

**Return of Private Foundation**

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

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OMB No. 1545-0047

**2022**

Open to Public Inspection

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

For calendar year 2022 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: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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>20,106,270.</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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received .....			<b>N/A</b>	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments .....	210,625.	157,020.		<b>STATEMENT 1</b>
	4 Dividends and interest from securities .....	188,855.	188,855.		<b>STATEMENT 2</b>
	5a Gross rents .....				
	b Net rental income or (loss) .....				
	6a Net gain or (loss) from sale of assets not on line 10 .....	1,490,738.			
	b Gross sales price for all assets on line 6a ..... <b>8,659,516.</b>				
	7 Capital gain net income (from Part IV, line 2) .....		1,490,738.		
	8 Net short-term capital gain .....				
	9 Income modifications .....				
	10a Gross sales less returns and allowances .....				
b Less: Cost of goods sold .....					
c Gross profit or (loss) .....					
11 Other income .....					
12 <b>Total.</b> Add lines 1 through 11 .....	<b>1,890,218.</b>	<b>1,836,613.</b>			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc. ....	232,989.	0.		232,989.
	14 Other employee salaries and wages .....	84,189.	0.		84,189.
	15 Pension plans, employee benefits .....	26,450.	0.		26,450.
	16a Legal fees ..... <b>STMT 3</b>	4,311.	0.		4,311.
	b Accounting fees ..... <b>STMT 4</b>	21,488.	0.		21,488.
	c Other professional fees ..... <b>STMT 5</b>	128,899.	111,289.		17,610.
	17 Interest .....				
	18 Taxes ..... <b>STMT 6</b>	54,893.	0.		18,930.
	19 Depreciation and depletion .....				
	20 Occupancy .....	5,940.	0.		5,940.
	21 Travel, conferences, and meetings .....	130.	0.		130.
	22 Printing and publications .....				
	23 Other expenses ..... <b>STMT 7</b>	69,533.	12,639.		56,894.
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 .....	<b>628,822.</b>	<b>123,928.</b>		<b>468,931.</b>
	25 Contributions, gifts, grants paid .....	742,500.			742,500.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25 .....	<b>1,371,322.</b>	<b>123,928.</b>		<b>1,211,431.</b>	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements ...	518,896.				
b <b>Net investment income</b> (if negative, enter -0-)		1,712,685.			
c <b>Adjusted net income</b> (if negative, enter -0-)			<b>N/A</b>		

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	1,205,955.	935,905.	935,905.
	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	2,272,041.	454,716.	454,716.
	b Investments - corporate stock STMT 10	16,579,449.	13,987,007.	13,987,007.
	c Investments - corporate bonds STMT 11	2,375,681.	1,966,804.	1,966,804.
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other STMT 12	3,231,354.	2,761,343.	2,761,343.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation				
15 Other assets (describe SECURITY DEPOSIT)	495.	495.	495.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	25,664,975.	20,106,270.	20,106,270.	
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			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	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	25,664,975.	20,106,270.	
	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	25,664,975.	20,106,270.		
30 Total liabilities and net assets/fund balances	25,664,975.	20,106,270.		

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	25,664,975.
2 Enter amount from Part I, line 27a	2	518,896.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	26,183,871.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 8	5	6,077,601.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	20,106,270.

**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	<b>SEE ATTACHED STATEMENT</b>			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a				
b				
c				
d				
e	8,659,516.	7,168,778.	1,490,738.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			1,490,738.	
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	1,490,738.	
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	23,806.
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	23,806.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	23,806.
6	Credits/Payments:		
a	2022 estimated tax payments and 2021 overpayment credited to 2022	6a	21,402.
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	46,402.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	8.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	22,588.
11	Enter the amount of line 10 to be: <b>Credited to 2023 estimated tax</b> 22,588. <b>Refunded</b>	11	0.

