

Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private FoundationDo not enter social security numbers on this form as it may be made public.  
Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No. 1545-0047

**2023**

Open to Public Inspection

For calendar year 2023 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 (see instructions) <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>21,225,938</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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	181,301	181,301	181,301	
	4 Dividends and interest from securities	265,994	265,994	265,994	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	166,596			
	b Gross sales price for all assets on line 6a <b>5,179,921</b>				
	7 Capital gain net income (from Part IV, line 2)		166,596		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 <b>Total. Add lines 1 through 11</b>	613,891	613,891	447,295		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	217,982			217,982
	14 Other employee salaries and wages	94,500			94,500
	15 Pension plans, employee benefits	71,965			71,965
	16a Legal fees (attach schedule) <b>See Stmt 1</b>	10			10
	b Accounting fees (attach schedule) <b>Stmt 2</b>	16,801			16,801
	c Other professional fees (attach schedule) <b>Stmt 3</b>	137,312	110,122		27,190
	17 Interest				
	18 Taxes (attach schedule) (see instructions) <b>Stmt 4</b>	26,252			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	5,940			5,940
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch.) <b>Stmt 5</b>	65,096			65,096
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	635,858	110,122	0	499,484
	25 Contributions, gifts, grants paid	811,000			811,000
26 <b>Total expenses and disbursements. Add lines 24 and 25</b>	1,446,858	110,122	0	1,310,484	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-832,967				
b <b>Net investment income</b> (if negative, enter -0-)		503,769			
c <b>Adjusted net income</b> (if negative, enter -0-)			447,295		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)			
		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value	
Assets	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	935,905	551,765	551,765
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att. schedule)			
		Less: allowance for doubtful accounts	0		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule)	454,716	540,467	540,467
	b	Investments — corporate stock (attach schedule)	13,987,007	15,548,911	15,548,911
	c	Investments — corporate bonds (attach schedule)	1,966,804	1,985,951	1,985,951
	Liabilities	11	Investments — land, buildings, and equipment: basis		
		Less: accumulated depreciation (attach sch.)			
12		Investments — mortgage loans			
13		Investments — other (attach schedule)	2,761,343	2,598,349	2,598,349
14		Land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach sch.)			
15		Other assets (describe)	495	495	495
16		<b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I)	20,106,270	21,225,938	21,225,938
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 (attach schedule)			
	22	Other liabilities (describe)			
	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		<b>Foundations that follow FASB ASC 958, check here and complete lines 24, 25, 29, and 30.</b>	<input checked="" type="checkbox"/>		
	24	Net assets without donor restrictions	20,106,270	21,225,938	
	25	Net assets with donor restrictions			
		<b>Foundations that do not follow FASB ASC 958, check here and complete lines 26 through 30.</b>	<input type="checkbox"/>		
	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	<b>Total net assets or fund balances</b> (see instructions)	20,106,270	21,225,938	
30	<b>Total liabilities and net assets/fund balances</b> (see instructions)	20,106,270	21,225,938		

**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	20,106,270
2	Enter amount from Part I, line 27a	2	-832,967
3	Other increases not included in line 2 (itemize)	3	1,952,635
4	Add lines 1, 2, and 3	4	21,225,938
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 29	6	21,225,938

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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.)
<b>1a See Worksheet</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

  

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	<b>2</b>	<b>166,596</b>
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8		<b>3</b>	<b>-3,046</b>

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

<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary — see instructions)	<b>1</b>	<b>7,002</b>
<b>b</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)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	<b>2</b>	<b>0</b>
<b>3</b> Add lines 1 and 2	<b>3</b>	<b>7,002</b>
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	<b>4</b>	<b>0</b>
<b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	<b>7,002</b>
<b>6</b> Credits/Payments:		
<b>a</b> 2023 estimated tax payments and 2022 overpayment credited to 2023	<b>6a</b>	<b>22,588</b>
<b>b</b> Exempt foreign organizations — tax withheld at source	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	<b>22,588</b>
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	
<b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	<b>15,586</b>
<b>11</b> Enter the amount of line 10 to be: <b>Credited to 2024 estimated tax</b> <b>7,004</b> <b>Refunded</b>	<b>11</b>	<b>8,582</b>

