



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 . . . . .			
	2	Savings and temporary cash investments . . . . .	541,497	643,831	643,831
	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) . . . . .	11,117,756	11,658,017	11,658,017
	c	Investments—corporate bonds (attach schedule) . . . . .	4,335,231	4,334,123	4,334,123
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	3,923,896	3,142,267	3,142,267
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	1,860	1,860	1,860	
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	19,920,240	19,780,098	19,780,098	
Liabilities	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). . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .	19,920,240	19,780,098	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	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	<b>Total net assets or fund balances</b> (see instructions) . . . . .	19,920,240	19,780,098		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) .	19,920,240	19,780,098		

**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	19,920,240
2	Enter amount from Part I, line 27a . . . . .	2	892,654
3	Other increases not included in line 2 (itemize) ▶ _____	3	2,094,292
4	Add lines 1, 2, and 3 . . . . .	4	22,907,186
5	Decreases not included in line 2 (itemize) ▶ _____	5	3,127,088
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	19,780,098

**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 )
<b>1 a</b> LONG TERM CAPITAL GAIN DIVIDENDS - MILL CREEK	P		
<b>b</b> MILL CREEK REALIZED GAINS - LONG TERM	P		
<b>c</b> MILL CREEK PRIVATE EQUITY IV	P		
<b>d</b> MILL CREEK ABSOLUTE RETURN	P		
<b>e</b> MILL CREEK REALIZED GAINS - SHORT TERM	P		

  

(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)
<b>a</b> 240,856			240,856
<b>b</b> 7,219,744		5,898,781	1,320,963
<b>c</b> 3,128			3,128
<b>d</b> 29,466			29,466
<b>e</b> 4,149,322		4,123,264	26,058

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>a</b>			240,856
<b>b</b>			1,320,963
<b>c</b>			3,128
<b>d</b>			29,466
<b>e</b>			26,058

  

<b>2</b> Capital gain net income or (net capital loss)	2	1,620,471
<b>3</b> 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))
2017	1,038,718	20,935,971	0 049614
2016	1,004,955	19,726,808	0 050944
2015	1,028,586	20,923,747	0 049159
2014	791,634	21,107,385	0 037505
2013	739,301	19,766,641	0 037401

  

<b>2</b> Total of line 1, column (d)	2	0 224623
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 044925
<b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	21,247,455
<b>5</b> Multiply line 4 by line 3	5	954,542
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	19,071
<b>7</b> Add lines 5 and 6	7	973,613
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	992,801

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

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	19,071
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	19,071
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	19,071
<b>6</b>	Credits/Payments		
<b>a</b>	2018 estimated tax payments and 2017 overpayment credited to 2018	<b>6a</b>	17,040
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	12,000
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	0
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	29,040
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	9,969
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2019 estimated tax</b> <input type="checkbox"/> 9,969 <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ 0 <b>(2)</b> On foundation managers <input type="checkbox"/> \$ 0		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities</i>	<b>2</b>	No
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	<b>8b</b>	Yes
<b>9</b> 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 2018 or the taxable year beginning in 2018? See the instructions for Part XIV <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<b>10</b>	No

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

<b>11</b>	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. . . . .	<b>11</b>		<b>No</b>
<b>12</b>	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. . . . .	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.NELSONFOUNDATIONPA.ORG</u>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of ► <u>ALEXANDRA A ALDRIDGE</u> Telephone no ► <u>(610) 977-2488</u>			

Located at ► 150 N RADNOR CHESTER RD F200 RADNOR PA ZIP+4 ► 19087

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —check here . . . . .	<input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year . . . . .	► <u>15</u>		
<b>16</b>	At any time during calendar year 2018, 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? . . . . .	<b>16</b>	<b>Yes</b>	<b>No</b>
	See the instructions for exceptions and filing requirements for FinCEN Form 114. 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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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. . . . .	<b>1b</b>		<b>No</b>
	Organizations relying on a current notice regarding disaster assistance check here. . . . .			
<b>c</b>	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 2018? . . . . .	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). . . . .	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b>	If "Yes," did it have excess business holdings in 2018 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 2018). . . . .	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2018?	<b>4b</b>		<b>No</b>

