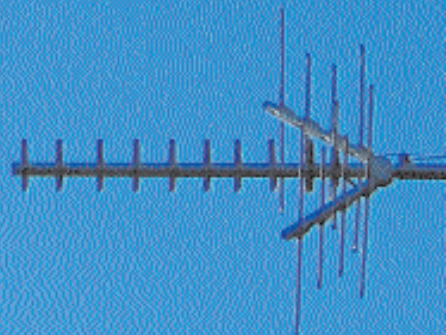




Samuel S. Fels Fund

A Report for the Year Ended December 31, 2005 **70th Year: 1935—2005**





Samuel S. Fels Fund 70th Year: 1935—2005

The Samuel S. Fels Fund:

History and Purpose

The Samuel S. Fels Fund was incorporated as a Pennsylvania nonprofit corporation on December 17, 1935. The Charter was accepted and the foundation's work begun at the organizational meeting on January 27, 1936.

The Fund's founder was Samuel S. Fels, Philadelphia philanthropist and civic leader who was president of Fels & Company, manufacturer of Fels Naptha, a vastly popular household soap. Sam Fels was born in Yanceyville, North Carolina in 1860 and died in Philadelphia on June 23, 1950.

The general purpose of the Fund, as stated in the Charter, is "to initiate and to assist any activities or projects of a scientific, educational or charitable nature which tend to improve human daily life and to bring to the average person greater health, happiness, and a fuller understanding of the meaning and purposes of life."

To this end the Fund makes grants in the categories of Arts and Humanities, Education, and Community Programs all in the city of Philadelphia. The ideal proposal to Fels is one that addresses positive social change. We also mean to be useful to organizations at points of particular need such as expansion, experimentation, or reorganization or in times of particular need for advocacy. The Fund is unable to make grants to individuals and accepts proposals only from organizations which are designated tax-exempt (501-c-3) by the

Internal Revenue Service. The Fund does not make grants for conferences, scholarships, fellowships or travel. Ordinarily, the Fund also avoids making grants for major programs of large institutions, capital and equipment, endowment, and the routine or direct services of social service agencies. Individual day care and after school care programs and computer centers cannot be accommodated, although agencies that serve these fields may apply.

The Fund also runs an annual program, the Fels Internships in Community Service. Recent grantees are invited to submit descriptions of projects that could be done by graduate students over the course of ten weeks in the summer. Organizations whose projects are selected receive \$6,000 to pay the graduate students, whom they select. The program is a way to draw talent to the not-for-profit sector and to carry out serious work on the community's behalf.

Applications are accepted at any time (with the exception of Arts and Humanities projects which are due by 5 p.m. on January 15th or May 15th). Agencies are asked to refrain from reapplying for a year after the proposal has been declined or until a final report has been accepted if a grant was awarded. Guidelines for applicants, with proposal requirements and cover sheet, are available on our website at www.samfels.org or by calling (215) 731-9455.

Message from the President and Executive Director

The most significant event in 2005 at the Fels Fund was a sad one. Iso Briselli died in April. He was 91 and had been on the Fels Board of Directors since its beginning in 1935. Iso was a son, of sorts, of Sam Fels. He came as a boy from Russia, a violin prodigy, to live and study at the Curtis School of Music. Mrs. Fels, who was on the board at Curtis, took the boy to live with her and her husband. So Iso grew up in their household. As a young man he was named a founding Member-Director of the new Fels Fund. He was appointed to serve for life. And indeed he did.

