

**Return of Private Foundation**

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

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OMB No. 1545-0047

**2021**

Open to Public Inspection

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

For calendar year 2021 or tax year beginning

, and ending

Name of foundation <b>GRACE S. AND W. LINTON NELSON FOUNDATION</b>		A Employer identification number <b>22-2583922</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>150 N. RADNOR CHESTER ROAD F200</b>	Room/suite	B Telephone number <b>610-977-2488</b>
City or town, state or province, country, and ZIP or foreign postal code <b>RADNOR, PA 19087</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return  <input type="checkbox"/> Final return  <input type="checkbox"/> Address change         </div> <div> <input type="checkbox"/> Initial return of a former public charity  <input type="checkbox"/> Amended return  <input type="checkbox"/> Name change         </div> </div>		D 1. Foreign organizations, check here <input type="checkbox"/>  2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>25,664,975.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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 .....			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments .....	151,807.	151,807.		STATEMENT 1
	4 Dividends and interest from securities .....	246,840.	246,840.		STATEMENT 2
	5a Gross rents .....				
	b Net rental income or (loss) .....				
	6a Net gain or (loss) from sale of assets not on line 10 .....	1,291,200.			
	b Gross sales price for all assets on line 6a .....	4,728,127.			
	7 Capital gain net income (from Part IV, line 2) .....		1,291,200.		
	8 Net short-term capital gain .....				
	9 Income modifications .....				
	10a Gross sales less returns and allowances .....				
Operating and Administrative Expenses	b Less: Cost of goods sold .....				
	c Gross profit or (loss) .....				
	11 Other income .....				
	12 Total. Add lines 1 through 11 .....	1,689,847.	1,689,847.		
	13 Compensation of officers, directors, trustees, etc. ....	212,256.	0.		212,256.
	14 Other employee salaries and wages .....	62,772.	0.		62,772.
	15 Pension plans, employee benefits .....	22,959.	0.		22,959.
	16a Legal fees .....	STMT 3 18,247.	0.		18,247.
	b Accounting fees .....	STMT 4 14,275.	0.		14,275.
	c Other professional fees .....	STMT 5 153,129.	130,257.		22,872.
	17 Interest .....				
	18 Taxes .....	STMT 6 16,647.	0.		16,647.
	19 Depreciation and depletion .....				
	20 Occupancy .....	10,908.	0.		10,908.
	21 Travel, conferences, and meetings .....	930.	0.		930.
	22 Printing and publications .....				
	23 Other expenses .....	STMT 7 49,887.	12,086.		37,801.
	24 Total operating and administrative expenses. Add lines 13 through 23 .....	562,010.	142,343.		419,667.
25 Contributions, gifts, grants paid .....	993,500.			993,500.	
26 Total expenses and disbursements. Add lines 24 and 25 .....	1,555,510.	142,343.		1,413,167.	
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements .....	134,337.			
	b Net investment income (if negative, enter -0-) .....		1,547,504.		
	c Adjusted net income (if negative, enter -0-) .....			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing .....			
	2 Savings and temporary cash investments .....	369,000.	1,205,955.	1,205,955.
	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 .....			
	7 Other notes and loans receivable ▶ .....			
	Less: allowance for doubtful accounts ▶ .....			
	8 Inventories for sale or use .....			
	9 Prepaid expenses and deferred charges .....			
	10a Investments - U.S. and state government obligations STMT 9 .....	2,096,753.	2,272,041.	2,272,041.
	b Investments - corporate stock STMT 10 .....	16,017,406.	16,579,449.	16,579,449.
	c Investments - corporate bonds STMT 11 .....	2,671,318.	2,375,681.	2,375,681.
Liabilities	11 Investments - land, buildings, and equipment: basis ▶ .....			
	Less: accumulated depreciation ▶ .....			
	12 Investments - mortgage loans .....			
	13 Investments - other STMT 12 .....	3,242,571.	3,231,354.	3,231,354.
	14 Land, buildings, and equipment: basis ▶ .....			
	Less: accumulated depreciation ▶ .....			
	15 Other assets (describe ▶ SECURITY DEPOSIT) .....	1,860.	495.	495.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) .....	24,398,908.	25,664,975.	25,664,975.
	17 Accounts payable and accrued expenses .....			
	18 Grants payable .....			
Net Assets or Fund Balances	19 Deferred revenue .....			
	20 Loans from officers, directors, trustees, and other disqualified persons .....			
	21 Mortgages and other notes payable .....			
	22 Other liabilities (describe ▶) .....			
	23 Total liabilities (add lines 17 through 22) .....	0.	0.	
	Foundations that follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions .....	24,398,908.	25,664,975.	
	25 Net assets with donor restrictions .....			
	Foundations that do not follow FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds .....			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund .....			
	28 Retained earnings, accumulated income, endowment, or other funds .....			
	29 Total net assets or fund balances .....	24,398,908.	25,664,975.	
	30 Total liabilities and net assets/fund balances .....	24,398,908.	25,664,975.	

