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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

▶ **Do not enter social security numbers on this form as it may be made public.**
▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
Samuel S Fels Fund

% SAMUEL S FELS FUND

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1528 Walnut Street

City or town, state or province, country, and ZIP or foreign postal code
Philadelphia, PA 19102

A Employer identification number
23-1365325

B Telephone number (see instructions)
(215) 731-9455

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 49,415,945

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)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	5,030			
	4	Dividends and interest from securities	1,463,001	1,463,001		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	544,655			
	b	Gross sales price for all assets on line 6a 6,205,604				
	7	Capital gain net income (from Part IV, line 2)		544,655		
	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)	1,349			
	12	**Total.** Add lines 1 through 11	2,014,035	2,007,656		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	191,207	9,560		181,647
	14	Other employee salaries and wages	70,474	3,524		66,950
	15	Pension plans, employee benefits	168,376	8,419		89,670
	16a	Legal fees (attach schedule)	3,183	159		3,024
	b	Accounting fees (attach schedule)	34,897	1,745	0	33,152
	c	Other professional fees (attach schedule)	198,133	190,153		7,980
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	48,753	771		14,658
	19	Depreciation (attach schedule) and depletion	4,056	203		
	20	Occupancy				
	21	Travel, conferences, and meetings	2,798			2,798
	22	Printing and publications				
	23	Other expenses (attach schedule)	103,975	3,652		100,323
	24	**Total operating and administrative expenses.** Add lines 13 through 23	825,852	218,186	0	500,202
	25	Contributions, gifts, grants paid	1,581,125			1,901,125
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,406,977	218,186	0	2,401,327
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-392,942			
	b	**Net investment income** (if negative, enter -0-)		1,789,470		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	480	480	480
	2	Savings and temporary cash investments	60,013	97,490	97,490
	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	0	74,519	74,519
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ 25,209			
		Less accumulated depreciation (attach schedule) ▶ 13,766	14,021	11,443	11,443
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	50,359,395	49,218,473	49,218,473
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	10,415	13,540	13,540
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	50,444,324	49,415,945	49,415,945
Liabilities	17	Accounts payable and accrued expenses	5,207	7,808	
	18	Grants payable	635,000	315,000	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	149,072	174,776	
	23	**Total liabilities** (add lines 17 through 22)	789,279	497,584	
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	49,655,045	48,918,361	
	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 instructions)	49,655,045	48,918,361	
	31	**Total liabilities and net assets/fund balances** (see instructions)	50,444,324	49,415,945	

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	49,655,045
2	Enter amount from Part I, line 27a	2	-392,942
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	49,262,103
5	Decreases not included in line 2 (itemize) ▶	5	343,742
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	48,918,361

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	See Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	544,655
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 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))
2013	2,257,018	47,433,553	0 047583
2012	1,942,017	43,575,528	0 044567
2011	2,161,431	43,556,485	0 049624
2010	2,397,151	40,917,416	0 058585
2009	2,395,015	36,895,217	0 064914

2	**Total** of line 1, column (d).	2	0 265273
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 053055
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	49,248,277
5	Multiply line 4 by line 3	5	2,612,867
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	17,895
7	Add lines 5 and 6	7	2,630,762
8	Enter qualifying distributions from Part XII, line 4.	8	2,401,327

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 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	35,789
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	
3	Add lines 1 and 2			3	35,789
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	35,789
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	114,800		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	114,800
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	79,011
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 36,000 **Refunded** ▶			11	43,011

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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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 ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *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? *If "Yes," attach the statement required by General Instruction T*	5		No
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 2014 or the taxable year beginning in 2014 (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 SAMFELS ORG

14 The books are in care of ▶SAMUEL S FELS FUND Telephone no ▶(215) 731-9455

Located at ▶1528 WALNUT STREET SUITE 1002 PHILADELPHIA PA ZIP+4 ▶19102

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 |

			Yes	No
16	At any time during calendar year 2014, 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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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 instructions)?		1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ 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		No
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 2014 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 2014 .)*		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 2014?		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 4945(d)(4)(A)? (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**		No

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
ROBIN CULMER 1616 WALNUT STREET PHILADELPHIA,PA 19103	OFFICE ADMINISTRATOR 40 0	58,594	29,331	
Total number of other employees paid over $50,000 ▶				

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

Total number of others receiving over $50,000 for professional services. . . . . ▶

