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 07-01-2011 , and ending 06-30-2012

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

Name of foundation
STONELEIGH FOUNDATION

A Employer identification number
37-1526458

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
123 S BROAD STREET NO 1130

B Telephone number (see page 10 of the instructions)
(215) 735-7080

City or town, state, and ZIP code
PHILADELPHIA, PA 19109

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 ☐

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)* ▶$ 12,478,280

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) (see page 11 of the instructions))*

			(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 (attach schedule)	1,638,587			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	152,534	152,534	152,534	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	75,841			
	b	Gross sales price for all assets on line 6a 2,290,489				
	7	Capital gain net income (from Part IV, line 2)		75,841		
	8	Net short-term capital gain			75,841	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,866,962	228,375	228,375	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	184,466	0	0	126,636
	14	Other employee salaries and wages	220,362	0	0	149,026
	15	Pension plans, employee benefits	30,141	0	0	16,985
	16a	Legal fees (attach schedule)	2,699	0	0	1,853
	b	Accounting fees (attach schedule)	22,000	0	0	15,027
	c	Other professional fees (attach schedule)	74,471	35,772	35,772	29,480
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	37,658	0	0	19,270
	19	Depreciation (attach schedule) and depletion	2,452	0	0	
	20	Occupancy	57,944	0	0	40,088
	21	Travel, conferences, and meetings	37,630	0	0	23,310
	22	Printing and publications				
	23	Other expenses (attach schedule)	37,690	0	0	26,923
	24	**Total operating and administrative expenses.** Add lines 13 through 23	707,513	35,772	35,772	448,598
	25	Contributions, gifts, grants paid	1,505,948			905,391
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,213,461	35,772	35,772	1,353,989
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-346,499			
	b	**Net investment income** (if negative, enter -0-)		192,603		
	c	**Adjusted net income** (if negative, enter -0-)			192,603	

		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
Assets	1	Cash—non-interest-bearing	1,128,813	122,695	122,695
	2	Savings and temporary cash investments	10,107,677	1,330,078	1,330,078
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	57,586		
	4	Pledges receivable ▶ 1,292,884			
		Less allowance for doubtful accounts ▶	734,207	1,292,884	1,292,884
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	17,853	17,484	17,484
	10a	Investments—U S and state government obligations (attach schedule)	0	884,087	891,194
	b	Investments—corporate stock (attach schedule)	0	6,592,939	6,812,486
	c	Investments—corporate bonds (attach schedule)	0	2,037,063	2,007,499
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 20,328			
		Less accumulated depreciation (attach schedule) ▶ 16,368	5,673	3,960	3,960
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	12,051,809	12,281,190	12,478,280
Liabilities	17	Accounts payable and accrued expenses	21,763	35,266	
	18	Grants payable	734,207	1,292,884	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	0	3,700	
	23	**Total liabilities** (add lines 17 through 22)	755,970	1,331,850	
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	11,295,839	10,949,340	
	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** (see page 17 of the instructions)	11,295,839	10,949,340	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	12,051,809	12,281,190	

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	11,295,839
2	Enter amount from Part I, line 27a	2	-346,499
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	10,949,340
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	10,949,340

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)
1 a	SALE OF PUBLICLY TRADED SECURITIES	P		
b				
c				
d				
e				

	(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
a	2,290,489		2,214,648	75,841
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
a				75,841
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	**2**	75,841
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	**3**	75,841

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 page 18 of the 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	1,838,083	9,060,840	0 202860
2009	1,538,450	202,050	7 614204
2008	735,343	183,823	4 000277
2007	726,537	169,743	4 280218
2006			

2	**Total** of line 1, column (d).	**2**	16 097559
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**	4 024390
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	**4**	11,892,472
5	Multiply line 4 by line 3.	**5**	47,859,945
6	Enter 1% of net investment income (1% of Part I, line 27b).	**6**	1,926
7	Add lines 5 and 6.	**7**	47,861,871
8	Enter qualifying distributions from Part XII, line 4.	**8**	1,354,496

