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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 HENRY DOLFINGER 2 TRUST UW		A Employer identification number 23-6207346
Number and street (or P O box number if mail is not delivered to street address) DUANE MORRIS LLP, 30 S. 17TH ST.		B Telephone number 215-979-1768
City or town, state, and ZIP code PHILADELPHIA, PA 19103-4196		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 18,081,340. (Part I, column (d) must be on cash basis.)	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				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		265,323.	265,323.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		300,335.			
b Gross sales price for all assets on line 6a		118,537.			
7 Capital gain net income (from Part IV, line 2)			300,335.		
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		164,751.	164,751.		STATEMENT 2
12 Total. Add lines 1 through 11		730,409.	730,409.		
13 Compensation of officers, directors, trustees, etc.		79,849.	0.		15,970.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees		1,795.	1,795.		0.
b Accounting fees		8,699.	4,350.		4,349.
c Other professional fees		136,550.	46,550.		81,000.
17 Interest					
18 Taxes		7,003.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		2,000.	0.		2,000.
24 Total operating and administrative expenses. Add lines 13 through 23		235,896.	52,695.		103,319.
25 Contributions, gifts, grants paid		833,625.			833,625.
26 Total expenses and disbursements. Add lines 24 and 25		1,069,521.	52,695.		936,944.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-339,112.			
b Net investment income (if negative, enter -0-)			677,714.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	466,284.	186,696.	186,696.
	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			
	b Investments - corporate stock STMT 8	13,768,471.	13,020,064.	15,024,764.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	0.	486,621.	531,974.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	2,099,254.	2,301,516.	2,337,906.
	16 Total assets (to be completed by all filers)	16,334,009.	15,994,897.	18,081,340.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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.	
	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	18,250,482.	18,250,482.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-1,916,473.	-2,255,585.	
	30 Total net assets or fund balances	16,334,009.	15,994,897.	
	31 Total liabilities and net assets/fund balances	16,334,009.	15,994,897.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	16,334,009.
2 Enter amount from Part I, line 27a	2	-339,112.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	15,994,897.
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	15,994,897.

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 THRU FIDELITY		VARIOUS	12/31/12
b THRU FIDELITY		VARIOUS	12/31/12
c THRU CREDIT SUISSE		VARIOUS	12/31/12
d ADJ TO PTP GAIN DUE TO BASIS ADJ		VARIOUS	12/31/12
e CAPITAL GAINS DIVIDENDS			

(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			242.
b			178,578.
c			1,196.
d			1,782.
e 118,537.			118,537.

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			242.
b			178,578.
c			1,196.
d			1,782.
e			118,537.

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	300,335.
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	957,233.	18,024,189.	.053108
2010	873,417.	17,019,256.	.051319
2009	731,028.	15,049,948.	.048573
2008	895,730.	16,833,482.	.053211
2007	919,755.	20,624,423.	.044595

2 Total of line 1, column (d)	2	.250806
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	.050161
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	17,661,897.
5 Multiply line 4 by line 3	5	885,938.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,777.
7 Add lines 5 and 6	7	892,715.
8 Enter qualifying distributions from Part XII, line 4	8	936,944.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	6,777.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	6,777.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	6,777.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,520.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	9,520.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,743.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 2,743. Refunded ☐	11	0.	

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.	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
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	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?	6	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	7	X
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	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	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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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 ► N/A	13	X	
14	The books are in care of ► DUANE MORRIS LLP Telephone no. ► 215-979-1769 Located at ► 30 SOUTH 17TH STREET, PHILADELPHIA, PA ZIP+4 ► 19103			
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
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? If "Yes," list the years ►	☐ Yes ☒ No	
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
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

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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
SHELDON BONOVIKZ, ESQ. DM LLP, 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103	CO-TRUSTEE 2.00	39,925.	0.	0.
DAVID LODER, ESQ. DM LLP, 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103	CO-TRUSTEE 2.00	39,924.	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 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	17,930,860.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	17,930,860.
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	17,930,860.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	268,963.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,661,897.
6	Minimum investment return. Enter 5% of line 5	6	883,095.

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	883,095.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,777.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,777.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	876,318.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	876,318.
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	876,318.

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	936,944.
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	936,944.
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	6,777.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	930,167.

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				876,318.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
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				23,726.
f Total of lines 3a through e	23,726.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$				936,944.
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				876,318.
e Remaining amount distributed out of corpus	60,626.			
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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	84,352.			
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				0.
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	84,352.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				23,726.
e Excess from 2012				60,626.

N/A

- 1

☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

2012.04000 HENRY DOLFINGER 2 TRUST UW B1168-81

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED SCHEDULE	NONE	PUBLIC	GENERAL	833,625.
Total			3a	833,625.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVII 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 | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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		

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 07-22-2013 Title **TRUSTEE**

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	MICHAEL A. GILLEN		07/15/13		P00009321
	Firm's name ▶ DUANE MORRIS CLP			Firm's EIN ▶ 23-1392502	
	Firm's address ▶ 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196			Phone no. 215-979-1635	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CREDIT SUISSE	761.	0.	761.
FIDELITY INVESTMENTS	353,052.	117,529.	235,523.
PNC ADVISORS	30,047.	1,008.	29,039.
TOTAL TO FM 990-PF, PART I, LN 4	383,860.	118,537.	265,323.

FORM 990-PF	OTHER INCOME		STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LBC CREDIT PARTNERS	17,806.	17,806.	
LLR EQUITY PARTNERS III	85,202.	85,202.	
LLR EQUITY PARTNERS II	113,568.	113,568.	
LBC CREDIT PARTNERS II	39,180.	39,180.	
WP REAL ESTATE FUND III	12,913.	12,913.	
VERSA CAPITAL FUND II-A	6,621.	6,621.	
LUBERT-ADLER RE FUND V	-16,404.	-16,404.	
LUBERT-ADLER RE FUND IV	-87,047.	-87,047.	
LLR III CAYMANS, L.P.	1.	1.	
LLR EQUITY PARTNERS IV	0.	0.	
ENTERPRISE PRODUCTS PARTNERS	-1,814.	-1,814.	
ENERGY TRANSFER PARTNERS	-976.	-976.	
ENERGY TRANSFER EQUITY	-413.	-413.	
EQT MIDSTREAM PARTNERS	-636.	-636.	
EAGLES ROCK ENERGY PARTNERS	-696.	-696.	
INERGY MIDSTREAM	-120.	-120.	
ROSE ROCK MIDSTREAM	-73.	-73.	
WILLIAMS PARTNERS	-1,363.	-1,363.	
ICAHN ENTERPRISES	1,110.	1,110.	
TESORO LOGISTICS	-188.	-188.	
MPLX LP	-168.	-168.	
EV ENERGY PARTNERS	14.	14.	
BOARDWALK PIPELINE PARTNERS	-435.	-435.	
MARKWEST ENERGY PARTNERS	-1,720.	-1,720.	
ENBRIDGE ENERGY PARTNERS	-1,107.	-1,107.	
EL PASO PARTNERS	-180.	-180.	
CAPANO ENERGY	-556.	-556.	
KKR FINANCIAL HOLDINGS	1,732.	1,732.	
FORTRESS INVESTMENT GROUP	500.	500.	
TOTAL TO FORM 990-PF, PART I, LINE 11	164,751.	164,751.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUANE MORRIS LEGAL FEES	1,795.	1,795.		0.
TO FM 990-PF, PG 1, LN 16A	1,795.	1,795.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUANE MORRIS TAX PREPARATION FEES	8,699.	4,350.		4,349.
TO FORM 990-PF, PG 1, LN 16B	8,699.	4,350.		4,349.

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
PNC ADVISORS	2,000.	2,000.		0.
BANK WIRE FEES	170.	170.		0.
INVESTMENT ADVISORY FEES	44,380.	44,380.		0.
DUANE MORRIS ADMINISTRATION FEES	90,000.	0.		81,000.
TO FORM 990-PF, PG 1, LN 16C	136,550.	46,550.		81,000.

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
EXCISE TAX	7,003.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,003.	0.		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
DUES	2,000.	0.		2,000.
TO FORM 990-PF, PG 1, LN 23	2,000.	0.		2,000.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BLACKROCK LOW DURATION	1,070,224.	1,152,860.
ADAMS HARKNESS SMALL CAP GROWTH	128,736.	146,167.
BARON GROWTH	208,879.	309,436.
DFA EMERGING MARKETS CORE EQ I	141,310.	267,951.
DFA INTL SMALL CAP VALUE	329,535.	326,311.
DFA INTL VALUE	773,104.	647,374.
DFA ONE YEAR FIXED INCOME	1,274,764.	1,280,557.
DFA US LARGE CAP VALUE	369,740.	558,482.
DFA US MICRO CAP I	201,699.	211,417.
DFA US SMALL CAP VALUE	267,376.	379,725.
DODGE & COX STOCK	203,910.	256,854.
FIRST EAGLE OVERSEAS CL I	242,487.	361,252.
HOTCHKIS & WILEY LARGE CAP VALUE	272,471.	265,082.
HOTCHKIS & WILEY MID CAP VALUE	358,472.	532,925.
JANUS OVERSEAS	199,696.	295,837.
JANUS FD I SHARES	209,260.	322,337.
MORGAN STANLEY INSTL EMERGING MKTS	200,079.	275,463.
MORGAN STANLEY INTL EQUITY	400,264.	393,046.
ROYCE OPPORTUNITY	275,233.	364,687.
ROYCE VALUE PLUS	0.	0.
SOUND SHORE	0.	0.

