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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation CLANEIL FOUNDATION, INC.		A Employer identification number 23-6445450
Number and street (or P O box number if mail is not delivered to street address) 2250 HICKORY ROAD	Room/suite 450	B Telephone number 610-828-6331
City or town, state, and ZIP code PLYMOUTH MEETING, PA 19462		C If exemption application is pending, check here ☐
Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 62,657,909.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		3,659.	3,659.		STATEMENT 2
4 Dividends and interest from securities		1,042,311.	1,042,311.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		760,258.			STATEMENT 1
b Gross sales price for all assets on line 6a		834,028.			
7 Capital gain net income (from Part IV, line 2)			760,227.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		382,560.	415,722.		STATEMENT 4
12 Total. Add lines 1 through 11		2,188,788.	2,221,919.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 5		9,812.	9,812.		0.
17 Interest					
18 Taxes STMT 6		33,923.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		286.	0.		60.
24 Total operating and administrative expenses. Add lines 13 through 23		44,021.	9,812.		60.
25 Contributions, gifts, grants paid		4,250,231.			3,221,720.
26 Total expenses and disbursements. Add lines 24 and 25		4,294,252.	9,812.		3,221,780.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-2,105,464.			
b Net investment income (if negative, enter -0-)			2,212,107.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,912.	10,914.	10,914.
	2 Savings and temporary cash investments	1,881,150.	1,608,803.	1,608,803.
	3 Accounts receivable ▶ 75.			
	Less: allowance for doubtful accounts ▶	549,962.	75.	75.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	2,224,600.	2,224,600.	2,546,102.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	58,353,172.	57,494,255.	58,452,015.	
14 Land, buildings, and equipment: basis ▶ 14,703.				
Less: accumulated depreciation STMT 11 ▶ 14,703.				
15 Other assets (describe ▶ DONATED PROPERTY)	40,000.	40,000.	40,000.	
16 Total assets (to be completed by all filers)	63,051,796.	61,378,647.	62,657,909.	
Liabilities	17 Accounts payable and accrued expenses	12,560.	12,861.	
	18 Grants payable	379,318.	1,407,829.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 12)	23,085.	16,008.	
	23 Total liabilities (add lines 17 through 22)	414,963.	1,436,698.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	62,636,833.	59,941,949.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	62,636,833.	59,941,949.		
31 Total liabilities and net assets/fund balances	63,051,796.	61,378,647.		

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	62,636,833.
2 Enter amount from Part I, line 27a	2	-2,105,464.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	60,531,369.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	589,420.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	59,941,949.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b SEE ATTACHED STATEMENT					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e 834,028.		73,801.	760,227.		
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))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			760,227.		
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	760,227.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,674,256.	61,507,739.	.043478
2010	3,645,709.	59,915,040.	.060848
2009	3,476,350.	54,311,659.	.064007
2008	5,017,749.	71,589,212.	.070091
2007	5,052,588.	84,430,408.	.059843
2 Total of line 1, column (d)			.298267
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			.059653
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			60,793,014.
5 Multiply line 4 by line 3			3,626,486.
6 Enter 1% of net investment income (1% of Part I, line 27b)			22,121.
7 Add lines 5 and 6			3,648,607.
8 Enter qualifying distributions from Part XII, line 4			3,221,780.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	44,242.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	44,242.
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	44,242.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	20,421.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	16,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	36,921.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 13	9	7,321.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) DE, PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.CLANEILFOUNDATION.ORG	13	X	
14	The books are in care of ► ROBERT D. MCNEIL Telephone no. ► 610-828-6331 Located at ► 2250 HICKORY RD, SUITE 450, PLYMOUTH MEETING, PA ZIP+4 ► 19462			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		0.	0.	0.

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

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

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

0

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Part 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	59,435,540.
b	Average of monthly cash balances	1b	1,947,117.
c	Fair market value of all other assets	1c	336,139.
d	Total (add lines 1a, b, and c)	1d	61,718,796.
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	61,718,796.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	925,782.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	60,793,014.
6	Minimum investment return. Enter 5% of line 5	6	3,039,651.

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	3,039,651.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	44,242.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	44,242.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,995,409.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,995,409.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,995,409.