**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? .....		<input checked="" type="checkbox"/>
<b>1b</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.		<input checked="" type="checkbox"/>
<b>1c</b>	Did the foundation file <b>Form 1120-POL</b> for this year? .....		<input checked="" type="checkbox"/>
<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? .....		<input checked="" type="checkbox"/>
	If "Yes," attach a detailed description of the activities.		
<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 .....		<input checked="" type="checkbox"/>
<b>4a</b>	Did the foundation have unrelated business gross income of \$1,000 or more during the year? .....		<input checked="" type="checkbox"/>
<b>4b</b>	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? .....		N/A
<b>5</b>	Was there a liquidation, termination, dissolution, or substantial contraction during the year? .....		<input checked="" type="checkbox"/>
	If "Yes," attach the statement required by <i>General Instruction T</i> .		
<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? .....	<input checked="" type="checkbox"/>	
<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 .....	<input checked="" type="checkbox"/>	
<b>8a</b>	Enter the states to which the foundation reports or with which it is registered. See instructions. _____ <b>PA</b>		
<b>8b</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 .....	<input checked="" type="checkbox"/>	
<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 2022 or the tax year beginning in 2022? See the instructions for Part XIII. If "Yes," complete Part XIII .....		<input checked="" type="checkbox"/>
<b>10</b>	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses .....		<input checked="" type="checkbox"/>
<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 .....		<input checked="" type="checkbox"/>
<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 .....		<input checked="" type="checkbox"/>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? .....	<input checked="" type="checkbox"/>	
	Website address <u>WWW.NELSONFOUNDATIONPA.ORG</u>		
<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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year .....		N/A
<b>16</b>	At any time during calendar year 2022, 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? .....		<input checked="" type="checkbox"/>
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		

**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.

	Yes	No
<b>1a</b> 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)	X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? .....	1a(2)	X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? .....	1a(3)	X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? .....	1a(4)	X
(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)? .....	1a(5)	X
(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.) .....	1a(6)	X
<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 .....	1b	X
<b>c</b> Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
<b>d</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 2022? .....	1d	X
<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 2022, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2022? .....	2a	X
If "Yes," list the years _____, _____, _____, _____		
<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.) .....	2b	N/A
<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. _____, _____, _____, _____		
<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? .....	3a	X
<b>b</b> If "Yes," did it have excess business holdings in 2022 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 2022.) .....	3b	N/A
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? .....	4a	X
<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 2022? .....	4b	X

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

	Yes	No
<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))?		X
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		X
(3) Provide a grant to an individual for travel, study, or other similar purposes?		X
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions		X
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		X
<b>b</b> If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	
<b>c</b> Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
<b>d</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).	N/A	
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
<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.		X
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		X
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	
<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(s) during the year?		X

**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		211,835.	21,153.	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 30.00	81,663.	5,051.	2,000.

Total number of other employees paid over \$50,000 ..... 0

**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	81,303.
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	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	

0.

**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	21,272,413.
b	Average of monthly cash balances .....	1b	343,944.
c	Fair market value of all other assets (see instructions) .....	1c	
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	21,616,357.
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	21,616,357.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions) .....	4	324,245.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 .....	5	21,292,112.
6	<b>Minimum investment return.</b> Enter 5% (0.05) of line 5 .....	6	1,064,606.

**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	1,064,606.
2a	Tax on investment income for 2022 from Part V, line 5 .....	2a	23,806.
b	Income tax for 2022. (This does not include the tax from Part V.) .....	2b	
c	Add lines 2a and 2b .....	2c	23,806.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	1,040,800.
4	Recoveries of amounts treated as qualifying distributions .....	4	0.
5	Add lines 3 and 4 .....	5	1,040,800.
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	1,040,800.

**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	1,211,431.
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	1,211,431.

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

	(a) Corpus	(b) Years prior to 2021	(c) 2021	(d) 2022
1 Distributable amount for 2022 from Part X, line 7				1,040,800.
2 Undistributed income, if any, as of the end of 2022:				
a Enter amount for 2021 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2022:				
a From 2017	7,754.			
b From 2018				
c From 2019	126,189.			
d From 2020	219,478.			
e From 2021	202,006.			
f Total of lines 3a through e	555,427.			
4 Qualifying distributions for 2022 from Part XI, line 4: \$	1,211,431.			
a Applied to 2021, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2022 distributable amount				1,040,800.
e Remaining amount distributed out of corpus	170,631.			
5 Excess distributions carryover applied to 2022 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	726,058.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2021. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2022. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2023				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2017 not applied on line 5 or line 7	7,754.			
9 Excess distributions carryover to 2023. Subtract lines 7 and 8 from line 6a	718,304.			
10 Analysis of line 9:				
a Excess from 2018				
b Excess from 2019	126,189.			
c Excess from 2020	219,478.			
d Excess from 2021	202,006.			
e Excess from 2022	170,631.			

