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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning , 2012, and ending ,

THE SCHOLLER FOUNDATION
C/O WILLIAM W. KEFFER, ESQ.
MMWR, 123 SOUTH BROAD STREET
PHILADELPHIA, PA 19109

A Employer identification number
23-6245158

B Telephone number (see the instructions)
215-568-7500

C If exemption application is pending, check here.

D 1 Foreign organizations, check here.
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 13,655,746.

J Accounting method. Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (att sch)				
2	Chk <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities ..	413,241.	413,241.	413,241.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	623,903.			
b	Gross sales price for all assets on line 6a 4,030,722.				
7	Capital gain net income (from Part IV, line 2) . . .		623,903.		
8	Net short-term capital gain			0.	
9	Income modifications				
10a	Gross sales less returns and allowances.				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	1,037,144.	1,037,144.	413,241.	
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) . See St 1	17,500.	14,000.	14,000.	3,500.
c	Other prof fees (attach sch)				
17	Interest				
18	Taxes (attach schedule)(see instrs) . See St m 2	13,396.			
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications.				
23	Other expenses (attach schedule) See Statement 3	125,972.	79,953.	79,953.	667.
24	Total operating and administrative expenses. Add lines 13 through 23	156,868.	93,953.	93,953.	4,167.
25	Contributions, gifts, grants paid Part XV.	699,251.			699,251.
26	Total expenses and disbursements. Add lines 24 and 25	856,119.	93,953.	93,953.	703,418.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	181,025.			
b	Net investment income (if negative, enter -0)		943,191.		
c	Adjusted net income (if negative, enter -0)			319,288.	

SCANNED MAY 2 1 2013

ADMINISTRATIVE EXPENSES

OGDEN, UT

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	406,591.	39,399.	39,399.
	3 Accounts receivable			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	4,300.	1,300.	1,300.
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	7,790,424.	7,958,420.	9,833,235.
	c Investments – corporate bonds (attach schedule)	3,102,197.	3,485,418.	3,781,812.
	11 Investments – land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	11,303,512.	11,484,537.	13,655,746.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	11,303,512.	11,484,537.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	11,303,512.	11,484,537.	
	31 Total liabilities and net assets/fund balances (see instructions)	11,303,512.	11,484,537.	

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	11,303,512.
2 Enter amount from Part I, line 27a	2	181,025.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3.	4	11,484,537.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	11,484,537.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE ATTACHED SCHEDULE	P	Various	Various
b SEE ATTACHED SCHEDULE	P	Various	Various
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 485,627.		551,255.	-65,628.
b 3,545,095.		2,855,564.	689,531.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (i) over column (k), if any	
a			-65,628.
b			689,531.
c			
d			
e			

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	623,903.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	-65,628.

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 (column (b) divided by column (c))
2011	664,914.	14,277,674.	0.046570
2010	582,167.	13,697,560.	0.042502
2009	710,935.	12,128,050.	0.058619
2008	738,170.	14,132,630.	0.052232
2007	777,591.	16,999,517.	0.045742
2 Total of line 1, column (d)			0.245665
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			0.049133
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			13,660,038.
5 Multiply line 4 by line 3			671,159.
6 Enter 1% of net investment income (1% of Part I, line 27b)			9,432.
7 Add lines 5 and 6			680,591.
8 Enter qualifying distributions from Part XII, line 4			703,418.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b.		1	9,432.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	9,432.
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	9,432.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012		6 a	10,800.
b Exempt foreign organizations – tax withheld at source		6 b	
c Tax paid with application for extension of time to file (Form 8868)		6 c	
d Backup withholding erroneously withheld		6 d	
7 Total credits and payments. Add lines 6a through 6d		7	10,800.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	1,368.
11 Enter the amount of line 10 to be. Credited to 2013 estimated tax 1,368. Refunded		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
<i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ <u>0.</u> (2) On foundation managers ▶ \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>PA</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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 ▶ JOSEPH M CAHILL LLC Telephone no. ▶ 610-889-3300 Located at ▶ 189 W LANCASTER AVE PAOLI PA ZIP + 4 ▶ 19301			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A ▶ <input type="checkbox"/> 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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶			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
1 a	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? .. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? .. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? .. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? .. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? .. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) .. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
1 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 ▶ <input type="checkbox"/>	1 b	N/A
1 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? ..	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? .. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.) ..	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 __ , 20 __ , 20 __ , 20 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? .. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) ..	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ..	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? ..	4 b	X

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

5 a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ... Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? .. Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ... Yes No

5 b 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)

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

6 b X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ... Yes No

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

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . Yes No

7 b

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ... N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 4		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NORTHSTAR ASSET MANAGEMENT 488 NORRISTOWN ROAD, SUITE 142 BLUE BELL, PA 19422	INVESTMENT ADVISORY	69,123.
MONTGOMERY, McCRAKEN, WALKER, & RHOADS LLP 123 SOUTH BROAD STREET PHILDELPHIA, PA 19109	LEGAL SERVICES	53,355.
----- ----- -----		
----- ----- -----		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 <u>NONE</u> ----- -----	
2 ----- -----	
3 ----- -----	
4 ----- -----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 <u>N/A</u> ----- -----	
2 ----- -----	
All other program-related investments. See instructions 3 ----- -----	
Total. Add lines 1 through 3	0.

