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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation LYNNE & HAROLD HONICKMAN FOUNDATION		A Employer identification number 23-2513138
Number and street (or P.O. box number if mail is not delivered to street address) 210 WEST RITTENHOUSE SQUARE		B Telephone number (215) 790-1710
City or town, state, and ZIP code PHILADELPHIA, PA 19103		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 ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 10,179,870. (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		25,000.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		110.	110.		STATEMENT 1
4 Dividends and interest from securities		274,034.	274,034.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		14,499.			
b Gross sales price for all assets on line 6a		1,119,915.			
7 Capital gain net income (from Part IV, line 2)			14,499.		
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)					
11 Other income		950.	2,281.		STATEMENT 3
12 Total. Add lines 1 through 11		314,593.	290,924.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		32,000.	3,200.		28,800.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		5,438.	2,719.		2,719.
c Other professional fees STMT 5		11,128.	11,128.		0.
17 Interest					
18 Taxes STMT 6		11,040.	1,040.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications		9,534.	0.		9,534.
23 Other expenses STMT 7		25,663.	10,890.		14,773.
24 Total operating and administrative expenses. Add lines 13 through 23		94,803.	28,977.		55,826.
25 Contributions, gifts, grants paid		415,659.			415,659.
26 Total expenses and disbursements. Add lines 24 and 25		510,462.	28,977.		471,485.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-195,869.			
b Net investment income (if negative, enter -0-)			261,947.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		1,037,119.	1,233,930.	1,233,930.
	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				
	7	Other notes and loans receivable ▶				
		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 STMT 8	2,212,104.	1,439,796.	1,553,538.	
	b	Investments - corporate stock STMT 9	2,500,347.	3,220,236.	3,690,114.	
	c	Investments - corporate bonds STMT 10	2,485,364.	2,123,640.	2,187,322.	
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 11	1,391,301.	1,412,764.	1,514,966.		
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)	9,626,235.	9,430,366.	10,179,870.		
Liabilities	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				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
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				
	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	9,626,235.	9,430,366.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30	Total net assets or fund balances	9,626,235.	9,430,366.			
31	Total liabilities and net assets/fund balances	9,626,235.	9,430,366.			

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	9,626,235.
2	Enter amount from Part I, line 27a	2	-195,869.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	9,430,366.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,430,366.

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			
b SEE ATTACHED STATEMENTS			
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 1,119,915.		1,130,977.	14,499.

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			
b			
c			
d			
e			14,499.

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

14,499.

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).

If (loss), enter -0- in Part I, line 8

3

N/A**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	452,919.	9,926,079.	.045629
2010	478,390.	9,670,193.	.049471
2009	463,759.	8,402,940.	.055190
2008	473,502.	9,038,245.	.052389
2007	467,086.	9,777,004.	.047774

2 Total of line 1, column (d)

2

.250453

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

.050091

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4

9,971,432.

5 Multiply line 4 by line 3

5

499,479.

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

6

2,619.

7 Add lines 5 and 6

7

502,098.

8 Enter qualifying distributions from Part XII, line 4

8

471,485.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

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)		1	5,239.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	5,239.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	5,239.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	6,216.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2012 estimated tax payments and 2011 overpayment credited to 2012		6d	
b Exempt foreign organizations - tax withheld at source		7	6,216.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	977.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		11	0.
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 977. Refunded ☐			

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
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?	X	
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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>PA</u>		
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	X	
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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.HONICKMANFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>FOUNDATION</u> Telephone no. ► <u>(215) 790-1710</u> Located at ► <u>210 RITTENHOUSE SQUARE, PHILADELPHIA, PA</u> ZIP+4 ► <u>19103</u>			
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 N/A			
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 X

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 N/A	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	X
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 ►		
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. ►		
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	X
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	X

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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)?

☐ 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)?

N/A

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?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

6b

X

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

N/A

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.

(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
LYNNE HONICKMAN 210 W. RITTENHOUSE SQUARE PHILADELPHIA, PA 19103	TRUSTEE 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

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

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	

Total. Add lines 1 through 3

0.

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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	7,626,391.
b	Average of monthly cash balances	1b	1,044,431.
c	Fair market value of all other assets	1c	1,452,459.
d	Total (add lines 1a, b, and c)	1d	10,123,281.
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	10,123,281.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	151,849.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,971,432.
6	Minimum investment return. Enter 5% of line 5	6	498,572.

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	498,572.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,239.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,239.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	493,333.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	493,333.
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	493,333.

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	471,485.
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	471,485.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	471,485.

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.

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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				493,333.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			405,694.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 471,485.				
a Applied to 2011, but not more than line 2a			405,694.	
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				65,791.
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))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 instr			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				427,542.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

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).)

