

Form **990-PF****Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No. 1545-0047

**2024**

Open to Public Inspection

Department of the Treasury  
Internal Revenue ServiceDo 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.

For calendar year 2024 or tax year beginning

, and ending

Name of foundation

**GRACE S. AND W. LINTON NELSON  
FOUNDATION**Number and street (or P.O. box number if mail is not delivered to street address)  
**150 N. RADNOR CHESTER ROAD F200**

Room/suite

City or town, state or province, country, and ZIP or foreign postal code  
**RADNOR PA 19087**

**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 type="checkbox"/>	Amended return
<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 21,832,598** **J** Accounting method:  Cash  Accrual  
 Other (specify) ..... (Part I, column (d), must be on cash basis.)

**A** Employer identification number**22-2583922****B** Telephone number (see instructions)  
**610-977-2488**

**C** If exemption application is pending, check here

**D** 1. Foreign organizations, check here   
2. Foreign organizations meeting the 85% test, check here and attach computation

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

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

	<b>Part I Analysis of Revenue and Expenses</b> (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		<b>186,726</b>	<b>186,726</b>	<b>186,726</b>	
4 Dividends and interest from securities		<b>284,409</b>	<b>284,409</b>	<b>284,409</b>	
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<b>560,218</b>			
b Gross sales price for all assets on line 6a	<b>3,373,855</b>				
7 Capital gain net income (from Part IV, line 2)			<b>560,218</b>		
8 Net short-term capital gain				<b>111,990</b>	
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)	<b>Stmt 1</b>	<b>9,734</b>		<b>9,734</b>	
12 <b>Total.</b> Add lines 1 through 11		<b>1,041,087</b>	<b>1,031,353</b>	<b>592,859</b>	
<b>Operating and Administrative Expenses</b>					
13 Compensation of officers, directors, trustees, etc.		<b>267,447</b>			<b>267,447</b>
14 Other employee salaries and wages		<b>135,756</b>			<b>135,756</b>
15 Pension plans, employee benefits		<b>90,663</b>			<b>90,663</b>
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)	<b>Stmt 2</b>	<b>14,745</b>			<b>14,745</b>
c Other professional fees (attach schedule)	<b>Stmt 3</b>	<b>109,628</b>	<b>93,684</b>		<b>15,944</b>
17 Interest					
18 Taxes (attach schedule) (see instructions)					
19 Depreciation (attach schedule) and depletion					
20 Occupancy		<b>5,865</b>			<b>5,865</b>
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (att. sch.)	<b>Stmt 4</b>	<b>87,695</b>			<b>87,695</b>
24 <b>Total operating and administrative expenses.</b>		<b>711,799</b>	<b>93,684</b>	<b>0</b>	<b>618,115</b>
Add lines 13 through 23		<b>810,000</b>			<b>810,000</b>
25 Contributions, gifts, grants paid		<b>1,521,799</b>	<b>93,684</b>	<b>0</b>	<b>1,428,115</b>
26 Total expenses and disbursements. Add lines 24 and 25					
27 Subtract line 26 from line 12:		<b>-480,712</b>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			<b>937,669</b>		
c Adjusted net income (if negative, enter -0-)				<b>592,859</b>	

For Paperwork Reduction Act Notice, see instructions.

DAA

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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	End of year
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments		551,765	871,754
	3 Accounts receivable			871,754
	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)	0		
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
Assets	10a Investments — U.S. and state government obligations (attach schedule)	Stmt 5	540,467	541,336
	b Investments — corporate stock (attach schedule)	See Stmt 6	15,548,911	15,501,010
	c Investments — corporate bonds (attach schedule)	See Stmt 7	1,985,951	3,518,216
	11 Investments — land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach sch.)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)	See Statement 8	2,598,349	1,397,582
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach sch.)			
	15 Other assets (describe	See Statement 9 )	495	2,700
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		21,225,938	21,832,598
	17 Accounts payable and accrued expenses			2,023
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
Liabilities	22 Other liabilities (describe	)	0	2,023
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here and complete lines 24, 25, 29, and 30	<input checked="" type="checkbox"/>		
	24 Net assets without donor restrictions		21,225,938	21,830,575
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here and complete lines 26 through 30	<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 Total net assets or fund balances (see instructions)		21,225,938	21,830,575
	30 Total liabilities and net assets/fund balances (see instructions)		21,225,938	21,832,598
<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>				
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	21,225,938
2	Enter amount from Part I, line 27a		2	-480,712
3	Other increases not included in line 2 (itemize)	See Statement 10	3	1,085,349
4	Add lines 1, 2, and 3		4	21,830,575
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	21,830,575