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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**	3,852
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**	3,852
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**	3,852
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	**6a**	68		
b	Exempt foreign organizations—tax withheld at source	**6b**			
c	Tax paid with application for extension of time to file (Form 8868)	**6c**	6,500		
d	Backup withholding erroneously withheld	**6d**			
7	Total credits and payments Add lines 6a through 6d			**7**	6,568
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			**8**	14
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**	2,702
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	2,702	**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**		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	**1b**		No
	*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**		No
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**		No
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**		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**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**		No
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**	Yes	
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**	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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**	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	**9**	Yes	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	**10**	Yes	

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶STONELEIGHFOUNDATION ORG

14 The books are in care of ▶EXECUTIVE DIRECTOR Telephone no ▶(215) 735-7080

Located at ▶123 S BROAD STREET NO 1130 PHILADELPHIA PA ZIP+4 ▶19109

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 |

			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		No

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 page 20 of the instructions)?. . .	1b		
	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		No
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 ▶ 20____ , 20____ , 20____ , 20____			
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 page 20 of the instructions)	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 ▶ 20____ , 20____ , 20____ , 20____			
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.).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? (see page 22 of the instructions). . . . ☐ **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 page 22 of the instructions)? **5b** **No**

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?. . . . . ☐ **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** **No**

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? **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 (see page 22 of the instructions).

(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 Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). 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 (see page 23 of the instructions). 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 IN OPERATING THE FELLOWSHIP PROGRAMS, THE CENTER SEEKS TO -AFFECT THE WELL-BEING OF CHILDREN AND YOUTH, -INVEST IN POLICY CHANGE, PRACTICE IMPROVEMENT, AND RESEARCH DISSEMINATION, -SUPPORT INDIVIDUALS WHO CAN MAKE A DIFFERENCE IN THE LIVES OF VULNERABLE CHILDREN, -SPUR INNOVATION THAT LINKS THE MAJOR PUBLIC SYSTEMS SERVING YOUNG PEOPLE CHILD WELFARE, EDUCATION, AND JUVENILE JUSTICE, -MAKE A SIGNIFICANT AGGREGATE DIFFERENCE IN THE FIELD THROUGH THE CREATION OF A COMMUNITY OF FELLOWS ENGAGED IN PROJECTS TACKLING SIMILAR PROBLEMS THROUGH A VARIETY OF APPROACHES	1,353,989
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3. . . . . ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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**	6,137,488
b	Average of monthly cash balances			**1b**	5,916,613
c	Fair market value of all other assets (see page 24 of the instructions)			**1c**	19,475
d	**Total** (add lines 1a, b, and c)			**1d**	12,073,576
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**	12,073,576
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)			**4**	181,104
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			**5**	11,892,472
6	**Minimum investment return.** Enter 5% of line 5			**6**	594,624

Part XI Distributable Amount (see page 25 of the 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**	
2a	Tax on investment income for 2011 from Part VI, line 5	**2a**			
b	Income tax for 2011 (This does not include the tax from Part VI)	**2b**			
c	Add lines 2a and 2b			**2c**	
3	Distributable amount before adjustments Subtract line 2c from line 1			**3**	
4	Recoveries of amounts treated as qualifying distributions			**4**	
5	Add lines 3 and 4			**5**	
6	Deduction from distributable amount (see page 25 of the instructions)			**6**	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			**7**	

Part XII Qualifying Distributions (see page 25 of the 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**	1,353,989
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**	507
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**	1,354,496
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 (see page 26 of the instructions)	**5**	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	**6**	1,354,496

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only.					
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2011					
a From 2006.					
b From 2007.					
c From 2008.					
d From 2009.					
e From 2010.					
f **Total** of lines 3a through e.					
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ ____________					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .					
d Applied to 2011 distributable amount.					
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5					
b Prior years' undistributed income Subtract line 4b from line 2b					
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.					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .					
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a					
10 Analysis of line 9					
a Excess from 2007. . . .					
b Excess from 2008. . . .					
c Excess from 2009. . . .					
d Excess from 2010. . . .					
e Excess from 2011. . . .					