LYNNE HONICKMAN

- 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:

LYNNE HONICKMAN, 215-790-1710

210 W. RITTENHOUSE SQUARE NO.3303, PHILADELPHIA, PA 19103

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

NO SPECIFIC FORM

- 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:

DISTRIBUTIONS LIMITED TO ORGANIZATIONS

DISTRIBUTIONS LIMITED TO ORGANIZATIONS
THAT CARRY OUT PURPOSE OF FOUNDATION

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE SCHEDULE ATTACHED	NONE	PUBLIC CHARITY		415,659.
Total			3a	415,659.
b Approved for future payment				
NONE				
Total			3b	0.

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

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

[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
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.

Signature of officer or trustee

Date _____

Title

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

JONATHAN HOFFMAN,
CPA

Preparer's signature

Date

Check ☐ self-employed

PTIN

Firm's name ► **ISDANER & COMPANY, LLC**

Firm's EIN ► 23-6410283

Firm's address ► **THREE BALA PLAZA, SUITE 501 WEST
BALA CYNWYD, PA 19004-3484**

Phone no. (610) 668-4200

Form **990-PF** (2012)

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

LYNNE & HAROLD HONICKMAN FOUNDATION

23-2513138

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

LYNNE & HAROLD HONICKMAN FOUNDATION**23-2513138****Part I****Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>PEPSI COLA & NATIONAL BRAND BEVERAGE</u> <u>8275 ROUTE 130</u> <u>PENSAUKEN, NJ 08110</u>	\$ <u>20,000.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
<u>2</u>	<u>LYNNE HONICKMAN</u> <u>210 WEST RITTENHOUSE SQUARE</u> <u>PHILADELPHIA, PA 19103</u>	\$ <u>5,000.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

LYNNE & HAROLD HONICKMAN FOUNDATION

23-2513138

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

LYNNE & HAROLD HONICKMAN FOUNDATION

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	\$50,000 GOLDMAN SACHS GROUP INC 1% DUE 4/15/15	P	04/09/10	03/06/12
b	\$70,000 DISCOVER BANK CD 4.05% DUE 4/23/12	P	04/16/08	04/23/12
c	\$100,000 TENNESSEE VALLEY AUTH BND SERIES A 6.79%	P	09/15/10	05/23/12
d	\$325,000 USA TREASURY NOTES .75% DUE 5/31/12	P	07/29/10	05/31/12
e	\$175,000 WELLS FARGO & CO 2.125% DUE 6/15/12	P	11/12/10	06/15/12
f	\$50,000 INDIANAPOLIS IND LOC 5.5% DUE 7/1/19	P	09/07/10	07/01/12
g	\$100,000 CONOCOPHILLIPS CO GUARNT 4.4% DUE 5/15/12	P	09/09/10	08/17/12
h	\$50,000 ABBOTT LABORATORIES NTS 5.875% DUE 5/15/11	P	05/09/11	11/13/12
i	\$75,000 NOVA SAVINGS BANK CD 4% DUE 2/18/14	P	02/07/08	11/09/12
j	\$100,000 JPMORGAN CHASE & CO 2.125% DUE 12/26/12	P	09/09/10	12/26/12
k	PERCEVAL INVESTMENT PARTNERS LP			
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

(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 48,050.		50,000.	-1,950.
b 70,000.		70,000.	0.
c 100,000.		110,457.	-10,457.
d 325,000.		326,193.	-1,193.
e 175,000.		179,478.	-4,478.
f 50,000.		50,000.	0.
g 103,016.		108,386.	-5,370.
h 59,174.		58,338.	836.
i 75,000.		75,000.	0.
j 100,000.		103,125.	-3,125.
k			25,561.
l 14,675.			14,675.
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-1,950.
b			0.
c			-10,457.
d			-1,193.
e			-4,478.
f			0.
g			-5,370.
h			836.
i			0.
j			-3,125.
k			25,561.
l			14,675.
m			
n			
o			