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

		<b>Yes</b>	<b>No</b>
<b>5a</b>	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.	<b>5b</b>	
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>	
<b>c</b>	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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No	
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<b>6b</b>	<b>No</b>
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<b>7b</b>	
<b>8</b>	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation. See instructions</b>				
<b>(a) Name and address</b>	<b>(b) Title, and average hours per week devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>(e) Expense account, other allowances</b>
See Additional Data Table				
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
<b>(a) Name and address of each employee paid more than \$50,000</b>	<b>(b) Title, and average hours per week devoted to position</b>	<b>(c) Compensation</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>(e) Expense account, other allowances</b>
NONE				
<b>Total number of other employees paid over \$50,000.</b>				<b>0</b>

**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
MILL CREEK INVESTMENT ADVISORS	INVESTMENT ADVISORY SERVICES	81,023
161 WASHINGTON ST SUITE 1500		
CONSHOHOCKEN, PA 19428		
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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

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

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	20,994,038
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	575,122
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	1,860
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	21,571,020
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	21,571,020
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	323,565
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	21,247,455
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	1,062,373

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	1,062,373
<b>2a</b>	Tax on investment income for 2018 from Part VI, line 5.	<b>2a</b>	19,071
<b>b</b>	Income tax for 2018 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	19,071
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	1,043,302
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	1,043,302
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	1,043,302

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	992,801
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	992,801
<b>5</b>	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.	<b>5</b>	19,071
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	973,730

**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 2017	(c) 2017	(d) 2018
<b>1</b> Distributable amount for 2018 from Part XI, line 7				1,043,302
<b>2</b> Undistributed income, if any, as of the end of 2018				
<b>a</b> Enter amount for 2017 only. . . . .			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2018				
<b>a</b> From 2013. . . . .				
<b>b</b> From 2014. . . . .				
<b>c</b> From 2015. . . . .				3,597
<b>d</b> From 2016. . . . .				28,667
<b>e</b> From 2017. . . . .				25,991
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	58,255			
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>992,801</u>				
<b>a</b> Applied to 2017, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2018 distributable amount. . . . .				992,801
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a) )	50,501			50,501
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,754			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> <b>Excess distributions carryover to 2019.</b> Subtract lines 7 and 8 from line 6a . . . . .	7,754			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2014. . . . .				
<b>b</b> Excess from 2015. . . . .				
<b>c</b> Excess from 2016. . . . .				
<b>d</b> Excess from 2017. . . . .				7,754
<b>e</b> Excess from 2018. . . . .				

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

<b>1a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. . . . . ▶					
<b>b</b> Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
<b>2a</b> 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) 2018	(b) 2017	(c) 2016	(d) 2015	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

<b>1 Information Regarding Foundation Managers:</b>	
<b>a</b> 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>b</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	
<b>2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:</b>	
Check here <input type="checkbox"/> 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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.	
<b>a</b> The name, address, and telephone number or e-mail address of the person to whom applications should be addressed SEE BELOW 150 N RADNOR CHESTER RD F200 RADNOR, PA 19087 (610) 977-2488 N/A	
<b>b</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 INQUIRY (LOI) PHASE TO ITS APPLICATION PROCESS. AFTER REVIEW OF THE LOI BY THE FOUNDATION, SELECTED APPLICANTS MAY BE MOVED ON TO THE APPLICATION PHASE.	
<b>c</b> Any submission deadlines SEE STATEMENT 15	
<b>d</b> Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors SEE STATEMENT 16	

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

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

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2018)

## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

<b>Sign Here</b>	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.		
	*****	2019-10-14	*****
	_____ Signature of officer or trustee	_____ Date	_____ Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN  P00749373
	JENNIFER SOLOT				
	Firm's name ▶ BBD LLP				Firm's EIN ▶ 23-2896692
	Firm's address ▶ 1835 MARKET STREET 3RD FLOOR PHILADELPHIA, PA 19103				Phone no (215) 567-7770

