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Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2009

Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2009 calendar year, or tax year beginning

07/01/2009, and ending

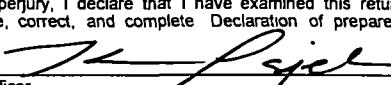
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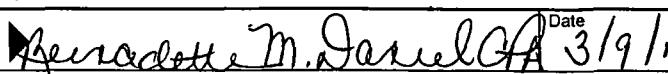
<input type="checkbox"/> Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization HISTORICAL SOCIETY OF PENNSYLVANIA			D Employer identification number 23-1352322	
	Doing Business As			E Telephone number (215) 732-6200	
	Number and street (or P O box if mail is not delivered to street address) 1300 LOCUST STREET			Room/suite	
	City or town, state or country, and ZIP + 4 PHILADELPHIA, PA 19107-5699			G Gross receipts \$ 7,961,104.	
	F Name and address of principal officer KIM SAJET 1300 LOCUST STREET PHILADELPHIA, PA 19107-5699			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X No	
				H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
				If "No," attach a list (see instructions)	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> (Insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	J Website: ► WWW.HSP.ORG		H(c) Group exemption number ►		
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►	L Year of formation 1824		M State of legal domicile PA		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities TO INSPIRE INDIVIDUALS AND ORGANIZATIONS TO CREATE A BETTER FUTURE THROUGH HISTORICAL UNDERSTANDING.			
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets			
Revenue	3 Number of voting members of the governing body (Part VI, line 1a)	3	28	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	28	
	5 Total number of employees (Part V, line 2a)	5	46	
	6 Total number of volunteers (estimate if necessary)	6	50	
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a		
	b Net unrelated business taxable income from Form 990-T, line 34	7b		
			Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	1,547,659.	1,391,370.		
9 Program service revenue (Part VIII, line 2g)	120,527.	136,386.		
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	901,476.	2,127,629.		
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	60,633.	68,173.		
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,630,295.	3,723,558.		
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.	
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.	
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,614,651.	1,612,261.	
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.	
	b Total fundraising expenses (Part IX, column (D), line 25) ► 304,951.			
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	1,484,664.	1,445,095.	
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	3,099,315.	3,057,356.	
19 Revenue less expenses Subtract line 18 from line 12	-469,020.	666,202.		
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	26,576,466.	28,252,607.	
	21 Total liabilities (Part X, line 20)	260,182.	195,926.	
	22 Net assets or fund balances Subtract line 21 from line 20	26,316,284.	28,056,681.	
		BEGINNING OF FISCAL YEAR 1/1/2010	Prior Year	End of Year
		26,576,466.	28,252,607.	
		260,182.	195,926.	
		26,316,284.	28,056,681.	

Part II Signature Block

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge		
	Signature of officer 	Date 3.9.2011	
	Type or print name and title President & CEO / Kim Sajet.		

Paid Preparer's Use Only	Preparer's signature  Firm's name (or yours if self-employed), address, and ZIP + 4 ► ASHER & COMPANY, LTD. 1801 MARKET STREET, SUITE 1700 PHILADELPHIA, PA 19103	Date 3/9/11	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions) P00026171
		EIN 23-1914020	Phone no 215-564-1900	

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. *

Form 990 (2009)

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Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission

TO INSPIRE INDIVIDUALS AND ORGANIZATIONS TO CREATE A BETTER FUTURE
THROUGH HISTORICAL UNDERSTANDING.2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses
Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code _____) (Expenses \$ 2,183,850 including grants of \$ 0) (Revenue \$ 136,386)

HISTORY & HISTORICAL PROGRAMS, GENERAL/OTHER OPERATION OF A
PREEMINENT UNITED STATES ARCHIVE AND RESEARCH LIBRARY WITH
COLLECTIONS FROM 1682 TO THE PRESENT, PRESENTING EXHIBITS,
EDUCATIONAL PROGRAMS AND PUBLICATIONS ON THE HISTORY AND CHANGING
DIVERSITY OF OUR NATION

4b (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4c (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4d Other program services (Describe in Schedule O)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ► 2,183,850.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3 X	
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	4 X	
5 Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III	5	
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6 X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7 X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8 X	
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9 X	
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	10 X	
11 Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	11 X	
• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		
• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		
• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		
• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		
• Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		
• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X		
12 Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII.	12 X	
12A Was the organization included in consolidated, independent audited financial statement for the tax year? If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional	12A X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E.	13 X	
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I	14b X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II	15 X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III	16 X	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	17 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18 X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19 X	
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20 X	