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	14,499.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
PNC BANK, N.A.	110.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	110.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PERCEVAL INVESTMENT PARTNERS LP	5,890.	0.	5,890.
PNC BANK, N.A.	285,873.	14,675.	271,198.
PNC BANK, N.A. - AMORTIZATION	-3,054.	0.	-3,054.
TOTAL TO FM 990-PF, PART I, LN 4	288,709.	14,675.	274,034.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PERCEVAL INVESTMENT PARTNERS	950.	2,281.	
TOTAL TO FORM 990-PF, PART I, LINE 11	950.	2,281.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ISDANER AND CO	5,438.	2,719.		2,719.
TO FORM 990-PF, PG 1, LN 16B	5,438.	2,719.		2,719.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGT FEES	11,128.	11,128.		0.
TO FORM 990-PF, PG 1, LN 16C	11,128.	11,128.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,040.	1,040.		0.
EXCISE TAXES	10,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	11,040.	1,040.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UTILITIES	2,753.	0.		2,753.
DUES AND SUBSCRIPTIONS	393.	0.		393.
REGISTRATION FEE	15.	0.		15.
OFFICE EXPENSES	3,564.	0.		3,564.
ADVERTISING	6,050.	0.		6,050.
WEBSITE	1,998.	0.		1,998.
PERCEVAL INVESTMENT EXPENSES	10,890.	10,890.		0.
TO FORM 990-PF, PG 1, LN 23	25,663.	10,890.		14,773.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	X		673,111.	712,995.
SEE SCHEDULE ATTACHED		X	766,685.	840,543.
TOTAL U.S. GOVERNMENT OBLIGATIONS			673,111.	712,995.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			766,685.	840,543.
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,439,796.	1,553,538.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	3,220,236.	3,690,114.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,220,236.	3,690,114.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	2,123,640.	2,187,322.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,123,640.	2,187,322.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PLEADIES OFFSHORE FUND	COST	300,000.	298,601.
VITTORIA OFFSHORE FUND	COST	650,000.	665,823.
PERCEIVAL INV PARTNERS	COST	462,764.	550,542.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,412,764.	1,514,966.

2012 GRANT RECIPIENTS

Organization	Memo	Amount	Proj./Comments
Abramson Ctr For Jewish Life 1425 Horsham Road North Wales, PA 19454-1320	Unrestricted	100	
Academy of Amer Poets 584 Broadway, Suite 604 New York, NY 10012	Unrestricted	100	
ACE (Assoc Comm Emplmnt Prg 114 Greene Street New York, NY 10012	Unrestricted	100	
AdoptaPlatoon P O Box 5038 Hagerstown, MD 21741-5038	Unrestricted	100	
Albert Einstein Healthcare Network Braemer Bldg 5501 Old York Road Philadelphia, PA 19141	Unrestricted	500	
AFP/GPC - Assoc Funraising Prof 4520 City Ave , Suite 301 Philadelphia, PA		500	
Alzheimer's Disease Research 22512 Gateway Center Dr Clarksburg, MD 20871	Unrestricted	100	
Alzheimer Assoc Delaware Valley Chapter P O Box 96011 Washington, DC 20090-6011	Unrestricted	200	
Alzhdeimer Assoc Wash Monument Natl Capitol Area 3710 Pender Dr , Ste 400 Fairfax, VA 22030	Unrestricted	250	
Amer Jewish Joint Distr Committee 711 Third Ave , 10th Flr New York, NY 10017-4014	Frederic Brenner Israel Proj Publishing Collective Photog Books	25,000 00	
Amer Legion Auxilliary 8945 N Menden Str , Ste 200 Indianapolis, IN 46260	Unrestricted	50	
Amer Philosophical Society 104 South Fifth Str Philadelphia, PA 19106-3387	Unrestricted	250	
Amer Poetry Review 1700 Sansom Street - Suite 800 Philadelphia, PA 19103	First Bk Prize	12,000	
Aperture Foundation 547 W 27th Str , 4th Flr New York, NY 10001	Unrestricted	10,000	
Art Reach 1819 JFK Blvd , Suite 200 Philadelphia, PA 19103	Unrestricted	1,000	
Art Sanctuary 628 South 16th Str Philadelphia, PA 19146	Lorene Cary Legacy Fund	500	
Arthritis Foundation 111 S Independence Mall E , Ste. 500 Philadelphia, PA 19106-2536	Unrestricted	100	

2012 GRANT RECIPIENTS

Organization	Memo	Amount	Proj./Comments
Asian Art Initiative 1219 Vine Street Philadelphia, PA 19107	Unrestricted	475	
Assoc For Public Art 1616 Walnut Str , Ste 2012 Philadelphia, PA 19103	Unrestricted	100	
Associated Svs For the Blind 919 Walnut Str Philadelphia, PA 19107	Unrestricted	200	
Beth Sholom Congregation 8231 Old York Rd Elkins Park, PA 19027-1595	Camp Ramah	3,000	
Bethesda Project 1630 South Street Philadelphia, PA 19146	Unrestricted	500	
Birthright Israel Fdn C/O Jewish Federation of Gr Phila 2100 Arch Str Philadelphia, PA 19103	Unrestricted	7,000	
Blinded Veterans Assoc 477 H Street N W Washington, D C 20001-2694	Unrestricted	100	
Boys Town 100 Flanagan Blvd Boys Town, NE 68010-9989	Unrestricted	100	
Broadway Dreams Fdn 8965 Brockham Way Alpharetta, GA 30022	Unrestricted	500	
Camp Dream Catcher 110 East State Street, Suite C Kennett Square, PA 19348	Summer Camp Program	1,000	
Career Wardrobe 21 South 12th Street, Ste #1100 Philadelphia, PA 19107	Unrestricted	100	
CDS @ Duke University Lyndhurst House 1317 W Pettigrew Street Durham, NC 27705	First Bk Prize Photography Balance - Fifth Book First Institmnt Of Web Site	35,000	
Cease Fire PA 111 So Independence Mall East, Ste 966 Philadelphia, PA 19106	Unrestricted	5,000	
Chestnut Hill College 9601 Germantown Avenue Philadelphia, PA 19118	Kirby Program	1,000	
Children's Crisis Treatment Ctr 1823 Callowhill Street Philadelphia, PA 19130	Holiday Toy Drive	300	
The Children's Hospital of Phila P.O. Box 40930 Philadelphia, PA 19107	Unrestricted - Daisy Day Davidov Music Therapy Fund	3,000	
Children's Village Child Care Ctr 125 North 8th Street Philadelphia, PA 19106	Unrestricted	100	