## 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 See Worksheet				
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				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
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	560,218
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	111,990

## 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.	1	13,034
Date of ruling or determination letter: ..... <b>(attach copy of letter if necessary — see instructions)</b>	2	0
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) .....	3	13,034
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-) .....	4	0
3 Add lines 1 and 2 .....	5	13,034
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-) .....	6a	7,004
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- .....	6b	
6 Credits/Payments:	6c	2,735
a 2024 estimated tax payments and 2023 overpayment credited to 2024 .....	6d	
b Exempt foreign organizations — tax withheld at source .....	7	9,739
c Tax paid with application for extension of time to file (Form 8868) .....	8	
d Backup withholding erroneously withheld .....	9	3,295
7 Total credits and payments. Add lines 6a through 6d .....	10	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached .....	11	
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> .....	Refunded	
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> .....		
11 Enter the amount of line 10 to be: <b>Credited to 2025 estimated tax</b>		

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**Part VI-A Statements Regarding Activities**

	<b>Yes</b>	<b>No</b>
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? .....	<b>1a</b>	<b>X</b>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition .....	<b>1b</b>	<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>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? .....	<b>1c</b>	<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? .....	<b>2</b>	<b>X</b>
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 .....	<b>3</b>	<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? .....	<b>4a</b>	<b>X</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? .....	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? .....	<b>5</b>	<b>X</b>
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? .....	<b>6</b>	<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>7</b>	<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>8b</b>	<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 2024 or the tax year beginning in 2024? See the instructions for Part XIII. If "Yes," complete Part XIII .....	<b>9</b>	<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>10</b>	<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>11</b>	<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>12</b>	<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>13</b>	<b>X</b>
<b>14</b> The books are in care of <b>ALEXANDRA ALDRIDGE</b> <b>150 N. RADNOR CHESTER ROAD</b>	Telephone no. <b>610-977-2488</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 .....	<b>15</b>	<input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year .....		
<b>16</b> At any time during calendar year 2024, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? .....	<b>16</b>	<b>X</b>
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
1a		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)		
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		X
c		
Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
d		
Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2024?		X
2		
Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a		
At the end of tax year 2024, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2024? If "Yes," list the years		X
20     , 20     , 20     , 20		
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.)		N/A
c		
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		
3a		
Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		X
b		
If "Yes," did it have excess business holdings in 2024 as a result (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 2024.)		N/A
4a		
Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b		
Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2024?		X

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

5a	During the year, did the foundation pay or incur any amount to:	Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		5a(1)	X
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		5a(2)	X
(3) Provide a grant to an individual for travel, study, or other similar purposes?		5a(3)	X
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions		5a(4)	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?		5a(5)	X
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	N/A	
c	Organizations relying on a current notice regarding disaster assistance, check here		
d	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	6a	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	7a	X
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	8	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. 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 11				
.....				
.....				
.....				
.....				
.....				

**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 32.00	98,300	12,444
.....				0
.....				
.....				
.....				
.....				
<b>Total</b> 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	93,634
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....

**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 (see instructions)**

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

Amount

1 N/A	.....
2	.....
All other program-related investments. See instructions.	.....
3	.....

**Total. Add lines 1 through 3**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities .....	1a	<b>21,098,988</b>
b	Average of monthly cash balances .....	1b	<b>284,838</b>
c	Fair market value of all other assets (see instructions) .....	1c	<b>679</b>
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	<b>21,384,505</b>
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	<b>21,384,505</b>
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions) .....	4	<b>320,768</b>
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 .....	5	<b>21,063,737</b>
6	<b>Minimum investment return.</b> Enter 5% (0.05) of line 5 .....	6	<b>1,053,187</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.)