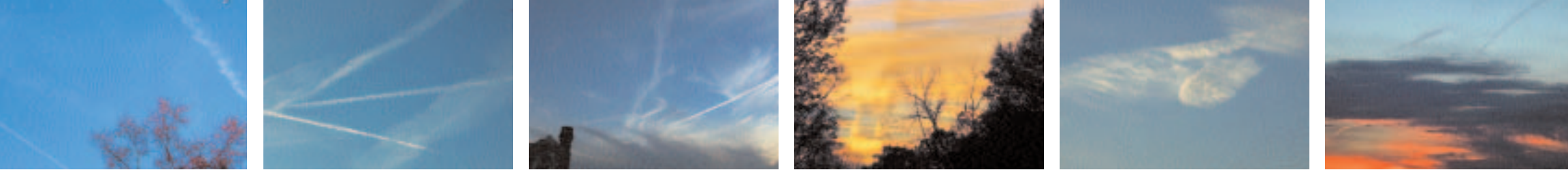
Iso, who was in fine shape right up to the end of his life, was a loyal, contributing member of our board. Although he carried the Fund's institutional history, he was modern in his thinking, open-minded, and welcoming to change. Iso chaired the Fund's Arts Committee and was our expert on all things musical. Iso was kind, fair, and affectionate. We miss him.

On the positive side, we have a new board member. Phoebe Haddon who teaches law at Temple University and who is involved as a volunteer in a host of non-profit organizations has joined us. Phoebe brings information, wisdom, judgment, and humor to the Fels board of directors. We feel lucky to have her.

Staying with the people at Fels, in 2005 Robin Scott was at the administrative helm. She steered us admirably through her first year. Tim Murray completes the staff. Among other tasks he manages so well, Tim runs the Internships in Community Service Program.

On the spending front, 2005 marked the first time in three years that we did not decrease our grant-making as required by our voluntary spending guidelines. We made 181 grants totaling \$1,984,119. We reviewed 385 proposals. The guidelines assure that we will do as much as possible with our resources each year without depleting our reserves or significantly reducing our potential for growth.

Notable among our grants in 2005 is a larger than usual collection of start-up awards. We helped Philly Fellows, Crafts for Living, and Gabriel's Music come into being. Olive Dance, the community arts center at St. Gabriel's Church, City Step, and the Haitian Community Help Center also got grants early in their institutional lives. In each case we found a compelling vision and a passionate founder (or co-founders in the case of both Philly Fellows and City Step). Crafts for Living, Gabriel's Music, Olive Dance, St. Gabriels and City Step are arts programs. Philly Fellows recruits recent college graduates to work at non-profit agencies and the Haitian Community Help Center offers computer and language classes to its constituents.



In 2005 we made six impressive New Director grants to six impressive new directors: Lynn Green at CHOICE; Zachary Stalberg at the Committee of Seventy; Alexis Brown at Community Women's Education Project; Ross Mitchell at Friends of the Laurel Hill Cemetery; Nan Feyler at Nationalities Service Center; and Barbara McDuffie at United Communities CDC. These are capable, dedicated individuals who have taken on big jobs. We hope that we helped to make the first months in office easier for each of them.

Barbara McDuffie, who is concerned with improving housing stock in South Philadelphia needed basic equipment like a laptop and a drafting table and some fundraising help. Nan Feyler at Nationalities Service Center, which provides resettlement services to refugees, asylees, and victims of trafficking as well as presents a host of classes and services to immigrants, needed help to bolster her new strategic plan with fundraising and marketing plans. Ross Mitchell at Laurel Hill, that magnificent 95 acres of gardens and monuments in East Falls, wanted help to "brand" the cemetery in his effort to make the gardens stories accessible again.

Alexis Brown's list of things to get done at the Community Women's Education Project was long and ambitious. CWEP provides a range of literacy programs in Kensington and Alexis wanted to redo the curricula to include health information. She wanted to create a new preparation course

for the Adult Diploma Program; to institute new partnerships for the placing of CWEP's graduates; and she wanted help to train her board and staff in budget management and fundraising. No lack of vision here!

Zack Stalberg, who took the reigns of the old Committee of Seventy, an organization concerned with good city government, wanted to make immediately accessible information for citizens related to polling places, election dates, and voter registration. He needed the computer equipment to do it. Lynn Green, who had been on the CHOICE staff years ago and returned to direct it, was concerned that her agency's services were reaching Asians and Latinos who needed help with reproductive services. Lynn was granted funds to do outreach to these populations.