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	3,221,780.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,221,780.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,221,780.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,995,409.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012.				
a From 2007	1,037,646.			
b From 2008	1,511,104.			
c From 2009	776,657.			
d From 2010	685,258.			
e From 2011				
f Total of lines 3a through e	4,010,665.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 3,221,780.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				2,995,409.
e Remaining amount distributed out of corpus	226,371.			
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	4,237,036.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	1,037,646.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,199,390.			
10 Analysis of line 9:				
a Excess from 2008	1,511,104.			
b Excess from 2009	776,657.			
c Excess from 2010	685,258.			
d Excess from 2011				
e Excess from 2012	226,371.			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
A LITTLE TASTE OF EVERYTHING 3451 WALNUT ST, SUITE P-117A PHILADELPHIA, PA 19104		509(A)(1)	MILL CREEK FARM	9,000.
ACCION COMUNAL LATINO AMERICAN 512 W MARSHALL STREET NORRISTOWN, PA 19401		509(A)(1)	PROVIDE IMPROVED ACCESS TO RESOURCES FOR LOW-INCOME RESIDENTS	12,000.
ACTIONAIDS 1216 ARCH ST, 6TH FL PHILADELPHIA, PA 19107		509(A)(1)	YOUTH HEALTH AND PREVENTION SERVICES	5,000.
AMPLEHARVEST.ORG 23 CLOVER ROAD NEWFOUNDLAND, NJ 07435		509(A)(2)	NEW STAFF POSITION	50,000.
ARISE ACADEMY CHARTER HIGH SCHOOL 1118 MARKET STREET, 2ND FLOOR PHILADELPHIA, PA 19107		509(A)(1)	CHARTER HIGH SCHOOL FOR YOUTH IN FOSTER CARE	10,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				3,221,720.
b Approved for future payment				
DREXEL UNIVERSITY 3141 CHESTNUT STREET PHILADELPHIA, PA 19104		509(A)(1)	CENTER FOR HUNGER-FREE COMMUNITIES	650,000.
FOODCORPS 281 PARK AVENUE SOUTH NEW YORK, NY 10010		509(A)(1)	HEALTHY FOOD	140,000.
FOUNDATION FOR PENNSYLVANIA WATERSHEDS 9697 LOOP ROAD ALEXANDRIA, PA 16611		509(A)(3)	SWPA ENVIRONMENTAL HEALTH PROJECT	75,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				1,285,000.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL EXCISE TAX PAYABLE	23,085.	16,008.
TOTAL TO FORM 990-PF, PART II, LINE 22	23,085.	16,008.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SHORT-TERM CAPITAL GAIN - THE TIFF KEYSTONE FUND	P	VARIOUS	VARIOUS
b	LONG-TERM CAPITAL GAIN - THE TIFF KEYSTONE FUND	P	VARIOUS	VARIOUS
c	SEC. 1231 GAIN - THE TIFF KEYSTONE FUND LP	P	VARIOUS	VARIOUS
d	SEC. 1231 GAIN - EAGLE ROCK ENERGY PTNRS (PTP)	P	VARIOUS	VARIOUS
e	SEC. 1256 - THE TIFF KEYSTONE FUND LP	P	VARIOUS	VARIOUS
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 264,987.			264,987.
b 231,730.			231,730.
c 913.			913.
d 370.		31.	339.
e		73,770.	-73,770.
f 336,028.			336,028.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			264,987.
b			231,730.
c			913.
d			339.
e			-73,770.
f			336,028.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	760,227.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ATTIC YOUTH CENTER 255 SOUTH 16TH STREET PHILADELPHIA, PA 19102		509(A)(1)	LIFE SKILLS CENTER	8,000.
BIG PICTURE PHILADELPHIA 2010 N. MASCHER STREET PHILADELPHIA, PA 19122		509(A)(1)	IMPLEMENTATION OF A NATIONALLY RECOGNIZED SCHOOL DESIGN MODEL	7,500.
CHILDREN'S HEALTHWATCH ONE BOSTON MEDICAL CENTER PLACE BOSTON, MA 02118		509(A)(1)	CHILDREN OF THE RECESSION; FOOD INSECURITY SCREENING PROGRAM	75,500.
BOSTON PUBLIC MARKET ASSOCIATION P.O. BOX 5238 BOSTON, MA 02205		509(A)(2)	FRESH AND LOCALLY PRODUCED FOOD	30,000.
BRANDYWINE HEALTH FOUNDATION 50 SOUTH FIRST AVENUE COATESVILLE, PA 19320		509(A)(1)	COATESVILLE YOUTH INITIATIVE	10,000.
BREAKTHROUGH OF GREATER PHILADELPHIA 34 WEST COULTER STREET PHILADELPHIA, PA 19144		509(A)(1)	BUILDING PATHS FROM MIDDLE SCHOOL TO COLLEGE	10,000.
BRIDGE OF HOPE, INC. 1516 OLIVE STREET COATESVILLE, PA 19320		509(A)(1)	FAMILY SUPPORT PROGRAM	10,000.
CASA OF PHILADELPHIA COUNTY 1940 BRANDYWINE STREET PHILADELPHIA, PA 19130		509(A)(2)	ADVOCACY	8,000.
CASA/YOUTH ADVOCATES P.O. BOX 407 MEDIA, PA 19063		509(A)(1)	CHILD ADVOCACY SERVICES	10,000.
CATALOGUE FOR PHILANTHROPY 124 WATERTOWN ST, SUITE 3B WATERTOWN, MA 02472		509(A)(1)	MAINTAINING A CATALOGUE-BASED SYSTEM TO PROMOTE CHARITABLE GIVING IN MA	3,000.
Total from continuation sheets				3,135,720.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CENTER FOR AN AGRICULTURAL ECONOMY P.O. BOX 451 HARDWICK, VT 05843		509(A)(1)	EMERGING LEADERS FUND	50,000.
CHESTER COUNTY COMMUNITY FOUNDATION, INC. 28 WEST MARKET STREET WEST CHESTER, PA 19382		509(A)(1)	KELLY FAMILY FOUNDATION	7,500.
CHESTER COUNTY FOOD BANK 1208 HORSESHOE PIKE DOWNTOWN, PA 19335		509(A)(1)	GENERAL OPERATING	63,500.
CHESTER COUNTY FUND FOR WOMEN AND GIRLS 1450 E. BOOT RD, SUITE 400 B WEST CHESTER, PA 19380		509(A)(1)	IMPROVING THE LIVES OF WOMEN AND GIRLS	38,500.
CHESTER EDUCATION FOUNDATION 2600 WEST NINTH ST, SUITE GS-100 CHESTER, PA 19013		509(A)(1)	OUT-OF-SCHOOL-TIME PROGRAM	10,000.
CHESTER HIGHER EDUCATION COUNCIL 400 EAST 21ST STREET CHESTER, PA 19013		509(A)(1)	COLLEGE ACCESS CENTER OF DELAWARE CO.	10,000.
