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Form 990-PF

## Return of Private Foundation

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

2012

Open to Public  
Inspection

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 01-01-2012 , and ending 12-31-2012

Name of foundation HENRIETTA TOWER WURTS MEMORIAL FOUNDATION		A Employer identification number 23-6297977			
Number and street (or P O box number if mail is not delivered to street address) 1234 MARKET STREET NO 1800		B Telephone number (see instructions) (215) 563-6417			
C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>					
D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>					
E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/>					
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>					
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	179,325	179,325		
	5a Gross rents . . . . .				
	b Net rental income or (loss) . . . . .				
	6a Net gain or (loss) from sale of assets not on line 10	77,629			
	b Gross sales price for all assets on line 6a 414,745				
	7 Capital gain net income (from Part IV, line 2) . . . . .		77,629		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .					
c Gross profit or (loss) (attach schedule) . . . . .					
11 Other income (attach schedule) . . . . .					
12 <b>Total.</b> Add lines 1 through 11 . . . . .	256,954	256,954			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .				
	c Other professional fees (attach schedule) . . . . .	45,650	4,874		36,787
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .	176	0		0
	23 Other expenses (attach schedule) . . . . .				
	<b>24 Total operating and administrative expenses.</b>	45,826	4,874		36,787
25 Contributions, gifts, grants paid . . . . .	298,942			298,942	
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	344,768	4,874		335,729	
27 Subtract line 26 from line 12					
a <b>Excess of revenue over expenses and disbursements</b>	-87,814				
b <b>Net investment income</b> (if negative, enter -0-) . . . . .		252,080			
c <b>Adjusted net income</b> (if negative, enter -0-) . . . . .					

<b>Part III</b> <b>Balance Sheets</b>	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
<b>1</b>	Cash—non-interest-bearing . . . . .	10,430	110,618	110,618
<b>2</b>	Savings and temporary cash investments . . . . .			
<b>3</b>	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
<b>4</b>	Pledges receivable ►			
	Less allowance for doubtful accounts ►	10,000		
<b>5</b>	Grants receivable . . . . .			
<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
<b>7</b>	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
<b>8</b>	Inventories for sale or use . . . . .			
<b>9</b>	Prepaid expenses and deferred charges . . . . .			
<b>10a</b>	Investments—U S and state government obligations (attach schedule)			
<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	4,301,256	4,143,454	4,835,719
<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .			
<b>11</b>	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
<b>12</b>	Investments—mortgage loans . . . . .			
<b>13</b>	Investments—other (attach schedule) . . . . .			
<b>14</b>	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
<b>15</b>	Other assets (describe ►) . . . . .			
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	4,321,686	4,254,072	4,946,337
<b>17</b>	Accounts payable and accrued expenses . . . . .	12,793	32,993	
<b>18</b>	Grants payable . . . . .			
<b>19</b>	Deferred revenue . . . . .			
<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons			
<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .			
<b>22</b>	Other liabilities (describe ►) . . . . .			
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	12,793	32,993	
	<b>Foundations that follow SFAS 117, check here ►</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
<b>24</b>	Unrestricted . . . . .			
<b>25</b>	Temporarily restricted . . . . .			
<b>26</b>	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ►</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
<b>27</b>	Capital stock, trust principal, or current funds . . . . .	4,308,893	4,308,893	
<b>28</b>	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds	0	-87,814	
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	4,308,893	4,221,079	
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	4,321,686	4,254,072	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	4,308,893
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-87,814
<b>3</b>	Other increases not included in line 2 (itemize) ►	<b>3</b>	0
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	4,221,079
<b>5</b>	Decreases not included in line 2 (itemize) ►	<b>5</b>	0
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	<b>6</b>	4,221,079

**Part IV Capital Gains and Losses for Tax on Investment Income**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
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1a See Additional Data Table

b

c

d

e

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
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a See Additional Data Table

b

c

d

e

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

**(i)** Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))

<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any
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a See Additional Data Table

b

c

d

e

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	77,629
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

 Yes  No

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

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

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2011	352,808	4,859,604	0 072600
2010	276,407	4,761,969	0 058045
2009	325,278	4,189,685	0 077638
2008	394,777	5,066,809	0 077914
2007	364,180	5,543,360	0 065697