BAA

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	1 a	13,548,247.
b Average of monthly cash balances	1 b	319,812.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	13,868,059.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	13,868,059.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	208,021.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,660,038.
6 Minimum investment return. Enter 5% of line 5	6	683,002.

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	683,002.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	9,432.
b Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	9,432.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	673,570.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	673,570.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	673,570.

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	1 a	703,418.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	703,418.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	9,432.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	693,986.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				673,570.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			699,251.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 703,418.				
a Applied to 2011, but not more than line 2a			699,251.	
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				4,167.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				669,403.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

See Statement 5

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE SCHEDULE '		N/A		699,251.
Total ▶ 3 a				699,251.
b Approved for future payment				
Total ▶ 3 b				

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Total	\$ 17,500.	\$ 14,000.	\$ 14,000.	\$ 3,500.
	<u>\$ 17,500.</u>	<u>\$ 14,000.</u>	<u>\$ 14,000.</u>	<u>\$ 3,500.</u>

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal excise tax.....	\$ 9,566.			
Foreign tax.....	3,830.			
Total	<u>\$ 13,396.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Insurance	\$ 3,335.	\$ 2,668.	\$ 2,668.	\$ 667.
Investment fees	69,123.	69,123.	69,123.	
Legal	53,355.	8,003.	8,003.	
MISCELLANEOUS	159.	159.	159.	
Total	<u>\$ 125,972.</u>	<u>\$ 79,953.</u>	<u>\$ 79,953.</u>	<u>\$ 667.</u>

Statement 4
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
E. BROOKS KEFFER, JR. ESQ 3500 WEST CHESTER PIKE, D111 NEWTOWN SQUARE, PA 19073	Trustee 0	\$ 0.	\$ 0.	\$ 0.
WILLIAM W. KEFFER 10 FORREST VIEW ROSE VALLEY, PA 19086	Chairman 0		0.	0.

Statement 4 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
T SERGEANT PEPPER 14145 EAGLE'S NEST FARM LANE STILL POND, MD 21667	Trustee 0	\$ 0.	\$ 0.	\$ 0.
JONATHAN SERGEANT PEPPER 140 SPRUCE ROAD AMBLER, PA 19002	Trustee 0		0.	0.
ANTHONY J BROWN 9 LLANALEW ROAD HAVERFORD, PA 19041	Trustee 0		0.	0.
		Total \$	<u>0.</u>	<u>\$ 0.</u>
			<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 5
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: THE SCHOLLER FOUNDATION
Care Of: WILLIAM W. KEFFER, ESQ.
Street Address: MMWR, 123 SOUTH BROAD STREET
City, State, Zip Code: PHILADELPHIA, PA 19109
Telephone: 215-772-7505
E-Mail Address:
Form and Content: BY LETTER WITH CERTIFICATION OF TAX EXEMPT STATUS AND THAT ORGANIZATION IS NOT A PRIVATE FOUNDATION.
Submission Deadlines: AUGUST 15
Restrictions on Awards: GENERALLY THERE ARE NO RESTRICTIONS ON GRANTS TO 501(C)(3) ORGANIZATIONS.

THE SCHOLLER FOUNDATION

Schedule of Investments

December 31, 2012

<u>Par/Shares</u>	<u>Description</u>		<u>Cost</u> <u>Basis</u>		<u>Market</u> <u>Value</u>
Corporate Bonds					
100M	ALLSTATE CORP 05/15/37	\$	103,352	\$	103,750
100M	AVON PRODUCTS 4.8%13		105,871		100,607
100M	BRINKER INTL 5.75%14		100,691		105,854
60M	CALIFORNIA PETRO 8.52%15		62,410		57,600
100M	CENTUTYTEL INC 6.15%19		106,256		109,372
100M	CSX CORP 5.75%13		101,491		101,059
100M	ENTERPRISE PROD 6/1/67		106,236		107,125
100M	GEN ELEC CAP BONDS		108,099		107,791
100M	GENL ELEC 3/15/73		111,170		113,000
100M	HARTFORD FINL SVCS 6%19		107,158		116,376
100M	HSBC HOLDINGS 6.5%36		97,685		123,811
100M	INGERSOLL RAND 9.5%14		104,660		110,730
100M	JEFFERIES GROUP 5.5%16		101,278		106,250
100M	KRAFT FOODS 5.25%13		96,623		103,298
100M	LABORATORY CORP 5.625%15		88,915		113,009
100M	LINCOLN NATL 05/17/66		104,547		102,000
100M	LINCOLN NATL 6.25%20		106,756		118,913
100M	MARATHON OIL CORP 6%17		94,642		119,907
100M	MARRIOTT INTL 5.625%13		101,497		100,527
100M	MAY DEPT STORES 7.6%25		101,235		118,750
100M	MOTOROLA INC 7.5%25		97,046		125,914
100M	PNC FINL SVCS		105,625		112,750
100M	PRUDENTIAL FINL FLT 2043		100,956		103,500
100M	PUGET SOUND EGY 06/01/67		110,620		106,125
100M	SCHWAB CHARLES FLT PERP		108,194		113,750
100M	SOUTHERN CAL ED 6.25%/49		104,425		107,165
100M	TRANSOCEAN 6.0%18		103,808		117,271
250M	TYCO INTL 3/1/23		254,875		316,009
100M	UNION PACIFIC		91,716		105,796
6M	VULCAN MATLS CO 6.3%13		6,097		6,135
100M	WEYERHAUSER 7.125%23		99,665		118,041
100M	WILMINGTON TRUST 4.875%13		98,670		101,136
100M	XL GROUP PLC BOND		98,214		94,250
100M	YUM BRANDS 6.25%16		94,935		114,241
			3,485,418		3,781,812

