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Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

For c	calendar year 2011 or tax year beginning DEC	1, 2011	, and ending	NOV 30, 2012	?
Nan	ne of foundation			A Employer identification	n number
_				00 0670104	-
	AM AND KATE SIDEWATER FOUL		<u> </u>	23-2673126	<u> </u>
	nber and street (or PO box number if mail is not delivered to street a	•	Room/suite 3600	B Telephone number 215-751-20	100
	. ROSENFIELD, ESQ. 1600 M	ARKET ST.	_ 5000	-	
-	or town, state, and ZIP code HILADELPHIA, PA 19103-72	86		C If exemption application is i	pending, check here
	theck all that apply Initial return		ormer public charity	D 1. Foreign organization	s check here
u o	Final return	Amended return	officer public chartey	J. Toroign organization	5, 01100K 11010
	Address change	Name change		Foreign organizations m  2. check here and attach c	eeting the 85% test, omputation
H C	theck type of organization X Section 501(c)(3) exc			E If private foundation sta	
		Other taxable private founda	ition	under section 507(b)(1	
Fa	ir market value of all assets at end of year   J   Accounting	ng method X Cash	Accrual	F If the foundation is in a	60-month termination
(fr		her (specify)	<u>.                                    </u>	under section 507(b)(1	
<b>&gt;</b>		mn (d) must be on cash t	basis.)		
Pa	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for chantable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check X if the foundation is not required to attach Sch. B				<u> </u>
	3 Interest on savings and temporary cash investments		0.704		Cma marriage 1
	4 Dividends and interest from securities	8,784.	8,784.		STATEMENT 1
	5a Gross rents				
	D Net rental income or (loss)	10,362.			
Revenue	b a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a 434,446.	10,302.		<u> </u>	
	7 Capital gain net income (from Part IV, line 2)	······································	10,362.		——————————————————————————————————————
	8 Net short-term capital gain			199	3
	9 Income modifications	· · · · · · · · · · · · · · · · · · ·		9 720	7 2.3 9
	Gross sales less returns 10a and allowances			1"	[2]
	D Less Cost of goods sold			0,,	
	c Gross profit or (loss)			1	3 
	11 Other income	10 146	10 146		
	12 Total. Add lines 1 through 11	19,146.	19,146.		0
	13 Compensation of officers, directors, trustees, etc	0.	0.		0
	14 Other employee salaries and wages 15 Pension plans, employee benefits	<del></del>			
es	16a Legal fees STMT 2	2,950.	885.		2,065
ens	b Accounting fees				
Ä	c Other professional fees STMT 3	1,368.	1,368.		0
Administrative Expense	17 Interest				
trat	18 Taxes STMT 4	400.	0.		0
nis	19 Depreciation and depletion	·			
Ē	20 Occupancy				
	21 Travel, conferences, and meetings				
g and	22 Printing and publications			-	<del>                                     </del>
perating	23 Other expenses 24 Total operating and administrative				
era	expenses. Add lines 13 through 23	4,718.	2,253.	.]	2,065
ö	25 Contributions, gifts, grants paid	9,095.	,		2,065 9,095
	26 Total expenses and disbursements.				
	Add lines 24 and 25	13,813.	2,253.		11,160
	27 Subtract line 26 from line 12				
	Excess of revenue over expenses and disbursements	5,333.	1.2 0.00		
	b Net investment income (if negative, enter -0-)		16,893.		
	c Adjusted net income (if negative, enter -0-) .		· · · · · · · · · · · · · · · · · · ·	N/A	1

LHA For Paperwork Reduction Act Notice, see instructions.



Cash - non-interest-bearing   1	n		Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of y	ear
2 Savings and temporary sesh investments 10,444. 7,631. 7,631. 3 Accounts received the search of country to the search of the se		arı	column should be for end-of-year amounts only	(a) Book Value		
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S Grains received by Comparing the Comparing of Section (Section Comparing		4		··········		- MIII - MI - MI - MI - MI - MI - MI -
S Grafts receivable 6 Receivables due from officers, directors, trustees, and other decapified persons 7 One retail solitation of the control officers of the control officers of the control of the control officers of the control of				Ì	İ	
8 Receasables due from officers, directors, trustees, and other disqualified persons 7 To the new anothers mercale Less allowance for doubth accounts ► 8 Inventiones for sale or use 9 Prepart expenses and deferred charges 10 Investments - US and state powerment obligations 10 Investments - US and state powerment obligations 11 Investments - Comprorate stock 12 Investments - Comprorate stock 13 Investments - Comprorate stock 14 Land, Dutlings, and equipment basis ► 15 Less accordant development 15 Chief assets (to be completed by all filters) 16 Total assets (to be completed by all filters) 17 Accounts payable and accorded expenses 18 Total institution of evenue 19 Deferred revenue 19 Deferred revenue 20 International development 21 Investments - Chief and the Chief and Chi		_	<del></del>			
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Less allowance for doubtful accounts						***************************************
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12   Investments - mortgrage loans   13   Investments - other   14   Land, buildings, and equipment basis		C	Investments - corporate bonds			
12   Investments - mortgage loans   13   Investments - other   14   Land, buildings, and equipment basis   15   Cher assets (does cribe   15   Cher assets (does cribe   16   Total assets (does cribe   17   Accounts payable and accrued expenses   18   Grants payable and accrued expenses   18   Grants payable and accrued expenses   19   Deferred revenue   10   Def		11	Investments - land, buildings, and equipment basis			
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25 Temporarily restricted 26 Permanently restricted 27 Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. 28 Paid-in or capital surplus, or current funds 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances 30 Total liabilities and net assets/fund balances 4 Dept 11 Analysis of Changes in Net Assets or Fund Balances 4 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) 5 Enter amount from Part I, line 27a 6 Add lines 1, 2, and 3 7 Decreases not included in line 2 (itemize) 5 7 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 303, 731.	Ś		•			
27 Capital stock, first principal, or current times 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  298,398.  303,731.  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)  298,398.  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)  298,398.  298,398.  303,731.  298,398.  303,731.  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 6 303,731.	ĕ					
27 Capital stock, first principal, or current times 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  298,398.  303,731.  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)  298,398.  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)  298,398.  298,398.  303,731.  298,398.  303,731.  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 6 303,731.	<u>a</u>		-	-		
27 Capital stock, first principal, or current times 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  298,398.  303,731.  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)  298,398.  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)  298,398.  298,398.  303,731.  298,398.  303,731.  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 6 303,731.	8	26	·			
27 Capital stock, first principal, or current times 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  298,398.  303,731.  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)  298,398.  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)  298,398.  298,398.  303,731.  298,398.  303,731.  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 6 303,731.	Š		•			
27 Capital stock, first principal, or current times 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  298,398.  303,731.  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)  298,398.  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)  298,398.  298,398.  303,731.  298,398.  303,731.  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 6 303,731.	Ĕ			222	202 721	
298,398.   303,731.     Part III   Analysis of Changes in Net Assets or Fund Balances     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)   1 298,398.     2 Enter amount from Part I, line 27a   2 5,333.     3 Other increases not included in line 2 (itemize)   3 0.     4 Add lines 1, 2, and 3   4 303,731.     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   6 303,731.	ţ	27			303,/31.	
298,398.   303,731.     Part III   Analysis of Changes in Net Assets or Fund Balances     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)   1 298,398.     2 Enter amount from Part I, line 27a   2 5,333.     3 Other increases not included in line 2 (itemize)   3 0.     4 Add lines 1, 2, and 3   4 303,731.     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   6 303,731.	Se	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
298,398.   303,731.     Part III   Analysis of Changes in Net Assets or Fund Balances     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)   1 298,398.     2 Enter amount from Part I, line 27a   2 5,333.     3 Other increases not included in line 2 (itemize)   3 0.     4 Add lines 1, 2, and 3   4 303,731.     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   6 303,731.	Ž	29	Retained earnings, accumulated income, endowment, or other funds			
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)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize)  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize)  5 Oc.  6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  2 2 8, 398.  2 98, 398.  4 303, 731.	Ž	30	Total net assets or fund balances	298,398.	303,731.	
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)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize)  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize)  5 Oc.  6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  2 2 8, 398.  2 98, 398.  4 303, 731.						
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)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize)  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize)  5 Oc.  6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  2 298, 398.  2 5, 333.  4 303, 731.	_	31	Total liabilities and net assets/fund balances	298,398.	303,731.	
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)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize)  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize)  5 Oc.  6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  2 298,398.  2 5,333.  4 303,731.	P	art	Analysis of Changes in Net Assets or Fund B	alances		
(must agree with end-of-year figure reported on prior year's return)1298,398.2Enter amount from Part I, line 27a25,333.3Other increases not included in line 2 (itemize)30.4Add lines 1, 2, and 34303,731.5Decreases not included in line 2 (itemize)50.6Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 306303,731.	_				<del></del>	
3 Other increases not included in line 2 (itemize) ►  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ►  5 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  3 0.  4 303,731.  5 0.  6 303,731.	1			30		208 308
3 Other increases not included in line 2 (itemize) ►  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ►  5 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  3 0.  4 303,731.  5 0.  6 303,731.	_	-			• • •	5 222
4 Add lines 1, 2, and 3 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 6 303, 731.	_				· · · · · · · · · · · · · · · · · · ·	
5 Decreases not included in line 2 (itemize) ►  6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  6 303,731.	-		··			
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 303, 731.	_			•	·· 1 <del>-1-</del>	
Total flot about of fails salarious at one of few (line ) frames and of 124 flots	_			oluma (h) lina 20		
	<u>p</u>	ı ota	i net assets or rund dalances at end of year (line 4 minus line 5) - Part II, Co	ກນາເຫຼ (ນ), ແກ <del>ຍ</del> 30	101	

