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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

**2008**

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

For calendar year 2008, or tax year beginning **JULY 1**, 2008, and ending **JUNE 30**, 2009G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS  
label.  
Otherwise,  
print  
or type.  
See Specific  
Instructions.

Name of foundation

**HENKELS FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address)

**985 JOLLY ROAD**

City or town, state, and ZIP code

**BLUE BELL, PA 19422**

A Employer identification number

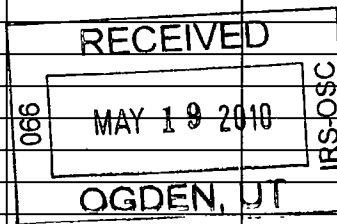
**23-6235239**

B Telephone number (see page 10 of the instructions)

**215-283-7620**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 ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 1,196,294.** J Accounting method ☐ Cash ☒ Accrual  
☐ Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses** (The total amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .	2,106,833.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B. . . . .				
3 Interest on savings and temporary cash investments . . . . .	20,441.	20,441.		
4 Dividends and interest from securities . . . . .	890.	890.		
5a Gross rents . . . . .				
b Net rental income or (loss) . . . . .				
6a Net gain or (loss) from sale of assets not on line 10 . . . . .	3,576.			
b Gross sales price for all assets on line 6a . . . . .	3,704.			
7 Capital gain net income (from Part IV, line 2) . . . . .		3,576.		
8 Net short-term capital gain . . . . .				
9 Income modifications . . . . .				
10a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .				
c Gross profit or (loss) (attach schedule) . . . . .				
11 Other income (attach schedule) . . . . .				
12 Total. Add lines 1 through 11 . . . . .	2,131,740.	24,907.		
13 Compensation of officers, directors, trustees, etc. . . . .	0.	0.		0.
14 Other employee salaries and wages . . . . .				
15 Pension plans, employee benefits . . . . .				
16a Legal fees (attach schedule) STMT 1 . . . . .	200.	0.		200.
b Accounting fees (attach schedule) STMT 2 . . . . .	4,745.	0.		8,895.
c Other professional fees (attach schedule) . . . . .				
17 Interest . . . . . STMT 3 . . . . .	498.	0.		0.
18 Taxes (attach schedule) (see page 14 of the instructions) . . . . .				
19 Depreciation (attach schedule) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .				
22 Printing and publications . . . . .				
23 Other expenses (attach schedule) STMT 4 . . . . .	20,622.	0.		19,916.
24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	26,065.			29,011.
25 Contributions, gifts, grants paid . . . . .	1,999,190.			1,725,695.
26 Total expenses and disbursements. Add lines 24 and 25 . . . . .	2,025,255.			1,754,706.
27 Subtract line 26 from line 12 . . . . .	106,485.			
a Excess of revenue over expenses and disbursements . . . . .		24,907.		
b Net investment income (if negative, enter -0-) . . . . .				
c Adjusted net income (if negative, enter -0-) . . . . .			N/A	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

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Operating and Administrative Expenses267  
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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		
Assets	1	Cash - non-interest-bearing . . . . .		208,020.	135,546.	135,546.
	2	Savings and temporary cash investments . . . . .		981,643.	1,045,727.	1,045,727.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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 . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) STMT 5	6,184.	6,055.	15,021.	
	c	Investments - corporate bonds (attach schedule)				
	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 Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	1,195,847.	1,187,328.	1,196,294.		
Liabilities	17	Accounts payable and accrued expenses . . . . .	28,441.	24,997.		
	18	Grants payable . . . . .	384,500.	273,495.		
	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 ▶ STATEMENT 6)	1,053.	498.		
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	413,994.	298,990.			
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	24	Unrestricted . . . . .	169,660.	59,285.		
	25	Temporarily restricted . . . . .	612,193.	829,053.		
	26	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>					
	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	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	781,853.	888,338.		
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,195,847.	1,187,328.		

### 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	781,853.
2	Enter amount from Part I, line 27a . . . . .	2	106,485.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3 . . . . .	4	888,338.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	888,338.

**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.)
<b>1a PHILADELPHIA CONSOLIDATED HOLDING CORP. - 60 SHARES</b>		P	12/09/93	03/30/09
<b>b WACHOVIA CORPORATION - .5118 SHARE</b>		P	03/12/99	12/31/08
<b>c</b>				
<b>d</b>				
<b>e</b>				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 3,690.	0.	122.	3,568.
<b>b</b> 14.	0.	6.	8.
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>a</b>			3,568.
<b>b</b>			8.
<b>c</b>			
<b>d</b>			
<b>e</b>			

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	3,576.
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. . . . . }		3	N/A

**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))
2007	1,469,771.	1,122,683.	1.3092
2006	1,350,960.	971,054.	1.3912
2005	521,883.	840,340.	0.6210
2004	310,152.	628,102.	0.4938
2003	621,936.	358,212.	1.7362

<b>2</b> Total of line 1, column (d) . . . . .	2	5.5514
<b>3</b> 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	1.1103
<b>4</b> Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 . . . . .	4	1,186,731.
<b>5</b> Multiply line 4 by line 3 . . . . .	5	1,317,627.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	6	249.
<b>7</b> Add lines 5 and 6 . . . . .	7	1,317,876.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . . 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 on page 18.	8	1,754,706.