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 2022, 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)

Table with 5 columns: (a) 2022, (b) 2021, (c) 2020, (d) 2019, (e) Total. Rows include: 2 a Enter the lesser of the adjusted net income...; 2 b 85% (0.85) of line 2a; 2 c Qualifying distributions from Part XI...; 2 d Amounts included in line 2c not used directly for active conduct of exempt activities; 2 e Qualifying distributions made directly for active conduct of exempt activities; 3 Complete 3a, b, or c for the alternative test relied upon; 3 a "Assets" alternative test - enter: (1) Value of all assets; (2) Value of assets qualifying under section 4942(j)(3)(B)(i); 3 b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part IX, line 6, for each year listed; 3 c "Support" alternative test - enter: (1) Total support other than gross investment income; (2) Support from general public and 5 or more exempt organizations; (3) Largest amount of support from an exempt organization; (4) 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)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</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)				
<b>a Paid during the year</b>				
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	15,000.
AFTER-SCHOOL ALL-STARS PHILADELPHIA 1501 CHERRY STREET PHILADELPHIA, PA 19102	NONE	PC	CAPACITY BUILDING	75,000.
AFTER-SCHOOL ALL-STARS PHILADELPHIA 1501 CHERRY STREET PHILADELPHIA, PA 19102	NONE	PC	GENERAL OPERATING SUPPORT	13,500.
ASIAN AMERICANS UNITED 1023 CALLOWHILL STREET PHILADELPHIA, PA 19123	NONE	PC	GENERAL OPERATING SUPPORT	14,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>742,500.</b>
<b>b Approved for future payment</b>				
ACHIEVE NOW 1735 MARKET STREET, STE. A 500 PHILADELPHIA, PA 19103	NONE	PC	GENERAL OPERATING SUPPORT	14,000.
AFTER SCHOOL ACTIVITIES PARTNERSHIPS 1617 JFK BLVD., SUITE 1855 PHILADELPHIA, PA 19103	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
AFTER-SCHOOL ALL-STARS PHILADELPHIA 1010 N. HANCOCK ST., C/O WEWORK PHILADELPHIA, PA 19123	NONE	PC	GENERAL OPERATING SUPPORT	13,500.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>417,500.</b>

Part XV-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f, g Fees and contracts from government agencies), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (14, 210,625), 4 Dividends and interest from securities (14, 188,855), 5 Net rental income or (loss) from real estate (a Debt-financed property, b Not debt-financed property), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory (18, 1,490,738), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal. Add columns (b), (d), and (e) (0, 1,890,218), 13 Total. Add line 12, columns (b), (d), and (e) (13, 1,890,218).

(See worksheet in line 13 instructions to verify calculations.)

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XV-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVI Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

1 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?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content includes 'N/A'.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes 'N/A'.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.
Signature of officer or trustee Date Title PRESIDENT
May the IRS discuss this return with the preparer shown below? See instr. [X] Yes [ ] No

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check [ ] if self-employed PTIN
JENNIFER SOLOT JENNIFER SOLOT 02/06/24 P00749373
Firm's name BBD, LLP Firm's EIN 23-2896692
Firm's address 1835 MARKET STREET, SUITE 300 PHILADELPHIA, PA 19103 Phone no. 215-567-7770