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SAM AND KATE SIDEWATER FOUNDATION

		nd(s) of property sold (e g or common stock, 200 sh			` P ·	low acqu - Purchas - Donatio	se   ۱%	) Date acomo , day	quired , yr )	(d) Date sold (mo , day, yr )
<u>a</u>										
b SEE ATTACHED	STA	rements								
C										
d										
e										
(e) Gross sales price	(f) (	Depreciation allowed (or allowable)		st or other basis expense of sale			(		or (loss) f) minus (	
a					_					
b			<u> </u>							
С										
đ										
434,446.				424,08	4.					10,362
Complete only for assets showing	ıg gain ın	column (h) and owned by	the foundation	оп 12/31/69			(I) G	aıns (Col	(h) gain i	minus
		(j) Adjusted basis	T	cess of col (i)			còl (k	), but not	t less than	-0-) ar
(i) F M V as of 12/31/69	`	as of 12/31/69		col (j), if any			ι	.osses (fr	rom col (t	1))
									_	
<u>a</u>			<b> </b>							
<u>b</u>		<del></del>						-		
C			<u> </u>							
d										10 000
e										10,362
		( If gain, also ente	r in Part I. line	7	٦l					
Capital gain net income or (net ca	pital loss)	If gain, also ente If (loss), enter -0	)- in Part I, line	7	<b>P</b>	2				10,362
		•								<del></del>
Net short-term capital gain or (los			na (6)		٦١					
If gain, also enter in Part I, line 8,	column (d	<sup>(2)</sup>			<b> </b>	,			N/A	
If (loss), enter -0- in Part I, line 8  Part V Qualification U	mala C	ection 4940(e) for	Doduced	Toy on Not	1-1-1	ootmo	nt Inco		11/11	
as the foundation liable for the sect "Yes," the foundation does not qual				•	10d?					Yes X N
Enter the appropriate amount in	each colui	mn for each year, see insti	ructions before	making any entrie	s					
(a)		(b)			(c)	-			Dietrih	(d) ution ratio
Base periód years Calendar year (or tax year beginni	na in)	Adjusted qualifying dis	stributions	Net value of no	nchar	ıtable-us	e assets	(c	ol (b) divi	ded by col (c))
2010	<del>*                                    </del>	1	5,074.			305	,747.			.04930
2009			3,655.				,994.			.04506
2008	1		2,690.				,425.			.04477
			2,284.				$\frac{7331}{331}$			.0666
2007							,749.			.0311
2006	i		1,597.			3/2	, 149.			.0311.
										00604
Total of line 1, column (d)								2		.23690
Average distribution ratio for the	5-year bas	se period - divide the total	on line 2 by 5,	or by the number	of yea	ars				
the foundation has been in existe	nce if less	than 5 years						3		.04738
		•								
Enter the net value of nonchantat	da-usa as	eate for 2011 from Part Y	line 5					4		349,154
Litter the net value of nonchartal	/ic-use as	3013 101 2011 HUIH 1 BIL X,	11110 5			•		<del></del>		
54 H* 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1								_		16,544
Multiply line 4 by line 3	•		•			•	•	5		10,54
										1.00
Enter 1% of net investment incon	ne (1% of	Part I, line 27b)						6		169
Add lines 5 and 6				••				7		16,713
		•	•							
Enter qualifying distributions from	n Part YII	line 4						8		11,160
· • •			. dk .a.d		 	0/ to:				
If line 8 is equal to or greater than See the Part VI instructions	ı iine 7, cî	TECK THE DOX IN Part VI, line	e 10, and comp	DIELE LITAL PAR USIN	y a 1°	% tax rat	Ħ			

