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Form **990-PF**

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation GRACE S. AND W. LINTON NELSON FOUNDATION		A Employer identification number 22-2583922
Number and street (or P O box number if mail is not delivered to street address) 940 W. VALLEY ROAD	Room/suite SUITE 1601	B Telephone number (see instructions) 610-975-9169
City or town, state, and ZIP code WAYNE, PA 19087-1853		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 18,953,822	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

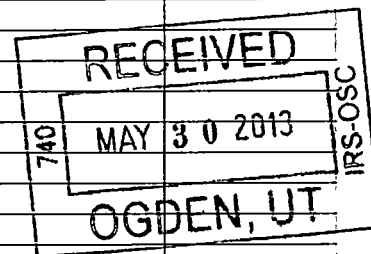
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	473,900	473,900		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	656,662			
	b Gross sales price for all assets on line 6a	4,707,767			
	7 Capital gain net income (from Part IV, line 2)		656,662		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,130,562	1,130,562			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	147,783	16,000		131,783
	14 Other employee salaries and wages	45,370	0		45,370
	15 Pension plans, employee benefits	32,861	2,014		30,847
	16a Legal fees (attach schedule)	59	0		59
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	48,125	40,000		8,125
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	20,202	5,203		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	25,285	0		25,285
	21 Travel, conferences, and meetings	1,478	544		934
	22 Printing and publications	285	207		78
	23 Other expenses (attach schedule)	18,805	630		18,175
	24 Total operating and administrative expenses. Add lines 13 through 23	340,253	64,598		260,656
	25 Contributions, gifts, grants paid	502,656			502,656
26 Total expenses and disbursements. Add lines 24 and 25	842,909	64,598		763,312	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	287,653				
b Net investment income (if negative, enter -0-)		1,065,964			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form **990-PF** (2012)

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	104	18,699	18,699
	2 Savings and temporary cash investments	24,381	110,021	110,021
	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 schedule) ▶			
	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 ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	16,722,098	16,896,404	18,825,102
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	16,746,583	17,025,124	18,953,822
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ PAYROLL WITHHOLDING)	9,875	751	
	23 Total liabilities (add lines 17 through 22)	9,875	751	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	16,746,583	17,025,124	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	16,736,708	17,024,373	
	31 Total liabilities and net assets/fund balances (see instructions)	16,746,583	17,025,124	

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	16,736,708
2 Enter amount from Part I, line 27a	2	287,653
3 Other increases not included in line 2 (itemize) ▶ Adjustment to Cost Basis	3	12
4 Add lines 1, 2, and 3	4	17,024,373
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	17,024,373

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT 6				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
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	656,662
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	

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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	793,035	17,998,159	.044062
2010	841,692	16,981,024	.049567
2009	1,018,195	14,927,066	.068211
2008	1,135,297	18,138,939	.062589
2007	1,261,527	21,561,311	.058509
2 Total of line 1, column (d)			2 0.282938
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 0.056588
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 18,169,320
5 Multiply line 4 by line 3			5 1,028,165
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 10,660
7 Add lines 5 and 6			7 1,038,825
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 763,312

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1		21,319
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		0
3	Add lines 1 and 2	3		21,319
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		21,319
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		21,325
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		21,325
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		6
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax 6 Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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? <i>If "No," attach explanation</i>	✓	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ► www.nelsonfoundationpa.org

14 The books are in care of ► ALEXANDRA A. ALDRIDGE Telephone no. ► 610-975-9169
 Located at ► 940 W. VALLEY ROAD, SUITE 1601, WAYNE, PA ZIP+4 ► 19087-1853

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ☐
 and enter the amount of tax-exempt interest received or accrued during the year . . . N/A ► 15

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . ☐
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

16	Yes	No
		✓

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . ☐ Organizations relying on a current notice regarding disaster assistance check here . . . ☐	1b	✓
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . . ☐	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) . . . N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 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 2012.) . . . N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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 2012?	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))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No **5b**Organizations relying on a current notice regarding disaster assistance check here ☐ **5b****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? ☐ Yes ☒ No **6b**

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

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

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
NONE				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 N/A	
2	
All other program-related investments See instructions	
3 N/A	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	18,324,972
b	Average of monthly cash balances	1b	121,038
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	18,446,010
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	18,446,010
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	276,690
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,169,320
6	Minimum investment return. Enter 5% of line 5	6	908,466

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	908,466
2a	Tax on investment income for 2012 from Part VI, line 5	2a	21,319
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	21,319
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	887,147
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	887,147
6	Deduction from distributable amount (see instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	887,147

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	763,312
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	763,312
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)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	763,312

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				887,147
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	215,461			
b From 2008	252,258			
c From 2009	280,344			
d From 2010	21,114			
e From 2011	0			
f Total of lines 3a through e	769,177			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 763,312				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2012 distributable amount				763,312
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	123,835			123,835
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	645,342			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	91,626			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	553,716			
10 Analysis of line 9:				
a Excess from 2008	252,258			
b Excess from 2009	280,344			
c Excess from 2010	21,114			
d Excess from 2011	0			
e Excess from 2012	0			