**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		1	498.
Date of ruling letter _____ (attach copy of ruling 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		2	0.
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-)		3	498.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	498.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a		
b Exempt foreign organizations-tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	498.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	498.
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	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax	Refunded	11	

**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?	1a	X
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)? 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	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
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? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
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?	6	X
7 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 XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) DELAWARE & PENNSYLVANIA		
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? If "No," attach explanation	8b	X
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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STATEMENT 7	10	X

**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)(3)? If "Yes," attach schedule (see page 20 of the instructions).	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <b>N/A</b>				
14	The books are in care of <b>LAWRENCE A. MARINO</b> Telephone no <b>(215) 283-7620</b>			
Located at <b>985 JOLLY ROAD, BLUE BELL, PA.</b> ZIP + 4 <b>19422-0900</b>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

**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)?	N/A	1b
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>	
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 2008?		1c 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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years		
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 page 20 of the instructions)	N/A	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		
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 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a 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 2008?		4b X

**Part VII-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
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (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 page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- 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 page 22 of the instructions)? ☐ N/A **5b**
- Organizations relying on a current notice regarding disaster assistance check here ☐
- 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? ☐ Yes ☐ No **N/A**
- If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** **X**
- If you answered "Yes" to 6b, also file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** **N/A**

**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 page 22 of the 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
BARBARA B. HENKELS 345 STENTON AVE. PLYMOUTH MEETING, PA 19462	PRESIDENT 0.25	0.	0.	0.
PAUL M. HENKELS, JR. 5000 NE 148TH AVE. PORTLAND, OR 97294	VICE PRES. 0.25	0.	0.	0.
CHRISTOPHER B. HENKELS 985 JOLLY ROAD, BLUE BELL, PA 19422	VICE PRES. 0.25	0.	0.	0.
ANGELA HENKELS DALE 9815 NORTHBROOK CT, ELLICOTT CITY MD 21042	SECR & TREA 0.25	0.	0.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 page 23 of the 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 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments (see page 23 of the 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 page 24 of the instructions	
3	
<b>Total.</b> Add lines 1 through 3 . . . . .	0.

Form 990-PF (2008)



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	19,335.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,185,468.
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	0.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,204,803.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,204,803.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	18,072.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,186,731.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	59,337.

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	59,337.
<b>2a</b>	Tax on investment income for 2008 from Part VI, line 5	<b>2a</b>	498.
<b>b</b>	Income tax for 2008 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	498.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	58,839.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	58,839.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	58,839.

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,754,706.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0.
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	0.
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0.
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,754,706.
<b>5</b>	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 page 26 of the instructions)	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,754,706.

**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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
<b>1</b> Distributable amount for 2008 from Part XI, line 7 . . . . .				58,839.
<b>2</b> Undistributed income, if any, as of the end of 2007				
<b>a</b> Enter amount for 2007 only . . . . .			0.	
<b>b</b> Total for prior years 20____, 20____, 20____		0.		
<b>3</b> Excess distributions carryover, if any, to 2008				
<b>a</b> From 2003 . . . . .				604,152.
<b>b</b> From 2004 . . . . .				279,030.
<b>c</b> From 2005 . . . . .				480,419.
<b>d</b> From 2006 . . . . .				1,303,538.
<b>e</b> From 2007 . . . . .				1,414,690.
<b>f</b> Total of lines 3a through e . . . . .	4,081,829.			
<b>4</b> Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 1,754,706.				
<b>a</b> Applied to 2007, but not more than line 2a . . . . .			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .	0.			
<b>d</b> Applied to 2008 distributable amount . . . . .				58,839.
<b>e</b> Remaining amount distributed out of corpus . . . . .	1,695,867.			
<b>5</b> Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,777,696.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		0.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .		0.		
<b>e</b> Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .			0.	
<b>f</b> Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009 . . . . .				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .	0.			
<b>8</b> Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	604,152.			
<b>9</b> Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a . . . . .	5,173,544.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2004 . . . . .	279,030.			
<b>b</b> Excess from 2005 . . . . .	480,419.			
<b>c</b> Excess from 2006 . . . . .	1,303,538.			
<b>d</b> Excess from 2007 . . . . .	1,414,690.			
<b>e</b> Excess from 2008 . . . . .	1,695,867.			