CHESTER FUND FOR EDUCATION AND THE ARTS 510 WESTMINSTER AVENUE SWARTHMORE, PA 19081		509(A)(1)	ARTS-INFUSED EDUCATION TO CHILDREN OF CHESTER UPLAND SCHOOL DISTRICT	8,000.
CHILD ADVOCACY CENTER OF MONTGOMERY COUNTY DBA MISSION KIDS P.O. BOX 413 BLUE BELL, PA 19422		509(A)(2)	MISSION KIDS	8,000.
CHILDREN'S LITERACY INITIATIVE 2314 MARKET ST, 3RD FL PHILADELPHIA, PA 19103		509(A)(1)	HEAD START PRE-K LITERACY PROJECT	5,000.
CHILDREN'S VILLAGE 125 N. 8TH STREET PHILADELPHIA, PA 19106		509(A)(1)	SCHOOL-AGE PROGRAM	6,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CITIZEN ADVOCACY OF CHESTER COUNTY 205 CHURCH STREET PHOENIXVILLE, PA 19460		509(A)(1)	VOLUNTEER PROGRAM SUPPORT	10,000.
THE CLINIC 143 CHURCH STREET PHOENIXVILLE, PA 19460		509(A)(1)	HEALTHCARE TO THE UNINSURED	8,000.
COATESVILLE CENTER FOR COMMUNITY HEALTH 1001 EAST LINCOLN HIGHWAY COATESVILLE, PA 19320		509(A)(1)	INCREASING ACCESS TO HEALTH & HUMAN SERVICES FOR THE COATESVILLE COMMUNITY	9,000.
COLLEGE OF PHYSICIANS OF PHILADELPHIA 19 SOUTH 22ND STREET PHILADELPHIA, PA 19103		509(A)(2)	HYDRAULIC FRACTURING SYMPOSIUM	2,500.
COMMITTEE FOR DIGNITY AND FAIRNESS FOR THE HOMELESS HOUSING DEVELOPMENT 5221 GERMANTOWN AVENUE PHILADELPHIA, PA 19144		509(A)(1)	DIGNITY HOUSING	7,500.
COMMON MARKET PHILADELPHIA 3237 MONTGOMERY AVENUE PHILADELPHIA, PA 19121		509(A)(1)	PHILLY GOOD FOOD LAB	60,000.
THE COMMUNITY COALITION 23 SOUTH VALLEY ROAD PAOLI, PA 19301		509(A)(1)	FINANCIAL COOPERATION AMONG NON-PROFITS	10,000.
COMMUNITY LEARNING CENTER 2701 N. BROAD STREET PHILADELPHIA, PA 19132		509(A)(1)	LITERACY, MATH & LIFE SKILLS	6,000.
COMMUNITY LEGAL SERVICES 1424 CHESTNUT STREET PHILADELPHIA, PA 19102		509(A)(1)	FIGHTING HUNGER	9,000.
COMMUNITY PARTNERSHIP SCHOOL 1936 JUDSON STREET PHILADELPHIA, PA 19121		509(A)(1)	PROVIDE EDUCATION TO THE TALENTED INNER-CITY CHILDREN	15,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
COMMUNITY TEAMWORK, INC. 167 DUTTON STREET LOWELL, MA 01852		509(A)(1)	NEW ENTRY SUSTAINABLE FARMING PROJECT	60,000.
COMMUNITY VOLUNTEERS IN MEDICINE 300 B LAWRENCE DRIVE WEST CHESTER, PA 19380		509(A)(1)	CHRONICALLY ILL INTERVENTIONS	85,000.
COTTON BAY FOUNDATION C/O 52 WATERFRONT CIRCLE BUFFALO, NY 14202		509(A)(1)	EDUCATIONAL PROGRAMS IN SOUTH ELEUTHERA, BAHAMAS	2,500.
CRIME VICTIMS CENTER OF CHESTER COUNTY P.O. BOX 738 WEST CHESTER, PA 19381		509(A)(1)	CRISIS INTERVENTION, COUNSELING AND SUPPORTIVE SERVICES	7,500.
CROZER-CHESTER FOUNDATION ONE MEDICAL CENTER BOULEVARD UPLAND, PA 19013		509(A)(1)	CHESTER YOUTH COUNCIL - CROZER WELLNESS CTR	8,000.
DELAWARE COMMUNITY FOUNDATION P.O. BOX 1636 WILMINGTON, DE 19899		509(A)(1)	DELAWARE FARM TO SCHOOL COLLABORATIVE	15,000.
DELAWARE VALLEY GRANTMAKERS 230 SOUTH BROAD ST, SUITE 4C PHILADELPHIA, PA 19102		509(A)(1)	FOOD AND ENVIRONMENT PROGRAMS	1,000.
DOMESTIC ABUSE PROJECT OF DELAWARE COUNTY 14 WEST SECOND STREET MEDIA, PA 19063		509(A)(1)	SUPPORT AND ADVOCACY FOR ADULT VICTIMS OF DOMESTIC ABUSE	7,500.
DREXEL UNIVERSITY 3141 CHESTNUT STREET PHILADELPHIA, PA 19104		509(A)(1)	CENTER FOR HUNGER-FREE COMMUNITIES	350,000.
DRUEDING CENTER 413 W. MASTER ST. PHILADELPHIA, PA 19122		509(A)(1)	HOUSING TO HOMELESS WOMEN & CHILDREN	6,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ENVIRONMENTAL LEADERSHIP PROGRAM P.O. BOX 907 GREENBELT, MD 20768		509(A)(1)	EASTERN REGIONAL NETWORK	15,000.
EVERYBODY WINS METRO BOSTON 75 STATE STREET, 9TH FLOOR BOSTON, MA 02109		509(A)(1)	GENERAL OPERATING	7,000.
E-VOLVE FOUNDATION ONE SOUTH BROAD ST, SUITE 1840 PHILADELPHIA, PA 19107		509(A)(1)	PROTECTING OUR WATERS	5,000.
FAIR FOOD 1315 WALNUT STREET, SUITE 522 PHILADELPHIA, PA 19107		509(A)(2)	GATHERING OF FOOD LEADERS	12,000.
FAMILIES UNITED IN EDUCATIONAL LEADERSHIP, INC. 561 BOYLSTON STREET, FOURTH FLOOR BOSTON, MA 02116		509(A)(2)	INCREASING PARENTAL INVOLVEMENT IN EDUCATION	30,000.
FARM BUREAU AGRICULTURAL PRESERVATION CORPORATION 249 LAKESIDE AVE. MARLBOROUGH, MA 01752		509(A)(1)	KINDERGARTEN INITIATIVE	35,000.
FEDERATION OF NEIGHBORHOOD CENTERS 1315 WALNUT ST, SUITE 1401 PHILADELPHIA, PA 19107		509(A)(1)	TEENS 4 GOOD	12,000.
THE FOOD TRUST 1617 JFK BLVD, SUITE 900 PHILADELPHIA, PA 19103		509(A)(1)	FARM-TO-PRESCHOOL INITIATIVE COLLABORATION	89,000.
FOODCORPS 281 PARK AVENUE SOUTH NEW YORK, NY 10010		509(A)(1)	HEALTHY FOOD	60,000.
FOUNDATION AT GREAT VALLEY 47 CHURCH ROAD MALVERN, PA 19355		509(A)(1)	NUTRITION EDUCATION & FOOD SERVICE	4,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
FOUNDATION FOR PENNSYLVANIA WATERSHEDS 9697 LOOP ROAD ALEXANDRIA, PA 16611		509(A)(3)	SWPA ENVIRONMENTAL HEALTH PROJECT	75,000.
FOUNDATION FOR POTTSTOWN EDUCATION 230 BEECH STREET POTTSTOWN, PA 19464		509(A)(1)	PEAK	5,000.
FREE LIBRARY OF PHILADELPHIA 1901 VINE ST, SUITE 111 PHILADELPHIA, PA 19103		509(A)(1)	BOOKS ALOUD!	8,000.
FRIENDSHIP HOUSE 2087 EAST HIGH STREET - SUITE B POTTSTOWN, PA 19464		509(A)(1)	PARENT-CHILD HOME PROGRAM (PCHP)	5,000.
FULL FRAME INITIATIVE P.O. BOX 390955 CAMBRIDGE, MA 02139		509(A)(1)	IMPROVE SERVICE DELIVERY OF HUMAN SERVICE ORGANIZATIONS TO SOLVE SOCIAL PROBLEMS	60,000.
GIRLS STAR, INC. 50 WEST WELSH POOL ROAD EXTON, PA 19341		509(A)(1)	NEEDS OF ADOLESCENT GIRLS	5,000.
GLYNWOOD ROUTE 301, POB 157 COLD SPRING, NY 10516		509(A)(3)	COLLABORATION WITH OPEN SPACE INSTITUTE	50,000.
GREATER PHILADELPHIA COALITION AGAINST HUNGER 1725 FAIRMOUNT AVE, UNIT 102 PHILADELPHIA, PA 19130		509(A)(1)	FEEDING PROGRAMS	15,000.