2 Total of line 1, column (d).

2 0 351894

3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 0 070379

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

4 4,787,434

5 Multiply line 4 by line 3.

5 336,935

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

6 2,521

7 Add lines 5 and 6.

7 339,456

8 Enter qualifying distributions from Part XII, line 4.

8 335,729

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	(attach copy of letter if necessary—see instructions)	1	5,042
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	5,042
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
3	Add lines 1 and 2.	5	5,042	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .			
6	<b>Credits/Payments</b>			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,400	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d.	7	2,400	
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	2,642	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10		
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

		<b>Yes</b>	<b>No</b>
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?	1a	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	No
	<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 <b>Form 1120-POL</b> for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ <u>0</u> <b>(2)</b> On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <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>	2	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	4b	
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>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"> <li>● By language in the governing instrument, or</li> <li>● 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?</li> </ul>	6	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation.</i>	8b	Yes
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

**Part VII-A Statements Regarding Activities (continued)**

11		No
12		No
13	Yes	

Website address ► N/A

14	The books are in care of ► THE PHILADELPHIA FOUNDATION	Telephone no ► (215) 563-6417
	Located at ► 1234 MARKET STREET SUITE 1800 PHILADELPHIA PA	ZIP +4 ► 19107

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here . . . . . ►	15
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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
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See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► 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)? ► 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). ► Yes <input checked="" type="checkbox"/> No		
1b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ►		
1c	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? . . . . .		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . ► Yes <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) . . . . .		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . ► Yes <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). . . . .		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		
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? . . . . .		No
4b			No

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

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

## **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)**

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

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

**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
THE PHILADELPHIA FOUNDATION	PRIVATE FDN ADMIN	41,38
1234 MARKET STREET SUITE 1800		
PHILADELPHIA, PA 19107		

## **Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
<b>1</b>		
<b>2</b>		
All other program-related investments See page 24 of the instructions		
<b>3</b>		
<b>Total</b>	Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	4,819,254
b	Average of monthly cash balances. . . . .	1b	41,085
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	4,860,339
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	4,860,339
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	72,905
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,787,434
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	239,372

**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	239,372
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	5,042
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	5,042
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	234,330
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	234,330
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	234,330

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	1a	335,729
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	3a	
a	Suitability test (prior IRS approval required). . . . .	3b	
b	Cash distribution test (attach the required schedule). . . . .	4	335,729
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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). . . . .	6	0
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6	335,729

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				234,330
<b>2</b> Undistributed income, if any, as of the end of 2012			0	
<b>a</b> Enter amount for 2011 only. . . . .			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007. . . . .	101,410			
<b>b</b> From 2008. . . . .	146,215			
<b>c</b> From 2009. . . . .	118,628			
<b>d</b> From 2010. . . . .	41,742			
<b>e</b> From 2011. . . . .	112,992			
<b>f Total of lines 3a through e. . . . .</b>	520,987			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 335,729			0	
<b>a</b> Applied to 2011, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2012 distributable amount. . . . .			234,330	
<b>e</b> Remaining amount distributed out of corpus	101,399			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:	622,386			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	0			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	101,410			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	520,976			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .	146,215			
<b>b</b> Excess from 2009. . . . .	118,628			
<b>c</b> Excess from 2010. . . . .	41,742			
<b>d</b> Excess from 2011. . . . .	112,992			
<b>e</b> Excess from 2012. . . . .	101,399			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. <input type="text"/>			
2a	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)****1 Information Regarding Foundation Managers:**

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

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

**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

LIBBY WALSH PROGRAM ASSOCIATE  
1234 MARKET STREET  
PHILADELPHIA, PA 19107  
(215) 563-6417

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

APPLICATION FORMS SUPPLIED UPON REQUEST

c Any submission deadlines

FEBRUARY 1, MAY 1, SEPTEMBER 1

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

RESTRICTED TO ORGANIZATIONS FOR PUBLIC SERVICE DESCRIBED UNDER SECTION 509(A)

**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)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b>			► 3a	298,942
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**



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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
VANGUARD 500 INDEX	P	2003-10-21	2012-03-14
TURNER SMALL CAP	P	2003-10-21	2012-04-20
VANGUARD 500 INDEX	P	2003-10-21	2012-05-18
VANGUARD 500 INDEX	P	2003-10-21	2012-06-27
DIMENSIONAL	P	2010-12-01	2012-11-13
COLCHESTER GLOBAL BOND AL FUND	P	2010-12-01	2012-12-31

