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Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2011

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

For calendar year 2011, or tax year beginning Nov 1, 2011, and ending Oct 31, 2012

Name of foundation

SPRING GARDEN SOUP SOCIETY

Number and street (or P O box number if mail is not delivered to street address)

C/O DOUGLAS E. COOK

City or town

DREXEL HILL

State ZIP code

PA 19026-0397

G Check all that apply

 Initial return Final return Address change Initial Return of a former public charity Amended return Name changeA Employer identification number
23-2838394B Telephone number (see the instructions)
(610) 284-9944C 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, column (c), line 16)

J Accounting method: Cash Accrual
 Other (specify) _____

► \$ 724,021. (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 instructions).)

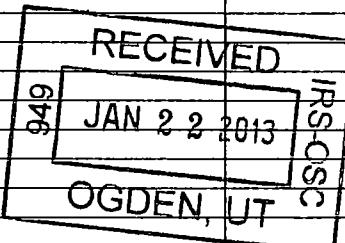
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

| | | | | |
|-------------------------|--|----------|-----------|---------|
| REVENUE | 1 Contributions, gifts, grants, etc, received (att sch) | 5,885. | | |
| | 2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B | | | |
| | 3 Interest on savings and temporary cash investments | | | |
| | 4 Dividends and interest from securities | 20,506. | 20,506. | |
| | 5a Gross rents | | L-6a Stmt | |
| | b Net rental income or (loss) | | | |
| | 6a Net gain/(loss) from sale of assets not on line 10 | -7,132. | | |
| | b Gross sales price for all assets on line 6a | 20,000. | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 0. | |
| | 8 Net short-term capital gain | | | 0. |
| | 9 Income modifications | | | |
| | 10a Gross sales less returns and allowances | | | |
| ADMINISTRATIVE EXPENSES | b Less Cost of goods sold | | | |
| | c Gross profit/(loss) (att sch) | | | |
| | 11 Other income (attach schedule) | | | |
| | Tax refund | 200. | | |
| | 12 Total. Add lines 1 through 11 | 19,459. | 20,506. | 0. |
| | 13 Compensation of officers, directors, trustees, etc | | | |
| | 14 Other employee salaries and wages | | | |
| | 15 Pension plans, employee benefits | | | |
| | 16a Legal fees (attach schedule) L-16a Stmt | 375. | 375. | |
| | b Accounting fees (attach sch) | | | |
| | c Other prof fees (attach sch) | | | |
| OPERATING AND EXPENSES | 17 Interest | | | |
| | 18 Taxes (attach schedule) <small>(See instrs) Excise Tax on Inv</small> | 200. | | |
| | 19 Depreciation (attach sch) and depletion | | | |
| | 20 Occupancy | | | |
| | 21 Travel, conferences, and meetings | 1,310. | 655. | 655. |
| | 22 Printing and publications | | | |
| | 23 Other expenses (attach schedule) See Line 23 Stmt | 1,797. | | |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 3,682. | 1,030. | 655. |
| | 25 Contributions, gifts, grants paid | 46,000. | | 46,000. |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 49,682. | 1,030. | 46,655. |
| | 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements | -30,223. | | |
| | b Net investment income (if negative, enter -0-) | | 19,476. | |
| | c Adjusted net income (if negative, enter -0-) | | | 0. |



| 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 |
| A S S E T S | 1 | Cash – non-interest-bearing | 8,281. | 4,685. | 4,685. |
| | 2 | Savings and temporary cash investments | 14,757. | 15,263. | 15,263. |
| | 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 (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach sch) ► | | | |
| | | 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 (attach schedule) | | | |
| | b | Investments – corporate stock (attach schedule) | | | |
| | c | Investments – corporate bonds (attach schedule) | | | |
| | 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 ► | | | |
| | | Less accumulated depreciation (attach schedule) ► | | | |
| | 15 | Other assets (describe ► Vanguard mutual funds) | 759,920. | 732,787. | 704,073. |
| | 16 | Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I) | 782,958. | 752,735. | 724,021. |
| L I A B I L T I E S | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, & other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ►) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | | | |
| N F E U N D A S B S A S E L T A S N C O E R S | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. | | <input type="checkbox"/> | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. | | <input checked="" type="checkbox"/> | | |
| | 27 | Capital stock, trust principal, or current funds | 782,958. | 752,735. | |
| | 28 | Paid-in or capital surplus, or land, building, and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 | Total net assets or fund balances (see instructions) | 782,958. | 752,735. | |
| | 31 | Total liabilities and net assets/fund balances (see instructions) | 782,958. | 752,735. | |