**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>1b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition		<b>X</b>
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>1c</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. \$ (2) On foundation managers. \$		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$		
<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>4b</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. <b>PA</b>		
<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 2023 or the tax year beginning in 2023? See 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 <b>WWW.NELSONFOUNDATIONPA.ORG</b>	<b>X</b>	
<b>14</b> The books are in care of <b>ALEXANDRA ALDRIDGE</b> Telephone no. <b>610-977-2488</b> <b>150 N. RADNOR CHESTER ROAD</b> Located at <b>RADNOR</b> <b>PA</b> ZIP+4 <b>19087</b>		
<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 <b>15</b>		
<b>16</b> At any time during calendar year 2023, 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>

**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?		<b>X</b>
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		<b>X</b>
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		<b>X</b>
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<b>X</b>	
(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)?		<b>X</b>
(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.)		<b>X</b>
<b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions		<b>X</b>
<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 2023?		<b>X</b>
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
<b>a</b> At the end of tax year 2023, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2023? If "Yes," list the years 20 , 20 , 20 , 20		<b>X</b>
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement — see instructions.) <b>N/A</b>		
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. 20 , 20 , 20 , 20		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		<b>X</b>
<b>b</b> If "Yes," did it have excess business holdings in 2023 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 2023.) <b>N/A</b>		
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		<b>X</b>
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2023?		<b>X</b>

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

<b>5a</b>	During the year did the foundation pay or incur any amount to:		<b>Yes</b>	<b>No</b>
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<b>5a(1)</b>		<b>X</b>
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<b>5a(2)</b>		<b>X</b>
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<b>5a(3)</b>		<b>X</b>
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d) (4)(A)? See instructions	<b>5a(4)</b>		<b>X</b>
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<b>5a(5)</b>		<b>X</b>
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	<b>5b</b>		
<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).	<b>5d</b>		
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<b>6a</b>		<b>X</b>
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	<b>6b</b>		<b>X</b>
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<b>7a</b>		<b>X</b>
<b>b</b>	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<b>7b</b>		
<b>8</b>	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<b>8</b>		<b>X</b>

**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. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 12				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JENNY SNYDER 150 N. RADNOR CHESTER ROAD RADNOR PA 19087	GRANT DIRECT 30.00	94,500	5,670	3,000

**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. See instructions. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MILL CREEK CAPITAL ADVISORS 161 WASHINGTON ST SUITE 1500 CONSHOHOCKEN PA 19428	INVEST ADVISORY	96,357
.....		
.....		
.....		
.....		
<b>Total</b> number of others receiving over \$50,000 for professional services .....		<b>0</b>

**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 <b>N/A</b> ..... .....	
2 ..... .....	
3 ..... .....	
4 ..... .....	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 <b>N/A</b> ..... .....	
2 ..... .....	
All other program-related investments. See instructions. 3 ..... .....	
<b>Total.</b> Add lines 1 through 3 .....	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	<b>20,111,873</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>343,306</b>
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	<b>0</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>20,455,179</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>20,455,179</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	<b>4</b>	<b>306,828</b>
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3	<b>5</b>	<b>20,148,351</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% (0.05) of line 5	<b>6</b>	<b>1,007,418</b>

**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.)

<b>1</b>	Minimum investment return from Part IX, line 6	<b>1</b>	<b>1,007,418</b>
<b>2a</b>	Tax on investment income for 2023 from Part V, line 5	<b>2a</b>	<b>7,002</b>
<b>b</b>	Income tax for 2023. (This does not include the tax from Part V.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	<b>7,002</b>
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	<b>1,000,416</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	<b>1,000,416</b>
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1	<b>7</b>	<b>1,000,416</b>

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1a</b>	<b>1,310,484</b>
<b>b</b>	Program-related investments — total from Part VIII-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part XII, line 4	<b>4</b>	<b>1,310,484</b>