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 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	N/A				
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 $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

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

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 or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 8A

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

SEE STATEMENTS 8A AND 8B

- c** Any submission deadlines:

SEE STATEMENT 8A

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

SEE STATEMENT 8A

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

[illegible]

b If "Yes," complete the following schedule

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

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

Alexandra M. Clark 5/14/2013 PRESIDENT
Signature of officer or trustee Date Title

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

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	SELF PREPARED				
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

THE GRACE S. & W. LINTON NELSON FOUNDATION
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PART I, Line 16(a)	LEGAL FEES	STATEMENT 1
---------------------------	-------------------	--------------------

<u>DESCRIPTION</u>	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
Montgomery, McCracken, Walker & Rhoads, LLP	59.	0.		59.

PART I, Line 16(c)	OTHER PROFESSIONAL FEES	STATEMENT 2
---------------------------	--------------------------------	--------------------

<u>DESCRIPTION</u>	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
Hartland & Co., Investment consultant	40,000.	40,000.		0.
Capacity for Change Management consultant	<u>8,125.</u>	<u>0.</u>		<u>8,125.</u>
TOTAL	48,125.	40,000.		8,125.

PART I, Line 18	TAXES	STATEMENT 3
------------------------	--------------	--------------------

<u>DESCRIPTION</u>	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
Excise Taxes	14,999.			
Foreign Tax Withheld	<u>5,203.</u>	<u>5,203.</u>		<u>0.</u>
TOTAL	20,202.	5,203.		0.

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PART I, Line 23	OTHER EXPENSES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
Postage	219.	0.		219.
Records Management	1,683.	0.		1,683.
Computer/Technology	12,828.	0.		12,828.
Office Supplies	816.	163.		653.
Professional Assn. Dues	695.	0.		695.
D&O Liability Ins.	1,250.	250.		1,000.
Workers Compensation Ins.	935.	187.		748.
Misc. Office Expenses	349.	0.		349.
Investment Transaction Fees	30.	30.		0.
TOTAL	18,805.	630.		18,175.

PART II, Line 13 **INVESTMENTS-OTHER** **STATEMENT 5**

End of Year 2012 (12/31/12)	Col. (b) Book Value (Cost)	Col. (c) Fair Market Value
<u>Mutual Funds</u>		
T. Rowe Price Small Stock Fund	749,186.33	1,010,360.89
Harbor Fund International	677,391.70	1,227,281.92
Dodge & Cox Stock Fund	1,430,798.84	1,707,848.50
Vanguard 500 Index Fund-Signal	1,612,959.68	1,839,037.11
PIMCO Total Return Fund	2,503,607.63	2,608,637.73
PIMCO All Asset Fund	1,095,493.99	1,098,935.79
Dodge & Cox International Stock	1,090,205.80	1,076,005.66
Vanguard Short-Term Bond Index	567,901.43	577,303.19
Seix High Yield Fund-I	432,921.47	495,311.54
American Euro-Pacific Growth	988,681.10	1,046,548.12
Seix Floating Rate High Income	530,324.15	539,110.85
DFA Five-Year Global Fixed Income	1,281,800.73	1,256,009.47
The Merger Fund	510,137.99	507,662.35
Wells Fargo Advantage Asset Allocation Fund	1,028,392.09	1,036,381.78
Harbor Capital Appreciation Fund-I	1,613,195.94	1,611,332.86
<u>Exchange Traded Fund</u>		
Midcap SPDR Trust Series One	783,405.13	1,187,334.66
Total	16,896,404.00	18,825,102.42
Rounded to	\$16,896,404	\$18,825,102

THE GRACE S. & W. LINTON NELSON FOUNDATION
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PART IV CAPITAL GAINS/LOSSES FOR TAX ON INVESTMENT INCOME STATEMENT 6

ALL PROPERTY SOLD WAS ACQUIRED BY PURCHASE - P (Part IV Column (b))
ACQUISITION DATES AND SALES DATES VARY (Part IV Columns (c) and (d))

	<u>Sales Price</u>	<u>Cost/Basis</u>	<u>Gain/(Loss)</u>
1. Mutual Funds	\$4,647,800.44	4,135,435.36	512,365.08
2. Exchange-Traded Fund	59,967.05	42,484.77	17,482.28
3. Capital Gains Distributions	<u>4,707,767.49</u>	<u>4,177,920.13</u>	<u>126,814.86</u>
			656,662.22

Total Gain/(Loss) on Investment, PART IV, LINE 2 (rounded) 656,662

SEE attached schedules for a detailed breakdown of sales and capital gains distributions

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Capital Gains - Last year
 1/1/2012 through 12/31/2012