See accountants' report on supplementary information

THE SCHOLLER FOUNDATION

Schedule of Investments

December 31, 2012

<u>Par/Shares</u>	<u>Description</u>	<u>Cost Basis</u>	<u>Market Value</u>
Exchange Traded Funds			
9,000	FIRST TR EXCH TRADED FD	165,969	178,829
5,250	GLOBAL X ASEAN ETF	90,455	89,460
7,000	ISHARES MSCI ALL COUNTRY	338,471	423,640
5,100	ISHARES MSCI PAC EX JAPN	192,124	240,414
2,050	ISHARES TR S&P LATN AMER	89,776	89,872
11,000	Vanguard EMERGING MARKET	438,129	489,830
2,500	VANGUARD FTSE ETF	195,636	227,225
17,000	VANGUARD INFO TECH	964,933	1,174,870
3,500	Vanguard MID CAP	286,939	288,540
7,600	Vanguard Small CAP	529,100	614,840
10,000	WISDOMTREE INDIA EARNING	514,494	571,900
		<u>3,806,026</u>	<u>4,389,420</u>
Hybrid Securities			
4,000	AFFILITATED MGRS 5.25%/22	100,025	101,025
5,000	ALLIANZ SE 8.75% PFD	131,075	128,125
4,000	DELPHI FINL GRP 7.376%/37	102,025	100,200
4,000	STANLEY BLACK 5.75%/2042	103,225	103,800
		<u>436,350</u>	<u>433,150</u>
Corporate Stock			
1,250	ALLERGAN INC	83,142	114,663
7,312	AMETEK INC NEW	83,631	274,712
1,700	APACHE CORP	164,803	133,450
315	APPLE INC	136,783	167,634
4,000	AXIS CAP HLDG 6.875%	107,305	106,800
2,700	BERKSHIRE HATHAWAY B	212,190	242,190
2,000	CANADIAN NATL RY CO	86,772	182,020
4,700	DANAHER CORP	166,046	262,730
6,500	E M C CORP MASS	159,453	164,450
3,100	EXPRESS SCRIPTS INC	169,918	167,400
4,500	NESTLE S A REG B	161,017	293,265
3,000	NIKE INC	164,649	154,800
3,250	NOVARTIS A G SPON ADR F	185,599	205,725
4,000	OCCIDENTAL PETE CORP	147,303	306,440

See accountants' report on supplementary information

THE SCHOLLER FOUNDATION

Schedule of Investments

December 31, 2012

<u>Par/Shares</u>	<u>Description</u>	<u>Cost Basis</u>	<u>Market Value</u>
1,000	PRINCIPAL FINACIAL GROUP	96,025	97,750
4,000	PRUDENTIAL FINANCIAL	210,791	213,320
4,000	QUALCOMM INC	154,286	247,438
3,000	RIO TINTO PLC	187,898	174,270
3,000	SCHLUMBERGER LTD	95,049	207,896
4,000	STARBUCKS CORP	224,478	214,520
3,000	STRYKER CORP COMMON	150,042	164,460
3,000	THERMO FISHER SCIENTIFIC	100,694	191,340
12,600	TORTOISE MLP FUND	339,888	308,826
2,800	United Technologies Corp.	59,312	229,628
1,225	VF CORPORATION	<u>68,969</u>	<u>184,938</u>
		<u>3,716,043</u>	<u>5,010,665</u>
	Total Investments	<u>\$ 11,443,837</u>	<u>\$ 13,615,047</u>