THIRD AVENUE INTL VALUE	279,226.	274,573.
TURNER LARGE GROWTH	350,253.	299,756.
WESTCORE INTL SM CAP	134,553.	224,037.
WESTCORE MID CAP VALUE	273,121.	402,526.
WESTCORE MIDCO GROWTH	200,264.	268,604.
WILLIAM BLAIR INTL GROWTH	274,521.	321,976.
WILLIAM BLAIR INTL SMALL CAP	175,763.	223,363.
WILLIAM BLAIR LARGE CAP GROWTH	266,984.	353,048.
WILLIAM BLAIR MID CAP GROWTH	202,646.	266,320.
FEDERATED GOVT ULTRASHORT	654,845.	654,161.
METROPOLITAN WEST TOTAL RETURN	1,050,100.	1,205,330.
ROYCE MICRO-CAP SVC	0.	0.
DFA SHORT-TERM GOVERNMENT	673,629.	670,456.
THORNBURG INT'L VALUE	299,300.	341,483.
WILLIAM BLAIR SMALL CAP GROWTH	126,381.	153,977.
IVY MID CAP GROWTH I	274,843.	298,807.
DFA GLOBAL REAL ESTATE SECS	270,525.	300,425.
E.I.I. GLOBAL PROP INST'L	205,112.	236,489.
RS GLOBAL NATURAL RESOURCES	180,759.	181,670.
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,020,064.	15,024,764.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BOARDWALK PIPELINE PARTNERS	COST	13,156.	12,450.
COPANO ENERGY, LLC	COST	8,610.	9,489.
EQT MIDSTREAM PARTNERS	COST	28,260.	37,380.
EL PASO PIPELINE PARTNERS	COST	25,078.	27,728.
ENBRIDGE ENERGY PARTNERS	COST	24,948.	25,110.
ENERGY TRANSFER EQUITY	COST	11,722.	13,644.
ENERGY TRANSFER PARTNERS	COST	16,500.	17,172.
ENTERPRISE PRODUCTS PARTNERS	COST	37,717.	37,560.
FORTRESS INVESTMENT GROUP LLC	COST	20,750.	21,950.
INERGY MIDSTREAM LP	COST	21,115.	22,250.
ICAHN ENTERPRISES LP	COST	49,252.	54,176.
KKR FINANCIAL CORP	COST	26,694.	31,680.
KINDER MORGAN MANAGEMENT	COST	57,776.	60,499.
KOHLBERG KRAVIS ROBERTS & CO	COST	18,612.	19,038.
MPLX LP	COST	31,949.	35,214.
MARKWEST ENERGY	COST	38,909.	41,522.
ROSE ROCK MIDSTREAM	COST	14,934.	18,882.
TESORO LOGISTICS	COST	17,018.	21,900.
WILLIAMS PARTNERS LP	COST	23,621.	24,330.
TOTAL TO FORM 990-PF, PART II, LINE 13		486,621.	531,974.

FORM 990-PF

OTHER ASSETS

STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
WP REAL ESTATE FUND III	8,933.	21,802.	91,643.
LLR EQUITY PARTNERS II	478,607.	490,978.	350,598.
LUBERT-ADLER RE FUND IV	560,659.	499,939.	595,865.
LBC CREDIT PARTNERS, LP	199,232.	85,771.	101,107.
LUBERT-ADLER RE FUND V, L.P.	190,189.	170,873.	240,675.
LBC CREDIT PARTNERS II, LP	205,052.	321,187.	326,951.
LLR EQUITY PARTNERS III, LP	247,484.	301,049.	299,817.
VERSA CAPITAL FUND II, LP	177,901.	379,150.	300,000.
LLR III CAYMANS, LP	31,197.	31,198.	31,250.
LLR EQUITY PARTNERS IV, LP	0.	-431.	0.
TO FORM 990-PF, PART II, LINE 15	2,099,254.	2,301,516.	2,337,906.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	HENRY DOLFINGER 2 TRUST UW	23-6207346
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions.	Social security number (SSN)
	DUANE MORRIS LLP, 30 S. 17TH ST.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	PHILADELPHIA, PA 19103-4196	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

DUANE MORRIS LLP

- The books are in the care of ► **30 SOUTH 17TH STREET - PHILADELPHIA, PA 19103**
- Telephone No. ► **215-979-1769** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2012** or
 - tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	9,520.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	4,520.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	5,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

**Realized Gain/Loss by Portfolio**

From 01/01/2012 to 12/31/2012

Dolfinger McMahon Credit Suisse Account				Date		Units	Cost Basis	Sales		Gain/Loss	
		Acquired	Date Sold	Proceeds	Short Term			Long Term			
#2QN006854 - Dolfinger McMahon Credit Suisse Account											
EROC	Eagle Rock Energy Partners, L.P.	07/25/2012	12/06/2012	723,000	6,514.23	6,320.03	-194.20	0.00			
EROC	Eagle Rock Energy Partners, L.P.	07/25/2012	12/07/2012	200,000	1,802.00	1,743.14	-58.86	0.00			
EROC	Eagle Rock Energy Partners, L.P.	07/25/2012	12/10/2012	280,000	2,522.80	2,436.81	-85.99	0.00			
EROC	Eagle Rock Energy Partners, L.P.	07/25/2012	12/11/2012	297,000	2,675.97	2,585.50	-90.47	0.00			
	Asset Total				13,515.00	13,085.48	-429.52	0.00			
EVEP	EV Energy Partners, L.P.	07/16/2012	09/25/2012	200,000	10,944.00	12,206.00	1,262.00	0.00			
	Asset Total				10,944.00	12,206.00	1,262.00	0.00			
IEP	Icahn Entpr L P	07/31/2012	08/31/2012	0.040	1.53	0.85	-0.68	0.00			
IEP	Icahn Entpr L P	09/17/2012	11/30/2012	0.110	4.45	8.13	3.68	0.00			
	Asset Total				5.98	8.98	3.00	0.00			
KMR	Kinder Morgan Management LLC	08/08/2012	11/14/2012	0.263	18.95	19.02	0.07	0.00			
KMR	Kinder Morgan Management LLC	08/08/2012	12/06/2012	214,000	15,421.69	15,782.41	360.72	0.00			
	Asset Total				15,440.64	15,801.43	360.79	0.00			
Account Total					39,905.62	41,101.89	1,196.27	0.00			
Portfolio Total					39,905.62	41,101.89	1,196.27	0.00			



Realized Gain/Loss by Portfolio

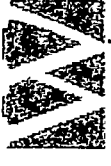
From 01/01/2012 to 12/31/2012

Henry Dolfinger Trust		Date		Units	Cost Basis	Sales Proceeds	Gain/Loss	
		Acquired	Date Sold				Short Term	Long Term
#672572470 - Henry Dolfinger Trust								
ASCGX	Adams Harkness Small Cap Growth	08/28/2008	10/25/2012	415.920	5,186.53	5,589.97	0.00	403.44
ASCGX	Adams Harkness Small Cap Growth	12/10/2008	10/25/2012	587.551	4,424.26	7,896.69	0.00	3,472.43
ASCGX	Adams Harkness Small Cap Growth	12/10/2008	10/25/2012	112.600	847.88	1,513.34	0.00	665.46
	Asset Total				10,458.67	15,000.00	0.00	4,541.33
BGRIX	Baron Growth Fund Inst Shs	09/17/2010	10/25/2012	780.166	33,773.55	44,975.00	0.00	11,201.45
	Asset Total				33,773.55	44,975.00	0.00	11,201.45
DFCEX	DFA Emerging Markets Core Equity I	07/26/2005	10/25/2012	514.337	5,372.32	9,832.11	0.00	4,459.79
DFCEX	DFA Emerging Markets Core Equity I	10/27/2008	10/25/2012	139.613	1,133.66	2,668.85	0.00	1,535.19
DFCEX	DFA Emerging Markets Core Equity I	12/09/2008	10/25/2012	61.122	570.88	1,168.41	0.00	597.53
DFCEX	DFA Emerging Markets Core Equity I	03/10/2009	10/25/2012	24.796	217.21	474.00	0.00	256.79
DFCEX	DFA Emerging Markets Core Equity I	12/08/2009	10/25/2012	59.814	1,058.70	1,143.41	0.00	84.71
DFCEX	DFA Emerging Markets Core Equity I	03/09/2010	10/25/2012	10.333	190.34	197.53	0.00	7.19
DFCEX	DFA Emerging Markets Core Equity I	06/08/2010	10/25/2012	99.457	1,675.85	1,901.23	0.00	225.38
DFCEX	DFA Emerging Markets Core Equity I	09/08/2010	10/25/2012	72.054	1,388.49	1,377.39	0.00	-11.10
DFCEX	DFA Emerging Markets Core Equity I	12/08/2010	10/25/2012	63.406	1,359.43	1,212.07	0.00	-147.36
	Asset Total				12,966.88	19,975.00	0.00	7,008.12
DFGEX	DFA Global Real Estate Securities	01/31/2011	10/25/2012	3,225.806	26,099.19	29,975.00	0.00	3,875.81
	Asset Total				26,099.19	29,975.00	0.00	3,875.81
DFSVX	DFA U.S. Small Cap Value I	12/19/2007	04/24/2012	7.677	180.79	194.03	0.00	13.24
DFSVX	DFA U.S. Small Cap Value I	03/10/2008	04/24/2012	73.946	1,558.78	1,868.93	0.00	310.15
DFSVX	DFA U.S. Small Cap Value I	06/10/2008	04/24/2012	26.141	603.34	660.69	0.00	57.35
DFSVX	DFA U.S. Small Cap Value I	09/09/2008	04/24/2012	57.370	1,265.00	1,449.98	0.00	184.98
DFSVX	DFA U.S. Small Cap Value I	12/10/2008	04/24/2012	211.469	2,973.25	5,344.71	0.00	2,371.46
DFSVX	DFA U.S. Small Cap Value I	06/09/2009	04/24/2012	42.286	670.23	1,068.74	0.00	398.51
DFSVX	DFA U.S. Small Cap Value I	09/09/2009	04/24/2012	20.781	383.83	525.22	0.00	141.39
DFSVX	DFA U.S. Small Cap Value I	10/27/2009	04/24/2012	1,078.167	20,025.00	27,249.80	0.00	7,224.80
DFSVX	DFA U.S. Small Cap Value I	12/09/2009	04/24/2012	56.273	1,055.11	1,422.25	0.00	367.14
DFSVX	DFA U.S. Small Cap Value I	03/09/2010	04/24/2012	7.543	162.78	190.64	0.00	27.86
DFSVX	DFA U.S. Small Cap Value I	12/18/2000	10/25/2012	747.551	* 13,149.43	19,863.19	0.00	* 6,713.76
DFSVX	DFA U.S. Small Cap Value I	12/19/2007	10/25/2012	546.221	12,863.51	14,513.65	0.00	1,650.14

