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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation GRACE S AND W LINTON NELSON FOUNDATION		A Employer identification number 22-2583922	
Number and street (or P O box number if mail is not delivered to street address) 150 N RADNOR CHESTER ROAD NO F200		B Telephone number (see instructions) (610) 977-2488	
City or town, state or province, country, and ZIP or foreign postal code RADNOR, PA 19087		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 21,129,616		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	317,071	316,971		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	3,194,755			
	b Gross sales price for all assets on line 6a 24,582,526				
	7 Capital gain net income (from Part IV, line 2) . . .		3,194,755		
	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 Total. Add lines 1 through 11	3,511,826	3,511,726		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	170,442	21,000		149,442
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	8,937	630		8,307
	16a Legal fees (attach schedule)	212	0		212
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	96,257	96,257		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	84,866	2,629		11,412
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	25,044	0		25,044
	21 Travel, conferences, and meetings	2,954	0		2,954
	22 Printing and publications	165	0		165
	23 Other expenses (attach schedule)	9,678	1,069		8,609
	24 Total operating and administrative expenses. Add lines 13 through 23	398,555	121,585		206,145
	25 Contributions, gifts, grants paid	533,156			533,156
	26 Total expenses and disbursements. Add lines 24 and 25	931,711	121,585		739,301
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,580,115			
	b Net investment income (if negative, enter -0-)		3,390,141		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	18,699		
	2	Savings and temporary cash investments	110,021	655,165	655,165
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)	0	12,992,988	14,500,135
	c	Investments—corporate bonds (attach schedule).	0	3,252,437	3,213,252
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	16,896,404	2,650,000	2,761,064
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	17,025,124	19,550,590	21,129,616
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)	751	31	
	23	Total liabilities (add lines 17 through 22)	751	31	
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	17,024,373	19,550,559	
	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 (see page 17 of the instructions)	17,024,373	19,550,559	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	17,025,124	19,550,590	

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	17,024,373
2	Enter amount from Part I, line 27a	2	2,580,115
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	19,604,488
5	Decreases not included in line 2 (itemize) ▶ _____	5	53,929
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	19,550,559

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)
1 a	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAINS DIVIDENDS	P		
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 24,582,105		21,387,771	3,194,334
b 421			421
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))
(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			3,194,334
b			421
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	3,194,755
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

(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))
2012	763,312	18,169,320	0 042011
2011	793,035	17,998,159	0 044062
2010	841,692	16,981,024	0 049567
2009	1,018,195	14,927,066	0 068211
2008	1,135,297	18,138,939	0 062589

2 Total of line 1, column (d).	2	0 266440
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 053288
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	19,766,641
5 Multiply line 4 by line 3.	5	1,053,325
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	33,901
7 Add lines 5 and 6.	7	1,087,226
8 Enter qualifying distributions from Part XII, line 4.	8	739,301

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 ☐ and enter "N/A" on line 1		1	67,803
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			
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	67,803
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	67,803
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	70,006	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	17,500	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.		7	87,506
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	19,703
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 19,703 Refunded		11	0

Part VII-A Statements Regarding Activities

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	Yes	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
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.			
c Did the foundation file Form 1120-POL for this year?.	1c		No
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?	2		No
If "Yes," attach a detailed description of the activities.			
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		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 Form 990-T for this year?.	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
If "Yes," attach the statement required by General Instruction T.			
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	Yes	
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	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶WWW NELSON FOUNDATION PA ORG				
14	The books are in care of ▶ALEXANDRA A ALDRIDGE Telephone no ▶(610) 977-2488 Located at ▶150 N RADNOR CHESTER RD F200 RADNOR PA ZIP +4 ▶19087			
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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See 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 ☒ 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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 2013?.	1c		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. ☐ Yes ☒ 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).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 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 ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	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

(1)

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

Yes

No

(2)

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

Yes

No

(3)

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

Yes

No

(4)

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

Yes

No

(5)

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

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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?

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

No

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?

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 (see instructions).