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

<b>(a)</b> Name and address	Title, and average hours per week <b>(b)</b> devoted to position	<b>(c)</b> Compensation (If not paid, enter -0-)	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	Expense account, <b>(e)</b> other allowances
ALEXANDRA A ALDRIDGE	DIRECTOR, PRESIDENT 40 00	165,000	12,176	0
150 N RADNOR CHESTER RD SUITE F200 RADNOR, PA 19087				
DONNA S LINDNER	DIRECTOR, SECRETARY 1 50	0	0	0
150 N RADNOR CHESTER RD SUITE F200 RADNOR, PA 19087				
BETH A COYNE	DIRECTOR, TREASURER 1 50	0	0	0
150 N RADNOR CHESTER RD SUITE F200 RADNOR, PA 19087				
ANTONIO C WILLIAMS	DIRECTOR 1 50	0	0	0
150 N RADNOR CHESTER RD SUITE F200 RADNOR, PA 19087				
FRANCIS D BURKE JR	DIRECTOR 1 50	0	0	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)				
<b>a</b> <i>Paid during the year</i>				
ACHIEVE NOW 1735 MARKET STREET STE A 500 PHILADELPHIA, PA 19103	NONE	PC	GENERAL OPERATING SUPPORT	12,500
AFTER SCHOOL ACTIVITIES PARTNERSHIPS 1520 LOCUST STREET SUITE 1104 PHILADELPHIA, PA 19102	NONE	PC	CAPACITY BUILDING	18,500
AFTER SCHOOL ACTIVITIES PARTNERSHIPS 1520 LOCUST STREET SUITE 1104 PHILADELPHIA, PA 19102	NONE	PC	GENERAL OPERATING SUPPORT	12,500
<b>Total . . . . . ▶ 3a</b>				653,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
AFTER-SCHOOL ALL-STARS PHILADELPHIA 1501 CHERRY STREET PHILADELPHIA, PA 19102	NONE	PC	GENERAL OPERATING SUPPORT	10,000
ASIAN AMERICANS UNITED 1023 CALLOWHILL STREET PHILADELPHIA, PA 19123	NONE	PC	SUMMER YOUTH LEADERSHIP PROGRAM	10,000
BREAD & ROSES COMMUNITY FUND 1315 WALNUT STREET SUITE 1300 PHILADELPHIA, PA 19107	NONE	PC	PRESIDENT'S GRANT - GRASSROOTS FUNDRAISING AND COMMUNITY ORGANIZING PANEL	300
<b>Total . . . . . ▶ 3a</b>				653,800



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
BREAKTHROUGH OF GREATER PHILADELPHIA 34 W COULTER ST PHILADELPHIA, PA 19144	NONE	PC	GENERAL OPERATING SUPPORT	15,000
CASA OF PHILADELPHIA COUNTY 1501 CHERRY STREET PHILADELPHIA, PA 19102	NONE	PC	GENERAL OPERATING SUPPORT	10,000
CASA YOUTH ADVOCATES INC PO BOX 407 26 E 4TH STREET MEDIA, PA 19063	NONE	PC	GENERAL OPERATING SUPPORT	15,000
<b>Total . . . . . ▶ 3a</b>				653,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CB COMMUNITY SCHOOLS 4101 FREELAND AVE PHILADELPHIA, PA 19128	NONE	PC	DIRECTORS GRANT - GENERAL OPERATING	2,500
CENTRO NUEVA CREACION 185 W TIOGA STREET PHILADELPHIA, PA 19140	NONE	PC	GENERAL OPERATING SUPPORT	10,000
CHESTER COUNTY FUTURES 704 HAYWOOD DRIVE EXTON, PA 19341	NONE	PC	GENERAL OPERATING SUPPORT	12,500