2012 GRANT RECIPIENTS

ORGANIZATION	MEMO	AMOUNT	Proj./Comments
Clay Studio 139 North Second Street Philadelphia, PA 19106	Unrestricted	200	
Coalition Ingenu 2335 North 52nd Street Philadelphia, PA 19131	Unrestricted	100	
Columbia Univ -Intrnatl Family AIDS Prg Columbia Univ Medical Center 100 Haven Avenue, Suite 29D New York, NY 10032	Dominican Republic Family AIDS Project	1,500	
Comcast-Spectacor Chanties Wells Fargo Ctr 3601 South Broad Str Philadelphia, PA 19148	Unrestricted Flyers Wives Carnival	100	
Community Partnership School 1936 North Judson Street Philadelphia, PA 19121	Unrestricted	5,000	
Community Women's Edu Proj. 2801 Frankford Avenue Philadelphia, PA 19134	Unrestricted	250	
Conservation Center 264 South 23rd Str Philadelphia, PA 19103	Unrestricted	100	
Cystic Fibrosis P O Box 96305 Washington, DC 20090	Unrestricted	200	
A Date With a Plate 7254 Willow Road Ambler, PA 19002	Unrestricted	500	
Disabled American Veterans P O Box 14301 Cincinnati, OH 45250-0301	Unrestricted	100	
Diskin Orphan Home P O Box 191041 Brooklyn, NY 11219	Unrestricted	300	
Doctors Without Borders P O Box 1869 Memfield, VA 22116	Unrestricted	100	
The Doe Fund 1211 Bainbridge Street Philadelphia, PA 19147	Unrestricted	100	
Domestic Abuse Proj of Del. County 14 West 2nd Street Media, PA 19063	Unrestricted	500	
Drexel Univ College of Medicine Inst For Women's Health & Leadership P O Box 8235 Philadelphia, PA 19101	Unrestricted Woman One 2013	1,250	
Fabnc Workshop 1222 Arch Street Philadelphia, PA 19107	Unrestricted	1,000	

2012 GRANT RECIPIENTS

ORGANIZATION	MEMO	AMOUNT	Proj./Comments
Fairmount Park Art Assoc 1616 Walnut Street, Ste #2012 Philadelphia, PA 19103	Unrestricted	2,500	
Feed the Children P O Box 36 Oklahoma City, OK 73101-0036	Unrestricted	50	
Fdn For Melanoma Research 3601 Spruce Street, Rm 489 Philadelphia, PA 19104	Running for Cover	5,000	
Fdn For Self-Taught Amer Artists 30 So 17th Str , 12th Fir Philadelphia, PA 19103	Prgm Support	1,000	
Samuel S Fleisher Art Memorial 719 Cathenne Street Philadelphia, PA 19147	Unrestricted	2,500	
Flight 93 Natl Memorial Fund PO Box 96149 Washington, DC 20090	Unrestricted	250	
Franklin Institute 222 North 20th Street Philadelphia, PA 19103	Benefactor Society	1,500	
Fraternal Oder of Police 1336 Spring Garden Street Philadelphia, PA 19123-32123	Children's Holiday Party	100	
Free Library of Philadelphia 1901 Vine Street, Ste 111 Philadelphia, PA 19103	Unrestricted - Poe Circle	5,000	
Friends of Israel Defense Forces Center Dr , Ste 400 Fort Washington, PA 19034	Unrestricted	1,800	
Friends of Rittenhouse Square 210 W Rittenhouse Sq , Box 1308 Philadelphia, PA 19103	Unrestricted	1,000	
General Israel Orphans Home for Girls 132 Nassau Str New York, NY 10038	Unrestricted	100	
Girl Scouts of S E PA P O Box 27540 Philadelphia, PA 19118	Unrestricted - Take The Lead 100th Anniv Pledge Bal	16,000	
Grtr Phila Cultural Alliance 1616 Walnut Str , Ste 600 Philadelphia, PA 19103	Unrestricted	200	
Gwynedd-Mercy College 1325 Sumneytown Pike Gwynedd, PA 19437	Catherine Mc Auley Society	1,000	
Har Zion Temple 1500 Hagys Ford Road Penn Valley, PA 19072	Holocaust Remembrance	100	
Help Hospitalized Veterans P O Box 98088 Washington, D C 20090-8088	Unrestricted	100	