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

2

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

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

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

0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. 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	19,160,970
b	Average of monthly cash balances.	1b	906,686
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	20,067,656
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	20,067,656
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	301,015
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,766,641
6	Minimum investment return. Enter 5% of line 5.	6	988,332

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	988,332
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	67,803
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	67,803
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	920,529
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	920,529
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	920,529

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	739,301
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	739,301
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	739,301
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 2012	(c) 2012	(d) 2013
1		Distributable amount for 2013 from Part XI, line 7			
2		Undistributed income, if any, as of the end of 2013			
a		Enter amount for 2012 only.			
b		Total for prior years 20__, 20__, 20__			
3		Excess distributions carryover, if any, to 2013			
a		From 2008.			
b		From 2009.			
c		From 2010.			
d		From 2011.			
e		From 2012.			
f		Total of lines 3a through e.			
4		Qualifying distributions for 2013 from Part XII, line 4 \$ 739,301			
a		Applied to 2012, but not more than line 2a			
b		Applied to undistributed income of prior years (Election required—see instructions).			
c		Treated as distributions out of corpus (Election required—see instructions).			
d		Applied to 2013 distributable amount.			
e		Remaining amount distributed out of corpus			
5		Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6		Enter the net total of each column as indicated below:			
a		Corpus Add lines 3f, 4c, and 4e Subtract line 5			
b		Prior years' undistributed income Subtract line 4b from line 2b.			
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.			
d		Subtract line 6c from line 6b Taxable amount—see instructions.			
e		Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.			
f		Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.			
7		Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).			
8		Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).			
9		Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.			
10		Analysis of line 9			
a		Excess from 2009.			
b		Excess from 2010.			
c		Excess from 2011.			
d		Excess from 2012.			
e		Excess from 2013.			

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 2013, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 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	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 address of the person to whom applications should be addressed

SEE 2B BELOW

150 N RADNOR CHESTER RD F200

RADNOR, PA 19087

(610) 975-9169

b

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

THE FOUNDATION USES AN ONLINE GRANT SYSTEM REQUIRING ALL FUNDING REQUESTS AND FOLLOW-UPS TO BE SUBMITTED ONLINE. THE SYSTEM CAN BE ACCESSED BY GOING TO THE APPLYING FOR A GRANT PAGE OF THE FOUNDATION'S WEBSITE (HTTP://WWW.NELSONFOUNDATIONPA.ORG/APPLYING/INDEX.HTML) AND CLICKING ON THE "ENTER APPLICATION AREA." AS OF JANUARY 1, 2013, THE FOUNDATION ADDED A LETTER OF INTENT (LOI) PHASE TO ITS APPLICATION PROCESS. AFTER REVIEW OF THE LOI BY THE FOUNDATION, SELECTED APPLICANTS MAY BE MOVED ON TO THE APPLICATION PHASE.

c

Any submission deadlines

LOI DEADLINES ARE JAN 31 AND AUG 31 AND (IF INVITED) APPLICATION DEADLINES ARE MAR 15 AND OCT 15

d

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

WE FUND 501(C)(3) ORGANIZATIONS THAT EXPAND OPPORTUNITIES FOR CHILDREN AND YOUTH TO BECOME RESPONSIBLE, PRODUCTIVE AND ENGAGED MEMBERS OF THEIR COMMUNITIES BY IMPROVING THEIR ACADEMIC, CHARACTER AND LEADERSHIP DEVELOPMENT. WE FOCUS ON SUPPORTING THE DEVELOPMENT OF THOSE AGES 6 TO 18, BUT SUPPORT IS NOT LIMITED TO THAT AGE GROUP. ORGANIZATIONS OF ALL SIZES ARE WELCOME TO APPLY. HOWEVER, WE BELIEVE THAT IMPACT MAY BE GREATEST SUPPORTING SMALLER ORGANIZATIONS. FUNDING IS RESTRICTED TO CHESTER, DELAWARE, MONTGOMERY AND PHILADELPHIA COUNTIES IN PA. FUNDING MAY INCLUDE GENERAL OPERATING, CAPITAL AND PROGRAM SUPPORT OR SEED FUNDING. WE ARE FOCUSED ON SUPPORTING NON-PROFIT ORGANIZATIONS WHOSE WORK ALIGNS WELL WITH OUR STRATEGIC PRIORITIES TO FILL GAPS IN LIFE SKILLS EDUCATION AND EXPERIENCES THAT WILL PREPARE FOR SUCCESS IN PERSONAL LIVES, EDUCATION, WORKPLACE AND COMMUNITIES, INVEST IN NEW IDEAS AND NEW RESOURCES, AND PROVIDE FOR UNMET NEEDS THAT HINDER DEVELOPMENT.