GREENER PARTNERS 3215 STUMP HILL ROAD COLLEGEVILLE, PA 19426		509(A)(2)	SOUTHEAST PA CRAFT	6,000.
GREENSGROW PHILADELPHIA PROJECT, INC. 2503 E. FIRTH STREET PHILADELPHIA, PA 19125		509(A)(2)	DEVELOPMENT OF GREEN BUSINESSES	13,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
HEALTH AND ENVIRONMENTAL FUNDERS NETWORK 703 CONCORD AVE CHARLOTTESVILLE, VA 22903		509(A)(1)	HYDROFRACKING WORKING GROUP SUPPORT	3,000.
HEALTH CARE WITHOUT HARM 41 OAKVIEW TERRACE JAMAICA PLAIN, MA 02130		509(A)(1)	HEALTHIER HOSPITALS INITIATIVE	60,000.
HIAS AND COUNCIL MIGRATION SERVICE OF PHILADELPHIA 2100 ARCH STREET PHILADELPHIA, PA 19103		509(A)(1)	IMMIGRANT YOUTH ADVOCACY PROJECT	10,000.
HIGHFIELDS INSTITUTE P.O. BOX 503 HARDWICK, VT 05843		509(A)(1)	COMPOSTING EDUCATION	15,000.
HOMELESS ADVOCACY PROJECT 42 SOUTH 15TH ST, 4TH FLOOR PHILADELPHIA, PA 19102		509(A)(1)	CHILDREN AND FAMILIES PROJECT	8,000.
HOPE PARTNERSHIP FOR EDUCATION 2601 N. 11TH STREET PHILADELPHIA, PA 19133		509(A)(1)	BREAK THE CYCLE OF POVERTY THROUGH EDUCATION	8,000.
HYDE SQUARE TASK FORCE P.O. BOX 301871 JAMAICA PLAIN, MA 02130		509(A)(1)	DEVELOP SKILLS OF YOUTH TO ENHANCE LIVES IN URBAN COMMUNITIES	10,000.
IN OUR BACKYARDS, INC. 41 E. 11TH STREET, 3RD FLOOR NEW YORK, NY 10003		509(A)(1)	FOSTERING ENVIRONMENTAL KNOWLEDGE	60,000.
INTER-FAITH HOUSING ALLIANCE 31 S SPRING GARDEN ST, POB 141 AMBLER, PA 19002		509(A)(1)	HOMELESSNESS PREVENTION AND TEMPORARY SHELTER	7,000.
IRISH INTERNATIONAL IMMIGRANT CENTER 100 FRANKLIN STREET, LL-1 BOSTON, MA 02110		509(A)(1)	PROVIDE LEGAL SERVICES TO IMMIGRANTS	7,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
JOHN BARTRAM ASSOCIATION 54TH STREET AND LINDBERGH BLVD. PHILADELPHIA, PA 19143		509(A)(1)	CHILDREN'S EDUCATIONAL PROGRAMS	15,000.
JUST FOOD 1155 AVENUE OF THE AMERICAS, 3RD FLOOR NEW YORK, NY 10036		509(A)(1)	NESAWG CONFERENCE	5,000.
KENNETT AFTER-SCHOOL ASSOCIATION P.O. BOX 1068 KENNETT SQUARE, PA 19348		509(A)(1)	AFTER THE BELL	7,500.
LA COMUNIDAD HISPANA 731 WEST CYPRESS STREET KENNETT SQUARE, PA 19348		509(A)(1)	PRENATAL HEALTH CARE	10,000.
LAKE GEORGE LAND CONSERVANCY P.O. BOX 1250 BOLTON LANDING, NY 12814		509(A)(3)	LAND CONSERVANCY	11,000.
LEGAL AID OF SOUTHEASTERN PENNSYLVANIA 625 SWEDE STREET NORRISTOWN, PA 19401		509(A)(1)	PROTECTION FROM ABUSE	5,000.
LITERACY COUNCIL OF NORRISTOWN 113 E. AIRY STREET NORRISTOWN, PA 19401		509(A)(1)	ASSIST ADULTS WITH READING, WRITING, MATH, AND ENGLISH SKILLS	7,500.
MARY MITCHELL FAMILY AND YOUTH CENTER, INC. 2007 MAPES AVENUE BRONX, NY 10460		509(A)(2)	THE BLK PROJER	2,000.
MASSACHUSETTS INDIAN ASSOCIATION 245 ROCKLAND ROAD CARLISLE, MA 01741		509(A)(1)	SCHOLARSHIPS	17,500.
MATERNAL AND CHILD HEALTH CONSORTIUM 30 W BARNARD ST, SUITE 1 WEST CHESTER, PA 19382		509(A)(1)	NUTRITION ACCESS PROGRAM	13,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MATERNITY CARE COALITION 2000 HAMILTON ST, SUITE 205 PHILADELPHIA, PA 19130		509(A)(1)	MOBILE AT RIVERSIDE	10,000.
METROPOLITAN AREA NEIGHBORHOOD NUTRITION ALLIANCE 2323 RANSTEAD STREET PHILADELPHIA, PA 19103		509(A)(1)	MEAL AND NUTRITION SERVICES	13,000.
MILL AT ANSELMA PRESERVATION AND EDUCATIONAL TRUST 1730 CONESTOGA ROAD, PO BOX 42 CHESTER SPRINGS, PA 19425		509(A)(1)	PRESERVATION OF HISTORIC MILL	5,000.
MONTGOMERY CHILD ADVOCACY PROJECT 409 CHERRY STREET NORRISTOWN, PA 19401		509(A)(1)	FREE LEGAL REPRESENTATION TO ABUSED CHILDREN	8,000.
MOVING TRAIN 85 SARATOGA AVENUE, #214 SANTA CLARA, CA 95051		509(A)(1)	"THE HUMAN EXPERIMENT" DOCUMENTARY	1,500.
MT. AIRY COMMUNITY SERVICES CORPORATION 6601 GREENE STREET PHILADELPHIA, PA 19119		509(A)(2)	WEAVERS WAY COMMUNITY PROGRAMS	10,000.
NATIONAL AUDUBON SOCIETY 700 BROADWAY NEW YORK, NY 10003		509(A)(1)	AUDUBON PENNSYLVANIA - ENVIRONMENTAL EDUCATION	10,000.
NATIONAL FOUNDATION FOR CELIAC AWARENESS POB 544 AMBLER, PA 19002		509(A)(1)	CELIAC EDUCATION	5,000.
NATIONAL NURSING CENTERS CONSORTIUM 260 SOUTH BROAD STREET, 18TH FLOOR PHILADELPHIA, PA 19102		509(A)(1)	STUDENTS RUN PHILLY STYLE	7,500.
NATIONAL PARKS CONSERVATION ASSOCIATION 1300 19TH STREET NW, SUITE 300 WASHINGTON, DC 20036		509(A)(1)	PROTECTING THE DELAWARE RIVER BASIN	15,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NATIONALITIES SERVICE CENTER 1216 ARCH STREET, 4TH FLOOR PHILADELPHIA, PA 19107		509(A)(1)	REFUGEE FARM PROJECT	6,000.
NATURAL LANDS TRUST 1031 PALMERS MILL ROAD MEDIA, PA 19063		509(A)(1)	LAND CONSERVANCY	11,000.
NEED IN DEED 8616 GERMANTOWN AVE, 2ND FLOOR REAR PHILADELPHIA, PA 19118		509(A)(1)	CIVIC RESPONSIBILITY EDUCATION	9,000.
THE NEIGHBORHOOD DEVELOPERS, INC. 4 GERRISH AVENUE CHELSEA, MA 02150		509(A)(1)	CONNECT PROGRAM	5,000.
NORRIS SQUARE NEIGHBORHOOD PROJECT 2141 NORTH HOWARD STREET PHILADELPHIA, PA 19122		509(A)(1)	URBAN GARDEN PROGRAM	5,000.
NORRISTOWN ZOOLOGICAL SOCIETY 1661 HARDING BLVD NORRISTOWN, PA 19401		509(A)(1)	GENERAL OPERATING	7,500.
NORTH LIGHT COMMUNITY CENTER 175 GREEN LANE PHILADELPHIA, PA 19127		509(A)(1)	KIDS EDUCATION CONTINUUM	6,000.
NORTHWEST ATLANTIC MARINE ALLIANCE P.O. BOX 7066 GLOUCESTER, MA 01930		509(A)(1)	COMMUNITY-SUPPORTED FISHERIES	40,000.
NORTHWEST PHILADELPHIA INTERFAITH HOSPITALITY NETWORK 7047 GERMANTOWN AVENUE PHILADELPHIA, PA 19119		509(A)(1)	SHELTER AND MEALS FOR HOMELESS INDIVIDUALS	10,000.