123521 12-02-11

	990-PF(2011) SAM AND KATE SIDEWATER FOUNDATION 23-267			Page 4
	rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see	instru	ction	<u>1S)</u>
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%		3	38.
	of Part I, line 27b			
	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-)			0.
3	Add lines 1 and 2		3	38.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.
	Tax based on Investment income. Subtract line 4 from line 3. If zero or less, enter -0-			38.
	Credits/Payments			
	2011 estimated tax payments and 2010 overpayment credited to 2011 6a 437.			
	Exempt foreign organizations - tax withheld at source			
	Tax paid with application for extension of time to file (Form 8868)			
	Backup withholding erroneously withheld		Л	27
	Total credits and payments Add lines 6a through 6d			<u>37.</u>
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached 8			
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			99.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			0.
	Enter the amount of line 10 to be Credited to 2012 estimated tax   99 Refunded  11			<u> </u>
	rt VII-A Statements Regarding Activities	T	Yes	No
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	1a	163	
	any political campaign?	1b		<u>X</u>
Đ	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?			
	If the answer is "Yes" to 1sor 1b, attach a detailed description of the activities and copies of any materials published or			
	distributed by the foundation in connection with the activities.	10		Х
	Did the foundation file Form 1120-POL for this year?  Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	16		
U	(1) On the foundation $\blacktriangleright$ \$ 0 • (2) On foundation managers $\blacktriangleright$ \$ 0 •			
	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation			
E	managers > \$ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
-	If "Yes," attach a detailed description of the activities.	,		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or			
ŭ	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	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?	6	Х	
7	Did the foundation have at least \$5,000 in assets at any time during the year?	7	Х	
	If "Yes," complete Part II, col. (c), and Part XV.			
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	FL			
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	Х	
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			17
	year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10		10		X
	Fo	rm <b>990</b>	1-PF (	2011)

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X

3h

4a

Yes X No

N/A

during the year?

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

Form 4720, to determine if the foundation had excess business holdings in 2011.)

had not been removed from jeopardy before the first day of the tax year beginning in 2011?

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,

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that

Form 990-PF (2011) SAM AND KATE SIDEWATER FOUNDATION 23-	-2673126 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)	
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."	
(a) Name and address of each person paid more than \$50,000 (b) Type of service	(c) Compensation
NONE	
Total number of others receiving over \$50,000 for professional services  Part IX-A Summary of Direct Charitable Activities	<b>▶</b> 0
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
	- <u></u>
2	
3	_
4	
	-
Part IX-B Summary of Program-Related Investments	<del></del>
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 <u>N/A</u>	_
2	<del> </del>
	]
All other program-related investments. See instructions	
3	_
Total. Add lines 1 through 3	0.
	Form <b>990-PF</b> (2011)

P	art X Minimum Investment Return (All domestic foundations must complete this part.	Foreign foun	dations, see	e instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		''''	<del>-</del>
а	Average monthly fair market value of securities		1a	347,396.
	Average of monthly cash balances		1b	347,396. 7,075.
	Fair market value of all other assets		10	
d	Total (add lines 1a, b, and c)		1d	354,471.
	Reduction claimed for blockage or other factors reported on lines 1a and			
	1c (attach detailed explanation)	0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d	•	3	354,471.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	5,317.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	•	5	349,154.
6	Minimum investment return. Enter 5% of line 5		6	17,458.
_	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foreign organizations check here  and do not complete this part )	oundations an	d certain	
1	Minimum investment return from Part X, line 6		1	17,458.
2 a	Tax on investment income for 2011 from Part VI, line 5	338.		
b				
C			2c	338.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	17,120.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	17,120.
6	Deduction from distributable amount (see instructions)	ĺ	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	17,120.
P	art 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.	ļ	1a	11,160.
b	Program-related investments - total from Part IX-B	ļ	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes		2	
3	Amounts set aside for specific charitable projects that satisfy the			
а	Suitability test (prior IRS approval required)		3a	
b	Cash distribution test (attach the required schedule)	ļ	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4		4	11,160.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment			-
	income Enter 1% of Part I, line 27b		5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4		6	11,160.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the	e foundation q	ualifies for th	e section

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SAM AND KATE SIDEWATER FOUNDATION

(a) Corpus (2010 (d) 2011  Distributable amount for 2011 from Part XI, Inter 7  1 Distributable amount for 2011 from Part XI, Inter 7  1 Corpus (2010 (d) 2011 (d) 2011  1 Einter amount for 2010 only parts  3 Excess distributions carryover, if any, to 2011 a Firom 2006  5 From 2007  6 From 2007  6 From 2009  7 From 2009  7 From 2009  7 From 2009  7 From 2010  9 7 30 3.  1 Total of pines (2011 from Part XI, Inter 4) Part XI, Inter 4) Part XI, Inter 6  1 Total of pines (2011 from Part XI, Inter 6)  1 Total of pines (2011 from Part XI, Inter 6)  1 Applied to 2010 from the Part XI, Inter 6  1 France (2011 from Part XI, Inter 6)  1 France (2011 from Part XI, Inter 6)  1 Applied to 2010 from the Part XI, Inter 6  1 France (2011 from Part XI, Inter 6)  2 France (2011 from Part XI, Inter 6)  2 France (2011 from Part XI, Inter 6)  3 France (2011 from Part XI, Inter 6)  3 France (2011 from Part XI, Inter 6)  4 France (2011 from Part XI, Inter 6)  5 France (2011 from Part XI, Inter 6)  6 France (2011 from Part XI, Inter 6)  6 France (2011 from Part XI, Inter 6)  9 France (2011 from Part XI, Inter 6)  9 France (2011 from Part XI, Inter 6)  9 France (2011 from Part XI, Inter 6)  1 Fr	Part XIII Undistributed Income (se	e instructions)			
Inter 7   2. Undestinated income, if any, as of the end of 2011					
2 Unsestibuted income, if any, set the end of 2011 a Enter amount for 2010 only 1 Total for protypass  3 Excess distributions carryover, if any, to 2011 a From 2006 b From 2007 c From 2009 d From 2010  1 Total for lines 3s through e  4 Quadying distributions for 2011 from Part XII, ine 4 ▶ \$ 11, 160 a Applied to 2010, but not more than the 23 b Applied to undistributed income of prior years (Election required - see instructions) c Freedad as distributions out of corpus (Election required - see instructions) d Applied to 2011 distributible amount election required - see instructions) d Applied to 2011 distributible amount election required - see instructions) f Freedad as distributions out of corpus (Election required - see instructions) d Applied to 2011 distributible amount election required - see instructions) f Freedad as distributions out of corpus (Election required - see instructions) d Applied to 2011 distributible amount rest between relating to the see are encount rest between relating	i i		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	, , , , , , , , , , , , , , , , , , ,	17,120.
3 Excess distributions carryover, if any, to 2011 a From 2000 From	· • • • • • • • • • • • • • • • • • • •	***************************************	***************************************	111111111111111111111111111111111111111	, , , , , , , , , , , , , , , , , , ,
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a From 2006 b From 2007 c From 2008 d From 2009 d From 2009 9 , 303. 1 Total of lines 3 althrough e 1	3 Excess distributions carryover, if any, to 2011			······································	#### *********************************
From 2007   C From 2008					
From 2008  4 From 2009  9 7 30 3 .  1 Total of lines 8 brough e  4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 11,160 .  a Applied to 2010, but not more than line 2 a Applied to undistributed incorne of prior years (Election required - see instructions)  1 Treated as distributions out of corpus (Election required - see instructions)  4 Applied to 2011 distributable amount  8 Remanning amount distributed out of corpus (Election required - see instructions)  4 Applied to 2011 distributable amount  9 Remaining amount distributed out of corpus  5 Excess distributions out of corpus  1 Compus Add lines 31, 40, and 4e Submatch line 5  1 Prior years' undistributed incomm Subtract line 4 from line 2 b  1 Compus Add lines 31, 40, and 4e Submatch line 5  2 Compus Add lines 31, 40, and 4e Submatch line 5  3 7, 343 .  2 Compus Add lines 31, 40, and 4e Submatch line 5  3 7, 343 .  3 7, 343 .  3 7, 343 .  4 0 .  4 Compus Add lines 31, 40, and 4e Submatch line 5  5 Prior years' undistributed income Subtract line 6  5 Enter the amount of prior years' undistributed income for value of the section 494(a) lix has been previously assessed  5 Undistributed income for 2010 Subtract line 4 from line 2 Tixable amount - see instire the section 494(a) lix has been previously assessed  5 Undistributed income for 2010 Subtract line 4 from line 2 Tixable amount - see instire the settle of the section 494(a) lix has been previously assessed  6 Undistributed income for 2010 Subtract line 4 from line 2 Tixable amount rise instit lines 4 dand 6 from line 6 Tixable amount rise instit lines 4 dand 6 from line 6 Tixable amount rise instit lines 4 dand 6 from line 6 Tixable amount rise instit lines 4 dand 6 from line 6 Tixable amount rise instit lines 4 dand 6 from line 6 Tixable amount rise instit lines 4 dand 6 from line 6 Tixable amount rise instit lines 4 dand 6 from line 6 Tixable amount rise instit lines 4 dand 6 from line 6 Tixable amount rise instit lines 4 dand 6 from line 6 Tixable amount rise instit lines 4 dand 6 from l					
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Subtract lines 7 and 8 from line 6a 3,343.  10 Analysis of line 9 a Excess from 2007 b Excess from 2008 c Excess from 2010 d Excess from 2010 e Excess from 2011	not applied on line 5 or line 7	0.			
10 Analysis of line 9 a Excess from 2007 b Excess from 2008 c Excess from 2010 d Excess from 2011 e Excess from 2011	9 Excess distributions carryover to 2012.				
a Excess from 2007 b Excess from 2008 c Excess from 2010 d Excess from 2011	Subtract lines 7 and 8 from line 6a	3,343.			
a Excess from 2007 b Excess from 2008 c Excess from 2010 d Excess from 2011	10 Analysis of line 9				
c Excess from 2009 d Excess from 2010 e Excess from 2011	· I				
c Excess from 2009 d Excess from 2010 e Excess from 2011	b Excess from 2008				
d Excess from 2010 3,343.					
e Excess from 2011			, ; * *		
		<i>'</i>		,	