The start-up and new director grants represent the gamut of organizations funded at Fels – from the tiny arts organization to the medium sized civic watchdog to the large reproductive health center. We are concerned with all the points along this gamut, all the things that go into, in Sam Fels' words, improving the quality of life for the everyday citizen. We hope that in 2005 we made another step toward a higher quality of life for all of us.

David H. Wice
President

Helen Cunningham
Executive Director



2005 Grant Payments

Program Area	Number of Payments	2005 Payments
Arts	51	\$ 221,166
Community	74	1,169,000
Education	30	438,453
Internships in Community Service	25	150,000
Memberships	2	8,500
Total 2005 Payments	182	\$1,987,119

** This reflects grant payments made in 2005; the full value of multi-year commitments is not listed.*

Arts

1812 Productions	\$ 3,000	Interact Theatre	3,000	Philadelphia Chamber Music Society	25,000	The Print Center	5,000
<i>General support</i>		<i>General support</i>		<i>In honor of David Melnicoff</i>		<i>General support</i>	
215 Festival	3,000	Kulu Mele African American Dance Ensemble	3,000	Philadelphia Classical Symphony	3,000	Random Acts of Theater Foundation	3,000
<i>General support</i>		<i>General support</i>		<i>General support</i>		<i>General support</i>	
American Ballet Competition	6,000	Melanie Stewart and Company Dance	5,000	Philadelphia Dance Company	6,000	Roxborough Chamber Symphony Orchestra	1,000
<i>General support</i>		<i>New Festival</i>		<i>General support</i>		<i>General support</i>	
Art Sanctuary	6,000	Mendelssohn Club	3,000	Philadelphia Dance Projects	3,000	Samuel S. Fleisher Art Memorial	8,333
<i>General support</i>		<i>General support</i>		<i>General support</i>		<i>In honor of Iso Briselli</i>	
Astral Artistic Services	3,000	Mum Puppet Theatre	3,000	Philadelphia Fringe Festival	6,000	Settlement Music School of Philadelphia	3,000
<i>General support</i>		<i>General support</i>		<i>General support</i>		<i>Distinguished Alumni Concert Series</i>	
Atwater Kent Museum	3,000	New Paradise Laboratories	3,000	Philadelphia Gay & Lesbian Theatre Festival	3,000	Settlement Music School of Philadelphia	8,333
<i>"The Real Thing" exhibition</i>		<i>General support</i>		<i>General support</i>		<i>In honor of Iso Briselli</i>	
Calvary Center for Culture and Community	3,000	New Sounds Music	3,000	Philadelphia Songwriters Project	3,000	Singing City	3,000
<i>General support</i>		<i>PRISM Saxophone Quartet performances</i>		<i>General support</i>		<i>General support</i>	
Chamber Orchestra of Philadelphia	5,000	Nichole Canuso Dance Company	3,000	The Philadelphia Singers	3,000	Tempesta di Mare	3,000
<i>General support</i>		<i>General support</i>		<i>General support</i>		<i>General support</i>	
Crafts for Living	3,000	Olive Dance Theatre	2,500	The Philadelphia Print Collaborative	5,000	Theater Catalyst	3,000
<i>Start-up funding</i>		<i>Start-up funding</i>		<i>General support</i>		<i>General support</i>	
Center for Emerging Visual Artists	5,000	Orchestra 2001 Incorporated	3,000	Philomel Concerts	3,000	Theatre Exile	3,000
<i>General support</i>		<i>General support</i>		<i>General support</i>		<i>General support</i>	
Dancefusion	2,000	Painted Bride Art Center	6,000	Piffaro	3,000	Women for Greater Philadelphia	4,000
<i>General support</i>		<i>General support</i>		<i>General support</i>		<i>Repair of pianoforte</i>	
First Person Arts	4,000	Pennsylvania Ballet Association	6,000	The Pig Iron Theatre Company	4,000	Total Arts	\$221,166
<i>General support</i>		<i>Community outreach</i>		<i>General support</i>		(51 payments)	
Foundation for Today's Art – Nexus	3,000	Philadelphia Chamber Music Society	6,000	Prince Music Theatre	6,000		
<i>General support</i>		<i>General support</i>		<i>Premiere Ticketing System</i>			
Headlong Dance Theater	5,000						
<i>General support</i>							