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	533,156
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part VIII Line 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
ALEXANDRA A ALDRIDGE	DIRECTOR, PRESIDENT 35 00	105,000	3,150	0
150 N RADNOR CHESTER RD SUITE F200 RADNOR, PA 19087				
FRED C ALDRIDGE	DIRECTOR, TREASURER AND FDN CONSULTANT 4 00	6,500	0	0
150 N RADNOR CHESTER RD SUITE F200 RADNOR, PA 19087				
BETH COYNE	DIRECTOR, SECRETARY 1 50	0	0	0
150 N RADNOR CHESTER RD SUITE F200 RADNOR, PA 19087				
RICHARD J FLANNERY	DIRECTOR, ASSISTANT SECRETARY 1 50	0	0	0
150 N RADNOR CHESTER RD SUITE F200 RADNOR, PA 19087				
FRANCIS D BURKE JR	ASSISTANT TREASURER 1 50	0	0	0
150 N RADNOR CHESTER RD SUITE F200 RADNOR, PA 19087				
GLORIA FELDMAN	EXECUTIVE ADMINISTRATOR 35 00	58,942	5,787	0
150 N RADNOR CHESTER RD SUITE F200 RADNOR, PA 19087				

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)				
a Paid during the year				
AARP EXPERIENCE CORPS PHILADELPHIA 1709 BENJAMIN FRANKLIN PARKWAY 8TH FLOOR PHILADELPHIA,PA 19103	NONE	PC	TUTORING PROGRAM FOR GRADES K-3	6,000
ACADEMY OF NATURAL SCIENCES 1900 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA,PA 191031195	NONE	PC	WINS EDUCATION PROGRAM	10,000
AMERICAN RED CROSS - SEPA 2221 CHESTNUT STREET PHILADELPHIA,PA 19103	NONE	PC	AFTER-SCHOOL PROGRAM	8,500
ANCILLAE-ASSUMPTA ACADEMY 2025 CHURCH ROAD WYNCOTE,PA 19095	NONE	PC	SUMMER ENRICHMENT PROGRAM	5,000
BOY SCOUTS OF AMERICACHESTER COUNTY COUNCIL 504 SOUTH CONCORD ROAD WEST CHESTER,PA 193825261	NONE	PC	CITIZENSHIP/LEADERSHIP PROGRAMMING FOR BOYS	7,500
BOY SCOUTS OF AMERICACRADLE OF LIBERTY COUNCIL 1485 VALLEY FORGE ROAD WAYNE,PA 19087	NONE	PC	SCOUTREACH	5,000
BOYS & GIRLS CLUBS OF PHILADELPHIA 1518 WALNUT ST SUITE 605 PHILADELPHIA,PA 19102	NONE	PC	YOUTH LITERACY INITIATIVE	7,500
BREAKTHROUGH OF GREATER PHILADELPHIA GERMANTOWN FRIENDS SCHOOL 34 WEST COULTER STREET PHILADELPHIA,PA 19144	NONE	PC	ACADEMIC ENRICHMENT PROGRAM FOR YOUTH	20,000
CASAYOUTH ADVOCATES PO BOX 407 MEDIA,PA 19603	NONE	PC	DIRECT ADVOCACY FOR CHILDREN/YOUTH	5,000
CENTRO NUEVA CREACION 185 W TIOGA STREET PHILADELPHIA,PA 19140	NONE	PC	AFTER SCHOOL PROGRAM	2,500
CHARLES A MELTON ARTS & EDUCATION CENTER 501 EAST MINOR STREET PO BOX 834 WEST CHESTER,PA 19380	NONE	PC	AFTER SCHOOL PROGRAM	3,500
CHESTER COUNTY FUTURES 704 HAYWOOD DRIVE EXTON,PA 19341	NONE	PC	EDUCATION ENRICHMENT	10,000
CHILD HOME & COMMUNITY 204 N WEST STREET 1 DOYLESTOWN,PA 18901	NONE	PC	PARENT TRAINING PROGRAM	4,000
COMMUNITY VOLUNTEERS IN MEDICINE 300 B LAWRENCE DRIVE WEST CHESTER,PA 19380	NONE	PC	DENTAL CARE FOR LOW- INCOME CHILDREN/YOUTH	5,000
CRADLES TO CRAYONS 30 CLIPPER ROAD WEST CONSHOHOCKEN,PA 19428	NONE	PC	AID FOR HOMELESS/LOW- INCOME CHILDREN/YOUTH	5,000
Total  3a				533,156