## 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 29 (must agree with end-of-year figure reported on prior year's return) .....	1	24,398,908.
2 Enter amount from Part I, line 27a .....	2	134,337.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8 .....	3	1,131,730.
4 Add lines 1, 2, and 3 .....	4	25,664,975.
5 Decreases not included in line 2 (itemize) ▶ .....	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29 .....	6	25,664,975.

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

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e 4,728,127.		3,436,927.	1,291,200.

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

(i) FMV 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))
a			
b			
c			
d			
e			1,291,200.

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	1,291,200.
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	N/A

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

1a 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)		1	21,510.
b All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	21,510.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	21,510.
6 Credits/Payments:			
a 2021 estimated tax payments and 2020 overpayment credited to 2021	6a 7,067.		
b Exempt foreign organizations - tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 25,000.		
d Backup withholding erroneously withheld	6d 0.		
7 Total credits and payments. Add lines 6a through 6d		7	32,067.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	0.
9 Tax due. If the total of lines 5 and 8 is more than 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	10,557.
11 Enter the amount of line 10 to be: Credited to 2022 estimated tax 10,557. Refunded		11	0.

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**Part VI-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>X</b>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition ..... If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		<b>X</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? .....		<b>X</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ <u>0.</u> (2) On foundation managers. ▶ \$ <u>0.</u>		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ <u>0.</u>		
<b>2</b> 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.		<b>X</b>
<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? If "Yes," attach a conformed copy of the changes .....		<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? .....		<b>X</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? ..... <b>N/A</b>		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? ..... If "Yes," attach the statement required by <i>General Instruction T</i> .		<b>X</b>
<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>X</b>	
<b>7</b> 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 XIV .....	<b>X</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ <u>PA</u>		
<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 <i>General Instruction G</i> ? If "No," attach explanation .....	<b>X</b>	
<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 2021 or the tax year beginning in 2021? See the instructions for Part XIII. If "Yes," complete Part XIII .....		<b>X</b>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses .....		<b>X</b>
<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>X</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>X</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>X</b>	
<b>14</b> The books are in care of ▶ <u>ALEXANDRA A. ALDRIDGE</u> Telephone no. ▶ <u>610-977-2488</u> Located at ▶ <u>150 N. RADNOR CHESTER RD F200, RADNOR, PA</u> ZIP+4 ▶ <u>19087</u>		
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> - check here ..... and enter the amount of tax-exempt interest received or accrued during the year ..... ▶ <u>15</u> <b>N/A</b>		
<b>16</b> At any time during calendar year 2021, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? ..... See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		<b>X</b>

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**Part VI-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.

**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? ☐1a(1) Yes No **X**(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐1a(2) Yes No **X**(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐1a(3) Yes No **X**(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐1a(4) Yes **X** 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)? ☐(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.) ☐1a(5) Yes No **X**1a(6) Yes No **X****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 Yes No **X****c** Organizations relying on a current notice regarding disaster assistance, check here ☐**d** 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 2021? ☐1d Yes No **X****2** Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):**a** At the end of tax year 2021, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2021? ☐2a Yes No **X**If "Yes," list the years ☐**b** Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) ☐

N/A

2b Yes 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. ☐**3a** Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐3a Yes No **X****b** If "Yes," did it have excess business holdings in 2021 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2021.) ☐

N/A

3b Yes No

**4a** Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐4a Yes No **X****b** Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2021? ☐4b Yes No **X**

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**Part VI-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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions
- (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
5a(1)		X
5a(2)		X
5a(3)		X
5a(4)		X
5a(5)		X
5b		
5d		
6a		X
6b		X
7a		X
7b		
8		X

N/A

N/A

N/A

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

c Organizations relying on a current notice regarding disaster assistance, check here

d 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).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		192,500.	19,755.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JENNY SNYDER - 150 N. RADNOR CHESTER RD, SUITE F200, RADNOR, PA 19087	PROGRAM MANAGER 40.00	59,524.	3,762.	2,000.