GRACE S. AND W. LINTON NELSON FOUNDATION

**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 ST	P		
d MILLCREEK A/C 3797 LT	P		
e MILLCREEK CAPITAL GAINS DIVIDENDS	P		
f MCA ABSOLUTE RETURN	P		
g MCA PRIVATE EQUITY MCP1V36	P		
h MCA PRIVATE EQUITY MCP1V36	P		
i MILLCREEK ADDITIONAL K-1 LOSSES	P		
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 344,248.		364,620.	-20,372.
b 847,934.		906,473.	-58,539.
c 736,280.		630,300.	105,980.
d 6,564,881.		5,266,627.	1,298,254.
e 97,261.			97,261.
f 17,830.			17,830.
g 34,779.			34,779.
h 16,303.			16,303.
i		758.	-758.
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			-20,372.
b			-58,539.
c			105,980.
d			1,298,254.
e			97,261.
f			17,830.
g			34,779.
h			16,303.
i			-758.
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	1,490,738.
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
BEGIRL.WORLD 812 N 13TH STREET PHILADELPHIA, PA 19123	NONE	PC	DIRECTOR'S GRANT - GENERAL OPERATING SUPPORT	2,500.
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	KENSINGTON COMMUNITY RESILIENCE FUND	15,000.
BRIDGE ACADEMY & COMMUNITY CENTER 578 OLIVE STREET COATESVILLE, PA 19320	NONE	PC	DIRECTOR'S GRANT - GENERAL OPERATING	2,500.
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	DIRECTOR'S GRANT - GENERAL OPERATING	5,000.
CASA YOUTH ADVOCATES, INC. PO BOX 407, 26 E. 4TH STREET MEDIA, PA 19063	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
CEASEFIRE PA INC 1518 WALNUT STREET, SUITE 502 PHILADELPHIA, PA 19102-3419	NONE	PC	PRESIDENT'S GRANT	2,500.
<b>Total from continuation sheets</b>				<b>611,000.</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
CENTRO DE APOYO COMUNITARIO 307 OWEN AVE LANSLOWNE, PA 19050	NONE	PC	DIRECTOR'S GRANT - GENERAL OPERATING	2,500.
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.
CHESTER EASTSIDE INC 301 E 9TH ST CHESTER, PA 19013	NONE	PC	DIRECTOR'S GRANT - GENERAL OPERATING	2,500.
CHESTER EDUCATION FOUNDATION 419 AVENUE OF THE STATES, SUITE 700 CHESTER, PA 19013-4444	NONE	PC	GENERAL OPERATING SUPPORT	14,000.
CHILDREN FIRST (FORMERLY PCCY) 990 SPRING GARDEN ST., SUITE 200 PHILADELPHIA, PA 19123	NONE	PC	GREATER PHILADELPHIA EXTRA-CURRICULAR COLLABORATIVE (GPEC)	10,000.
CITYTEAM MINISTRIES CHESTER 634 SPROUL STREET, CORPORATE HEADQUARTERS CHESTER, PA 19013	NONE	PC	DIRECTOR'S GRANT - YOUTH PROGRAMS	5,000.
COATESVILLE YOUTH INITIATIVE 545 EAST LINCOLN HIGHWAY COATESVILLE, PA 19320	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
CODED BY KIDS 3675 MARKET ST, SUITE 200 PHILADELPHIA, PA 19104	NONE	PC	DIRECTOR'S GRANT - GENERAL OPERAING	2,500.
COLLEGE POSSIBLE PHILADELPHIA 2000 HAMILTON STREET, SUITE 303 PHILADELPHIA, PA 19130	NONE	PC	GENERAL OPERATING SUPPORT	13,500.
<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
ESF DREAM CAMP FOUNDATION 750 E. HAVERFORD ROAD BRYN MAWR, PA 19010	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
HEALTHY NEWSWORKS P.O. BOX 431 DREXEL HILL, PA 19026	NONE	PC	GENERAL OPERATING SUPPORT	13,500.
HEALTHY NEWSWORKS P.O. BOX 431 DREXEL HILL, PA 19026	NONE	PC	GRACE NELSON AWARD	5,000.
HORIZONS AT THE EPISCOPAL ACADEMY 1785 BISHOP WHITE DRIVE NEWTOWN SQUARE, PA 19073	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
INTERNATIONAL RESCUEA2:I17 COMMITTEE, INC. 122 E 42ND ST NEW YORK, NY 10168	NONE	PC	PRESIDENT'S GRANT - UKRAINE EMERGENCY RESPONSE FUND	2,500.
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	15,000.
NEIGHBORHOOD BIKE WORKS 3943 LANCASTER AVE PHILADELPHIA, PA 19104	NONE	PC	GENERAL OPERATING SUPPORT	13,500.
NORRIS SQUARE NEIGHBORHOOD PROJECT 2141 N. HOWARD STREET PHILADELPHIA, PA 19122	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
NORRIS SQUARE NEIGHBORHOOD PROJECT 2141 N. HOWARD STREET PHILADELPHIA, PA 19122	NONE	PC	GRACE NELSON AWARD	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
NORRIS SQUARE NEIGHBORHOOD PROJECT 2141 N. HOWARD STREET PHILADELPHIA, PA 19122	NONE	PC	CAPACITY BUILDING FINAL REPORT	1,000.
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, P.O. BOX 731 PARKESBURG, PA 19365	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
PHILADELPHIA CITY ROWING 450 PLYMOUTH ROAD, SUITE 305 PLYMOUTH MEETING, PA 19462	NONE	PC	GENERAL OPERATING	15,000.
PHILADELPHIA YOUTH BASKETBALL (PYB) 1735 MARKET STREET, CONCOURSE FLOOR PHILADELPHIA, PA 19103	NONE	PC	GRACE NELSON AWARD	10,000.
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	CAPACITY BUILDING	35,000.
ROCK TO THE FUTURE 1201 N 3RD STREET #283 PHILADELPHIA, PA 19122	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
SQUASHSMARTS, INC. 3890 N. 10TH STREET PHILADELPHIA, PA 19140	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
<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
ST. NORBERT CATHOLIC SCHOOL 6 GREENLAWN ROAD PAOLI, PA 19301	NONE	PC	DIRECTORS GRANT - GENERAL OPERATING	5,000.
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.
TALLER PUERTORRIQUEO, 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.
TRELIS 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.
WEST KENSINGTON MINISTRY (PART OF PRESBYTERY OF PHILADELPHIA) 2140 HANCOCK STREET PHILADELPHIA, PA 19122	NONE	PC	DIRECTOR'S GRANT - YOUTH PROGRAMMING SUPPORT	2,500.
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.
<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
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> .....				