2012 GRANT RECIPIENTS

ORGANIZATION	MEMO	AMOUNT	Proj./Comments
Help US Adopt Org P O Box 20435 New York, NY 10021	Unrestricted	300	
Hero Thrill Show 9th District 401 North 21st Str Philadelphia, PA	Unrestricted	100	
Housing Alliance Corp of PA 2 South Easton Rd Glenside, PA 19038	Unrestricted	125	
Institute of Contemporary Art 36th & Sansom Streets Philadelphia, PA 19104	Spring Benefit	1,500	
ICP (Internatl. Ctr. Of Photography) 1114 Ave of the Americas @ 43rd Str New York, NY 10036	Willis E Hartshorn Exhibit Fund Unrestricted	3,000	
JCHAI-Judith Creed Homes for Adult Indpnd 21 Bala Avenue #100 Bala Cynwyd, PA 19004	Unrestricted	800	
JBJSoul Foundation 7 Penn Ctr , 1635 Market Str , 17th Flr Philadelphia, PA 19103	Soul Kitchen	5,000	
Jewish Federation of Gr Phila 2100 Arch Street Philadelphia, PA 19103	Annual Campaign, JEVS Human Svs , Unrestricted	5,460	
Jewish Relief Agency 116 Bala Ave Bala Cynwyd, PA 19004	Unrestricted	1,000	
Jewish Theological Seminary 3080 Broadway New York, NY 10027-4649	Unrestricted	1,000	
Keren-Or, Inc 350 Seventh Avenue, Suite 200 New York, NY 10001-5013	Unrestricted	200	
MADD 511 E John Carpenter Frwy , Ste 700 Irving, TX 75062	Unrestricted	100	
Magee Rehabilitation Fdn Six Franklin Plaza Philadelphia, PA 19102	Unrestricted	3,100	
Main Line Animal Rescue P.O Box 89 Chester Springs, PA 19425	Unrestricted	250	
Make a Wish Fdn Of Phila , SE PA P O Box 97104 Washington, DC 20090	Unrestricted	100	
MANNA P O Box 30181 Philadelphia, PA 19103	Unrestricted	13,500	
March of Dimes P O Box 8659 Philadelphia, PA 19101-8659	Unrestricted	100	

2012 GRANT RECIPIENTS

ORGANIZATION	MEMO	AMOUNT	Proj./Comments
Mannist Mission Mt St John 4435 E Patterson Rd Dayton, OH 45481-0001	Unrestricted	50	
Mazon 10495 Santa Monica Blvd , Ste 100 Los Angeles, CA 90025	Unrestricted	200	
Moore College of Art 20th Street & The Parkway Philadelphia, PA 19103-1179	Unrestricted	850	
Natl Fdn. For Celiac Awareness PO Box 544 Ambler, PA 19002	Unrestricted	500	
Natl Museum of Amer Jewish Hist 101 So Independence Mall East Philadelphia, PA 19106	Unrestricted	1,000	
Natl Law Enfrmnt Officers Mem Fund 901 E Str , NW, Ste 100 Washington, DC 20004	Unrestricted	50	
Natl Resource Defense Council PO Box 1830 Merrifield, VA 22116	Unrestricted	150	
National Wildlife Federation 11100 Wildlife Center Drive Reston, VA 20190-5362	Unrestricted	100	
Neighborhood Bike Works 3916 Locust Walk Philadelphia, PA 19104	Unrestricted Summer Camp Earn-A-Bike	500	
New Sanctuary Movement 4404 North 5th Str Philadelphia, PA 19140	Unrestricted	100	
NOHR Foundation 225 Haverford Avenue, Suite #1 Narberth, PA 19072	Unrestricted - Annual Tea	1,000	
North Penn Valley Boys & Girls Club 16 Susquehanna Ave Lansdale, PA 19446	Unrestricted	250	
North Shore Animal League Amer 16 Lewyt Str Port Washington, NY 11050	Unrestricted	50	
Onon 187 Main Street Great Barrington, MA 01230	Unrestricted	200	
OROT 49 Haverford Rd Wynnewood, PA 19096	Unrestricted	1,000	
Orphan Hospital Ward of Israel 1533 44th Street Brooklyn, NY 11219	Unrestricted	100	
PA Conf for Women 1601 Dove Str., Ste 245 Newport Beach, CA 92660	1 Booth for CeaseFirePa 1 Booth for Project HOME	1,050	