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
DFA Five-Year Global Fixed Income Fund						
DFA Five-Year Global Fixed I...	26,619.343	8/19/2011	8/1/2012	300,000.00	303,012.12	-3,012.12
				300,000.00	303,012.12	-3,012.12
Dodge & Cox Stock Fund						
Dodge & Cox Stock Fund	1,332.268	11/30/2010	7/31/2012	150,000.00	135,884.53	14,115.47
				150,000.00	135,884.53	14,115.47
Harbor Fund International - Inst'l.						
Harbor Fund International - I...	5,854.801	11/30/2010	11/6/2012	350,000.00	197,502.77	152,497.23
				350,000.00	197,502.77	152,497.23
NB Lg Cap Discip. Growth						
NB Lg Cap Discip. Growth	13,315.579	11/30/2010	7/31/2012	100,000.00	97,245.43	2,754.57
NB Lg Cap Discip. Growth	194,009.796	11/30/2010	10/9/2012	1,521,036.80	1,416,879.08	104,157.72
NB Lg Cap Discip. Growth	469.571	12/17/2010	10/9/2012	3,681.44	3,429.34	252.10
NB Lg Cap Discip. Growth	414.975	12/19/2011	10/9/2012	3,253.40	3,030.62	222.78
NB Lg Cap Discip. Growth	10,054.694	12/19/2011	10/9/2012	78,828.80	73,430.75	5,398.05
				1,706,800.44	1,594,015.22	112,785.22
PIMCO All Asset Fund-Inst'l.						
PIMCO All Asset Fund-Inst'l.	52,974.735	11/30/2010	7/31/2012	650,000.00	664,102.31	-14,102.31
				650,000.00	664,102.31	-14,102.31
PIMCO Total Return Fund-Inst'l.						
PIMCO Total Return Fund-In...	13,077.594	11/30/2010	7/31/2012	150,000.00	140,693.15	9,306.85
				150,000.00	140,693.15	9,306.85
Seix High Yield Fund-I						
Seix High Yield Fund-I	6,993.007	11/30/2010	11/6/2012	70,000.00	62,005.21	7,994.79
				70,000.00	62,005.21	7,994.79

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Capital Gains - Last year
 1/1/2012 through 12/31/2012

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SPRD S&P Midcap Tr						
SPRD S&P Midcap Tr	350,000	11/30/2010	7/31/2012	59,967.05	42,484.77	17,482.28
				59,967.05	42,484.77	17,482.28
T. Rowe Price Small Cap Stock Fund						
T. Rowe Price Small Cap Sto...	25,032.938	11/30/2010	2/28/2012	380,000.00	274,397.90	105,602.10
T. Rowe Price Small Cap Sto...	8,091.706	11/30/2010	5/9/2012	120,000.00	88,697.03	31,302.97
T. Rowe Price Small Cap Sto	8,168.822	11/30/2010	5/29/2012	120,000.00	89,542.33	30,457.67
T. Rowe Price Small Cap Sto...	3,371.544	11/30/2010	7/31/2012	50,000.00	36,957.09	13,042.91
T. Rowe Price Small Cap Sto...	6,406.150	11/30/2010	11/6/2012	100,000.00	70,220.85	29,779.15
				770,000.00	559,815.20	210,184.80
Vanguard S&P 500 Idx Fd-Signal						
Vanguard S&P 500 Idx Fd-Si ..	1,549.195	11/30/2010	1/9/2012	151,000.00	146,175.64	4,824.36
Vanguard S&P 500 Idx Fd-Si ..	917.852	11/30/2010	11/6/2012	100,000.00	87,270.94	12,729.06
				251,000.00	233,446.58	17,553.42
Vanguard Short Term Bond Idx Signal						
Vanguard Short Term Bond I. .	23,430.178	4/8/2011	7/31/2012	250,000.00	244,958.27	5,041.73
				250,000.00	244,958.27	5,041.73
				4,707,767.49	4,177,920.13	529,847.36

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ST CapGnDst - Last year
 1/1/2012 through 12/31/2012

Page 1

Date	Security	Quote/Price	Shares	Amount Invested
DFA Five-Year Global Fixed Income Fund				
12/12/2012	DFA Five-Year Global Fixed I.	11.160	308.294	3,440.56
TOTAL DFA Five-Year Global Fixed Income Fund				3,440.56
PIMCO Total Return Fund-Inst'l.				
12/12/2012	PIMCO Total Return Fund-In...	11.360	3,052.484	34,676.22
12/14/2012	PIMCO Total Return Fund-In..	11.579	0.019	0.22
TOTAL PIMCO Total Return Fund-Inst'l.				34,676.44
T. Rowe Price Small Cap Stock Fund				
12/20/2012	T. Rowe Price Small Cap Sto ..	15.100	919.456	13,883.78
TOTAL T. Rowe Price Small Cap Stock Fund				13,883.78
The Merger Fund				
12/28/2012	The Merger Fund	15.770	125.689	1,982.12
TOTAL The Merger Fund				1,982.12
Vanguard Short Term Bond Idx Signal				
3/30/2012	Vanguard Short Term Bond I...	10.610	7.232	76.73
12/21/2012	Vanguard Short Term Bond I...	10.620	20.378	216.41
TOTAL Vanguard Short Term Bond Idx Signal				293.14
OVERALL TOTAL				54,276.04