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

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
100,700		80,412	20,288
50,000		30,863	19,137
7,991		6,874	1,117
103,500		86,854	16,646
50,537		47,151	3,386
102,017		84,962	17,055

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	
			20,288
			19,137
			1,117
			16,646
			3,386
			17,055

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

<b>(a) Name and address</b>	<b>(b) Title, and average hours per week devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>(e) Expense account, other allowances</b>
ELLEN NALLE HASS	PRESIDENT 1 00	0	0	0
1234 MARKET STREET SUITE 1800 PHILADELPHIA, PA 191073794				
SARAH LAUGHLIN	BOARD MEMBER 1 00	0	0	0
1234 MARKET STREET SUITE 1800 PHILADELPHIA, PA 191073794				
ALISON ANDERSON	BOARD MEMBER 1 00	0	0	0
1234 MARKET STREET SUITE 1800 PHILADELPHIA, PA 191073794				
DENISE BROWN	BOARD MEMBER 1 00	0	0	0
1234 MARKET STREET SUITE 1800 PHILADELPHIA, PA 191073794				
JOYCE C MANTELL	BOARD MEMBER 1 00	0	0	0
1234 MARKET STREET SUITE 1800 PHILADELPHIA, PA 191073794				
PATRICIA BLAKELY	BOARD MEMBER 1 00	0	0	0
1234 MARKET STREET SUITE 1800 PHILADELPHIA, PA 191073794				
FRED NEIBAUER	BOARD MEMBER 1 00	0	0	0
1234 MARKET STREET SUITE 1800 PHILADELPHIA, PA 191073794				
TONY LADUCA PHD	BOARD MEMBER 1 00	0	0	0
1234 MARKET STREET SUITE 1800 PHILADELPHIA, PA 191073794				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
1812 PRODUCTIONS INC 421 NORTH 7TH STREET PHILADELPHIA, PA 19123			1812 OUTREACH PROGRAM	3,000
AFTER-SCHOOL ACTIVITIES PARTNERSHIPS (ASAP) 1520 LOCUST STREET PHILADELPHIA, PA 19102			DRAMA PROGRAM	3,000
ANTI-VIOLENCE PARTNERSHIP OF PHILADELPHIA 2000 HAMILTON STREET PHILADELPHIA, PA 19130			AVP COUNSELING CENTER	3,000
ART SANCTUARY 628 SOUTH 16TH STREET PHILADELPHIA, PA 19146			CLASS ACTS	3,000
ART-REACH INC 1819 JFK BLVD PHILADELPHIA, PA 19103			PHILADELPHIA CULTURAL ENGAGEMENT PROJECT	2,000
ARTWELL (FORMERLY ARTS AND SPIRITUALITY CENTER) 3723 CHESTNUT STREET PHILADELPHIA, PA 19104			HEARTSPEAK	2,000
ASIAN AMERICANS UNITED 1023 CALLOWHILL ST PHILADELPHIA, PA 19123			SUMMER PROGRAM	3,000
ASIAN ARTS INITIATIVE 1219 VINE STREET PHILADELPHIA, PA 19107			YOUTH ARTS WORKSHOP	3,000
ASTRAL ARTISTIC SERVICES 230 SOUTH BROAD STREET PHILADELPHIA, PA 19102			CLASSROOM CLASSICS AND COMMUNITY CLASSICS	3,000
B SOMEDAY PRODUCTIONS WALKING FISH THEATRE PHILADELPHIA, PA 19125			OF MYTHIC PROPORTIONS	3,000
BIG PICTURE PHILADELPHIA 2010 NORTH MACHER STREET PHILADELPHIA, PA 19122			WELLNESS CENTER	3,000
BLACK PEARL CHAMBER ORCHESTRA 6757 GREENE STREET PHILADELPHIA, PA 19119			ORCHESTRATING LEADERSHIP	2,500
BUILDABRIDGE INTERNATIONAL 205 W TULPEHOCKEN ST PHILADELPHIA, PA 19144			ARTOLOGY	3,000