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a 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. . . . . . . ▶ 2006-11-18

b Check box to indicate whether the organization 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**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	192,603	36,604	714	2,324	232,245
b 85% of line 2a	163,713	31,113	607	1,975	197,408
c Qualifying distributions from Part XII, line 4 for each year listed	1,354,496	1,838,083	1,531,031	735,343	5,458,953
d Amounts included in line 2c not used directly for active conduct of exempt activities	449,105	384,567	407,750	261,258	1,502,680
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	905,391	1,453,516	1,123,281	474,085	3,956,273
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .	396,416	302,028	6,735	6,127	711,306
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the 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))

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

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 page 28 of the 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

CATHY M WEISS EXECUTIVE DIRECTOR
C/O THE FOUNDATIONS CORPORATE
OFFICE
PHILADELPHIA, PA 19109
(215) 735-7080

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

SEE ATTACHED GRANT PROCEDURES FOR DETAILS

c Any submission deadlines

SEE ATTACHED GRANT PROCEDURES FOR DETAILS

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

SEE ATTACHED GRANT PROCEDURES FOR DETAILS

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data TableSee Additional Data Table				
Total . . . . ▶ **3a**				905,391
b *Approved for future payment* See Additional Data TableSee Additional Data Table				
Total . . . . ▶ **3b**				1,342,167

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 (See page 28 of the instructions)
1 Program service revenue	**(a)** Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
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					
4 Dividends and interest from securities. . . .			14	152,534	
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.					
8 Gain or (loss) from sales of assets other than inventory			18	75,841	
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		228,375	0

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 228,375

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)**		No
	(2) Other assets	**1a(2)**		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
	(4) Reimbursement arrangements	**1b(4)**		No
	(5) Loans or loan guarantees	**1b(5)**		No
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge

****** 2013-04-30 ******

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's Signature MARIANNE MAK

Date 2013-05-08

Check if self-employed ☐

PTIN P00297744

Firm's name BBD LLP

Firm's EIN 23-2896692

Firm's address 1835 MARKET STREET 26TH FLOOR
PHILADELPHIA, PA 19103

Phone no (215) 567-7770

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of organization
STONELEIGH FOUNDATION

Employer identification number
37-1526458

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, aggregate 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 aggregate 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 in the heading of its Form 990-EZ, or on 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
STONELEIGH FOUNDATION

Employer identification number
37-1526458

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) Aggregate contributions	(d) Type of contribution
1	HAAS JOHN C CHARA C 330 NORTH SPRING MILL ROAD VILLANOVA, PA 19085	$ 1,638,587	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Schedule B (Form 990, 990-EZ, or 990-PF) (2011) Page 1 of 1 of **Part II**

Name of organization
STONELEIGH FOUNDATION

Employer identification number
37-1526458

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
STONELEIGH FOUNDATION

Employer identification number
37-1526458

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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 See instructions) ▶ $
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

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Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization

(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**
STONELEIGH FOUNDATION	FORM 990-PF PAGE 1	37-1526458

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 (see instructions)	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 (see instructions)			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) (See instructions)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	2,309

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			3 0	HY	200 DB	144
b 5-year property						
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 instructions			22	2,453
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	739		

For Paperwork Reduction Act Notice, see separate instructions. Cat No 12906N Form **4562** (2011)

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 (see instructions)						**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 1		**(b)** Vehicle 2		**(c)** Vehicle 3		**(d)** Vehicle 4		**(e)** Vehicle 5		**(f)** Vehicle 6	
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 (see instructions)

	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? (See instructions)		
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 (see instructions)					

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**

TY 2011 Accounting Fees Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING/AUDIT	22,000	0	0	15,027