Community

After School Activities Partnership <i>Chess Coordinator Position</i>	\$ 8,000	Children's Village Child Care Center <i>Expand administrative staff</i>	20,000	Good Shepherd Corporation <i>Family Passages Initiative</i>	10,000	Mann Center for the Performing Arts <i>Capital redevelopment plan</i>	50,000
AIDS Law Project of Pennsylvania <i>Replace computer system</i>	20,000	CHOICE <i>New Director's Grant</i>	20,000	Greater Philadelphia Overseas Chinese Association <i>General support</i>	7,500	Moore College of Art <i>Art program at Frederick Douglass School</i>	10,000
The American Poetry Review <i>General support</i>	3,000	City Step <i>Start-up</i>	5,000	Haitian Community Help Center <i>Start-up</i>	10,000	National Nursing Centers Consortium <i>Students Run Philly Style</i>	5,000
Art-Reach <i>General support</i>	6,000	Clara Bell Duvall Education Fund <i>Emergency Contraception Project</i>	10,000	HIAS and Council Migration Service of Philadelphia <i>Refugee Resettlement Project</i>	15,000	National Nursing Centers Consortium <i>Changing credentialing policy</i>	10,000
Arts and Spirituality Center <i>General support</i>	7,500	Committee for Dignity and Fairness for the Homeless <i>Northwest Consolidation Plan</i>	15,000	Historic Philadelphia <i>Director of Development position</i>	25,000	Nationalities Service Center of Philadelphia <i>New Director's Grant</i>	25,000
Asociacion de Musicos Latino Americanos <i>Assistant managing director position</i>	20,000	The Committee of Seventy <i>New Director's Grant</i>	20,000	Housing Alliance of Pennsylvania <i>General support</i>	20,000	Neighborhood Bike Works <i>Youth Employment Coordinator</i>	7,500
Awbury Arboretum Association <i>Development Initiative</i>	15,000	Community Education Center <i>General support</i>	7,500	Institute for Safe Families <i>Changing Practices at DHS</i>	15,000	Neighborhood Gardens Association <i>General support</i>	10,000
The Big Picture Alliance <i>Equipment</i>	10,000	Community Learning Center <i>Director of Development</i>	20,000	Interfaith Center of Greater Philadelphia <i>General support</i>	7,500	New Directions for Women <i>Operations assessment</i>	12,000
Breakfree Youth Design Group <i>Start-up</i>	5,000	Community Women's Education Project <i>New Director's Grant</i>	10,000	International Visitors Council of Philadelphia <i>Database upgrade</i>	6,000	Open Borders Project <i>Program Expansion</i>	25,000
Cambodian American Senior Association <i>General support</i>	10,000	Creative Collective Arts Center <i>General support</i>	3,000	The John Bartram Association <i>Neighborhood outreach</i>	5,000	Partners for Sacred Places <i>Philadelphia Fund for Sacred Places</i>	33,000
Center for Responsible Funding <i>Agenda for Progressive Philanthropy</i>	7,500	The Franklin Institute <i>Modernize the Fels Planetarium</i>	166,000	The Juvenile Law Center of Philadelphia <i>Update website</i>	20,000	Pennsylvania Health Law Project <i>Disseminate information on new Medicare prescription drugs</i>	10,000
Center In The Park <i>Update Information Technology</i>	15,000	Friends of Laurel Hill Cemetery <i>New Director's Grant</i>	10,000	The Lighthouse <i>Youth Services Program Manager</i>	20,000	Pennsylvania Prison Society <i>Working Group to Enhance Service to Incarcerated Women</i>	15,000
Centro Pedro Claver <i>Management Transition</i>	15,000	Friends of the Free Library of Philadelphia <i>Neighborhood Volunteers for Better Libraries</i>	15,000				