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 THE FUND'S PURPOSE IS TO MAKE GRANTS IN PHILADELPHIA, PA FOLLOWING THE FOUNDER'S WISH "TO BRING TO THE AVERAGE PERSON GREATER HEALTH, HAPPINESS & A FULLER UNDERSTANDING OF THE	
2 MEANING & PURPOSES OF LIFE " THE FUND FOCUSES ON SUPPORT FOR ARTS, EDUCATION & COMMUNITY GRANTS IN ARTS ARE FOR EMERGING & SMALL PROFESSIONAL ORGANIZATIONS MOST GRANTS IN EDUCATION	
3 SUPPORT IMPROVEMENT IN CITY PUBLIC SCHOOLS OR LITERACY GRANTS IN COMMUNITY ENCOMPASS SERVICES FOR IMMIGRANTS, LEGAL AID, PROGRAMS THAT MITIGATE HOMELESSNESS, ACCESS TO AFFORD-	
4 ABLE HOUSING, PROGRAMS FOR THE MOST VULNERABLE POPULATIONS, COMMUNITY ARTS, NEIGHBORHOOD IMPROVEMENT, BEAUTIFICATION & GREENING, REPRODUCTIVE FREEDOM & SOCIAL & ECONOMIC JUSTICE	

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 NONE	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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	49,963,823
b	Average of monthly cash balances	1b	34,428
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	49,998,251
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	49,998,251
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	749,974
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	49,248,277
6	**Minimum investment return.** Enter 5% of line 5	6	2,462,414

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	2,462,414
2a	Tax on investment income for 2014 from Part VI, line 5	2a	35,789		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	35,789
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,426,625
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,426,625
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,426,625

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	2,401,327
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,401,327
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,401,327

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7					2,426,625
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only.				0	
b Total for prior years 2012 , 2011 , 2010			0		
3 Excess distributions carryover, if any, to 2014					
a From 2009.	566,240				
b From 2010.	373,120				
c From 2011.	16,327				
d From 2012.					
e From 2013.					
f **Total** of lines 3a through e.		955,687			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 2,401,327					
a Applied to 2013, but not more than line 2a				0	
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 2014 distributable amount.					2,401,327
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a))*		25,298			25,298
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		930,389			
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.					
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)					
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .		540,942			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		389,447			
10 Analysis of line 9					
a Excess from 2010. . . .	373,120				
b Excess from 2011. . . .	16,327				
c Excess from 2012. . . .					
d Excess from 2013. . . .					
e Excess from 2014. . . .					

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 2014, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SAMUEL S FELS FUND
1525 Walnut Street Suite 1002
PHILADELPHIA,PA 191023627
(215) 731-9455

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

PROPOSAL COVER SHEET AND GUIDELINES ARE AVAILABLE ON THE SAMUEL S FELS SUND WEBSITE, WWW SAMFELS ORG

c Any submission deadlines

NONE

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

LISTED ON SAMUEL S FELS FUND WEBSITE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,901,125
b *Approved for future payment* SEE STATEMENT B 1528 Walnut Street Philadelphia, PA 19102			Future grants	100,000
Total . . . . ▶ **3b**				100,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	1,468,031	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	544,655	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a OTHER INCOME			41	1,349	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				2,014,035	

13 Total. Add line 12, columns (b), (d), and (e). **13** 2,014,035

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		No
(2) Other assets.	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
(4) Reimbursement arrangements.	**1b(4)**		No
(5) Loans or loan guarantees.	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

******	2016-11-23	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
MARC R BERGER CPA				P01871563

Firm's name ▶ BDO USA LLP	Firm's EIN ▶
Firm's address ▶ 1801 MARKET STREET SUITE 1700 PHILADELPHIA, PA 19103	Phone no (215) 564-1900

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

(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)
10570 825 SHS TOUCHSTONE CAPITAL	P	2013-01-01	2014-03-11
5248 793 VANGUARD TOTAL STOCK MARKET INDEX			2014-03-12
30120 482 SHS FIDELITY FLOATING RATE HIGH INCOME			2014-05-02
27829 314 SHS VANGUARD TOTAL BOND MARKET			2014-05-02
1490 SHS ISHARES RUSSELL 1000		2013-07-11	2014-07-21
32347 SHS VANGUARD TOTAL BOND MARKET INDEX		2013-07-02	2014-07-21
7967 SHS PIMCO TOTAL RETURN FUND			2014-10-29
353875 SHS PIMCO TOTAL RETURN FUND			2014-10-29
5809 247 SHS VANGUARD SMALL CAP GROWTH FUND		2013-07-11	2014-10-29
8044 038 SHS VANGUARD TOTAL STOCK MARKET INDEX		2013-07-02	2014-10-29