_LT CapGnDst - Last year
 1/1/2012 through 12/31/2012

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Date	Security	Quote/Price	Shares	Amount Invested
DFA Five-Year Global Fixed Income Fund				
12/12/2012	DFA Five-Year Global Fixed I...	11.160	745.872	8,323.93
TOTAL DFA Five-Year Global Fixed Income Fund				8,323.93
PIMCO Total Return Fund-Inst'l.				
12/12/2012	PIMCO Total Return Fund-In...	11.360	2,240.473	25,451.77
12/14/2012	PIMCO Total Return Fund-In...	11.356	0.059	0.67
TOTAL PIMCO Total Return Fund-Inst'l.				25,452.44
T. Rowe Price Small Cap Stock Fund				
12/20/2012	T. Rowe Price Small Cap Sto...	15.100	2,465.814	37,233.79
TOTAL T. Rowe Price Small Cap Stock Fund				37,233.79
Vanguard Short Term Bond Idx Signal				
3/30/2012	Vanguard Short Term Bond I...	10.610	21.696	230.19
12/21/2012	Vanguard Short Term Bond I...	10.620	122.266	1,298.47
TOTAL Vanguard Short Term Bond Idx Signal				1,528.66
OVERALL TOTAL				72,538.82

THE GRACE S. & W. LINTON NELSON FOUNDATION

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PART VIII-1 - List of officers, directors, managers and their compensation

STATEMENT 7

<u>(a) Name and address</u>	<u>(b) Title, and average hours per week devoted to position</u>	<u>(c) Compensation</u>	<u>(d) Contributions to employee benefit plans and deferred compensation</u>	<u>(e) Expense account, other allowances</u>
Alexandra A. Aldridge 940 W. Valley Rd., #1601 Wayne, PA 19087-1853	Director, President and Assistant Treas. - 35 hours/week	\$80,000.	\$2,400.	-0-
Fred C. Aldridge, Jr. 940 W. Valley Rd., #1601 Wayne, PA 19087-1853	Director, Treasurer and Foundation Consultant - 4 hours/week	\$ 8,500.	-0-	-0-
Beth A. Coyne 940 W. Valley Rd., #1601 Wayne, PA 19087-1853	Director 1-1/2 hours/week			
Richard J. Flannery 940 W. Valley Rd., #1601 Wayne, PA 19087-1853	Director, Assistant Treas. 1-1/2 hours/week	-0-	-0-	-0-
Gloria S. Feldman 940 W. Valley Rd., #1601 Wayne, PA 19087-1853	Corporate Secretary and Executive Administrator - 35 hours/week	\$59,283.	\$6,681.	-0-

THE GRACE S. & W. LINTON NELSON FOUNDATION

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PART XV 2(a), 2(b), 2(c), 2(d)

STATEMENT 8A

2(a) Submission of Application

Applications made prior to January 1, 2013, should be addressed to Alexandra A. Aldridge, President, 940 W. Valley Road, Suite 1601, Wayne, PA 19087-1853, 610-975-9169.

Effective January 1, 2013, the Foundation transitioned to an online grant system, requiring all funding requests and follow-ups to be submitted online; the Foundation will no longer accept or process any hard copy applications. The Foundation's online grant system may be accessed by going to the Applying for a Grant page of the Foundation's website (<http://www.nelsonfoundationpa.org/applying/index.html>) and clicking on "Enter Application Area."

2(b) Application Form and Required Information and Materials

As of January 1, 2013, the Foundation added a Letter of Intent (LOI) phase to its application process. After review of the LOI by the Foundation, selected applicants may be moved on to the application phase. The form of Grant Application to be completed through the Foundation's grant application software is attached as STATEMENT 8B. This form may be modified from time to time but the information and materials required should remain substantially the same.

2(c) Submission Deadlines

Starting January 1, 2013, the Foundation will consider requests for grants twice a year through its online grant system. At this time, the deadlines to submit a letter of intent are January 31 and August 31 and the deadlines to submit an application (if invited) are March 15 and October 15. Please refer to the Foundation's website for the most current deadline information.

2(d) Restrictions or limitations on awards

Who and What We Fund

- 501(c)(3) organizations that expand opportunities for children and youth to become responsible, productive and engaged members of their communities by improving the academic, character and leadership development of children and youth.
- While the Foundation has a particular interest in supporting the development of children and youth ages 6 to 18, support is not limited to that age group.
- Organizations of all sizes are welcome to apply. However, the Nelson Foundation believes that it may have the greatest impact when it supports smaller organizations.
- Funding is restricted to organizations serving the following counties in Pennsylvania: Chester, Delaware, Montgomery and Philadelphia.
- Types of funding may include general operating support, capital support, program support or seed funding.