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)				
a Paid during the year				
EPISCOPAL COMMUNITY SERVICES 225 SOUTH THIRD STREET PHILADELPHIA,PA 19106	NONE	PC	AFTER-SCHOOL PROGRAM	3,500
FACE TO FACE 109 EAST PRICE STREET PHILADELPHIA,PA 19144	NONE	PC	AFTER-SCHOOL AND SUMMER PROGRAMS FOR CHILDREN	5,000
FRIENDS ASSOCIATION FOR CARE AND PROTECTION OF CHILDREN 113 WEST CHESTNUT STREET WEST CHESTER,PA 19380	NONE	PC	HOUSING AND ASSISTANCE FOR HOMELESS FAMILIES	3,000
GIRL SCOUTS OF EASTERN PA 300 MANOR ROAD MIQUON,PA 19444	NONE	PC	FUNDED TROOP PROGRAM	6,000
HEALTHY NEWSWORKS PO BOX 431 DREXEL HILL,PA 19029	NONE	PC	LITERACY PROGRAM	3,000
INN DWELLING 109 EAST PRICE STREET PHILADELPHIA,PA 19144	NONE	PC	OUT-OF-SCHOOL-TIME PROGRAMS FOR CHILDREN/YOUTH	3,500
INTER-FAITH HOUSING ALLIANCE OF MONT CO 31 SOUTH SPRING GARDEN ST AMBLER,PA 19002	NONE	PC	SHELTER PROGRAM	3,000
KENNETT AFTER-SCHOOL ASSOCIATIONAFTER THE BELL PO BOX 1068 KENNETT SQUARE,PA 19348	NONE	PC	AFTER-SCHOOL PROGRAM FOR CHILDREN/YOUTH	5,000
MATERNITY CARE COALITION 2000 HAMILTON STREET SUITE 205 PHILADELPHIA,PA 19130	NONE	PC	HEALTHCARE PROGRAM	2,000
MONTGOMERY CHILD ADVOCACY PROJECT 409 CHERRY STREET NORRISTOWN,PA 19401	NONE	PC	DIRECT ADVOCACY FOR CHILDREN/YOUTH	3,500
NORRIS SQUARE NEIGHBORHOOD PROJECT 2141 N HOWARD STREET PHILADELPHIA,PA 19122	NONE	PC	OUT-OF-SCHOOL-TIME PROGRAM FOR CHILDREN/YOUTH	3,500
NORTH PENN VALLEY BOYS & GIRLS CLUB 16 SUSQUEHANNA AVENUE PO BOX 103 LANSDALE,PA 19446	NONE	PC	AFTER SCHOOL PROGRAM	7,000
ONE HOUSE AT A TIME 411 SUSQUEHANNA ROAD AMBLER,PA 19002	NONE	PC	BEDS FOR KIDS PROGRAM FOR LOW-INCOME CHILDREN	3,500
PATHWAYS PA 310 AMOSLAND ROAD HOLMES,PA 19043	NONE	PC	AFTER-SCHOOL PROGRAM	2,200
PATRICIAN SOCIETY OF CENTRAL NORRISTOWN 121 EAST CHESTNUT STREET NORRISTOWN,PA 19401	NONE	PC	SUMMER CAMP FOR CHILDREN	3,000
Total  3a				533,156