See accountants' report on supplementary information

THE SCHOLLER FOUNDATION

Schedule of Capital Gains and Losses

Year Ended December 31, 2012

<u>Shares</u>	<u>Security</u>	<u>Date</u> <u>Acquired</u>	<u>Date</u> <u>Sold</u>	<u>Gross</u> <u>Sales</u> <u>Price</u>	<u>Cost or</u> <u>Other</u> <u>Basis</u>	<u>Net</u> <u>Short-term</u> <u>Gain/Loss</u>	<u>Net</u> <u>Long-term</u> <u>Gain/Loss</u>
SHORT TERM							
1,000	Vanguard BOND INDEX	10/5/2011	2/2/2012	\$ 81,219	\$ 81,370	\$ (151)	
500	Vanguard BOND INDEX	10/5/2011	2/14/2012	40,547	40,685	(138)	
1,000	Vanguard BOND INDEX	10/5/2011	2/16/2012	81,171	81,370	(199)	
190	APPLE INC	8/29/2011	3/12/2012	104,614	70,771	33,843	
2,600	BAKER HUGHES INC	5/24/2011	4/3/2012	105,227	183,902	(78,675)	
1,800	BAKER HUGHES INC	1/9/2012	4/3/2012	72,849	93,156	(20,307)	
LONG TERM							
200,000	DAYTON HUDSON(TARGET) 8.6% DEB 1/15/12	12/31/2000	1/15/2012	200,000	201,500		\$ (1,500)
100,000	GMAC 02/01/12	2/5/2002	2/1/2012	100,000	100,000		-
2,000	CANADIAN NATL RY CO	8/1/2006	2/2/2012	154,729	80,105		74,624
100,000	AETNA INC 6.625%36	12/31/2007	3/1/2012	128,466	98,472		29,994
250,000	AT&T CORP 9 75%	7/21/2004	3/1/2012	361,142	257,525		103,617
1,250	ALLERGAN INC	12/2/2010	3/12/2012	114,678	83,142		31,536
20,000	CALIFORNIA PETRO 8.52%15	10/4/2010	4/1/2012	20,000	20,803		(803)
1,000	ISHARES MSCI BRAZIL INDX	5/14/2009	4/24/2012	61,097	50,908		10,189
200	ISHARES MSCI BRAZIL INDX	6/3/2009	4/24/2012	12,219	11,023		1,196
300	ISHARES MSCI BRAZIL INDX	6/3/2009	4/24/2012	18,329	16,535		1,794
500	ISHARES MSCI BRAZIL INDX	8/4/2009	4/24/2012	30,549	28,778		1,771
200	ISHARES MSCI BRAZIL INDX	9/21/2009	4/24/2012	12,219	13,122		(903)
100	ISHARES MSCI BRAZIL INDX	9/21/2009	4/24/2012	6,110	6,561		(451)
1,300	ISHARES MSCI BRAZIL INDX	7/14/2010	4/24/2012	79,426	86,367		(6,941)
1,700	EVEREST RE GROUP LTD	2/3/2010	5/10/2012	173,921	147,680		26,241
100,000	NATL SEMICONDUCT 6.15%12	7/8/2009	6/15/2012	100,000	99,918		82
0 5	AMETEK INC NEW	6/2/2005	7/3/2012	17	6		11
3,700	CELANESE CORP	6/15/2011	7/17/2012	122,399	172,987		(50,588)
3,600	PROCTOR & GAMBLE	12/31/2000	7/17/2012	229,055	28,952		200,103
3,250	ISHARES MSCI ALL COUNTRY	5/14/2009	7/17/2012	165,578	135,208		30,370
5,650	ISHARES MSCI CDA IDX FD	6/7/2010	7/17/2012	142,937	144,696		(1,759)
2,000	ISHARES MSCI PAC EX JAPN	5/14/2009	7/17/2012	80,299	60,148		20,151
200	ISHARES MSCI PAC EX JAPN	6/3/2009	7/17/2012	8,030	6,347		1,683
600	ISHARES MSCI PAC EX JAPN	6/3/2009	7/17/2012	24,090	19,036		5,054
200	ISHARES MSCI PAC EX JAPN	6/3/2009	7/17/2012	8,030	6,345		1,685
500	ISHARES MSCI PAC EX JAPN	7/7/2009	7/17/2012	20,075	15,988		4,087
150	ISHARES MSCI PAC EX JAPN	8/4/2009	7/17/2012	6,022	5,337		685
1,100	Vanguard EMERGING MARKET	11/6/2008	7/17/2012	42,381	25,202		17,179
2,000	Vanguard EMERGING MARKET	12/10/2008	7/17/2012	77,056	49,029		28,027
900	Vanguard EMERGING MARKET	3/16/2009	7/17/2012	34,675	19,263		15,412
6,000	Vanguard BOND INDEX	10/5/2011	10/24/2012	487,360	488,222		(862)
300	DANAHER CORP	6/16/2008	12/5/2012	16,086	12,315		3,771
100	LAB CP OF AMER HLDG	8/15/2008	12/5/2012	8,407	7,246		1,161
250	QUALCOMM INC	12/19/2007	12/5/2012	15,829	9,643		6,186
100	SCHLUMBERGER LTD	7/14/1997	12/5/2012	7,125	3,168		3,957
250	STRYKER CORP COMMON	1/10/2005	12/5/2012	13,479	12,356		1,123
100	THERMO FISHER SCIENTIFIC	8/2/2005	12/5/2012	6,333	3,356		2,977
200	United Technologies Corp.	12/31/2000	12/5/2012	15,949	4,236		11,713
150	ISHARES MSCI ALL COUNTRY	5/14/2009	12/5/2012	8,697	6,240		2,457