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

0

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**Part VII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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 - 161 WASHINGTON ST SUITE 1500, CONSHOHOCKEN, PA	INVESTMENT ADVISORY SERVICES	69,685.
Total number of others receiving over \$50,000 for professional services		0

**Part VIII-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 N/A	
2	
3	
4	

**Part VIII-B** Summary of Program-Related Investments

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

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**Part IX 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	24,623,738.
b	Average of monthly cash balances	1b	405,108.
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	25,028,846.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	25,028,846.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	375,433.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3	5	24,653,413.
6	<b>Minimum investment return.</b> Enter 5% (0.05) of line 5	6	1,232,671.

**Part X 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 IX, line 6	1	1,232,671.
2a	Tax on investment income for 2021 from Part V, line 5	2a	21,510.
b	Income tax for 2021. (This does not include the tax from Part V.)	2b	
c	Add lines 2a and 2b	2c	21,510.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,211,161.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,211,161.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1	7	1,211,161.

**Part XI 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	1,413,167.
b	Program-related investments - total from Part VIII-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part XII, line 4	4	1,413,167.

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**Part XII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2020	(c) 2020	(d) 2021
<b>1</b> Distributable amount for 2021 from Part X, line 7 .....				1,211,161.
<b>2</b> Undistributed income, if any, as of the end of 2021:				
<b>a</b> Enter amount for 2020 only .....			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2021:				
<b>a</b> From 2016 .....				
<b>b</b> From 2017 ..... 7,754.				
<b>c</b> From 2018 .....				
<b>d</b> From 2019 ..... 126,189.				
<b>e</b> From 2020 ..... 219,478.				
<b>f</b> Total of lines 3a through e ..... 353,421.				
<b>4</b> Qualifying distributions for 2021 from Part XI, line 4: ▶ \$ 1,413,167.				
<b>a</b> Applied to 2020, 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 2021 distributable amount .....				1,211,161.
<b>e</b> Remaining amount distributed out of corpus ..... 202,006.				
<b>5</b> Excess distributions carryover applied to 2021 (If an amount appears in column (d), the same amount must be shown in column (a).) .....	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 .....	555,427.			
<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 2020. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
<b>f</b> Undistributed income for 2021. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2022 .....				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 2016 not applied on line 5 or line 7 .....	0.			
<b>9</b> Excess distributions carryover to 2022. Subtract lines 7 and 8 from line 6a .....	555,427.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2017 ... 7,754.				
<b>b</b> Excess from 2018 ...				
<b>c</b> Excess from 2019 ... 126,189.				
<b>d</b> Excess from 2020 ... 219,478.				
<b>e</b> Excess from 2021 ... 202,006.				

**Part XIII Private Operating Foundations** (see instructions and Part VI-A, question 9)

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2021, enter the date of the ruling ▶

**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2021	(b) 2020	(c) 2019	(d) 2018	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed					
<b>b</b> 85% (0.85) of line 2a					
<b>c</b> Qualifying distributions from Part XI, 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 IX, 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 XIV Supplementary Information (Complete this part only if the foundation 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number or email address of the person to whom applications should be addressed:

**SEE STATEMENT 14**

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

**c** Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACHIEVE NOW 1735 MARKET STREET, SUITE A 500 PHILADELPHIA, PA 19103	NONE	PC	GENERAL OPERATING SUPPORT	14,000.
AFTER SCHOOL ACTIVITIES PARTNERSHIPS 1520 LOCUST STREET, SUITE 1104 PHILADELPHIA, PA 19102	NONE	PC	GENERAL OPERATING SUPPORT	16,000.
AFTER-SCHOOL ALL-STARS PHILADELPHIA 1501 CHERRY STREET PHILADELPHIA, PA 19102	NONE	PC	CAPACITY BUILDING	90,000.
AFTER-SCHOOL ALL-STARS PHILADELPHIA 1501 CHERRY STREET PHILADELPHIA, PA 19102	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
ASIAN AMERICANS UNITED 1023 CALLOWHILL STREET PHILADELPHIA, PA 19123	NONE	PC	GENERAL OPERATING SUPPORT	14,000.
Total SEE CONTINUATION SHEET(S)			3a	993,500.
b Approved for future payment				
AFTER-SCHOOL ALL-STARS PHILADELPHIA 1501 CHERRY STREET PHILADELPHIA, PA 19102	NONE	PC	CAPACITY BUILDING	75,000.
ASIAN AMERICANS UNITED 1023 CALLOWHILL STREET PHILADELPHIA, PA 19123	NONE	PC	GENERAL OPERATING SUPPORT	14,000.
BIG PICTURE ALLIANCE 924 CHERRY ST, 5TH FLOOR PHILADELPHIA, PA 19107	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
Total SEE CONTINUATION SHEET(S)			3b	730,000.