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 | 782,958. |
| 2 | Enter amount from Part I, line 27a | 2 | -30,223. |
| 3 | Other increases not included in line 2 (itemize) ► | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 752,735. |
| 5 | Decreases not included in line 2 (itemize) ► | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30 | 6 | 752,735. |

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 shares MLC Company) | | (b) How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|--|---|---|---|-------------------------------------|
| 1a 859.845 sh. Vanguard Total Intl. Stock Index Fund | | P | Various | 12/05/11 |
| 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 20,000. | | 27,132. | -7,132. | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | |
| (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | (l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h)) | |
| a | | | -7,132. | |
| 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 | -7,132. |
| 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 instructions) If (loss), enter -0- in Part I, line 8] | | 3 | -7,132. |

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 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 (column (b) divided by column (c)) |
|---|--|---|---|
| 2010 | 44,998. | 705,859. | 0.063749 |
| 2009 | 49,616. | 699,628. | 0.070918 |
| 2008 | 66,364. | 758,320. | 0.087515 |
| 2007 | 40,972. | 758,320. | 0.054030 |
| 2006 | 47,591. | 916,155. | 0.051946 |

2 Total of line 1, column (d) 2 0.328158

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 0.065632

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 712,130.

5 Multiply line 4 by line 3 5 46,739.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 195.

7 Add lines 5 and 6 7 46,934.

8 Enter qualifying distributions from Part XII, line 4 8 46,655.

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)

| | | |
|---|----|------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1. | 1 | 390. |
| Date of ruling or determination letter (attach copy of letter if necessary – see instrs) | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b | 2 | 0. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b) | 3 | 390. |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | 0. |
| 3 Add lines 1 and 2 | 5 | 390. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | |
| 6 Credits/Payments | | |
| a 2011 estimated tax pmts and 2010 overpayment credited to 2011 | 6a | 231. |
| 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 | 231. |
| 8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 159. |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 0. |
| 11 Enter the amount of line 10 to be. Credited to 2012 estimated tax ► 0. Refunded ► 11 | | |

Part VII-A Statements Regarding Activities

1 a 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?

| | Yes | No |
|----|-----|----|
| 1a | | X |

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the 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

| | |
|----|---|
| 1c | X |
|----|---|

c Did the foundation file Form 1120-POL for this year?

| | |
|---|---|
| 2 | X |
|---|---|

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

| | |
|---|---|
| 3 | X |
|---|---|

(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

| | |
|----|---|
| 4a | X |
|----|---|

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

| | |
|----|--|
| 4b | |
|----|--|

| | |
|---|---|
| 5 | X |
|---|---|

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

| | |
|---|---|
| 6 | X |
|---|---|

If 'Yes,' attach a detailed description of the activities

| | |
|---|---|
| 7 | 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

| | |
|----|---|
| 8b | X |
|----|---|

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

| | |
|---|---|
| 9 | X |
|---|---|

b If 'Yes,' has it filed a tax return on Form 990-T for this year?

| | |
|----|---|
| 10 | X |
|----|---|

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If 'Yes,' attach the statement required by General Instruction T

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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____

PA - Pennsylvania

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

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

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

| | | |
|--|--|----|
| 11 | | X |
| 12 | | X |
| 13 | X | |
| Website address ► http://springgardensoupsociety.home.att.net | | |
| 14 | The books are in care of ► Kenneth L. Gibb, Treasurer Telephone no ► (215) 864-6286 Located at ► 1800 One Liberty Place, Phila. PA ZIP + 4 ► 19103-7395 | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here .. ► 15 and enter the amount of tax-exempt interest received or accrued during the year | |
| 16 | Yes | No |
| 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

| | | |
|---|--|--|
| 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) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (2) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (3) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (4) | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| (5) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (6) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b | If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | |
| 1b | Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> | |
| 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 | | |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | |
| a | At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ► 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 instructions.) | |
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b | If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) | |
| 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 | | |

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))?

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

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

(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 instructions)

(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 Yes No Yes No Yes No Yes Nob 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)?

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?

 Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

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 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 |
|------------------------------|---|---|---|---------------------------------------|
| <u>See attached list</u> | | | | |
| <u>Various</u> | | | | |
| <u>Philadelphia PA 19107</u> | <u>Various</u> | <u>1.00</u> | <u>0.</u> | <u>0.</u> |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1— see 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 |
|---|---|------------------|---|---------------------------------------|
| <u>None</u> | | | | |
| <u>0</u> | | | | |

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

None

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
 - b Average of monthly cash balances
 - c Fair market value of all other assets (see instructions)
 - d Total** (add lines 1a, b, and c)
 - e Reduction claimed for blockage or other factors reported on lines 1a and 1c
(attach detailed explanation)
- 2 Acquisition indebtedness applicable to line 1 assets
- 3 Subtract line 2 from line 1d
- 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3
(for greater amount, see instructions)
- 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4
- 6 **Minimum investment return.** Enter 5% of line 5

| | |
|-----------|-----------------|
| 1a | 698,326. |
| 1b | 24,649. |
| 1c | |
| 1d | 722,975. |
| 1e | |
| 2 | |
| 3 | 722,975. |
| 4 | 10,845. |
| 5 | 712,130. |
| 6 | 35,607. |

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

| | |
|-----------|----------------|
| 1 | 35,607. |
| 2a | 390. |
| 2b | |
| 2c | 390. |
| 3 | 35,217. |
| 4 | |
| 5 | 35,217. |
| 6 | |
| 7 | 35,217. |

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
 - b Program-related investments – total from Part IX-B
- 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes
- 3 Amounts set aside for specific charitable projects that satisfy the
 - a Suitability test (prior IRS approval required)
 - b Cash distribution test (attach the required schedule)
- 4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4
- 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 instructions)
- 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

| | |
|-----------|----------------|
| 1a | 46,655. |
| 1b | 0. |
| 2 | |
| 3a | |
| 3b | |
| 4 | 46,655. |
| 5 | 0. |
| 6 | 46,655. |

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 | | | | 35,217. |
| 2 Undistributed income, if any, as of the end of 2011: | | | 0. | |
| 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 | 0. | | | |
| b From 2007 | 0. | | | |
| c From 2008 | 43,455. | | | |
| d From 2009 | 14,999. | | | |
| e From 2010 | 10,073. | | | |
| f Total of lines 3a through e | 68,527. | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 46,655. | | | | |
| a Applied to 2010, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required – see instructions) | | | | |
| c Treated as distributions out of corpus (Election required – see instructions) | | | | |
| d Applied to 2011 distributable amount | | | | 35,217. |
| e Remaining amount distributed out of corpus | 11,438. | | | |
| 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: | 79,965. | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | 0. | | |
| 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 instructions | | 0. | | |
| e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions | | | 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) (see instructions) | | | | |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) | | 0. | | |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a | 79,965. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2007 | 0. | | | |
| b Excess from 2008 | 43,455. | | | |
| c Excess from 2009 | 14,999. | | | |
| d Excess from 2010 | 10,073. | | | |
| e Excess from 2011 | 11,438. | | | |

BAA

Form 990-PF (2011)

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

N/A

| | | | | |
|--|--|----------|----------|--|
| 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 | > | | | |
| b Check box to indicate whether the foundation is a private operating foundation described in section | <input type="checkbox"/> 4942(j)(3) or | | | <input checked="" type="checkbox"/> 4942(j)(5) |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | Tax year Prior 3 years | | | |
| | (a) 2011 | (b) 2010 | (c) 2009 | (d) 2008 |
| 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 organization had \$5,000 or more in assets at any time during the year – see instructions.)**1 Information Regarding Foundation Managers:**

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

None

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

None**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

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

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

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 | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|---------------------|
| Name and address (home or business) | | | | |
| a Paid during the year See attached list | | Public | Various | 46,000. |
| Total | | | | ► 3a 46,000. |
| b Approved for future payment | | | | |
| Total | | | | ► 3b |

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 instructions) |
|--|---------------------------|---------------|--------------------------------------|---------------|---|
| | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| 1 Program service revenue. | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | | 14 | 20,506. |
| 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 | -7,132. |
| 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) | | | | -7,132. | 20,506. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 13,374. |

(See worksheet in line 13 instructions to verify calculations)

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

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

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
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

| | Yes | No |
|--------|-----|----|
| 1a (1) | | X |
| 1a (2) | | X |
| 1b (1) | | X |
| 1b (2) | | X |
| 1b (3) | | X |
| 1b (4) | | X |
| 1b (5) | | X |
| 1b (6) | | X |
| 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