**Part XIV Private Operating Foundations** (see page 27 of the 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 2008, enter the date of the ruling

N/A

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(e) Total

(a) 2008

(b) 2007

(c) 2006

(d) 2005

**b** 85% of line 2a

**c** Qualifying distributions from Part XII, line 4 for each year listed

**d** Amounts included in line 2c not used directly for active conduct of exempt activities

**e** 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 2/3 of minimum investment return shown in Part X, 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 XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 27 of the 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))

BARBARA B. HENKELS

**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 (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

**Part XV** 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
<b>a</b> <i>Paid during the year</i> <b>SEE STATEMENTS 9-15</b>				
<b>Total . . . . .</b>				<b>1,725,695.</b>
<b>b</b> <i>Approved for future payment</i> <b>SEE STATEMENT 16</b>				
<b>Total . . . . .</b>				<b>273,495.</b>



<b>1</b>	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	<b>Yes</b>	<b>No</b>
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of		
	<b>(1)</b> Cash	<b>1a(1)</b>	<b>X</b>
	<b>(2)</b> Other assets	<b>1a(2)</b>	<b>X</b>
<b>b</b>	Other transactions		
	<b>(1)</b> Sales of assets to a noncharitable exempt organization	<b>1b(1)</b>	<b>X</b>
	<b>(2)</b> Purchases of assets from a noncharitable exempt organization	<b>1b(2)</b>	<b>X</b>
	<b>(3)</b> Rental of facilities, equipment, or other assets	<b>1b(3)</b>	<b>X</b>
	<b>(4)</b> Reimbursement arrangements	<b>1b(4)</b>	<b>X</b>
	<b>(5)</b> Loans or loan guarantees	<b>1b(5)</b>	<b>X</b>
	<b>(6)</b> Performance of services or membership or fundraising solicitations	<b>1b(6)</b>	<b>X</b>
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	<b>1c</b>	<b>X</b>
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

**b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

<p>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</p>			
<p><b>Signature of officer or trustee</b></p> <p><i>[Signature]</i></p>		<p><b>Date</b></p> <p>5/12/10</p>	<p><b>Title</b></p> <p>VICE PRESIDENT</p>
<p><b>Sign Here</b></p> <p><b>Paid Preparer's Use Only</b></p>	<p><b>Preparer's signature</b></p> <p><i>[Signature]</i></p>	<p><b>Date</b></p>	<p><b>Check if self-employed</b> <input type="checkbox"/></p>
	<p><b>Firm's name (or yours if self-employed), address, and ZIP code</b></p> <p><i>[Address]</i></p>		<p><b>EIN</b> <input type="checkbox"/></p> <p><b>Phone no</b></p>
<p><b>Preparer's identifying number (See Signature on page 30 of the instructions)</b></p>			

**Schedule of Contributors**  
▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

**2008**

Name of the organization

Employer identification number

HENKELS FOUNDATION

23-6235239

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 organizations 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 Form 990-EZ, that met the 33 1/3 % support test of the regulations under sections 509(a)(1)/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 Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests 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 Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate 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.** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

HENKELS FOUNDATION

Employer identification number

23-6235239

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ACCU SYSTEMS CORPORATION 2425 MARYLAND DRIVE WILLOW GROVE, PA. 19090	\$ 10,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	AF&L INSURANCE COMPANY 165 VETERANS WAY - SUITE 300 WARMINSTER, PA. 18974	\$ 100,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	AIR CARE & RESTORATION CO., INC. 1510 GARY STREET BETHLEHEM, PA. 18018	\$ 5,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	ALTEC INDUSTRIES, INC. 210 INVERNESS CENTER DRIVE BIRMINGHAM, AL. 35242	\$ 5,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	APEX MORTGAGE CORPORATION 185 COMMERCE DRIVE - UNIT 102 FORT WASHINGTON, PA. 19034	\$ 10,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	ASCENSION PUBLISHING, INC. P.O. BOX 1990 WEST CHESTER, PA. 19380	\$ 1,500.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Name of organization