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

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
<b>1</b> Distributable amount for 2023 from Part X, line 7 .....				<b>1,000,416</b>
<b>2</b> Undistributed income, if any, as of the end of 2023:				
<b>a</b> Enter amount for 2022 only .....				
<b>b</b> Total for prior years: 20____, 20____, 20____ .....				
<b>3</b> Excess distributions carryover, if any, to 2023:				
<b>a</b> From 2018 .....				
<b>b</b> From 2019 .....				
<b>c</b> From 2020 .....				
<b>d</b> From 2021 .....				
<b>e</b> From 2022 .....				
<b>f</b> <b>Total</b> of lines 3a through e .....	<b>718,304</b>			
<b>4</b> Qualifying distributions for 2023 from Part XI, line 4: \$ <b>1,310,484</b>				
<b>a</b> Applied to 2022, but not more than line 2a .....				
<b>b</b> Applied to undistributed income of prior years (Election required — see instructions) .....				
<b>c</b> Treated as distributions out of corpus (Election required — see instructions) .....				
<b>d</b> Applied to 2023 distributable amount .....				<b>1,000,416</b>
<b>e</b> Remaining amount distributed out of corpus .....	<b>310,068</b>			
<b>5</b> Excess distributions carryover applied to 2023 (If an amount appears in column (d), the same amount must be shown in column (a).) .....				
<b>6</b> <b>Enter the net total of each column as     indicated below:</b>				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 .....	<b>1,028,372</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b .....				
<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 .....				
<b>d</b> Subtract line 6c from line 6b. Taxable amount — see instructions .....				
<b>e</b> Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount — see instructions .....				
<b>f</b> Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024 .....				<b>0</b>
<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) .....				
<b>8</b> Excess distributions carryover from 2018 not applied on line 5 or line 7 (see instructions) .....				
<b>9</b> <b>Excess distributions carryover to 2024.</b> Subtract lines 7 and 8 from line 6a .....	<b>1,028,372</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2019 .....				
<b>b</b> Excess from 2020 .....				
<b>c</b> Excess from 2021 .....				
<b>d</b> Excess from 2022 .....				
<b>e</b> Excess from 2023 .....				

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2023, 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)

	Prior 3 years				(e) Total
	(a) 2023	(b) 2022	(c) 2021	(d) 2020	
<b>2a</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 23 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. See instructions.

**a** The name, address, and telephone number or email address of the person to whom applications should be addressed:  
**See Statement 13**

**b** The form in which applications should be submitted and information and materials they should include:  
**See Statement 14**

**c** Any submission deadlines:  
**See Statement 15**

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
**See Statement 16**

**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 Philadelphia PA 19103		N/A	501C3 General Operating Support		14,000
After School Activities Partnership 1617 JFK Blvd. Philadelphia PA 19103		N/A	501C3 General Operating Support		15,000
After-School All-Stars Philadelphia 1516 N. 5th Street Philadelphia PA 19122		N/A	501C3 General Operating Support		13,500
Asian Americans United 1023 Callowhill Street Philadelphia PA 19123		N/A	501C3 General Operating Support		20,000
BeGirl.world 812 N 13th Street Philadelphia PA 19123		N/A	501C3 Director's Grant - General Operating		2,500
Beyond the Bars 3500 Lancaster Avenue Philadelphia PA 19104		N/A	501C3 General Operating Support		20,000
Bridge Academy & Community Center 578 Olive Street Coatesville PA 19320		N/A	501C3 Director's Grant - General Operating		2,500
Bridge Academy & Community Center 578 Olive Street Coatesville PA 19320		N/A	501C3 General Operating Support		5,000
CASA of Philadelphia County 1501 Cherry Street Philadelphia PA 19102		N/A	501C3 General Operating Support		5,000
CASA Youth Advocates, Inc. PO Box 407 Media PA 19063		N/A	501C3 Grace Nelson Award - General Operati		10,000
Total				3a	811,000
b Approved for future payment					
Asian Americans United 1023 Callowhill Street Philadelphia PA 19123		N/A	501C3 General Operating Support		20,000
Asian Americans United 1023 Callowhill Street Philadelphia PA 19123		N/A	501C3 General Operating Support		20,000
Beyond the Bars 3500 Lancaster Avenue Philadelphia PA 19104		N/A	501C3 General Operating Grant		20,000
Total				3b	665,000