<b>Part XVI</b>	<b>Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations</b>
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<b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (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:				
(1) Cash .....		<b>1a(1)</b>		<b>X</b>
(2) Other assets .....		<b>1a(2)</b>		<b>X</b>
<b>b</b> Other transactions:				
(1) Sales of assets to a noncharitable exempt organization .....		<b>1b(1)</b>		<b>X</b>
(2) Purchases of assets from a noncharitable exempt organization .....		<b>1b(2)</b>		<b>X</b>
(3) Rental of facilities, equipment, or other assets .....		<b>1b(3)</b>		<b>X</b>
(4) Reimbursement arrangements .....		<b>1b(4)</b>		<b>X</b>
(5) Loans or loan guarantees .....		<b>1b(5)</b>		<b>X</b>
(6) Performance of services or membership or fundraising solicitations .....		<b>1b(6)</b>		<b>X</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees .....		<b>1c</b>		<b>X</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

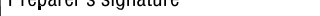
**b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

<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.		
	<div style="border-bottom: 1px solid black; height: 30px; margin-bottom: 5px;"></div> <div style="display: flex; justify-content: space-between;"> <span>Signature of officer or trustee</span> <span>Date</span> </div>	<div style="border-bottom: 1px solid black; height: 30px; margin-bottom: 5px;"></div> <div style="text-align: center;"> <span>Title</span> </div>	<div style="border-bottom: 1px solid black; height: 30px; margin-bottom: 5px;"></div> <div style="text-align: center;"> <span><b>PRESIDENT</b></span> </div>

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 <input type="checkbox"/> if self-employed	PTIN
	JENNIFER SOLOT		10/14/2022		P00749373
	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	

**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	MILLCREEK A/C 0594 ST	P		
b	MILLCREEK A/C 0594 LT	P		
c	MILLCREEK A/C 3797 LT	P		
d	MILLCREEK ABSOLUTE RETURN GAIN	P		
e	MILLCREEK PRIVATE EQUITY IV GAIN	P		
f	MILLCREEK PRIVATE EQUITY V GAIN	P		
g	MILLCREEK CAPITAL GAINS DIVIDENDS	P		
h	MILLCREEK ADDITIONAL K-1 LOSSES	P		
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	804,477.	810,301.	-5,824.
b	1,289,453.	1,280,159.	9,294.
c	2,029,161.	1,310,808.	718,353.
d	9,165.		9,165.
e	58,159.		58,159.
f	27,877.		27,877.
g	509,835.		509,835.
h		35,659.	-35,659.
i			
j			
k			
l			
m			
n			
o			

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

(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-5,824.
b			9,294.
c			718,353.
d			9,165.
e			58,159.
f			27,877.
g			509,835.
h			-35,659.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,291,200.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BIG PICTURE ALLIANCE 924 CHERRY ST, 5TH FLOOR PHILADELPHIA, PA 19107	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
BREAD & ROSES COMMUNITY FUND 100 S. BROAD STREET, SUITE 1600 PHILADELPHIA, PA 19102	NONE	PC	PRESIDENT'S GRANT - KENSINGTON COMMUNITY RESILIENCE FUND	5,000.
BRIDGE ACADEMY & COMMUNITY CENTER 578 OLIVE STREET COATESVILLE, PA 19320	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
BRIGHTER HORIZON FOUNDATION 739 WESTVIEW STREET PHILADELPHIA, PA 19119	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
CASA OF PHILADELPHIA COUNTY 1501 CHERRY STREET PHILADELPHIA, PA 19102	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
CASA YOUTH ADVOCATES, INC. PO BOX 407, 26 E. 4TH STREET MEDIA, PA 19063	NONE	PC	CAPACITY BUILDING	60,000.
CASA YOUTH ADVOCATES, INC. PO BOX 407, 26 E. 4TH STREET MEDIA, PA 19063	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
CENTRO NUEVA CREACION 185 W. TIOGA STREET PHILADELPHIA, PA 19140	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
CHESTER CHILDREN'S CHORUS 112 PARK AVE. SWARTHMORE, PA 19081	NONE	PC	DIRECTOR'S GRANT	2,500.
CHESTER COUNTY FUTURES 50 SOUTH FIRST AVE., SUITE 105 COATESVILLE, PA 19320	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
<b>Total from continuation sheets</b>				<b>847,000.</b>