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

t are Ar   Cupplementary information				·
3 Grants and Contributions Paid During the	Year or Approved for Future	Payment	<del></del>	
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
	or substantial contributor	recipient		
a Paid during the year				
SEE SCHEDULE ATTACHED	NONE	PUBLIC	GENERAL	
				9,095.
Total			<b>▶</b> 3a	9,095.
b Approved for future payment	-		<u></u>	2,000.
a reproved for islare payment				
NONE				
				!
Total			<b>&gt;</b> 3b	0.

er gross amounts unless otherwise indicated	Unrelated	business income		y section 512, 513, or 514	(e)
	(a) Business code	<b>(b)</b> Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
Program service revenue					<del>-</del>
<u> </u>	l j				
	1 1			-	
<del></del>	1 1	·			
	1 1	<u> </u>			
Fees and contracts from government agencies	_	<u></u>			
fembership dues and assessments					
nterest on savings and temporary cash					
ivestments					
lividends and interest from securities			14	8,784.	
let rental income or (loss) from real estate					
Debt-financed property					
Not debt-financed property	-			–	
let rental income or (loss) from personal					
roperty					
ther investment income			-		
Gain or (loss) from sales of assets other					<del></del>
han inventory			18	10,362.	
let income or (loss) from special events			<del> </del>		
Gross profit or (loss) from sales of inventory			_		
Other revenue		·			
a			<del>                                     </del>		
h					
<del></del>					-
		-			
		(	).	19,146.	
: I I Subtotal Add columns (b), (d), and (e)		(	).	19,146.	19,14
Subtotal Add columns (b), (d), and (e)  Fotal. Add line 12, columns (b), (d), and (e)		(	).	19,146.	19,1
Subtotal Add columns (b), (d), and (e)  Total. Add line 12, columns (b), (d), and (e)  To worksheet in line 13 instructions to verify calculation	ons )			13	19,14
: 	ons )			13	19,14
Subtotal Add columns (b), (d), and (e)  Total. Add line 12, columns (b), (d), and (e)  Worksheet in line 13 instructions to verify calculations  Relationship of Activit	ons)	mplishment of	Exempt P	urposes	19,14
Subtotal Add columns (b), (d), and (e)  Total. Add line 12, columns (b), (d), and (e)  Worksheet in line 13 instructions to verify calculations to verify calculations.  Relationship of Activity	ons ) ties to the Acco	mplishment of	Exempt P	urposes	19,14
Subtotal Add columns (b), (d), and (e)  Total. Add line 12, columns (b), (d), and (e)  Worksheet in line 13 instructions to verify calculations art XVI-B  Relationship of Activit  e No. Explain below how each activity for which	ons ) ties to the Acco	mplishment of	Exempt P	urposes	19,14
ubtotal Add columns (b), (d), and (e)  otal. Add line 12, columns (b), (d), and (e)  worksheet in line 13 instructions to verify calculation to the columns (b).  Relationship of Activit  e No.  Explain below how each activity for which the foundation's exempt purposes (other	ons ) ties to the Acco	mplishment of	Exempt P	urposes	19,14
inbtotal Add columns (b), (d), and (e)  total. Add line 12, columns (b), (d), and (e)  worksheet in line 13 instructions to verify calculations to verify calculations.  Relationship of Activit  e No.  Explain below how each activity for which the foundation's exempt purposes (other	ons ) ties to the Acco	mplishment of	Exempt P	urposes	19,14
inbtotal Add columns (b), (d), and (e)  total. Add line 12, columns (b), (d), and (e)  worksheet in line 13 instructions to verify calculations to verify calculations.  Relationship of Activit  e No.  Explain below how each activity for which the foundation's exempt purposes (other	ons ) ties to the Acco	mplishment of	Exempt P	urposes	19,14
inbtotal Add columns (b), (d), and (e)  total. Add line 12, columns (b), (d), and (e)  worksheet in line 13 instructions to verify calculations to verify calculations.  Relationship of Activit  e No.  Explain below how each activity for which the foundation's exempt purposes (other	ons ) ties to the Acco	mplishment of	Exempt P	urposes	19,14
inbtotal Add columns (b), (d), and (e)  total. Add line 12, columns (b), (d), and (e)  worksheet in line 13 instructions to verify calculations to verify calculations.  Relationship of Activit  e No.  Explain below how each activity for which the foundation's exempt purposes (other	ons ) ties to the Acco	mplishment of	Exempt P	urposes	19,14
inbtotal Add columns (b), (d), and (e)  total. Add line 12, columns (b), (d), and (e)  worksheet in line 13 instructions to verify calculations to verify calculations.  Relationship of Activit  e No.  Explain below how each activity for which the foundation's exempt purposes (other	ons ) ties to the Acco	mplishment of	Exempt P	urposes	19,14
inbtotal Add columns (b), (d), and (e)  total. Add line 12, columns (b), (d), and (e)  worksheet in line 13 instructions to verify calculations to verify calculations.  Relationship of Activit  e No.  Explain below how each activity for which the foundation's exempt purposes (other	ons ) ties to the Acco	mplishment of	Exempt P	urposes	19,14
ubtotal Add columns (b), (d), and (e)  otal. Add line 12, columns (b), (d), and (e)  worksheet in line 13 instructions to verify calculation to the columns (b).  Relationship of Activit  e No.  Explain below how each activity for which the foundation's exempt purposes (other	ons ) ties to the Acco	mplishment of	Exempt P	urposes	19,14
Subtotal Add columns (b), (d), and (e)  Total. Add line 12, columns (b), (d), and (e)  Worksheet in line 13 instructions to verify calculations to verify calculations.  Relationship of Activit  Explain below how each activity for which the foundation's exempt purposes (other	ons ) ties to the Acco	mplishment of	Exempt P	urposes	19,14
inbtotal Add columns (b), (d), and (e)  total. Add line 12, columns (b), (d), and (e)  worksheet in line 13 instructions to verify calculations to verify calculations.  Relationship of Activit  e No.  Explain below how each activity for which the foundation's exempt purposes (other	ons ) ties to the Acco	mplishment of	Exempt P	urposes	19,1
Subtotal Add columns (b), (d), and (e)  Total. Add line 12, columns (b), (d), and (e)  Worksheet in line 13 instructions to verify calculations to verify calculations.  Relationship of Activit  Explain below how each activity for which the foundation's exempt purposes (other	ons ) ties to the Acco	mplishment of	Exempt P	urposes	19,1
Subtotal Add columns (b), (d), and (e)  Total. Add line 12, columns (b), (d), and (e)  Worksheet in line 13 instructions to verify calculations to verify calculations.  Relationship of Activit  Explain below how each activity for which the foundation's exempt purposes (other	ons ) ties to the Acco	mplishment of	Exempt P	urposes	19,1
Subtotal Add columns (b), (d), and (e)  Total. Add line 12, columns (b), (d), and (e)  Worksheet in line 13 instructions to verify calculations to verify calculations.  Relationship of Activit  Explain below how each activity for which the foundation's exempt purposes (other	ons ) ties to the Acco	mplishment of	Exempt P	urposes	19,1
Subtotal Add columns (b), (d), and (e)  Total. Add line 12, columns (b), (d), and (e)  Worksheet in line 13 instructions to verify calculations to verify calculations.  Relationship of Activit  Explain below how each activity for which the foundation's exempt purposes (other	ons ) ties to the Acco	mplishment of	Exempt P	urposes	19,14
Subtotal Add columns (b), (d), and (e)  Total. Add line 12, columns (b), (d), and (e)  Worksheet in line 13 instructions to verify calculations to verify calculations.  Relationship of Activit  No. Explain below how each activity for which the foundation's exempt purposes (other	ons ) ties to the Acco	mplishment of	Exempt P	urposes	19,14