<b>Part XV-A</b>	<b>Analysis of Income-Producing Activities</b>
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Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
<b>1</b> Program service revenue:						
<b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>f</b> _____						
<b>g</b> Fees and contracts from government agencies .....						
<b>2</b> Membership dues and assessments .....						
<b>3</b> Interest on savings and temporary cash investments .....			<b>14</b>	<b>181,301</b>		
<b>4</b> Dividends and interest from securities .....			<b>14</b>	<b>265,994</b>		
<b>5</b> Net rental income or (loss) from real estate:						
<b>a</b> Debt-financed property .....						
<b>b</b> Not debt-financed property .....						
<b>6</b> Net rental income or (loss) from personal property .....						
<b>7</b> Other investment income .....						
<b>8</b> Gain or (loss) from sales of assets other than inventory .....			<b>18</b>	<b>166,596</b>		
<b>9</b> Net income or (loss) from special events .....						
<b>10</b> Gross profit or (loss) from sales of inventory .....						
<b>11</b> Other revenue: <b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e) .....		<b>0</b>		<b>613,891</b>		<b>0</b>
<b>13</b> <b>Total.</b> Add line 12, columns (b), (d), and (e)				<b>13</b>		<b>613,891</b>

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

<b>Part XV-B</b>	<b>Relationship of Activities to the Accomplishment of Exempt Purposes</b>
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[illegible]



**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 <i>Paid during the year</i>					
CASA Youth Advocates, Inc. PO Box 407 Media PA 19063		N/A	501C3	Presidents Grant - Voices for Childr	5,000
Centro De Apoyo Comunitario 2235 Garrett Rd Drexel Hill PA 19026		N/A	501C3	Directors Grant - General Operating	2,500
Centro Nueva Creacion 185 W. Tioga Street Philadelphia PA 19140		N/A	501C3	General Operating Support	5,000
Chester County Futures 50 South First Ave., Suite Coatesville PA 19320		N/A	501C3	General Operating Support	5,000
Chester Education Foundation 419 Avenue of the States Chester PA 19013-4444		N/A	501C3	General Operating Support	14,000
Chester Education Foundation 419 Avenue of the States Chester PA 19013-4444		N/A	501C3	Grace Nelson Award - General Operati	5,000
Children First (formerly PCCY) 990 Spring Garden St. Philadelphia PA 19123		N/A	501C3	Presidents Grant - Greater Philadel	5,000
Children First (formerly PCCY) 990 Spring Garden St. Philadelphia PA 19123		N/A	501C3	Presidents Grant - General Operating	5,000
Children First (formerly PCCY) 990 Spring Garden St. Philadelphia PA 19123		N/A	501C3	Presidents Grant - Greater Philadelp	10,000
CityTeam Ministries Chester 634 Sproul Street Chester PA 19013		N/A	501C3	Director's Grant for Mother and Baby	5,000
Total				3a	
b <i>Approved for future payment</i>					
Beyond the Bars 3500 Lancaster Avenue Philadelphia PA 19104		N/A	501C3	General Operating Grant	20,000
Coded by Kids 3675 Market St, Suite 200 Philadelphia PA 19104		N/A	501C3	General Support	20,000
Coded by Kids 3675 Market St, Suite 200 Philadelphia PA 19104		N/A	501C3	General Support	20,000
Total				3b	

**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					
Coded by Kids 3675 Market St, Suite 200 Philadelphia PA 19104		N/A	501C3 General Operating	Support	20,000
Collective Climb 2212 Delancey Place, Unit Philadelphia PA 19103		N/A	501C3 General Operating	Support	12,500
College Possible Philadelphia 2000 Hamilton Street Philadelphia PA 19130		N/A	501C3 General Operating	Support	13,500
Collegiate Bridge, Inc. 3801 Skippack Pike #406 Skippack PA 19474		N/A	501C3 General Operating	Support	20,000
Design FC Inc 265 New York Ave Brooklyn NY 11216		N/A	501C3 Directors Grant - General	Operating	5,000
Design FC Inc 265 New York Ave Brooklyn NY 11216		N/A	501C3 Director's Grant - General	Operating	2,500
Education Law Center 1800 JFK Blvd. Philadelphia PA 19103		N/A	501C3 Presidents Grant - General	Operating	5,000
FamFrequency Productions 1147 s 26th st philadelphia PA 19146		N/A	501C3 General Operating	Support	20,000
Girls First 1208 Green St Norristown PA 19401		N/A	501C3 General Operating	Support	20,000
Hawaii Community Foundation 827 Fort Street Mall Honolulu HI 96813		N/A	501C3 Presidents Grant- Maui Strong Fund		2,500
Total				3a	
b Approved for future payment					
Collegiate Bridge, Inc. 3801 Skippack Pike #406 Skippack PA 19474		N/A	501C3 General Operating	Support	20,000
Collegiate Bridge, Inc. 3801 Skippack Pike #406 Skippack PA 19474		N/A	501C3 General Operating	Support	20,000
FamFrequency Productions 1147 s 26th st philadelphia PA 19146		N/A	501C3 General Operating	Support	20,000
Total				3b	