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

(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)
249,965		208,391	41,574
249,965		112,623	137,342
299,965		299,420	545
299,965		289,419	10,546
150,867		128,722	22,145
349,965		336,407	13,558
87,082		85,663	1,419
3,867,830		3,804,807	63,023
250,000		222,897	27,103
400,000		172,600	227,400

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			41,574
			137,342
			545
			10,546
			22,145
			13,558
			1,419
			63,023
			27,103
			227,400

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
DR SANDRA FEATHERMAN 1528 Walnut Street Philadelphia, PA 19102	BOARD MEMBER 1 0	3,352		
DAVID H WICE ESQ 1528 Walnut Street Philadelphia, PA 19102	BOARD MEMBER 1 0	4,052		
BEVERLY COLEMAN 1528 Walnut Street Philadelphia, PA 19102	TREASURER 1 0	4,052		
IDA K CHEN 1528 Walnut Street Philadelphia, PA 19102	BOARD MEMBER 1 0	4,052		
HELEN CUNNINGHAM 1528 Walnut Street Philadelphia, PA 19102	EXECUTIVE DIRECTOR/SECRETARY 40 0	153,431	31,630	
PHOEBE HADDON 1528 Walnut Street Philadelphia, PA 19102	BOARD MEMBER 1 0	1,326		
VALERIE CLAYTON 1528 Walnut Street Philadelphia, PA 19102	VICE PRESIDENT 1 0	6,780		
JOHN RICE 1528 Walnut Street Philadelphia, PA 19102	BOARD MEMBER 1 0	4,870		
LEONARD RIESER 1528 Walnut Street Philadelphia, PA 19102	BOARD MEMBER 1 0	4,052		
Pari Hashemi 1528 Walnut Street Philadelphia, PA 19102	Board Member 1 0	1,188		
Gabriel Mandujano 1528 Walnut Street Philadelphia, PA 19102	Board Member 1 0	4,052		

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT A - EDUCATION 1616 Walnut Street Suite 800 Philadelphia, PA 19103			Education	557,500
SEE STATEMENT A - ARTS 1616 Walnut Street Suite 800 Philadelphia, PA 19103			Arts	223,000
SEE STATEMENT A - COMMUNITY SERVICES 1616 Walnut Street Suite 800 Philadelphia, PA 19103			Community Services	1,026,500
SEE STATEMENT A - INTERNS 1616 Walnut Street Suite 800 Philadelphia, PA 19103			Interns	90,000
SEE STATEMENT A - MEMBERSHIP 1616 Walnut Street Suite 800 Philadelphia, PA 19103			Membership	4,125
Total . . . . ▶ **3a**				1,901,125

TY 2014 Accounting Fees Schedule

Name: Samuel S Fels Fund

EIN: 23-1365325

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & AUDITING FEES	34,897	1,745		33,152

TY 2014 All Other Program Related Investments Schedule

Name: Samuel S Fels Fund

EIN: 23-1365325

Category	Amount
NONE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2014 Depreciation Schedule

Name: Samuel S Fels Fund

EIN: 23-1365325

TY 2014 Investments - Other Schedule

Name: Samuel S Fels Fund

EIN: 23-1365325

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
COMMUNITY INVESTMENT		100,000	100,000
MUTUAL FUNDS		49,118,473	49,118,473

TY 2014 Other Assets Schedule

Name: Samuel S Fels Fund

EIN: 23-1365325

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID INSURANCE	1,524	3,733	3,733
ACCRUED INTEREST AND DIVIDENDS	750	0	0
PREPAID MISCELLANEOUS	1,272	2,938	2,938
SECURITY DEPOSIT	6,869	6,869	6,869

TY 2014 Other Decreases Schedule

Name: Samuel S Fels Fund

EIN: 23-1365325

Description	Amount
UNREALIZED LOSS ON INVESTMENT	343,742

TY 2014 Other Expenses Schedule

Name: Samuel S Fels Fund

EIN: 23-1365325

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	7,393	370		7,023
RENT	51,676	2,584		49,092
OFFICE EXPENSE	10,686	534		10,152
DUES & SUBSCRIPTIONS	1,620			1,620
MISCELLANEOUS	2,364			2,364
SPECIAL PROJECTS	2,610			2,610
STAFF & BOARD DEVELOPMENT	3,285	164		3,121
REAPIRS & MAINTENANCE	9,723			9,723
PROPOSAL EVALUATION	14,562			14,562
BANK CHARGES	56			56