Form 990-PF (2011)' SAM AND KATE SIDEWATER FOUNDATION

Part )	(VII			rs To a	nd Transactions	and Rela	tionships With Noncha	ritable	•	
		Exempt Organ			<del>-</del>			<del></del>	V	No
			rectly engage in any of th				in section 501(c) of		Yes	NO
			)(3) organizations) or in s			anizations?				Ì
		rom the reporting found	ation to a noncharitable e	xempt org	anization of			10/1)		х
	Cash							1a(1) 1a(2)		X
		assets					• •	1a(Z)		
		of assets to a nonchantal	hle exempt organization					16(1)		Х
٠,			nchantable exempt organ	uzation				1b(2)		X
		of facilities, equipment,			•			1b(3)		Х
		ursement arrangements			•			1b(4)		X
		or loan guarantees	•					16(5)		Х
			mbership or fundraising	solicitation	ns			1b(6)		X
			iling lists, other assets, o					10		X
d If th	ie answ	er to any of the above is	"Yes," complete the follow	wing sched	iule Column (b) should	always show t	he fair market value of the goods,	other ass	ets,	
or s	ervices	given by the reporting fo	oundation. If the foundati	on receive	d less than fair market v	alue in any trai	nsaction or sharing arrangement,	show in		
cot		<del></del>	other assets, or services							
(a) Line n	o (	(b) Amount involved			exempt organization	(d) D	escription of transfers, transactions, and	sharing ar	rangeme	nts
				N/A			<del> </del>			
					· · · · · · · · · · · · · · · · · · ·		<u> </u>		_	
	$\perp$					_	· <del></del>		_	
							· <del></del> ·			<del></del>
	-	<del></del>								
		-								
				<del></del>			<u> </u>			
		<del></del>								
	+	·								
	+			-						
-		·-··								
	1									
2a Ist	he foun	dation directly or indirec	tly affiliated with, or relati	ed to, one	or more tax-exempt orga	inizations desc	cribed			
ın s	ection	501(c) of the Code (othe	r than section 501(c)(3))	or ın secti	on 527?		[	Yes	X	☐ No
b If "\	/es,* co	mplete the following sch								
		(a) Name of org	janization		(b) Type of organization	n	(c) Description of relation	ship		
		N/A								
						-	······			
					<del></del>					
	Linder	negatives of periory. I declare	that I have exemined this retu	ım İncludine	a accompanying schedules a	nd statements a	and to the best of my knowledge			
Ci	and be	llef, it is true, correct, and cor	nplete Declaration of prepare	er (other than	taxpayer) is based on all info	ormation of which	h preparer has any knowledge re	lay the IRS turn with th	e prepai	rer
Sign Here		Santa Sici	with		4/3/13		si	X Yes		No No
11010	Sign	ature of officer or trustee		<u> </u>	Date	Title				_ 140
	O.g.	Print/Type preparer's na		eparer's si	nature C	Date	Check If PTIN			
		BRUCE A. R		[[	//		self- employed			
Paid		ESQUIRE	·	12	11/2/1	13/13	(//> PC	0451	775	
Prepa	arer		NADER HARRI	SON	SEGAL LEW	IS, LL	PI Firm's EIN ► 23-1	.3838	44	
Use (		· · · · · · · · · · · · · · · · · · ·			$\mathcal{U}$	<u> </u>				
	•	Firm's address ▶ 16	00 MARKET S	TREE	T, SUITE 36	00				
		PH	ILADELPHIA,	PA	19103-7286		Phone no. 215-	<u> 751 – </u>	<u> 200</u>	0