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
DESK CHERRY PEDESTAL LEFT	2007-07-01	519	518	SL	5 000000000000	1	0	1	
DESK CHERRY 30X66	2007-07-01	741	741	SL	5 000000000000	0	0	0	
CONFERENCE TABLE - CHERRY 120X48	2007-07-01	478	478	SL	5 000000000000	0	0	0	
DELL DESTOP PC DIMENSION 5150	2007-07-01	738	738	SL	3 000000000000	0	0	0	
DELL DESKTOP PC DIMENSION 3100	2007-07-01	655	655	SL	3 000000000000	0	0	0	
DELL DESKTOP PC DIMENSION 3100	2007-07-01	655	655	SL	3 000000000000	0	0	0	
DELL OPTIPLEX 745 MINITOWER DESKTOP	2007-07-01	688	688	SL	3 000000000000	0	0	0	
PANEL MONITOR	2008-12-08	902	777	SL	3 000000000000	125	0	125	
DELL LATITUDE	2009-02-23	783	609	SL	3 000000000000	174	0	174	
OFFICE FURNITURE	2009-04-09	2,032	915	SL	3 000000000000	406	0	406	
OFFICE FURNITURE	2009-05-21	2,738	1,142	SL	3 000000000000	959	0	959	
DELL OPTIPLEX	2009-06-02	784	652	SL	3 000000000000	131	0	132	
OFFICE FURNITURE	2009-06-03	503	210	SL	3 000000000000	101	0	101	
DELL LATITUDE	2008-12-08	2,080	1,791	SL	3 000000000000	289	0	289	
2 DRAWER LATERAL FILE	2009-12-17	323	64	SL	5 000000000000	32	0	32	
PRINTER	2010-02-18	485	108	SL	3 000000000000	54	0	54	
MACBOOK AIR	2011-06-03	1,348	37	SL	3 000000000000	37	0	37	
FIXED ASSETS PRIOR TO 7/1/2007	2007-07-01	3,137	3,137	SL	5 000000000000	0	0	0	
DELL OPTIPLEX 390	2011-12-08	739		200DB	3 000000000000	144	0	883	