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 |
|--------------------------|--------------------------|---------------------------------|
| | | |
| | | |
| | | |

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

**Sign
Here**

► John Polk Brown

11/11/13

Date

► President

Title

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

| | | | | | |
|---------------------------------------|------------------------------|------------------------|-----------|--|-----------|
| Signature of preparer or trustee | | Title | | Yes | No |
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| | DOUGLAS E. COOK | <i>Douglas E. Cook</i> | 01/01/13 | | P01476654 |
| | Firm's name ► | Douglas E. Cook | | Firm's EIN ► 23-2744542 | |
| Firm's address ► | P. O. Box 397 Drexel Hill | | PA 19026 | | |
| | | | Phone no. | (610) 284-9944 | |

BAA

Form 990-PE (2011)

| | |
|----------------------------|--------------------------------|
| Name | Employer Identification Number |
| SPRING GARDEN SOUP SOCIETY | 23-2838394 |

Asset Information:

Description of Property 859.845 sh. Vanguard Total Intl. Stock Index Fund

Date Acquired: Various How Acquired: Purchased

Date Sold: 12/05/11 Name of Buyer: _____

Sales Price 20,000. Cost or other basis (do not reduce by depreciation) 27,132.

Sales Expense: _____ Valuation Method: _____

Total Gain (Loss) -7,132. Accumulation Depreciation: _____

Description of Property: _____

Date Acquired: _____ How Acquired: _____

Date Sold: _____ Name of Buyer: _____

Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____

Sales Expense: _____ Valuation Method: _____

Total Gain (Loss) _____ Accumulation Depreciation: _____

Description of Property: _____

Date Acquired: _____ How Acquired: _____

Date Sold: _____ Name of Buyer: _____

Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____

Sales Expense: _____ Valuation Method: _____

Total Gain (Loss) _____ Accumulation Depreciation: _____

Description of Property: _____

Date Acquired: _____ How Acquired: _____

Date Sold: _____ Name of Buyer: _____

Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____

Sales Expense: _____ Valuation Method: _____

Total Gain (Loss) _____ Accumulation Depreciation: _____

Description of Property: _____

Date Acquired: _____ How Acquired: _____

Date Sold: _____ Name of Buyer: _____

Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____

Sales Expense: _____ Valuation Method: _____

Total Gain (Loss) _____ Accumulation Depreciation: _____

Description of Property: _____

Date Acquired: _____ How Acquired: _____

Date Sold: _____ Name of Buyer: _____

Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____

Sales Expense: _____ Valuation Method: _____

Total Gain (Loss) _____ Accumulation Depreciation: _____

Description of Property: _____

Date Acquired: _____ How Acquired: _____

Date Sold: _____ Name of Buyer: _____

Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____

Sales Expense: _____ Valuation Method: _____

Total Gain (Loss) _____ Accumulation Depreciation: _____

Description of Property: _____

Date Acquired: _____ How Acquired: _____

Date Sold: _____ Name of Buyer: _____

Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____

Sales Expense: _____ Valuation Method: _____

Total Gain (Loss) _____ Accumulation Depreciation: _____

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

| Other expenses: | Rev/Exp Book | Net Inv Inc | Adj Net Inc | Charity Disb |
|-----------------------|----------------------|-------------|-------------|--------------|
| <u>Insurance</u> | <u>1,720.</u> | | | |
| <u>Tax software</u> | <u>51.</u> | | | |
| <u>Bank fees</u> | <u>26.</u> | | | |
| <u>ASF membership</u> | | | | |
| Total | <u><u>1,797.</u></u> | | | |

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

| Name of Provider | Type of Service Provided | Amount Paid Per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------------------|--------------------------|-----------------------|-----------------------|---------------------|---------------------------------------|
| <u>Douglas E. Cook</u> | <u>tax preparation</u> | <u>375.</u> | | | |
| Total | | <u><u>375.</u></u> | | | |