HENKELS FOUNDATION

Employer identification number

23-6235239

**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	BENEFICIAL SAVINGS BANK 530 WALNUT STREET PHILADELPHIA, PA. 19106-3696	\$ 7,500.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
8	BERWIND PROPERTY GROUP, INC. 770 TOWNSHIP LINE ROAD - SUITE 150 YARDLEY, PA. 19067	\$ 111,111.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
9	BILL GILLESPIE ELECTRIC, INC. 1657 STATE STREET EAST GREENVILLE, PA. 18041	\$ 5,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
10	BP SOLUTIONS, INC. 901B EAST WILLOW GROVE AVENUE WYNDMOOR, PA. 19038	\$ 5,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
11	BRANDYWINE PRINT SOLUTIONS STATION SQUARE TWO - SUITE 102 PAOLI, PA. 19301	\$ 1,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
12	BRENDAN STANTON, INC. 416 STUMP ROAD MONTGOMERYVILLE, PA. 18936	\$ 7,500.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization <b>HENKELS FOUNDATION</b>	Employer identification number <b>23-6235239</b>
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**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	BRETT KING BUILDER-CONTRACTOR, INC.  7843 RICHLANDTOWN ROAD  QUAKERTOWN, PA. 18951	\$ 13,400.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
14	CAPITAL PLANNING SERVICES CORP.  4647 SAUCON CREEK ROAD - SUITE 200  CENTER VALLEY, PA. 18034	\$ 3,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
15	CARETTI, INC.  4590 INDUSTRIAL PARK ROAD  CAMP HILL, PA. 17011	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
16	CENTRAL PENN NURSING CARE, INC.  1910 FRUITVILLE PIKE  LANCASTER, PA. 17601	\$ 9,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
17	CENTRAL STATE DISTRIBUTORS  5400 PAXTON STREET  HARRISBURG, PA. 17111	\$ 750.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
18	CHADWICK SERVICE COMPANY  362 DUNKSFERRY ROAD  BENSALEM, PA. 19020	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization <b>HENKELS FOUNDATION</b>	Employer identification number <b>23-6235239</b>
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**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
19	COMMERCE BANK  9000 ATRIUM WAY  MOUNT LAUREL, N.J. 08054	\$ 222,222.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
20	D.M. SABIA & CO., INC.  P.O. BOX 112  CONSHOHOCKEN, PA. 19428	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
21	DUGAN, BRINKMANN, MAGINNIS & PACE  1880 JOHN F KENNEDY BOULEVARD - SUITE 1400  PHILADELPHIA, PA. 19103	\$ 3,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
22	ESSROC CEMENT CORP.  3251 BATH PIKE  NAZARETH, PA. 18064	\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
23	F.R. & S., INC.  2650 AUDUBON ROAD  AUDUBON, PA. 19403	\$ 111,111.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
24	FIDELIO INSURANCE COMPANY  2826 MT. CARMEL AVENUE  GLENSIDE, PA. 19038	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization <b>HENKELS FOUNDATION</b>	Employer identification number <b>23-6235239</b>
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**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
25	FORINO CO., L.P.  555 MOUNTAIN HOME ROAD  SINKING SPRING, PA. 19608	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
26	GLOBAL PACKAGING, INC.  209 BROWER AVENUE  OAKS, PA. 19456	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
27	GREENWOOD GAMING AND ENTERTAINMENT, INC.  3001 STREET ROAD - SUITE 7031  BENSALEM, PA. 19020	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
28	HALFPENNY MANAGEMENT COMPANY  90 CRICKET AVENUE  ARDMORE, PA. 19003	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
29	HARLEYSVILLE NATIONAL BANK  483 MAIN STREET  HARLEYSVILLE, PA. 19438	\$ 8,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
30	HENKELS & MCCOY, INC.  985 JOLLY ROAD  BLUE BELL, PA. 19422	\$ 399,335.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization  
**HENKELS FOUNDATION**

Employer identification number  
**23-6235239**

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
31	INTERNATIONAL CUSTOM BUILT HOMES, INC.  6500 CHAPMANS ROAD  ALLENTOWN, PA. 18106	\$ 1,600.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
32	JPL PRODUCTIONS  471 JPL WICK DRIVE  HARRISBURG, PA. 17111	\$ 8,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
33	KNOBS 'N KNOCKERS  P.O. BOX 459  LAHASKA, PA. 18931	\$ 2,994.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
34	L M SALES ASSOCIATES  28 WEST EAGLE ROAD - SUITE 201  HAVERTOWN, PA. 19083	\$ 45,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
35	LEHIGH VALLEY RAIL MANAGEMENT, LLC  313 EAST BROAD STREET  BETHLEHEM, PA. 18018	\$ 2,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
36	LIVING ASSISTANCE SERVICES, INC.  28 WEST EAGLE ROAD - SUITE 204  HAVERTOWN, PA. 19083	\$ 12,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

HENKELS FOUNDATION

Employer identification number

23-6235239

**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
37	LUMBERMEN ASSOCIATES, INC.  2101 HUNTER ROAD  BRISTOL, PA. 19007	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
38	MARVIC SUPPLY COMPANY, INC.  4083 SWAMP ROAD  DOYLESTOWN, PA. 18901	\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
39	MOVERS SPECIALTY SERVICE, INC.  211 COMMERCE DRIVE  MONTGOMERYVILLE, PA. 18936	\$ 22,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
40	O'BRIEN ELECTRIC, LLC  P.O. BOX 72018  THORNDALE, PA. 19372	\$ 2,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
41	PENN LIBERTY BANK  P.O. BOX 917  SOUTHEASTERN, PA. 19399-0917	\$ 100,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
42	PHILADELPHIA TRUST COMPANY  1760 MARKET STREET  PHILADELPHIA, PA. 19103	\$ 35,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization <b>HENKELS FOUNDATION</b>	Employer identification number <b>23-6235239</b>
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**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
43	PLASTERER EQUIPMENT COMPANY  2550 EAST CUMBERLAND STREET  LEBANON, PA. 17042	\$ 60,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
44	PYROTECHNICS MANAGEMENT, INC.  863 BENNER STREET - SUITE 100  STATE COLLEGE, PA. 16801	\$ 11,750.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
45	REALMARQ CORPORATION  P.O. BOX 8263  RADNOR, PA. 19087	\$ 12,120.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
46	RICHARD L. SHUMARD  117 EAST LAFAYETTE STREET  WEST CHESTER, PA. 19380	\$ 2,200.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
47	R-WAY GASKET & SUPPLY CO., INC.  1950 EAST SEDGLEY AVENUE  PHILADELPHIA, PA. 19124	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
48	SCHALLEUR, DEVINE & SURGENT, LLC  237 EAST LANCASTER AVENUE - SUITE 1000  DEVON, PA. 19333	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