TY 2011 General Explanation Attachment

Name: STONELEIGH FOUNDATION
EIN: 37-1526458

Identifier	Return Reference	Explanation
		FORM 990-PF, PAGE 10, PART XV, LINES 2B AND 2DGRANT GUIDELINESTHE STONELEIGH FELLOWSHIP IS DESIGNED TO SUPPORT RESEARCHERS, PRACTITIONERS, AND POLICY MAKERS WHO HAVE DEMONSTRATED LEADERSHIP IN VIOLENCE PREVENTION, CHILD WELFARE, JUVENILE JUSTICE, OR RELATED FIELDS WE ARE PARTICULARLY INTERESTED IN INDIVIDUALS WHOSE FELLOWSHIP PROPOSAL INVOLVES WORK THAT CROSSES SYSTEMS OR ENHANCES THE COORDINATION OF SERVICE DELIVERY ACCOMPLISHED PRACTITIONERS, POLICY MAKERS, AND RESEARCHERS WHO HAVE DEMONSTRATED LEADERSHIP IN VIOLENCE PREVENTION, JUVENILE JUSTICE, CHILD WELFARE OR ALLIED FIELDS (E.G EDUCATION, HEALTH AND BEHAVIORAL HEALTH AS THEY RELATE TO DEPENDENT AND DELINQUENT POPULATIONS) ARE ENCOURAGED TO APPLY CANDIDATES MIGHT BE PRACTITIONERS IN YOUTH- OR FAMILY-SERVING ORGANIZATIONS OR SYSTEMS, OR POLICY MAKERS, ANALYSTS OR RESEARCHERS WORKING IN NON-PROFIT, GOVERNMENTAL OR ACADEMIC INSTITUTIONS WE SEEK INDIVIDUALS WHO HAVE A TRACK RECORD OF ADVOCATING FOR CHANGE IN THE FIELDS OF CHILD WELFARE AND JUVENILE JUSTICE KNOWLEDGE, UNDERSTANDING, CONTACTS, AND INSTITUTIONAL SUPPORT TO BRING CHANGES TO FRUITION DEMONSTRATED ABILITY TO DESIGN AND LEAD SYSTEM REFORM IMAGINATION, TOUGH-MINDEDNESS, AND A FOCUS ON RESULTS A PASSION FOR THEIR WORK THE COMMITMENT OF A STRONG PARTNER ORGANIZATION THAT WILL HOST THE FELLOW AND THE PROJECT, PROVIDING BOTH INFRASTRUCTURE AND STRATEGIC ADVICE AND SUPPORT THE STONELEIGH FELLOWSHIP AWARD IS FLEXIBLE AND TAILORED TO THE NEEDS OF EACH SUCCESSFUL APPLICANT THE AMOUNT OF THE FINANCIAL AWARD WILL DEPEND ON THE PERSONAL CIRCUMSTANCES OF EACH FELLOW AND PROJECT AWARDEES ARE EXPECTED TO DEVOTE FULL TIME TO THE STONELEIGH FELLOWSHIP THEREFORE, EACH AWARD TYPICALLY INCLUDES SALARY, BENEFITS, AND A SMALL STIPEND TO COVER PROJECT-RELATED TRAVEL GOALS FOR SOME FELLOWS BASED IN ACADEMIC INSTITUTIONS, THE AWARD COVERS A PORTION OF THEIR TIME BECAUSE OUR FELLOWSHIP SUPPORTS INDIVIDUAL FELLOWS THROUGH SALARY SUPPORT, THEY ARE DETERMINED ON A CASE-BY-CASE BASIS TO DATE, FELLOWSHIP BUDGETS HAVE FALLEN BETWEEN $80,000-$130,000/YEAR THE TERM OF THE AWARD VARIES FROM FELLOW-TO-FELLOW BASED ON THE NEEDS OF EACH PROJECT TO DATE, FELLOWSHIP TERMS HAVE RANGED FROM ONE TO FIVE YEARS WE HAVE AWARDED ONLY ONE FIVE-YEAR FELLOWSHIP THE AVERAGE TERM IS THREE YEARS IN ADDITION TO CANDIDATES' PROFESSIONAL QUALIFICATIONS, STONELEIGH SELECTS FELLOWS BASED ON THE QUALITY OF PROPOSED IDEAS, THE FIT OF PROPOSED PROJECTS WITH THE FOUNDATION'S FOCUS AND GOALS, AND THE LIKELIHOOD THAT THE PROPOSED WORK CAN BE CARRIED OUT EFFECTIVELY A DIVERSE REVIEW COMMITTEE EVALUATES EACH PROPOSAL SPECIFIC CRITERIA TO BE USED IN JUDGING PROPOSALS INCLUDE SIGNIFICANCE THE PROPOSED WORK EFFECTIVELY ADDRESSES CRITICAL PROGRAM, POLICY OR RESEARCH ISSUES AND THUS IS LIKELY TO IMPROVE THE LIFE OUTCOMES OF YOUTH IMPACTED BY VIOLENCE OR THOSE INVOLVED WITH OR AT RISK OF INVOLVEMENT WITH THE CHILD WELFARE AND JUVENILE JUSTICE SYSTEMS EFFECTIVENESS THE PROPOSAL SPECIFICALLY INDICATES HOW THE PROJECT WILL EFFECTIVELY PROMOTE SYSTEMS CHANGE AND HOW IT HAS THE POTENTIAL TO IMPROVE YOUTH OUTCOMES CANDIDATES INDICATE CLEARLY THEIR PERSONAL EFFECTIVENESS IN BEING ABLE TO CARRY OUT THE WORK FEASIBILITY THE SCOPE OF THE PROJECT FITS WITHIN THE TIME AND RESOURCES ALLOTTED BY THE FELLOWSHIP CANDIDATES INDICATE THAT THEY HAVE THE SUPPORT OF A STRONG PARTNER ORGANIZATION AND REPRESENTATIVES FROM THE PUBLIC SYSTEMS NECESSARY TO ACHIEVE THE PROJECT GOALS THEY HAVE OTHER FUNDING IF NEEDED INNOVATION THE PROPOSED PROJECT CLEARLY ADVANCES STRATEGIES THAT REPRESENT A DEPARTURE FROM STANDARD PRACTICE IF A CANDIDATE IS APPLYING FOR FUNDS TO CONTINUE AN ONGOING PROJECT, THE PROPOSAL SHOWS HOW THIS FELLOWSHIP WILL SUBSTANTIALLY IMPROVE STANDARD PRACTICE AND WHY STONELEIGH FOUNDATION SUPPORT IS CRITICAL TO ADVANCING THE WORK MULTI-DISCIPLINARY IMPACT/BREADTH THE PROPOSED WORK HAS THE POTENTIAL TO BE APPLIED BROADLY AND IMPROVE YOUTH POLICY AND PRACTICE ACROSS A NUMBER OF SYSTEMS AND DISCIPLINES FIT THE PROJECT CLEARLY MEETS OUR OVERALL GOALS THE PROPOSAL AND CANDIDATE CONTRIBUTE TO BUILDING A COMMUNITY OF FELLOWS AND A BODY OF WORK THAT WILL, IN AGGREGATE, ADVANCE THE FIELD