**Realized Gain/Loss by Portfolio**

From 01/01/2012 to 12/31/2012

Henry Dolfinger Trust		Date		Units	Cost Basis	Sales Proceeds	Gain/Loss	
DFSVX	DFA U.S. Small Cap Value I	Acquired	Date Sold				Short Term	Long Term
		09/08/2010	10/25/2012	22,512	454.30	598.17	0.00	143.87
	Asset Total				55,345.35	74,950.00	0.00	19,604.65
DFLVX	DFA U.S. Large Cap Value I Inst	12/17/2001	10/25/2012	308,953	4,606.48	6,900.78	0.00	2,294.30
DFLVX	DFA U.S. Large Cap Value I Inst	03/10/2003	10/25/2012	290,794	3,384.84	6,495.18	0.00	3,110.34
DFLVX	DFA U.S. Large Cap Value I Inst	09/09/2003	10/25/2012	193,293	2,951.58	4,317.40	0.00	1,365.82
DFLVX	DFA U.S. Large Cap Value I Inst	12/10/2008	10/25/2012	313,857	4,114.67	7,010.32	0.00	2,895.65
DFLVX	DFA U.S. Large Cap Value I Inst	12/10/2008	10/25/2012	36,545	479.11	816.27	0.00	337.16
DFLVX	DFA U.S. Large Cap Value I Inst	03/10/2009	10/25/2012	412,311	3,937.57	9,209.39	0.00	5,271.82
DFLVX	DFA U.S. Large Cap Value I Inst	06/09/2009	10/25/2012	28,598	405.24	638.77	0.00	233.53
DFLVX	DFA U.S. Large Cap Value I Inst	09/08/2010	10/25/2012	205,358	3,540.37	4,586.88	0.00	1,046.51
	Asset Total				23,419.87	39,975.00	0.00	16,555.13
HWLIX	Hotchkis and Wiley Large Value I	05/06/2004	02/01/2012	4,270.897	82,049.20	69,975.00	0.00	-12,074.20
HWLIX	Hotchkis and Wiley Large Value I	05/06/2004	04/24/2012	1,317.877	25,318.04	22,682.50	0.00	-2,635.54
HWLIX	Hotchkis and Wiley Large Value I	07/11/2008	04/24/2012	336,253	5,060.61	5,787.38	0.00	726.77
HWLIX	Hotchkis and Wiley Large Value I	12/19/2008	04/24/2012	319,227	3,313.58	5,494.34	0.00	2,180.76
HWLIX	Hotchkis and Wiley Large Value I	12/19/2008	04/24/2012	0,715	7.42	12.31	0.00	4.89
HWLIX	Hotchkis and Wiley Large Value I	07/10/2009	04/24/2012	929,528	9,676.39	15,998.47	0.00	6,322.08
HWLIX	Hotchkis and Wiley Large Value I	05/06/2004	10/25/2012	1,136.364	21,830.95	19,975.00	0.00	-1,855.95
	Asset Total				147,256.19	139,925.00	0.00	-7,331.19
HWMIX	Hotchkis and Wiley Mid-Cap Value I	12/28/2006	02/01/2012	485,697	14,546.63	11,969.90	0.00	-2,576.73
HWMIX	Hotchkis and Wiley Mid-Cap Value I	12/28/2006	02/01/2012	85,724	2,567.43	2,112.65	0.00	-454.78
HWMIX	Hotchkis and Wiley Mid-Cap Value I	11/28/2007	02/01/2012	3,977,725	100,025.00	98,030.15	0.00	-1,994.85
HWMIX	Hotchkis and Wiley Mid-Cap Value I	01/31/2011	02/01/2012	237,872	5,710.12	5,862.30	0.00	152.18
HWMIX	Hotchkis and Wiley Mid-Cap Value I	12/21/2007	04/24/2012	2,411,961	50,072.32	63,050.26	0.00	12,977.94
HWMIX	Hotchkis and Wiley Mid-Cap Value I	12/19/2008	04/24/2012	188,216	2,119.31	4,920.09	0.00	2,800.78
HWMIX	Hotchkis and Wiley Mid-Cap Value I	12/19/2008	04/24/2012	76,687	863.49	2,004.65	0.00	1,141.16
HWMIX	Hotchkis and Wiley Mid-Cap Value I	12/21/2007	10/25/2012	551,226	11,443.46	15,149.25	0.00	3,705.79
HWMIX	Hotchkis and Wiley Mid-Cap Value I	12/21/2007	10/25/2012	903,319	18,752.91	24,825.75	0.00	6,072.84
	Asset Total				206,100.67	227,925.00	0.00	21,824.33
IYMIX	Ivy Mid Cap Growth I	01/31/2011	02/01/2012	3,671,706	65,434.76	67,975.00	0.00	2,540.24
	Asset Total				65,434.76	67,975.00	0.00	2,540.24



Realized Gain/Loss by Portfolio

From 01/01/2012 to 12/31/2012

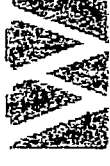
Henry Dolfinger Trust		Date		Units	Cost Basis	Sales		Gain/Loss	
		Acquired	Date Sold			Proceeds	Short Term	Long Term	
JGROX	Janus Fund - I Shares	08/04/2003	02/01/2012	3,605.442	74,139.37	105,975.00	0.00	31,835.63	
JGROX	Janus Fund - I Shares	08/04/2003	04/24/2012	808.277	16,620.75	24,975.00	0.00	8,354.25	
	Asset Total				90,760.12	130,950.00	0.00	40,189.88	
MSIQX	Morgan Stanley Inst International Eq I	05/03/2002	02/01/2012	8,435.583	141,482.98	109,975.00	0.00	-31,507.98	
MSIQX	Morgan Stanley Inst International Eq I	12/19/2008	10/25/2012	1,802.733	19,163.05	25,119.63	0.00	5,956.58	
MSIQX	Morgan Stanley Inst International Eq I	12/19/2008	10/25/2012	2,501.428	26,590.18	34,855.37	0.00	8,265.19	
	Asset Total				187,236.21	169,950.00	0.00	-17,286.21	
RMCFX	Royce Micro-Cap Svc	08/14/2009	12/13/2012	6,464.865	74,992.43	91,219.25	0.00	16,226.82	
RMCFX	Royce Micro-Cap Svc	12/09/2010	12/13/2012	97.403	1,645.14	1,374.36	0.00	-270.78	
RMCFX	Royce Micro-Cap Svc	12/08/2011	12/13/2012	319.281	4,578.49	4,505.06	0.00	-73.43	
RMCFX	Royce Micro-Cap Svc	12/08/2011	12/13/2012	85.438	1,225.18	1,205.53	0.00	-19.65	
RMCFX	Royce Micro-Cap Svc	12/06/2012	12/13/2012	410.913	5,761.00	5,797.98	36.98	0.00	
RMCFX	Royce Micro-Cap Svc	12/06/2012	12/13/2012	13.566	190.20	191.42	1.22	0.00	
	Asset Total				88,392.43	104,293.59	38.20	15,862.96	
RVPHX	Royce Value Plus Invt	02/02/2006	08/01/2012	12,053.194	160,233.18	151,123.29	0.00	-9,109.89	
RVPHX	Royce Value Plus Invt	12/09/2008	08/01/2012	130.801	970.12	1,639.99	0.00	669.87	
RVPHX	Royce Value Plus Invt	12/09/2008	08/01/2012	252.839	1,875.25	3,170.11	0.00	1,294.86	
RVPHX	Royce Value Plus Invt	12/09/2010	08/01/2012	81.939	1,086.51	1,027.35	0.00	-59.16	
RVPHX	Royce Value Plus Invt	12/08/2011	08/01/2012	162.334	1,936.65	2,035.35	98.70	0.00	
	Asset Total				166,101.70	158,996.08	98.70	-7,204.32	
SSHFX	Sound Shore	10/01/1999	02/01/2012	1,820.830	50,000.00	58,794.60	0.00	8,794.60	
SSHFX	Sound Shore	11/01/1999	02/01/2012	1,764.914	50,000.00	56,989.07	0.00	6,989.07	
SSHFX	Sound Shore	02/01/2000	02/01/2012	1,607.700	45,883.76	51,912.63	0.00	6,028.87	
SSHFX	Sound Shore	06/26/2002	02/01/2012	9.912	275.46	320.06	0.00	44.60	
SSHFX	Sound Shore	12/30/2002	02/01/2012	32.063	818.56	1,035.31	0.00	216.75	
SSHFX	Sound Shore	12/30/2008	02/01/2012	47.585	1,067.81	1,536.52	0.00	468.71	
SSHFX	Sound Shore	06/25/2009	02/01/2012	55.964	1,354.88	1,807.08	0.00	452.20	
SSHFX	Sound Shore	12/30/2009	02/01/2012	16.512	475.89	533.17	0.00	57.28	
SSHFX	Sound Shore	06/24/2010	02/01/2012	26.610	715.80	859.24	0.00	143.44	
SSHFX	Sound Shore	12/30/2010	02/01/2012	11.752	373.48	379.47	0.00	5.99	
SSHFX	Sound Shore	06/23/2011	02/01/2012	23.227	741.65	750.00	8.35	0.00	



