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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012
Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation Samuel S Fels Fund		A Employer identification number 23-1365325	
% SAMUEL S FELS FUND		B Telephone number (see instructions) (215) 731-9455	
Number and street (or P O box number if mail is not delivered to street address) 1528 Walnut Street Suite 1002 Suite		Room/suite	
City or town, state, and ZIP code Philadelphia, PA 19102		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 ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 45,828,790		J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	0			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6,330	6,330		
	4 Dividends and interest from securities.	1,312,078	1,312,078		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,731,428			
	b Gross sales price for all assets on line 6a _____ 7,863,051				
	7 Capital gain net income (from Part IV, line 2)		2,731,428		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) 	30,000			
	12 Total. Add lines 1 through 11	4,079,836	4,049,836		
	13 Compensation of officers, directors, trustees, etc	189,100	9,455		179,645
	14 Other employee salaries and wages	57,373	2,869		54,504
	15 Pension plans, employee benefits	20,760	1,038		19,722
	16a Legal fees (attach schedule)	5,853	293		5,560
	b Accounting fees (attach schedule) 	31,090	4,664	0	26,427
	c Other professional fees (attach schedule) 	13,683	381		13,302
	17 Interest				
	18 Taxes (attach schedule) (see instructions) 	127,941	682		12,954
	19 Depreciation (attach schedule) and depletion 	4,953	248		
	20 Occupancy				
	21 Travel, conferences, and meetings	9,451			9,451
	22 Printing and publications				
	23 Other expenses (attach schedule) 	169,110	7,908		161,202
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	629,314	27,538	0	482,767
	25 Contributions, gifts, grants paid	1,386,750			1,459,250
	26 Total expenses and disbursements. Add lines 24 and 25	2,016,064	27,538	0	1,942,017
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,063,772			
	b Net investment income (if negative, enter -0-)		4,022,298		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	480	480	480
	2	Savings and temporary cash investments	11,396	27,236	27,236
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	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 ▶ _____ 115,890 Less accumulated depreciation (attach schedule) ▶ _____ 96,210	11,782	19,680	19,680
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	42,090,119	45,765,468	45,765,468
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	5,919	15,926	15,926
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	42,119,696	45,828,790	45,828,790
	17	Accounts payable and accrued expenses	5,353	4,556	
	18	Grants payable	622,500	550,000	
	19	Deferred revenue			
Net Assets or Fund Balances	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	96,994	146,109	
	23	Total liabilities (add lines 17 through 22)	724,847	700,665	
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	41,394,849	45,128,125	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	41,394,849	45,128,125	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	42,119,696	45,828,790	

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	41,394,849
2	Enter amount from Part I, line 27a	2	2,063,772
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,669,504
4	Add lines 1, 2, and 3	4	45,128,125
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	45,128,125

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table			
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	2,731,428
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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,161,431	43,556,485	0 049624
2010	2,397,151	40,917,416	0 058585
2009	2,395,015	36,895,217	0 064914
2008	2,522,452	45,998,500	0 054838
2007	2,503,944	54,275,819	0 046134

2 Total of line 1, column (d).	2	0 274095
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 054819
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	43,575,528
5 Multiply line 4 by line 3.	5	2,388,767
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	40,223
7 Add lines 5 and 6.	7	2,428,990
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	1,942,017

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	80,446
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	
3		Add lines 1 and 2.		3	80,446
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	80,446
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	32,800	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	70,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	102,800
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	1,032
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	21,322
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 21,322	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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.	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (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? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) PA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶WWW.SAMFELS.ORG				
14	The books are in care of ▶SAMUEL S FELS FUND Telephone no ▶(215) 731-9455 Located at ▶1528 WALNUT STREET SUITE 1002 PHILADELPHIA PA ZIP +4 ▶19102			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			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 page 20 of the 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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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).	2b		No
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

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 Additional Data Table				
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
ROBIN CULMER	OFFICE	57,373	44,505	0
1616 WALNUT STREET	ADMINISTRATOR			
PHILADELPHIA, PA 19103	40 0			
Total number of other employees paid over \$50,000.				

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
Total number of others receiving over \$50,000 for professional services.		

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	
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 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

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	44,238,406
b	Average of monthly cash balances.	1b	709
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	44,239,115
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	44,239,115
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	663,587
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	43,575,528
6	Minimum investment return. Enter 5% of line 5.	6	2,178,776

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	2,178,776
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	80,446
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	80,446
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,098,330
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,098,330
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,098,330

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	1,942,017
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,942,017
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,942,017
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				2,098,330
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 2009 , 2008				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				0
b From 2008.				289,895
c From 2009.				566,240
d From 2010.				373,120
e From 2011.				16,327
f Total of lines 3a through e.	1,245,582			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,942,017				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				1,942,017
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).)	156,313			156,313
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,089,269			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
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).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,089,269			
10 Analysis of line 9				
a Excess from 2008. . . .				133,582
b Excess from 2009. . . .				566,240
c Excess from 2010. . . .				373,120
d Excess from 2011. . . .				16,327
e Excess from 2012. . . .				

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) ☐ 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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

SAMUEL S FELS FUND
1616 WALNUT STREET
PHILADELPHIA, PA 19103
(215) 731-9455

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

APPLICATION FORM IS AVAILABLE FROM SAMUEL S FELS FUND

c Any submission deadlines

NONE

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

LISTED ON APPLICATION

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			 3a	1,459,250
b Approved for future payment SEE STATEMENT F 1528 Walnut Street Philadelphia, PA 19102			Future grants	175,000
Total			 3b	175,000

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities. . . .			14	1,312,078	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.			14	6,330	
8	Gain or (loss) from sales of assets other than inventory			18	2,731,428	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a OTHER INCOME _____			41	30,000	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				4,079,836	
13	Total. Add line 12, columns (b), (d), and (e).					4,079,836

[illegible]

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

*****	2013-08-07	*****	May the IRS discuss this return with the preparer shown below (see instr) ² ☒ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	BERNADETTE M DANIEL CPA	BERNADETTE M DANIEL CPA			
	Firm's name ☐	BDO USA LLP 1700 MARKET STREET 29TH FLOOR PHILADELPHIA, PA 19103		Firm's EIN ☐	Phone no (215) 636-5500

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
9,335 SHS VANGUARD-INTERMED CORP	P	2011-01-01	2012-12-31
4,955 SHS VANGUARD-TOT BOND	P	2011-01-01	2012-12-31
1,864 SHS VANGUARD-ST INVST GRADE	P	2011-01-01	2012-12-31
5,098 SHS VANGUARD-INFLA-PROTCTD	P	2011-01-01	2012-12-31
18,268 SHS VANGUARD-CAP OPP	P	2011-01-01	2012-12-31
66,607 SHS VANGUARD-SEL VAL	P	2011-01-01	2012-12-31
20,436 SHS VANGUARD-TOT STK	P	2011-01-01	2012-12-31
65,089 SHS VANGUARD-US GWTH		2011-01-01	2012-12-31
5,596 SHS VANGUARD-WIND II	P	2011-01-01	2012-12-31
25,984 SHS VANGUARD-REIT INDEX	P	2011-01-01	2012-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
95,000		92,401	2,599
55,000		51,418	3,582
20,000		19,733	267
60,000		53,055	6,945
1,398,634		894,568	504,066
1,373,943		872,648	501,295
709,065		430,616	278,449
3,508,939		2,189,598	1,319,341
284,471		230,914	53,557
358,000		296,673	61,327