THE GRACE S. & W. LINTON NELSON FOUNDATION
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PART XV 2(a), 2(b), 2(c), 2(d) (continued from previous page)

STATEMENT 8A

We are particularly focused on supporting non-profit organizations whose work aligns well with the Foundation's strategic priorities. These include to:

- Fill gaps in life skills education and experiences for children and youth that will prepare them for success in their personal lives, in education, in the workplace, and in their communities;
- Invest in new ideas and new resources that will benefit children and youth; and
- Provide for unmet needs of children and youth, the lack of which may hinder their development.

What We Do Not Fund

Activities or services taking place outside the Pennsylvania counties of Chester, Delaware, Montgomery and Philadelphia; grants to individuals; grants to national or umbrella organizations; purchase of tickets, tables, ads or sponsorships; support of parties, conferences, fairs and fundraising events; treatment programs including drug abuse, mental health, physical disabilities, terminal illnesses and bereavement programs; routine social services or counseling; religious education; individual private schools; individual public or charter schools; fellowships, grants in aid of travel or research; individual daycare; disease research; public policy research or advocacy; hospitals; or programs for animals.

Please refer to the Foundation's website at www.nelsonfoundationpa.org for more information on the organizations and types of funding we provide.

Termination of Nelson Scholarship Program

The Foundation has decided to terminate the Nelson Scholarship Program, which provides four-year scholarships to high school seniors at four specific schools in the Philadelphia area to attend the undergraduate program of the Wharton School of the University of Pennsylvania. The last scholarship was awarded in the spring of 2012. The Foundation will support the current scholars through the graduation of the last scholar in the spring of 2016.

THE GRACE S. & W. LINTON NELSON FOUNDATION

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PART XV 2 (b)

STATEMENT 8B

Attached is the current Application form required to be completed in the Foundation's online grant system by all organizations wishing to submit grant proposals to the Foundation.

2013 Spring Grant Cycle

Grace S. and W. Linton Nelson Foundation

Report Fields

Project Name*

(If requesting general operating support, please enter "General Operating")

Character Limit: 44

Project Description*

Provide a brief descriptive name that reflects the purpose of this grant request.

Character Limit: 200

Amount Requested*

Character Limit: 100

Funding Type*

Choices

General Operating Support

Capital Support

Program Support

Seed Funding

Annual Operating Budget*

Provide the total annual budget for your organization.

Character Limit: 20

Annual Project Budget*

Provide the total project budget. If your organization is requesting general operating support, then the project budget should be the same as the operating budget.

Character Limit: 20

Grant Period*

Describe briefly when the grant monies would be expended. Make sure to indicate the year and period in which the project will use the grant. For example, "A grant from the Nelson Foundation would be used during the upcoming academic year, beginning September 2013 and ending June 2014."

Character Limit: 250

Number of Volunteers*

Please provide the number of volunteers who are currently involved in the project.

Character Limit: 6

Number of Children and Youth Served*

Please provide the annual number of children and youth directly served by the project.

Character Limit: 6

Target Audience of Project*

Please provide a description of the children and youth to be served by the project, noting demographics and need.

Character Limit: 1500

Site Visit

(internal use only)

Choices

Required

Time permitting

Not necessary

Number Served in Chester County*

Enter the number of children and youth to be served by the project in Chester County, Pennsylvania. If no children or youth are served in Chester County, please indicate by entering "0."

Character Limit: 6

Number Served in Delaware County*

Enter the number of children and youth to be served by the project in Delaware County, Pennsylvania. If no children or youth are served in Delaware County, please indicate by entering "0."

Character Limit: 6

Number Served in Montgomery County*

Enter the number of children and youth to be served by the project in Montgomery County, Pennsylvania. If no children or youth are served in Montgomery County, please indicate by entering "0."

Character Limit: 6

Number Served in Philadelphia County*

Enter the number of children and youth to be served by the project in Philadelphia County, Pennsylvania. If no children or youth are served in Philadelphia County, please indicate by entering "0."

Character Limit: 6

Number Served in Other Areas*

Enter the number of children and youth to be served by the project in other geographic areas. If no children or youth are served in other geographic areas, please indicate by entering "0."

Character Limit: 6

Number Served in Pre School*

Enter the number of **pre school-aged** children to be served by the project. If no pre school-aged children are served, please indicate by entering "0".

Character Limit: 6

Number Served in Elementary School*

Enter the number of **elementary school-aged** children to be served by the project. If no elementary school-aged children are served, please indicate by entering "0".

Character Limit: 6

Number Served in Middle School*

Enter the number of **middle school-aged** youth to be served by the project. If no middle school-aged youth are served, please indicate by entering "0".

Character Limit: 6

Number Served in High School*

Enter the number of **high school-aged** youth to be served by the project. If no high school-aged youth are served, please indicate by entering "0".

Character Limit: 6

Number Served Post High School*

Enter the number of youth to be served **post high school** by the project. If no youth are served after high school, please indicate by entering "0".

Character Limit: 6

Project Information

Alignment with Nelson Foundation Mission and Strategic Priorities*

In the space below, describe how the project:

- (1) advances academic, character and/or leadership development so that children and youth become productive and engaged citizens and
- (2) relates to the Foundation's strategic priorities.