See accountants' report on supplementary information

THE SCHOLLER FOUNDATION

Schedule of Capital Gains and Losses

Year Ended December 31, 2012

<u>Shares</u>	<u>Security</u>	<u>Date</u> <u>Acquired</u>	<u>Date</u> <u>Sold</u>	<u>Gross</u> <u>Sales</u> <u>Price</u>	<u>Cost or</u> <u>Other</u> <u>Basis</u>	<u>Net</u> <u>Short-term</u> <u>Gain/Loss</u>	<u>Net</u> <u>Long-term</u> <u>Gain/Loss</u>
100	ISHARES MSCI PAC EX JAPN	8/4/2009	12/5/2012	4,640	3,558		1,082
400	ISHARES MSCI PAC EX JAPN	8/4/2009	12/5/2012	18,561	14,231		4,330
100	DANAHER CORP	6/16/2008	12/6/2012	5,363	4,105		1,258
900	DANAHER CORP	6/16/2008	12/6/2012	48,267	36,945		11,322
200	LAB CP OF AMER HLDG	8/15/2008	12/6/2012	16,893	14,492		2,401
100	LAB CP OF AMER HLDG	8/15/2008	12/6/2012	8,446	7,246		1,200
500	Vanguard EMERGING MARKET	3/16/2009	12/6/2012	21,381	10,702		10,679
1,700	LAB CP OF AMER HLDG	8/15/2008	12/17/2012	148,562	123,181		25,381
450	VANGUARD INFO TECH	8/4/2009	12/17/2012	31,636	21,170		10,466
100	E M C CORP MASS	2/2/2011	12/24/2012	2,596	2,453		143
100	E M C CORP MASS	2/2/2011	12/24/2012	2,596	2,453		143
100	E M C CORP MASS	2/2/2011	12/24/2012	2,596	2,453		143
100	E M C CORP MASS	2/2/2011	12/24/2012	2,596	2,453		143
100	E M C CORP MASS	2/2/2011	12/24/2012	2,596	2,453		143
300	NESTLE S A REG B	11/16/2006	12/24/2012	19,776	10,734		9,042
250	QUALCOMM INC	12/19/2007	12/24/2012	15,664	9,643		6,021
100	STRYKER CORP COMMON	1/10/2005	12/24/2012	5,603	4,942		661
100	STRYKER CORP COMMON	1/10/2005	12/24/2012	5,603	4,942		661
50	STRYKER CORP COMMON	1/10/2005	12/24/2012	2,801	2,472		329
100	United Technologies Corp.	12/31/2000	12/24/2012	8,316	2,119		6,197
100	United Technologies Corp.	12/31/2000	12/24/2012	8,317	2,119		6,198
100	VANGUARD INFO TECH	8/4/2009	12/24/2012	7,071	4,706		2,365
600	VANGUARD INFO TECH	8/4/2009	12/24/2012	42,421	28,228		14,193
				<u>\$ 4,030,722</u>	<u>\$ 3,406,819</u>	<u>\$ (65,627)</u>	<u>\$ 689,530</u>

See accountants' report on supplementary information

THE SCHOLLER FOUNDATION
Schedule of Grants
For the Year Ended December 31, 2012

<u>A Better Chance Strath Haven</u> , PO Box 495, Swarthmore, PA 19081. A grant was made to pay the health insurance costs and certain out-of-pocket healthcare costs for the young people served through the program. They will have 11 students in the program for the 2012-2013 school year, all requiring health insurance. Estimated total healthcare costs will be \$12,440.	\$12,440.
<u>ALS Foundation, Greater Philadelphia Chapter</u> , 321 Norristown Road, Suite 260, Ambler, PA 19002. A grant was made to enable the purchase of 7 DME items to help patients remain mobile and maintain independence. These devices are loaned to the patient.	15,000.
<u>Associated Services for the Blind</u> , 919 Walnut Street, Philadelphia, PA 19107. A grant was made to purchase a computer, printer, software, CD, DVD Autoloader and other items. This program enables visually impaired individuals to increase their computer training skills and provides a level of education for the blind community.	10,000.
<u>Atlantic City Day Nursery</u> , 101 North Boston Avenue, Atlantic City, NJ 08401. A grant was made for the following physical improvements: replacement of air conditioning compressor, awning for pergola picnic area, additional security cameras and monitor; electronic swipe card entrance system, bi-yearly professional cleaning and commercial can opener.	10,000.
<u>Baker Industries</u> , 184 Pennsylvania Avenue, Malvern, PA 19355. A grant was made to be used for the General Program Support, which strives to instill a strong work ethic in their population of low-income adults (people with disabilities, former substance abusers, ex-offenders and homeless people), to enable them to move into the real workforce.	20,000.
<u>Bestwork Industries for the Blind, Inc.</u> , 10360C Drummond Road, Philadelphia, PA 19154. A grant was made to purchase equipment that will be used to provide training to educate the Organization's blind clientele in the skills they need to get and maintain competitive employment.	10,000.
<u>Broomall Presbyterian Village (Philadelphia Presbytery Homes Inc.)</u> , 146 Marple Road, Broomall, PA 19008. A grant was made to begin an Individualized Dementia Program which will individualize care for residents with dementia toward the ultimate goals of better controlling behavioral and psychological symptoms of dementia and reducing the use of antipsychotic medications for the residents in the program.	10,000.
<u>Bryn Mawr Terrace</u> , 773 E. Haverford Road, Bryn Mawr, PA 19010. A grant was made for painting, carpeting, significant new lighting, furniture and other major improvements to the nursing home.	10,000.