1	Minimum investment return from Part IX, line 6 .....	1	<b>1,053,187</b>
2a	Tax on investment income for 2024 from Part V, line 5 .....	2a	<b>13,034</b>
b	Income tax for 2024. (This does not include the tax from Part V.) .....	2b	
c	Add lines 2a and 2b .....	2c	<b>13,034</b>
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	<b>1,040,153</b>
4	Recoveries of amounts treated as qualifying distributions .....	4	
5	Add lines 3 and 4 .....	5	<b>1,040,153</b>
6	Deduction from distributable amount (see instructions) .....	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1 .....	7	<b>1,040,153</b>

**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	<b>1,428,115</b>
b	Program-related investments — total from Part VIII-B .....	1b	
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	<b>1,428,115</b>

Form 990-PF (2024)

## Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2023	(c) 2023	(d) 2024
1 Distributable amount for 2024 from Part X, line 7 .....				1,040,153
2 Undistributed income, if any, as of the end of 2024: .....				
a Enter amount for 2023 only .....				
b Total for prior years: 20 ____ , 20 ____ , 20 ____ .....				
3 Excess distributions carryover, if any, to 2024: .....				
a From 2019 .....	126,189			
b From 2020 .....	219,478			
c From 2021 .....	202,006			
d From 2022 .....	170,631			
e From 2023 .....	310,068			
f Total of lines 3a through e .....	1,028,372			
4 Qualifying distributions for 2024 from Part XI, line 4: \$ 1,428,115 .....				
a Applied to 2023, but not more than line 2a .....				
b Applied to undistributed income of prior years (Election required — see instructions) .....				
c Treated as distributions out of corpus (Election required — see instructions) .....				
d Applied to 2024 distributable amount .....				1,040,153
e Remaining amount distributed out of corpus .....	387,962			
5 Excess distributions carryover applied to 2024 (If an amount appears in column (d), the same amount must be shown in column (a).) .....				
6 Enter the net total of each column as indicated below:	1,416,334			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 .....				
b Prior years' undistributed income. Subtract line 4b from line 2b .....				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed .....				
d Subtract line 6c from line 6b. Taxable amount — see instructions .....				
e Undistributed income for 2023. Subtract line 4a from line 2a. Taxable amount — see instructions .....				
f Undistributed income for 2024. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2025 .....				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions) .....				
8 Excess distributions carryover from 2019 not applied on line 5 or line 7 (see instructions) .....	126,189			
9 Excess distributions carryover to 2025. Subtract lines 7 and 8 from line 6a .....	1,290,145			
10 Analysis of line 9:				
a Excess from 2020 .....	219,478			
b Excess from 2021 .....	202,006			
c Excess from 2022 .....	170,631			
d Excess from 2023 .....	310,068			
e Excess from 2024 .....	387,962			

**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 2024, enter the date of the ruling				
1b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed				
2b	85% (0.85) of line 2a				
2c	Qualifying distributions from Part XI, line 4, for each year listed				
2d	Amounts included in line 2c not used directly for active conduct of exempt activities				
2e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon:				
a	"Assets" alternative test — enter:				
(1)	Value of all assets				
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test — enter of minimum investment return shown in Part IX, line 6, for each year listed				
c	"Support" alternative test — enter:				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3)	Largest amount of support from an exempt organization				
(4)	Gross investment income				

**Part 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 12**

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

**See Statement 13**

c Any submission deadlines:

**See Statement 14**

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

**See Statement 15**

## 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)				
<b>a Paid during the year</b>				
12+				
3401 I Street Philadelphia PA 19134	N/A	501c3	General Operating Support	20,000
Achieve Now 1735 Market Street Philadelphia PA 19103	N/A	501c3	General Operating Support	5,000
Achieve Now 1735 Market Street Philadelphia PA 19103	N/A	501c3	General Operating Support	5,000
After School Activities Partnership 1617 JFK Blvd. Philadelphia PA 19103	N/A	501c3	General Operating Support	5,000
After-School All-Stars Philadelphia 1516 N. 5th Street Philadelphia PA 19122	N/A	501c3	General Operating Support	5,000
Apologues Center 326 Cross St Philadelphia PA 19147-650	N/A	501c3	Directors Grant - General Operating	5,000
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
Big Picture Alliance 1315 Walnut St Philadelphia PA 19107	N/A	501c3	General Operating Support	20,000
Black Girls Love Math 3600 Conshohocken Ave Philadelphia PA 19131	N/A	501c3	Director's Grant - General Operating	2,500
<b>Total</b>			3a	810,000
<b>b Approved for future payment</b>				
12+				
3401 I Street Philadelphia PA 19134	N/A	501c3	General Operating Support	20,000
12+				
3401 I Street Philadelphia PA 19134	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
<b>Total</b>			3b	735,000