CAMP SOJOURNER GIRLS' LEADERSHIP CAMP 801 S 48TH STREET PHILADELPHIA, PA 19143			GENERAL SUPPORT	3,000
CAREER WARDROBE 21 SOUTH 12TH STREET PHILADELPHIA, PA 19107			GATEWAY TO SUCCESS	2,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
CENTER FOR ADVOCACY FOR THE RIGHTS AND INTERESTS OF THE ELDERLY 100 S BROAD STREET PHILADELPHIA, PA 19110			CARIE LINE	3,000
CENTER IN THE PARK 5818 GERMANTOWN AVENUE PHILADELPHIA, PA 19144			GENERAL SUPPORT	3,000
CENTRO NUEVA CREACION - NEW CREATION COMMUNITY CENTER 185 W TIOGA STREET PHILADELPHIA, PA 19140			GENERAL SUPPORT	2,000
CHESTNUT HILL CENTER FOR ENRICHMENT 8431 GERMANTOWN AVE PHILADELPHIA, PA 19118			GENERAL SUPPORT	2,000
CHILD ABUSE PREVENTION EFFORT (CAPE) 8001 ROOSEVELT BOULEVARD PHILADELPHIA, PA 19152			EMERGENCY FAMILY FUND	3,000
CHOICE CONCERN FOR HEALTH OPTIONS - INFORMATION CARE AND EDUCATION 1500 WALNUT STREET PHILADELPHIA, PA 19102			WHAT U NEED 2 KNOW	3,000
CLAY STUDIO 139 NORTH SECOND STREET PHILADELPHIA, PA 19106			CLAYMOBILE	2,500
COMMITTEE FOR DIGNITY & FAIRNESS FOR THE HOMELESS HOUSING DEV 5227-R GERMANTOWN AVENUE PHILADELPHIA, PA 19144			PATHS	3,000
COMMONWEALTH YOUTHCHOIRS INC 35 WEST CHELTEN AVENUE PHILADELPHIA, PA 19144			FIND YOUR INSTRUMENT!	3,000
COMMUNITY CARE CENTER OF NORTHEAST 2417 WELSH ROAD PHILADELPHIA, PA 19114			GENERAL SUPPORT	3,000
COMMUNITY OUTREACH PARTNERSHIPS 2212 SPRUCE STREET PHILADELPHIA, PA 19103			COMMUNICARE PROGRAM	3,000
COMMUNITY PARTNERSHIP SCHOOL 1936 NORTH JUDSON ST PHILADELPHIA, PA 19121			ALUMNI PROGRAM	3,000
CONKERR CANCER 295 SWEDESFORD ROAD WAYNE, PA 19087			GENERAL SUPPORT	2,000
COSACOSA ART AT LARGE INC 4427 MAIN STREET PHILADELPHIA, PA 19127			CONNECTION STUDIOS	3,000
DISTRICT ONE COMMUNITY EDUCATION CENTER 3500 LANCASTER AVENUE PHILADELPHIA, PA 19104			SUMMER EXPLORATION IN PERFORMING ARTS (SEIPA)	3,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NAME AND ADDRESS (HOME OR BUSINESS)				
<b>a Paid during the year</b>				
EDUCATING COMMUNITIES FOR PARENTING 919 WALNUT STREET PHILADELPHIA, PA 19107			GENERAL SUPPORT	3,000
EDUCATION LAW CENTER THE PHILADELPHIA BUILDING PHILADELPHIA, PA 19107			SUPPORT TO PHILADELPHIA FAMILIES AND STUDENTS	3,000
ENCHANTMENT THEATRE COMPANY 100 SOUTH BROAD STREET PHILADELPHIA, PA 19110			ARTS EDUCATION PROGRAM	3,000
ESF DREAM CAMP FOUNDATION 750 E HAVERFORD ROAD BRYN MAWR, PA 19010			GENREAL SUPPORT	3,000
FACE TO FACE INC 109 EAST PRICE STREET PHILADELPHIA, PA 19144			SUMMER CAMP	3,000
FEAST OF JUSTICE 3101 TYSON AVE PHILADELPHIA, PA 19149			GENERAL SUPPORT	2,000
FOYER OF PHILADELPHIA 7 SCHILLER AVENUE NARBERTH, PA 19072			FOYER WINTER SHELTER	5,000
GAS & ELECTRIC ARTS 6703 CRESHEIM ROAD PHILADELPHIA, PA 19119			POWER GRRRLS	3,000
