

Form 990-PF

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

2012

Open to Public Inspection

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Department of the Treasury Internal Revenue Service

For calendar year 2012, or tax year beginning 07-01-2012, and ending 06-30-2013

Name of foundation: STONELEIGH FOUNDATION. A Employer identification number: 37-1526458. B Telephone number: (215) 735-7080. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 82,650,774. J Accounting method: Accrual.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	122,695	445,073	445,073		
	2	Savings and temporary cash investments	1,330,078	1,605,112	1,605,112		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ 69,600,000 Less allowance for doubtful accounts ▶ _____	1,292,884	69,600,000	69,600,000		
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges	17,484	17,443	17,443		
	10a	Investments—U S and state government obligations (attach schedule)	884,087	887,098	871,136		
	b	Investments—corporate stock (attach schedule)	6,592,939	6,894,816	7,866,181		
	c	Investments—corporate bonds (attach schedule)	2,037,063	2,254,071	2,242,723		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)					
	14	Land, buildings, and equipment basis ▶ _____ 21,437 Less accumulated depreciation (attach schedule) ▶ _____ 18,331	3,960	3,106	3,106		
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	12,281,190	81,706,719	82,650,774			
Liabilities	17	Accounts payable and accrued expenses	35,266	52,319			
	18	Grants payable	1,292,884	1,315,479			
	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 ▶ _____)	3,700	18,900			
23	Total liabilities (add lines 17 through 22)	1,331,850	1,386,698				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	10,949,340	10,720,021			
	25	Temporarily restricted		69,600,000			
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see page 17 of the instructions)	10,949,340	80,320,021				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	12,281,190	81,706,719				

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,949,340
2	Enter amount from Part I, line 27a	2	69,370,681
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	80,320,021
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	80,320,021

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a STCL			
b LTCG			
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			-99,402
b			176,552
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-99,402
b			176,552
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	77,150
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	-99,402

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,354,496	11,892,472	0.113895
2010	1,838,083	9,060,840	0.202860
2009	1,538,450	202,050	7.614204
2008	735,343	183,823	4.000277
2007	726,537	169,743	4.280218

2 Total of line 1, column (d).	2	16.211454
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	3.242291
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	12,269,324
5 Multiply line 4 by line 3.	5	39,780,719
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,990
7 Add lines 5 and 6.	7	39,783,709
8 Enter qualifying distributions from Part XII, line 4.	8	1,819,832

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	5,981
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	5,981
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	5,981
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,202
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	7,202
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,221
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ▶ 1,221 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a 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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ <u>0</u> (2) On foundation managers ▶ \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
6 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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
9 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	Yes	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> 📄	Yes	

Part VII-A Statements Regarding Activities (continued)

11	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).	11		No
12	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)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶STONELEIGHFOUNDATION.ORG	13	Yes	
14	The books are in care of ▶EXECUTIVE DIRECTOR Telephone no ▶(215) 735-7080 Located at ▶123 S BROAD STREET NO 1130 PHILADELPHIA PA ZIP+4 ▶19109			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, 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?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b	
c	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 2012?	1c	No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b	
c	If the provisions of section 4942(a)(2) are being applied to any 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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 2012?	4b	No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c 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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	No
6b	6b	No
7b	7b	

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

1 List all officers, directors, trustees, 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 Additional Data Table				

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
NONE				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 IN OPERATING THE FELLOWSHIP PROGRAMS, THE CENTER SEEKS TO -AFFECT THE WELL-BEING OF CHILDREN AND YOUTH, -INVEST IN POLICY CHANGE, PRACTICE IMPROVEMENT, AND RESEARCH DISSEMINATION, -SUPPORT INDIVIDUALS WHO CAN MAKE A DIFFERENCE IN THE LIVES OF VULNERABLE CHILDREN, -SPUR INNOVATION THAT LINKS THE MAJOR PUBLIC SYSTEMS SERVING YOUNG PEOPLE CHILD WELFARE, EDUCATION, AND JUVENILE JUSTICE, -MAKE A SIGNIFICANT AGGREGATE DIFFERENCE IN THE FIELD THROUGH THE CREATION OF A COMMUNITY OF FELLOWS ENGAGED IN PROJECTS TACKLING SIMILAR PROBLEMS THROUGH A VARIETY OF APPROACHES	1,818,723
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	