**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					
Healthy NewsWorks P.O. Box 431 Drexel Hill PA 19026		N/A	501C3 General Operating Support		13,500
Horizons at Greene Street 20 W. Armat Street Philadelphia PA 19144		Friends S N/A	501C3 General Operating Support		20,000
Kensington Soccer Club 3400 J ST. PHILADELPHIA PA 19134		N/A	501C3 General Operating Support		12,500
Mighty Writers 1501 Christian St. Philadelphia PA 19146		N/A	501C3 General Operating Support		15,000
Montgomery Child Advocacy Project (409 Cherry St Norristown PA 19401		N/A	501C3 General Operating Support		15,000
Need in Deed 441 East High Street Philadelphia PA 19144		N/A	501C3 General Operating Support		20,000
Neighborhood Bike Works 3943 Lancaster Ave Philadelphia PA 19104		N/A	501C3 General Operating Support		13,500
Neighborhood Bike Works 3943 Lancaster Ave Philadelphia PA 19104		N/A	501C3 Grace Nelson Award - General Operati		5,000
Norris Square Neighborhood Project 2141 N. Howard Street Philadelphia PA 19122		N/A	501C3 General Operating Support		5,000
One House at a Time 411 Susquehanna Road Ambler PA 19002		N/A	501C3 General Operating Support		15,000
Total				3a	
b Approved for future payment					
FamFrequency Productions 1147 s 26th st philadelphia PA 19146		N/A	501C3 General Operating Support		20,000
Girls First 1208 Green St Norristown PA 19401		N/A	501C3 General Operating Support		20,000
Girls First 1208 Green St Norristown PA 19401		N/A	501C3 General Operating Support		20,000
Total				3b	



**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					
Parkesburg Point Youth Center P.O. Box 731 Parkesburg PA 19365		N/A	501C3 Capacity Building		50,000
Parkesburg Point Youth Center P.O. Box 731 Parkesburg PA 19365		N/A	501C3 General Operating Support		15,000
Philadelphia City Rowing 450 Plymouth Road, Suite Plymouth Meeting PA 19462		N/A	501C3 General Operating Support		15,000
Philadelphia Youth Sports 1501 Cherry Street Philadelphia PA 19102		Collabora N/A Presidents Grant -	501C3 General Operating		5,000
Playworks Pennsylvania 1602 Frankford Avenue, PO Philadelphia PA 19125		N/A	501C3 General Operating Support		5,000
Rock to the Future 1201 N 3rd Street #283 Philadelphia PA 19122		N/A	501C3 Capacity Building		50,000
Rock to the Future 1201 N 3rd Street #283 Philadelphia PA 19122		N/A	501C3 General Operating Support		15,000
Scattergood Foundation 1501 Cherry Street Philadelphia PA 19102		N/A Presidents Grant -	501C3 Kensington Commun		10,000
SquashSmarts, Inc. 3890 N. 10th Street Philadelphia PA 19140		N/A	501C3 General Operating Support		15,000
Starfinder Foundation 4015 Main Street Philadelphia PA 19127		N/A	501C3 General Operating Support		15,000
Total				3a	
b Approved for future payment					
Horizons at Greene Street 20 W. Armat Street Philadelphia PA 19144		Friends S N/A	501C3 General Operating Support		20,000
Horizons at Greene Street 20 W. Armat Street Philadelphia PA 19144		Friends S N/A	501C3 General Operating Support		20,000
Need in Deed 441 East High Street Philadelphia PA 19144		N/A	501C3 General Operating Support		20,000
Total				3b	