GIRLS ROCK PHILLY CO GIRLS ROCK CHICAGO PO BOX 1512 PHILADELPHIA, PA 19105			GENERAL SUPPORT	3,000
GOOD SHEPHERD CORP DBA GOOD SHEPHERD MEDIATION PROGRAM 5356 CHEW AVENUE PHILADELPHIA, PA 19138			FAMILY PASSAGES INITIATIVE'S CIRCLE OF CARE PROGRAM	2,000
GREATER PHILADELPHIA COALITION AGAINST HUNGER 1725 FAIRMOUNT AVENUE PHILADELPHIA, PA 19130			SNAP CAMPAIGN	4,000
GREENSGROW PHILADELPHIA PROJECT INCORPORATED 2503 E FIRTH STREET PHILADELPHIA, PA 19125			WEST PHILADELPHIA PROJECT	2,000
HOMELESS ADVOCACY PROJECT 42 SOUTH 15TH STREET PHILADELPHIA, PA 19102			CHILDREN AND FAMILIES PROJECT	3,000
INN DWELLING 109 EAST PRICE STREET PHILADELPHIA, PA 19144			COMPREHENSIVE YOUTH INITIATIVE	3,000
INTERNATIONAL BALLET EXCHANGE 38 E SCHOOL HOUSE LANE PHILADELPHIA, PA 19144			IN-SCHOOL BALLET RESIDENCY	3,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
IPRAXIS 3624 MARKET STREET PHILADELPHIA, PA 19104			SCIENCE PROGRAM	3,000
IVAN 'PICK' BROWN MEMORIAL FOUNDATION INC 1205 SOUTH WILTON STREET PHILADELPHIA, PA 19143			VARIOUS IPBMF PROGRAMS	1,000
JOHN BARTRAM ASSOCIATION 54TH STREET AND LINDBERGH BLVD PHILADELPHIA, PA 19143			EDUCATIONAL PROGRAMMING	3,000
JOHN GLOUCESTER HOUSE 2147 MANTON STREET PHILADELPHIA, PA 19146			SUMMER CAMP	2,000
JUBILEE SCHOOL 4211 CHESTER AVENUE PHILADELPHIA, PA 19104			GENERAL SUPPORT	3,000
JUVENILE LAW CENTER THE PHILADELPHIA BUILDING PHILADELPHIA, PA 19107			JUVENILES FOR JUSTICE AND YOUTH FOSTERING CHANGE	3,000
KARDON INSTITUTE FOR ARTS THERAPY 10700 KNIGHTS ROAD PHILADELPHIA, PA 19114			GENERAL SUPPORT	3,000
KATIE AT THE BAT TEAM 111 FORREST AVE NARBERTH, PA 19066			GENERAL SUPPORT	2,000
KELLY ANNE DOLAN MEMORIAL FUND PO BOX 556 AMBLER, PA 19002			GENERAL SUPPORT	3,000
KULU MELE AFRICAN DANCE & DRUM ENSEMBLE 6757 GREENE STREET PHILADELPHIA, PA 19119			KULU MELE AFTERSCHOOL	3,000
LANTERN THEATER COMPANY PO BOX 53428 PHILADELPHIA, PA 19105			ILLUMINATION	1,500
LITTLE BROTHERS-FRIENDS OF THE ELDERLY 642 NORTH BROAD STREET PHILADELPHIA, PA 19130			GENERAL SUPPORT	4,000
LOGAN HOPE 4934 N 13TH ST PHILADELPHIA, PA 19141			SUMMER DAY CAMP	3,000
MIGHTY WRITERS 1501 CHRISTIAN ST PHILADELPHIA, PA 19146			AFTERSCHOOL PROGRAM	3,000
NEW DIRECTIONS FOR WOMEN INC 4807 GERMANTOWN AVENUE PHILADELPHIA, PA 19144			MOM'S AWAY FROM HOME PROJECT	3,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
NORRIS SQUARE NEIGHBORHOOD PROJECT 2141 NORTH HOWARD STREET PHILADELPHIA, PA 19122			GENERAL SUPPORT	3,000
NORTHWEST PHILADELPHIA INTERFAITH HOSPITALITY NETWORK (NPIHN) 7047 GERMANTOWN AVENUE PHILADELPHIA, PA 19119			CHILDREN AND YOUTH PROGRAM	4,000
NORTHWEST VICTIM SERVICES 6301 GERMANTOWN AVENUE PHILADELPHIA, PA 19144			FREE SUPPORT AND COMPREHENSIVE SERVICES TO SENIOR VICTIMS OF CRIME	2,000