Realized Gain/Loss by Portfolio

From 01/01/2012 to 12/31/2012

Henry Dolfinger Trust		Date		Units	Cost Basis	Sales		Gain/Loss	
Acquired	Date Sold					Proceeds	Short Term	Long Term	Long Term
SSHFX	12/29/2011	02/01/2012	35 983	1,065.45	1,161.89	96.44	0.00	0.00	0.00
Sound Shore									
Asset Total									
TAVIX	12/19/2007	10/25/2012	1,150.234	21,014.78	18,595.28	0.00	0.00	23,201.51	-2,419.50
TAVIX	12/23/2008	10/25/2012	405.495	4,492.88	6,555.44	0.00	0.00	2,062.56	2,062.56
TAVIX	12/23/2008	10/25/2012	71.390	791.00	1,154.13	0.00	0.00	363.13	363.13
TAVIX	12/22/2009	10/25/2012	227.022	3,468.90	3,670.15	0.00	0.00	201.25	201.25
Asset Total									
TTMEX	11/29/2007	02/01/2012	9,382.716	138,306.87	113,975.00	0.00	0.00	-24,331.87	-24,331.87
TTMEX	11/29/2007	04/24/2012	1,928.257	28,423.66	24,352.85	0.00	0.00	-4,070.81	-4,070.81
TTMEX	12/30/2008	04/24/2012	280.736	2,113.94	3,545.55	0.00	0.00	1,431.61	1,431.61
TTMEX	12/30/2009	04/24/2012	164.425	1,746.19	2,076.60	0.00	0.00	330.41	330.41
Asset Total									
WTIFX	02/17/2004	10/25/2012	893.053	9,716.42	15,548.05	0.00	0.00	5,831.63	5,831.63
WTIFX	12/15/2004	10/25/2012	16.157	160.92	281.29	0.00	0.00	120.37	120.37
WTIFX	12/29/2008	10/25/2012	813.938	5,673.15	14,170.66	0.00	0.00	8,497.51	8,497.51
Asset Total									
WTMCX	05/03/2002	02/01/2012	2,514.844	34,151.58	47,530.55	0.00	0.00	13,378.97	13,378.97
WTMCX	01/28/2010	02/01/2012	1,155.406	17,446.63	21,837.17	0.00	0.00	4,390.54	4,390.54
WTMCX	12/29/2010	02/01/2012	139.274	2,551.50	2,632.28	0.00	0.00	80.78	80.78
Asset Total									
WTMGX	02/10/2003	02/01/2012	6,279.435	54,149.71	72,000.00	0.00	0.00	17,850.29	17,850.29
Westcore Midco Growth									
Asset Total									
BIGIX	12/19/2007	02/01/2012	231.816	6,618.35	4,815.75	0.00	0.00	-1,802.60	-1,802.60
BIGIX	12/19/2007	02/01/2012	729.722	20,833.57	15,159.25	0.00	0.00	-5,674.32	-5,674.32
BIGIX	02/17/2004	04/24/2012	333.554	6,638.58	7,171.16	0.00	0.00	532.58	532.58
BIGIX	12/20/2006	04/24/2012	25.943	718.36	557.75	0.00	0.00	-160.61	-160.61
BIGIX	12/19/2007	04/24/2012	938.009	26,780.17	20,166.49	0.00	0.00	-6,613.68	-6,613.68
BIGIX	12/19/2007	04/24/2012	9.181	262.11	197.38	0.00	0.00	-64.73	-64.73
BIGIX	12/18/2008	04/24/2012	877.789	11,613.15	18,871.80	0.00	0.00	7,258.65	7,258.65
BIGIX	12/17/2009	04/24/2012	140.024	2,591.84	3,010.41	0.00	0.00	418.57	418.57

**Realized Gain/Loss by Portfolio**

From 01/01/2012 to 12/31/2012

Henry Dolfinger Trust		Date		Units	Cost Basis	Sales		Gain/Loss	
		Acquired	Date Sold			Proceeds	Short Term	Long Term	
Asset Total									-6,106.14
LCGFX	William Blair Large Cap Growth I	12/03/2007	02/01/2012	8,874.172	76,056.14	69,950.00	0.00		
LCGFX	William Blair Large Cap Growth I	08/31/2005	04/24/2012	2,264.562	67,185.04	66,975.00	0.00	-210.04	
LCGFX	William Blair Large Cap Growth I	12/03/2007	04/24/2012	1,347.123	14,296.99	18,372.92	0.00	4,075.93	
LCGFX	William Blair Large Cap Growth I	12/20/2007	04/24/2012	27.452	10,198.86	10,929.52	0.00	730.66	
LCGFX	William Blair Large Cap Growth I	12/19/2008	04/24/2012	1.301	207.26	222.72	0.00	15.46	
LCGFX	William Blair Large Cap Growth I	12/18/2009	04/24/2012	54.143	6.10	10.56	0.00	4.46	
LCGFX	William Blair Large Cap Growth I	08/31/2005	10/25/2012	2,472.188	332.44	439.27	0.00	106.83	
Asset Total									4,367.20
WCGIX	William Blair Mid Cap Growth I	08/02/2006	02/01/2012	4,680.187	107,834.50	116,925.00	0.00	9,090.50	
WCGIX	William Blair Mid Cap Growth I	08/02/2006	10/25/2012	1,563.509	44,653.02	59,975.00	0.00	15,321.98	
WCGIX	William Blair Mid Cap Growth I	12/19/2008	10/25/2012	0.043	14,917.22	19,972.28	0.00	5,055.06	
WCGIX	William Blair Mid Cap Growth I	12/19/2008	10/25/2012	0.170	0.31	0.55	0.00	0.24	
Asset Total									0.94
WBSIX	William Blair Small Cap Growth I	09/17/2010	10/25/2012	1,045.151	59,571.78	79,950.00	0.00	20,378.22	
Asset Total									3,838.72
Account Total					1,829,849.24	2,008,668.72	241.69	178,577.79	
Portfolio Total					1,829,849.24	2,008,668.72	241.69	178,577.79	

DOLFINGER-McMAHON FOUNDATION

2012 GRANTS

<u>Grantee Organization/ Address</u>	<u>Project Title</u>	<u>Grant Amount</u>	<u>Funding For</u>
Abington Art Center 515 Meetinghouse Road Jenkintown, PA 19046	Support to expand the programs offered in the Youth Empowerment Initiative (YEI)	\$1,000 00	unrestricted contribution to General Fund
Academy of Natural Sciences of Philadelphia 1900 Benjamin Franklin Parkway Philadelphia, PA 19103	\$15,000 grant for autism access \$35,000 grant for transition expenses with Drexel University	\$50,000 00	project title
Adoption Center of Delaware Valley 1500 Walnut Street Suite 701 Philadelphia, PA 19102	Funding for marketing materials to raise organization's visibility	\$1,000 00	unrestricted contribution to General Fund
After School Activities Partnerships/ASAP 1520 Locust Street Suite 1104 Philadelphia, PA 19102	Funding to coordinate and support 10 drama clubs and establish partnerships with local community theaters	\$2,500 00	project title
All About Abilities 2865 S Eagle Road #338 Newtown, PA 18940	Funding for the Disability Mentoring Day (DMD) Program	\$1,000 00	unrestricted contribution to General Fund
Allens Lane Art Center 601 West Allens Lane Philadelphia, PA 19119	Funding of Arts Education Programs for Disadvantaged Children	\$1,000 00	unrestricted contribution to General Fund
ALS Association - Greater Philadelphia Chapter 321 Norristown Road Suite 260 Ambler, PA 19002	Funding for the Nurturing the Nurturer Program	\$1,000 00	project title
American Red Cross Southeastern PA Chapter 23rd & Chestnut Streets Philadelphia, PA 19103	Continued support for the Red Cross Clubs in 2012	\$2,500.00	project title
ARC Alliance Advocacy Services 3075 Ridge Pike Eagleville, PA 19403	Funding to enable the agency to support guardianship services	\$5,000 00	project title
The ARC Alliance Foundation 3075 Ridge Pike Eagleville, PA 19403	Funding to inform, educate, and unite families and individuals dealing with the challenges and struggles caused by intellectual and developmental disabilities	\$3,500 00	project title
The Arc Alliance 3075 Ridge Pike Eagleville, PA 19403	Funding to update obsolete billing and tracking software (parent company)	\$5,000 00	project title
The ARC of Delaware County 740 S. Chester Road Suite G Swarthmore, PA 19081	Support for The Education Advocacy For All program	\$1,000 00	project title
Arden Theatre Company 40 N 2nd Street Philadelphia, PA 19106	Support for the production of 'Freud's Last Session'	\$2,500 00	project title
Arthur Ross Gallery 3451 Walnut Street Philadelphia, PA 19104	Support for an innovative art education exhibition Engaging Minds through Art	\$7,500.00	project title