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHESTER EDUCATION FOUNDATION 419 AVENUE OF THE STATES, SUITE 700 CHESTER, PA 19013	NONE	PC	GENERAL OPERATING SUPPORT	14,000.
COATESVILLE YOUTH INITIATIVE 545 EAST LINCOLN HIGHWAY COATESVILLE, PA 19320	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
COLLECTIVE CLIMB 2212 DELANCEY PLACE, UNIT 2R PHILADELPHIA, PA 19103	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
COLLEGE POSSIBLE PHILADELPHIA 2000 HAMILTON STREET, SUITE 303 PHILADELPHIA, PA 19130	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
ESF DREAM CAMP FOUNDATION 750 E. HAVERFORD ROAD BRYN MAWR, PA 19010	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
FRIENDS ASSOCIATION FOR CARE AND PROTECTION OF CHILDREN 113 WEST CHESTNUT STREET WEST CHESTER, PA 19380	NONE	PC	GRACE NELSON AWARD	5,000.
GIRLS FIRST 1208 GREEN ST NORRISTOWN, PA 19401	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
GIRLS FIRST 1208 GREEN ST NORRISTOWN, PA 19401	NONE	PC	DIRECTORS GRANT - GENERAL OPERATING	2,500.
HEALTHY NEWSWORKS P.O. BOX 431 DREXEL HILL, PA 19026	NONE	PC	GENERAL OPERATING SUPPORT	13,500.
HORIZONS AT THE EPISCOPAL ACADEMY 1785 BISHOP WHITE DRIVE NEWTOWN SQUARE, PA 19073	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
<b>Total from continuation sheets</b>				



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KENSINGTON SOCCER CLUB 1201 N. 3RD STREET, BOX 107 PHILADELPHIA, PA 19122	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
MIGHTY WRITERS 1501 CHRISTIAN ST. PHILADELPHIA, PA 19146	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
MONTGOMERY CHILD ADVOCACY PROJECT (MCAP) 409 CHERRY ST NORRISTOWN, PA 19401	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
NEIGHBORHOOD BIKE WORKS 3943 LANCASTER AVE PHILADELPHIA, PA 19104	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
NORRIS SQUARE NEIGHBORHOOD PROJECT 2141 N. HOWARD STREET PHILADELPHIA, PA 19122	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
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	12,500.
PHILADELPHIA CITY ROWING 450 PLYMOUTH ROAD, SUITE 305 PLYMOUTH MEETING, PA 19462	NONE	PC	GENERAL OPERATING SUPPORT	12,000.
PHILADELPHIA FILM SOCIETY 1412 CHESTNUT ST PHILADELPHIA, PA 19102	NONE	PC	DIRECTORS GRANT - CINEMANIACS PROGRAM	5,000.
PHILADELPHIA YOUTH BASKETBALL (PYB) 1735 MARKET STREET PHILADELPHIA, PA 19103	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
<b>Total from continuation sheets</b>				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PHILANTHROPY NETWORK GREATER PHILADELPHIA 230 S BROAD ST, SUITE 402 PHILADELPHIA, PA 19102	NONE	PC	GREATER PHILADELPHIA EXTRACURRICULAR COLLABORATIVE (GPEC)	5,000.
PHILANTHROPY NETWORK GREATER PHILADELPHIA 230 S BROAD ST, SUITE 402 PHILADELPHIA, PA 19102	NONE	PC	COVID 19 PREVENTION AND RESPONSE FUND	5,000.
PLAY ON, PHILLY! PO BOX 8662 PHILADELPHIA, PA 19101	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
PLAYWORKS PENNSYLVANIA 1602 FRANKFORD AVENUE, PO BOX 29466 PHILADELPHIA, PA 19125	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
PROVIDENCE CENTER 2557 N 5TH STREET PHILADELPHIA, PA 19133	NONE	PC	GENERAL OPERATING SUPPORT	14,000.
ROCK TO THE FUTURE 1201 N 3RD STREET #283 PHILADELPHIA, PA 19122	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
ROCK TO THE FUTURE 1201 N 3RD STREET #283 PHILADELPHIA, PA 19122	NONE	PC	CAPACITY BUILDING	70,000.
SCATTERGOOD FOUNDATION 1501 CHERRY STREET PHILADELPHIA, PA 19102	NONE	PC	LISTEN4GOOD PROGRAM	7,500.
SQUASHSMARTS, INC. 3890 N. 10TH STREET PHILADELPHIA, PA 19140	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
ST. NORBERT CATHOLIC SCHOOL 6 GREENLAWN ROAD PAOLI, PA 19301	NONE	PC	DIRECTOR'S GRANT - GENERAL OPERATING	5,000.
<b>Total from continuation sheets</b>				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
STARFINDER FOUNDATION 4015 MAIN STREET PHILADELPHIA, PA 19127	NONE	PC	COVID-19 EMERGENCY FUNDING	2,500.
STEPPINGSTONE SCHOLARS, INC. 1301 CECIL B. MOORE AVE PHILADELPHIA, PA 19122	NONE	PC	GRACE NELSON AWARD	12,500.
STEPPINGSTONE SCHOLARS, INC. 1301 CECIL B. MOORE AVE PHILADELPHIA, PA 19122	NONE	PC	DIRECTOR'S GRANT - GENERAL OPERATING	5,000.
STUDENTS RUN PHILLY STYLE 1819 JOHN F. KENNEDY BOULEVARD SUITE #480 PHILADELPHIA, PA 19103	NONE	PC	GENERAL OPERATING SUPPORT	16,000.
TALLER PUERTORRIQUENO, INC. 2600 N. 5TH ST. PHILADELPHIA, PA 19133	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
THE GARAGE COMMUNITY AND YOUTH CENTER 115 S. UNION STREET KENNETT SQUARE, PA 19348	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
UNITED WAY OF GREATER PHILADELPHIA 1709 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103	NONE	PC	RISE PROGRAM	25,000.
WAGNER FREE INSTITUTE OF SCIENCE 1700 WEST MONTGOMERY AVENUE PHILADELPHIA, PA 19121	NONE	PC	GEOKIDS AND SNAP: SCIENCE, NATURE AND ART IN PHILADELPHIA	12,500.
YOUNGMOMS PO BOX 376 KENNETT SQUARE, PA 19348	NONE	PC	CAPACITY BUILDING	50,000.
YOUNGMOMS PO BOX 376 KENNETT SQUARE, PA 19348	NONE	PC	COVID-19 EMERGENCY FUNDING	10,000.
<b>Total from continuation sheets</b>				