<b>Total . . . . . ▶ 3a</b>				653,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CHESTER EDUCATION FOUNDATION 419 AVENUE OF THE STATES SUITE 700 CHESTER, PA 190134444	NONE	PC	GENERAL OPERATING SUPPORT	12,500
COATESVILLE YOUTH INITIATIVE 545 EAST LINCOLN HIGHWAY COATESVILLE, PA 19320	NONE	PC	CAPACITY BUILDING	40,000
COATESVILLE YOUTH INITIATIVE 545 EAST LINCOLN HIGHWAY COATESVILLE, PA 19320	NONE	PC	GENERAL OPERATING SUPPORT	12,500
<b>Total . . . . .</b> ► <b>3a</b>				653,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
COLLEGE POSSIBLE PHILADELPHIA 2000 HAMILTON STREET SUITE 303 PHILADELPHIA, PA 19130	NONE	PC	GENERAL OPERATING SUPPORT	10,000
EXPONENT PHILANTHROPY 1720 N STREET NW WASHINGTON, PA 20036	NONE	PC	CONFERENCE SUPPORT	2,500
FRIENDS ASSOCIATION FOR CARE AND PROTECTION OF CHILDREN 113 WEST CHESTNUT STREET WEST CHESTER, PA 19380	NONE	PC	GENERAL OPERATING SUPPORT	12,500
<b>Total . . . . . ▶ 3a</b>				653,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
HEALTHY NEWSWORKSPO BOX 431 DREXEL HILL, PA 19026	NONE	PC	CAPACITY BUILDING	44,500
HEALTHY NEWSWORKSPO BOX 431 DREXEL HILL, PA 19026	NONE	PC	GENERAL OPERATING SUPPORT	10,000
HEALTHY NEWSWORKSPO BOX 431 DREXEL HILL, PA 19026	NONE	PC	GENERAL OPERATING SUPPORT	10,000
<b>Total . . . . . ▶ 3a</b>				653,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
HORIZONS AT THE EPISCOPAL ACADEMY 1785 BISHOP WHITE DRIVE NEWTOWN SQUARE, PA 19073	NONE	PC	GENERAL OPERATING SUPPORT	10,000
INTERFAITH CENTER OF GREATER PHILADELPHIA 100 WEST OXFORD STREET SUITE E-1300 PHILADELPHIA, PA 19122	NONE	PC	GENERAL OPERATING SUPPORT - HONORARIUM	5,000
MONTGOMERY CHILD ADVOCACY PROJECT (MCAP) 409 CHERRY ST NORRISTOWN, PA 19401	NONE	PC	CAPACITY BUILDING	60,000
<b>Total . . . . . ► 3a</b>				653,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
MONTGOMERY CHILD ADVOCACY PROJECT (MCAP) 409 CHERRY ST NORRISTOWN, PA 19401	NONE	PC	GENERAL OPERATING SUPPORT	10,000
NEIGHBORHOOD BIKE WORKS 3943 LANCASTER AVE PHILADELPHIA, PA 19104	NONE	PC	GENERAL OPERATING SUPPORT	10,000
NILE SWIM CLUB OF YEADON 700 E TOWNSHIP LINE RD SUITE 200 HAVERTOWN, PA 19083	NONE	PC	DIRECTORS GRANT - GENERAL OPERATING	5,000
<b>Total . . . . . ▶ 3a</b>				653,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
NORRIS SQUARE NEIGHBORHOOD PROJECT 2141 N HOWARD STREET PHILADELPHIA, PA 19122	NONE	PC	GENERAL OPERATING SUPPORT	10,000
ONE HOUSE AT A TIME 411 SUSQUEHANNA ROAD AMBLER, PA 19002	NONE	PC	GENERAL OPERATING SUPPORT	12,500
PARKESBURG POINT YOUTH CENTER 700 MAIN STREET PO BOX 731 PARKESBURG, PA 19365	NONE	PC	GENERAL OPERATING SUPPORT	10,000
Total . . . . . ► <b>3a</b>				653,800