OCTORARO WATERSHED ASSOCIATION 517 PINE GROVE ROAD NOTTINGHAM, PA 19362		509(A)(2)	PLAIN SECT FARMLAND CONSERVATION	7,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
OPEN HEARTH 101 N. MAIN ST, SUITE A-1 SPRING CITY, PA 19475		509(A)(1)	HOUSING AND SUPPORT SERVICES	7,500.
OPEN SPACE INSTITUTE 1350 BROADWAY, SUITE 201 NEW YORK, NY 10018		509(A)(1)	NATIONAL YOUNG FARMERS' COALITION	35,000.
PEER HEALTH EXCHANGE ONE BEACON STREET, 31-313 BOSTON, MA 02108		509(A)(1)	HEALTH EDUCATION FOR TEENAGERS	7,500.
PENNVIRONMENT RESEARCH AND POLICY CENTER 1420 WALNUT ST, SUITE 650 PHILADELPHIA, PA 19102		509(A)(1)	PROTECT PA'S DRINKING WATER	50,000.
PENNSYLVANIA ASSOCIATION FOR SUSTAINABLE AGRICULTURE P.O. BOX 419 MILLHEIM, PA 16854		509(A)(1)	PROMOTING PROFITABLE FARMS THAT PRODUCE HEALTHY FOOD	15,000.
PENNSYLVANIA HOME OF THE SPARROW 969 EAST SWEDES FORD ROAD EXTON, PA 19341		509(A)(1)	HOUSING, CASE MANAGEMENT & LIFE SKILLS	7,500.
PHILADELPHIA FUTURES FOR YOUTH 230 S. BROAD ST, 7TH FL PHILADELPHIA, PA 19102		509(A)(1)	MENTORING FOR LOW INCOME COLLEGE STUDENTS	10,000.
PHILADELPHIA ORCHARD PROJECT 130 MCNEIL, 3718 LOCUST WALK PHILADELPHIA, PA 19104		509(A)(1)	PLANTING ORCHARDS IN PHILADELPHIA	8,000.
TURNING POINTS FOR CHILDREN 415 SOUTH 15TH STREET PHILADELPHIA, PA 19146		509(A)(1)	TIME OUT FOR TEENS AND TOTS	8,000.
PHILADELPHIA VIP 42 SOUTH 15TH STREET, 4TH FLOOR PHILADELPHIA, PA 19102		509(A)(1)	PRO-BONO CIVIL LEGAL SERVICES	8,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PLAYWORKS EDUCATION ENERGIZED 228 KRAMS AVENUE, SUITE 300 PHILADELPHIA, PA 19127		509(A)(1)	PLAYWORKS PHILADELPHIA	10,000.
POCONO HEALTH FOUNDATION 206 EAST BROWN STREET EAST STROUDSBURG, PA 18301		509(A)(3)	DR. CLAUS G. JORDAN ENDOWMENT	2,500.
PROJECT FORWARD LEAP FOUNDATION 1706 RACE ST, 2ND FL PHILADELPHIA, PA 19103		509(A)(1)	EDUCATIONAL ENRICHMENT PROGRAM	8,000.
PUBLIC CITIZENS FOR CHILDREN AND YOUTH 1709 BENJAMIN FRANKLIN PARKWAY, 6TH FLOOR PHILADELPHIA, PA 19103		509(A)(1)	HEALTH OUTREACH PROGRAM	8,000.
PUBLIC INTEREST LAW CENTER OF PHILADELPHIA 1709 BENJAMIN FRANKLIN PARKWAY, SECOND FLOOR PHILADELPHIA, PA 19103		509(A)(1)	GARDEN JUSTICE	11,000.
PUBLIC INTEREST PROJECTS 45 WEST 36TH STREET, 6TH FLOOR NEW YORK, NY 10018		509(A)(1)	SEPA CPER	5,000.
PUENTES DE SALUD 2029 S. 8TH STREET PHILADELPHIA, PA 19148		509(A)(2)	AFTERSCHOOL HOMEWORK PROGRAM	60,000.
REACH EDUCATION, INC. 218 D STREET SE WASHINGTON, DC 20003		509(A)(1)	IMPROVING ACADEMIC OUTCOMES	40,000.
RECIRCULATING FARMS COALITION 5721 MAGAZINE STREET, #191 NEW ORLEANS, LA 70115		509(A)(1)	INCUBATOR FARM PROJECT	45,000.
RED TOMATO 75 EVERETT SKINNER ROAD PLAINVILLE, MA 02762		509(A)(1)	LOCAL FRESHNESS INITIATIVE	60,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
RESILIENCY FOUNDATION, INC. 250 EAST MAIN STREET, MAILBOX #2 NORTON, MA 02766		509(A)(1)	AT-RISK YOUTH SERVICES	50,000.
RESOURCES FOR HUMAN DEVELOPMENT POB 4199 PHILADELPHIA, PA 19144		509(A)(1)	ENDOW-A-HOME; HEALTHY NEWSWORKS	15,500.
RIVERKEEPER INC. 20 SECOR ROAD OSSINING, NY 10562		509(A)(1)	POTENTIAL IMPACT OF FRACKING IN NY	11,000.
RSVP OF MONTGOMERY COUNTY 925 HARVEST DRIVE, SUITE 100 BLUE BELL, PA 19422		509(A)(1)	EDUCATIONAL PROGRAMS	7,000.
SEA ISLAND HABITAT FOR HUMANITY 2545 BOHICKET ROAD JOHNS ISLAND, SC 29455		509(A)(1)	AFFORDABLE HOUSING FOR LOW-INCOME FAMILIES	7,500.
SETTLEMENT MUSIC SCHOOL OF PHILADELPHIA P.O. BOX 63966 PHILADELPHIA, PA 19147		509(A)(1)	KALEIDOSCOPE PRESCHOOL ARTS ENRICHMENT	5,000.
SHARE FOOD PROGRAM, INC. 2901 W HUNTING PARK AVE PHILADELPHIA, PA 19129		509(A)(2)	SUNDAY SUPPERS	24,000.
SHIPLEY SCHOOL 814 YARROW STREET BRYN MAWR, PA 19010		509(A)(1)	COEDUCATIONAL DAY SCHOOL	7,500.
SPARK 251 RHODE ISLAND STREET, SUITE 205 SAN FRANCISCO, CA 94103		509(A)(1)	YOUTH APPRENTICESHIP PROGRAM	70,000.
SPRINGBOARD COLLABORATIVE 755 S. MOLE STREET PHILADELPHIA, PA 19146		509(A)(1)	CLOSING THE LITERACY GAP	7,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SQUASHSMARTS, INC. 3890 N 10TH STREET PHILADELPHIA, PA 19140		509(A)(1)	ACADEMIC TUTORING	5,000.
ST. CATHERINE LABOURE MEDICAL CLINIC 5838 GERMANTOWN AVENUE PHILADELPHIA, PA 19144		509(A)(1)	DISEASE PREVENTION & INTERVENTION	8,000.
ST. CHRISTOPHER'S FOUNDATION FOR CHILDREN 1800 JFK BOULEVARD, SUITE 300 PHILADELPHIA, PA 19103		509(A)(2)	FARM TO FAMILIES INITIATIVE	12,000.
STEPPINGSTONE SCHOLARS 4112 STATION STREET, UNIT D PHILADELPHIA, PA 19127		509(A)(1)	PREPARING TALENTED CITY STUDENTS TO COMPETE FOR COLLEGE ADMISSION	6,000.
SUMMER SEARCH 1528 WALNUT STREET, SUITE 1006 PHILADELPHIA, PA 19103		509(A)(1)	PEER NETWORKING EVENT FOR STUDENTS	10,000.
SUPPORT CENTER FOR CHILD ADVOCATES 1900 CHERRY STREET PHILADELPHIA, PA 19103		509(A)(1)	LEGAL REPRESENTATION TO ABUSED AND NEGLECTED CHILDREN	10,000.
SUPPORTIVE OLDER WOMEN'S NETWORK 4100 MAIN STREET, SUITE 200 PHILADELPHIA, PA 19127		509(A)(1)	GRANDFAMILY RESOURCE CENTER	10,000.
TEACH FOR AMERICA 714 MARKET STREET PHILADELPHIA, PA 19106		509(A)(1)	ACADEMIC MENTORING	10,000.
TEMPLE UNIVERSITY 200 SULLIVAN HALL, 1330 W. BERKS ST. PHILADELPHIA, PA 19122		509(A)(1)	RETURNED GRANT - CENTER FOR NATURAL RESOURCES DEV. & PROTECTION	-28,280.
THIRD SECTOR NEW ENGLAND 89 SOUTH STREET, NO. 700 BOSTON, MA 02111		509(A)(1)	REAL FOOD CHALLENGE	50,000.
Total from continuation sheets				