Total. Add lines 1 through 3. **0**

Part X 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	10,681,085
b	Average of monthly cash balances.	1b	1,757,617
c	Fair market value of all other assets (see instructions).	1c	17,464
d	Total (add lines 1a, b, and c).	1d	12,456,166
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	12,456,166
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	186,842
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,269,324
6	Minimum investment return. Enter 5% of line 5.	6	613,466

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,818,723
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	1,109
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	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,819,832
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,819,832

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ _____				
a Applied to 2011, 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 2012 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

Part XIV Private Operating Foundations (see instructions and Part VII-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 2012, enter the date of the ruling. 2006-11-18

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	221,882	192,603	36,604	714	451,803
b 85% of line 2a	188,600	163,713	31,113	607	384,033
c Qualifying distributions from Part XII, line 4 for each year listed	1,819,832	1,354,496	1,838,083	1,531,031	6,543,442
d Amounts included in line 2c not used directly for active conduct of exempt activities	733,142	449,105	384,567	407,750	1,974,564
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	1,086,690	905,391	1,453,516	1,123,281	4,568,878
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.	408,977	396,416	302,028	6,735	1,114,156
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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 (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

CATHY M WEISS EXECUTIVE DIRECTOR
 C/O THE FOUNDATIONS CORPORATE OFFICE
 PHILADELPHIA, PA 19109
 (215) 735-7080

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

SEE ATTACHED GRANT PROCEDURES FOR DETAILS

c Any submission deadlines

SEE ATTACHED GRANT PROCEDURES FOR DETAILS

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

SEE ATTACHED GRANT PROCEDURES FOR DETAILS

Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i> See Additional Data Table See Additional Data Table Additional Data Table</p>				
Total ▶ 3a				1,086,690
<p>b <i>Approved for future payment</i> See Additional Data Table See Additional Data Table Data Table</p>				
Total ▶ 3b				1,340,704

Part XVI-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	(d) Amount	
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	63,779	
4 Dividends and interest from securities.			14	222,087	
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	77,150	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).		0		363,016	0
13 Total. Add line 12, columns (b), (d), and (e).			13	<u>363,016</u>	<u>363,016</u>

(See worksheet in line 13 instructions to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

Table with 3 columns: Question, Yes, No. Contains questions 1, a, b, c, d regarding transfers and transactions with noncharitable exempt organizations.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Includes question 2a and 2b regarding tax-exempt organizations.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Paid Preparer Use Only Print/Type preparer's name JENNIFER SOLOT Preparer's Signature JENNIFER SOLOT Firm's name BBD LLP 1835 MARKET STREET 26TH FLOOR Firm's address PHILADELPHIA, PA 19103

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, or 990-PF.

2012

Department of the Treasury
Internal Revenue Service

Name of the organization
STONELEIGH FOUNDATION

Employer identification number
37-1526458

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
STONELEIGH FOUNDATION

Employer identification number
37-1526458

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN C AND CHARA C HAAS CHARITBALE C/O GADSEN SCHNEIDER WOODLAND LLP RADNOR, PA 19087	\$ 1,311,256	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	ESTATE OF CHARA C HAAS DECEASED C/O SAMUEL T FREEMAN CO PHILADELPHIA, PA 19103	\$ 69,600,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization
STONELEIGH FOUNDATION

Employer identification number
37-1526458

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	FAIR MARKET VALUE OF ESTATE AT THE DATE OF DEATH	\$ 69,600,000	2012-08-15
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization
STONELEIGH FOUNDATION

Employer identification number
37-1526458

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ▶ \$
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

TY 2012 Accounting Fees Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING/AUDIT	25,531	0	0	25,634

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
VARIOUS EQUIPMENT	2007-07-01	21,437	16,368		3 000000000000	1,963	0	0	