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
PHILADELPHIA WOODEN BOAT FACTORY 4500 WORTH STREET D-1 PHILADELPHIA, PA 19124	NONE	PC	GENERAL OPERATING SUPPORT	12,500
PHILADELPHIA YOUTH BASKETBALL (PYB) 1735 MARKET STREET CONCOURSE FLOOR PHILADELPHIA, PA 19103	NONE	PC	GENERAL OPERATING SUPPORT	10,000
PLAY ON PHILLY 1520 LOCUST ST STE 901 PHILADELPHIA, PA 19102	NONE	PC	GENERAL OPERATING SUPPORT	10,000
<b>Total . . . . . ▶ 3a</b>				653,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
PROVIDENCE CENTER 2557 N 5TH STREET PHILADELPHIA, PA 19133	NONE	PC	YOUTH PROGRAMS	10,000
PUBLIC INTEREST LAW CENTER 1709 BENJAMIN FRANKLIN PARKWAY SECOND FLOOR PHILADELPHIA, PA 19103	NONE	PC	PRESIDENT'S GRANT TO SOIL GENERATION - GRASSROOTS FUNDRAISING AND COMMUNITY ORGANIZING PANEL	500
RENDELL CENTER FOR CIVICS AND CIVIC ENGAGEMENT 202 SOUTH 36TH STREET PHILADELPHIA, PA 19104	NONE	PC	GENERAL OPERATING SUPPORT HONORARIUM	5,000
<b>Total . . . . . ▶ 3a</b>				653,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ROCK TO THE FUTUREPO BOX 29324 PHILADELPHIA, PA 19125	NONE	PC	GRACE NELSON AWARD	5,000
ROCK TO THE FUTUREPO BOX 29324 PHILADELPHIA, PA 19125	NONE	PC	GENERAL OPERATING SUPPORT	12,500
RSVP901 EAST 8TH STREET SUITE 200 KING OF PRUSSIA, PA 19406	NONE	PC	PROTEGE	10,000
<b>Total . . . . . ▶ 3a</b>				653,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SPARK PHILADELPHIA 1501 CHERRY STREET PHILADELPHIA, PA 19102	NONE	PC	GENERAL OPERATING SUPPORT	10,000
SQUASHSMARTS INC 3890 N 10TH STREET PHILADELPHIA, PA 19140	NONE	PC	GENERAL OPERATING SUPPORT	12,500
SQUASHSMARTS INC 3890 N 10TH STREET PHILADELPHIA, PA 19140	NONE	PC	DIRECTOR'S GRANT - GENERAL OPERATING	2,500
<b>Total . . . . . ▶ 3a</b>				653,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ST AUGUSTINE ACADEMYPO BOX 872 NORRISTOWN, PA 19404	NONE	PC	GENERAL OPERATING SUPPORT	10,000
STARFINDER FOUNDATION 4015 MAIN STREET PHILADELPHIA, PA 19127	NONE	PC	SENIOR LEADERS PROGRAM	10,000
STEPPINGSTONE SCHOLARS INC 1301 CECIL B MOORE AVE PHILADELPHIA, PA 191226091	NONE	PC	GENERAL OPERATING SUPPORT	12,500
<b>Total . . . . . ▶ 3a</b>				653,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
STUDENTS RUN PHILLY STYLE 1760 MARKET STREET SUITE 1111 PHILADELPHIA, PA 19103	NONE	PC	GENERAL OPERATING SUPPORT	10,000
SUPPORT CENTER FOR CHILD ADVOCATES 1617 JFK BOULEVARD SUITE 1200 PHILADELPHIA, PA 19103	NONE	PC	GRACE NELSON AWARD	10,000
SUPPORT CENTER FOR CHILD ADVOCATES 1617 JFK BOULEVARD SUITE 1200 PHILADELPHIA, PA 19103	NONE	PC	DIRECTORS GRANT - GENERAL OPERATING	2,500
<b>Total . . . . . ▶ 3a</b>				653,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
TALLER PUERTORRIQUEO INC 2600 N 5TH ST PHILADELPHIA, PA 19133	NONE	PC	GENERAL OPERATING SUPPORT	10,000
THE ACADEMY OF NATURAL SCIENCES OF DREXEL UNIVERSITY 1900 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103	NONE	PC	DIRECTORS GRANT - WINS PROGRAM	5,000
THE ATTIC YOUTH CENTER 255 S 16TH STREET PHILADELPHIA, PA 19102	NONE	PC	GENERAL OPERATING SUPPORT	10,000
<b>Total . . . . . ▶ 3a</b>				653,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
THE ATTIC YOUTH CENTER 255 S 16TH STREET PHILADELPHIA, PA 19102	NONE	PC	GRACE NELSON AWARD	5,000
THE GARAGE COMMUNITY AND YOUTH CENTER 115 S UNION STREET KENNETT SQUARE, PA 19348	NONE	PC	GENERAL OPERATING SUPPORT	12,500
TREDYFFRIN & EASTTOWN CARE PO BOX 2111 SOUTHEASTERN, PA 19399	NONE	PC	DIRECTORS GRANT - GENERAL OPERATING	2,500
<b>Total . . . . . ▶ 3a</b>				653,800