Part XV **Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
TOOKANY/TACONY-FRANKFORD WATERSHED PARTNERSHIP ONE AWBURY ROAD PHILADELPHIA, PA 19138		509(A)(1)	HEALTHY WATERSHED	13,000.
TREE HOUSE BOOKS 1430 WEST SUSQUEHANNA AVENUE PHILADELPHIA, PA 19121		509(A)(1)	JUNIOR STAFF MEMBER PROGRAM	7,000.
TRISKELES, INC. 707 EAGLEVIEW BLVD, SUITE 105 EXTON, PA 19341		509(A)(1)	FOOD FOR THOUGHT	6,000.
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 100 COLLEGE HALL PHILADELPHIA, PA 19104		509(A)(1)	OVARIAN CANCER RESEARCH CENTER; CENTER FOR HIGH IMPACT PHILANTHROPY	130,000.
UNIVERSITY OF NEW HAMPSHIRE FOUNDATION 107 NESMITH HALL, 131 MAIN STREET DURHAM, NH 03824		509(A)(1)	FOOD SOLUTIONS NEW ENGLAND	16,000.
URBAN TREE CONNECTION 5125 WOODBINE AVENUE PHILADELPHIA, PA 19131		509(A)(1)	NEIGHBORHOOD FOOD INITIATIVE	13,000.
VERMONT SUSTAINABLE JOBS FUND 3 PITKIN COURT, SUITE 301E MONTPELIER, VT 05602		509(A)(1)	FARM-TO-PLATE (F2P)	50,000.
VNA COMMUNITY SERVICES 1421 HIGHLAND AVE ABINGTON, PA 19001		509(A)(1)	PRESCHOOL SCREENING PROGRAM	5,000.
WAGNER FREE INSTITUTE OF SCIENCE 1700 WEST MONTGOMERY AVENUE PHILADELPHIA, PA 19143		509(A)(1)	CHILDREN'S EDUCATION PROGRAMS	8,000.
WHY NOT PROSPER POB 949 NORRISTOWN, PA 19404		509(A)(2)	OFFERING FEMALE EX-OFFENDERS A CONTINUUM OF SUPPORT AND SERVICES	7,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
WIDENER UNIVERSITY ONE UNIVERSITY PLACE CHESTER, PA 19013		509(A)(1)	HELP: MLP	11,000.
WOMEN'S CENTER OF MONTGOMERY COUNTY 8080 OLD YORK ROAD, SUITE 200 ELKINS PARK, PA 19027		509(A)(1)	MEDICAL ADVOCACY FOR CHILD VICTIMS	5,000.
WOMEN'S COMMUNITY REVITALIZATION PROJECT 407 FAIRMOUNT AVENUE PHILADELPHIA, PA 19123		509(A)(1)	FOOD FOR ALL	10,000.
WOMEN'S OPPORTUNITIES RESOURCE CENTER 2010 CHESTNUT STREET PHILADELPHIA, PA 19103		509(A)(1)	FAMILY SAVINGS ACCOUNT PROGRAM	7,500.
WOMEN'S RESOURCE CENTER P.O. BOX 596 WAYNE, PA 19087		509(A)(1)	GIRLS' LEADERSHIP PROGRAM	5,000.
WOMEN'S THERAPY CENTER 1315 WALNUT STREET, SUITE 1004 PHILADELPHIA, PA 19107		509(A)(2)	NEW BEGINNINGS	5,000.
WOMEN'S WAY 1233 LOCUST STREET, SUITE 1399 PHILADELPHIA, PA 19107		509(A)(1)	ANTI-HUMAN TRAFFICKING ADVOCACY	5,000.
WORK VESSELS FOR VETS 145 PEARL STREET NOANK, CT 06340		509(A)(1)	VETERANS FARM	10,000.
YALE UNIVERSITY SCHOOL OF MEDICINE 135 COLLEGE STREET, 3RD FLOOR NEW HAVEN, CT 06510		509(A)(1)	ONE HEALTH PROJECT	70,000.
YOUTH EMPOWERMENT SERVICES 1231 N BROAD ST, 2ND FLOOR PHILADELPHIA, PA 19122		509(A)(1)	GED TO COLLEGE DEGREE MODEL	5,000.
Total from continuation sheets				