TY 2014 Other Liabilities Schedule

Name: Samuel S Fels Fund

EIN: 23-1365325

Description	Beginning of Year - Book Value	End of Year - Book Value
POST EMPLOYMENT BENEFITS	10,108	77,232
DEFERRED EXCISE TAXES	104,382	97,544
EXCISE TAXES PAYABLE	34,582	0

TY 2014 Other Professional Fees Schedule

Name: Samuel S Fels Fund

EIN: 23-1365325

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	189,733	189,733		
CONSULTING FEES	8,400	420		7,980

TY 2014 Taxes Schedule

Name: Samuel S Fels Fund

EIN: 23-1365325

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	15,429	771		14,658
FEDERAL EXCISE TAXES	33,324			

SAMUEL S FELS FUND
GRANTS PAID
12 31 14

Date	Name	Amount
Education		
02/14/2014	50CAN	7,500 00
03/14/2014	Children's Literacy Initiative	50,000 00
03/14/2014	Fels Institute of Government	75,000 00
03/14/2014	Asian American United	10,000 00
03/14/2014	Dancing Classrooms	7,500 00
03/14/2014	Philadelphia Academies	25,000 00
03/14/2014	Philadelphia Education Fund	35,000 00
03/14/2014	Philadelphia Public School Notebook	15,000 00
03/14/2014	Philadelphia Writing Project, Univ of PA	10,000 00
03/14/2014	Starfinder Foundation	10,000 00
06/13/2014	Philadelphia School Partnership	50,000 00
06/13/2014	Education Plus	15,000 00
06/13/2014	Springboard Collaborative	25,000 00
06/13/2014	Scholar Academies	20,000 00
09/19/2014	International Ballet Exchange	5,000 00
09/19/2014	Philadelphia Education Fund	10,000 00
09/19/2014	Musicopia, Inc	7,500 00
09/19/2014	Trustees of the University of Pennsylvani	20,000 00
09/19/2014	Summer Search	15,000 00
09/19/2014	Teach for America	35,000 00
09/19/2014	Youth Empowerment Services	20,000 00
12/12/2014	Breakthrough of Greater Philadelphia	15,000 00
12/12/2014	KIPP Philadelphia Schools	25,000 00
12/12/2014	Settlement Music School	5,000 00
12/12/2014	Public Interest Law Center of Philadelphi	20,000 00
12/12/2014	Free Library of Philadelphia	25,000 00
	TOTAL Education	557,500 00
Arts		
02/14/2014	Ballet Fleming	3,000 00
02/14/2014	Leah Stein Dance Company	3,000 00
02/14/2014	Mascher Dance Inc	3,000 00
02/14/2014	Commonwealth Classic Theatre Company	3,000 00
02/14/2014	Eleventh Hour Theatre Company	3,000 00
02/14/2014	Inis Nua Theatre Company	3,000 00
02/14/2014	New City Stage Company	3,000 00
02/14/2014	Shakespeare in Clark Park	3,000 00
02/14/2014	The Miami Foundation	3,000 00
02/14/2014	Cliveden of the National Trust	3,000 00
02/14/2014	Al-Bustan Seeds Culture	3,000 00
02/14/2014	City Parks Association	3,000 00
02/14/2014	CultureWorks of Greater Philadelphia	3,000 00
02/14/2014	Painted Bride Art Center	3,000 00
02/14/2014	Philadelphia Folklore Project	3,000 00
02/14/2014	Tiny Dynamite, Inc	3,000 00
02/14/2014	Bach Festival of Philadelphia	3,000 00
02/14/2014	Crossroads Music	3,000 00
02/14/2014	Dolce Suono Chamber Music Concert Series	3,000 00
02/14/2014	Piffaro	3,000 00
02/14/2014	The Artblog, Inc	3,000 00
02/14/2014	The Center for Art in Wood	3,000 00
02/14/2014	CultureWorks of Greater Philadelphia	3,000 00
02/14/2014	Jazz Bridge Project	3,000 00
02/14/2014	Philadelphia Volunteer Lawyers for the Ar	3,000 00
06/13/2014	Dance Iquail	3,000 00
06/13/2014	Group Motion Multi-Media	3,000 00
06/13/2014	Koresh Dance Company	3,000 00
06/13/2014	KYL Dancers	3,000 00
06/13/2014	Miller Rothlein	3,000 00
06/13/2014	Nicole Canuso Dance Company	3,000 00
06/13/2014	Pasion Y Arte	3,000 00