Part IV	Capital Gains and Los	sses for Tax on Investment Income				
	2-story br	describe the kind(s) of property solo ick warehouse, or common stock, 20	00 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
		STATEMENT, COPY		P		
		STATEMENT, COPY	ATTACHED	P		
		P GLOBAL 100			01/03/11	
				P	$\frac{12}{30}/11$	
	SHARES S&P			P		02/28/12
		L/C DIVID FD				07/25/12
		L/C DIVID FD		P	10/04/11	
		H DIV EQ FD		P P	08/10/11	07/25/12
1 0 . 4	969 WISDOMT			P		
	974 ISHARES		<del></del> -	P		
	01 JPMORGAN	INC BLDR FD S		P		
		MULT ASSET CL P	<u> </u>	P		
		K GLOBAL ALLOC		P	·	
	RLES SCHWAB			P		
		(f) Depreciation allowed	(g) Cost or other basis		Gain or (loss)	
(e) (	Gross sales price	(or allowable)	plus expense of sale		olus (f) minus (g)	1 (00
a	106,183.		104,503.			1,680. <189.>
b	11,141.		11,330.			
C	13,175. 27.		13,150.			25.
d	126.		116.			10.
<u>e</u>	3,216.		2,667.		· <del>-</del>	549.
f	1,089.		889.		·	200.
9	1,130.		900.	·-··		230.
<u>h</u>	24.		24.			0.
1	50.		48.			2.
k	38.		37.		<del></del>	1.
<del>"</del>	7.		7.			0.
m	8.		8.			0.
n	12.		11.			1.
0	135,875.		134,899.			976.
Comple	ete only for assets showing	ng gain in column (h) and owned by	the foundation on 12/31/69		ses (from col (h))	
(i) F N	/IV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		of col (h) gain over ot less than "-0-")	rcol (k),
a						1,680.
b						<189.
С					·	25.
d						3.
8						10.
<u>f</u>						549.
g						200.
<u>h</u>						230.
1						0.
<u></u>						2. 1.
<u>k</u>						0.
<u>+</u>						0.
<u>m</u>						1
<u>n</u>						976.
0		<u> </u>	<u> </u>		<del></del>	<u></u>
2 Capital g	gain net income or (net ca	pital loss) ( If gain, also enter "-C	in Part I, line 7 -" in Part I, line 7	2		
3 Net shor	rt-term capital gain or (lo: also enter in Part I, line 8,	ss) as defined in sections 1222(5) an column (c).	d (6)			
If (loss),	, enter "-0-" in Part I, line (	B		3		

Part IV		sses for Tax on Investment Income	,· -,	10		<u></u>
	2-story b	I describe the kind(s) of property solo nck warehouse, or common stock, 20	d, e.g , real estate, 00 shs MLC Co	(b) How acqui P - Purchas D - Donatio	e ( mo dou ur)	(d) Date sold (mo , day, yr )
1a CHA		, COPY ATTACHED		P		
b CAP	ITAL GAINS	DIVIDENDS				
С						
d						
е						
f						
9						
h	<del></del>					
<u> </u>						
<u> </u>				<del></del>		
<u>k</u>						
<u>'</u> 						
n		<u> </u>				
0						
	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)	
2	161,631.	,	155,471.			6,160.
a b	714.					6,160. 714.
c	- · · · · · · · · · · · · · · · · · · ·	"				
d	<del></del>					
e						
f					···	<u> </u>
9						
h						
<u> </u>						
1						
k						
1						_ <del></del> -
m	-					
n						
0 Compl	oto only for accets chown	l ng gain in column (h) and owned by	the foundation on 12/31/69		Losses (from col (h))	
	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	Gains (exce	ess of col (h) gain ove ut not less than "-0-")	
		45 01 12/01/50	, , , , , , , , , , , , , , , , , , ,		<del></del> .	6,160.
<u>a</u> b						714.
C	<del> </del>					
d						
e						
f						
g						
h						
1						
<u>i                                     </u>						
k						
1		-				
<u>m</u>						<del></del>
n		-				
0		<u> </u>	<u></u>	<del>  </del>		
2 Capital	gaın net income or (net c	apital loss) - { If gain, also enter =-(	r in Part I, line 7 )-" in Part I, line 7	2	·	10,362.
If gain,	also enter in Part I, line 8	iss) as defined in sections 1222(5) ar , column (c)	nd (6)		N/A	
<u> </u>	, enter "-0-" in Part I, line	<u> </u>	. <u>.</u>	3	N/A	

FORM 990-PF DIVIDENT	S AND	INTER	EST FROM	SECUR	RITIES	STATEMENT	1
SOURCE		GROSS	AMOUNT		TAL GAINS	COLUMN (A	7)
CHARLES SCHWAB MERRILL LYNCH	•		476. 9,022.		0. 714.		76. 308.
TOTAL TO FM 990-PF, PART I, I	LN 4		9,498.		714.	8,7	84.
FORM 990-PF		LEGAL	FEES			STATEMENT	2
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INVI MENT INC	EST-	(C) ADJUSTED NET INCOM		
SCHNADER HARRISON SEGAL & LEWIS LLP		2,950.		885.		2,0	65.
TO FM 990-PF, PG 1, LN 16A		2,950.		885.		2,0	65.
FORM 990-PF 0	OTHER	PROFES	SIONAL FI	EES		STATEMENT	3
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INV MENT IN		(C) ADJUSTED NET INCOM		
MERRILL LYNCH		1,368.	1	,368.			0.
TO FORM 990-PF, PG 1, LN 16C		1,368.	1	,368.			0.
		TAX	ES			STATEMENT	4
FORM 990-PF							
DESCRIPTION	EXPE	A)	(B) NET INV MENT IN		(C) ADJUSTED NET INCOM		
	EXPE	A) NSES	(B) NET INV		ADJUSTED	CHARITA	

FORM 990-PF C	THER INVESTMENT	S	STATEMENT 5
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
650 SECTOR SPDR ENGY SELECT	COST	46,046.	46,189.
650 VANGUARD BOND INDX FD	COST	55,174.	55,211.
1090 VANGUARD S&P 500 ETF	COST	69,802.	70,850.
930 VANGUARD WHITEHALL FDS HI DI	V COST	•	•
YLD		45,765.	46,249.
910 WISDOMTREE DIEFA	COST	39,639.	40,840.
750 WISDOMTREE EMERGING MKTS EQ	COST	•	•
INCOME		39,668.	39,945.
TOTAL TO FORM 990-PF, PART II, I	INE 13	296,094.	299,284.