3 Grants and Contributions Approved for Future Payment (Continuation)

223635
05-01-12

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SHORT-TERM CAPITAL GAIN - THE TIFF KEYSTONE FUND	264,987.	0.	0.	0.	0.	264,987.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
LONG-TERM CAPITAL GAIN - THE TIFF KEYSTONE FUND	231,730.	0.	0.	0.	0.	231,730.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SEC. 1231 GAIN - THE TIFF KEYSTONE FUND LP	913.	0.	0.	0.	0.	913.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SEC. 1231 GAIN - EAGLE ROCK ENERGY PTNRS (PTP)	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
370.	0.	0.	0.	370.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SEC. 1256 - THE TIFF KEYSTONE FUND LP	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	73,770.	0.	0.	-73,770.

CAPITAL GAINS DIVIDENDS FROM PART IV	336,028.
TOTAL TO FORM 990-PF, PART I, LINE 6A	760,258.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
WELLS FARGO BANK	3,659.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,659.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS	89,106.	0.	89,106.
MORGAN STANLEY PMF	430,261.	0.	430,261.
TIFF MULTI-ASSET FUND	858,972.	336,028.	522,944.
TOTAL TO FM 990-PF, PART I, LN 4	1,378,339.	336,028.	1,042,311.

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
PASSTHROUGH K-1 INCOME	383,403.	415,722.		
PARTNERSHIP UBTI	-843.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	382,560.	415,722.		

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES - MORGAN STANLEY PRIV MKTS	9,812.	9,812.		0.
TO FORM 990-PF, PG 1, LN 16C	9,812.	9,812.		0.