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions.)	
		(a) Business code	(b) Amount		(c) Exclusion code
1	Program service revenue:				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies .....				
2	Membership dues and assessments .....				
3	Interest on savings and temporary cash investments .....		14	186,726	
4	Dividends and interest from securities .....		14	284,409	
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	560,218	
9	Net income or (loss) from special events .....				
10	Gross profit or (loss) from sales of inventory .....				
11	Other revenue: a				
b	<b>Excise tax refund</b>		14	9,734	
c					
d					
e					
12	Subtotal. Add columns (b), (d), and (e) .....		0	1,041,087	0
13	Total. Add line 12, columns (b), (d), and (e) .....			13	1,041,087
(See worksheet in line 13 instructions to verify calculations.)					

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

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



## 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)				
<i>a Paid during the year</i>				
Centro De Apoyo Comunitario 2235 Garrett Rd Drexel Hill PA 19026	N/A	501c3 Director's Grant - General	Operating	2,500
Chester Education Foundation 419 Avenue of the States Chester PA 19013-4444	N/A	501c3 General Operating	Support	20,000
Children First (formerly PCCY) 990 Spring Garden St. Philadelphia PA 19123	N/A	501c3 General Operating	Support	12,500
Children First (formerly PCCY) 990 Spring Garden St. Philadelphia PA 19123	N/A	501c3 Director's Grant - General	Operating	2,500
CityTeam Ministries Chester 634 Sproul Street Chester PA 19013	N/A	501c3 Directors Grant - Mothers and Babies		5,000
Coded by Kids 3675 Market St, Suite 200 Philadelphia PA 19104	N/A	501c3 General Operating	Support	20,000
Collective Climb 350 S. 15th Street Philadelphia PA 19102	N/A	501c3 General Operating	Support	20,000
College Possible Philadelphia 2000 Hamilton Street Philadelphia PA 19130	N/A	501c3 General Operating	Support	5,000
Collegiate Bridge, Inc. 3801 Skippack Pike #406 Skippack PA 19474	N/A	501c3 General Operating	Support	20,000
Education Law Center 1800 JFK Blvd. Philadelphia PA 19103	N/A	501c3 General Operating	Support	12,500
<b>Total</b>				<b>3a</b>
<i>b Approved for future payment</i>				
Beyond the Bars 3500 Lancaster Avenue Philadelphia PA 19104	N/A	501c3 General Operating Grant		20,000
Big Picture Alliance 1315 Walnut St Philadelphia PA 19107	N/A	501c3 General Operating	Support	20,000
Big Picture Alliance 1315 Walnut St Philadelphia PA 19107	N/A	501c3 General Operating	Support	20,000
<b>Total</b>				<b>3b</b>

## 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)				
<i>a Paid during the year</i>				
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
Healthy NewsWorks P.O. Box 431 Drexel Hill PA 19026	N/A	501c3	Grace Nelson Award	5,000
Horizons at Greene Street 20 W. Armat Street Philadelphia PA 19144	Friends S N/A	501c3	General Operating Support	20,000
International Rescue Committee, Inc 122 E 42nd St New York NY 10168	N/A	501c3	President's Grant - Relief for Gaza	2,500
Kensington Soccer Club 3400 J ST. PHILADELPHIA PA 19134	N/A	501c3	Grace Nelson Award	5,000
Lift Every Voice Philly 990 Spring Garden Street Philadelphia PA 19123	N/A	501c3	General Operating	20,000
Mad Beatz Philly 5300 Catharine St Philadelphia PA 19143	N/A	501c3	General Operating Support	12,500
Montgomery Child Advocacy 409 Cherry St Norristown PA 19401	Project ( N/A	501c3	Grace Nelson Award	5,000
Need in Deed 441 East High Street Philadelphia PA 19144	N/A	501c3	General Operating Support	20,000
<b>Total</b>				<b>3a</b>
<i>b Approved for future payment</i>				
Chester Education Foundation 419 Avenue of the States Chester PA 19013-4444	N/A	501c3	General Operating Support	20,000
Chester Education Foundation 419 Avenue of the States Chester PA 19013-4444	N/A	501c3	General Operating Support	20,000
Coded by Kids 3675 Market St, Suite 200 Philadelphia PA 19104	N/A	501c3	General Operating Support	20,000
<b>Total</b>				<b>3b</b>