HENKELS FOUNDATION

Employer identification number

23-6235239

**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
49	SCHUYLKILL VALLEY SPORTING GOODS, INC.  118 INDUSTRIAL DRIVE  POTTSTOWN, PA. 19464	\$ 2,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
50	SERAVALLI, INC. CONTRACTORS  10059 SANDMEYER LANE  PHILADELPHIA, PA. 19116-3501	\$ 19,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
51	SHUMAKER INDUSTRIES, INC.  924 WATER STREET  NORTHUMBERLAND, PA. 17857	\$ 2,740.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
52	SOUTH HAINESPORT INDUSTRIAL TRUST  P.O. BOX 9  HAINESPORT, N.J. 08036-0009	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
53	VAULT COMMUNICATIONS, INC.  610 WEST GERMANTOWN PIKE - SUITE 160  PLYMOUTH MEETING, PA. 19462	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
54	WILKIE LEXUS  568 WEST LANCASTER AVENUE  HAVERFORD, PA. 19041	\$ 3,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Name of organization <b>HENKELS FOUNDATION</b>	Employer identification number <b>23-6235239</b>
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**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
55	XSELL RESOURCES, INC.  630 FITZWATERTOWN ROAD - BUILDING B-3  WILLOW GROVE, PA. 19090	\$ 4,000.	Person <input checked="checked" 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)
		\$	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

HENKELS FOUNDATION

Employer identification number

23-6235239

**Part II** Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

HENKELS FOUNDATION

Employer identification number

23-6235239

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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) ► \$

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

**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2009**

<u>Description</u>	<u>Expenses per Books</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>	<u>Disbursements for Charitable Purposes</u>
Legal Fees	200	0	0	200
Total to Form 990-PF, Page 1, Line 16a	200	0	0	200

**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2009**

<u>Description</u>	<u>Expenses per Books</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>	<u>Disbursements for Charitable Purposes</u>
Accounting Fees	4,745	0	0	8,895
Total to Form 990-PF, Page 1, Line 16b	<u>4,745</u>	<u>0</u>	<u>0</u>	<u>8,895</u>

**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2009**

<u>Description</u>	<u>Expenses per Books</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>	<u>Disbursements for Charitable Purposes</u>
Federal Excise Tax	498	0	0	0
Total to Form 990-PF, Page 1, Line 18	498	0	0	0

**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2009**

<u>Description</u>	<u>Expenses per Books</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>	<u>Disbursements for Charitable Purposes</u>
Filing Fees	275	0	0	275
Membership Fees	20,347	0	0	19,641
Total to Form 990-PF, Page 1, Line 23	<u>20,622</u>	<u>0</u>	<u>0</u>	<u>19,916</u>

**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2009**

<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Investments In Corporate Stock (See Statement 8)	6,055	15,021
Total to Form 990-PF, Part II, Line 10b	<u>6,055</u>	<u>15,021</u>



**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2009**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
Federal Excise Taxes Payable	1,053	498
Total to Form 990-PF, Part II, Line 22	<u>1,053</u>	<u>498</u>

**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2009**

**LIST OF SUBSTANTIAL CONTRIBUTORS (990-PF, PAGE 4, PART VII-A, LINE 10)**

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<b><u>Name of Contributor</u></b>	<b><u>Address</u></b>
<b>F.R. &amp; S., Inc.</b>	<b>2650 Audubon Road Audubon, PA. 19403</b>
<b>Penn Liberty Bank</b>	<b>P. O. Box 917 Southeastern, PA. 19399-0917</b>

**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement 8 Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2009**

<u>COMPANY</u>	<u># OF SHARES</u>	<u>COST BASIS</u>	<u>6/30/2009 CLOSING \$ PER SHARE</u>	<u>MARKET VALUE</u>
<b>Part II, Line 10b Investments - Corporate Stock</b>		<b>Column b</b>		<b>Column c</b>
Alcatel-Lucent	12	195.24	2.4800	29.76
AT&T Corporation	325	1,827.41	24.8400	8,073.00
Comcast Corporation	45	374.03	14.4600	650.70
DTE Company	10	107.40	32.0000	320.00
Exelon Corporation	20	111.40	51.2100	1,024.20
Frontier Communications Corp.	14	203.70	7.1400	99.96
Home Unity Savings & Loan Assoc. [ HUSB ]	25	159.00	0.0000	0.00
JWP, Inc.	55	679.63	0.0000	0.00
LSI Corporation	2	23.85	4.5600	9.12
Mastec, Inc.	9	6.75	11.7200	105.48
Meritor Savings Bank	25	165.25	2.5000	62.50
Northeast Utilities	10	168.50	22.3100	223.10
PEPCO Holdings, Inc.	40	835.62	13.4400	537.60
Qwest Communications, Int'l, Inc.	34	179.15	4.1500	141.10
Sprint Corporation	7	12.55	4.8100	33.67
Verizon Communications	74	681.57	30.7300	2,274.02
Vodafone Group PLC	43	117.88	19.4900	838.07
Volt Information Sciences, Inc.	22	0.00	6.2700	137.94
Wells Fargo & Company	19	206.57	24.2600	460.94
<b>Total Investments - Corporate Stock</b>		<b>6,055</b>		<b>15,021</b>