TY 2012 General Explanation Attachment

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Identifier	Return Reference	Explanation
		<p>FORM 990-PF, PAGE 10, PART XV, LINES 2B AND 2D GRANT GUIDELINES THE STONELEIGH FELLOWSHIP IS DESIGNED TO SUPPORT RESEARCHERS, PRACTITIONERS, AND POLICY MAKERS WHO HAVE DEMONSTRATED LEADERSHIP IN VIOLENCE PREVENTION, CHILD WELFARE, JUVENILE JUSTICE, OR RELATED FIELDS WE ARE PARTICULARLY INTERESTED IN INDIVIDUALS WHOSE FELLOWSHIP PROPOSAL INVOLVES WORK THAT CROSSES SYSTEMS OR ENHANCES THE COORDINATION OF SERVICE DELIVERY ACCOMPLISHED PRACTITIONERS, POLICY MAKERS, AND RESEARCHERS WHO HAVE DEMONSTRATED LEADERSHIP IN VIOLENCE PREVENTION, JUVENILE JUSTICE, CHILD WELFARE OR ALLIED FIELDS (E.G. EDUCATION, HEALTH AND BEHAVIORAL HEALTH AS THEY RELATE TO DEPENDENT AND DELINQUENT POPULATIONS) ARE ENCOURAGED TO APPLY CANDIDATES MIGHT BE PRACTITIONERS IN YOUTH- OR FAMILY-SERVING ORGANIZATIONS OR SYSTEMS, OR POLICY MAKERS, ANALYSTS OR RESEARCHERS WORKING IN NON-PROFIT, GOVERNMENTAL OR ACADEMIC INSTITUTIONS WE SEEK INDIVIDUALS WHO HAVE A TRACK RECORD OF ADVOCATING FOR CHANGE IN THE FIELDS OF CHILD WELFARE AND JUVENILE JUSTICE KNOWLEDGE, UNDERSTANDING, CONTACTS, AND INSTITUTIONAL SUPPORT TO BRING CHANGES TO FRUITION DEMONSTRATED ABILITY TO DESIGN AND LEAD SYSTEM REFORM IMAGINATION, TOUGH-MINDEDNESS, AND A FOCUS ON RESULTS A PASSION FOR THEIR WORK THE COMMITMENT OF A STRONG PARTNER ORGANIZATION THAT WILL HOST THE FELLOW AND THE PROJECT, PROVIDING BOTH INFRASTRUCTURE AND STRATEGIC ADVICE AND SUPPORT THE STONELEIGH FELLOWSHIP AWARD IS FLEXIBLE AND TAILORED TO THE NEEDS OF EACH SUCCESSFUL APPLICANT THE AMOUNT OF THE FINANCIAL AWARD WILL DEPEND ON THE PERSONAL CIRCUMSTANCES OF EACH FELLOW AND PROJECT AWARDEES ARE EXPECTED TO DEVOTE FULL TIME TO THE STONELEIGH FELLOWSHIP THEREFORE, EACH AWARD TYPICALLY INCLUDES SALARY, BENEFITS, AND A SMALL STIPEND TO COVER PROJECT-RELATED TRAVEL GOALS FOR SOME FELLOWS BASED IN ACADEMIC INSTITUTIONS, THE AWARD COVERS A PORTION OF THEIR TIME BECAUSE OUR FELLOWSHIP SUPPORTS INDIVIDUAL FELLOWS THROUGH SALARY SUPPORT, THEY ARE DETERMINED ON A CASE-BY-CASE BASIS TO DATE, FELLOWSHIP BUDGETS HAVE FALLEN BETWEEN \$80,000-\$130,000/YEAR THE TERM OF THE AWARD VARIES FROM FELLOW-TO-FELLOW BASED ON THE NEEDS OF EACH PROJECT TO DATE, FELLOWSHIP TERMS HAVE RANGED FROM ONE TO FIVE YEARS WE HAVE AWARDED ONLY ONE FIVE-YEAR FELLOWSHIP THE AVERAGE TERM IS THREE YEARS IN ADDITION TO CANDIDATES' PROFESSIONAL QUALIFICATIONS, STONELEIGH SELECTS FELLOWS BASED ON THE QUALITY OF PROPOSED IDEAS, THE FIT OF PROPOSED PROJECTS WITH THE FOUNDATION'S FOCUS AND GOALS, AND THE LIKELIHOOD THAT THE PROPOSED WORK CAN BE CARRIED OUT EFFECTIVELY A DIVERSE REVIEW COMMITTEE EVALUATES EACH PROPOSAL SPECIFIC CRITERIA TO BE USED IN JUDGING PROPOSALS INCLUDE SIGNIFICANCE THE PROPOSED WORK EFFECTIVELY ADDRESSES CRITICAL PROGRAM, POLICY OR RESEARCH ISSUES AND THUS IS LIKELY TO IMPROVE THE LIFE OUTCOMES OF YOUTH IMPACTED BY VIOLENCE OR THOSE INVOLVED WITH OR AT RISK OF INVOLVEMENT WITH THE CHILD WELFARE AND JUVENILE JUSTICE SYSTEMS EFFECTIVENESS THE PROPOSAL SPECIFICALLY INDICATES HOW THE PROJECT WILL EFFECTIVELY PROMOTE SYSTEMS CHANGE AND HOW IT HAS THE POTENTIAL TO IMPROVE YOUTH OUTCOMES CANDIDATES INDICATE CLEARLY THEIR PERSONAL EFFECTIVENESS IN BEING ABLE TO CARRY OUT THE WORK FEASIBILITY THE SCOPE OF THE PROJECT FITS WITHIN THE TIME AND RESOURCES ALLOTTED BY THE FELLOWSHIP CANDIDATES INDICATE THAT THEY HAVE THE SUPPORT OF A STRONG PARTNER ORGANIZATION AND REPRESENTATIVES FROM THE PUBLIC SYSTEMS NECESSARY TO ACHIEVE THE PROJECT GOALS THEY HAVE OTHER FUNDING IF NEEDED INNOVATION THE PROPOSED PROJECT CLEARLY ADVANCES STRATEGIES THAT REPRESENT A DEPARTURE FROM STANDARD PRACTICE IF A CANDIDATE IS APPLYING FOR FUNDS TO CONTINUE AN ONGOING PROJECT, THE PROPOSAL SHOWS HOW THIS FELLOWSHIP WILL SUBSTANTIALLY IMPROVE STANDARD PRACTICE AND WHY STONELEIGH FOUNDATION SUPPORT IS CRITICAL TO ADVANCING THE WORK MULTI-DISCIPLINARY IMPACT/BREADTH THE PROPOSED WORK HAS THE POTENTIAL TO BE APPLIED BROADLY AND IMPROVE YOUTH POLICY AND PRACTICE ACROSS A NUMBER OF SYSTEMS AND DISCIPLINES FIT THE PROJECT CLEARLY MEETS OUR OVERALL GOALS THE PROPOSAL AND CANDIDATE CONTRIBUTE TO BUILDING A COMMUNITY OF FELLOWS AND A BODY OF WORK THAT WILL, IN AGGREGATE, ADVANCE THE FIELD</p>