Annual
Report of The Treasurer
Spring Garden Soup Society

| | 11/1/11-10/31/12 | 11/1/10-10/31/11 | 11/1/09-10/31/10 | 11/1/08-10/31/09 | 11/1/07-10/31/08 | 11/1/06-10/31/07 |
|--|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|
| INCOME ACCOUNT | | | | | | |
| Balance of Income Account on November 1 | \$8,281.29 | \$7,227.48 | \$15,951.36 | \$4,962.04 | \$2,997.66 | \$18,086.90 |
| Income from I.V. Williamson Estate | \$1,150.00 | \$575.00 | \$0.00 | \$5,338.51 | \$920.46 | |
| Dues Collected | 25.00 | 85.00 | 65.00 | 70.00 | 55.00 | 60.00 |
| Contributions Received | | | 1,455.06 | 3,665.00 | 320.00 | 775.00 |
| First Union - Principal Transfer | 4,710.00 | | 47,000.00 | 42,500.00 | 45,000.00 | 62,448.79 |
| Other (Tax Refund) | 40,000.00 | | 0.00 | 0.00 | 0.00 | 0.00 |
| First Union National Bank Custodial Account | 200.00 | | 0.00 | 322.61 | 0.00 | 0.00 |
| | 0.00 | | 0.00 | | | |
| Total Income | 46,085.00 | 49,115.06 | 44,015.00 | 79,396.12 | 46,295.46 | 64,204.25 |
| | | | | | | |
| | \$54,366.29 | \$56,342.54 | \$59,966.36 | \$84,358.16 | \$49,293.12 | \$82,291.15 |
| DISTRIBUTION FOR ASSISTANCE | | | | | | |
| Cash to Chantable Organizations | | | | | | |
| Sunday Breakfast Association, Inc | \$4,000.00 | \$4,500.00 | \$6,000.00 | \$4,000.00 | \$5,000.00 | |
| St. Vincent's Soup Kitchen | 6,000.00 | 4,000.00 | 4,500.00 | 6,000.00 | 4,895.00 | 5,000.00 |
| St. John's Hospice | 4,000.00 | 4,000.00 | 4,500.00 | 6,000.00 | 4,000.00 | 5,000.00 |
| Trinity Temple | 4,000.00 | | 4,000.00 | 6,000.00 | 4,000.00 | 5,000.00 |
| St. Francis Inn | 4,000.00 | | 4,000.00 | 6,000.00 | 4,000.00 | 5,000.00 |
| Trevor's Place | 4,000.00 | | 4,000.00 | 6,000.00 | 4,000.00 | 5,000.00 |
| The Kensington Soup Kitchen | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Helping Hand Rescue Mission | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Penn Home | 4,000.00 | 4,000.00 | 4,500.00 | 6,000.00 | 4,000.00 | 5,000.00 |
| Whosoever Gospel Mission | 4,000.00 | | 4,000.00 | 6,000.00 | 0.00 | 0.00 |
| Spruce Hill Christian School | 4,000.00 | | 4,000.00 | 6,000.00 | 4,000.00 | 5,000.00 |
| Sherwood Presbyterian Church | 4,000.00 | 4,575.00 | 4,500.00 | 6,000.00 | 4,000.00 | 2,000.00 |
| Normis Square Senior Citizens Center | 4,000.00 | 4,000.00 | 4,500.00 | 6,000.00 | 4,000.00 | 5,000.00 |
| Sub-Total Cash to Charitable Organizations | \$46,000.00 | \$44,575.00 | \$49,500.00 | \$66,000.00 | \$40,895.00 | \$47,000.00 |
| GENERAL EXPENSES | | | | | | |
| Luncheon (November & May Meetings) | 1,309.60 | 1,173.33 | 596.08 | 1,114.88 | 935.58 | 1,082.20 |
| Return of Capital | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 22,448.79 |
| Blind Relief Fund (In memory of W. Supplee) | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 50.00 |
| Insurance | 1,720.00 | 1,670.00 | 2,220.00 | 670.00 | 1,420.00 | 175.00 |
| First Union Bank Fee | 26.00 | 24.00 | 6.00 | 70.42 | 0.00 | 0.00 |
| Internal Revenue Service (Prior Yr. Excise Tax Bal) | 0.00 | 0.00 | 0.00 | 0.00 | 37.00 | 7,531.00 |
| First Union Nat'l Bank (Est. Current Yr. Excise Tax) | 200.00 | 200.00 | 0.00 | 145.00 | 637.00 | 600.00 |
| Douglas E. Cook (Form 990 tax return prep.) | 426.04 | 418.92 | 416.80 | 406.50 | 406.50 | 406.50 |
| Sub-Total General Expenses | \$3,681.64 | \$3,486.25 | \$3,288.88 | \$2,406.80 | \$3,436.08 | \$32,294.49 |
| | | | | | | |
| Total Expenditures | \$49,681.64 | \$48,061.25 | \$62,738.88 | \$68,406.80 | \$44,331.08 | \$79,293.49 |
| | | | | | | |
| Balance of Income Account on October 31 | 4,684.65 | 8,281.29 | 7,227.48 | 15,951.36 | 4,962.04 | 2,997.66 |
| | | | | | | |
| | \$54,366.29 | \$56,342.54 | \$59,966.36 | \$84,358.16 | \$49,293.12 | \$82,291.15 |
| | | | | | | |
| Respectfully submitted, <i>Joe L. Gibb</i> | | | | | | |
| Kenneth L. Gibb, Treasurer | | | | | | |