TY 2011 Investments Corporate Bonds Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	926,017	941,175
FIXED INCOME MUTUAL FUNDS	1,111,046	1,066,324

TY 2011 Investments Corporate Stock Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS	3,843,889	4,067,924
EQUITY MUTUAL FUNDS	2,749,050	2,744,562

TY 2011 Investments Government Obligations Schedule

Name:	STONELEIGH FOUNDATION
EIN:	37-1526458
US Government Securities - End of Year Book Value:	884,087
US Government Securities - End of Year Fair Market Value:	891,194
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2011 Land, Etc. Schedule

Name: STONELEIGH FOUNDATION
EIN: 37-1526458

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
DESK CHERRY PEDESTAL LEFT	519	519	0	
DESK CHERRY 30X66	741	741	0	
CONFERENCE TABLE -CHERRY 120X48	478	478	0	
DELL DESTOP PC DIMENSION 5150	738	738	0	
DELL DESKTOP PC DIMENSION 3100	655	655	0	
DELL DESKTOP PC DIMENSION 3100	655	655	0	
DELL OPTIPLEX 745 MINITOWER DESKTOP	688	688	0	
PANEL MONITOR	902	902	0	
DELL LATITUDE	783	783	0	
OFFICE FURNITURE	2,032	1,321	711	
OFFICE FURNITURE	2,738	2,101	637	
DELL OPTIPLEX	784	783	1	
OFFICE FURNITURE	503	311	192	
DELL LATITUDE	2,080	2,080	0	
2 DRAWER LATERAL FILE	323	96	227	
PRINTER	485	162	323	
MACBOOK AIR	1,348	74	1,274	
FIXED ASSETS PRIOR TO 7/1/2007	3,137	3,137	0	
DELL OPTIPLEX 390	739	144	595	

TY 2011 Legal Fees Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	2,699	0	0	1,853

TY 2011 Other Expenses Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOARD EXPENSES	635	0	0	635
COMMUNITY SUPPORT/EVENTS	764	0	0	764
INSURANCE	1,500	0	0	1,428
MEMBERSHIP DUES AND SUBSCRIPTIONS	4,265	0	0	3,067
OFFICE EQUIPMENT AND LEASE EXPENSES	3,489	0	0	2,395
OFFICE SUPPLIES	16,743	0	0	11,704
IT/NETWORK SUPPORTS	10,294	0	0	6,930

TY 2011 Other Liabilities Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED FEDERAL EXCISE TAX	0	3,700