**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2009**

**Part XV**

**Line 3a - Grants and Contributions Paid During the Year**

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
A Baby's Breath 2118 W Main Street Jeffersonville, PA 19403	N/A	Section 501(c)(3)	Charitable within Section 170(c)(2)(B)	600 00
ACSI Children's Tuition Fund - PA 845 Silver Spring Plaza, Suite B Lancaster, PA 17601	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	20,000 00
Amigos de Jesus 118 Woodland Avenue Malvern, PA 19355	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	250 00
Ave Maria University of Florida 5050 Ave Maria Boulevard Ave Maria, FL 34142	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	14,948 40
Blackstone Valley ARC 115 Manton Street Pawtucket, RI 02861	N/A	Section 501(c)(3)	Charitable within Section 170(c)(2)(B)	1,500 00
Breachmenders 1110 E Willow Grove Avenue Wyndmoor, PA 19038	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	1,000 00
Cardinal Kung Foundation P O Box 8086 Stamford, CT 06905	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	1,000 00
Carmelite Monastery P O Box 2747 Cody, WY 82414-2747	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	500 00
Catholic Leadership Conference 345 Stenton Avenue Plymouth Meeting, PA 19462	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	25,000 00
Catholic Relief Services 228 West Lexington Street Baltimore, MD 21201-3413	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	500 00
Convent of Divine Love 2212 Green Street Philadelphia, PA 19130-3197	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	75 00
Equestrian Order of the Holy Sepulchre of Jerusalem 1011 First Avenue - Room 1514 New York, NY 10022	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	350 00
Family of the Americas Foundation P O Box 1170 Dunkirk, MD 20754-1170	N/A	Section 501(c)(3)	Charitable within Section 170(c)(2)(B)	2,000 00
Fr L M Zucol, S J Panyaram - 670 502 Cannanore Dt - Kerala - India	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	1,000 00
Franciscan Friars of the Renewal P O Box 55 Larchmont, NY 10538	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	500 00

**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2009**

**Part XV**

**Line 3a - Grants and Contributions Paid During the Year**

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Intercollegiate Studies Institute, Inc 3901 Centerville Road Wilmington, DE 19807-1938	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	250 00
International Institute for Culture 6331 Lancaster Avenue Philadelphia, PA 19151	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	20,000 00
Keystone Christian Education Association 6101 Bell Road Harrisburg, PA 17111	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	25,000 00
King's Men P O Box 713 Quakertown, PA 18951	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	500 00
Life Issues Institute 1821 W Galbraith Road Cincinnati, OH 45239	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	1,000 00
National Assoc of Private Catholic & Independent School 2640 Third Avenue Sacramento, CA 95818	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,000 00
Ocean State Montessori School 100 Grove Avenue East Providence, RI 02914	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,000 00
Pennsylvania Shakespeare Festival 2755 Station Avenue Center Valley, PA 18034	N/A	Section 501(c)(3)	Charitable within Section 170(c)(2)(B)	100 00
Platt Caddie Scholarship Trust P O Box 808 Southeastern, PA 19399-0808	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	150 00
Prayer Power 700 S Henderson Road King of Prussia, PA 19406	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	200 00
Regina Angelorum Academy 230 Haverford Road Wynnewood, PA 19096	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	590 00
Regina Coeli Academy 1108 East Willow Grove Avenue Wyndmoor, PA 19038	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	52,000 00
St Charles Borromeo Seminary 100 East Wynnewood Road Wynnewood, PA 19096	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	1,000 00
St Colman's Catholic Church 11 Simpson Road Ardmore, PA 19003	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	500 00
St Joseph Foundation 11107 Wurzbach Road - Suite 601B San Antonio, TX 78230-2570	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	100 00