Corporation account
SPRING GARDEN SOUP SOCIETY

Client Services: 800-662-2739

Account overview

\$15,262.57

Total value of all accounts as of October 31, 2012

Year-to-date income

| | |
|-------------------|---------------|
| Taxable income | \$6.28 |
| Nontaxable income | 0.00 |
| Total | \$6.28 |

Balances and holdings for Vanguard funds

Beginning on January 1, 2012, new tax rules on taxable (nonretirement) mutual fund accounts (excluding money market funds) require Vanguard to track cost basis information for shares acquired and subsequently sold, on or after that date. Unless you select another method, sales of Vanguard mutual funds, but not ETFs, will default to the average cost method. We'll begin reporting cost basis to the IRS in 2013. For more information, visit vanguard.com/costbasis

| Symbol | Name | Fund & account | Average price per share | Total cost | Balance on 09/30/2012 |
|--------|----------------------|------------------|-------------------------|------------|-----------------------|
| VMMXX | Prime Money Mkt Fund | 0030-88016428627 | - | - | \$14,730.01 |
| | | | | | \$14,730.01 |
| | | | | | \$15,262.57 |

Account activity for Vanguard funds

Prime Money Mkt Fund 0030-88016428627

| Purchases | Withdrawals | Dividends |
|-----------------------------------|-------------|-----------|
| \$532.12 | \$0.00 | \$0.44 |
| 7-day SEC yield as of 10/31/2012* | 0.04% | |

*Average annualized income dividend over the past 7 days. For updated information, visit vanguard.com

October 31, 2012, quarter-to-date statement





Corporation account
SPRING GARDEN SOUP SOCIETY

Client Services: 800-662-2739

Account overview

\$704,072.85

Total value of all accounts as of October 31, 2012

| Year-to-date income | |
|---------------------|--------------------|
| Taxable income | \$11,494.89 |
| Nontaxable income | 0.00 |
| Total | \$11,494.89 |

Balances and holdings for Vanguard funds

Beginning on January 1, 2012, new tax rules on taxable (nonretirement) mutual fund accounts (excluding money market funds) require Vanguard to track cost basis information for shares acquired and subsequently sold, on or after that date. Unless you select another method, sales of Vanguard mutual funds, but not ETFs, will default to the average cost method. We'll begin reporting cost basis to the IRS in 2013. For more information, visit vanguard.com/costbasis

| Symbol | Name | Fund & account | Average price per share | Total cost | Balance on 09/30/2012 | Balance on 10/31/2012 |
|--------|-----------------------------|------------------|-------------------------|-------------|-----------------------|-----------------------|
| VWEHX | High-Yield Corp Fund Inv | 0029-88016428627 | \$6.22 | \$21,524.65 | \$20,832.54 | \$20,936.35 |
| VFIDX | Inter-Term Invest-Gr Adm | 0571-88016428627 | 9.77 | 82,000.00 | 87,791.20 | 88,210.85 |
| VBLTX | Long-Term Bond Index | 0522-88016428627 | 11.63 | 8,257.05 | 10,365.68 | 10,436.68 |
| VFSTX | S-T Investment-Grade Inv | 0039-88016428627 | 10.58 | 46,000.00 | 47,260.87 | 47,304.35 |
| VBRX | Short-Term Bond Index Adm | 5132-88016428627 | 9.92 | 46,000.00 | 49,524.20 | 49,431.45 |
| VSIAX | Small-Cap Val Idx Admiral | 5860-88016428627 | 30.55 | 26,934.38 | 27,230.49 | 27,063.00 |
| VSEDX | Strategic Equity Fund | 0114-88016428627 | 23.64 | 26,011.46 | 23,128.60 | 22,963.55 |
| VTIAX | Tot Int'l Stock Idx Admiral | 0569-88016428627 | 31.55 | 181,490.00 | 136,888.82 | 137,694.05 |
| VTSAX | Total Stock Mkt Idx Adm | 0585-88016428627 | 34.05 | 172,946.39 | 182,088.93 | 178,889.04 |
| VWUAX | U S. Growth Fund Admiral | 0523-88016428627 | 46.95 | 62,460.95 | 73,292.78 | 71,150.81 |