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,599
			3,582
			267
			6,945
			504,066
			501,295
			278,449
			1,319,341
			53,557
			61,327

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DR SANDRA FEATHERMAN	BOARD MEMBER 1 0	3,952	0	0
1528 Walnut Street Philadelphia, PA 19102				
DAVID H WICE ESQ	BOARD MEMBER 1 0	3,952	0	0
1528 Walnut Street Philadelphia, PA 19102				
BEVERLY COLEMAN	TREASURER 1 0	5,120	0	0
1528 Walnut Street Philadelphia, PA 19102				
IDA K CHEN	BOARD MEMBER 1 0	3,952	0	0
1528 Walnut Street Philadelphia, PA 19102				
HELEN CUNNINGHAM	EXECUTIVE DIRECTOR/SECRETARY 40 0	150,236	39,248	0
1528 Walnut Street Philadelphia, PA 19102				
MINDY M POSOFF	PRESIDENT 1 0	6,680	0	0
1528 Walnut Street Philadelphia, PA 19102				
PHOEBE HADDON	BOARD MEMBER 1 0	3,652	0	0
1528 Walnut Street Philadelphia, PA 19102				
VALERIE CLAYTON	VICE PRESIDENT 1 0	3,952	0	0
1528 Walnut Street Philadelphia, PA 19102				
JOHN RICE	BOARD MEMBER 1 0	3,652		
1528 Walnut Street Philadelphia, PA 19102				
LEONARD RIESER	BOARD MEMBER 1 0	3,952	0	0
1528 Walnut Street Philadelphia, PA 19102				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE STATEMENT A - EDUCATION 1616 Walnut Street Suite 800 Philadelphia, PA 19103			Education	428,000
SEE STATEMENT B - ARTS 1616 Walnut Street Suite 800 Philadelphia, PA 19103			Arts	174,000
SEE STATEMENT C - COMMUNITY SERVICES 1616 Walnut Street Suite 800 Philadelphia, PA 19103			Community Services	752,500
SEE STATEMENT D - INTERNS 1616 Walnut Street Suite 800 Philadelphia, PA 19103			Interns	96,000
SEE STATEMENT E - MEMBERSHIP 1616 Walnut Street Suite 800 Philadelphia, PA 19103			Membership	8,750
Total  3a				1,459,250

TY 2012 Accounting Fees Schedule

Name: Samuel S Fels Fund

EIN: 23-1365325

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & AUDITING FEES	31,090	4,664		26,427

**TY 2012 All Other Program
Related Investments Schedule**

Name: Samuel S Fels Fund

EIN: 23-1365325

Category	Amount
NONE	

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

TY 2012 Depreciation Schedule

Name: Samuel S Fels Fund

EIN: 23-1365325

TY 2012 Investments - Other Schedule

Name: Samuel S Fels Fund

EIN: 23-1365325

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
COMMUNITY INVESTMENT		200,000	200,000
MUTUAL FUNDS		45,565,468	45,565,468

TY 2012 Land, Etc. Schedule**Name:** Samuel S Fels Fund**EIN:** 23-1365325

TY 2012 Other Assets Schedule**Name:** Samuel S Fels Fund**EIN:** 23-1365325

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID INSURANCE	1,174	782	782
ACCRUED INTEREST AND DIVIDENDS	0	767	767
PREPAID MISCELLANEOUS	4,745	6,013	6,013
SECURITY DEPOSIT	0	6,869	6,869
MISCELLANEOUS RECEIVABLE	0	1,495	1,495

TY 2012 Other Expenses Schedule**Name:** Samuel S Fels Fund**EIN:** 23-1365325

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	72,989	3,649		69,340
RENT	41,802	2,090		39,712
OFFICE EXPENSE	43,376	2,169		41,207
DUES & SUBSCRIPTIONS	2,112			2,112
MISCELLANEOUS	5,935			5,935
SPECIAL PROJECTS - COMM SERV	1,893			1,893
SPECIAL PROJECTS - INTERNS	1,003			1,003

TY 2012 Other Income Schedule

Name: Samuel S Fels Fund

EIN: 23-1365325

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Income	30,000		

TY 2012 Other Increases Schedule

Name: Samuel S Fels Fund

EIN: 23-1365325

Description	Amount
UNREALIZED GAIN ON INVESTMENT	1,669,504

TY 2012 Other Liabilities Schedule**Name:** Samuel S Fels Fund**EIN:** 23-1365325

Description	Beginning of Year - Book Value	End of Year - Book Value
POST EMPLOYMENT BENEFITS	29,107	17,883
DEFERRED EXCISE TAXES	46,639	80,029
EXCISE TAXES PAYABLE	21,248	48,197

TY 2012 Other Professional Fees Schedule

Name: Samuel S Fels Fund

EIN: 23-1365325

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	381	381		
CONSULTING FEES	12,552			12,552
OTHER PROFESSIONAL FEES	750			750

TY 2012 Taxes Schedule

Name: Samuel S Fels Fund

EIN: 23-1365325

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	13,636	682		12,954
FEDERAL EXCISE TAXES	114,305			

***BDO USA, LLP
1700 Market Street, 29th Floor
Philadelphia, PA 19103
(215) 636-5500***

* * * * *

Samuel S. Fels Fund
Instructions for Maintenance of
PUBLIC INSPECTION COPY (Form 990)

* * * * *

As a 501(c) (3) exempt organization, you are required to make available a copy of each annual information return (Form 990, 990-PF, 990-EZ, or 990-T) for public inspection during regular business hours at the organization's principal office. This copy must be available for public inspection for a three year period beginning on the filing date for the return. Except for private foundations, you are not required to disclose the names or addresses of any contributors to the organization.

We have enclosed a copy of your annual information return which you can make available for public inspection. The return for the period ended December 31, 2011 should be made available for public inspection until August 15, 2016.

SAMUEL S. FELS FUND
PART I, COLUMN A, LINE 25
GRANTS PAID PER BOOKS

EDUCATION GRANTS	428,000	(SEE STATEMENT A)
ARTS GRANTS	174,000	(SEE STATEMENT B)
COMMUNITY GRANTS	752,500	(SEE STATEMENT C)
INTERN GRANTS	96,000	(SEE STATEMENT D)
MEMBERSHIP GRANTS	8,750	(SEE STATEMENT E)
PAYMENT OF PRIOR GRANTS	<u>(72,500)</u>	
TOTAL GRANTS PAID	<u><u>1,386,750</u></u>	

12.5.12

Payments Made - OBRA Report

12/31/2012

Education

Payee Organization		Amount	Non-		--- Receipt ---	
Request Primary Contact		Check #	Deduct	Deduct Tax	Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount Status	Date	Date
Big Picture Philadelphia Bromley, David 2010 North Mascher Street Philadelphia, PA 19122 <i>Expansion of El Centro de Estudiantes</i>	Helen Cunningham	\$15,000.00 4990 3/16/2012	\$15,000.00	\$0.00		
Fels Institute of Government Thornburgh, David 3814 Walnut Street Philadelphia, PA 19104-6197 <i>Toward scholarships for the MGA program</i>	Helen Cunningham	\$75,000.00 4979 2/17/2012	\$75,000.00	\$0.00 Y		
KIPP Philadelphia Charter School Mannella, Marc 2709 N. Broad Street Philadelphia, PA 19132 <i>For teacher residency program</i>	Helen Cunningham	\$25,000.00 5139 9/28/2012	\$25,000.00	\$0.00		
Musicopia Kinney, Denise 2001 Market Street, Suite 3100 Philadelphia, PA 19103-7044 <i>Drumline project at Meade Elementary School</i>	Helen Cunningham	\$7,500.00 5030 6/15/2012	\$7,500.00	\$0.00 Y		
Philadelphia Education Fund Fixman, Carol 7 Ben Franklin Parkway Suite 700 Philadelphia, PA 19103-1294 <i>To develop Teacher Networks</i>	Helen Cunningham	\$35,000.00 5141 9/28/2012	\$35,000.00	\$0.00 Y		