## 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)				
<i>a Paid during the year</i>				
Neighborhood Bike Works 3943 Lancaster Ave Philadelphia PA 19104	N/A	501c3 General	Operating Support	5,000
Norris Square Neighborhood Project 2141 N. Howard Street Philadelphia PA 19122	N/A	501c3 Director's Grant - General	Grace Nelson Award	10,000
Norris Square Neighborhood Project 2141 N. Howard Street Philadelphia PA 19122	N/A	501c3 Director's Grant - General	Operating	5,000
Norris Square Neighborhood Project 2141 N. Howard Street Philadelphia PA 19122	N/A	501c3 Director's Grant - General	Operating	2,500
Ones Up 2515 Germantown Ave Philadelphia PA 19133	N/A	501c3 Director's Grant - General	Operating	2,500
Ordinarie Heroes 828 S Alden Street Philadelphia PA 19143	N/A	501c3 General	Operating Support	20,000
Parkesburg Point Youth Center P.O. Box 731 Parkesburg PA 19365	N/A	501c3 General	Operating Support	20,000
Parkesburg Point Youth Center P.O. Box 731 Parkesburg PA 19365	N/A	501c3 Capacity	Building	60,000
Philadelphia City Rowing 450 Plymouth Road, Suite Plymouth Meeting PA 19462	N/A	501c3 General	Operating Support	20,000
Philadelphia Youth Sports 1501 Cherry Street Philadelphia PA 19102	Collabora N/A	501c3 Presidents Grant - GPEC		10,000
<b>Total</b>				3a
<i>b Approved for future payment</i>				
Collective Climb 350 S. 15th Street Philadelphia PA 19102	N/A	501c3 General	Operating Support	20,000
Collective Climb 350 S. 15th Street Philadelphia PA 19102	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
<b>Total</b>				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)				
<b>a Paid during the year</b>				
<b>Project 440</b> 1315 Walnut St. Suite 320 Philadelphia PA 19107	N/A	501c3 General	Operating Support	20,000
<b>PUBLIC INTEREST LAW CENTER</b> 1500 John F. Kennedy Blvd Philadelphia PA 19102	N/A	501c3 General	Operating Support	12,500
<b>Rock to the Future</b> 1201 N 3rd Street #283 Philadelphia PA 19122	N/A	501c3 General	Operating Support	5,000
<b>SCATTERGOOD FOUNDATION</b> 1501 Cherry Street Philadelphia PA 19102	N/A	501c3 Presidents Fund - Kensington	Community	10,000
<b>Seachange Capital Partners Inc</b> 420 Lexington Ave Rm 300 New York City NY 10170-03	N/A	501c3 Presidents Fund - Nonprofit	Repository	10,000
<b>SquashSmarts, Inc.</b> 3890 N. 10th Street Philadelphia PA 19140	N/A	501c3 General	Operating Support	5,000
<b>Starfinder Foundation</b> 4015 Main Street Philadelphia PA 19127	N/A	501c3 General	Operating Support	5,000
<b>Taller Puertorriquo, Inc.</b> 2600 N. 5th St. Philadelphia PA 19133	N/A	501c3 General	Operating Support	5,000
<b>The Attic Youth Center</b> 255 S. 16th Street Philadelphia PA 19102	N/A	501c3 General	Operating Support	20,000
<b>The Community Foundation of Western</b> 4 Vanderbilt Park Drive, Asheville NC 28803	N/A	501c3 Presidents Grant - Emergency and Dis		4,100
<b>Total</b>				3a
<b>b Approved for future payment</b>				
<b>FamFrequency Productions</b> 1147 s 26th st philadelphia PA 19146	N/A	501c3 General	Operating Support	20,000
<b>Girls First</b> 1208 Green St Norristown PA 19401	N/A	501c3 General	Operating Support	20,000
<b>Horizons at Greene Street</b> 20 W. Armat Street Philadelphia PA 19144	Friends S N/A	501c3 General	Operating Support	20,000
<b>Total</b>				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)				
<i>a Paid during the year</i>				
The Garage Community and Youth Cent 115 S. Union Street Kennett Square PA 19348	N/A	501c3 Capacity	Building	25,000
The Garage Community and Youth Cent 115 S. Union Street Kennett Square PA 19348	N/A	501c3 Capacity	Building	50,000
The Merchants Fund 1617 JFK Boulevard, 20th Philadelphia PA 19103	N/A	501c3 Presidents Grant- General	Operating	5,000
The Monkey & The Elephant 2831 W Girard Avenue Philadelphia PA 19130	N/A	501c3 General	Operating	20,000
The Monkey & The Elephant 2831 W Girard Avenue Philadelphia PA 19130	N/A	501c3 Presidents Grant - Board Retreat Sup		3,400
The Monkey & The Elephant 2831 W Girard Avenue Philadelphia PA 19130	N/A	501c3 Director's Grant - General	Operating	5,000
Trellis For Tomorrow 35 Hall Street Phoenixville PA 19460	N/A	501c3 Grace Nelson Award		5,000
U.D.T.J. (Amistad Law Project) 115 Fairfield Ave Upper Darby PA 19082	N/A	501c3 Director's Grant - General	Operating	2,500
U.D.T.J. (Amistad Law Project) 115 Fairfield Ave Upper Darby PA 19082	N/A	501c3 Director's Grant - General	Operating	2,500
We Love Philly 4324 K Street Philadelphia PA 19124	N/A	501c3 General Operating Support		20,000
<b>Total</b>				3a
<i>b Approved for future payment</i>				
Lift Every Voice Philly 990 Spring Garden Street Philadelphia PA 19123	N/A	501c3 General Operating Support		20,000
Lift Every Voice Philly 990 Spring Garden Street Philadelphia PA 19123	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
<b>Total</b>				3b