**TY 2012 Investments Corporate
Bonds Schedule**

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	960,221	963,372
FIXED INCOME MUTUAL FUNDS	1,293,850	1,279,351

**TY 2012 Investments Corporate
Stock Schedule**

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS	3,637,943	4,424,608
EQUITY MUTUAL FUNDS	3,256,873	3,441,573

**TY 2012 Investments Government
Obligations Schedule**

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

**US Government Securities - End of
Year Book Value:** 887,098

**US Government Securities - End of
Year Fair Market Value:** 871,136

**State & Local Government
Securities - End of Year Book
Value:** 0

**State & Local Government
Securities - End of Year Fair
Market Value:** 0

TY 2012 Legal Fees Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	5,600	0	0	4,540

TY 2012 Other Expenses Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOARD EXPENSES	582	0	0	576
COMMUNITY SUPPORT/EVENTS	15,729	0	0	10,822
INSURANCE	415	0	0	2,904
MEMBERSHIP DUES AND SUBSCRIPTIONS	5,223	0	0	5,223
OFFICE EQUIPMENT AND LEASE EXPENSES	4,779	0	0	4,779
OFFICE SUPPLIES	10,219	0	0	9,346
IT/NETWORK SUPPORTS	5,960	0	0	5,615
SEL PROJECT	2,895	0	0	2,895
OTHER FEES FOR SERVICES	3,600	0	0	3,600