**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
CHESTER EDUCATION FOUNDATION 419 AVENUE OF THE STATES, SUITE 700 CHESTER, PA 19013-4444	NONE	PC	GENERAL OPERATING SUPPORT	14,000.
COLLEGE POSSIBLE PHILADELPHIA 2000 HAMILTON STREET, SUITE 303 PHILADELPHIA, PA 19130	NONE	PC	GENERAL OPERATING SUPPORT	13,500.
HEALTHY NEWSWORKS P.O. BOX 431 DREXEL HILL, PA 19026	NONE	PC	GENERAL OPERATING SUPPORT	13,500.
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	15,000.
NEIGHBORHOOD BIKE WORKS 3943 LANCASTER AVE PHILADELPHIA, PA 19104	NONE	PC	GENERAL OPERATING SUPPORT	13,500.
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, P.O. BOX 731 PARKESBURG, PA 19365	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
PARKESBURG POINT YOUTH CENTER 700 MAIN STREET, P.O. BOX 731 PARKESBURG, PA 19365	NONE	PC	CAPACITY BUILDING	50,000.
PARKESBURG POINT YOUTH CENTER 700 MAIN STREET, P.O. BOX 731 PARKESBURG, PA 19365	NONE	PC	CAPACITY BUILDING	60,000.
<b>Total from continuation sheets</b>				<b>375,000.</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, P.O. BOX 731 PARKESBURG, PA 19365	NONE	PC	CAPACITY BUILDING	50,000.
PHILADELPHIA CITY ROWING 450 PLYMOUTH ROAD, SUITE 305 PLYMOUTH MEETING, PA 19462	NONE	PC	GENERAL OPERATING	15,000.
ROCK TO THE FUTURE 1201 N 3RD STREET #283 PHILADELPHIA, PA 19122	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
SQUASHSMARTS, INC. 3890 N. 10TH STREET PHILADELPHIA, PA 19140	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
STARFINDER FOUNDATION 4015 MAIN STREET PHILADELPHIA, PA 19127	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
TALLER PUERTORRIQUEO, INC. 2600 N. 5TH ST. PHILADELPHIA, PA 19133	NONE	PC	GENERAL OPERATING SUPPORT	12,500.
TRELIS 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.
<b>Total from continuation sheets</b> .....				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ERC AND ERC INTEREST	53,605.	0.	
MILL CREEK INVESTMENTS	150,951.	150,951.	
MILL CREEK PE K-1 INTEREST	5,247.	5,247.	
TD BANK	822.	822.	
TOTAL TO PART I, LINE 3	210,625.	157,020.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MILL CREEK INVESTMENTS	174,362.	0.	174,362.	174,362.	
MILLCREEK K-1 DIVIDENDS	14,493.	0.	14,493.	14,493.	
TO PART I, LINE 4	188,855.	0.	188,855.	188,855.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	4,311.	0.		4,311.
TO FM 990-PF, PG 1, LN 16A	4,311.	0.		4,311.

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	21,488.	0.		21,488.	
TO FORM 990-PF, PG 1, LN 16B	21,488.	0.		21,488.	

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	111,289.	111,289.		0.	
INFORMATION TECHNOLOGY	2,585.	0.		2,585.	
MANAGEMENT FEES	15,025.	0.		15,025.	
TO FORM 990-PF, PG 1, LN 16C	128,899.	111,289.		17,610.	

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	18,930.	0.		18,930.	
EXCISE TAXES	35,963.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	54,893.	0.		18,930.	