### Sam & Kate Sidewater Foundation 23-2673126 12/01/2011 to 11/30/2012

1	Jewish Federation of S Palm Beach 9901 Donna Klein Blvd. Boca Raton, FL 33428	635.00
2	St Jude Children's Hospital 262 Danny Thomas Pl Memphis, TN 38105	100.00
3	Friends of Rittenhouse Square PO Box 1308 Philadelphia, PA 19103	250.00
4	Leukemia Society of Eastern PA 555 North Lane Suite 5010 Conshohocken PA 19428	150.00
5	JFSPBC - Jewish Federation of South Palm Beach County 9901 Donna Klein Blvd. Boca Raton, FL 33428	90.00
6	Wounded Warrior Project 1120 G Street NW, Suite 700 Washington, DC 20005	100.00
7	Atlanticare Fdn Suite 501 2500 English Creek Avenue Egg Harbor Township, NJ 08234	100.00
8	Boca Friends for Cancer Research 6616 NW 24th Ave Boca Raton, FL 33496	100.00
9	Hallahan Scholarship Fund 311 North 19th Street Philadelphia, PA 19103	2,000.00
10	Jewish Federation of South Jersey 1301 Springdale Road Cherry Hill, NJ 08003	180.00

### Sam & Kate Sidewater Foundation 23-2673126 12/01/2011 to 11/30/2012

11	Margate Lifeguard Assn 1 S. Washington Ave Margate, NJ 08402	50.00
12	Margate Police 1 S. Washington Ave Margate, NJ 08402	50.00
13	PA Hospital 800 Spruce St. Philadelphia PA 19107	200.00
14	Philadelphia Fringe Festival 919 N 5th St Philadelphia, PA 19123	1,000.00
15	Play for Pink 60 East 56th Street 8th Floor NY, NY 10022	290.00
16	Richard Simon Fdn for Alzheimer's 500 Shore Road Linwood, NJ 08221	250.00
17	Rodeph Shalom 615 North Broad Street Philadelphia PA 19123	2,850.00
18	St Bernadette of Lourdes Ch 1035 Turner Ave. Drexel Hill, PA 19026	250.00
19	American Red Cross 2025 E St. Washington DC 20006	200.00
20	Atlantic University 777 Glades Road Boca Raton, FL 33431	200.00

### Sam & Kate Sidewater Foundation 23-2673126 12/01/2011 to 11/30/2012

21	Jewish Federation of South Palm Beach County	50.00
	9901 Donna Klein Blvd	
	Boca Raton, FL 33428	
	Total	9,095.00

SAM FDTN MLPA

Account Number: 6JP-12418

24-Hour Assistance: (800) MERRILL-Access Code. 43-657-12418

February 01, 2012 - February 29, 2012

## YOUR CMA FOR TRUST TRANSACTIONS

SECURITY TRANSACTIONS (continued)
TRANSACTIONS CONDUCTED PER THE APPLICABLE WRITTEN AGREEMENT

Settlement Date	t Description	Transaction Type	Quantity	Unit Price	Debit	Credit	Accrued Interest Earned/(Paid)
02/29	02/29 BLACKROCK STRATEGIC	Sale	-1,623	9 7 600		15,842.21	
	INCOME OPPRTNTS PTF INST FRAC SHR QUANTITY 177	QUANTITY 177					
	CUS NO 09256H286						
02/29	PIMCO UNCONSTRAINED	Sale	-2,154	11.0300		23,766.24	
	BOND FUND CL P FRAC SHR QUANTITY	691			•	•	
	CUS NO 72201M453						
02/29	AMERICAN CENTURY EQUITY	Sale	4,011	7 5800		30,403,38	
	INCOME FD INV CUS NO 025076100						
	Subtotal (Sales)			;		117,323.86	
	TOTAL	•			130,439.00	117,323.86	

### REALIZED GAINS/(LOSSES)

		Acquired	Acquired Liquidation			Gains	Gains/(Losses) *
Description	Quantity	Date	Date	Sale Amount	Cost Basis	This Statement	Year to Date
HARTFORD GLB ALL ASSET!	3330.0000 01/10/11 02/28/12	01/10/11	02/28/12	37,129.50	37,495 80	(366 30)	
BLACKROCK STRATEGIC	1586 0000 09/08/10 02/28/12	09/08/10	02/28/12	15,479.35	15,891 72	(412 37)	
◆ BLACKROCK STRATEGIC	8.0000	8.0000 09/08/10 02/28/12	02/28/12	78 08	80 47	(5 39)	
◆ BLACKROCK STRATEGIC	10 0000	10 0000 09/29/10	02/28/12	09.76	06'66	(2.30)	
◆ BLACKROCK STRATEGIC	1.0000	1.0000 10/05/10	02/28/12	9.76	10 49	(73)	
◆ BLACKROCK STRATEGIC	4 0000	4 0000 10/05/10	02/28/12	39 04	40 52	(148)	
PIMCO UNCONSTRAINED	2125.0000 09/08/10	09/08/10	02/28/12	23,438.75	23,885 00	(446.25)	
AMER CNTY EQT INC FD INV	2020 0000 04/21/10	04/21/10	02/28/12	15,31160	13,998.60	1,31300	
AMER CNTY EQT INC FD INV	1925 0000 05/10/10	05/10/10	02/28/12	14,591.50	12,993.74	1,597 76	
AMER CNTY EQT INC FD INV	1.0000	1.0000 05/11/10	02/28/12	7.58	6.74	. 84	
Subtotal (Long-Term)						1,679.78	1,679 78
HARTFORD GLB ALL ASSET I	873.0000 04/18/11	04/18/11	02/28/12	9,733.95	9,995.85	(261.90)	
HARTFORD GLB ALL ASSET I	1 0000	1 0000 12/27/11	02/28/12	11.15	1105	.10	

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Merrill Lynch
Wealth Management
Bank of America Corporation