2012 GRANT RECIPIENTS

ORGANIZATION	MEMO	AMOUNT	Proj./Comments
Painted Brde Art Ctr 230 Vine Str Philadelphia, PA 19106	Unrestricted	1,000	
PAWS - Phila Animal Welfare Society 100 North 2nd Street Philadelphia, PA 19106	Unrestricted	100	
PCCY 1709 Benj Franklin Prkwy, 6th Flr Philadelphia, PA 19103	Unrestricted	500	
Pennsylvania Horticultural Society 100 North 20th Street, 5th Flr Philadelphia, PA 19103	Unrestricted	1,000	
Pennsylvania Innocence Proj @ Temple Univ Beasley School of Law 1719 N Broad Str Philadelphia, PA 19122	Unrestricted	500	
Penn State Dance Marathon 210 HUB University Park, PA 16802	Unrestricted	10,000	
People's Emergency Ctr 3902 Sprng Garden Str Philadelphia, Pennsylvania 19104	Unrestricted	2,000	
Pennsylvania SPCA 350 E Erie Avenue Philadelphia, Pennsylvania 19134	Unrestricted	200	
Perelman Jewish Day School 49 Haverford Road Wynnewood, PA 19096	Unrestricted	600	
Peter's Place 150 North Radnor-Chester Road, Ste F 130 Radnor, PA 19087	Unrestricted	750	
Philabundance P O Box 37555 Philadelphia, PA 19148	Unrestricted	1,000	
Philadelphia Art Alliance 215 South Eighteenth Street Philadelphia, PA 19103	Wetherill Ball	5,200	
Philadelphia Corp for Aging 642 No Broad Str Philadelphia, PA 19130	Unrestricted	450	
Philadelphia Education Fund 7 Benjamin Franklin Parkway Philadelphia, PA 19103	Unrestricted	1,000	
Philadelphia Festival of the Arts 260 South Broad Street, 16th Floor Philadelphia, PA 19102	Unrestricted	2,500	
Philadelphia Jewish Archive Ctr @ Temple P O Box 1798 Philadelphia, PA 19105	Calendar Fund	1,500	
Philadelphia Jewish Film Festival 123 South Broad Street, Suite 1710 Philadelphia, PA 19102	New Filmmakers	1,350	

2012 GRANT RECIPIENTS

ORGANIZATION	MEMO	AMOUNT	Proj./Comments
Phila Mural Arts Program 1729 Mount Vernon Street Philadelphia, PA 19130	Unrestricted	1,000	
Philadelphia Museum of Art 26th & The Parkway Philadelphia, PA 19130	Chairman's Cncl , Photog Fnd , Craft Show, Steglitz Ctr , Rodin	106,181	
Philadelphia Orchestra 260 South Broad Street, 16th Flr Phildelphia, PA 19102	Unrestricted - Maestro's Circle	7,500	
Philadelphia Photo Arts Ctr 1400 N Amencan Str Philadelphia, PA 19122	Unrestricted	7,500	
Philadelphia Parks Alliance PO Box 12644 Philadelphia, PA 19129	Unrestricted	500	
Philadelphia Theatre Company 230 So Broad Str , Ste 1105 Philadelphia, PA 19102	Unrestricted	1,000	
Project H O M E 1515 Fairmount Avenue Philadelphia, PA 19130	Schlrships , Unrestricted, Evantine Designs - to underwite tables fundraising event	21,688	
PSR (Physicians for Social Responsibility) 704 No. 23rd Str , Philadelphia, PA 19130	Violence Prevention	2,500	
Rescue Mission 302 No. 13th Str Philadelphia, PA 19105	Unrestricted	200	
Rock School for Dance Edu 101 S Broad Str Philadelphia, PA 19147	Unrestricted	600	
Seeing Eye P O Box 2068 Morristown, NJ 07962-9921	Unrestricted	100	
Smile Train 245 Fifth Avenue, Ste 2201 New York, NY 10016	Unrestricted Cleft Surgery	500	
Southern Poverty Law Ctr 400 Washington Ave Montgomery, AL 36104	Unrestricted	250	
St Jude Children's Research Hospital P O Box 50 Memphis, TN 38101-9929	Unrestricted	200	
Steppingstone Scholars, Inc 4112 Station Str , Unit D Philadelphia, PA 19127	Unrestricted	1,150	
Stephen Shames Fdn 202 Saint Marks Avenue, #4 Brooklyn, NY 11238	Education	3,000	
Support Ctr For Child Advocates 1900 Cherry Street Philadelphia, PA 19103	Unrestricted	4,000	