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	51,753.	0.		51,753.	
INSURANCE	1,917.	0.		1,917.	
PAYROLL SERVICE FEES	3,224.	0.		3,224.	
INVESTMENT EXPENSES - MILL CREEK PRIVATE EQUITY	12,639.	12,639.			0.
TO FORM 990-PF, PG 1, LN 23	69,533.	12,639.		56,894.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION		AMOUNT	
CURRENT YEAR UNREALIZED GAIN		5,998,346.	
BOOK TO TAX DIFFERENCES - MILLCREEK		79,255.	
TOTAL TO FORM 990-PF, PART III, LINE 5		6,077,601.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
MILL CREEK INVESTMENTS	X		454,716.	454,716.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			454,716.	454,716.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			454,716.	454,716.	

FORM 990-PF	CORPORATE STOCK	STATEMENT 10	
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
MILL CREEK INVESTMENTS		13,987,007.	13,987,007.
TOTAL TO FORM 990-PF, PART II, LINE 10B		13,987,007.	13,987,007.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11	
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
MILL CREEK INVESTMENTS		1,966,804.	1,966,804.
TOTAL TO FORM 990-PF, PART II, LINE 10C		1,966,804.	1,966,804.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MILL CREEK INVESTMENTS	FMV	2,711,343.	2,711,343.
MISSION RELATED INVESTMENTS	COST	50,000.	50,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,761,343.	2,761,343.

FORM 990-PF PART VII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

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	211,835.	21,153.	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  1.00	0.	0.	0.
MELIZA REYNOSO 150 N. RADNOR CHESTER RD. SUITE F200 RADNOR, PA 19087	DIRECTOR  1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VII		211,835.	21,153.	0.

FORM 990-PF

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

STATEMENT 14

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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:

THE CORE GRANT PROGRAM EXPERIENCED A YEAR OF TRANSITION BECAUSE THE FOUNDATION ADOPTED NEW VISION AND MISSION STATEMENTS. ACCORDINGLY, FOR 2022, ORGANIZATIONS DUE TO RE-APPLY WERE AWARDED A TWO-YEAR RENEWAL GRANT UPON REVIEW OF THEIR FINAL REPORT. 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:

IN 2022, THE FOUNDATION CONTINUED TO MAKE GRANTS, ALIGNED TO THE OLD MISSION, TO 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. MOVING FORWARD, THE FOUNDATION WILL MAKE GRANTS TO 501(C)(3) ORGANIZATIONS THAT ARE COMMITTED TO SERVING YOUNG PEOPLE, THEIR FAMILIES, AND THE COMMUNITIES IN WHICH THEY LIVE SO THAT YOUNG PEOPLE IN THE GREATER PHILADELPHIA REGION CAN EXPERIENCE THEIR FUTURES IN HEALTHY, THRIVING, AND PROSPEROUS COMMUNITIES WHERE SYSTEMS OF RACISM, INEQUITY, AND INJUSTICE HAVE BEEN ERADICATED. WE FOCUS ON SUPPORTING ORGANIZATIONS THAT ALIGN WITH OUR VALUES OF ACCOUNTABILITY, EQUITY, PARTNERSHIP, TRANSPARENCY, AND HUMILITY, AS WELL AS OUR EQUITY-FOCUSED STRATEGIC PILLARS COVERING ORGANIZATIONAL CULTURE AND COMMITMENT, GOVERNANCE AND OPERATIONS, GRANTMAKING AND PHILANTHROPIC PRACTICES, COMMUNITY ENGAGEMENT, PARTNERSHIP AND ADVOCACY, AND CONTRACTING FINANCES AND INVESTMENT. AS THE IMPACT MAY BE GREATEST WHEN SUPPORTING SMALLER ORGANIZATIONS, FUNDING IS RESTRICTED TO ORGANIZATIONS UNDER \$2.5 MILLION IN ANNUAL EXPENSES. GEOGRAPHICALLY, THE FOUNDATION ONLY MAKES GRANTS TO ORGANIZATIONS WHOSE PRIMARY SERVICE AREA IS IN CHESTER, DELAWARE, MONTGOMERY, AND PHILADELPHIA COUNTIES IN PENNSYLVANIA. GRANT AWARDS ARE FOR GENERAL OPERATING SUPPORT OR FOR SPECIFIC CAPACITY-BUILDING INITIATIVES IN THE CAPACITY BUILDING GRANT PROGRAM.