STATEMENT A

SAMUEL S FELS FUND
GRANTS PAID
12 31 14

Date	Name	Amount
06/13/2014	Performance Garage	3,000 00
06/13/2014	Fractured Atlas	3,000 00
06/13/2014	Usiloquy Dance Designs	3,000 00
06/13/2014	Headlong Dance Theater	3,000 00
06/13/2014	Azuka Theatre Collective	3,000 00
06/13/2014	Wilma Theater	3,000 00
06/13/2014	Fractured Atlas	3,000 00
06/13/2014	Brat Productions	3,000 00
06/13/2014	1812 Producations, Inc	3,000 00
06/13/2014	Idiopathic Ridiculophathy Consortium	3,000 00
06/13/2014	Fractured Atlas	3,000 00
06/13/2014	Pig Iron Theatre Company	3,000 00
06/13/2014	Plays and Players	3,000 00
06/13/2014	Astral Artistic Services	3,000 00
06/13/2014	First Person Arts	3,000 00
06/13/2014	Intercultural Journeys, Inc	3,000 00
06/13/2014	Kimmel Center	5,000 00
06/13/2014	Greater Philadelphia Film Office	3,000 00
06/13/2014	Raices Culturales Latinoamericanas	3,000 00
06/13/2014	CultureWorks of Greater Philadelphia	3,000 00
06/13/2014	Three Aksha	3,000 00
06/13/2014	Black Pearl Chamber Orchestra	3,000 00
06/13/2014	The Crossing, Inc	3,000 00
06/13/2014	Mendelssohn Club	5,000 00
06/13/2014	Network for New Music	3,000 00
06/13/2014	Orchestra 2001	3,000 00
06/13/2014	Philadelphia Singers	5,000 00
06/13/2014	PRISM Quartet	3,000 00
06/13/2014	Art-Reach	3,000 00
06/13/2014	Dance USA	5,000 00
06/13/2014	Philadelphia Dance Projects	3,000 00
06/13/2014	Philadelphia Photo Arts Center	5,000 00
06/13/2014	Thre Resource Exchange	3,000 00
06/13/2014	CultureWorks of Greater Philadelphia	3,000 00
06/13/2014	Philadelphia's Magic Gardens	3,000 00
06/13/2014	The Print Center	3,000 00
06/13/2014	Vox Populi	3,000 00
06/13/2014	The Center for Emerging Visual Artists	3,000 00
07/22/2014	Positive Space	3,000 00
	TOTAL Arts	223,000 00
		223,000 00
Community service		
03/14/2014	Franklin Institute	125,000 00
03/14/2014	Free Library of Philadelphia Foundation	75,000 00
03/14/2014	African Cultural Alliance of North Americ	10,000 00
03/14/2014	Asian Arts Initiative	15,000 00
03/14/2014	Church of the Advocate	20,000 00
03/14/2014	HIAS and Council Migration Service	20,000 00
03/14/2014	John Bartram Association	10,000 00
03/14/2014	Juntos	15,000 00
03/14/2014	Neighborhood Bike Works	15,000 00
03/14/2014	Neighborhood Gardens Trust	10,000 00
03/14/2014	Preservation Alliance for Greater Phila	15,000 00
03/14/2014	Supportive Older Women's Network	10,000 00
03/14/2014	Urban Tree Connection	15,000 00
03/14/2014	Women Against Abuse	15,000 00
03/14/2014	Philadelphia Youth Network	30,000 00
05/12/2014	Samuel S Fleisher Art Memorial, Inc	5,000 00
06/13/2014	Artistas y Musicos Latino Americanos	7,500 00
06/13/2014	Art Well	7,500 00
06/13/2014	After School Activities Partnerships	7,500 00