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)				
YOUNGMOMS PO BOX 376 KENNETT SQUARE, PA 19348	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
YOUTH SENTENCING & REENTRY PROJECT 1528 WALNUT ST, SUITE 515 PHILADELPHIA, PA 19102	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
YOUTH SENTENCING & REENTRY PROJECT 1528 WALNUT ST, SUITE 515 PHILADELPHIA, PA 19102	NONE	PC	DIRECTORS GRANT - GENERAL OPERATING SUPPORT	5,000.
THRIVE VILLAGE DEVELOPMENT C/O UJIMA DEVELOPERS LLC 1262 N. 56 TH ST. PHILADELPHIA, PA 19131	NONE	PC	THRIVE VILLAGE DEVELOPMENT - PROGRAM RELATED INVESTMENT	100,000.
Total from continuation sheets .....				

**Part XIV Supplementary Information****3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BREAKTHROUGH OF GREATER PHILADELPHIA 34 W. COULTER ST. PHILADELPHIA, PA 19144	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
BRIDGE ACADEMY & COMMUNITY CENTER 578 OLIVE STREET COATESVILLE, PA 19320	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
BRIGHTER HORIZON FOUNDATION 739 WESTVIEW STREET PHILADELPHIA, PA 19119	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
CASA OF PHILADELPHIA COUNTY 1501 CHERRY STREET PHILADELPHIA, PA 19102	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
CASA YOUTH ADVOCATES, INC. PO BOX 407, 26 E. 4TH STREET MEDIA, PA 19063	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
CENTRO NUEVA CREACION 185 W. TIOGA STREET PHILADELPHIA, PA 19140	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
CHESTER COUNTY FUTURES 50 SOUTH FIRST AVE., SUITE 105 COATESVILLE, PA 19320	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
COATESVILLE YOUTH INITIATIVE 545 EAST LINCOLN HIGHWAY COATESVILLE, PA 19320	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
COLLECTIVE CLIMB 2212 DELANCEY PLACE, UNIT 2R PHILADELPHIA, PA 19103	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
ESF DREAM CAMP FOUNDATION 750 E. HAVERFORD ROAD BRYN MAWR, PA 19010	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
<b>Total from continuation sheets</b>				<b>628,500.</b>