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)				
a <i>Paid during the year</i>				
PHILADELPHIA ACADEMIES INC 230 S BROAD STREET SUITE 1300 PHILADELPHIA,PA 19102	NONE	PC	ACADEMIC ENRICHMENT FOR YOUTH	5,000
PHILADELPHIA EDUCATION FUND 1709 BENJAMIN FRANKLIN PARKWAY SUITE 700 PHILADELPHIA,PA 19103	NONE	PC	EDUCATION AID FOR HIGH SCHOOL GRADUATES	12,500
PHILADELPHIA FUTURES 230 S BROAD STREET 7TH FLOOR PHILADELPHIA,PA 19102	NONE	PC	EDUCATION AID FOR YOUTH	30,000
PHILADELPHIA READS 325 CHESTNUT STREET SUITE 903 PHILADELPHIA,PA 19106	NONE	PC	LITERACY PROGRAM FOR CHILDREN	6,000
PHILADELPHIA SCHOOL PARTNERSHIP 150 S INDEPENDENCE MALL WEST SUITE 1200 PHILADELPHIA,PA 19106	NONE	PC	PROGRAM TO PROVIDE SCHOOL STUDENTS ACCESS TO TOP-QUALITY PHILADELPHIA SCHOOLS	7,500
PHILADELPHIA STUDENT UNION 4205 CHESTNUT STREET 2ND FLOOR PHILADELPHIA,PA 19104	NONE	PC	LEADERSHIP/CITIZENSHIP PROGRAM FOR YOUTH	3,000
PHILADELPHIA WOODEN BOAT FACTORY 4500 WORTH STREET SUITE L2 PHILADELPHIA,PA 19124	NONE	PC	OUT-OF-SCHOOL-TIME PROGRAM FOR YOUTH	4,000
PHOENIXVILLE AREA POSITIVE ALTERNATIVES 400 FRANKLIN AVE SUITE 226 PHOENIXVILLE,PA 19460	NONE	PC	AFTER SCHOOL PROGRAM	3,000
POLICE ATHLETIC LEAGUE OF PHILADELPHIA SCHOLARSHIP FOUNDATION 2524 EAST CLEARFIELD STREET PHILADELPHIA,PA 19134	NONE	PC	COLLEGE AID FOR THE NEEDY	25,000
PROJECT FORWARD LEAP 100 N 18TH STREET SUITE 300 PHILADELPHIA,PA 19103	NONE	PC	ACADEMIC ENRICHMENT PROGRAM FOR YOUTH	20,000
PUBLIC CITIZENS FOR CHILDREN AND YOUTH 1709 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA,PA 19103	NONE	PC	HEALTH OUTREACH PROGRAM	5,000
REESE STREET COMMUNITY CENTER DBA AYUDA COMMUNITY CENTER 4400 N MARSHALL STREET PHILADELPHIA,PA 19140	NONE	PC	OUT-OF-SCHOOL TIME PROGRAM	5,000
RHAWNHRST TURNING POINT 7812 CASTOR AVENUE FIRST FLOOR PHILADELPHIA,PA 19152	NONE	PC	OUT-OF-SCHOOL TIME PROGRAM	4,000
RETIRED & SENIOR VOLUNTEER PROGRAM OF MONTGOMERY COUNTY 925 HARVEST DRIVE SUITE 100 PHILADELPHIA,PA 19422	NONE	PC	EDUCATION/MENTORING FOR YOUTH	5,000
SMITH MEMORIAL PLAYGROUND 3500 RESERVOIR DRIVE EAST FAIRMOUNT PARK PHILADELPHIA,PA 19121	NONE	PC	RECREATION PROGRAM FOR CHILDREN	3,000
Total  3a				533,156