**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					
Students Run Philly Style The Sterling Commerce Center Philadelphia PA 19103		N/A Grace Nelson Award - General Operati	501C3		10,000
Taller Puertorriqueo, Inc. 2600 N. 5th St. Philadelphia PA 19133		N/A General Operating Support	501C3		12,500
The Attic Youth Center 255 S. 16th Street Philadelphia PA 19102		N/A General Operating Support	501C3		20,000
The Garage Community and Youth Cent 115 S. Union Street Kennett Square PA 19348		N/A Capacity Building	501C3		50,000
The Monkey & The Elephant 2831 W Girard Avenue Philadelphia PA 19130		N/A Director's Grant - General Operating	501C3		5,000
The Monkey & The Elephant 2831 W Girard Avenue Philadelphia PA 19130		N/A General Operating Support	501C3		20,000
Trellis For Tomorrow 35 Hall Street Phoenixville PA 19460		N/A General Operating Support	501C3		14,000
Wagner Free Institute of Science 1700 West Montgomery Avenue Philadelphia PA 19121		N/A GeoKids and SNAP: Science, Nature an	501C3		14,000
We Love Philly 4324 K Street Philadelphia PA 19124		N/A General Operating Support	501C3		20,000
West Kensington Ministry (part of P 2140 Hancock Street Philadelphia PA 19122		N/A Director's Grant - Youth Programming	501C3		2,500
Total				3a	
b Approved for future payment					
Need in Deed 441 East High Street Philadelphia PA 19144		N/A General Operating Support	501C3		20,000
Parkesburg Point Youth Center P.O. Box 731 Parkesburg PA 19365		N/A Capacity Building	501C3		60,000
Parkesburg Point Youth Center P.O. Box 731 Parkesburg PA 19365		N/A Capacity Building	501C3		50,000
Total				3b	

**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					
World Central Kitchen 200 Massachusetts Ave NW Washington DC 20001		N/A Presidents Grant - General	501C3	Operating	1,000
YoungMoms PO Box 376 Kennett Square PA 19348		N/A Director's Grant - General	501C3	Operating	2,500
Youth Sentencing & Reentry Project 1528 Walnut St Philadelphia PA 19102		N/A General Operating Support	501C3		20,000
Total				3a	
b Approved for future payment					
The Attic Youth Center 255 S. 16th Street Philadelphia PA 19102		N/A General Operating Support	501C3		20,000
The Attic Youth Center 255 S. 16th Street Philadelphia PA 19102		N/A General Operating Support	501C3		20,000
The Garage Community and Youth Cent 115 S. Union Street Kennett Square PA 19348		N/A Capacity Building	501C3		50,000
Total				3b	





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

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<b>a</b> <i>Paid during the year</i> <b>N/A</b>				
<b>Total</b>			<b>3a</b>	
<b>b</b> <i>Approved for future payment</i> <b>Youth Sentencing &amp; Reentry Project</b> <b>1528 Walnut St</b> <b>Philadelphia PA 19102</b>	<b>N/A</b>	<b>501C3</b> <b>General Operating Support</b>	<b>General Operating Support</b>	<b>20,000</b>
<b>Total</b>			<b>3b</b>	

Form <b>990-PF</b>		<b>Capital Gains and Losses for Tax on Investment Income</b>	<b>2023</b>
For calendar year 2023, or tax year beginning		, and ending	