See Accountants' Report on Supplementary Information

<u>Camphill Village Kimberton Hills</u> , PO Box 1045, 1601 Pughtown Road, Kimberton, PA 19442. A grant was made to purchase an Automated External Defibrillator and training device so it can add the AED training component to its already existing Red Cross Certification program for all 47 resident volunteers.	1,640.
<u>Center in the Park</u> , 5818 Germantown Avenue, Philadelphia, PA 19144. A grant was made to provide critical repairs to CIP's main roof.	10,000.
<u>Chandler Hall</u> , 99 Barclay Street, Newtown, PA 18940. A grant was made toward the purchase of a new surveillance system.	5,000.
<u>Swarthmore College (Chester Children's Chorus)</u> , 500 College Avenue, Swarthmore, PA 19081. A grant was made to fund the expansion of the dance education program for girls, ages 12-18, by adding Saturday dance classes in the fall quarter.	10,000.
<u>Children's Hospital of Philadelphia</u> , 34th and Civic Center Boulevard, Philadelphia, PA 19104. A grant was made to support the purchase of portable ultrasound medical equipment to be used for ultrasound-assisted procedures within the Division of Orthopedic Surgery at CHOP.	15,000.
<u>The Clinic</u> , 143 Church Street, Phoenixville, PA 19460. A grant was made to purchase a handheld ultrasound machine, to be used to diagnose and evaluate pregnancy, check for gallstones, evaluate blockages in the carotid artery and assist in vein location for blood draws.	15,000.
<u>Crozer-Chester Foundation</u> , One Medical Center Boulevard, Upland, PA 19013. A grant was made to purchase a Sim NewB, a realistic neonatal patient simulator, to be used by the Department of Neonatology in training physicians, nurses, medical residents and others involved in the care of high-risk newborns.	10,000.
<u>Curtis Institute of Music</u> , 1726 Locust Street, Philadelphia, PA 19103. A grant was made to support the Curtis Student Assistance Fund, which will provide critical financial support for 12 students from Pennsylvania who lack the resources to pay for costs related to their education.	22,000.
<u>Deborah Hospital Foundation</u> , 212 Trenton Road, Browns Mills, NJ 08015. A grant was made to help fund the purchase or a new Portable Ultrasound Machine to be utilized at the Deborah Heart & Lung Center.	10,000.
<u>Delco Memorial Foundation (Delaware County Memorial Hospital)</u> , 501 North Lansdowne Avenue, Drexel Hill, PA 19026. A grant was made to support the purchase of a GPS Navigator System to be utilized in breast diagnostic procedures in the operating room when patients require sentinel lymph node dissection.	10,000.

See Accountants' Report on Supplementary Information

<u>Devereux Foundation</u> , 444 Devereux Drive, Box 638, Villanova, PA 19085. A grant was made for prioritized preventative healthcare needs, namely recreational participation, required appropriate medical equipment and professional development of the nurses at Devereux Pennsylvania Adult Services.	10,000.
<u>Ellis Foundation</u> , PO Box 54, Fort Scott, KS 66701. A grant was made to provide scholarships to high school seniors from low-to-medium income families with an emphasis on single-parent households. Grant is designated for three college scholarships to be awarded to capable and deserving students within Philadelphia.	20,000.
<u>Elwyn</u> , 111 Elwyn Road, Elwyn, PA 19063. A grant was made to purchase a new dental chair and a new portable x-ray unit for the Media Campus dental clinic.	10,000.
<u>Episcopal Community Services</u> , 225 S. Third Street, Philadelphia, PA 19106. A grant was made to support an enriching after-school program for homeless children staying at the St. Barnabas Mission shelter with their mothers.	7,500.
<u>Friends Home in Kennett</u> , 147 West State Street, Kennett Square, PA 19348. A grant was made towards the replacement of its telephone system, which will help ensure uninterrupted emergency response service to their residents.	5,000.
<u>Gesu School</u> , 1700 West Thompson Street, Philadelphia, PA 19121. A grant was made in support of the school's comprehensive, hands-on science program. This program provides laboratory-based, inquiry-oriented science lessons for all of the students on a weekly basis.	10,000.
<u>Good News Home, Inc.</u> , 33 Bartles Corner Road, Flemington, NJ 08822. A grant was made to provide operational support for the long and short-term residential treatment program offered to women seeking to reclaim their lives from the devastating effects of drugs and alcohol addiction.	7,500.
<u>Harcum College</u> , 750 Montgomery Avenue, Bryn Mawr, PA 19010. A grant was made to purchase the Digital Panoramic Unit, which gives clinicians dependable image capture of a wide variety of radiographs. This will enable Harcum to train its dental program students in the most current technology used in professional dental offices.	10,000.
<u>Hickman Friends Senior Community of West Chester</u> , 400 North Walnut Street, West Chester, PA 19380. A grant was made to help in the purchase of a LiftSeat Lavatory Device, a Chair Scale and a Portable Oxygen Concentrator.	5,000.