**Vanguard®**

Corporation account
SPRING GARDEN SOUP SOCIETY

Client Services: 800-662-2739

Balances and holdings for Vanguard funds, continued

| Symbol | Name | Fund & account | Average price per share | Total cost | Balance on 09/30/2012 |
|--------|---------------------|------------------|-------------------------|------------|-----------------------|
| WNFX | Windsor II Fund Inv | 0073-88016428627 | 34.71 | 59,162.94 | \$708,516.15 |

Account activity for Vanguard funds**High-Yield Corp Fund Inv 0029-88016428627**

| Purchases | Withdrawals | Dividends |
|------------------------------------|-------------|-----------|
| \$0.00 | \$0.00 | \$107.31 |
| 30-day SEC yield as of 10/31/2012* | | 4.72% |
| | | |

* Based on holdings' yield to maturity for last 30 days; distribution may differ. For updated information, visit vanguard.com

| Date | Transaction | Amount | Share price | Shares transacted | Total shares owned | Value |
|-------|-------------------------------------|----------|---------------|-------------------|--------------------|--------------------|
| | Beginning balance on 9/30/2012 | | \$6.02 | | | |
| 10/31 | Dividend to Prime MM | \$107.31 | | | | |
| | Ending balance on 10/31/2012 | | \$6.05 | | | |
| | | | | | | \$20,936.35 |

Inter-Term Invest-Gr Adm 0571-88016428627

| Purchases | Withdrawals | Dividends |
|------------------------------------|-------------|-----------|
| \$0.00 | \$0.00 | \$250.43 |
| 30-day SEC yield as of 10/31/2012* | | 2.13% |
| | | |

* Based on holdings' yield to maturity for last 30 days; distribution may differ. For updated information, visit vanguard.com

Spring Garden Soup Society
 Board of Managers
 Address List
 11/05/2012

| <i>Last Name</i> | | <i>Address 1</i> | <i>Address 2</i> | <i>City</i> | <i>State</i> | <i>Zip Code</i> |
|------------------|-------------|-------------------------|---------------------------|---------------------|--------------|-----------------|
| Bowers | John Dallas | P.O. Box 8101 | | Radnor | PA | 19087 |
| Callahan, M.D. | Clara | 5 Fox Pond | | Spring House | PA | 19477 |
| Coe | Richard O. | 63 Betts Drive | | Washington Crossing | PA | 18977 |
| Cook, Esq. | Douglas E. | 5030 State Road | Suite 2-600, P.O. Box 397 | Drexel Hill | PA | 19026 |
| Gibb | Kenneth L. | 51 Annwood Lane | | Wayne | PA | 19087 |
| Hale | William C. | 20 Hilltop Road | | Rose Valley | PA | 19086 |
| Louis, Esq. | Robert H. | 236 Woodlyn Avenue | | Glenside | PA | 19038 |
| Noyes, Esq. | Frank | 25 Green Valley Road | | Wallingford | PA | 19086 |
| Porch | R. Brooke | 111 Columbia Avenue | | Swarthmore | PA | 19081 |
| Rick-Miller | Katherine | 3800 Vaux Street | | Philadelphia | PA | 19129-1448 |
| Shirley | E. Roy | 707 Willow Grove Avenue | | Glenside | PA | 19038 |
| Swarr | Jeffrey | 514 Hilaire Road | | St. Davids | PA | 19087 |
| Veloski | J. Jon | 55 E. Greenwood Avenue | | Lansdowne | PA | 19050 |
| Washington | Barry | 109 Jeffords Court #905 | | Phoenixville | PA | 19460 |

See Sheet 1 for Contact Information

Spring Garden Soup Society
Board of Managers
Address List
11/05/2012

EMERITUS

| | | | | | | |
|------------|-----------|-------------------|---------------------------|--------------|-------|------------|
| Fendler | C. Frank | 213 Oneida Lane | Malvern | PA | 19355 | |
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| Wolfson | Daniel B. | ABIM Foundation | 510 Walnut St. Suite 1700 | Philadelphia | PA | 19106-3699 |