ONE HOUSE AT A TIME 411 SUSQUEHANNA ROAD AMBLER, PA 19002			BEDS FOR KIDS	4,000
OVERINGTON HOUSE INC 1528-30 OVERINGTON STREET PHILADELPHIA, PA 19124			CHILD EDUCATION AND ENRICHMENT PROGRAM (CEEP)	3,000
PENN HOME 1401 E SUSQUEHANNA AVE PHILADELPHIA, PA 19125			GENERAL SUPPORT	3,000
PEOPLE AND STORIES- GENTE Y CUENTOS 140 EAST HANOVER STREET TRENTON, NJ 08608			GENTE Y CUENTOS PROGRAMS IN SPANISH	3,000
PERFORMANCE GARAGE 1515 BRANDYWINE STREET PHILADELPHIA, PA 19130			YOUTH OUTREACH PROGRAM	2,000
PHILADELPHIA CORPORATION FOR AGING 642 NORTH BROAD STREET PHILADELPHIA, PA 19130			EMERGENCY FUND FOR OLDER PHILADELPHIANS	6,769
PHILADELPHIA ETHICAL SOCIETY 1906 SOUTH RETTENHOUSE SQUARE PHILADELPHIA, PA 19103			CAMP LINDEN	1,000
PHILADELPHIA FOLKLORE PROJECT 735 S 50TH STREET PHILADELPHIA, PA 19143			FOLK ARTS AND MULTICULTURAL EDUCATION (FAME)	3,000
PHILADELPHIA PUBLIC SCHOOL NOTEBOOK 3721 MIDVALE AVENUE PHILADELPHIA, PA 19129			FALL GUIDE AND HIGH SCHOOL WEB CENTER	2,000
PHILADELPHIA WOODEN BOAT FACTORY 4520 WORTH STREET PHILADELPHIA, PA 19124			EFFECTIVE OUT-OF-SCHOOL TIME PROGRAMS	3,000
PHILADELPHIA YOUNG PLAYWRIGHTS 1709 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103			CLASSIC PROGRAM AT MEADE SCHOOL	3,000
PLANNED LIFETIME ASSISTANCE NETWORK OF PA (PLAN) 110 WEST LANCASTER AVENUE WAYNE, PA 19087			REPRESENTATION PAYEE PROGRAM	2,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
PRINT CENTER 1614 LATIMER STREET PHILADELPHIA, PA 19103			ARTISTS-IN-SCHOOLS PROGRAM (AISP)	2,000
PROGRAMS EMPLOYING PEOPLE 1200 SOUTH BROAD STREET PHILADELPHIA, PA 19146			CAMP PEP	3,000
PROVIDENCE CENTER 2635 NORTH 4TH STREET PHILADELPHIA, PA 19133			GREEN AND GROWING SUMMER CAMP	3,000
PUBLIC CITIZENS FOR CHILDREN AND YOUTH 1709 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103			HEALTH OUTREACH PROGRAM	3,000
REBUILDING TOGETHER PHILADELPHIA PO BOX 42752 PHILADELPHIA, PA 19101			GENERAL SUPPORT	3,000
RESOURCES FOR HUMAN DEVELOPMENT INC FOR GIVE AND GO ATHLETICS 2835 WEST POPLAR STREET PHILADELPHIA, PA 19130			GENERAL SUPPORT	2,000
ROCK TO THE FUTURE 219 MERCER STREET PHILADELPHIA, PA 19125			GENERAL SUPPORT	2,000
SAMUEL S FLEISHER ART MEMORIAL INC 719 CATHERINE STREET PHILADELPHIA, PA 19147			COMMUNITY PARTNERSHIP IN THE ARTS PROGRAM	3,000
SCRIBE VIDEO CENTER INC 4212 CHESTNUT ST 3RD FLOOR PHILADELPHIA, PA 19104			THE DOCUMENTARY HISTORY PROJECT FOR YOUTH	2,000
SHARE FOOD PROGRAM 2901 W HUNTING PARK AVENUE PHILADELPHIA, PA 19129			FOOD SUPPORT FOR CHILDREN IN PHILADELPHIA	6,473
SMITH MEMORIAL PLAYGROUND AND PLAYHOUSE EAST FAIRMOUNT PARK PHILADELPHIA, PA 19121			PLAY FOR ALL PROJECT	3,000
ST MARTIN DE PORRES SCHOOL 2300 WEST LEHIGH AVENUE PHILADELPHIA, PA 19132			NEW DESKS AND CHAIRS	3,000