Philadelphia Cares <i>Vibrant Communities Project</i>	20,000	Support Center for Child Advocates <i>Volunteer Enhancement Program</i>	15,000
Philadelphia Citizens for Children and Youth <i>General support</i>	25,000	Supportive Older Women's Network <i>Office relocation</i>	15,000
Philadelphia Folklore Project <i>Transition support</i>	20,000	United Communities Southeast Philadelphia CDC <i>New Director's grant</i>	15,000
Philadelphia Theatre Company <i>Development costs of campaign</i>	12,500	Vietnamese Association for the Aging <i>General support</i>	5,000
Philadelphia Youth Network <i>Summer Career Exploration Program</i>	30,000	West Park Cultural and Opportunity Center <i>General support</i>	10,000
Philadelphia Youth Orchestra <i>Planning</i>	2,500	West Philadelphia Cultural Alliance <i>Planning</i>	7,000
Philly Fellows <i>Start-up</i>	15,000	Wissahickon Art Center <i>Implement the strategic plan</i>	3,500
Please Touch Museum <i>General support</i>	20,000	WomenMatter <i>GirlsMatter School Clubs</i>	10,000
The Preschool Project <i>Relocation expenses</i>	17,000	Women's Opportunities Resource Center <i>Marketing and communication improvements</i>	10,000
Ready, Willing & Able <i>Culinary Arts Training Program</i>	22,000	Womens Community Revitalization Project <i>New directions in affordable housing studies</i>	15,000
Schuykill River Development Council <i>Signage project</i>	20,000	Women of Faith and Hope <i>Staff expansion</i>	10,000
Southwest Community Enrichment Center <i>General support</i>	7,500	Total Community (74 payments)	\$1,169,000
St. Gabriel Church <i>Start-up community arts program</i>	5,000		



Education

Academy of Community Music 8,000
Crescendo Program

The Academy of Natural Sciences of Philadelphia 5,000
Educational materials for the Lewis and Clark exhibit

Black Alliance for Educational Options 15,000
Parents with Power Program

Children's Literacy Initiative 20,000
Model classrooms

Fels Institute of Government 6,000
Staff for the Eastern Leadership Academy

Fels Institute of Government 100,000
Scholarships for Masters of Governmental Administration Students

Fresh Visions Youth Theatre 5,000
General support

International Ballet Exchange 5,000
Ballet programs in public schools

Johnson House Historic Site 3,820
Youth Writers' Project

MacGuffin Theatre and Film Company 5,000
Public School Program

Mount Carmel Human Development Corporation 5,000
Purchase musical instruments

Need in Deed 15,000
Teacher training

NetworkArts Philadelphia 10,000
General support

The Opera Company of Philadelphia 6,000
Sounds of Learning Program

Philadelphia Arts in Education Partnership 15,000
General support

Philadelphia Education Fund 8,333
In honor of Iso Briselli/Philadelphia Scholars Fund

Philadelphia Education Fund 25,000
Launch advocacy work

Philadelphia Hispanos Unidos para Niños Excepcionales 10,000
Bilingual outreach coordinator

Philadelphia Montessori Charter School 25,000
Renovation of old Fels property

Philadelphia Society for the Preservation of Landmarks 4,800
Grumblethorpe School Partnership Program

Philadelphia Writing Project 15,000
General support

Philadelphia Public School Notebook 15,000
General support

Samuel S. Fleisher Art Memorial 5,000
Teaching Fellows Program

Shirley Rock School of the PA Ballet 7,500
Toward RockReach

Strings for Schools 30,000
Start-up South Philadelphia music program

Summerbridge of Greater Philadelphia 16,000
Student Service Coordinator position

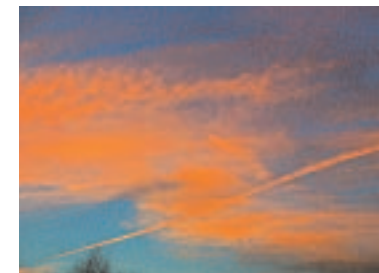
Teach for America 25,000
Expansion of the Philadelphia Corps