Statement A 2 of 4

Payee Organization		Amount	Non-		Receipt	
Request Primary Contact		Check #	Deduct	Deduct Tax	Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount Status	Date	Date
Philadelphia School Partnership Gleason, Mark 150 South Independence Mall West Suite 1200 Philadelphia, PA 19106 <i>General support</i>	Helen Cunningham	\$75,000.00 4987 3/16/2012	\$75,000.00	\$0.00		
Project Based Learning/Sustainability Workshop Hauger, Simon 318 Merion Avenue Narberth, PA 19072 <i>General support</i>	Helen Cunningham	\$25,000.00 5174 12/14/2012	\$25,000.00	\$0.00		
Public Interest Law Center of Philadelphia Clarke, Jennifer R. 125 South Ninth Street Suite 700 Philadelphia, PA 19107 <i>The Philadelphia Project</i>	Helen Cunningham	\$18,000.00 5000 3/16/2012	\$18,000.00	\$0.00 Y		
Public Interest Projects, Inc. Finc, Malinda 80 Broad Street, Suite 1600 New York, NY 10004 <i>SEPA Communities for Public Education Reform (CPER)</i>	Helen Cunningham	\$15,000.00 4988 3/16/2012	\$15,000.00	\$0.00		
Public School Notebook(made out to Resources for Human Development) Socolar, Paul 3721 Midvale Avenue Philadelphia, PA 19129- <i>General support</i>	Helen Cunningham	\$15,000.00 5170 12/14/2012	\$15,000.00	\$0.00 Y		
Scholar Academies Beck, Lars 900 North Marshall Street Philadelphia, PA 19123 <i>PATH to School Leadership</i>	Helen Cunningham	\$20,000.00 5031 6/15/2012	\$20,000.00	\$0.00		

Payee Organization		Amount	Non-		— Receipt —	
Request Primary Contact		Check #	Deduct	Deduct Tax	Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount	Status	Date
Spark Program Balme, Chris 251 Rhode Island Street, Suite 205 San Francisco, CA 94103 <i>To launch Spark Philadelphia</i>	Helen Cunningham	\$10,000.00 5144 9/28/2012	\$10,000.00	\$0.00		
Springboard Collaborative Gac-Artigas, Alejandro 755 S. Mole Street Philadelphia, PA 19146 <i>General support</i>	Helen Cunningham	\$20,000.00 5003 3/16/2012	\$20,000.00	\$0.00		
Stockton Rush Bartol Foundation Feldman Brandt, Beth 230 South Broad Street Suite 1003 Philadelphia, PA 19102 <i>Professional development workshops for teaching artists</i>	Helen Cunningham	\$4,500.00 5004 3/16/2012	\$4,500.00	\$0.00		
The Student Leadership Project Dean, Paul 3131 Walnut Street, Unit 356 Philadelphia, PA 19104 <i>General support</i>	Helen Cunningham	\$7,500.00 5037 6/15/2012	\$7,500.00	\$0.00		
Summer Search Jefferson, Amanda 1616 Walnut Street, Suite 2200 Philadelphia, PA 19103 <i>General support</i>	Helen Cunningham	\$7,500.00 7500 6/15/2012	\$7,500.00	\$0.00		
Teach for America Inc. Wang, Michael 714 Market Street, Suite 201 Philadelphia, PA 19106 <i>Teacher training</i>	Helen Cunningham	\$35,000.00 5038 6/15/2012	\$35,000.00	\$0.00		

Statement A 4 of 4

12-14

Payee Organization		Amount	Non-		— Receipt —	
Request Primary Contact		Check #	Deduct	Tax	Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount Status	Date	Date
Temple Gallery Blackson, Robert 2001 N 13th Street Philadelphia, PA 19122 <i>North Philadelphia Youth Advisory Council</i>	Helen Cunningham	\$3,000.00 5039 6/15/2012	\$3,000.00	\$0.00		
Youth Empowerment Services Frome, Taylor C. 1231 N. Broad Street, 4th Floor Philadelphia, PA 19122-4021 <i>GED Through College Bridge Program</i>	Helen Cunningham	\$15,000.00 5042 6/15/2012	\$15,000.00	\$0.00		
Grand Total		<u>\$428,000.00</u>	<u>\$428,000.00</u>	<u>\$0.00</u>		
(19 items)						

Payments Made - OBRA Report

12/31/2012

Artz

Payee Organization		Amount	Non-		— Receipt —	
Request Primary Contact		Check #	Deduct	Deduct Tax	Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount Status	Date	Date
11th Hour Theatre Company O'Brien, Michael Philip 269 Lauriston Street Philadelphia, PA 19128 <i>General support</i>	Helen Cunningham	\$3,000.00 4952 2/17/2012	\$3,000.00	\$0.00		
Ars Nova Workshop, Inc. Christman, Mark 3909 Warren Street Philadelphia, PA 19104 <i>General support</i>	Helen Cunningham	\$3,000.00 5062 6/15/2012	\$3,000.00	\$0.00		
Art Sanctuary Gay, Valerie 1801 W. Diamond Street Philadelphia, PA 19121 <i>General support</i>	Helen Cunningham	\$3,000.00 4965 2/17/2012	\$3,000.00	\$0.00		
Astral Artistic Services Wilson, Vera 230 S. Broad St., 3rd Floor Philadelphia, PA 19102 <i>General support</i>	Helen Cunningham	\$3,000.00 5057 6/15/2012	\$3,000.00	\$0.00 Y		
The Athenaeum of Philadelphia Tatman, Sandra L. 219 South 6th Street Philadelphia, PA 19106 <i>Toward an exhibition from the Evan Turner Collection</i>	Helen Cunningham	\$3,000.00 4961 2/17/2012	\$3,000.00	\$0.00		

Statement B 2 of 11

Payee Organization		Amount		Non-		-- Receipt --	
Request Primary Contact		Check #	Deduct	Deduct Tax	Sched.	Done	
Project Title	Staff	Paid Date	Amount	Amount Status	Date	Date	
Wilma (The Bearded Ladies) Jarboe, John 233 S. Milville Street Philadelphia, PA 19139 <i>General support</i>	Helen Cunningham	\$3,000.00 5049 6/15/2012	\$3,000.00	\$0.00			
Wilma (The Bearded Ladies) Jarboe, John 233 S. Milville Street Philadelphia, PA 19139 <i>General support</i>	Helen Cunningham	-\$3,000.00 5049 7/31/2012	-\$3,000.00	\$0.00			
Wilma (The Bearded Ladies) Jarboe, John 233 S. Milville Street Philadelphia, PA 19139 <i>General support</i>	Helen Cunningham	\$3,000.00 5125 7/31/2012	\$3,000.00	\$0.00			
Black Pearl Chamber Orchestra Rubio, Julia PO Box 25206 Philadelphia, PA 19119 <i>General support</i>	Helen Cunningham	\$3,000.00 5063 6/15/2012	\$3,000.00	\$0.00			
Brat Productions Distefano, Madi 56 South 2nd Street Philadelphia, PA 19106 <i>General support</i>	Helen Cunningham	\$3,000.00 5050 6/15/2012	\$3,000.00	\$0.00			
The Buxtehude Consort Fowler, John 2048 cherry Street Philadelphia, PA 19103 <i>General support</i>	Helen Cunningham	\$3,000.00 4973 2/17/2012	\$3,000.00	\$0.00			