SUMMER SEARCH - PHILADELPHIA 1616 WALNUT ST PHILADELPHIA, PA 19103			GENERAL SUPPORT	5,000
SUPPORT CENTER FOR CHILD ADVOCATES 1900 CHERRY STREET PHILADELPHIA, PA 19103			KINSHIP CARE PROGRAM	2,350
TALLER PUERTORRIQUEO 2721 NORTH 5TH STREET PHILADELPHIA, PA 19133			FEIN26285 - 04/26/13 08 16AM WORKSHEET PRIVATE FOUNDATION	3,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
THE ATTIC YOUTH CENTER 255 SOUTH 16TH STREET PHILADELPHIA, PA 19102			LIFE SKILLS	5,000
THE CENTER FOR EMERGING VISUAL ARTISTS 237 S 18TH STREET PHILADELPHIA, PA 19103			HAND-IN-HAND	2,000
THE POTTERS HOUSE MISSION 524-26 SOUTH 52ND STREET PHILADELPHIA, PA 19143			GENERAL SUPPORT	2,000
TREE HOUSE BOOKS 1430 W SUSQUEHANNA AVENUE PHILADELPHIA, PA 19121			TUTORING TIME	2,000
UNIVERSITY CITY ARTS LEAGUE INC 4226 SPRUCE STREET PHILADELPHIA, PA 19104			ARTS AFTERSCHOOL PROGRAM	2,350
URBAN RESOURCES DEVELOPMENT CORPORATION 6001 GERMANTOWN AVENUE PHILADELPHIA, PA 19144			OWNER OCCUPIED REPAIR PROGRAM	3,000
URBAN TREE CONNECTION 5125 WOODBINE AVENUE PHILADELPHIA, PA 19131			YOUTH ENVIRONMENTAL LEADERSHIP PROGRAM	3,000
VILLAGE OF ARTS AND HUMANITIES INC 2544 GERMANTOWN AVE PHILADELPHIA, PA 19133			GENERAL SUPPORT	3,000
WAGNER FREE INSTITUTE OF SCIENCE 1700 W MONTGOMERY AVENUE PHILADELPHIA, PA 19121			FREE EDUCATION PROGRAMS	3,000
WEAVERS WAY COMMUNITY PROGRAMS 6601 GREEN STREET PHILADELPHIA, PA 19119			GENERAL SUPPORT	2,500
WEST PARK CULTURAL AND OPPORTUNITY CENTER 5114 PARKSIDE AVENUE PHILADELPHIA, PA 19131			CAMP GINKGO/GINKGO ACADEMY	3,000
WOMEN'S MEDICAL FUND PO BOX 40748 PHILADELPHIA, PA 19107			A SECOND CHANCE AT CHILDHOOD	3,000
WOODMERE ART MUSEUM 9201 GERMANTOWN AVENUE PHILADELPHIA, PA 19118			PHILARTDELPHIA EDUCATIONAL PROGRAMS	2,500
WYCK ASSOCIATION 6026 GERMANTOWN AVENUE PHILADELPHIA, PA 19144			YOUTH EDUCATION PROGRAM	3,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>298,942</b>

## TY 2012 Investments Corporate Stock Schedule

**Name:** HENRIETTA TOWER WURTS MEMORIAL FOUNDATION

**EIN:** 23-6297977

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HARBOR HIGH YIELD BOND	183,708	188,342
PIMCO TOTAL RETURN	939,459	983,968
TURNER SMALL CAP GROWTH	170,130	266,103
VANGUARD 500 INDEX FUND	519,401	619,663
VANGUARD EMERGING MKTS-ADMIRAL	495,762	507,719
VANGUARD DEVELOPED	167,300	262,317
VANGUARD INFLATION	957,352	1,214,060
ARTISAN FUND	260,698	281,951
DIMENSIONAL	236,552	255,677
COLCHESTER	213,092	255,919

## TY 2012 Other Professional Fees Schedule

**Name:** HENRIETTA TOWER WURTS MEMORIAL FOUNDATION**EIN:** 23-6297977

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE FEES	41,385	4,598		36,787
TRUSTEE FEES	2,889	0		0
PROFESSIONAL FEES	1,100	0		0
INVESTMENT MANAGEMENT FEES	276	276		0