Character Limit: 2000

Project Specifics*

In the space below, please describe the following aspects of the project:

- (1) frequency and duration (e.g. the project is held two times a week from Sept-May every year)

- (2) description of a typical project week, including types and durations of activities
- (3) average number of children or youth served per week and
- (4) number of full- and part-time staff dedicated to the project serving children or youth on a weekly basis.

Character Limit: 3000

Expected Project Outcomes/Results*

In numeric form, please list the anticipated outcomes of the project in the grant period. If the project has longer-term outcomes, provide that information as well.

Character Limit: 2000

Measurement of Project Outcomes/Results*

Please explain how you evaluate your project and measure outcomes/results. Make sure to provide the most recent information available. If available, long-term results for the project may be included here.

Character Limit: 2000

Volunteer Services*

In the space below, provide a brief profile of the project's volunteer base. You should describe the types of services and activities the organization's volunteers provide to the project and the number of volunteers that serve the project's children and youth during a typical project week.

Character Limit: 1500

Volunteer Training*

Briefly describe the type of training the organization provides to the project's volunteers.

Character Limit: 1000

Fees*

Are there fees for some or all of the project's services?

Choices

Yes

No

Fee Structure

If your organization does charge for project services, please explain your fee structure. *For example: Is there a sliding scale based on clients' ability to pay?*

Character Limit: 500

Project Budget*

Please attach a copy of the project budget **for the grant period** noting expenses and revenue. For revenue, please include fee income as well as a detailed breakdown of all institutional donors (foundation, corporate and government) with amounts committed, pending or to be requested.

File Size Limit: 2 MB

Key Personnel*

Please upload current resumes and job descriptions of key personnel involved with the project.

File Size Limit: 5 MB

Organizational Information

Full-time Employees*

Please provide the number of full-time employees that your organization employs.

Character Limit: 5

Part-time Employees*

Please provide the number of part-time employees that your organization employs.

Character Limit: 5

Board of Directors*

Please provide below or upload a file with a list of members of the Board of Directors, including their business / professional affiliations

Character Limit: 2000 | File Size Limit: 1 MB

Key Objectives of Strategic Plan*

If you have a strategic plan, please provide an overview of the plan, including key objectives and the time frame of the plan. As an alternative, you may upload an executive summary of the organization's strategic plan. If the organization does not have a strategic plan or the current plan is expiring shortly, please explain whether a (new) plan is being developed.

Character Limit: 3000 | File Size Limit: 1 MB

Governance and Financial Sustainability

Describe the organization's business plan for governance and financial sustainability. Please include:

- (1) the fundraising goals by source and, for the year which encompasses this grant request, the progress toward those goals by source and
- (2) barriers and opportunities for funding that the organization has experienced in the past two years.

Character Limit: 3000

Organization's Annual Operating Budget*

Please attach a copy of the organization's annual operating budget for the grant period.

File Size Limit: 2 MB

Audited Financial Statements

If the organization has audited financial statements, please upload the most recent set here, including the **Independent Auditors' Report** as well as the **Management Letter** provided by the independent auditors.

File Size Limit: 8 MB

Explanation for Lack of Audited Financials

If the organization does not have audited financial statements to upload, please explain why below.

Character Limit: 1000

IRS Form 990 Filing Verification*

Did the organization file a Form 990 within the last 12 months?

Choices

Yes

No

Report on Prior Grant Submitted*

Indicate below if you have submitted a report for the last grant awarded by the Nelson Foundation. If you have never submitted a grant proposal to the Nelson Foundation, or you have not been awarded a grant in the last five years, please check "new applicant."

Choices

Yes

No

New applicant

Electronic Signature and Certification

By entering the data into the next three fields you verify that all of the information provided in this application is true and correct and you agree that you are an officer or other agent of the Applicant duly authorized to enter into legally binding agreements on behalf of the Applicant. **Insertion of data into these fields constitutes an electronic signature.**

Name / Authorized Signature*

Enter your full name and job title below.

Character Limit: 200

Title*

Character Limit: 150

Date*

Enter the date of application submission.

Character Limit: 10

THE GRACE S. & W. LINTON NELSON FOUNDATION
22-2583922
2012 - 990PF

SCHEDULE - PART XV 3(a)

STATEMENT 9

Grants and Contributions Paid During the Year

See attached schedule

GRACE S. W. LINTON NELSON FOUNDATION
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Schedule Part XV-3(a)