Statement B 3 of 11

Payee Organization		Amount	Non-		— Receipt —	
Request Primary Contact		Check #	Deduct	Deduct Tax	Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount Status	Date	Date
Crossroads Music c/o Calvary Center for Culture and Community Flaumenhaft, Daniel 801 South 48th Street Philadelphia, PA 19143 <i>General support</i>	Helen Cunningham	\$3,000.00 4974 2/17/2012	\$3,000.00	\$0.00		
City Parks Association Loeb, Deenah 6868 Scotforth Road Philadelphia, PA 19119 <i>Toward Art in the Open</i>	Helen Cunningham	\$3,000.00 4966 2/17/2012	\$3,000.00	\$0.00 Y		
Commonwealth Classic Theatre Company Baldwin, Mary Ann P.O. Box 971 Media, PA 19063-0971 <i>General support</i>	Helen Cunningham	\$3,000.00 4951 2/17/2012	\$3,000.00	\$0.00		
The Crossing, Inc. Brehm, Maren M. 1313 Fitzwater Street Philadelphia, PA 19147 <i>General support</i>	Helen Cunningham	\$3,000.00 5064 6/15/2012	\$3,000.00	\$0.00		
Dance USA Philadelphia Weik, Lois 1427 Spruce Street #1F Philadelphia, PA 19102 <i>General support</i>	Helen Cunningham	\$3,000.00 5069 6/15/2012	\$3,000.00	\$0.00		
Dolce Suono Chamber Music Concert Series Stillman, Mimi 135 N. 22nd Street Philadelphia, PA 19103 <i>General support</i>	Helen Cunningham	\$3,000.00 4975 2/17/2012	\$3,000.00	\$0.00		

Payee Organization		Amount	Non-		— Receipt —	
Request Primary Contact		Check #	Deduct	Deduct Tax	Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount Status	Date	Date
First Person Arts Solot, Vicki 1 South Broad Street 17th Floor Philadelphia, PA 19107 <i>General support</i>	Helen Cunningham	\$3,000.00 5058 6/15/2012	\$3,000.00	\$0.00		
Gas & Electric Arts, Inc. Brown, David J. P O. Box 38524 Philadelphia, PA 19104 <i>General support</i>	Helen Cunningham	\$3,000.00 4953 2/17/2012	\$3,000.00	\$0.00		
The Idiopathic Ridiculopathy Brock, Tina 833 Kimball Street Philadelphia, PA 19147 <i>General support</i>	Helen Cunningham	\$3,000.00 5051 6/15/2012	\$3,000.00	\$0.00		
INIS NUA Theatre Company Reing, Tom 4600 Baltimore Avenue, Apt. 3 Philadelphia, PA 19143 <i>General support</i>	Helen Cunningham	\$3,000.00 4954 2/17/2012	\$3,000.00	\$0.00		
Interact, Inc. Rozin, Seth 2030 Sansom Street Philadelphia, PA 19103 <i>General support</i>	Helen Cunningham	\$3,000.00 4955 2/17/2012	\$3,000.00	\$0.00 Y		
Intercultural Journeys, Inc. Golia, Kristen 2301 Cherry Street Philadelphia, PA 19103 <i>General support</i>	Helen Cunningham	\$3,000.00 4967 2/17/2012	\$3,000.00	\$0.00		

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Payee Organization		Amount	Non-		--- Receipt ---	
Request Primary Contact		Check #	Deduct	Deduct Tax	Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount Status	Date	Date
International Performing Arts for Youth (IPAY) Stojak, Jane 1417 N 2nd Street, Studio 24 Philadelphia, PA 19122 <i>General support</i>	Helen Cunningham	\$3,000.00 5060 6/15/2012	\$3,000.00	\$0.00		
Jeanne Ruddy & Dancers, Inc. Ruddy, Jeanne 1515 Brandywine Street Philadelphia, PA 19130 <i>General support</i>	Helen Cunningham	\$3,000.00 4950 2/17/2012	\$3,000.00	\$0.00		
Kulu Mele African American Dance Ensemble Wilkie, Dorothy 6417 North 13th Street Philadelphia, PA 19126 <i>General support</i>	Helen Cunningham	\$3,000.00 5043 6/15/2012	\$3,000.00	\$0.00		
KYL Dancers, Inc. Metzner, Kenneth L 1316 South 9th Street Philadelphia, PA 19147 <i>General support</i>	Helen Cunningham	\$3,000.00 5044 6/15/2012	\$3,000.00	\$0.00		
Lantern Theatre Company Shuff, Anne P.O. Box 53428 Philadelphia, PA 19105-3428 <i>General support</i>	Helen Cunningham	\$3,000.00 4956 2/17/2012	\$3,000.00	\$0.00 Y		
LaSalle University Otten, Laura Non-profit Management Development Corporation 20th Street and Olney Avenue Philadelphia, PA 19141 <i>Toward the Andy Warhol exhibition</i>	Helen Cunningham	\$3,000.00 4963 2/17/2012	\$3,000.00	\$0.00 Y		

Payee Organization		Amount		Non-		— Receipt —	
Request Primary Contact		Check #	Deduct	Deduct Tax		Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount	Status	Date	Date
Luna Theater Company Campbell, Gregory Scott 923 N. Broad Street Woodbury, NJ 08096 General support	Helen Cunningham	\$3,000.00 4957 2/17/2012	\$3,000.00	\$0.00			
Lyric Fest DuPlantis, Suzanne 1013 Westview Street, 3rd Floor Philadelphia, PA 19119 General support	Helen Cunningham	\$3,000.00 5065 6/15/2012	\$3,000.00	\$0.00			
Mauckingbird Theatre Company Reynolds, Peter 723 Spruce Street, #3F Philadelphia, PA 19106 General support	Helen Cunningham	\$3,000.00 5052 6/15/2012	\$3,000.00	\$0.00			
Miro Dance Theatre/Miller Rothlein Rothlein, Tobin c/o Girard College, 2101 South College Avenue Philadelphia, PA 19121 General support	Helen Cunningham	\$3,000.00 5045 6/15/2012	\$3,000.00	\$0.00			
Network for New Music Miller, Lisa 6757 Greene Street Philadelphia, PA 19119 General support	Helen Cunningham	\$3,000.00 4976 2/17/2012	\$3,000.00	\$0.00	Y		
New City Stage Company Dayle, Ginger 2031 Locust Street, Suite 702 Philadelphia, PA 19103 general support	Helen Cunningham	\$3,000.00 4958 2/17/2012	\$3,000.00	\$0.00			