**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2009**

**Part XV**

**Line 3a - Grants and Contributions Paid During the Year**

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
St Malachy School 1419 N 11th Street Philadelphia, PA 19122	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,000 00
St Philip Neri Church 437 Ridge Pike Lafayette Hill, PA 19444	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	20,850 00
The Oratory 2321 Green Street Philadelphia, PA 19130-3120	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	500 00
Visitation Nuns 5820 City Avenue Philadelphia, PA 19131	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	100 00
Volunteer Optometric Services to Humanity - PA 300 State Street - Suite 202 Erie, PA 16507	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	500 00
Abington Friends School 575 Washington Lane Jenkintown, PA 19046	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	500 00
Al Aqsa Islamic Academy 1501 Germantown Avenue Philadelphia, PA 19122	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	600 00
Ancillae Assumpta Academy 2025 Church Road Wyncote, PA 19095-1124	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	33,175 00
Archbishop John Carroll High School 211 Matson Ford Road Radnor, PA 19087-4590	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	9,900 00
Archbishop Prendergast High School 401 N Lansdowne Avenue Drexel Hill, PA 19026	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	600 00
Archbishop Ryan High School 11201 Academy Road Philadelphia, PA 19154	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,000 00
Archbishop Wood High School 655 York Road Warminster, PA 18974	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	13,250 00
Berks Christian School 926 Philadelphia Avenue Birdsboro, PA 19508	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	14,850 00
Bethlehem Christian School 3100 Hecktown Road Bethlehem, PA 18020	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	41,184 00
Bible Baptist School 201 West Main Street Shiremanstown, PA 17011	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,700 00

**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2009**

**Part XV**

**Line 3a - Grants and Contributions Paid During the Year**

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Bishop McDevitt High School 125 Royal Avenue Wyncote, PA 19095-1198	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	24,730 00
Bishop Shanahan High School 220 Woodbine Road Downingtown, PA 19335	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
Blair Christian Academy 220 W Upsal Street Philadelphia, PA 19119	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	400 00
Cardinal Dougherty High School 6301 North 2nd Street Philadelphia, PA 19120	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	51,606 60
Centre County Christian Academy 100 Hertzler Drive Bellefonte, PA 16823	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	7,585 00
Chestnut Hill Academy 500 West Willow Grove Avenue Philadelphia, PA 19118	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	13,860 00
Children First America, Delaware County 2600 West 9th Street Chester, PA 19013	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	35,000 00
Covenant Christian Academy of the Lehigh Valley 1414 Pennsylvania Avenue Bethlehem, PA 18018	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	990 00
Diocese of Scranton Scholarship Foundation 300 Wyoming Avenue Scranton, PA 18503-1279	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	13,860 00
Father Judge High School 3301 Solly Avenue Philadelphia, PA 19136	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	376,419 78
Green Tree School 146 West Walnut Lane Philadelphia, PA 19144	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
Greene Street Friends School 5511 Greene Street Philadelphia, PA 19144	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	400 00
Holy Name High School 955 E Wyomissing Boulevard Reading, PA 19611-1799	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	66,000 00
John W Hallahan Catholic Girls' High School 311 North 19th Street Philadelphia, PA 19103-1198	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	3,850 00
Kennedy-Kenrick Catholic High School 250 East Johnson Highway Norristown, PA 19401	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	5,940 00

**Henkels Foundation**  
**FEIN 23-6235239**  
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**Part XV**

**Line 3a - Grants and Contributions Paid During the Year**

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
LaSalle College High School 8605 Cheltenham Avenue Wyndmoor, PA 19038	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	31,432 50
Lehigh Valley Christian High School 1414 East Cedar Street Allentown, PA 18109	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	5,940 00
Living Bridges 136 Garrett Avenue Rosemont, PA 19010	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	14,850 00
Londonderry School 1800 Bamberger Road Harnsburg, PA 17110	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	23,512 50
Mercy Vocational High School 2900 West Hunting Park Avenue Philadelphia, PA 19129	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,500 00
Mount St. Joseph Academy 120 West Wissahickon Avenue Flourtown, PA 19031-1899	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	169,540 00
Northeast Catholic High School 1842 East Torresdale Avenue Philadelphia, PA 19124	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	15,000 00
Northumberland Christian School 351 5th Street Northumberland, PA 17857	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,712 60
Our Lady of Charity 245 Upland Road Brookhaven, PA 19015	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	700 00
Our Lady of Mount Carmel Church 2319 South 3rd Street Philadelphia, PA 19148	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,000 00
Our Lady of Victory Regional School 351 East Johnson Highway East Norriton, PA 19401	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
Phil-Mont Christian Academy 35 Hillcrest Avenue Erdenheim, PA 19038	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	300 00
Plumstead Christian School 5765 Old Easton Road, P O Box 216 Plumsteadville, PA 18949-0216	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	65,730 06
Quigley Catholic High School 200 Quigley Drive Baden, PA 15005	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	500 00
Red Hill Christian School 501 Graber Place Red Hill, PA 18076	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	7,425 00