FORM 990-PF	TAXES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	33,923.	0.		0.
TO FORM 990-PF, PG 1, LN 18	33,923.	0.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	-15.	0.		60.
FILING FEES	1.	0.		0.
ACCOUNTING FEES	300.	0.		0.
TO FORM 990-PF, PG 1, LN 23	286.	0.		60.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION		AMOUNT	
BOOK/TAX DIFFERENCE - INCOME FROM THE TIFF KEYSTONE FUND LP		453,517.	
2011 BOOK/TAX DIFFERENCE CORRECTED (INCOME FROM THE TIFF KEYSTONE FUND LP)		135,903.	
TOTAL TO FORM 990-PF, PART III, LINE 5		589,420.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
36,321 SH JOHNSON & JOHNSON	2,224,600.	2,546,102.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,224,600.	2,546,102.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY PRIVATE MARKETS FUND I, LP	COST	3,120,071.	1,295,432.
GOLDMAN SACHS CASH	COST	2,732,029.	2,732,029.
1,120,877.305 SH TIFF MULTI-ASSET FUND	COST	17,595,651.	17,709,861.
THE TIFF KEYSTONE FUND, L.P.	COST	34,046,504.	36,714,693.
TOTAL TO FORM 990-PF, PART II, LINE 13		57,494,255.	58,452,015.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
GIFTS SOFTWARE	11,500.	11,500.	0.
REPORT DESIGNER	2,000.	2,000.	0.
GIFTS SOFTWARE - CHECKWRITER	1,203.	1,203.	0.
TOTAL TO FM 990-PF, PART II, LN 14	14,703.	14,703.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 16
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARJORIE M. FINDLAY C/O 2250 HICKORY RD, SUITE 450 PLYMOUTH MEETING, PA 19462	DIRECTOR/CHAIRPERSON 25.00	0.	0.	0.
BARBARA M. JORDAN C/O 2250 HICKORY RD, SUITE 450 PLYMOUTH MEETING, PA 19462	DIRECTOR/SECRETARY 2.00	0.	0.	0.
ROBERT D. MCNEIL C/O 2250 HICKORY RD, SUITE 450 PLYMOUTH MEETING, PA 19462	DIRECTOR/TREASURER 2.00	0.	0.	0.
JENNIFER C. MCNEIL C/O 2250 HICKORY RD, SUITE 450 PLYMOUTH MEETING, PA 19462	DIRECTOR/VICE CHAIR 2.00	0.	0.	0.
GEOFFREY T. FREEMAN C/O 2250 HICKORY RD, SUITE 450 PLYMOUTH MEETING, PA 19462	DIRECTOR 2.00	0.	0.	0.
ANNA M. JORDAN C/O 2250 HICKORY RD, SUITE 450 PLYMOUTH MEETING, PA 19462	DIRECTOR 2.00	0.	0.	0.
MICHAEL H. JORDAN C/O 2250 HICKORY RD, SUITE 450 PLYMOUTH MEETING, PA 19462	DIRECTOR 2.00	0.	0.	0.
PATRICIA D. GRAY C/O 2250 HICKORY RD, SUITE 450 PLYMOUTH MEETING, PA 19462	DIRECTOR 2.00	0.	0.	0.
MOIRA F. MUMMA C/O 2250 HICKORY RD, SUITE 450 PLYMOUTH MEETING, PA 19462	DIRECTOR 2.00	0.	0.	0.
MAILEE WALKER (SEE STMT 19) C/O 2250 HICKORY RD, SUITE 450 PLYMOUTH MEETING, PA 19462	EXECUTIVE DIRECTOR 40.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 17

NAME OF MANAGER

MARJORIE M. FINDLAY
BARBARA M. JORDAN
ROBERT D. MCNEIL

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 18

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MAILEE WALKER
2250 HICKORY ROAD, STE 450
PLYMOUTH MEETING, PA 19462

TELEPHONE NUMBER

610-941-1131

FORM AND CONTENT OF APPLICATIONS

PROOF OF TAX EXEMPT STATUS AND ANY PRINTED MATERIALS AVAILABLE ALONG WITH
FOUNDATION APPLICATION.

ANY SUBMISSION DEADLINES

LETTERS OF INTENT - PRE-12/1 (SPRG) & PRE-6/30 (FALL). PROPOSALS - PRE-3/1
(SPRG) & PRE-8/15 (FALL).

RESTRICTIONS AND LIMITATIONS ON AWARDS

EXCLUSIVELY FOR SUPPORT OF EDUCATION, THE BUILT AND NATURAL ENVIRONMENT,
HEALTH AND HUMAN SERVICES, AND HUNGER & NUTRITION/FOOD SYSTEM ACTIVITIES.

GENERAL EXPLANATION

STATEMENT 19

PART VIII - LIST OF OFFICERS - ADDENDUM

MAILEE WALKER - SALARY FROM CONTRIBUTED SERVICES - \$162,450

ADDITIONAL AMOUNTS OF CONTRIBUTED SERVICES RECEIVED FROM RELATED PARTY
- \$538,733

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	GIFTS SOFTWARE	082295	200DB	3.00	17	11,500.			11,500.	11,500.		0.
2	REPORT DESIGNER	020398	200DB	3.00	17	2,000.			2,000.	2,000.		0.
3	GIFTS SOFTWARE -	013103	SL	3.00	17	1,203.			1,203.	1,203.		0.
	CHECKWRITER					14,703.		0.	14,703.	14,703.	0.	0.
	* TOTAL 990-PF PG 1											
	DEPR											

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
Type or print Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
CLANEIL FOUNDATION, INC.	23-6445450
Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
2250 HICKORY ROAD, NO. 450	
City, town or post office, state, and ZIP code. For a foreign address, see instructions	
PLYMOUTH MEETING, PA 19462	

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

0 4

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

ROBERT D. MCNEIL

- The books are in the care of ☒ 2250 HICKORY RD, SUITE 450 - PLYMOUTH MEETING, PA 19462

Telephone No ☒ 610-828-6331

FAX No ☒ 610-828-6405

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension _____

ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURNS IS NOT AVAILABLE AT THIS TIME.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	36,921.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	36,921.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐

Title ☐ CPA

Date ☐

Form 8868 (Rev. 1-2013)