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)				
a Paid during the year				
ST AUGUSTINE ACADEMY 1208 GREEN STREET NORRISTOWN, PA 19401	NONE	PC	AFTER SCHOOL ENRICHMENT PROGRAM	2,500
STEPPINGSTONE SCHOLARS 4112 STATION STREET UNIT D PHILADELPHIA, PA 19127	NONE	PC	EDUCATION ACCESS/SUPPORT PROGRAM FOR CHILDREN/YOUTH	15,000
SUMMER SEARCH 1528 WALNUT STREET SUITE 1006 PHILADELPHIA, PA 19102	NONE	PC	EDUCATION/MENTORING PROGRAM FOR YOUTH	5,000
SUPPORT CENTER FOR CHILD ADVOCATES 1900 CHERRY STREET PHILADELPHIA, PA 19103	NONE	PC	PROJECT FOR YOUTH EDUCATIONAL SUCCESS	7,000
TALLER PUERTORRIQUENO INC 2721 N 5TH ST PHILADELPHIA, PA 19133	NONE	PC	AFTER SCHOOL AND SUMMER ENRICHMENT	2,500
TREDYFFRIN & EASTTOWN CARE PO BOX 2111 SOUTHEASTERN, PA 19399	NONE	PC	COLLEGE ASSISTANCE PROGRAM	3,000
TRISKELES 707 EAGLEVIEW BOULEVARD SUITE 105 EXTON, PA 19341	NONE	PC	OUT-OF-SCHOOL TIME PROGRAMS FOR AT-RISK TEENS	2,500
TURNING POINTS FOR CHILDREN 415 S 15TH STREET PHILADELPHIA, PA 19146	NONE	PC	PARENTING EDUCATION PROGRAM FOR TEEN MOTHERS AND THEIR CHILDREN	2,500
VNA COMMUNITY SERVICES 1421 HIGHLAND AVENUE ABINGTON, PA 190012685	NONE	PC	HEALTHCARE/PRE-SCHOOL SCREENING PROGRAM	5,000
WAGNER FREE INSTITUTE OF SCIENCE 1700 WEST MONTGOMERY AVENUE PHILADELPHIA, PA 19121	NONE	PC	SCIENCE EDUCATION PROGRAM FOR ELEMENTARY SCHOOL CHILDREN	5,000
WEST CHESTER AREA DAY CARE CENTER 501 EAST NIELDS STREET WEST CHESTER, PA 19382	NONE	PC	INFANT/TODDLER PLAYGROUND PROJECT	3,500
WOMEN'S RESOURCE CENTER OF THE DELAWARE VALLEY 113 W WAYNE AVENUE PO BOX 596 WAYNE, PA 19087	NONE	PC	GIRLS LEADERSHIP PROGRAM	3,000
YOUTH SERVICE INC 410 N 34TH STREET PHILADELPHIA, PA 19104	NONE	PC	CRISIS NURSERY PROGRAM	2,500
NELSON SCHOLARSHIP PROGRAM THE WHARTON SCHOOL UNIVERSITY OF PENNSYLVANIA 3600 LOCUST WALK PHILADELPHIA, PA 19104	NONE	PC	COLLEGE SCHOLARSHIP PROGRAM	157,956
CHILDRENS SCHOLARSHIP FUND PHILADELPHIA 100 SOUTH BROAD STREET SUITE 1200 PHILADELPHIA, PA 19110	NONE	PC	EDUCATION AID	10,000
Total  3a				533,156