## Part XIV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> we REIGN Inc 2152 North 28th Street Philadelphia PA 19121	N/A	501c3 General	Operating Support	20,000
West Kensington Ministry 2140 Hancock Street Philadelphia PA 19122	(part of P N/A	501c3 Directors	Grant - Youth Programs	2,500
Youth Art & Self-empowerment Projec 924 Cherry St Philadelphia PA 19107	N/A	501c3 General	Operating Support	20,000
Youth Sentencing & Reentry Project 1528 Walnut St Philadelphia PA 19102	N/A	501c3 General	Operating Support	20,000
<b>Total</b>				<b>3a</b>
<i>b Approved for future payment</i> Ordinarie Heroes 828 S Alden Street Philadelphia PA 19143	N/A	501c3 General	Operating Support	20,000
Ordinarie Heroes 828 S Alden Street Philadelphia PA 19143	N/A	501c3 General	Operating Support	20,000
Parkesburg Point Youth Center P.O. Box 731 Parkesburg PA 19365	N/A	501c3 Capacity	Building	50,000
<b>Total</b>				<b>3b</b>

## 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)				
<i>a Paid during the year</i>				
N/A				
<b>Total</b>				<b>3a</b>
<i>b Approved for future payment</i>				
Parkesburg Point Youth Center P.O. Box 731 Parkesburg PA 19365	N/A	501c3	General Operating Support	20,000
Parkesburg Point Youth Center P.O. Box 731 Parkesburg PA 19365	N/A	501c3	General Operating Support	20,000
Philadelphia City Rowing 450 Plymouth Road, Suite N/A Plymouth Meeting PA 19462		501c3	General Operating Support	20,000
<b>Total</b>				<b>3b</b>

## 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)				
<i>a Paid during the year</i>				
N/A				
<b>Total</b>				<b>3a</b>
<i>b Approved for future payment</i>				
Philadelphia City Rowing 450 Plymouth Road, Suite Plymouth Meeting PA 19462	N/A	501c3 General Operating Support		20,000
Project 440 1315 Walnut St. Suite 320 Philadelphia PA 19107	N/A	501c3 General Operating Support		20,000
Project 440 1315 Walnut St. Suite 320 Philadelphia PA 19107	N/A	501c3 General Operating Support		20,000
<b>Total</b>				<b>3b</b>

## 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)				
<i>a Paid during the year</i>				
N/A				
<b>Total</b>				<b>3a</b>
<i>b Approved for future payment</i>				
The Attic Youth Center 255 S. 16th Street Philadelphia PA 19102	N/A	501c3 General Operating Support		20,000
The Garage Community and Youth Cent 115 S. Union Street Kennett Square PA 19348	N/A	501c3 Capacity Building		25,000
We Love Philly 4324 K Street Philadelphia PA 19124	N/A	501c3 General Operating Support		20,000
<b>Total</b>				<b>3b</b>