SAM FDTN MLPA

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Account Number: 6JP-12418

# YOUR CMA FOR TRUST TRANSACTIONS

February 01, 2012 - February 29, 2012

REALIZED GAINS/(LOSSES) (continued)	,				
Description	Acquired Liguidation Quantity Date ্যার্থ Date	Sale Amount	Cost Basis	Gains/ This Statement	Gams/(Losses) * nt Year to Date
HARTFORD GLB ALL ASSET I	2310 12/27/11 02/28/12	2 58	2.37	.21	
HARTFORD GLB ALL ASSET I	39.0000 12/27/11 02/28/12	434 85	399 75	35 10	
BLACKROCK STRATEGIC	1 0000 11/30/11 02/28/12	916	9.57	19	
BLACKROCK STRATEGIC	4.0000 11/30/11 02/28/12	39.04	37.99	105	
BLACKROCK STRATEGIC	4 0000 12/30/11 02/28/12	39.04	38.04	1.00	
BLACKROCK STRATEGIC	10000 01/31/12 02/28/12	9 1 6	09 6	16	
BLACKROCK STRATEGIC	1770 01/31/12 02/28/12	173	1.71	02	
BLACKROCK STRATEGIC	4 0000 01/31/12 02/28/12	39 05	38 72	33	
PIMCO UNCONSTRAINED	2 0000 08/31/11 02/28/12	22 06	22 00	90	
PIMCO UNCONSTRAINED	1 0000 09/30/11 02/28/12	11 03	1114	(11)	
PIMCO UNCONSTRAINED	2 0000 09/30/11 02/28/12	22 06	21.87	19	
PIMCO UNCONSTRAINED	2 0000 10/31/11 02/28/12	22 05	2192	13	
PIMCO UNCONSTRAINED	1.0000 11/30/11 02/28/12	11.03	10.94	60	
PIMCO UNCONSTRAINED	_	22.06	21.81	.25	
PIMCO UNCONSTRAINED	10000 12/28/11 02/28/12	11 03	1089	14	
PIMCO UNCONSTRAINED	15 0000 12/28/11 02/28/12	165 45	163 19	2 26	
PIMCO UNCONSTRAINED	10000 12/30/11 02/28/12	11.03	10.89	14	
PIMCO UNCONSTRAINED	1.0000 12/30/11 02/28/12	11.03	1089	14	
PIMCO UNCONSTRAINED	6910 01/31/12 02/28/12	7 62	7 55	20	
PIMCO UNCONSTRAINED	10000 01/31/12 02/28/12	1104	11.00	.04	
AMER CNTY EQT INC FD INV	29.0000 09/20/11 02/28/12	219.82	19893	20 89	
AMER CNTY EQT INC FD INV	1.0000 12/27/11 02/28/12	7 58	989	72	
AMER CNTY EQT INC FD INV	35.0000 12/27/11 02/28/12	265.30	255 49	981	
Subtotal (Short-Term)	••			(188 92)	(188 92)
TOTAL		117,323.86	115,833.00	1,490.86	1,490.86

<sup>\* -</sup> Excludes transactions for which we have insufficient data

<sup>◆</sup>This transaction has been identified as a "Wash Sale" based on IRS regulations. The Gain or (Loss) column reflects the deferred loss amount. The cost basis of the related purchase(s) has been adjusted by the deferred loss amount for this transaction

## charles SCHWAB

Schwab One® Trust Account of
S & C SIDEWATER TTEE SAM& KATE
SIDEWATER FOUN TR DTD 11/20/91
FBO CHARITABLE ORGANIZATIONS

Account Number 4488-6041

Statement Period November 1-30, 2012

## Investment Detail - Other Assets (continued)

	Quantity	Market Price	Market Value		Unrealized Gain or (Loss)		
Other Assets (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
VANGUARD WHITEHALL FUNDS	930.0000	49.7300	46,248.90		483.95		
HIGH DIVIDEND YIELD SYMBOL: VYM	930 0000	49.2096	45,764 95	11/08/12	483 95	22	Short-Term
WISDOMTREE DIEFA	910.0000	44.8800	40,840.80		1,201.35		
SYMBOL: DWM	910.0000	43.5598	39,639.45	11/08/12	1,201.35	22	Short-Term
WISDOMTREE EMERGING MKTS	750.0000	53.2600	39,945.00		276.57		
EQUITY INCOME FUND SYMBOL: DEM	750.0000	52.8912	39,668.43	11/08/12	276.57	22	Short-Term
Total Other Assets	4,980.0000		299,284.70		3,190.18		
ので、また、大きなので、これはは他のこ		*Total Cost Basis:	296,094.52				

306,915.70	306,915.70	296,094.52	
Total Investment Detail	Total Account Value	Total Cost Basis	and the second s

### Realized Gain or (Loss)

		Acquired/ Sold/	Sold/			Realized
Short Term	Quantity/Par	Opened	Opened Closed	Total Proceeds	Cost Basis	Gain or (Loss)
BLACKROCK GLOBAL ALLOCATION INSTL CL: MALOX	57.0000	12/20/11 11/08/12	11/08/12	1,101.92	1,015.13 <sup>t</sup>	86.79
ISHARES TR S&P 100 INDEXS & P 100 INDEX · OEF	1.0000	12/30/11 11/08/12	11/08/12	63.97	57.24 <sup>t</sup>	6.73

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### Charles SCHWAB INSTITUTIONAL

Schwab One® Trust Account of S & C SIDEWATER TTEE SAM& KATE FBO CHARITABLE ORGANIZATIONS SIDEWATER FOUN TR DTD 11/20/91

Account Number 4488-6041

November 1-30, 2012 Statement Period

## Realized Gain or (Loss) (continued)

	-			* * * * * * * * * * * * * * * * * * * *			
7.135.71	290.369.70	297.505.41			The state of the s		Total Realized Gain or (Loss)
6,159.94	155,470.67	E. 761,630.61				in the production of the second	Total Long Term
443 03	1,734.71 ¹	2,177.74	11/08/12	10/04/11	41.0000	NRGECAP	WISDOMTREE LARGECAP DIV LARGECAP DIVIDEND: DLN
(1,042.81)	46,798.94 <sup>t</sup>	45,756.13	11/08/12	multiple	4,025.0000	P : PGAPX	PIMCO GLOBAL MULTI ASSET P: PGAPX
1,309.06	48,515.12 <sup>t</sup>	49,824.18	11/08/12	multiple	5,148.0000	SLCT: JNBSX	JPMORGAN INCM BUILDER FD SLCT: JNBSX
13.03	50.94 t	63.97	11/08/12	10/03/11	1.0000	• 100 INDEX:	ISHARES TR S&P 100 INDEXS & P 100 INDEX: OEF
5.39	58.58 1	63.97	11/08/12	06/30/11	1.0000	o 100 INDEX:	ISHARES TR S&P 100 INDEXS & P 100 INDEX: OEF
1,522.64	13,190.50 <sup>t</sup>	14,713.14	11/08/12	01/03/11	230.0000	o 100 INDEX:	ISHARES TR S&P 100 INDEXS & P 100 INDEX: OEF
407.52	1,705.32 <sup>t</sup>	2,112.84	11/08/12	08/10/11	36.0000	I DIVIDEND	ISHARES TR HIGH DIVID EQHIGH DIVIDEND EQUITY FD: HDV
3,502.08	43,416.56 <sup>t</sup>	46,918.64	11/08/12	multiple	2,427.0000	ALLOCATION INSTL	BLACKROCK GLOBAL ALLOC CL: MALOX
Gain or (Loss)	Cost Basis	Total Proceeds	Closed	Opened	Quantity/Par		Long Term
Realized			Sold/	Acquired/			
975.77	134,899.03	135,874.80			, to		Total Short Term
6.75	46.37 ¹	53.12	11/08/12	12/29/11	1.0000	NRGECAP	WISDOMTREE LARGECAP DIV LARGECAP DIVIDEND: DLN
(813.74)	1 20.737.05	66,923.31	11/08/12	multiple	5,887.0000	P : PGAPX	PIMCO GLOBAL MULTI ASSET P : PGAPX
1,689.24	66,043 24 t	67,732.48	11/08/12	multiple	6,998.3490	SLCT: JNBSX	JPMORGAN INCM BUILDER FD SLCT: JNBSX
Gain or (Loss)	Cost Basis	Total Proceeds	Closed	Opened	Quantity/Par		Short Term (continued)
Realized			Sold/	Acquired/			

investment is not available, the investment will not be listed here
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options