Payee Organization		Amount	Non-		— Receipt —	
Request Primary Contact		Check #	Deduct	Deduct Tax	Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount Status	Date	Date
New Paradise Laboratories Theatre, Inc. Hatlen, Inger PO Box 14037 1325 N. Randolph Street, Suite B Philadelphia, PA 19122 <i>General support</i>	Helen Cunningham	\$3,000.00 5053 6/15/2012	\$3,000.00	\$0.00		
Nichole Canuso Dance Company Canuso, Nichole 913 Federal Street Philadelphia, PA 19147 <i>General support</i>	Helen Cunningham	\$3,000.00 5046 6/15/2012	\$3,000.00	\$0.00		
Orchestra 2001 Incorporated Rusnak, Christina P.O. Box 30382 Philadelphia, PA 19103 <i>General support</i>	Helen Cunningham	\$3,000.00 5066 6/15/2012	\$3,000.00	\$0.00 Y		
Painted Bride Art Center Raczka, Laurel 230 Vine Street Philadelphia, PA 19106 <i>General support</i>	Helen Cunningham	\$3,000.00 4968 2/17/2012	\$3,000.00	\$0.00 Y		
Pasion y Arte Vaca, Elba Hevia y 6411 Overbrook Avenue Philadelphia, PA 19151 <i>General support</i>	Helen Cunningham	\$3,000.00 5047 6/15/2012	\$3,000.00	\$0.00		
Peregrine Arts, Inc. Squire, Thaddeus 2920 Cambridge Street Philadelphia, PA 19130 <i>General support</i>	Helen Cunningham	\$3,000.00 5059 6/15/2012	\$3,000.00	\$0.00		

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Payee Organization		Amount		Non-		— Receipt —	
Request Primary Contact		Check #	Deduct	Deduct Tax		Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount Status		Date	Date
The Philadelphia Art Alliance McClelland, Jim 251 South 18th Street Philadelphia, PA 19103 <i>General support</i>	Helen Cunningham	\$3,000.00 4969 2/17/2012	\$3,000.00	\$0.00 Y			
Philadelphia Film Society Greenblatt, J. Andrew 234 Market Street, 4th Floor Philadelphia, PA 19106 <i>General support</i>	Helen Cunningham	\$3,000.00 4970 2/17/2012	\$3,000.00	\$0.00			
Philadelphia Folklore Project Kodish, Debora 735 S. 50th Street Philadelphia, PA 19143-3328 <i>General support</i>	Helen Cunningham	\$3,000.00 4971 2/17/2012	\$3,000.00	\$0.00 Y			
Philadelphia Photo Arts Center Stolfa, Sarah 1400 N. American Street, suite 103 Philadelphia, PA 19122 <i>General support</i>	Helen Cunningham	\$3,000.00 5070 6/15/2012	\$3,000.00	\$0.00			
Piffaro Kimball, Joan P 2238 Fairmount Avenue Philadelphia, PA 19130 <i>General support</i>	Helen Cunningham	\$3,000.00 4977 2/17/2012	\$3,000.00	\$0.00 Y			
Philadelphia Sculptors Kaufman, Leslie 1315 Walnut Street, Suite 710 Philadelphia, PA 19123 <i>Toward Catagenesis exhibition</i>	Helen Cunningham	\$3,000.00 4964 2/17/2012	\$3,000.00	\$0.00			

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Payee Organization		Amount	Non-		— Receipt —	
Request Primary Contact		Check #	Deduct	Deduct Tax	Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount Status	Date	Date
Philadelphia's Magic Gardens Owens, Ellen M. 1020 South Street Philadelphia, PA 19147 <i>General support</i>	Helen Cunningham	\$3,000.00 5055 6/15/2012	\$3,000.00	\$0.00		
PlayPenn, Inc. Meshejian, Paul 220 West Evergreen Ave., #D-2 Philadelphia, PA 19118 <i>General support</i>	Helen Cunningham	\$3,000.00 4959 2/17/2012	\$3,000.00	\$0.00		
The Print Center Spungen, Elizabeth 1614 Latimer Street Philadelphia, PA 19103 <i>General support</i>	Helen Cunningham	\$3,000.00 5056 6/15/2012	\$3,000.00	\$0.00 Y		
Quintessence Theatre Group Reichen, Pamela P O. Box 27213 Philadelphia, PA 19118 <i>General support</i>	Helen Cunningham	\$3,000.00 5054 6/15/2012	\$3,000.00	\$0.00		
Raices Culturales Latinoamericanas, Inc. Rivera, Mary P O. Box 60662 Philadelphia, PA 19133 <i>General support</i>	Helen Cunningham	\$3,000.00 5061 6/15/2012	\$3,000.00	\$0.00 Y		
SRUTI, India Music & Dance Society Prabhakar, Uma 710 Fordham Road Bala Cynwyd, PA 19004 <i>General support</i>	Helen Cunningham	\$3,000.00 5067 6/15/2012	\$3,000.00	\$0.00		

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Payee Organization		Amount	Non-		-- Receipt --	
Request Primary Contact		Check #	Deduct	Deduct Tax	Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount Status	Date	Date
Subcircle Cousineau, Niki 946 N. Randolph Street Philadelphia, PA 19123 <i>General support</i>	Helen Cunningham	\$3,000.00 5048 6/15/2012	\$3,000.00	\$0.00		
Tempesta di Mare, Inc. Shapiro, Ulrike 1034 Carpenter Street Philadelphia, PA 19147 <i>General support</i>	Helen Cunningham	\$3,000.00 4978 2/17/2012	\$3,000.00	\$0.00		
Theatre Exile Co Canuso, Joe 1340 S. 13th Street Philadelphia, PA 19147 <i>General support</i>	Helen Cunningham	\$3,000.00 4960 2/17/2012	\$3,000.00	\$0.00		
Miami Foundation for Tiny Dynamite Productions Gibson, Emma 5, Four Winds Lane Malvern, PA 19355 <i>General support</i>	Helen Cunningham	\$3,000.00 4972 2/17/2012	\$3,000.00	\$0.00		
University City Science Center/Breadboard Schimmel, Dan 3624 Market Street Philadelphia, PA 19104- <i>General support</i>	Helen Cunningham	\$3,000.00 4962 2/17/2012	\$3,000.00	\$0.00		
Positive Space/Weathervane Music Brian, McTear P.O. Box 29498 Philadelphia, PA 19125 <i>General support</i>	Helen Cunningham	\$3,000.00 5073 7/3/2012	\$3,000.00	\$0.00		

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Payee Organization		Amount		Non-		— Receipt —	
Request Primary Contact		Check #	Deduct	Deduct Tax		Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount	Status	Date	Date
The Wood Turning Center, Inc./Center for Arts in Wood	Helen Cunningham	\$3,000 00	\$3,000 00	\$0.00	Y		
LeCoff, Albert		5068					
501 Vine Street		6/15/2012					
Philadelphia, PA 19106							
General support							