TY 2011 Other Professional Fees Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROGRAM CONSULTANTS	34,539	0	0	26,624
PENSION PLAN ADMIN	2,517	0	0	1,728
PAYROLL PROCESSING	1,643	0	0	1,128
INVESTMENT FEES	35,772	35,772	35,772	0

TY 2011 Substantial Contributors Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Name	Address
HAAS JOHN C CHARA C	330 NORTH SPRING MILL ROAD VILLANOVA,PA 19085

TY 2011 Taxes Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	29,351	0	0	19,270
FEDERAL EXCISE TAX ON INVESTMENTS	4,607	0	0	0
DEFERRED TAX EXPENSES	3,700	0	0	0

Form 990PF Part VIII Line 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
CAROLE HAAS GRAVAGNO C/O THE ORGANIZATION PHILADELPHIA,PA 19109	CHAIR 2 00	0	0	0
DAVID W HAAS C/O THE ORGANIZATION PHILADELPHIA,PA 19109	TREASURER 1 00	0	0	0
ELIZABETH WERTHAN C/O THE ORGANIZATION PHILADELPHIA,PA 19109	SECRETARY 1 00	0	0	0
DARLYNE BAILEY C/O THE ORGANIZATION PHILADELPHIA,PA 19109	DIRECTOR 1 00	0	0	0
PAUL DILORENZO C/O THE ORGANIZATION PHILADELPHIA,PA 19109	DIRECTOR 1 00	0	0	0
ROBERT FISHMAN C/O THE ORGANIZATION PHILADELPHIA,PA 19109	DIRECTOR 1 00	0	0	0
MORRISON C HUSTON JR C/O THE ORGANIZATION PHILADELPHIA,PA 19109	DIRECTOR 1 00	0	0	0
FRAZIERITA D KLASEN C/O THE ORGANIZATION PHILADELPHIA,PA 19109	DIRECTOR 1 00	0	0	0
LAURENCE STEINBERG C/O THE ORGANIZATION PHILADELPHIA,PA 19109	DIRECTOR 1 00	0	0	0
KATHERINE HANRAHAN C/O THE ORGANIZATION PHILADELPHIA,PA 19109	DIRECTOR 1 00	0	0	0
CATHY M WEISS C/O THE ORGANIZATION PHILADELPHIA,PA 19109	EXECUTIVE DIRECTOR 37 50	158,159	26,307	0