**Part XIV** Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HORIZONS AT THE EPISCOPAL ACADEMY 1785 BISHOP WHITE DRIVE NEWTOWN SQUARE, PA 19073	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
KENSINGTON SOCCER CLUB 1201 N. 3RD STREET, BOX 107 PHILADELPHIA, PA 19122	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
MIGHTY WRITERS 1501 CHRISTIAN ST. PHILADELPHIA, PA 19146	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
MIGHTY WRITERS 1501 CHRISTIAN ST. PHILADELPHIA, PA 19146	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
MONTGOMERY CHILD ADVOCACY PROJECT (MCAP) 409 CHERRY ST NORRISTOWN, PA 19401	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
MONTGOMERY CHILD ADVOCACY PROJECT (MCAP) 409 CHERRY ST NORRISTOWN, PA 19401	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
NORRIS SQUARE NEIGHBORHOOD PROJECT 2141 N. HOWARD STREET PHILADELPHIA, PA 19122	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
ONE HOUSE AT A TIME 411 SUSQUEHANNA ROAD AMBLER, PA 19002	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
ONE HOUSE AT A TIME 411 SUSQUEHANNA ROAD AMBLER, PA 19002	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
PARKESBURG POINT YOUTH CENTER 700 MAIN STREET, PO BOX 731 PARKESBURG, PA 19365	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
<b>Total from continuation sheets</b> .....				

**Part XIV Supplementary Information****3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PARKESBURG POINT YOUTH CENTER 700 MAIN STREET, PO BOX 731 PARKESBURG, PA 19365	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
PLAYWORKS PENNSYLVANIA 1602 FRANKFORD AVENUE, PO BOX 29466 PHILADELPHIA, PA 19125	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
PHILADELPHIA CITY ROWING 450 PLYMOUTH ROAD, SUITE 305 PLYMOUTH MEETING, PA 19462	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
PHILADELPHIA CITY ROWING 450 PLYMOUTH ROAD, SUITE 305 PLYMOUTH MEETING, PA 19462	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
PROVIDENCE CENTER 2557 N 5TH STREET PHILADELPHIA, PA 19133	NONE	PC	GENERAL OPERATING SUPPORT	14,000.
ROCK TO THE FUTURE 1201 N 3RD STREET #283 PHILADELPHIA, PA 19122	NONE	PC	CAPACITY BUILDING	35,000.
ROCK TO THE FUTURE 1201 N 3RD STREET #283 PHILADELPHIA, PA 19122	NONE	PC	CAPACITY BUILDING	50,000.
STARFINDER FOUNDATION 4015 MAIN STREET PHILADELPHIA, PA 19127	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
STARFINDER FOUNDATION 4015 MAIN STREET PHILADELPHIA, PA 19127	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
STUDENTS RUN PHILLY STYLE THE STERLING COMMERCE CENTER, 1819 JOHN F. KENNEDY BOULEVARD SUITE #480 PHILADELPHIA, PA 19103	NONE	PC	GENERAL OPERATING SUPPORT	16,000.
<b>Total from continuation sheets</b>				

**Part XIV Supplementary Information****3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE GARAGE COMMUNITY AND YOUTH CENTER 115 S. UNION STREET KENNETT SQUARE, PA 19348	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
TRELLIS FOR TOMORROW 35 HALL STREET, SUITE 302 PHOENIXVILLE, PA 19460	NONE	PC	GENERAL OPERATING SUPPORT	14,000.
TRELLIS FOR TOMORROW 35 HALL STREET, SUITE 302 PHOENIXVILLE, PA 19460	NONE	PC	GENERAL OPERATING SUPPORT	14,000.
WAGNER FREE INSTITUTE OF SCIENCE 1700 WEST MONTGOMERY AVENUE PHILADELPHIA, PA 19121	NONE	PC	GEOKIDS AND SNAP: SCIENCE, NATURE AND ART IN PHILADELPHIA	14,000.
WAGNER FREE INSTITUTE OF SCIENCE 1700 WEST MONTGOMERY AVENUE PHILADELPHIA, PA 19121	NONE	PC	GEOKIDS AND SNAP: SCIENCE, NATURE AND ART IN PHILADELPHIA	14,000.
YOUNGMOMS PO BOX 376 KENNETT SQUARE, PA 19348	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
YOUNGMOMS PO BOX 376 KENNETT SQUARE, PA 19348	NONE	PC	CAPACITY BUILDING	50,000.
YOUTH SENTENCING & REENTRY PROJECT 1528 WALNUT ST, SUITE 515 PHILADELPHIA, PA 19102	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
<b>Total from continuation sheets</b>				



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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MILL CREEK INVESTMENTS	146,325.	146,325.	
MILL CREEK PE K-1 INTEREST	5,372.	5,372.	
TD BANK	110.	110.	
TOTAL TO PART I, LINE 3	151,807.	151,807.	

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MILL CREEK INVESTMENTS	229,729.	0.	229,729.	229,729.	
MILLCREEK K-1 DIVIDENDS	17,111.	0.	17,111.	17,111.	
TO PART I, LINE 4	246,840.	0.	246,840.	246,840.	