<u>Grantee Organization/ Address</u>	<u>Project Title</u>	<u>Grant Amount</u>	<u>Funding For</u>
Arts & Business Council of Greater Philadelphia 200 South Broad Street Suite 700 Philadelphia, PA 19102	Funding for the Business On Board scholarship program	\$2,500 00	project title
Asian Americans United 1023 Callowhill Street Philadelphia, PA 19123	Seed funding for summer intern to engage children and youth in the transformation of a vacant lot into a garden and green space	\$1,000 00	unrestricted contribution to General Fund
Asian Arts Initiative 1219 Vine Street Philadelphia, PA 19107	Support for Youth Arts Workshop programs	\$1,000 00	unrestricted contribution to General Fund
Associated Services For The Blind, Inc. 919 Walnut Street Philadelphia, PA 19107	Support for the Isolation Prevention Program (ISO) for older adults with visual impairments	\$5,000 00	project title
The Atlantic Coast Opera Festival 2028 South 17th Street Suite 11 Philadelphia, PA 19145	Funding of the Theatre Rental for the upcoming 2012 Season performances of Otello	\$1,000 00	unrestricted contribution to General Fund
Audubon Pennsylvania John James Audubon Center at Mill Grove 1201 Pawlings Road Audubon, PA 19403	Funding for a youth multifaceted education program	\$3,000 00	project title
Awbury Arboretum Association The Francis Cope House One Awbury Road Philadelphia, PA 19138	Support of the Hearth and Horticulture program	\$1,000 00	project title
The Barnes Foundation 2025 Benjamin Franklin Parkway Philadelphia, PA 19130	Support of educational programming for one special exhibition each year	\$25,000 00	project title
Bebashi, Inc 1217 Spring Garden Street 1st Floor Philadelphia, PA 19123	Continued funding for the Text 4 Truth initiative	\$2,500 00	project title
Bestwork Industries for the Blind, Inc 801 East Clements Bridge Road Runnemede, NJ 08078	Support for the Philadelphia Employment Services for the Blind Program	\$1,000 00	unrestricted contribution to General Fund
Bethesda Project 1630 South Street Philadelphia, PA 19146	Funding to furnish 10 rooms at Bethesda Bainbridge with pest resistant furniture	\$2,000 00	project title
Bicycle Coalition of Greater Philadelphia 1500 Walnut Street Suite 1107 Philadelphia, PA 19102	Support for the Safe Streets, Healthy Neighborhoods initiative	\$1,500 00	unrestricted contribution to General Fund
Big Brothers/Big Sisters of SE PA 123 South Broad Street Suite 2180 Philadelphia, PA 19109	Funding for the Sports Buddies Marketing and Fundraising Initiative	\$5,000 00	project title
Big Picture Philadelphia 2010 N Mascher Street Philadelphia, PA 19122	Support for expansion of Post-Secondary Support Services at El Centro de Estudiantes	\$1,500 00	unrestricted contribution to General Fund

<u>Grantee Organization/ Address</u>	<u>Project Title</u>	<u>Grant Amount</u>	<u>Funding For</u>
Brandywine Health Foundation 50 South First Avenue Coatesville, PA 19320	Continued funding for the Families and Schools Together (FAST) Program	\$2,000 00	project title
buildOn, Inc 1818 Market Street Suite 2620 Philadelphia, PA 19103	Support for MLK's Month of Service and community education programming	\$2,000 00	unrestricted contribution to General Fund
Byerschool Foundation 210 W. Rittenhouse Square Suite 400 Philadelphia, PA 19103	Support for the Springford Summer Literacy Program	\$2,500 00	project title
CADE KIDS 128 Chestnut Street Suite 302 Philadelphia, PA 19106	Continuing support for the Changing Attitudes, Decisions and Environments for Kids ('CADE Kids') Program	\$6,000 00	project title
Camden City Garden Club, Inc 3 Riverside Drive Camden, NJ 08103	Seed money for the Camden Grows project	\$2,500 00	project title
The Career Wardrobe 21 South 12th Street Suite 110 Philadelphia, PA 19107	Continued support for the Dressing and Image Consultation Program	\$1,000.00	project title
CASA of Philadelphia County 1940 Brandywine Street Philadelphia, PA 19130	Support to recruit, train and support community volunteers	\$2,500 00	project title
The Center for Autism 3905 Ford Road Suite 6 Philadelphia, PA 19131	Funding for Autism Training Solutions, a new training module	\$1,000 00	unrestricted contribution to General Fund
The Center for Emerging Visual Artists 237 South 18th Street Suite 3A Philadelphia, PA 19103	Support for the Direct Dialogue Lecture Series in 2012 and 2013	\$3,000 00	project title
Center in the Park 5818 Germantown Avenue Philadelphia, PA 19144	Continued support for the annual Volunteer Recognition Event	\$3,000 00	project title
The Center School 2450 Hamilton Avenue Abington, PA 19001	Funding to provide scholarship funds for 10 students to attend the summer reading program	\$1,000.00	project title
Chester Children's Chorus Swarthmore College 500 College Avenue Swarthmore, PA 19081	Funding for 'Drawing from Music', an innovative new class for the Summer Learning Program	\$1,000 00	unrestricted contribution to General Fund
The Chester Fund P.O. Box 22 Chester, PA 19016	Support of innovative arts and academic programming at the new Chester Charter School for the Arts	\$3,000.00	project title
Chestnut Hill Meals on Wheels 8765 Stenton Avenue Philadelphia, PA 19038	Continued support for two clients to receive daily meals (one year) in the subsidy program	\$6,000 00	project title
Children's Literacy Initiative 2314 Market Street 3rd Floor Philadelphia, PA 19103	Continued funding of DCIU Head Start supporting model teachers and colleagues (final year of project)	\$2,500 00	project title

<u>Grantee Organization/ Address</u>	<u>Project Title</u>	<u>Grant Amount</u>	<u>Funding For</u>
Children's Scholarship Fund Philadelphia 100 South Broad Street Suite 1200 Philadelphia, PA 19110	Funding for nineteen (19) new, one year k-8th grade scholarships (matching grant)	\$5,000 00	project title
CHOICE 1500 Walnut Street Suite 200 Philadelphia, PA 19102	Support for new technology based education program	\$2,500 00	project title
City Year Greater Philadelphia 2221 Chestnut Street 2nd Floor Philadelphia, PA 19103	Funding in support of the Duane Morris team of corps members serving at Benjamin Franklin Elementary School	\$10,000 00	project title
The Clay Studio 139 North Second Street Philadelphia, PA 19106	Support of the pilot year of the Claymobile's partnership with the Greater Center City Neighborhood Schools Coalition	\$5,000 00	project title
Cliveden of the National Trust, Inc 6401 Germantown Avenue Philadelphia, PA 19144	Funding research, writing, and producing an original play 'Liberty to Go to See'	\$3,500 00	project title
College of Physicians of Philadelphia 19 South 22nd Street Philadelphia, PA 19103	Funding for Hip2Dance, a dance program for teens	\$1,000.00	unrestricted contribution to General Fund
Community Learning Center 2701 N. Broad Street 4th Floor Philadelphia, PA 19132	Support for the Community Education and Partnership Programs	\$2,000.00	unrestricted contribution to General Fund
Community Legal Services, Inc 1424 Chestnut Street Philadelphia, PA 19102	Funding for the Eliminating ID Barriers for Low-Income Philadelphians project	\$2,500.00	project title
Connection Training Services 2243 W. Allegheny Avenue Philadelphia, PA 19132	Funding for Youth Empowered for Success program	\$2,500 00	project title
Consumer Bankruptcy Assistance Project, Inc 42 South 15th Street 4th Floor Philadelphia, PA 19102	Funding for new staff position for a Spanish-speaking paralegal/administrative assistant	\$1,500 00	unrestricted contribution to General Fund
The Curtis Institute of Music 1726 Locust Street Philadelphia, PA 19103	Support for the 2013 premiere of B Britten's opera 'Owen Wingrave'	\$12,500 00	project title
Dance Affiliates 4701 Bath Street, #46B Philadelphia, PA 19137	Funding for commissioned work 'A Celebration of the 50th Birthday of Artist, Musician and Singer Eva Cassidy'	\$1,000 00	project title
Darlington Arts Center 977 Shavertown Road Garnet Valley, PA 19060	Funding for the Center's Arts Education Outreach Programs for underserved children	\$1,000 00	project title
Delaware Valley Friends School 19 East Central Avenue Paoli, PA 19301	Support of art programming for students with learning differences	\$1,500 00	unrestricted contribution to General Fund
Dragonfly Forest, Inc 1100 E. Hector Street Suite 333 Conshohocken, PA 19428	Support for the 2013 summer camp for children with Autism	\$3,500.00	project title

<u>Grantee Organization/ Address</u>	<u>Project Title</u>	<u>Grant Amount</u>	<u>Funding For</u>
Eighteen Twelve (1812) Productions, Inc 421 N. 7th Street Suite 218 Philadelphia, PA 19123	Continued funding for the 1812 Outreach in- school theatre education program for at-risk students	\$1,000 00	project title
Elwyn, Inc 111 Elwyn Road Elwyn, PA 19063	Funding for the Saturday Therapeutic Activity and Recreation (STAR) Program	\$1,000 00	unrestricted contribution to General Fund
Enchantment Theatre Company 100 South Broad Street Suite 1318 Philadelphia, PA 19110	Support for the continuation of the arts- education program 'The Magic of Masks'	\$2,000 00	unrestricted contribution to General Fund
Fabric Workshop, Inc. 1214 Arch Street Philadelphia, PA 19107	Support for the 2012-13 Onsite Studio Program	\$5,000 00	project title
Face to Face, Inc 109 E. Price Street Philadelphia, PA 19144	Support for the Dining Room Program	\$3,500 00	project title
Family Planning Council 1700 Market Street 18th Floor Philadelphia, PA 19103	Funding for an independent consultant within the rebranding initiative	\$8,000 00	project title
Fleisher Art Memorial 719 Catharine Street Philadelphia, PA 19147	General Purpose Grant Annual Founder's Award honoring Sheldon and Jill Bonovitz	\$7,500 00	project title
Fleisher Art Memorial 719 Catharine Street Philadelphia, PA 19147	Funding for Teen Lounge, an arts-based youth development program	\$2,500 00	project title
Food Bank of South Jersey, Inc 1501 John Tipton Boulevard Pennsauken, NJ 08110	Funding to open a new KidzPack program at Wiggins Elementary School in Camden	\$5,000 00	project title
Foundation for Self-Taught American Artists 30 South 17th Street Philadelphia, PA 19103	Funding for website/online archive and Student Film Festival Competition	\$12,500 00	project title
Foundations, Inc 701 East Gate Drive Suite 300 Mt Laurel, NJ 08054	Support for the Northwest Civic Leadership Academy	\$2,500 00	project title
The Franklin Institute 222 North 20th Street Philadelphia, PA 19103	Support of special programming for PACTS in 2012	\$8,500 00	project title
The Free Library of Philadelphia 1901 Vine Street Philadelphia, PA 19103	Funding for the LEAP After-School Program	\$25,000 00	project title
Friends of Rittenhouse Square 2111 Rodman Street Philadelphia, PA 19146	Funding for improvements to the Rose Garden	\$1,000 00	project title
Friends of the Japanese House and Garden 5070 Parkside Avenue Suite 2104 Philadelphia, PA 19131	Funding for the Artist-in-Residence Program with Shadows of Shofuso installation series and children's classes	\$1,000 00	project title
Gearing Up P.O. Box 26061 Philadelphia, PA 19128	Funding to implement an information management database	\$1,000.00	project title