Form 990PF Part XV Line 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*				
CHILDREN'S HOSPITAL OF PHILA (DAVID RUBIN)34TH STREET PHILADELPHIA,PA 19104		509(A)(1)	RESEARCH FELLOWSHIP	100,000
COMMUNITY LEGAL SERVICES (KATHLEEN CREAMER)1424 CHESTNUT STREET PHILADELPHIA,PA 19101		509(A)(1)	RESEARCH FELLOWSHIP	95,255
DREXEL UNIVERSITY COLLEGE OF MEDICINE (THEODORE CORBIN) 245 N 15TH STREET PHILADELPHIA,PA 19102		509(A)(1)	RESEARCH FELLOWSHIP	145,000
FIELD CENTER FOR CHILDREN'S POLICY PRACTICE & RESEARCH (STEPHEN ST VINCENT)3815 WALNUT STREET PHILADELPHIA,PA 19104		509(A)(1)	RESEARCH FELLOWSHIP	135
GREG VOLZPO BOX 212 LENNI,PA 19052	NONE		RESEARCH FELLOWSHIP	75,076
JUVENILE LAW CENTER (KACEY MORDECAI)1315 WALNUT STREET PHILADELPHIA,PA 19107		509(A)(1)	RESEARCH FELLOWSHIP	508
PROJECT HOME (ESTHER CAJUSTE) 1515 FAIRMOUNT AVENUE PHILADELPHIA,PA 19130		509(A)(1)	RESEARCH FELLOWSHIP	1,763
RESEARCH FOR ACTION INC3701 CHESTNUT STREET PHILADELPHIA,PA 19104		509(A)(1)	RESEARCH FELLOWSHIP	113,625
UNITED WAY OF SEPA1709 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA,PA 19103		509(A)(1)	RESEARCH FELLOWSHIP	4,000
UNITY CENTER27 EAST FRONT STREET MEDIA,PA 19063		509(A)(1)	RESEARCH FELLOWSHIP	69,400
VERA INSTITUTE OF JUSTICE (DANIELLE SERED)233 BROADWAY NEW YORK,NY 10279		509(A)(1)	RESEARCH FELLOWSHIP	112,000
PENNSYLVANIA PARTNERSHIPS FOR CHILDREN (JOELLE RUBEN)116 PINE STREET SUTIE 430 HARRISBURG,PA 17101		509(A)(2)	RESEARCH FELLOWSHIP	62,500
JUVENILE COURT JUDGE'S COMMISSION (JUSTINE TAYLOR) FINANCE BUILDING ROOM 401 HARRISBURG,PA 17120		501(C)(3)	RESEARCH FELLOWSHIP	60,232
ADMINISTRATIVE OFFICE OF PENNSYLVANIA COURTS SUPREME COURT OF PENNSYLVANIA301 COMMONWEALTH AVENUE SUITE 1500 HARRISBURG,PA 17106		501(C)(3)	RESEARCH FELLOWSHIP	25,062
RUFUS SYLVESTER LYNCH1730 NORTH 71ST STREET PHILADELPHIA,PA 19151	NONE		RESEARCH FELLOWSHIP	38,835
PHILADELPHIA YOUTH NETWORK 714 MARKET STREET SUITE 304 PHILADELPHIA,PA 19106		501(C)(3)	RESEARCH FELLOWSHIP	2,000
Total . . . . ▶ **3a**				905,391

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
b *Approved for future payment*				
CRIMES AGAINST RESEARCH CENTER (LISA JONES)10 WEST EDGE DRIVE SUITE 106 DURHAM,NH 03824		509(A)(1)	RESEARCH FELLOWSHIP	313,176
DREXEL UNIVERSITY COLLEGE OF MEDICINE (THEODORE CORBIN)245 N 15TH STREET PHILADELPHIA,PA 19102		509(A)(1)	RESEARCH FELLOWSHIP	135,000
EDUCATION LAW CENTER (MARNIE KAPLAN)1315 WALNUT STREET SUITE 400 PHILADELPHIA,PA 19107		509(A)(1)	RESEARCH FELLOWSHIP	63,600
GREG VOLZPO BOX 212 LENNI,PA 19052	NONE		RESEARCH FELLOWSHIP	29,924
HEALTH FEDERATION OF PHILADELPHIA (MAGRIELLE EISEN) 1211 CHESTNUT STREET SUITE 801 PHILADELPHIA,PA 19107		509(A)(1)	RESEARCH FELLOWSHIP	63,600
INSTITUTE FOR SAFE FAMILIES (EMILY KRONENBERGER)3502 SCOTTS LANE BUILDING I SUITE 4 PHILADELPHIA,PA 19129		509(A)(1)	RESEARCH FELLOWSHIP	63,432
JODY GREENBLATT301 REX AVENUE PHILADELPHIA,PA 19118	NONE		RESEARCH FELLOWSHIP	245,000
JUVENILE LAW CENTER1315 WALNUT STREET PHILADELPHIA,PA 19107		509(A)(1)	TO SUPPORT THE YOUTH SPEAKER'S BUREAU	10,000
PHILADELPHIA YOUTH NETWORK (CATHERINE BUTTNER)714 MARKET STREET SUITE 304 PHILADELPHIA,PA 19106		509(A)(1)	RESEARCH FELLOWSHIP	63,074
RUFUS SYLVESTER LUNCH1730 NORTH 71ST STREET PHILADELPHIA,PA 19151	NONE		RESEARCH FELLOWSHIP	355,361
Total . . . . ▶ **3b**				1,342,167