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Community

Payee Organization		Amount	Non-			— Receipt —	
Request Primary Contact		Check #	Deduct	Deduct	Tax	Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount	Status	Date	Date
American Civil Liberties Foundation of Pennsylvania - Clara Bell Duvall Education Fund Shuford, Reggie P O. Box 1161 Philadelphia, PA 19105-1161 <i>Address overincarceration in Pennsylvania</i>	Helen Cunningham	\$12,000.00	\$12,000.00	\$0.00	Y		
		5021					
		6/15/2012					
American Civil Liberties Foundation of Pennsylvania - Clara Bell Duvall Education Fund Shuford, Reggie P O. Box 1161 Philadelphia, PA 19105-1161 <i>Incarcerated Women Project</i>	Helen Cunningham	\$10,000.00	\$10,000.00	\$0.00	Y		
		5162					
		12/14/2012					
Beat the Streets Wrestling Program Philadelphia Hanlon, Chris 714 Market Street, Suite 402 Philadelphia, PA 19106 <i>Expansion</i>	Helen Cunningham	\$7,500.00	\$7,500.00	\$0.00			
		5160					
		12/14/2012					
Bethesda Project Sgro, Angelo 1630 South Street Philadelphia, PA 19146 <i>For the Outreach program</i>	Helen Cunningham	\$20,000.00	\$20,000.00	\$0.00	Y		
		4991					
		3/16/2012					
The Big Brother/Big Sister Association of Philadelphia Olshan, Marlene L. 123 South Broad Street Suite 2180 Philadelphia, PA 19109 <i>To sustain Philadelphia matches with children of prisoners</i>	Helen Cunningham	\$15,000.00	\$15,000.00	\$0.00	Y		
		4989					
		3/16/2012					

Payee Organization		Amount	Non-		— Receipt —	
Request Primary Contact		Check #	Deduct	Deduct Tax	Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount Status	Date	Date
Ceiba, Inc. Gonzalez, Will 147 W. Susquehanna Avenue Philadelphia, PA 19122-1719 <i>General support</i>	Helen Cunningham	\$10,000.00 5161 12/14/2012	\$10,000.00	\$0.00		
Children's Village Child Care Center Graham, Mary E 125 North 8th Street Philadelphia, PA 19106 <i>Accreditation process</i>	Helen Cunningham	\$4,500.00 4992 3/16/2012	\$4,500.00	\$0.00 Y		
Community Design Collaborative of AIA Philadelphia Miller, Elizabeth K. 1216 Arch Street, First Floor Philadelphia, PA 19107 <i>General support</i>	Helen Cunningham	\$5,000.00 5022 6/15/2012	\$5,000.00	\$0.00		
Community Legal Services, Inc. Carr, Catherine 1424 Chestnut Street Philadelphia, PA 19102-2505 <i>Toward improving immigrant access to Medicaid insurance</i>	Helen Cunningham	\$18,000.00 4993 3/16/2012	\$18,000.00	\$0.00 Y		
Consumer Bankruptcy Assistance Project Lucey, Mary Anne c/o Duane Morris & Heckscher 4200 One Liberty Place Philadelphia, PA 19103 <i>General support</i>	Helen Cunningham	\$7,500.00 5135 9/28/2012	\$7,500.00	\$0.00		
Dawn's Place Loise, Sister Michelle 81 E. Logan Street Philadelphia, PA 19144 <i>General support</i>	Helen Cunningham	\$15,000.00 5163 12/14/2012	\$15,000.00	\$0.00		

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10/24/12

Payee Organization		Amount	Non-		— Receipt —	
Request Primary Contact		Check #	Deduct	Deduct Tax	Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount Status	Date	Date
Education Law Center - PA Reiser, Len 1315 Walnut Street 4th Floor Philadelphia, PA 19107- <i>Immigrant/Refugee</i>	Helen Cunningham	\$18,000.00 6/15/2012	\$18,000.00	\$0.00 Y		
Foyer of Philadelphia Braden, Leigh 7 Schiller Avenue Penn Valley, PA 19072 <i>Winter shelter for homeless LGBT young adults</i>	Helen Cunningham	\$15,000.00 5164 12/14/2012	\$15,000.00	\$0.00		
The Franklin Institute Wint, Dennis M 222 North 20th Street Philadelphia, PA 19103-1194 <i>Phase Two renovations of the Fels Planetarium</i>	Helen Cunningham	\$125,000.00 4934 1/13/2012	\$125,000.00	\$0.00 Y		
Friends of Farmworkers, Inc. Guerrero, Gisselle 42 south 15th Street, Suite 605 Philadelphia, PA 19102 <i>New Director's grant</i>	Helen Cunningham	\$20,000.00 5136 9/28/2012	\$20,000.00	\$0.00		
Friends of the Free Library of Philadelphia Dougherty, Amy 1901 Vine Street Philadelphia, PA 19103 <i>General support</i>	Helen Cunningham	\$5,000.00 5026 6/15/2012	\$5,000.00	\$0.00		
G-town Radio Bear, Jim 5105 Pulaski Avenue Philadelphia, PA 19144 <i>General support</i>	Helen Cunningham	\$3,000.00 4996 3/16/2012	\$3,000.00	\$0.00		

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Payee Organization		Amount	Non-		--- Receipt ---	
Request Primary Contact		Check #	Deduct	Deduct Tax	Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount Status	Date	Date
BIAS and Council Migration Service of Philadelphia Bernstein-Baker, Judith 2100 Arch Street, 3rd Floor Philadelphia, PA 19103 <i>For the Immigrant Youth Advocacy Project</i>	Helen Cunningham	\$18,000.00 4997 3/16/2012	\$18,000.00	\$0.00 Y		
BIAS and Council Migration Service of Philadelphia Bernstein-Baker, Judith 2100 Arch Street, 3rd Floor Philadelphia, PA 19103 <i>For the Philadelphia Deferred Action Legal Collaborative</i>	Helen Cunningham	\$20,000.00 5137 9/28/2012	\$20,000.00	\$0.00 Y		
Housing Alliance of Pennsylvania Hersh, Elizabeth G 2 South Easton Road Glenside, PA 19038 <i>Toward the Breaking Ground campaign</i>	Admin	\$15,000.00 5180 12/14/2012	\$15,000.00	\$0.00		
Institute for Safe Families Dempsey, Sandra H 3502 Scotts Lane Building 1, Suite 4 Philadelphia, PA 19129 <i>Family Safe Zone project</i>	Helen Cunningham	\$10,000.00 5027 6/15/2012	\$10,000.00	\$0.00		
Jewish Family and Childrens Service Gottfried, Laura 1610 Spruce Street Philadelphia, PA 19103- <i>For the Holocaust Survivors Support Program</i>	Helen Cunningham	\$10,000.00 5165 12/14/2012	\$10,000.00	\$0.00 Y		
Juntos Almiron, Erika 2029 S. 8th Street Philadelphia, PA 19148 <i>General support</i>	Helen Cunningham	\$15,000.00 5138 9/28/2012	\$15,000.00	\$0.00		

Payee Organization		Amount	Non-		— Receipt —	
Request Primary Contact		Check #	Deduct	Deduct Tax	Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount Status	Date	Date
The Juvenile Law Center of Philadelphia Schwartz, Robert G 1315 Walnut Street, 4th Floor Philadelphia, PA 19107- <i>To improve the foster care system for youth with disabilities who are transitioning out of care</i>	Helen Cunningham	\$18,000.00 4998 3/16/2012	\$18,000.00	\$0.00 Y		
The Legal Clinic for the Disabled, Inc. Payton, Linda 1513 Race Street Philadelphia, PA 19102 <i>To develop protocols for disabled victims of abuse</i>	Helen Cunningham	\$7,500.00 5148 9/28/2012	\$7,500.00	\$0.00		
LIFT Philadelphia Romalis, Josh 203 S 60th Street Philadelphia, PA 19139 <i>Toward the salary of a Program Development Specialist</i>	Helen Cunningham	\$10,000.00 5028 6/15/2012	\$10,000.00	\$0.00		
A Little Taste of Everything Rosen, Johanna 3451 Walnut Street Franklin Bldg. Annex, Suite p.117A Philadelphia, PA 19104 <i>General support</i>	Helen Cunningham	\$5,000.00 5140 9/28/2012	\$5,000.00	\$0.00		
MANNA Keaveney, Richard 2323 Ranstead Street Philadelphia, PA 19103 <i>Upgrade website</i>	Helen Cunningham	\$7,000.00 5029 6/15/2012	\$7,000.00	\$0.00		
Mazzoni Center Shein, Nurit 21 South 12th Street 12th floor Philadelphia, PA 19107 <i>To create the Senior Citizen Advocacy Project</i>	Helen Cunningham	\$20,000.00 5166 12/14/2012	\$20,000.00	\$0.00 Y		

