gold Nat Res & Inc Tr	3/24/2011	6/15/2011	8,000	137,560 84	(150,471 17)	(12,910 33)
Ishares MSCI Brazil Index Fund	3/23/2011	9/22/2011	2,000	106,482 81	(151,136 04)	(44,653 23)
Ishares MSCI Brazil Index Fund	4/12/2011	9/22/2011	775	41,262 09	(60 149 94)	(18,887 85)
John Hancock Investors Trust	12/13/2010	11/21/2011	2,100	44,724 43	(39,776 90)	4,947 53
John Hancock Investors Trust	3/22/2011	11/21/2011	6,800	143,484 17	(149,646 01)	(6 161 84)
John Hancock Investors Trust	3/24/2011	11/29/2011	6,750	141,986 50	(150 429 53)	(8,443 03)
Market Vectors Brazil Small CP	3/23/2011	9/22/2011	2,800	111,875 53	(149 615 72)	(37,740 19)
Market Vectors Brazil Small CP	4/12/2011	9/22/2011	1,050	41,953 32	(60,980 46)	(19,027 14)
Enbridge Energy Partners LP	Various	8/10/2011	14,000	398,192 62	(428,350 18)	(30,157 56)
Legacy Reserves LP	Various	11/21/2011	19,800	514,500 11	(538,591 97)	(24,091 86)
Short-term Totals				5,718,211 43	(6,254,953 94)	(536,742 51)

Attachment to Form 990-PF

SCHEDULE F

Part IV, Capital Gains and Losses for Tax on Investment Income
Quaker City Foundation
December 31, 2011

Long-term Gains/Losses:

Investment Description	Date Acquired	Date Sold	# of Shares Sold	Sales Proceeds	Cost Basis Sold	Gain (Loss)
Apache Corp	4/12/2010	5/17/2011	830	99,073 60	(90,335 29)	8,738 31
Apache Corp	4/29/2010	5/17/2011	840	100,267 26	(87,237 11)	13,030 15
Boeing Co	12/22/2009	8/10/2011	2,000	117,708 25	(110,938 35)	6,769 90
H J Heinz Co	9/4/2009	11/21/2011	2,225	111,916 25	(84,483 32)	27,432 93
H J Heinz Co	2/17/2010	11/21/2011	1,100	55,329 38	(49,978 85)	5,350 53
H J Heinz Co	5/17/2010	11/21/2011	650	32,694 63	(30,585 66)	2,108 97
Johnson & Johnson	4/18/2000	3/3/2011	400	24,281 65	(16,458 40)	7,823 25
Johnson & Johnson	12/31/2007	3/3/2011	2,600	157,830 70	(173,420 00)	(15,589 30)
Merck & Co	9/4/2009	1/24/2011	3,300	110,765 88	(101,552 59)	9,213 29
Alpine Global Dynamic Dividend Fund	Various	10/19/2011	16,107	93,682 06	(182,347 68)	(88,865 62)
Alpine Total Dynamic Dividend Fund	Various	10/19/2011	27,445	129,674 90	(282,049 30)	(152,374 40)
Eaton Vance Tax-Managed Buy-Write Opptnys Fund	Various	10/19/2011	12,910	147,260 94	(142,844 88)	4,416 06
Eaton Vance Tax-Managed Global Buy-Write Opp Fd	Various	10/19/2011	12,700	132,002 03	(139,298 11)	(7 296 08)
Eaton Vance Tax-Managed Diversified Equity Income	Various	10/19/2011	12,996	117,954 75	(142,444 12)	(24,489 37)
Gabelli Gold Nat Res & Inc Tr	Various	6/15/2011	11,704	201,259 48	(214,129 43)	(12,869 95)
Ishares Silver Trust	12/2/2009	11/29/2011	2,100	64,866 62	(39,978 68)	24,887 94
Ishares Silver Trust	6/14/2010	11/29/2011	3,350	103,477 70	(61,069 88)	42,407 82
Ishares Silver Trust	8/9/2010	11/29/2011	3,800	117,377 69	(68,699 27)	48,678 42
Ishares Silver Trust	10/7/2010	11/29/2011	1,100	33,977 75	(24 694 95)	9,282 80
John Hancock Investors Trust	1/30/2008	11/21/2011	2,000	42,594 69	(36,030 02)	6,564 67
John Hancock Investors Trust	9/4/2009	11/21/2011	2,900	61,762 30	(49,866 99)	11,895 31
John Hancock Investors Trust	11/18/2009	11/21/2011	3,300	70,281 24	(58,371 22)	11,910 02
Market Vectors Gold Miners ETF	12/2/2009	6/15/2011	725	37,724 79	(39 978 01)	(2,253 22)
SPDR Gold Tr Gold Shs	6/15/2011	11/29/2011	1,250	207,341 39	(187,169 15)	20,172 24
SPDR Series TR Barclays High Yield Bd ETF	5/17/2011	10/19/2011	3,800	143,351 28	(155,573 90)	(12,222 62)
SPDR Series TR Barclays High Yield Bd ETF	6/15/2011	10/19/2011	2,400	90,537 65	(95,914 80)	(5,377 15)
Templeton Emerging Markets	12/13/2010	8/24/2011	4,500	73,733 59	(75,453 38)	(1,719 79)
Templeton Emerging Markets	1/24/2011	8/24/2011	2,400	39,324 58	(39,696 00)	(371 42)
Templeton Emerging Markets	3/25/2011	8/24/2011	17,800	291,657 32	(301,191 23)	(9 533 91)
Western Asset Premier Bond Fund	3/22/2011	10/7/2011	9,500	138,374 90	(150,236 24)	(11,861 34)
Western Asset Premier Bond Fund	4/11/2011	10/11/2011	6,800	101,372 53	(107,248 05)	(5,875 52)
Western Asset Premier Bond Fund	6/15/2011	10/11/2011	6,000	89,994 91	(94,479 68)	(4,484 77)
Legacy Reserves LP	2/17/2010	11/21/2011	7,100	184,964 28	(124,059 55)	60,904 73
Linn Energy LLC	9/4/2009	2/7/2011	300	11,298 91	(4,469 14)	6,829 77
Long-term Totals				3,535,715 88	(3,562,283 23)	(26,567 35)