TY 2012 Other Liabilities Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED FEDERAL EXCISE TAX	3,700	18,900

TY 2012 Other Professional Fees Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DISSEMINATION/PR/MARKETING	25,745	0	0	10,643
PENSION PLAN ADMIN	2,580	0	0	2,580
PAYROLL PROCESSING	1,624	0	0	1,624
INVESTMENT FEES	63,622	63,622	63,622	0

TY 2012 Substantial Contributors Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Name	Address
JOHN C AND CHARA C HAAS CHARITABLE TRUST	C/O GADSEN SCHNEIDER WOODWARD LLP RADNOR, PA 19087
ESTATE OF CHARA C HAAS DECEASED	C/O SAMUEL T FREEMAN CO PHILADELPHIA, PA 19103

TY 2012 Taxes Schedule

Name: STONELEIGH FOUNDATION

EIN: 37-1526458

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	33,380	0	0	34,357
FEDERAL EXCISE TAX ON INVESTMENTS	19,200	0	0	0
FOREIGN TAX PAID	362	362	362	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b <i>Approved for future payment</i>				
ACLU FOUNDATION OF PENNSYLVANIA (MAHEEN KALEEM) EASTERN REGION OFFICE PO BOX 40008 PHILADELPHIA, PA 19106		509(A)(1)	RESEARCH FELLOWSHIP	62,530
CONGRESO DE LATINOS UNIDOS (STEVEN LAINEZ) 216 EAST SOMERSET STREET PHILADELPHIA, PA 19133		GOVT AGENCY	RESEARCH FELLOWSHIP	63,600
JODY GREENBLATT 301 REX AVENUE PHILADELPHIA, PA 19118	NONE		RESEARCH FELLOWSHIP	116,222
JUVENILE LAW CENTER 1315 WALNUT STREET PHILADELPHIA, PA 19107		509(A)(1)	GRANT	15,000
PEOPLE'S EMERGENCY CENTER (LEIGH WILSON) 325 NORTH 39TH STREET PHILADELPHIA, PA 19104	NONE	509(A)(1)	RESEARCH FELLOWSHIP	60,800
RICHARD GREENWALD 2210 DELANCEY PLACE PHILADELPHIA, PA 19105	NONE		RESEARCH FELLOWSHIP	520,018
RUFUS SYLVESTER LYNCH 1730 NORTH 71ST STREET PHILADELPHIA, PA 19151	NONE		RESEARCH FELLOWSHIP	227,020
SUPPORT CENTER FOR CHILD ADVOCATES (MEGAN STEPHENS) 1900 CHERRY STREET PHILADELPHIA, PA 19103		509(A)(1)	RESEARCH FELLOWSHIP	63,285
UNIVERSITY OF NEW HAMPSHIRE (CRIME RESEARCH AGAINST CENTER) (LISA JONES) 10 WEST EDGE DRIVE SUITE 106 DURHAM, NC 03824		509(A)(1)	RESEARCH FELLOWSHIP	212,229
Total				1,340,704

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VERA INSTITUTE OF JUSTICE (DANIELLE SERED) 233 BROADWAY 12TH FLOOR NEW YORK, NY 10279		509(A)(1)	RESEARCH FELLOWSHIP	100,000
Total				3a 1,086,690