**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2009**

**Part XV**

Line 3a - Grants and Contributions Paid During the Year

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Regina Angelorum Academy 230 Haverford Road Wynnewood, PA 19096	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	80,685 00
Regina Coeli Academy 1108 East Willow Grove Avenue Wyndmoor, PA 19038	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	22,275 00
Regina Luminis Academy 40 West Pennsylvania Avenue Downingtown, PA 19335	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	6,138 00
Roman Catholic High School 301 North Broad Street Philadelphia, PA 19107-1094	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	102,400 00
Rosemont School of the Holy Child 1344 Montgomery Avenue Rosemont, PA 19010	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	5,000 00
St Basil Academy 711 Fox Chase Road Jenkintown, PA 19046	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	400 00
St Catharine of Siena School 2330 Perkiomen Avenue Reading, PA 19606-2098	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	19,800 00
Saint Charles Borromeo School 1704 Bristol Pike Bensalem, PA 19020	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	42,130 00
St Eleanor Catholic School 701 Locust Street Collegeville, PA 19426	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	9,000 00
St Elizabeth Roman Catholic School P O Box 695 Uwchlan, PA 19480-0695	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	6,500 00
St Ephrem School 5400 Hulmeville Road Bensalem, PA 19020	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	24,750 00
St Francis Xavier School 641 North 24th Street Philadelphia, PA 19130	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	34,725 00
St Helena School 1499 Dekalb Pike Blue Bell, PA 19422	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	11,385 00
St Hubert Catholic High School 7320 Torresdale Avenue Philadelphia, PA 19136	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	320 00
St Ignatius of Loyola School 636 North 43rd Street Philadelphia, PA 19104	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	300 00

**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2009**

**Part XV**

**Line 3a - Grants and Contributions Paid During the Year**

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
St Isidore School 603 West Broad Street Quakertown, PA 18951	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
St Joachim Catholic Community 1527 Church Street Philadelphia, PA 19124	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	500 00
St Martin de Porres Interparochial School 44 West Logan Street Philadelphia, PA 19144	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
St Martin of Tours School 5450 Roosevelt Boulevard Philadelphia, PA 19124	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	400 00
St Norbert School 6 Greenlawn Road Paoli, PA 19301	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	9,900 00
St Patrick Parish 126 Woodlawn Avenue Malvern, PA 19355	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	9,405 00
St Raymond of Penafort Parish 1350 Vernon Road Philadelphia, PA 19150	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
The Hill School 717 East High Street Pottstown, PA 19460	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	19,216 00
Timothy Academy 2637 North 4th Street Philadelphia, PA 19133-3195	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,600 00
Valley Christian School 2364 Huntingdon Pike Huntingdon Valley, PA 19006	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	300 00
Visitation of the Blessed Virgin Mary Church 196 North Trooper Road Norristown, PA 19403-2665	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	32,459 70
William Penn Charter School 3000 West School House Lane Philadelphia, PA 19144	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	300 00

Total per Page 10, Part XV, Line 3a 1,725,695 14

**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2009**

**Part XV**

**Line 3b - Grants and Contributions Approved for Future Payment**

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
ACSI Children's Tuition Fund - PA 845 Silver Spring Plaza, Suite B Lancaster, PA 17601-1183	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	20,000 00
Bethlehem Christian School 3100 Hecktown Road Bethlehem, PA 18020	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,970.00
Futuro Educacional, Inc 1346 Hancock Street Philadelphia, PA 19122	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	35,000 00
Keystone Christian Education Association 6101 Bell Road Harrisburg, PA 17111	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	25,000 00
Our Lady of Fatima School 2915 Street Road Bensalem, PA 19020	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	28,450 00
Pennsylvania Catholic Conference 223 North Street Harrisburg, PA 17101	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	123,000 00
South Central PA Educational Improvement 3211 North Front Street - Suite 201 Harrisburg, PA 17110	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	30,000 00
St Francis of Assisi School 600 Hamilton Street Norristown, PA 19401	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	9,075 00

Total per Page 10, Part XV, Line 3b 273,495 00

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Note**. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print  File by the extended due date for filing the return. See instructions.	Name of Exempt Organization <b>HENKELS FOUNDATION</b>	Employer identification number <b>23 : 6235239</b>
	Number, street, and room or suite no. If a P.O. box, see instructions <b>985 JOLLY ROAD</b>	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BLUE BELL, PA. 19422</b>	

Check type of return to be filed (File a separate application for each return):

- |                                      |   |                                      |                                    |
|--------------------------------------|---|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990    | <input checked="" type="checkbox"/> Form 990-PF                   | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720   | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 5227   |                                    |

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of **LAWRENCE A. MARINO**  
Telephone No. **( 215 ) 283-7620** FAX No. **( )**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) **\_\_\_\_\_**. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **MAY 17**, 20 **10**.
- 5 For calendar year **\_\_\_\_\_**, or other tax year beginning **JULY 1**, 20 **08**, and ending **JUNE 30**, 20 **09**.
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension **\_\_\_\_\_**  
**ADDITIONAL TIME NEEDED TO FILE A COMPLETE RETURN.**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$ <b>498.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$ <b>498.</b>
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$ <b>0.</b>

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature **Lawrence A. Marino** Title **C.P.A.** Date **02/15/10**