2012 GRANT RECIPIENTS

ORGANIZATION	MEMO	AMOUNT	Proj./Comments
Thomas Jefferson Univ Hospital 111 So 11th Str Philadelphia, PA 19107	Unrestricted	80	
Tiger Creek Wildlife Refuge PO Box 4968 Tyler, TX	Unrestricted	50	
Transplant Foundation 401 North 3rd Street Philadelphia, PA 19123	Unrestricted	1,000	
UNICEF 125 Maiden Lane New York, NY 10038	Unrestricted	50	
United States Holocaust Memorial Museum 100 Raoul Wallenberg Place, SW Washington, D C 20024	Unrestricted	1,000	
United Synagogue of Conservative Judaism 155 Fifth Avenue New York, NY 10010-6802	Unrestricted	100	
University of the Arts 320 So Broad Str Philadelphia, PA 19102	Haviland Society	2,500	
Univ of Penn Medicine 3535 Market Str, Ste 750 Philadelphia, PA 19104	Unrestricted Cognitive-Behavioral Prgm.	2,900	
Univ of Penn Morris Arboretum 3451 Walnut Str, 433 Franklin Bldg Philadelphia, PA 19104	Unrestricted	250	
Univ of Penn Museum of Arch & Anthropology 3260 South Str Philadelphia, PA 19104	Run! Super Athletes of Sierra Madre Exhibit	3,000	
Veterans of Foreign War 406 W 34th Street Kansas City, MO 64111	Operation Uplink	100	
WHYY Independence Mall West 150 No. Sixth Str Philadelphia, PA 19106	Unrestricted	2,500	
Wolf PAC (Wolf Performing Arts Ctr) PO Box 434 Narberth, PA 19087	Unrestricted	250	
Women's Law Project 125 South 9th Street, Suite 300 Philadelphia, PA 19107	M Bradwell Fund	1,000	
WOMENS WAY 1233 Locust Street, Ste 300 Philadelphia, PA 19107	Unrestricted	2,500	
Woodmere Art Museum 9201 Germantown Ave Philadelphia, PA 19118	Elaine Kurtz Exhibit Underwrite Exhibit Catalogue Bal of Pledge	10,000	
Women for Women Internatl 4455 Connecticut Ave, NW, Ste 200 Washington, DC 20008	Unrestricted	50	

2012 GRANT RECIPIENTS

ORGANIZATION	MEMO	AMOUNT	Proj./Comments
Wounded Warriors Family Support	Unrestricted	200	
P.O. Box 5050			
Hagerstown, MD 21741-5050			
TOTAL		415659.24	

Lynne & Harold Honickman Founadtion
 EIN: 23-2513138
 990-PF, Part II, Line 10a

US Government & State Obligations

Valuation Method for Book Value	Description of Investment	Ending Book Balance	FMV at Year-End
	<u>US Government</u>		
cost	Federal Home Loan Bank 6.335% Due 5/27/14	177,594.00	162,804.00
cost	Federal Home Loan Bank 1.5% Due 1/16/13	76,628.17	75,040.50
cost	Federal Farm Credit Bank 4 95% Due 11/12/13	169,038.00	156,153.00
cost	USA Treas Notes Treas Inflation Protect Secs 1.375% Due 1/15/20	98,080.54	126,852.57
cost	USA Treas Notes Treas Inflation Protect Secs 1.625% Due 1/15/18	151,770.14	192,144.99
		<u>673,110.85</u>	<u>712,995.06</u>
	<u>State Government</u>		
cost	Chesapeake VA 3.407% Due 12/1/18	120,000.00	132,440.40
cost	Hennepin Cnty Minn 3.5% Due 12/1/21	100,893.43	109,708.00
cost	Montgomery Cnty PA 3.2% Due 10/1/17	100,000.00	107,841.00
cost	New York NY City Transitional 4.437% Due 8/1/21	100,000.00	115,212.00
cost	Oregon St Taxable ST Brd Higher 5.01% Due 8/1/14	101,104.62	105,572.00
cost	Prince Georges Cnty MD 3.5% Due 9/15/21	150,953.22	164,641.50
cost	WI St Gen Fd Apprprtn Ser A Rev 4.319% Due 5/1/14	93,734.00	105,128.00
		<u>766,685.27</u>	<u>840,542.90</u>
Total		1,439,796.12	1,553,537.96