<u>Grantee Organization/ Address</u>	<u>Project Title</u>	<u>Grant Amount</u>	<u>Funding For</u>
Geographical Society of Philadelphia P O Box 67 Haverford, PA 19041	Continued funding for 'GEOfest' and 'GEObowl' enabling audience members to experience world cultures and world diversity	\$1,000 00	project title
The Gershman Y 401 South Broad Street Philadelphia, PA 19147	Funding for the New Filmmakers Weekend	\$1,000 00	unrestricted contribution to General Fund
GESU School 1700 West Thompson Street Philadelphia, PA 19121	Support for the 5-week Academic Summer Camp	\$2,500 00	project title
Girls Rock Philly P O Box 1512 Philadelphia, PA 19105	Funding for summer camp for 100 girls and development of year-round programming	\$1,000 00	unrestricted contribution to General Fund
GPUAC - West Philly Tool Library 1314 South 47th Street Philadelphia, PA 19143	Funding to hire a part-time administrator to evaluate and improve the financial and accounting system	\$2,500 00	project title
Greater Philadelphia Cultural Alliance 1616 Walnut Street Suite 600 Philadelphia, PA 19103	Support to develop and launch Demand Mapping, a research-based market assessment tool for nonprofits	\$3,000 00	project title
The Health Care Improvement Foundation, Inc 1835 Market Street Suite 1050 Philadelphia, PA 19103	Funding for consulting expenses, etc overseeing the 'Connecting Clinicians through Regional Health Information Exchange' project	\$8,000 00	project title
Health Partners Foundation 901 Market Street Suite 500 Philadelphia, PA 19107	Continued support for the BE THERE! Perfect Attendance Educational Program	\$7,500 00	project title
HelpHOPELive 150 North Radnor-Chester Road Suite F-120 Radnor, PA 19087	Funding for Automating the Process for Providing Patient Assistance	\$5,000 00	project title
Highlands Historical Society 7001 Sheaff Lane Fort Washington, PA 19034	Support for the installation and program development of an Edible Classroom at The Highlands	\$3,500 00	project title
Historic Philadelphia, Inc. 150 S. Independence Mall West Suite 550 Philadelphia, PA 19106	Support for Storytelling Interpretive Programming and Education Outreach Initiative	\$1,000 00	project title
HMS School 4400 Baltimore Avenue Philadelphia, PA 19104	Support for the Music Therapy Program for students with cerebral palsy	\$1,500 00	unrestricted contribution to General Fund
Hope Partnership for Education 1701 North 8th Street Philadelphia, PA 19122	Support for a formalized art program	\$1,500 00	project title
Independence Charter School 1600 Lombard Street Philadelphia, PA 19146	Support for technology integration in the middle school Social Studies and English classrooms	\$1,500 00	unrestricted contribution to General Fund
Independence Seaport Museum 211 South Columbus Boulevard & Walnut Street Philadelphia, PA 19106	Funding to underwrite a need-based scholarship program to the Seafarin' Summer Camp	\$1,000 00	unrestricted contribution to General Fund

<u>Grantee Organization/ Address</u>	<u>Project Title</u>	<u>Grant Amount</u>	<u>Funding For</u>
Indian Creek Foundation 420 Cowpath Road Souderton, PA 18964	Funding for the Summer Therapeutic Activities Program (STAP) for children with autism spectrum disorders	\$1,500 00	unrestricted contribution to General Fund
Inglis House 2600 Belmont Avenue Philadelphia, PA 19131	Support for the expansion of the Artist in Residence Program	\$6,500 00	project title
Institute of Contemporary Art/University of PA 118 South 36th Street Philadelphia, PA 19104	Support of educational programming to enhance upcoming exhibition	\$2,500 00	project title
Interact Theatre Company 2030 Sansom Street Philadelphia, PA 19103	Support of artistic and educational programming for at-risk youth	\$1,000 00	project title
Inter-Faith Housing Alliance P.O. Box 141 Ambler, PA 19002	Support for the Emergency and Transitional Housing programs	\$1,000 00	unrestricted contribution to General Fund
International House of Philadelphia 3701 Chestnut Street Philadelphia, PA 19104	Support for the May Day 2013 Film Festival	\$1,000 00	project title
Jeanne Ruddy Dance 1515 Brandywine Street Philadelphia, PA 19130	Funding for Legacy Plan, an archive of the company's work and establish a career transition fund for dancers and staff	\$1,000 00	unrestricted contribution to General Fund
JEVS Human Services 1845 Walnut Street 7th Floor Philadelphia, PA 19103	Funding to strengthen the Philadelphia Independence Network (PIN), an innovative program for young adults with disabilities	\$2,000 00	unrestricted contribution to General Fund
Kardon Institute for Arts Therapy 10700 Knights Road Philadelphia, PA 19114	Support for the Kardon Coffee House program	\$1,500 00	project title
Kelly Anne Dolan Memorial Fund P.O. Box 556 602 S. Bethlehem Pike Building D Ambler, PA 19002	Continued support for the Financial Assistance for Families With Reduced Income program for families of seriously ill children	\$2,000 00	project title
KenCrest Centers 502 W. Germantown Pike Suite 200 Plymouth Meeting, PA 19462	Funding for Nurture Work, a vocational horticulture program for students with developmental disabilities	\$1,000 00	unrestricted contribution to General Fund
Kids Smiles, Inc. 3751 Island Avenue Philadelphia, PA 19153	Support for the Outreach and Education Program by providing quality dental care to underserved children	\$2,500 00	project title
Kimmel Center, Inc 260 South Broad Street Suite 901 Philadelphia, PA 19102	Funding for the Summer Solstice Festival	\$5,000 00	project title
KIPP Philadelphia Charter School 5900 Baltimore Avenue 2nd Floor Philadelphia, PA 19143	Support for the painting of a mural at KIPP Philadelphia Elementary Academy	\$1,000 00	project title
Lankenau Medical Center Foundation 100 Lancaster Avenue Wynnewood, PA 19096	Funding for the cost of printing 10,000 copies of 'Think Pink Lives Green' educational booklet on breast cancer prevention	\$5,000 00	project title
LaSalle University Art Museum 1900 W. Olney Avenue Philadelphia, PA 19141	Support of educational programs related to the exhibition of Charles Searles: The Mask of Abstraction	\$1,000 00	project title

<u>Grantee Organization/ Address</u>	<u>Project Title</u>	<u>Grant Amount</u>	<u>Funding For</u>
Legacy Youth Tennis & Education 4842 Ridge Avenue Philadelphia, PA 19129	Funding for the Intergenerational Mentorship Program for African-American boys and men	\$3,000 00	project title
Legal Clinic for the Disabled, Inc 1513 Race Street Philadelphia, PA 19102	Funding of summer intern for the Medical-Legal Partnership (MLP) model	\$1,500 00	unrestricted contribution to General Fund
Leukemia & Lymphoma Society/Eastern Pa Chapter 555 North Lane Suite 5010 Conshohocken, PA 19428	Support for disease-specific patient education programs Stupid Cancer Boot Camp for Young Adults, Meet the Expert on Blood Cancers, and Making Informed Choices about Standard Care and Clinical Trials	\$1,000 00	unrestricted contribution to General Fund
Lincoln University 1570 Baltimore Pike P O Box 179 Lincoln University, PA 19352	Support for scholarships for academically worthy yet economically disadvantaged students	\$25,000 00	project title
Living Beyond Breast Cancer 354 West Lancaster Avenue Suite 224 Haverford, PA 19041	Funding to expand and produce a six-part writing workshop series	\$3,000 00	project title
Magee Rehabilitation Hospital Foundation 1513 Race Street Philadelphia, PA 19102	Support for the Peer Mentor Program	\$1,000 00	unrestricted contribution to General Fund
Make-A-Wish Foundation of Philadelphia & Susquehanna Valley One Valley Square 512 Township Line Road, Suite 133 Blue Bell, PA 19422	Support for the wish-granting program which directly benefits children suffering from life-threatening illnesses and their families	\$1,000 00	unrestricted contribution to General Fund
The Mann Center for the Performing Arts 123 South Broad Street Suite 1930 Philadelphia, PA 19109	Support for the educational program 'Access the Arts'	\$5,000 00	project title
Maternal and Child Health Consortium of Chester County 30 W Barnard Street Suite 1 West Chester, PA 19382	Support for the Healthy Start program	\$1,000 00	project title
Maternity Care Coalition 2000 Hamilton Street Suite 205 Philadelphia, PA 19130	Continuing support for the MOMobile services at Riverside Correctional Facility	\$3,000 00	unrestricted contribution to General Fund
Mercy Neighborhood Ministries of Philadelphia, Inc 1939 W Venango Street Philadelphia, PA 19140	Funding for the development and expansion of the Pre-School Program	\$1,250 00	project title
Metropolitan Area Neighborhood Nutrition Alliance P. O. Box 30181 Philadelphia, PA 19103	Support for the Integrated Database and Website Capacity Building Project	\$2,500 00	project title
Metropolitan Career Center 100 South Broad Street Suite 830 Philadelphia, PA 19110	Continued support for the STRIVE Plus Program	\$3,000 00	project title