Walnut Street Theatre Corporation 5,000
Adopt-a-School Program

White-Williams Scholars 15,000
Creation of a writing guide

Youth United for Change 8,000
Advocacy for Kensington High School

Total Education **\$438,453**
(30 payments)



Internships in Community Service

Partners for Sacred Places	6,000	Need in Deed	6,000
Clara Bell Duvall Education Fund	6,000	The Pennsylvania Horticultural Society	6,000
Asian Arts Initiative	6,000	Pennsylvania Immigration and Citizenship Coalition	6,000
Awbury Arboretum Association	6,000	Philadelphia Folklore Project	6,000
Congreso de Latino Unidos	6,000	Philadelphia Museum of Art	6,000
Center for Emerging Visual Artists	6,000	Philadelphia Youth Network	6,000
Eastern State Penitentiary Historic Site	6,000	Preservation Alliance for Greater Philadelphia	6,000
Fairmount Park Art Association	6,000	Public Interest Law Center of Philadelphia	6,000
Fairmount Park Conservancy	6,000	Spiral Q Puppet Theater	6,000
Philadelphia Jewish Archives Center	6,000	Urban Tree Connection	6,000
First Person Arts	6,000	East Africa Resource and Study Center	6,000
Foundation for Today's Art – Nexus	6,000	The Welcoming Center for New Pennsylvanians	6,000
Jeanne Ruddy & Dancers	6,000	Total Internships (25 payments)	\$150,000

Memberships

Delaware Valley Grantmakers	3,500
Free Library of Philadelphia	5,000
Total Memberships (2 payments)	\$8,500



Statement of Activities

December 31, 2005 and 2004	2005	2004
Changes in unrestricted net assets		
Revenue		
Investment income (Note B)	\$ 1,506,081	\$ 1,274,483
Net realized gains on investments	835,044	1,401,542
Net unrealized gains on investments	902,083	3,281,405
Total revenue	3,243,208	5,957,430
Expenses		
Grant appropriations (Note C)	1,724,620	2,168,449
Investment advisory fee	723	377
Management and general expenses	421,347	458,950
Total expenses	2,146,690	2,627,776
Changes in unrestricted net assets before provision for excise taxes	1,096,518	3,329,654
Federal excise taxes on net investment income (Note D)	37,997	89,000
Changes in unrestricted net assets	1,058,521	3,240,654
Net assets, beginning of year	48,180,504	44,939,850
Net assets, end of year	\$49,239,025	\$48,180,504



Member-Directors

David H. Wice, *President*

Sandra Featherman, *Vice President*

Ida K. Chen, *Treasurer*

Helen Cunningham, *Secretary*

Iso Briselli *

Daniel Burke

Phoebe A. Haddon

David Melnicoff

Emanuel Ortiz

Mindy M. Posoff

Anthony Santomero

* deceased April 2005

Staff

Helen Cunningham
Executive Director

Robin Scott
Office Administrator

Tim Murray
Program Assistant

Virginia Vitella
Accountant

Fox, Rothschild, O'Brien & Frankel
Counsel

Asher & Company, LTD
Auditors

Samuel S. Fels Fund

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Philadelphia, PA 19103

(215) 731-9455

Website: www.samfels.org

The photographs in this report are the work of Sebastien Leclercq who, after a three day visit in 2000, decided to make Philadelphia his home. Sebastien got a Masters of Fine Art in painting from the Massachusetts College of Art in Boston, but his work can take the shape of photographs, drawings, paintings, or sculpture. The photographs of the long white trails that often follow faraway jet planes selected for our report are from a series taken mostly in the Philadelphia area. They were shown in one of Fleisher Art Memorial's Challenge Exhibitions.

Design: Assemblage