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FORM 990-PF LEGAL FEES STATEMENT 3

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	18,247.	0.		18,247.
TO FM 990-PF, PG 1, LN 16A	18,247.	0.		18,247.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	14,275.	0.		14,275.	
TO FORM 990-PF, PG 1, LN 16B	14,275.	0.		14,275.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT & ADVISORY FEES	130,257.	130,257.		0.	
INFORMATION TECHNOLOGY	1,872.	0.		1,872.	
MANAGEMENT FEES	21,000.	0.		21,000.	
TO FORM 990-PF, PG 1, LN 16C	153,129.	130,257.		22,872.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	16,647.	0.		16,647.	
TO FORM 990-PF, PG 1, LN 18	16,647.	0.		16,647.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSES	34,652.	0.		34,652.	
INSURANCE	1,719.	0.		1,719.	
PAYROLL SERVICE FEES	1,430.	0.		1,430.	
INVESTMENT EXPENSES - MILL CREEK PRIVATE EQUITY	12,086.	12,086.		0.	
TO FORM 990-PF, PG 1, LN 23	49,887.	12,086.		37,801.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
CURRENT YEAR UNREALIZED GAIN	994,178.
BOOK TO TAX DIFFERENCES - MILLCREEK	137,552.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,131,730.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MILL CREEK INVESTMENTS	X		2,272,041.	2,272,041.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,272,041.	2,272,041.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,272,041.	2,272,041.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MILL CREEK INVESTMENTS	16,579,449.	16,579,449.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,579,449.	16,579,449.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MILL CREEK INVESTMENTS	2,375,681.	2,375,681.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,375,681.	2,375,681.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MILL CREEK INVESTMENTS	FMV	3,231,354.	3,231,354.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,231,354.	3,231,354.

FORM 990-PF	PART VII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	13
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALEXANDRA A. ALDRIDGE 150 N. RADNOR CHESTER RD. SUITE F200 RADNOR, PA 19087	DIRECTOR, PRESIDENT 40.00	192,500.	19,755.	0.
DONNA S. LINDNER 150 N. RADNOR CHESTER RD. SUITE F200 RADNOR, PA 19087	DIRECTOR, BOARD CHAIR 2.00	0.	0.	0.
ANTONIO C. WILLIAMS 150 N. RADNOR CHESTER RD. SUITE F200 RADNOR, PA 19087	DIRECTOR, TREASURER 1.50	0.	0.	0.
CAROLINA C. DIGIORGIO 150 N. RADNOR CHESTER RD. SUITE F200 RADNOR, PA 19087	DIRECTOR, SECRETARY 1.50	0.	0.	0.
SONYA W. WEIGLE 150 N. RADNOR CHESTER RD. SUITE F200 RADNOR, PA 19087	DIRECTOR 1.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VII		192,500.	19,755.	0.

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FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 14
	PART XIV, LINES 2A THROUGH 2D	

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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SEE BELOW  
150 N. RADNOR CHESTER RD F200  
RADNOR, PA 19087

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TELEPHONE NUMBER

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610-977-2488

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EMAIL ADDRESS

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N/A

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FORM AND CONTENT OF APPLICATIONS

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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](http://www.nelsonfoundationpa.org/applying/index.html)) AND CLICKING ON THE "ONLINE APPLICATION BUTTON". 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.

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ANY SUBMISSION DEADLINES

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SEE STATEMENT 15

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RESTRICTIONS AND LIMITATIONS ON AWARDS

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SEE STATEMENT 16

## GENERAL EXPLANATION

STATEMENT 15

## FORM/LINE IDENTIFIER

FORM 990-PF, PART XV, LINE 2C, SUBMISSION DEADLINES.

## EXPLANATION:

IN THE CORE GRANT PROGRAM, THE LETTER OF INQUIRY (LOI) DEADLINE FOR THE FIRST CYCLE IN 2021 WAS JANUARY 21 AND (IF INVITED) THE APPLICATION DEADLINE WAS FEBRUARY 27. THE SECOND GRANT CYCLE OF 2021 WAS JULY 26 AND (IF INVITED) THE APPLICATION DEADLINE WAS AUGUST 30. THE CAPACITY BUILDING GRANT PROGRAM IS BY INVITATION ONLY AND HAS ROLLING DEADLINES.

## GENERAL EXPLANATION

STATEMENT 16

## FORM/LINE IDENTIFIER

FORM 990-PF, PART XV, LINE 2D, RESTRICTIONS ON LIMITATIONS AND AWARDS.

## EXPLANATION:

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.