## 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)				
<i>a Paid during the year</i>				
N/A				
<b>Total</b>				3a
<i>b Approved for future payment</i>				
we REIGN Inc 2152 North 28th Street Philadelphia PA 19121	N/A	501c3 General Operating Support		20,000
we REIGN Inc 2152 North 28th Street Philadelphia PA 19121	N/A	501c3 General Operating Support		20,000
Youth Art & Self-empowerment Projec 924 Cherry St Philadelphia PA 19107	N/A	501c3 General Operating Support		20,000
<b>Total</b>				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)				
<i>a Paid during the year</i>				
N/A				
<b>Total</b>				<b>3a</b>
<i>b Approved for future payment</i>				
Youth Art & Self-empowerment Projec 924 Cherry St Philadelphia PA 19107	N/A	501c3	General Operating Support	20,000
Youth Sentencing & Reentry Project 1528 Walnut St Philadelphia PA 19102	N/A	501c3	General Operating Support	20,000
<b>Total</b>				<b>3b</b>

## Capital Gains and Losses for Tax on Investment Income

Form 990-PF

2024

For calendar year 2024, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

Name **GRACE S. AND W. LINTON NELSON FOUNDATION** Employer Identification Number **22-2583922**

(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>BPY-000594</b>	<b>ST</b>	<b>P</b>		
(2) <b>BPY-000594</b>	<b>LT</b>	<b>P</b>		
(3) <b>BPD-003797</b>	<b>ST</b>	<b>P</b>		
(4) <b>BPG-003797</b>	<b>LT</b>	<b>P</b>		
(5) <b>Westfuller</b>	<b>1099-ST</b>	<b>P</b>		
(6) <b>Westfuller</b>	<b>1099-LT</b>	<b>P</b>		
(7) <b>MCCA Absolute Return</b>		<b>P</b>		
(8) <b>MCA Private Equity IV K-1</b>		<b>P</b>		
(9) <b>MCA Private Equity V K-1</b>		<b>P</b>		
(10) <b>Westfuller Capital Gain Distribution</b>		<b>P</b>		
(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>492,256</b>		<b>478,753</b>	<b>13,503</b>
(2) <b>560,997</b>		<b>630,444</b>	<b>-69,447</b>
(3) <b>913,756</b>		<b>815,431</b>	<b>98,325</b>
(4) <b>769,307</b>		<b>789,283</b>	<b>-19,976</b>
(5) <b>3,173</b>		<b>3,011</b>	<b>162</b>
(6) <b>96,699</b>		<b>96,715</b>	<b>-16</b>
(7) <b>285,764</b>			<b>285,764</b>
(8) <b>54,822</b>			<b>54,822</b>
(9) <b>28,231</b>			<b>28,231</b>
(10) <b>168,850</b>			<b>168,850</b>
(11)			
(12)			
(13)			
(14)			
(15)			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h)) gain minus col. (k), but not less than -0- <b>or</b> Losses (from col. (h))
(1)			<b>13,503</b>
(2)			<b>-69,447</b>
(3)			<b>98,325</b>
(4)			<b>-19,976</b>
(5)			<b>162</b>
(6)			<b>-16</b>
(7)			<b>285,764</b>
(8)			<b>54,822</b>
(9)			<b>28,231</b>
(10)			<b>168,850</b>
(11)			
(12)			
(13)			
(14)			
(15)			

## Federal Statements

# Public Inspection Copy

### Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Excise tax refund	\$ 9,734	\$ _____	\$ 9,734
Total	\$ 9,734	\$ 0	\$ 9,734

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING & LEGAL FEES	\$ 14,745	\$ _____	\$ _____	\$ 14,745
Total	\$ 14,745	\$ 0	\$ 0	\$ 14,745

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT & ADVISORY FEES	\$ 93,684	\$ 93,684	\$ _____	\$ 10,500
MANAGEMENT FEES	10,500	119	998	119
HSA FEES	119	998	4,327	998
RETIREMENT FEES	998	4,327	0	4,327
IT SUPPORT	4,327	0	0	0
Total	\$ 109,628	\$ 93,684	\$ 0	\$ 15,944