<u>Grantee Organization/ Address</u>	<u>Project Title</u>	<u>Grant Amount</u>	<u>Funding For</u>
Mishkan Shalom 4101 Freeland Avenue Philadelphia, PA 19128	Support for the Heschel-King Festival	\$1,500 00	unrestricted contribution to General Fund
Mommy's Light Lives On Fund P O Box 494 Lionville, PA 19353	Continued support for the annual Tradition Fulfillment Services to maternally bereaved children	\$1,500 00	unrestricted contribution to General Fund
Moore College of Art & Design The Parkway at 20th Street Philadelphia, PA 19103	Continued support for 'Learning Through Photography (LTP) into schools in Philadelphia	\$3,000 00	project title
MossRehab Aphasia Center 50 Township Line Road Medical Arts Building Elkins Park, PA 19027	Support for the development of new group technology classes in the Communicating Through Technology Program	\$5,000 00	project title
The Moyer Foundation One Penn Center 1617 JFK Boulevard Suite 580 Philadelphia, PA 19103	Funding for weekend long sessions at Camp Ern (\$10,000) and Camp Mariposa (\$15,000)	\$10,000 00	project title
National Hemophilia Foundation/Delaware Valley Chapter 14 E. Sixth Street First Floor Lansdale, PA 19446	Funding for the mobile giving capability startup program	\$1,750 00	project title
National Liberty Museum 321 Chestnut Street Philadelphia, PA 19106	Funding to expand the Caretoons Violence Prevention Outreach Program for Philadelphia students	\$1,500 00	unrestricted contribution to General Fund
National Museum of American Jewish History 101 South Independence Mall East Philadelphia, PA 19106	Funding to support a film series and an interdisciplinary program in relation to the special exhibition 'Beyond Swastika and Jim Crow: '	\$2,000 00	project title
Natural Lands Trust, Inc Hildacy Farm 1031 Palmers Mill Road Media, PA 19063	Funding for the new Force of Nature volunteer program	\$1,500 00	unrestricted contribution to General Fund
Need In Deed 8616 Germantown Avenue 2nd Floor Rear Philadelphia, PA 19118	Support for 3 workshop sessions entitled 'Integrating Eligible Content with Service- Learning'	\$2,500 00	project title
Nonprofit Technology Resources, Inc 1524 Brandywine Street Philadelphia, PA 19130	Support of three free individual programs within the Learning Through Technology (LTT) programs	\$1,500 00	project title
North Light Community Center 175 Green Lane Philadelphia, PA 19127	Support for the Center's Program Assessment Project	\$5,000 00	project title
Opera Company of Philadelphia Academy House 1420 Locust Street Suite 210 Philadelphia, PA 19102	Support for Opening Night Philadelphia! La boheme on the Mall, a live simulcast event	\$1,500 00	unrestricted contribution to General Fund
Outward Bound Philadelphia 3250 West Sedgely Drive East Fairmount Park Philadelphia, PA 19130	Funding to provide Educator Workshops and/or Expedition programs	\$2,000 00	project title

<u>Grantee Organization/ Address</u>	<u>Project Title</u>	<u>Grant Amount</u>	<u>Funding For</u>
Painted Brde Art Center 230 Vine Street Philadelphia, PA 19106	Support for education and community outreach programs	\$2,500 00	project title
The Pathway School 162 Egypt Road Norristown, PA 19403	Support for the music appreciation program Musicopia for 131 special needs students	\$1,000.00	unrestricted contribution to General Fund
Penn Museum of Archaeology and Anthropology University of Pennsylvania 3260 South Street Philadelphia, PA 19104	Funding for new program offering experiential services to blind and partially sighted individuals	\$2,500 00	project title
Pennsylvania Academy of the Fine Arts 128 North Broad Street Philadelphia, PA 19102	Continued funding for the Family Arts Academy at PAFA	\$5,000 00	project title
Pennsylvania Ballet Association 1819 JFK Boulevard Suite 210 Philadelphia, PA 19103	Continued support for Accent on Dance, an outreach and education program	\$2,000 00	project title
The Pennsylvania Prison Society 245 N. Broad Street Suite 300 Philadelphia, PA 19107	Support for the Men's Resource Fair at the Detention Center	\$1,000 00	project title
Peter's Place 150 Radnor-Chester Road Suite F130 Radnor, PA 19087	Funding for outreach bereavement services to children in their own schools	\$4,000 00	project title
Philabundance 3616 South Galloway Street Philadelphia, PA 19148	Funding for school-based children's feeding pilot program	\$4,000 00	project title
The Philadelphia Art Alliance 251 South 18th Street Philadelphia, PA 19103	Support for 'The Commonwealth' lecture series	\$2,500 00	project title
Philadelphia Dance Company 9 North Preston Street Philadanco Way Philadelphia, PA 19104	Support for the production of educational outreach materials for new ballet	\$2,000 00	unrestricted contribution to General Fund
Philadelphia Dance Projects 1427 Spruce Street Suite 1F Philadelphia, PA 19102	Funding for the creation of a demonstrational Local Dance History Project	\$1,000 00	project title
Philadelphia Education Fund 1709 Benjamin Franklin Parkway Suite 700 Philadelphia, PA 19103	Funding for the Know Before You Go (KBYG) workshop	\$4,000 00	project title
Philadelphia Film Society 1600 North 5th Street Philadelphia, PA 19122	Support of all costs associated with the Documentary Showcase at the Film Festival	\$10,000 00	project title
Philadelphia Fringe Festival P.O. Box 30393 Philadelphia, PA 19103	Support for Jumpstart, a showcase series designed to identify new and emerging talent	\$5,000 00	project title
Philadelphia Futures 230 S. Broad Street 7th Floor Philadelphia, PA 19102	Continued funding for Sponsor-A-Scholar (SAS) College Retention and Success Program	\$2,500 00	project title

<u>Grantee Organization/ Address</u>	<u>Project Title</u>	<u>Grant Amount</u>	<u>Funding For</u>
Philadelphia Martin Luther King, Jr Association for Nonviolence, Inc. 5398 Wynnefield Avenue Philadelphia, PA 19131	Continued funding for the College for Teens Summer Enrichment Program	\$2,500 00	project title
Philadelphia Mural Arts Advocates 1729 Mount Vernon Street Thomas Eakins House Philadelphia, PA 19130	Continued funding for Art Education program	\$7,500 00	project title
Philadelphia Museum of Art P O Box 7646 Philadelphia, PA 19101	Support for the Collab Student Design Competition	\$5,000 00	project title
Philadelphia Museum of Art P O Box 7646 Philadelphia, PA 19101	Funding for the Student Admission and Philadelphia Student and Family Pass Program	\$25,000 00	project title
Philadelphia Museum of Art P O Box 7646 Philadelphia, PA 19101	Support for community outreach and educational programs in conjunction with the Jill & Sheldon Bonovitz Collection	\$12,500 00	project title
Philadelphia Photo Arts Center 1400 N. American Street Suite 103 Philadelphia, PA 19122	Support for the Teen Photo Program	\$1,000 00	project title
The Philadelphia Project 13 E Mt Pleasant Avenue Philadelphia, PA 19119	Funding for the 2013 Summer of Service program	\$2,500 00	project title
Philadelphia Reads 325 Chestnut Street Suite 903 Philadelphia, PA 19106	Support for the Free Children's Book Club	\$5,000 00	project title
Philadelphia Sculptors 1315 Walnut Street Suite 802 Philadelphia, PA 19107	Funding for 'Catagenesis', an exhibition of 15 site specific installations at Globe Dye Works	\$2,000 00	unrestricted contribution to General Fund
The Philadelphia Singers 1211 Chestnut Street Suite 610 Philadelphia, PA 19107	Support for the first-ever recording of Randall Thompson's 'Requiem'	\$1,000 00	project title
The Philadelphia Sketch Club 235 South Camac Street Philadelphia, PA 19107	Funding for the Philadelphia High School Students Exhibition, a public exposition of works created by teens in the School District of Philadelphia	\$1,000 00	unrestricted contribution to General Fund
Philadelphia Society for the Preservation of Landmarks 321 South 4th Street Philadelphia, PA 19106	Funding for 36 'hands on' participatory workshops for underserved school children	\$2,000 00	unrestricted contribution to General Fund
Philadelphia Theatre Company 230 South Broad Street Suite 1105 Philadelphia, PA 19102	Support for the development and production of 'Unvarnished', a world premier play	\$2,500 00	project title
Philadelphia Wooden Boat Factory 4520 Worth Street Suite L2 Philadelphia, PA 19124	Support for the Riverbuild Collaborative	\$1,000 00	project title
Philadelphia Young Playwrights Program, Inc 1709 Benjamin Franklin Parkway Floor 2 Philadelphia, PA 19103	Funding for the traveling play 'Bully Problem Tour' into Philadelphia School District schools	\$1,000 00	project title