RECIPIENT Name and Address	Relationship to Fdn Manager or substantial contributor	Non-Profit Designation of Recipient	Purpose of Grant or Contribution	AMOUNT
Academy of Natural Sciences 1900 Benjamin Franklin Parkway Philadelphia, PA 19103-1195	N/A	509(a)(2)	WINS Education Program	\$5,000
After-School Activities Partnership (ASAP) 1520 Locust Street, Suite 1104 Philadelphia, PA 19102	N/A	170(b)(1)(A)(vi)	After-School program	\$2,500
American Red Cross -- SEPA 23rd & Chestnut Streets Philadelphia, PA 19103	N/A	509(a)(1)	After-School program \$7500 Hurricane Sandy Relief \$5,000	\$12,500
Bethel Academy 163 Sheldon Lane Ardmore, PA 19003	N/A	170(b)(1)(A)(vi)	After-School program	\$1,000
Big Brothers Big Sisters of Southeastern Pennsylvania 530 DeKalb Street Norristown, PA 19404	N/A	509(a)(1)	Mentoring Program	\$6,250
Boy Scouts of America/Chester County 504 South Concord Road West Chester, PA 19382-5261	N/A	509(a)(1)	ScoutReach	\$5,000

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Schedule Part XV-3(a)

RECIPIENT Name and Address	Relationship to Fdn Manager or substantial contributor	Non-Profit Designation of Recipient	Purpose of Grant or Contribution	AMOUNT
Boy Scouts of America/Cradle of Liberty Council 22 nd & Winter Streets Philadelphia, PA 19103	N/A	509(a)(1)	ScoutReach	\$20,000
Boys & Girls Clubs-North Penn & Indian Valleys P.O. Box 103 Lansdale, PA 19446-0103	N/A	509(a)(2)	After School program	\$5,000
Brandywine Health Foundation 50 South First Avenue Coatesville, PA 19320	N/A	509(a)(1)	Coatesville Youth Initiative	\$2,000
Breakthrough of Greater Philadelphia Germantown Friends School 34 West Coulter Street Philadelphia, PA 19144	N/A	509(a)(1)	Academic Enrichment Program for Youth	\$15,000
CASA of Philadelphia County 1940 Brandywine Street Philadelphia, PA 19130	N/A	170(b)(1)(A)(vi)	Direct advocacy for children/youth	\$2,500
CASA/Youth Advocates P.O. Box 407 Media, PA 19603	N/A	509(a)(1)	Direct advocacy for children/youth	\$4,000

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RECIPIENT Name and Address	Relationship to Fdn Manager or substantial contributor	Non-Profit Designation of Recipient	Purpose of Grant or Contribution	AMOUNT
Chester County Futures 704 Haywood Drive Exton, PA 19341	N/A	509(1)(1)	Education Enrichment	\$10,000
Child Home & Community 204 N. West Street #1 Doylestown, PA 18901	N/A	509(a)(2)	Parent training program	\$3,000
Children's Scholarship Fund Philadelphia 1616 Walnut Street, Suite 312 Philadelphia, PA 19103	N/A	509(a)(1)	Education aid	\$10,000
Community Volunteers in Medicine 300 B. Lawrence Drive West Chester, PA 19380	N/A	509(a)(1)]	Dental care for low-income children/youth	\$5,000
Cradles to Crayons 30 Clipper Road West Conshohocken, PA 19428	N/A	170(b)(1)(A)(vi)	Aid for homeless/low-income children/youth	\$5,000
Crime Victims of Chester County 135-137 West Market Street West Chester, PA 19382	N/A	509(a)(1)	Prevention program	\$2,500

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RECIPIENT Name and Address	Relationship to Fdn Manager or substantial contributor	Non-Profit Designation of Recipient	Purpose of Grant or Contribution	AMOUNT
Episcopal Community Services 225 South Third Street Philadelphia, PA 19106	N/A	509(a)(1)	After-School program	\$3,500
Face to Face 109 East Price Street Philadelphia, PA 19144	N/A	509(a)(1)	After-School and summer programs for children	\$2,500
Girl Scouts of Eastern PA P.O. Box 27540 Philadelphia, PA 19118	N/A	509(a)(1)	Funded Troop program	\$4,000
Inn Dwelling 109 East Price Street Philadelphia, PA 19144	N/A	509(a)(2)	Out-of-school-time programs for children/youth	\$3,500
Interfaith Hospitality Network Main Line 1449 DeKalb Street Norristown, PA 19041	N/A	170(b)(1)(A)(vi)	Shelter program	\$1,500
Inter-Faith Housing Alliance of Mont. Co. P.O. Box 141 Ambler, PA 19002	N/A	170(b)(1)(A)(vi)	Shelter program	\$1,500

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RECIPIENT Name and Address	Relationship to Fdn Manager or substantial contributor	Non-Profit Designation of Recipient	Purpose of Grant or Contribution	AMOUNT
Kennett After-School Association/After the Bell P.O. Box 1068 Kennett Square, PA 19348-1068	N/A	170(b)(1)(A)(vi)	After-school program for children/youth	\$3,000
Maternity Care Coalition 2000 Hamilton Street, Suite 205 Philadelphia, PA 19130	N/A	[509(a)(1)	Healthcare program	\$2,500
Mighty Writers 1501 Christian Street Philadelphia, PA 19146	N/A	170(b)(1)(A)(vi)	After-School program for children/youth	\$3,000
Montgomery Child Advocacy Project 409 Cherry Street Norristown, PA 19401	N/A	509(a)(1)	Direct Advocacy for Children/Youth	\$3,500
Norris Square Neighborhood Project 2141 N. Howard Street Philadelphia, PA 19122	N/A	509(a)(1)	Out-of-school-time program for children/youth	\$2,500
North Light Community Center 175 Green Lane Philadelphia, PA 19127	N/A	509(a)(1)	Out-of-school-time programs for children	\$3,500