<u>HMS School for Children with Cerebral Palsy</u> , 4400 Baltimore Avenue, Philadelphia, PA 19104. A grant was made to help underwrite the purchase of a standing device for use in the Physical Therapy Department.	5,000.
<u>Hope Springs Equestrian Therapy, Inc.</u> , PO Box 156, Chester Springs, PA 19425. A grant was made to help provide general funding for general operating support to the benefits of horseback riding therapy to children with disabilities.	5,000.
<u>Inglis Foundation</u> , 2600 Belmont Avenue, Philadelphia, PA 19131. A grant was made for two pieces of therapy/exercise equipment for the Rehabilitation Department of Inglis House: a Cadillac Reformer Table and a Vitaglide Pro Wheelchair Fitness Machine.	11,950.
<u>Jewish Family and Children's Service of Greater Philadelphia</u> , 2100 Arch Street, 5th Floor, Philadelphia, PA 19103. A grant was made to supplement the cost of stair climbers and other medical safety equipment for aging and frail seniors with need.	5,000.
<u>Judith Creed Homes for Adult Independence, Inc.</u> , 21 Bala Avenue, Suite 100, Bala Cynwyd, PA 19004. A grant was made to allow JCHAI to fund almost the full difference between the annual fee and the adjusted fee for a needy residential client.	5,000.
<u>Lankenau Institute for Medical Research</u> , 100 East Lancaster Avenue, Wynnewood, PA 19096. A grant was made to support the purchase of gel imaging technology known as the ChemiDoc XRS+ System. This technology provides accurate gel and blot imaging and analysis as well as comprehensive quantitative analysis of protein and DNA samples.	18,000.
<u>Learning Ally, Inc.</u> 20 Roszel Road, Princeton, NJ 08540. A grant was made to help offset their investment in the Philadelphia recording studio, located in King of Prussia. This will further advance Learning Ally's ability to continue making a difference in the lives of students whose visual, physical or learning differences preclude them from effectively reading the printed word.	5,000.
<u>Macula Vision Research Foundation</u> , One Tower Bridge, 100 Front Street, Suite 300, West Conshohocken, PA 19428. A grant was made to help fund a visionary research grant to find better treatments for retinal diseases, including macular degeneration and congenital childhood blindness with the goal of finding a cure.	10,000.
<u>Magee Rehabilitation Hospital Foundation</u> , 1513 Race Street, Philadelphia, PA 19102. A grant was made to support Magee's Wheelchair Sports Program, specifically for purchase of equipment to aid in the expansion of its racing team.	15,000.
<u>Meadowbrook School</u> , 1641 Hampton Road, Meadowbrook, PA 19046. A grant was made to provide scholarship assistance for the continuation of Meadowbrook School's financial aid program, which serves many at-risk students.	2,500.

See Accountants Report on Supplementary Information

<u>Metropolitan Area Neighborhood Nutrition Alliance (aka MANNA)</u> , 2323 Ranstead Street, Philadelphia, PA 19103. A grant was made to fund meals to people at acute nutritional risk from life-threatening diseases in the greater Philadelphia area.	10,000.
<u>Mighty Writers, Inc.</u> , 1501 Christian Street, 1st Floor, Philadelphia, PA 19146. A grant was made to support 20 Philadelphia teens to successfully graduate from high school and enter colleges and universities. Mighty Writers addresses one of Philadelphia's biggest ongoing needs, which is the ability to write and communicate with clarity in a city where nearly half of the kids don't graduate from high school and half of working-age residents are functionally illiterate.	10,000.
<u>Mission for Educating Children with Autism</u> , 640 Herra Lane, Downingtown, PA 19335. A grant was made for funding to enable eight of its employees to participate in a Master's and Autism Certificate Program.	15,000.
<u>Montgomery County Association for the Blind</u> , 212 North Main Street, Suite 301, North Wales, PA 19454. A grant was made to support their efforts to deliver Orientation and Mobility Training, Vision Rehabilitation therapy and their Prevention of Blindness Program to people with blindness and/or vision impairments.	15,000.
<u>Montgomery County Emergency Service MH-MR</u> , 50 Beech Drive, Norristown, PA 19403. A grant was made to purchase level IIIA vests for their MISS and EMS staff. The organization provides emergency psychiatric care to individuals experiencing an acute mental health crisis in Montgomery County and SE PA.	10,000.
<u>Norwood-Fontbonne Academy</u> , 8891 Germantown Avenue, Philadelphia, PA 19118. A grant was made to support a specific renovation project, the Sister James Anthony Gymnasium.	5,000.
<u>Operation Warm</u> , 1653 Brintons Bridge Road, Chadds Ford, PA 19317. A grant was made to support their Delaware Valley Coat Program to provide new coats to approximately 24,000 low income children.	10,000.
<u>Overbrook School for the Blind</u> , 6333 Malvern Avenue, Philadelphia, PA 19151. A grant was made to support the Early Intervention Outreach Program which serves children from birth-to-age three who are blind or visually impaired, and their families, with support to ensure that the child is on track in his or her developmental abilities before entering kindergarten.	10,000.
<u>Paoli Hospital Foundation</u> , 255 West Lancaster Avenue, Paoli, PA 19301. A grant was made to support the purchase of equipment for the Maternity and Neonatal Intensive Care units, which are currently under expansion. The facility is to open in June of 2013.	10,000.
<u>Pennsylvania Hospital</u> , 800 Spruce Street, Philadelphia, PA 19107. A grant was made for funds so the Emergency Department can purchase an electrocardiography (EKG or ECC) Machine and associated supplies.	5,000.