Lynne & Harold Honickman Founadtion
 EIN: 23-2513138
 990-PF, Part II, Line 10b

Corporate Stocks

Valuation Method for Book Value	Description of Investment	Ending Book Balance	FMV at Year-End
cost	AT&T Inc.	39,839.49	40,789.10
cost	Alcoa Inc	39,891.05	38,105.20
cost	Caterpillar Inc.	39,837.71	37,635.36
cost	Disney, Walt Co	40,126.90	45,806.80
cost	Dupont, E I De Nemours & Co	40,195.16	34,633.06
cost	General Electric Co	39,913.57	43,869.10
cost	Home Depot Inc	39,964.76	48,861.50
cost	Intel Corp	39,980.18	30,311.40
cost	Microsoft Inc.	39,837.62	34,988.79
cost	Starwood Property Trust Inc.	100,110.43	112,504.00
cost	3M Company	39,900.08	42,711.00
cost	Pennsylvania Real Estate Investment Trust	68,850.00	88,200.00
donated value	Pennsylvania Real Estate Investment Trust	136,707.38	175,959.00
cost	Ishares S&P Global Telecom Sector Index Fund ETF	74,881.14	73,749.30
cost	Ishares Russel Midcap Index Fund	259,701.87	337,038.00
cost	Ishares Russel 1000 Index Fund	628,238.40	807,330.00
cost	Ishares S&P U.S. Preferred Stock Index Fund ETF	100,126.96	102,219.60
cost	Ishares MSCI EAFE Value ETF	156,028.33	162,944.00
cost	Ishares MSCI EAFE Growth Index ETF	161,988.91	183,122.00
cost	The JP Morgan Alerian MLP Index ETN ETF	198,936.00	219,222.00
cost	SPDR S&P Dividend ETF	74,483.13	82,005.60
cost	Energy Select SPDR Fund	169,439.17	224,973.00
cost	Sector SPDR Tr Utilities ETF	75,004.92	78,919.20
cost	Vanguard High Dividend Yield ETF	74,661.69	87,402.60
cost	Baron Small Cap Fund	165,590.34	175,139.50
cost	Longleaf Partners Small Cap Fund	71,975.91	75,522.24
cost	Merger Fund CI 1	205,356.66	206,926.80
cost	Prospector Opportunity Fund	98,668.60	99,226.28
Total		3,220,236.36	3,690,114.43

Lynne & Harold Honickman Founadtion
 EIN: 23-2513138
 990-PF, Part II, Line 10c

Corporate Bonds

Valuation Method for Book Value	Description of Investment	Ending Book Balance	FMV at Year-End
	<u>Bonds</u>		
cost	Archer Daniels Sr Unsec 5.45% Due 3/15/18	114,336.00	119,708.00
cost	Berkshire Hathaway Finance Corp 5.1% Due 7/15/14	111,910.00	106,888.00
cost	Coca Cola Co SR Nts 5.35% Due 11/15/17	92,819.00	119,738.00
cost	E I DuPont De Nemours 5% Due 7/15/13	110,946.00	102,480.00
cost	General Electric Co 5.25% Due 12/6/17	140,047.50	147,393.75
cost	Glaxosmithkline Cap Inc. 4.375% Due 4/15/14	109,991.00	104,949.00
cost	Honeywell International 5.3% Due 3/15/17	115,705.00	117,254.00
cost	IBM Corp 5.7% Due 9/14/17	119,771.00	120,766.00
cost	Johnson & Johnson Nts 5 55% Due 8/15/17	100,108.00	120,648.00
cost	JP Morgan Chase & Co Var% Due 7/30/15	50,000.00	49,415.00
cost	Pepsico Inc Sr Unsec 4.65% Due 2/15/13	95,586.00	100,547.00
cost	Procter & Gamble Co Nts 4 95% Due 8/15/14	99,510.00	107,407.00
cost	3M Company Nts 4.375% Due 8/15/13	100,589.00	102,558.00
cost	United Parcel Service 3.875% Due 4/14/14	162,520.50	156,307.50
cost	Wal-Mart Stores Inc. 5.8% Due 2/15/18	150,347.50	153,131.25
cost	Wells Fargo & Company 3.625% Due 4/15/15	78,242.25	79,711.50
		<u>1,752,428.75</u>	<u>1,808,902.00</u>
	<u>Certificate of Deposits</u>		
cost	Capital One Bank, Glen Allen, VA 4.5% Due 1/23/13	101,785.70	100,214.00
cost	LaSalle Bank, NA Due 3/17/15	24,425.89	25,355.00
cost	M & I Bank FSB 4.1% Due 2/13/15	100,000.00	106,389.00
cost	Oriental Bank 4.25% Due 4/11/13	75,000.00	75,765.75
cost	Wachovia Bank, FSB 4.35% Due 4/23/13	70,000.00	70,696.50
		<u>371,211.59</u>	<u>378,420.25</u>
Total		2,123,640.34	2,187,322.25