Name <b>GRACE S. AND W. LINTON NELSON FOUNDATION</b>	Employer Identification Number <b>22-2583922</b>
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(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) <b>MILLCREEK X0594 ST</b>	<b>P</b>		
(2) <b>MILLCREEK X0594 LT</b>	<b>P</b>		
(3) <b>MILLCREEK X3797 ST</b>	<b>P</b>		
(4) <b>MILLCREEK X3797 LT</b>	<b>P</b>		
(5) <b>MILLCREEK CAPITAL GAIN DIV</b>	<b>P</b>		
(6) <b>MCA ABSOLUTE RETURN</b>	<b>P</b>		
(7) <b>MCA PRIVATE EQUITY IV</b>	<b>P</b>		
(8) <b>MCA PRIVATE EQUITY V</b>	<b>P</b>		
(9) <b>MILLCREEK ADDITIONAL K-1</b>	<b>P</b>		
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1) <b>111,541</b>		<b>109,955</b>	<b>1,586</b>
(2) <b>727,060</b>		<b>817,734</b>	<b>-90,674</b>
(3) <b>340,913</b>		<b>345,545</b>	<b>-4,632</b>
(4) <b>3,860,025</b>		<b>3,740,091</b>	<b>119,934</b>
(5) <b>8,290</b>			<b>8,290</b>
(6) <b>84,354</b>			<b>84,354</b>
(7) <b>11,110</b>			<b>11,110</b>
(8) <b>13,227</b>			<b>13,227</b>
(9) <b>23,401</b>			<b>23,401</b>
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
(1)			<b>1,586</b>
(2)			<b>-90,674</b>
(3)			<b>-4,632</b>
(4)			<b>119,934</b>
(5)			<b>8,290</b>
(6)			<b>84,354</b>
(7)			<b>11,110</b>
(8)			<b>13,227</b>
(9)			<b>23,401</b>
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

## Federal Statements

### Public Inspection Copy

#### Statement 1 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 10	\$	\$	\$ 10
Total	\$ 10	\$ 0	\$ 0	\$ 10

#### Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAX ACCOUNTANT	\$ 3,850	\$	\$	\$ 3,850
ACCOUNTING FEES	12,951			12,951
Total	\$ 16,801	\$ 0	\$ 0	\$ 16,801

#### Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT & ADVISORY FEES	\$ 110,122	\$ 110,122	\$	\$
MANAGEMENT FEES	23,200			23,200
INFORMATION TECHNOLOGY	2,973			2,973
HSA FEES	87			87
RETIREMENT FEES	930			930
Total	\$ 137,312	\$ 110,122	\$ 0	\$ 27,190



**Federal Statements**

**Statement 4 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXCISE TAXES	\$ 26,252	\$	\$	\$
Total	\$ 26,252	\$ 0	\$ 0	\$ 0

**Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
OFFICE EXPENSES	3,876			3,876
INSURANCE	2,012			2,012
PAYROLL SERVICE FEES	1,825			1,825
STAFF DEVELOPMENT	6,337			6,337
DUES & SUBSCRIPTIONS	5,091			5,091
PROGRAM-RELATED EXPENSES	45,955			45,955
Total	\$ 65,096	\$ 0	\$ 0	\$ 65,096

**Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US OBLIGATIONS	\$ 454,716	\$ 540,467	Market	\$ 540,467
Total	\$ 454,716	\$ 540,467		\$ 540,467

**Federal Statements**

**Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE STOCK	\$ 13,987,007	\$ 15,548,911	Market	\$ 15,548,911
Total	\$ 13,987,007	\$ 15,548,911		\$ 15,548,911

**Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE BONDS	\$ 1,966,804	\$ 1,985,951	Market	\$ 1,985,951
Total	\$ 1,966,804	\$ 1,985,951		\$ 1,985,951

**Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MILL CREEK INVESTMENTS	\$ 2,711,343	\$ 2,498,349	Market	\$ 2,498,349
MISSION RELATED INVESTMENTS	50,000	100,000	Cost	100,000
Total	\$ 2,761,343	\$ 2,598,349		\$ 2,598,349

Statement 10 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
LEASE SECURITY DEPOSIT	\$ 495	\$ 495	\$ 495
Total	\$ 495	\$ 495	\$ 495

Statement 11 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
UNREALIZED GAIN	\$ 1,952,635
Total	\$ 1,952,635