See Accountants' Report on Supplementary Information

Peter's Place, 150 N. Radnor Chester Road, Radnor, PA 19087. A grant was made to the general operating support for its program serving bereaved children and families. 20,000.

Philadelphia University, 4201 Henry Avenue, Philadelphia, PA 19144. A grant was made to provide scholarships for up to 16 deserving students with scholarships in majors across three colleges: The Kanbar College of Design, Engineering and Commerce; the College of Architecture and the Built Environment; and the College of Science, Health, and the Liberal Arts. 33,596.

Plan of PA, (Planned Lifetime Assistance Network of Pennsylvania), PO Box 154, Wayne, PA 19087. A grant was made to support their Representative Payee Program which assists clients with a diagnosed mental disability to receive Social Security support. PLAN of PA helps empower clients while ensuring this vulnerable population properly use their government benefits for housing, food and medical needs. 5,000.

Project H.O.M.E., 1515 Fairmount Avenue, Philadelphia, PA 19130. A grant was made in support of the General Operating budget of their Healthcare Services and the St. Elizabeth's Health Center Clinic, which addresses the health and wellness needs of homeless, formerly homeless, low-income and uninsured people. 10,000.

Ralston Center, 3615 Chestnut Street, Philadelphia, PA 19104. A grant was made to support the My Way Program, which serves 1,800 seniors in northwest Philadelphia. This program provides a wide array of nonmedical services: transportation, help with activities of daily living, housekeeping, handyman and yard work, meal preparation, and dog-walking. 5,000.

Robert Wood Johnson University Hospital Rahway Foundation, 865 Stone Street, Rahway, NJ 07065. A grant was made to support replacement of transport stretchers in their Emergency Department. 3,250.

Roman Catholic High School, 301 N. Broad Street, Philadelphia, PA 19107. A grant was made to provide students with scholarships enabling them to attend Roman Catholic High School. 10,000.

Saint Philip Neri School, 3015 Chestnut Street, Lafayette Hill, PA 19444. A grant was made for student access to computers and mini-laptops to enrich the students' educational experience. 3,000.

Saunders House, 100 Lancaster Avenue, Wynnewood, PA 19096. A grant was made to provide general operating support to Saunders House, which serves older adults. 10,000.

The Seeing Eye, Inc., P.O. Box 375, Morristown, NJ 07963. A grant was made for funding focused on services to Pennsylvania graduates and students. The Organization seeks to enhance the independence, dignity and self-confidence of people who are blind through the use of Seeing Eye dogs. 5,000.

See Accountants Report on Supplementary Information

<u>St. Edmund's Home for Children</u> , 320 South Roberts Road, Rosemont, PA 19010. A grant was made to purchase medical devices for children which include a desktop pulse oximeter with alarm, a handheld pulse oximeter, and two temporal scanner thermometers. These devices will replace broken or aging machines.	4,375.
<u>St. Mary Medical Center Foundation</u> , 1717 Langhorne-Newtown Road, Langhorne, PA 19047. A grant for the purchase of a Blood Track® Emerge system, which will allow the St. Mary Blood Bank to store blood units in a refrigerator in the Emergency Department for quick access while maintaining security and traceability.	20,000.
<u>University of Pennsylvania Museum of Archaeology and Anthropology</u> , 3451 Walnut Street, 433 Franklin Building, Philadelphia, PA 19104. A grant was made to support a new program offering museum tours with experiential services to blind and partially sighted visitors, both youth and adults.	1,500.
<u>University of Pennsylvania-Penn Medicine School of Medicine</u> , Suite 750, 3535 Market Street, Philadelphia, PA 19104. A grant was made to support the Project BioEYES program, which is a K-12 science education program that provides classroom-based learning opportunities through the use of live zebrafish.	23,000.
<u>University of Washington-Department of Immunology</u> , Box 358045, Seattle, WA 98195-8045. A grant was made to support their research, education and patient care.	21,000.
<u>Wagner Free Institute of Science</u> , 1700 West Montgomery Avenue, Philadelphia, PA 19121. A grant was made to sustain the Wagner's free science education programs, which serves thousands of Philadelphia area children and adults each year.	20,000.
<u>West Chester Area Senior Center</u> , 530 East Union Street, West Chester, PA 19382. A grant was made to be used for Health & Wellness Programs including daily meals, nutrition education, exercise and fitness programs, health and wellness instructional workshops and community resource link services.	6,000.
<u>West Philadelphia Catholic High School</u> , 4501 Chestnut Street, Philadelphia, PA 19139. A grant was made to be used for the general operating support of the school.	10,000.
<u>Widener University</u> , One University Place, Chester, PA 19013. The grant was made for direct student financial support for the Project Prepare Book and Scholarship Funds.	5,000.
<u>Wistar Institute</u> , 3601 Spruce Street, Philadelphia, PA 19104. A grant was made to support the launching of the Wistar's Cancer Biology Ph.D. program. which was created to create a pipeline of new cancer investigators for future research.	10,000.
	<u>\$699,251.</u>