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)				
a <i>Paid during the year</i>				
SQUASHSMARTS INC 3890 N 10TH STREET PHILADELPHIA,PA 19140	NONE	PC	OUT-OF-SCHOOL TIME ACADEMIC/LITERACY PROGRAM	3,000
THE GARAGE COMMUNITY AND YOUTH CENTER 115 S UNION STREET KENNETT SQUARE,PA 19348	NONE	PC	AFTER SCHOOL PROGRAMS	4,000
Total  3a				533,156

**TY 2013 Investments Corporate
Bonds Schedule****Name:** GRACE S AND W LINTON NELSON FOUNDATION**EIN:** 22-2583922

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ACCT 0594 AGINCOURT CAPITAL MANAGEMENT CORE FIXED INCOME	3,252,437	3,213,252

**TY 2013 Investments Corporate
Stock Schedule****Name:** GRACE S AND W LINTON NELSON FOUNDATION**EIN:** 22-2583922

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACCT 3797 MUTUAL FUND/ETF MANAGED ACCOUNT	5,296,892	5,825,990
ACCT 1984 ALGER MANAGEMENT INC. ALL CAP GROWTH	1,229,472	1,446,696
ACCT 1988 LEE MUNDER CAPITAL GROUP SMALL CAP GROWTH	390,076	423,379
ACCT 1985 RED GRANITE ADVISORS LG CAP EQUITY GROWTH	1,215,526	1,460,091
ACCT 1987 MFS INVESTMENT ADVISORS INC. LG CAP VALUE	1,244,370	1,404,388
ACCT 1989 ELESSAR INVESTMENT MANAGEMENT LLC SMALL CAP VALUE	351,613	415,040
ACCT 1990 THOMAS WHITE INTERNATIONAL INTERNATIONAL ADR	606,187	671,173
ACCT 1991 INVESCO INTERNATIONAL GROWTH	562,007	641,799
ACCT 3796 MUTUAL FUND/ETF MANAGED ACCOUNT	873,936	866,295
ACCT 1986 CAMBRIAR INVESTORS LLC LARGE CAP VALUE	1,222,909	1,345,284

TY 2013 Investments - Other Schedule

Name: GRACE S AND W LINTON NELSON FOUNDATION

EIN: 22-2583922

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MCCA ABSOLUTE RETURN FUND LLP	AT COST	1,700,000	1,749,752
MCCA STRATEGIC RETURN FUND LLP	AT COST	950,000	1,011,312

TY 2013 Legal Fees Schedule

Name: GRACE S AND W LINTON NELSON FOUNDATION

EIN: 22-2583922

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	212	0		212

TY 2013 Other Decreases Schedule**Name:** GRACE S AND W LINTON NELSON FOUNDATION**EIN:** 22-2583922

Description	Amount
BASIS ADJUSTMENTS FOR WASH SALES	14,294
OTHER BASIS AND TAX/BOOK TIMING ADJUSTMENTS	39,635

TY 2013 Other Expenses Schedule**Name:** GRACE S AND W LINTON NELSON FOUNDATION**EIN:** 22-2583922

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
POSTAGE	285	0		285
RECORDS MANAGEMENT	1,768	0		1,768
COMPUTER/TECHNOLOGY	2,001	0		2,001
OFFICE SUPPLIES AND EXPENSES	1,142	221		921
D&O LIABILITY INSURANCE	1,250	250		1,000
WORKERS COMP INSURANCE	1,105	221		884
INVESTMENT TRANSACTION FEES	377	377		0
PROFESSIONAL ASSOCIATION DUES	1,750	0		1,750

TY 2013 Other Liabilities Schedule

Name: GRACE S AND W LINTON NELSON FOUNDATION

EIN: 22-2583922

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL WITHHOLDING	751	31

TY 2013 Other Professional Fees Schedule

Name: GRACE S AND W LINTON NELSON FOUNDATION

EIN: 22-2583922

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	96,257	96,257		0

TY 2013 Taxes Schedule**Name:** GRACE S AND W LINTON NELSON FOUNDATION**EIN:** 22-2583922

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	70,825	0		0
PAYROLL TAXES	13,071	1,659		11,412
FOREIGN TAXES W/H	970	970		0