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RECIPIENT Name and Address	Relationship to Fdn Manager or substantial contributor	Non-Profit Designation of Recipient	Purpose of Grant or Contribution	AMOUNT
Pathways PA 310 Amosland Road Holmes, PA 19043	N/A	509(a)(1)	After-School program	\$2,500
Patrician Society of Central Norristown 121 East Chestnut Street Norristown, PA 19401	N/A	509(a)(1)	Summer Camp for children	\$3,000
Philabundance 3616 South Galloway Street Philadelphia, PA 19148	N/A	509(a)(1)	Food Access Program	\$1,500
Philadelphia Academies, Inc. 230 S. Broad Street, Suite 1300 Philadelphia, PA 19102	N/A	509(a)(1)	Academic enrichment for youth	\$10,000
Philadelphia Education Fund Seven Benjamin Franklin Parkway Suite 700 Philadelphia, PA 19103	N/A	509(a)(1)	Education Aid for high school graduates	\$10,000
Philadelphia Futures 230 S. Broad Street, 7th Floor Philadelphia, PA 19102	N/A	509(a)(1)	Education Aid for youth	\$30,000

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RECIPIENT Name and Address	Relationship to Fdn Manager or substantial contributor	Non-Profit Designation of Recipient	Purpose of Grant or Contribution	AMOUNT
Philadelphia Reads 325 Chestnut Street, Suite 903 Philadelphia, PA 19106	N/A	509(a)(1)	Literacy Program for Children	\$4,000
Philadelphia Student Union 4205 Chestnut Street, 2nd Floor Philadelphia, PA 19104	N/A	509(a)(1)	Leadership/citizenship program for youth	\$4,000
Philadelphia Wooden Boat Factory 4500 Worth Street, Suite L2 Philadelphia, PA 19124	N/A	509(a)(1)	Out-of-school-time program for youth	\$2,500
Police Athletic League Scholarship Program 2524 East Clearfield Street Philadelphia, PA 19134-5098	N/A	509(a)(1)	College aid for the Needy	\$25,000
Project Forward Leap 1706 Race Street, 2nd Floor Philadelphia, PA 19103	N/A	509(a)(1)	Academic Enrichment program for youth	\$15,000
Retired & Senior Volunteer Program of Montgomery County 350 Sentry Parkway Building 640, Suite 100 Blue Bell, PA 19422	N/A	509(a)(1)	Education/Mentoring for Youth	\$3,000

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RECIPIENT Name and Address	Relationship to Fdn Manager or substantial contributor	Non-Profit Designation of Recipient	Purpose of Grant or Contribution	AMOUNT
Settlement Music School P.O. Box 25120 Philadelphia, PA 19147-3094	N/A	509(a)(1)	Early Childhood Education Initiative	\$5,000
Smith Memorial Playground East Fairmount Park Philadelphia, PA 19121	N/A	509(a)(1)	Recreation program for children	\$3,000
Steppingstone Scholars 230 S. Broad Street, Suite 1102 Philadelphia, PA 19102	N/A	170(b)(1)(A)(vi)	Education Access/Support program for children/youth	\$12,500
Summer Search 1616 Walnut Street, Suite 2200 Philadelphia, PA 19103	N/A	509(a)(1)	Education/Mentoring program for youth	\$5,000
Support Center for Child Advocates 1900 Cherry Street Philadelphia, PA 19103	N/A	509(a)(1)	Direct Advocacy for children/Youth	\$3,000
Tabor Youth Development Center, Inc. 4860 North Howard Street Philadelphia, PA 19120-4283	N/A	170(b)(1)(A)(vi)	Out-of-school time program for children	\$2,500

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RECIPIENT Name and Address	Relationship to Fdn Manager or substantial contributor	Non-Profit Designation of Recipient	Purpose of Grant or Contribution	AMOUNT
VNA Community Services 1421 Highland Avenue Abington, PA 19001-2685	N/A	509(a)(1)	Healthcare/Pre-School Screening Program	\$10,000
Women's Resource Center of the Delaware Valley P.O. Box 596 Wayne, PA 19087	N/A	509(a)(1)	Girls Leadership Program	\$1,500
NELSON SCHOLARSHIP PROGRAM				
The Wharton School, University of Pennsylvania 3600 Locust Walk Philadelphia, PA 19104	N/A	School		
Tuition and Fees				
Books and backpacks for				
Nelson Scholarship recipients:	None	Scholarship Recipients	College Scholarship Program	\$198,906
				<u>\$6,035.</u>
TOTAL XV 3A - 2012				\$502,656