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
WAGNER FREE INSTITUTE OF SCIENCE 1700 WEST MONTGOMERY AVENUE PHILADELPHIA, PA 19121	NONE	PC	GEEKIDS AND SNAP	10,000
YOUNGMOMSP0 BOX 376 KENNETT SQUARE, PA 19348	NONE	PC	GENERAL OPERATING SUPPORT	10,000
YOUTH SENTENCING & REENTRY PROJECT 1528 WALNUT ST SUITE 515 PHILADELPHIA, PA 19102	NONE	PC	GENERAL OPERATING SUPPORT	12,500
<b>Total . . . . .</b> ► <b>3a</b>				653,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
YOUTH SENTENCING & REENTRY PROJECT 1528 WALNUT ST SUITE 515 PHILADELPHIA, PA 19102	NONE	PC	DIRECTORS GRANT - GENERAL OPERATING	5,000
<b>Total . . . . .</b> ▶ <b>3a</b>				653,800

**TY 2018 Accounting Fees Schedule****Name:** GRACE S AND W LINTON NELSON FOUNDATION**EIN:** 22-2583922

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
ACCOUNTING	16,802	0		16,802

**TY 2018 General Explanation Attachment****Name:** GRACE S AND W LINTON NELSON FOUNDATION**EIN:** 22-2583922**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1		FORM 990-PF, PART XV, LINE 2C, SUBMISSION DEADLINES	IN THE CORE GRANT PROGRAM, LETTER OF INQUIRY (LOI) DEADLINES WERE JANUARY 19 AND JULY 26 AND (IF INVITED) APPLICATION DEADLINES WERE FEBRUARY 21 AND AUGUST 30 THE CAPACITY BUILDING PROGRAM IS BY INVITATION ONLY AND HAS ROLLING DEADLINES

## General Explanation Attachment

Identifier	Return Reference	Explanation	
2		FORM 990-PF, PART XV, LINE 2D, RESTRICTIONS ON LIMITATIONS AND AWARDS	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 UNDER \$5 MILLION IN BUDGET SIZE ARE WELCOME TO APPLY, AS WE BELIEVE THAT IMPACT MAY BE GREATEST SUPPORTING SMALLER ORGANIZATIONS FUNDING IS RESTRICTED TO ORGANIZATIONS IN CHESTER, DELAWARE, MONTGOMERY AND PHILADELPHIA COUNTIES IN PA FUNDING MAY INCLUDE GENERAL OPERATING, PROGRAM AND ORGANIZATIONAL CAPACITY BUILDING SUPPORT WE ARE FOCUSED ON SUPPORTING NON-PROFIT ORGANIZATIONS WHOSE WORK ALIGNS WELL WITH OUR STRATEGIC PRIORITIES TO FILL GAPS IN LIFE SKILLS EDUCATION AND EXPERIENCE THAT WILL PREPARE FOR SUCCESS IN PERSONAL LIVES, EDUCATION, WORKPLACE AND COMMUNITIES, INVEST IN STRENGTHENING ORGANIZATIONS WHOSE PROGRAMS ARE ALIGNED WITH THE FOUNDATION'S MISSION, AND PROVIDE FOR UNMET NEEDS THAT HINDER DEVELOPMENT

## TY 2018 Investments Corporate Bonds Schedule

**Name:** GRACE S AND W LINTON NELSON FOUNDATION

**EIN:** 22-2583922

### Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MILL CREEK INVESTMENTS	4,334,123	4,334,123

# TY 2018 Investments Corporate Stock Schedule

**Name:** GRACE S AND W LINTON NELSON FOUNDATION

**EIN:** 22-2583922

## Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MILL CREEK INVESTMENTS	11,658,017	11,658,017

## TY 2018 Investments - Other Schedule

**Name:** GRACE S AND W LINTON NELSON FOUNDATION

**EIN:** 22-2583922

### Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MILL CREEK INVESTMENTS	AT COST	3,142,267	3,142,267



**TY 2018 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	10	0		10

## TY 2018 Other Assets Schedule

**Name:** GRACE S AND W LINTON NELSON FOUNDATION

**EIN:** 22-2583922

### Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SECURITY DEPOSIT	1,860	1,860	1,860

**TY 2018 Other Decreases Schedule**

**Name:** GRACE S AND W LINTON NELSON FOUNDATION  
**EIN:** 22-2583922

Description	Amount
CURRENT YEAR UNREALIZED LOSS	3,127,088

**TY 2018 Other Expenses Schedule****Name:** GRACE S AND W LINTON NELSON FOUNDATION**EIN:** 22-2583922**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES	26,199	0		26,199
INSURANCE	1,479	0		1,479
PAYROLL SERVICE FEES	1,426	0		1,426
INVESTMENT EXPENSES - MILL CREEK PRIVATE EQUITY	10,368	10,368		0

## TY 2018 Other Income Schedule

**Name:** GRACE S AND W LINTON NELSON FOUNDATION

**EIN:** 22-2583922

### Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MILL CREEK PRIVATE EQUITY IV - BUSINESS INCOME	1,973	1,973	1,973

**TY 2018 Other Increases Schedule****Name:** GRACE S AND W LINTON NELSON FOUNDATION**EIN:** 22-2583922

Description	Amount
MILL CREEK PRIVATE EQUITY IV - BOOK TO TAX DIFFERENCES	7,454
PRIOR YEAR ACCUMULATED UNREALIZED GAINS - TO ADJUST BALANCE SHEET TO FMV	2,086,838

**TY 2018 Other Professional Fees Schedule****Name:** GRACE S AND W LINTON NELSON FOUNDATION**EIN:** 22-2583922

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INVESTMENT & ADVISORY FEES	121,211	121,211		0
INFORMATION TECHNOLOGY	999	0		999
OTHER	960	0		960

**TY 2018 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
FOREIGN TAXES	396	396		0
PAYROLL TAXES	15,587	0		15,587
EXCISE TAXES	21,673	0		0