**Federal Statements**

**Statement 12 - Form 990-PF, Part VII, Line 1 - List of Officers, Directors, Trustees, Etc.**

<u>Name and Address</u>	<u>Title</u>	<u>Average Hours</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Expenses</u>
ALEXANDRA ALDRIDGE 150 N. RADNOR CHESTER ROAD RADNOR PA 19087	PRESIDENT	40.00	217,982	22,522	0
DONNA S. LINDNER 150 N. RADNOR CHESTER ROAD RADNOR PA 19087	CHAIR	2.00	0	0	0
MELIZA A. REYNOSO 150 N. RADNOR CHESTER ROAD RADNOR PA 19087	SECRETARY	1.50	0	0	0
NIKOLE Y. SMITH 150 N. RADNOR CHESTER ROAD RADNOR PA 19087	DIRECTOR	1.00	0	0	0
SONYA W. WEIGLE 150 N. RADNOR CHESTER ROAD RADNOR PA 19087	DIRECTOR	1.00	0	0	0
ANTONIO C. WILLIAMS 150 N. RADNOR CHESTER ROAD RADNOR PA 19087	TREASURER	1.50	0	0	0
CARLOS APONTE 150 N. RADNOR CHESTER ROAD RADNOR PA 19087	DIRECTOR	0.00	0	0	0
LEIGH ANNE MCKELVEY 150 N. RADNOR CHESTER ROAD RADNOR PA 19087	DIRECTOR	0.00	0	0	0

**Federal Statements****Form 990-PF, Part XIV, Line 1b - Managers Who Own 10% or More Stock**

Name of Manager	Amount
NONE	\$
Total	\$ 0

**Statement 13 - Form 990-PF, Part XIV, Line 2a - Name, Address and Email for Applications**Description

APPLY VIA WEBSITE 610-977-2488  
 150 N. RADNOR CHESTER ROAD RADNOR PA 19087  
[HTTPS://NELSONFOUNDATIONPA.ORG](https://nelsonfoundationpa.org)

**Statement 14 - Form 990-PF, Part XIV, Line 2b - Application Format and Required Contents**Description

THE FOUNDATION USES AN ONLINE GRANT SYSTEM THAT REQUIRES ALL FUNDING REQUESTS AND FOLLOW-UPS (E.G., GRANT AWARD AGREEMENTS AND REPORTS) TO BE SUBMITTED ONLINE. THE GRANTMAKING SYSTEM CAN BE ACCESSED BY GOING TO THE FOUNDATION'S WEBSITE ([HTTPS://NELSONFOUNDATIONPA.ORG](https://nelsonfoundationpa.org)) AND CLICKING ON THE "ONLINE APPLICATION" BUTTON. REQUESTS FOR GRANT FUNDING INCLUDE A LETTER OF INQUIRY (LOI) AND AN APPLICATION IF INVITED, AFTER THE LOI PHASE.

**Statement 15 - Form 990-PF, Part XIV, Line 2c - Submission Deadlines**Description

IN 2023, THE CORE GRANT PROGRAM, WHICH IS AN OPEN GRANT APPLICATION PROCESS, SWITCHED TO AWARDING GRANTS ONCE PER CALENDAR YEAR. LOIS WERE DUE ON MARCH 1 AND FULL APPLICATIONS WERE DUE ON MAY 15. AT THE JUNE BOARD MEETING, THREE-YEAR GRANTS WERE AWARDED WITH THE FIRST INSTALLMENT PAYMENTS MADE IN JULY. THE CAPACITY BUILDING GRANT PROGRAM IS BY INVITATION ONLY AND HAS ROLLING DEADLINES.

**Statement 16 - Form 990-PF, Part XIV, Line 2d - Award Restrictions or Limitations**Description

THE FOUNDATION MAKES GRANTS ONLY TO 501(c)(3) ORGANIZATIONS THAT ALIGN WITH ITS MISSION TO SERVE 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. THE FOUNDATION FOCUSES ON SUPPORTING ORGANIZATIONS THAT ALIGN WITH THE FOUNDATION'S VALUES OF ACCOUNTABILITY, EQUITY, PARTNERSHIP, TRANSPARENCY, AND HUMILITY, AS WELL AS THE

**Statement 16 - Form 990-PF, Part XIV, Line 2d - Award Restrictions or Limitations**  
**(continued)**Description

EQUITY-FOCUSED STRATEGIC PILLARS OF 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 WITH ANNUAL EXPENSES UNDER \$2.5 MILLION. 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.