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Payee Organization		Amount	Non-		— Receipt —	
Request Primary Contact		Check #	Deduct	Deduct Tax	Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount Status	Date	Date
Nationalities Service Center of Philadelphia Mulligan, Dennis 1216 Arch Street, 4th Floor Philadelphia, PA 19107 <i>For the Immigrant Domestic Violence Project</i>	Helen Cunningham	\$18,000.00 4999 3/16/2012	\$18,000.00	\$0.00 Y		
New Directions for Women Stewart, Carolyn 4807 Germantown Avenue Philadelphia, PA 19144 <i>Toward salary for Development Communication Specialist</i>	Helen Cunningham	\$15,000.00 5147 9/28/2012	\$15,000.00	\$0.00		
New Jerusalem Outreach Ministry Inc. Washington, Rena 2323 N Van Pelt Street Philadelphia, PA 19132 <i>General support</i>	Helen Cunningham	\$1,000.00 5032 6/15/2012	\$1,000.00	\$0.00 Y		
New Sanctuary Movement of Philadelphia Rock, Jennifer 2601 Potter Street Philadelphia, PA 19125 <i>General support</i>	Helen Cunningham	\$15,000.00 5167 12/14/2012	\$15,000.00	\$0.00		
Norris Square Neighborhood Project, Inc. McGowan, Reed Davaz 2141 North Howard Street Philadelphia, PA 19122- <i>Urban Garden Program</i>	Helen Cunningham	\$7,500.00 5034 6/15/2012	\$7,500.00	\$0.00 Y		
North Light Community Center Madrak, Irene A 175 Green Lane Philadelphia, PA 19127 <i>General support</i>	Helen Cunningham	\$10,000.00 5033 6/15/2012	\$10,000.00	\$0.00		

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Payee Organization		Amount		Non-		--- Receipt ---	
Request Primary Contact		Check #	Deduct	Deduct Tax		Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount Status		Date	Date
Nueva Esperanza, Inc./Legal Service Clark, Mary 4261 North 5th Street, 2nd Flr Philadelphia, PA 19140- <i>General support</i>	Helen Cunningham	\$15,000.00 5025 6/15/2012	\$15,000.00	\$0.00 Y			
Philadelphia Orchard Project Naum, Michael P. c/o Michael P. Naum, Urban Studies Program University of Pennsylvania, 130 McNeil 3718 Locust Walk Philadelphia, PA 19104-6311 <i>General support</i>	Helen Cunningham	\$10,000.00 5177 12/14/2012	\$10,000.00	\$0.00			
Play On, Philly! Thompson, Stanford P.O. Box 8662 Philadelphia, PA 19101 <i>General support</i>	Helen Cunningham	\$10,000.00 5179 12/14/2012	\$10,000.00	\$0.00			
POWER Royster, Dwayne 4620 Griscom Street Philadelphia, PA 19124- <i>General support</i>	Helen Cunningham	\$20,000.00 5009 3/16/2012	\$20,000.00	\$0.00			
Project HOME Scullion, Sister Mary 1515 Fairmount Avenue Philadelphia, PA 19130- <i>Public policy and advocacy</i>	Helen Cunningham	\$20,000.00 5149 10/2/2012	\$20,000.00	\$0.00 Y			
Ready, Willing & Able/The Doe Fund, Inc. Jordan, LeRoy 1211 Bainbridge Street Philadelphia, Pennsylvania 19147 <i>Toward the cost of new culinary training program</i>	Helen Cunningham	\$15,000.00 5002 3/16/2012	\$15,000.00	\$0.00			

Payee Organization		Amount	Non-		--- Receipt ---	
Request Primary Contact		Check #	Deduct	Deduct Tax	Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount Status	Date	Date
Regional Housing Legal Services Schwartz, Mark 2 South Easton Road Glenside, PA 19038 <i>To restart HEMAP</i>	Helen Cunningham	\$10,000.00 5172 12/14/2012	\$10,000.00	\$0.00		
Settlement Music School of Philadelphia Eaton, Helen S. P.O. Box 63966 Philadelphia, PA 19147-3966 <i>For the Festival of Young Musicians</i>	Helen Cunningham	\$7,500.00 5169 12/14/2012	\$7,500.00	\$0.00 Y		
Singing City Scully, Angela 123 S 17th Street Philadelphia, PA 19103- <i>For the Children's Choir</i>	Helen Cunningham	\$5,000.00 5143 9/28/2012	\$5,000.00	\$0.00 Y		
Support Center for Child Advocates Cervone, Frank P 1900 Cherry Street Philadelphia, PA 19103- <i>For the LGBTQ Youth Project</i>	Helen Cunningham	\$10,000.00 5145 9/28/2012	\$10,000.00	\$0.00 Y		
Supportive Older Women's Network, Inc. Drake, Merle 4100 Main Street, Suite 200 Philadelphia, PA 19127 <i>For the Grand Family Resource Center</i>	Helen Cunningham	\$15,000.00 5173 12/14/2012	\$15,000.00	\$0.00 Y		
Taller Puertorriqueno, Inc. San Miguel, Carmen Febo 2721 North 5th Street Philadelphia, PA 19133- <i>For upgrades</i>	Helen Cunningham	\$5,000.00 5146 9/28/2012	\$5,000.00	\$0.00 Y		

Payee Organization		Amount	Non-		--- Receipt ---	
Request Primary Contact		Check #	Deduct	Deduct Tax	Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount Status	Date	Date
Travelers Aid Family Services of Philadelphia Guard, Gloria Rowan House 325 N 39th Street Philadelphia, PA 19104-4656 <i>New Director's Grant</i>	Helen Cunningham	\$12,000.00 5041 6/15/2012	\$12,000.00	\$0.00		
WAY (Wardrobe for Adolescent and Youth) Fortt, Stephen 225 N. 59th Street Philadelphia, PA 19139 <i>General support</i>	Helen Cunningham	\$5,000.00 5175 12/14/2012	\$5,000.00	\$0.00		
Weavers Way Community Programs Milenbach, Rachel 559 Carpenter Lane Philadelphia, PA 19119 <i>To expand Hope Garden</i>	Helen Cunningham	\$10,000.00 5006 3/16/2012	\$10,000.00	\$0.00		
The West Philadelphia Tool Library/GPUAC Froehlich, Michael 4620 Woodland Avenue Philadelphia, PA 19143 <i>Toward hiring staff</i>	Helen Cunningham	\$5,000.00 5040 6/15/2012	\$5,000.00	\$0.00		
Women Against Abuse Listski, Jeannine L. 100 South Broad Street, Suite 1341 Philadelphia, PA 19110 <i>For the implementation of the Sanctuary Model</i>	Helen Cunningham	\$10,000.00 5176 12/14/2012	\$10,000.00	\$0.00 Y		
PathwaysPA Goertzel, Carol 310 Amosland Road Holmes, PA 19043 <i>Advocacy work</i>	Helen Cunningham	\$10,000.00 5035 6/15/2012	\$10,000.00	\$0.00 Y		