## Federal Statements

# Public Inspection Copy

### Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
OFFICE EXPENSES	3,586			3,586
PAYROLL SERVICE FEES	2,339			2,339
STAFF DEVELOPMENT	11,229			11,229
DUES & SUBSCRIPTIONS	6,015			6,015
PROGRAM-RELATED EXPENSES	61,603			61,603
BUSINESS INSURANCE	2,923			2,923
Total	\$ 87,695	\$ 0	\$ 0	\$ 87,695

### Statement 5 - 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	\$ 540,467	\$ 541,336	Market	\$ 541,336
Total	\$ 540,467	\$ 541,336		\$ 541,336

### Statement 6 - 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	\$ 15,548,911	\$ 15,501,010	Market	\$ 15,501,010
Total	\$ 15,548,911	\$ 15,501,010		\$ 15,501,010

## Federal Statements

# Public Inspection Copy

### Statement 7 - 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	\$ 1,985,951	\$ 3,518,216	Market	\$ 3,518,216
Total	\$ 1,985,951	\$ 3,518,216		\$ 3,518,216

### Statement 8 - 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	\$ 2,498,349	\$ 1,297,582	Market	\$ 1,297,582
MISSION RELATED INVESTMENTS	100,000	100,000	Cost	100,000
Total	\$ 2,598,349	\$ 1,397,582		\$ 1,397,582

50444 GRACE S. AND W. LINTON NELSON  
22-2583922  
FYE: 12/31/2024

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## Federal Statements

### Statement 9 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
LEASE SECURITY DEPOSIT ER 403B CONTRIBUTION	\$ 495	\$ 495 2,205	\$ 495 2,205
Total	\$ <u>495</u>	\$ <u>2,700</u>	\$ <u>2,700</u>

### Statement 10 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
UNREALIZED GAIN	\$ 1,085,349
Total	\$ <u>1,085,349</u>

## Federal Statements

### Statement 11 - Form 990-PF, Part VII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
ALEXANDRA ALDRIDGE 150 N. RADNOR CHESTER ROAD RADNOR PA 19087	PRESIDENT	40.00	267,447	24,947	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	1.00	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	1.00	0	0	0
LEIGH ANNE MCKELVEY 150 N. RADNOR CHESTER ROAD RADNOR PA 19087	DIRECTOR	1.50	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 12 - 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

### Statement 13 - 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) 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, BE SUBMITTED. THE CHANGE CHAMPIONS GRANT PROGRAM WAS INVITATION-ONLY AND REQUIRED ONLY AN APPLICATION BE SUBMITTED. THE CAPACITY BUILDING PROGRAM DID NOT AWARD GRANTS IN 2024.

### Statement 14 - 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. SINCE THEN, LOIs ARE DUE ON MARCH 1 AND FULL APPLICATIONS WERE DUE ON MAY 15. AT EACH JUNE BOARD MEETING, THREE-YEAR GRANTS ARE AWARDED WIH THE FIRST INSTALLMENT PAYMENTS MADE IN JULY FOLLOWING THE JUNE BOARD MEETING. THE FOUNDATION LAUNCHED A NEW INVITATION-ONLY GRANT PROGRAM CALLED CHANGE CHAMPIONS. IN 2024, THIS WAS AN INVITATION-ONLY GRANT PROGRAM WITH A FULL APPLICATION DUE ON MAY 15TH. ONE-YEAR GRANTS WERE AWARDED AT THE JUNE BOARD MEETING.

### Statement 15 - 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

**Federal Statements**

**Statement 15 - Form 990-PF, Part XIV, Line 2d - Award Restrictions or Limitations**  
**(continued)**

**Description**

REGION CAN EXPERIENCE THEIR FUTURES IN HEALTHY, THRIVING, AND PROSPEROUS COMMUNITIES. AS THE FOUNDATION BELIEVES THAT 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. ORGANIZATIONS ARE NOT ELIGIBLE FOR GRANT AWARDS IF THE PROGRAMMING PROVIDED IS "DROP-IN" OR LESS THAN FOUR WEEKS IN DURATION. APPLICATIONS WILL NOT BE ACCEPTED FROM HOSPITALS OR MEDICAL FACILITIES, SCHOOLS (PUBLIC, PRIVATE, OR CHARTER), COLLEGES/UNIVERSITIES, OR DAYCARE FACILITIES. THE FOUNDATION WILL NOT SUPPORT INDIVIDUALS, SCHOLARSHIP PROGRAMS, FUNDRAISING EVENTS, MEDICAL EXPENSES, OR RELIGIOUS ACTIVITIES.