Date	Name	Amount
06/13/2014	Texas Defender Service	10,000 00
06/13/2014	Cambodian Assoc of Greater Phila	15,000 00
06/13/2014	Center for Advocacy for Rights of Elderly	10,000 00
06/13/2014	Clara Bell Duvall Reproductive Freedom Pr	10,000 00
06/13/2014	Community Legal Services, Inc	20,000 00
06/13/2014	Juvenile Law Center	20,000 00
06/13/2014	Mazzoni Center	15,000 00
06/13/2014	Norris Square Neighborhood Project	7,500 00
06/13/2014	People's Emergency Center	15,000 00
06/13/2014	Play On, Philly!	20,000 00
06/13/2014	Restaurant Opportunities Center of Phila	15,000 00
06/13/2014	Welcoming Center for New PA	20,000 00
06/13/2014	Women's Community Revitalization Project	15,000 00
06/13/2014	Families Forward Philadelphia	3,500 00
09/19/2014	Casa Monarca	7,500 00
09/19/2014	Reconstruction, Inc	7,500 00
09/19/2014	Equality Pennsylvania Education Fund	10,000 00
09/19/2014	Esperanza Immigration Legal Services	15,000 00
09/19/2014	Gearing Up	13,000 00
09/19/2014	Greater Philadelphia Cultural Alliance	15,000 00
09/19/2014	Homeless Advocacy Project	20,000 00
09/19/2014	Housing Alliance of Pennsylvania	15,000 00
09/19/2014	Methodist Home for Children	15,000 00
09/19/2014	Mighty Writers	7,500 00
09/19/2014	North Light Community Center	15,000 00
09/19/2014	Phila Association of Comm Development	15,000 00
09/19/2014	Partners for Sacred Places	10,000 00
09/19/2014	Fund For Philadelphia	15,000 00
09/19/2014	POWER	15,000 00
09/19/2014	Public Citizens for Children and Youth	5,000 00
09/19/2014	Smith Memorial Playground	5,000 00
09/19/2014	Support Center for Child Advocates	10,000 00
09/19/2014	Weavers Way Community Programs	10,000 00
09/19/2014	Youth Services Inc	15,000 00
11/14/2014	Hispanics in Philanthropy	15,000 00
11/14/2014	Interfaith Center of Greater Philadelphia	7,500 00
12/12/2014	United Way of Greater Philadelphia/SE NJ	15,000 00
12/12/2014	Broad Street Ministry	35,000 00
12/12/2014	Maternity Care Coalition	20,000 00
12/12/2014	Pathways to Housing PA	5,000 00
12/12/2014	Pennsylvania Immigration & Citizenship Co	15,000 00
12/12/2014	The Philadelphia Foundation	10,000 00
12/12/2014	SHARE Food Program	15,000 00
12/12/2014	Singing City	5,000 00
12/23/2014	The Simple Way	20,000 00
	TOTAL Community service	1,026,500 00
Interns		
02/14/2014	The Clay Sudio	6,000 00
02/14/2014	The Coalition Against Hunger	6,000 00
02/14/2014	Community Legal Services, Inc	6,000 00
02/14/2014	Friends of Farmworkers	6,000 00
02/14/2014	Lutheran Settlement House	6,000 00
02/14/2014	Mighty Writers	6,000 00
02/14/2014	New City Stage Company	6,000 00
02/14/2014	Philadelphia Public School Notebook	6,000 00
02/14/2014	Philadelphia Young Playwrights	6,000 00
02/14/2014	Project H O M E	6,000 00
02/14/2014	Senior Law Center	6,000 00
02/14/2014	Temple Gallery/Tyler School Temple Univ	6,000 00
02/14/2014	Welcoming Center	6,000 00
02/14/2014	Women's Law Project	6,000 00
02/14/2014	Philadelphia Folklore Project	6,000 00

SAMUEL S FELS FUND
GRANTS PAID
12 31 14

Date	Name	Amount
	TOTAL Interns	90,000 00
5107 Membership		
03/12/2014	Philanthropy Network Greater Philadelphia	4,125 00
	TOTAL Membership	4,125 00
	Total Grant Expense (Cash Basis)	**1,901,125 00**

Samuel S. Fels Fund

Statement B

Part XV, Supplementary Information

Grants Approved for Future Payment

For the year ended December 31, 2014

Payee Organization	Payment Amount	
Springboard Collaborative	$ 25,000.00	Education
Free Library of Philadelphia Foundation-Read by 4th	$ 25,000.00	Education
KIPP Philadelphia Charter School	$ 25,000.00	Education
Housing Alliance of Pennsylvania	$ 15,000.00	Community
Taxi Workers Alliance of Pennsylvania	$ 10,000.00	Community
Total approved for future payment	$ 100,000.00	

Samuel S. Fels Fund

Part I, Column A, Line 25

Grants Paid per Books

For the year ended December 31, 2014

Statement C

Payee Organization	Payment Amount
Education Grants	$ 442,500
Arts Grants	223,000
Community Grants	821,500
Intern Grants	90,000
Membership Grants	4,125
Total Grants Paid (Accrual Basis)	**$ 1,581,125.00**