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Payee Organization		Amount	Non-			— Receipt —	
Request Primary Contact		Check #	Deduct	Deduct	Tax	Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount	Status	Date	Date
Womens Law Project Tracy, Carol 125 South Ninth Street Suite 401 Philadelphia, PA 19107- <i>For pregnant and parenting prisoners' issues</i>	Helen Cunningham	\$18,000.00 5007 3/16/2012	\$18,000.00	\$0.00			
Youth Service, Inc. Bailey, Gwendolyn A. 410 North 34th Street Philadelphia, PA 19104- <i>Training staff in the Sanctuary Model</i>	Helen Cunningham	\$7,500.00 5178 12/14/2012	\$7,500.00	\$0.00	Y		
Grand Total		\$752,500.00	\$752,500.00	\$0.00			
(55 items)							

Payments Made - OBRA Report

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Payee Organization		Amount	Non-		— Receipt —		
Request Primary Contact		Check #	Deduct	Deduct Tax	Sched.	Done	
Project Title	Staff	Paid Date	Amount	Amount Status	Date	Date	
Community College of Philadelphia Curtis, Stephen M 1700 Spring Garden Street Philadelphia, PA 19130- <i>Intern</i>	Helen Cunningham	\$6,000.00 4935 2/17/2012	\$6,000.00	\$0.00 Y			
Housing Alliance of Pennsylvania Hersh, Elizabeth G. 2 South Easton Road Glenside, PA 19038 <i>Intern</i>	Helen Cunningham	\$6,000.00 4936 2/17/2012	\$6,000.00	\$0.00			
Kulu Mele African American Dance Ensemble Wilkie, Dorothy 6417 North 13th Street Philadelphia, PA 19126 <i>Intern</i>	Helen Cunningham	\$6,000.00 4937 2/17/2012	\$6,000.00	\$0.00			
Lutheran Settlement House/Lutheran Social Mission Society Davis, Kelly 1340 Frankford Avenue Philadelphia, PA 19125- <i>Intern</i>	Helen Cunningham	\$6,000.00 4938 2/17/2012	\$6,000.00	\$0.00			
New Sanctuary Movement of Philadelphia Rock, Jennifer 2601 Potter Street Philadelphia, PA 19125 <i>Intern</i>	Helen Cunningham	\$6,000.00 4939 2/17/2012	\$6,000.00	\$0.00			

Payee Organization		Amount	Non-		--- Receipt ---		
Request Primary Contact		Check #	Deduct	Deduct Tax	Sched.	Done	
Project Title	Staff	Paid Date	Amount	Amount Status	Date	Date	
Peregrine Arts, Inc. Squire, Thaddeus 2920 Cambridge Street Philadelphia, PA 19130 <i>Intern</i>	Helen Cunningham	\$6,000 00 4940 2/17/2012	\$6,000.00	\$0.00			
Philabundance Clark, William J 6950 Germantown Avenue PO Box 18927 Philadelphia, PA 19119-0927 <i>Intern</i>	Helen Cunningham	\$6,000 00 4941 2/17/2012	\$6,000.00	\$0.00 Y			
Philadelphia Photo Arts Center Stolfa, Sarah 1400 N. American Street, suite 103 Philadelphia, PA 19122 <i>Intern</i>	Helen Cunningham	\$6,000 00 4942 2/17/2012	\$6,000.00	\$0.00			
Philadelphia Youth Sports Collaborative/Starfinder Palmer, Wendy c/o The Palmer Group, 3600 Market Street Suite 530 Philadelphia, PA 19103 <i>Intern</i>	Helen Cunningham	\$6,000 00 4943 2/17/2012	\$6,000.00	\$0.00			
Philadelphia's Children First Fund Hagen, Jeanne-Marie 30 South 17th Street, 10-058 Philadelphia, PA 19103 <i>Special Intern</i>	Helen Cunningham	\$6,000 00 5011 4/30/2012	\$6,000.00	\$0.00			
Preservation Alliance for Greater Philadelphia Boyce, Caroline E. 1608 Walnut Street, Suite 1300 Philadelphia, PA 19103 <i>Intern</i>	Helen Cunningham	\$6,000 00 4944 2/17/2012	\$6,000.00	\$0.00			

Payee Organization		Amount		Non-		— Receipt —	
Request Primary Contact		Check #	Deduct	Deduct Tax		Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount Status		Date	Date
The Rosenbach Museum and Library Dreher, Derick 2010 DeLancey Place Philadelphia, PA 19103 <i>Intern</i>	Helen Cunningham	\$6,000.00 4945 2/17/2012	\$6,000.00	\$0.00 Y			
Society Created to Reduce Urban Blight -SCRUB Tracy, Mary 1315 Walnut Street, Suite 1605 Philadelphia, PA 19107 <i>Intern</i>	Helen Cunningham	\$6,000.00 4946 2/17/2012	\$6,000.00	\$0.00			
Summer Search Jefferson, Amanda 1616 Walnut Street, Suite 2200 Philadelphia, PA 19103 <i>Intern</i>	Helen Cunningham	\$6,000.00 4947 2/17/2012	\$6,000.00	\$0.00			
The Village of Arts and Humanities, Inc. Grimaldi, Elizabeth 2544 Germantown Avenue Philadelphia, PA 19133- <i>Intern</i>	Helen Cunningham	\$6,000.00 4948 2/17/2012	\$6,000.00	\$0.00 Y			
Women's Way Aronoff, Amanda 123 South Broad Street, Suite 1399 Philadelphia, PA 19109 <i>Intern</i>	Helen Cunningham	\$6,000.00 4949 2/17/2012	\$6,000.00	\$0.00			
Grand Total		\$96,000.00	\$96,000.00	\$0.00			
(16 items)							

12-17

Payments Made - OBRA Report

12/31/2012

membership

Payee Organization		Amount	Non-		— Receipt —	
Request Primary Contact		Check #	Deduct	Deduct Tax	Sched.	Done
Project Title	Staff	Paid Date	Amount	Amount Status	Date	Date
Delaware Valley Grantmakers Kahn, Debra 230 So. Broad Street, Suite 4C Philadelphia, PA 19102 Membership	Helen Cunningham	\$3,750.00 4932 1/13/2012	\$3,750.00	\$0.00 Y		
Free Library of Philadelphia Foundation Shelkrot, Elliot L. 1901 Vine Street Philadelphia, PA 19103-1189 Membership 2012	Admin	\$5,000.00 4933 1/13/2012	\$5,000.00	\$0.00 Y		
Grand Total		\$8,750.00	\$8,750.00	\$0.00		
(2 items)						

SAMUEL S. FELS FUND
PART XV, SUPPLEMENTARY INFORMATION
GRANTS APPROVED FOR FUTURE PAYMENT

<u>PAYEE ORGANIZATION</u>	<u>PAYMENT AMOUNT</u>	
Big Brother/Big Sister Association of Philadelphia 123 South Broad Street Suite 2180 Philadelphia, PA 19109	15,000	Community
Philadelphia Charter School for Excellence 1926 Arch Street Suite 3F Philadelphia, PA 19103	10,000	Education
Fels Institute of Government - MGA Program 3814 Walnut Street Philadelphia, PA 19104-6197	150,000	Community
Partial payment of prior year accruals	(72,500)	
Total	<u>102,500</u>	