<u>Grantee Organization/ Address</u>	<u>Project Title</u>	<u>Grant Amount</u>	<u>Funding For</u>
Philadelphia Youth Network, Inc 714 Market Street Suite 304 Philadelphia, PA 19106	Support for WorkReady Philadelphia 2012 Summer Internship Program	\$2,500 00	project title
Philadelphia's Children First Fund 30 South 17th Street Philadelphia, PA 19103	Funding for serving as intermediary in order to receive restricted grants, scholarships and gifts to the School District of Philadelphia	\$5,000 00	project title
Planned Parenthood Association of Bucks County 610 Louis Drive Warminster, PA 18974	Funding for the Comprehensive Sexuality Education Program	\$1,500 00	unrestricted contribution to General Fund
Planned Parenthood of Southeastern Pennsylvania 1144 Locust Street Philadelphia, PA 19107-6797	Continued support for the pregnancy prevention program 'Teen Success'	\$10,000 00	project title
Planned Parenthood of Southern New Jersey 317 Broadway Camden, NJ 08103	Continued support for the Education and Training Program	\$2,500 00	project title
Please Touch Museum 4231 Avenue of the Republic Philadelphia, PA 19131	Continued support for the Community Partners program	\$2,500 00	project title
Polish American Social Services 308 Walnut Street Philadelphia, PA 19106	Continued support for the Health Advocacy and Benefits Counseling Program	\$4,000 00	project title
The Print Center 1614 Latimer Street Philadelphia, PA 19103	Funding for Printing in the Open, a new outreach initiative	\$2,500 00	project title
Programs Employing People 1200 South Broad Street Philadelphia, PA 19146	Support for the Adult Literacy Program	\$2,000 00	project title
Project Forward Leap Foundation 1706 Race Street 2nd Floor Philadelphia, PA 19103	Support for the high school program including college tours and the Leadership Council	\$7,500 00	project title
Project HOME 1515 Fairmount Avenue Philadelphia, PA 19130	Continued support of vital programming at The Honickman Learning Center and Comcast Technology Labs (HLCCTL)	\$3,500 00	project title
Public Citizens for Children and Youth 1709 Benjamin Franklin Parkway Sixth Floor Philadelphia, PA 19103	Continued funding for The Picasso Project	\$2,500 00	project title
RHD - Healthy NewsWorks 1105 Ormond Avenue Drexel Hill, PA 19026	Funding for production of second student book project 'Leading Healthy Change in Our Communities'	\$1,000 00	project title
RHD - I'm Free 3721 Midvale Avenue Philadelphia, PA 19129	Support for Transforming One Woman at a Time Reintegration Support	\$2,000 00	project title
The Rock School for Dance Education 1101 South Broad Street Philadelphia, PA 19147	Funding for RockReach Residency Program at Khepera Charter School	\$3,000 00	project title
Ronald McDonald House of Philadelphia 3921-3925 Chestnut Street Philadelphia, PA 19104	Support for the Chestnut Street Van Transportation Program	\$2,500 00	project title

<u>Grantee Organization/ Address</u>	<u>Project Title</u>	<u>Grant Amount</u>	<u>Funding For</u>
Rosenbach Museum & Library 2010 Delancey Place Philadelphia, PA 19103	Funding for a Community Engagement Kit	\$2,500 00	project title
Royer-Greaves School for Blind 118 South Valley Road Paoli, PA 19301	Funding to restore the stage floor for the new Creative Arts Therapy Program	\$1,500 00	project title
The Salvation Army 701 North Broad Street Philadelphia, PA 19123	Funding to develop and implement an outcomes based infrastructure across Philadelphia based programs and services	\$12,500 00	project title
The Schuylkill Center for Environmental Education 8480 Hagy's Mill Road Philadelphia, PA 19128	Funding for a new series of Environmental Artist Residences	\$1,500 00	unrestricted contribution to General Fund
Seed Philly/Federation of Neighborhood Centers 1650 Arch Street Suite 1906 Philadelphia, PA 19103	Support of the technology startup ecosystem through education, mentoring, and the collection of scientific data	\$7,500 00	project title
The Seeing Eye, Inc P O Box 375 Morristown, NJ 07963-0375	Funding for the remake of the Partners in Travel video made 20 years ago	\$7,500 00	project title
SeniorLAW Center 100 South Broad Street Suite 1810 Philadelphia, PA 19110	Funding for updating and expanding printed legal educational materials for seniors in need	\$5,000 00	project title
Shriners Hospitals for Children 3551 North Broad Street Philadelphia, PA 19140	Funding for an Abbott i-Stat Portable Clinical Analyzer System enabling doctors to test patients' blood during surgical procedures	\$8,000 00	project title
Smith Memorial Playground and Playhouse, Inc East Fairmount Park Philadelphia, PA 19121	Support for the Play for All program	\$1,500 00	unrestricted contribution to General Fund
South Jersey Eye Center, Inc 400 Chambers Avenue Camden, NJ 08103	Support for the Sight First For Kids (SFFK) and Families Program	\$2,500 00	project title
Spiral Q Puppet Theater 3114 Spring Garden Street 2nd Floor Philadelphia, PA 19104	Support for the Peoples' Site project	\$1,000 00	unrestricted contribution to General Fund
Springboard Collaborative 755 S. Mole Street Philadelphia, PA 19106	Support of weekly parent-training workshops during the Summer 2012.	\$1,500.00	unrestricted contribution to General Fund
Sruti, The India Music and Dance Society 1504 Pintail Drive Audubon, PA 19403	Funding to increase awareness and interest in Indian classical arts	\$1,000 00	project title
Summer Search 1616 Walnut Street Suite 2200 Philadelphia, PA 19103	Funding to provide low-income high schools with scholarships for SAT prep classes	\$2,000 00	unrestricted contribution to General Fund
Support Center for Child Advocates 1900 Cherry Street Philadelphia, PA 19103	Funding for new website and online Annual Report production and launch	\$15,000.00	project title

<u>Grantee Organization/ Address</u>	<u>Project Title</u>	<u>Grant Amount</u>	<u>Funding For</u>
Supportive Older Women's Network 4100 Main Street Suite 200 Philadelphia, PA 19127	Support of quarterly workshops for grandparents by Philly Families, a family resiliency program	\$2,500 00	project title
Teach for America 714 Market Street Suite 420 Philadelphia, PA 19106	Funding for recruitment, selection, training and ongoing support of corps members for Transformational Teachers and Leaders in Education - 2012	\$10,000 00	project title
Three Aksha 1804 Grant Avenue Philadelphia, PA 19115	Support for the Classical Indian Tradition Project by bringing master artist from India	\$1,000 00	unrestricted contribution to General Fund
University City Science Center 3711 Market Street 8th Floor Philadelphia, PA 19104	Funding for the development and execution of the Coffee & Capital program	\$5,000 00	project title
University of the Sciences 600 South 43rd Street Philadelphia, PA 19104	Support for a Summer Camp for Female Cancer Survivors	\$9,125.00	project title
Urban Tree Connection 5125 Woodbine Avenue Philadelphia, PA 19131	Funding for the transition of the Neighborhood Foods--Haddington's Low-Income Food Coop	\$2,500 00	project title
Variety-The Children's Charity 1520 Locust Street 2nd Floor Philadelphia, PA 19102	Support for STEM (science, technology, engineering and math) after-school program for 200 students with disabilities	\$4,000 00	project title
VH-1 Save the Music Foundation 1515 Broadway 20th Floor New York, NY 10036	Support for Rebuilding Instrumental Music Education Programs in Philadelphia public schools	\$3,000 00	project title
Visiting Nurse Association of Greater Philadelphia-Hospice of Philadelphia Falls Center 3300 Henry Avenue Suite 500 Philadelphia, PA 19129	Support for the Diagnosing and Relieving Depression in the Elderly program	\$1,000 00	unrestricted contribution to General Fund
VNA Community Services, Inc 1421 Highland Avenue Abington, PA 19001	Funding to conduct vision, hearing and speech screening examinations to at-risk children	\$1,000.00	unrestricted contribution to General Fund
Wagner Free Institute of Science 1700 W Montgomery Avenue Philadelphia, PA 19121	Continued support for free science education programs for children and families	\$2,500 00	project title
Walker Center at Bancroft 304 Old Lancaster Avenue Merion Station, PA 19066	Funding of assistive technology for the Parent Child Program	\$2,000 00	project title
Welcoming Center for New Pennsylvanians 1617 JFK Boulevard 13th Floor Philadelphia, PA 19103	Funding for the Training and Job Placement Program	\$2,500 00	project title
West Philadelphia Alliance for Children 3603 Hamilton Street Philadelphia, PA 19104	Continued support for the Open Books Open Minds initiative	\$2,000 00	project title
Whitemarsh Foundation P O Box 538 Lafayette Hill, PA 19444	Funding for the development of the Dixon Meadow Preserve	\$7,500 00	project title

<u>Grantee Organization/ Address</u>	<u>Project Title</u>	<u>Grant Amount</u>	<u>Funding For</u>
The Wilma Theater 265 South Broad Street Philadelphia, PA 19107	Support for the production of 'Angels in America'	\$17,500 00	project title
The Wistar Institute 3601 Spruce Street Philadelphia, PA 19104	Support for the Biomedical Technician Training Program	\$2,000 00	unrestricted contribution to General Fund
Women's Opportunities Resource Center 2010 Chestnut Street Philadelphia, PA 19103	Continued funding for the Family Savings Account (FSA) program	\$1,500 00	unrestricted contribution to General Fund
Women's Resource Center 113 W Wayne Avenue Wayne, PA 19087	Continued support for the Single Mother's Program in Chester City and Darby	\$1,500 00	project title
Women's Way 123 South Broad Street Suite 1399 Philadelphia, PA 19109	Support for the Public Education and Advocacy program	\$5,000 00	project title
Woodmere Art Museum 9201 Germantown Avenue Philadelphia, PA 19118	Continued support for PhilARTdelphia, an innovative education program for adults and children	\$2,500 00	project title
WXPN - University of Pennsylvania 3025 Walnut Street Philadelphia, PA 19104	Continued funding for the Musicians On Call Program	\$1,500 00	project title
The Wyck Association 6026 Germantown Avenue Philadelphia, PA 19144	Funding for the Second Saturday Festivals in Natural History	\$1,500 00	unrestricted contribution to General Fund
YMCA of Philadelphia and Vicinity 2000 Market Street Suite 750 Philadelphia, PA 19103	Support providing financial assistance to more than 30 low-income, inner city children	\$2,500 00	project title
Zoological Society of Philadelphia 34th Street and Girard Avenue Philadelphia, PA 19104	Funding for award-winning educational programs	\$10,000 00	project title