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DREXEL UNIVERSITY (CHARLES WILLIAMS) 3001 MARKET STREET PHILADELPHIA, PA 19104		509(A)(1)	RESEARCH FELLOWSHIP	130,000
DREXEL UNIVERSITY COLLEGE OF MEDICINE (THEODORE CORBIN) 245 N 15TH STREET PHILADELPHIA, PA 19102		509(A)(1)	RESEARCH FELLOWSHIP	135,000
EDUCATION LAW CENTER (MARNIE KAPLAN) 1315 WALNUT STREET SUITE 400 PHILADELPHIA, PA 19107		509(A)(1)	RESEARCH FELLOWSHIP	63,600
EDUCATION WORKS GREG VOLZ PO BOX 212 LENNI, PA 19152	NONE		RESEARCH FELLOWSHIP	29,924
FATHERS DAY RALLY COMMITTEE INC- 3201 WEST GIRARD AVENUE PHILADELPHIA, PA 19130		509(A)(1)	GRANT AWARD FOR CALL TO ACTION BLACK ON BLACK VIOLENCE	3,500
FIELD CENTER FOR CHILDREN'S POLICY PRACTICE AND RESEARCH THE (STEPHEN ST 3815 WALNUT STREET PHILADELPHIA, PA 19104		509(A)(1)	RESEARCH FELLOWSHIP	1,310
HEALTH FEDERATION OF PHILADELPHIA (MAGRIELLE EISEN) 1211 CHESTNUT STREET SUITE 801 PHILADELPHIA, PA 19107		509(A)(1)	RESEARCH FELLOWSHIP	63,600
INSTITUE FOR SAFE FAMILIES (EMILY KRONENBERGER) 3502 SCOTTS LANE BUILDING I SUITE 4 PHILADELPHIA, PA 19129		509(A)(1)	RESEARCH FELLOWSHIP	63,529
JODY GREENBLATT 301 REX AVENUE PHILADELPHIA, PA 19118	NONE		RESEARCH FELLOWSHIP	122,778
JUVENILE LAW CENTER 1315 WALNUT STREET PHILADELPHIA, PA 19107		509(A)(1)	GRANT TO SUPPORT YOUTH BUREAU	10,000
PHILADELPHIA YOUTH NETWORK (CATHERINE BUTTNER) 714 MARKET STREET SUITE 304 PHILADELPHIA, PA 19106		501(C)(3)	RESEARCH FELLOWSHIP AND SUMMER YOUTH INTERN	65,030
RESEARCH FOR ACTION 100 S BROAD ST 700 PHILADELPHIA, PA 19110	NONE		RESEARCH YOUTH STUDY	27,000
RICHARD GREENWALD 2210 DELANCEY PLACE PHILADELPHIA, PA 19105	NONE		RESEARCH FELLOWSHIP	40,937
RUFUS SYLVESTER LYNCH 1730 NORTH 71ST STREET PHILADELPHIA, PA 19151	NONE		RESEARCH FELLOWSHIP AND TARGETED ASSISTANCE	129,535
UNIVERSITY OF NEW HAMPSHIRE (CRIME RESEARCH AGAINST CENTER) (LISA JONES) 10 WEST EDGE DRIVE SUITE 106 DURHAM, NC 03824		509(A)(1)	RESEARCH FELLOWSHIP	100,947

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CAROLE HAAS GRAVAGNO C/O THE ORGANIZATION PHILADELPHIA, PA 19109	CHAIR 2 00	0	0	0
DAVID W HAAS C/O THE ORGANIZATION PHILADELPHIA, PA 19109	TREASURER 1 00	0	0	0
ELIZABETH WERTHAN C/O THE ORGANIZATION PHILADELPHIA, PA 19109	SECRETARY 1 00	0	0	0
DARLYNE BAILEY C/O THE ORGANIZATION PHILADELPHIA, PA 19109	DIRECTOR 1 00	0	0	0
PAUL DILORENZO C/O THE ORGANIZATION PHILADELPHIA, PA 19109	DIRECTOR 1 00	0	0	0
ROBERT FISHMAN C/O THE ORGANIZATION PHILADELPHIA, PA 19109	DIRECTOR 1 00	0	0	0
MORRISON C HUSTON JR C/O THE ORGANIZATION PHILADELPHIA, PA 19109	DIRECTOR 1 00	0	0	0
FRAZIERITA D KLASEN C/O THE ORGANIZATION PHILADELPHIA, PA 19109	DIRECTOR 1 00	0	0	0
LAURENCE STEINBERG C/O THE ORGANIZATION PHILADELPHIA, PA 19109	DIRECTOR 1 00	0	0	0
KATHERINE HANRAHAN C/O THE ORGANIZATION PHILADELPHIA, PA 19109	DIRECTOR 1 00	0	0	0
CATHY M WEISS C/O THE ORGANIZATION PHILADELPHIA, PA 19109	EXECUTIVE DIRECTOR 37 50	162,445	21,484	0