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II.	21	X
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III.	22	X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	X
24 a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K If "No," go to question 25	24a	X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25 a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II . .	26	X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27	X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions).		
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.	28a	X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.	28b	X
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c	X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32	X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33	X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	34	X
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35	X
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37	X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	X

Form 990 (2009)

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns Enter -0- if not applicable	1a	19
1b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	46
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
	b If "Yes," enter the name of the foreign country ► See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
5c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	X
6b	b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).	7a	X
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	X
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7e	X
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7h	
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	8	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9a	
9	Sponsoring organizations maintaining donor advised funds.	9b	
a	Did the organization make any taxable distributions under section 4966?	10a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	10b	
10	Section 501(c)(7) organizations. Enter	11a	
a	Initiation fees and capital contributions included on Part VIII, line 12	11b	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	12a	
11	Section 501(c)(12) organizations. Enter	12b	
a	Gross income from members or shareholders		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body	1a	28
b	Enter the number of voting members that are independent	1b	28
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	X
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5	X
6	Does the organization have members or stockholders?	6	X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	8a	X
a	The governing body?	8b	X
b	Each committee with authority to act on behalf of the governing body?	9a	X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a	X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b	
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	X
11A	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	X
13	Does the organization have a written whistleblower policy?	13	X
14	Does the organization have a written document retention and destruction policy?	14	X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	X
b	Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions.)	15b	X
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17	List the states with which a copy of this Form 990 is required to be filed	► PA
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply	
	<input type="checkbox"/> Own website	<input checked="" type="checkbox"/> Another's website
	<input checked="" type="checkbox"/> Upon request	
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization	► MICHAEL HAIRSTON 1300 LOCUST ST PHILADELPHIA, PA 19107-5699 215-732-6200

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter 0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees. See instructions for definition of "key employee".
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons.

Check this box if the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
SARAH D. PRICE										
BOARD CHAIR	5.00	X		X						
BRUCE K. FENTON										
EXECUTIVE VICE CHAIR	5.00	X		X						
MAJID ALSAYEGH										
TREASURER	5.00	X		X						
LEONARD L. COMBS										
VICE CHAIR	5.00	X		X						
HOWARD L. LEWIS										
VICE CHAIR	5.00	X		X						
WALTER M. LICHT										
VICE CHAIR	5.00	X		X						
PAGE TALBOT										
VICE CHAIR	5.00	X		X						
HENRY LAFAYETTE COLLINS, III										
SECRETARY	5.00	X		X						
CHARLES E. MATHER, III										
COUNCILOR	5.00	X								
DEBORAH D. BISHOP										
COUNCILOR	5.00	X								
THOMAS H. BISHOP										
COUNCILOR	5.00	X								
ROBERT W. BOGLE										
COUNCILOR	5.00	X								
BARBARA GOHN DAY										
COUNCILOR	5.00	X								
BARBARA L. GREENFIELD										
COUNCILOR	5.00	X								
KRISHNA LAHIRI										
COUNCILOR	5.00	X								
TSIWEN M. LAW										
COUNCILOR	5.00	X								

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Individual trustee	Officer	Key employee	Highest compensated employee			
CAROL CLARK LAWRENCE	5.00	X							
COUNCILOR	5.00	X							
LEON L. LEVY	5.00	X							
COUNCILOR	5.00	X							
JERRY J. MAGINNIS	5.00	X							
COUNCILOR	5.00	X							
COLLIN F. MCNEIL	5.00	X							
COUNCILOR	5.00	X							
KAREN R. NAGEL	5.00	X							
COUNCILOR	5.00	X							
DAVID A. OTHMER	5.00	X							
COUNCILOR	5.00	X							
NATHAN K. RAAB	5.00	X							
COUNCILOR	5.00	X							
ROBERT J. RITTENHOUSE	5.00	X							
COUNCILOR	5.00	X							
ROBERT G. SOUAID	5.00	X							
COUNCILOR	5.00	X							
THOMAS J. SUGRUE	5.00	X							
COUNCILOR	5.00	X							
ALICE LEA TASMAN	5.00	X							
COUNCILOR	5.00	X							
JOSEPH P. WATKINS	5.00	X							
COUNCILOR	5.00	X							
KIM SAJET									
PRESIDENT & CEO	40.00		X	X			135,577.		9,383.
1b Total							135,577.		9,383.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ► 1

3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person

Yes	No
3	X
4	X
5	X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 3		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ► 1

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a			
	1b Membership dues	1b	82,485.		
	1c Fundraising events	1c	60,000.		
	1d Related organizations	1d			
	1e Government grants (contributions)	1e	241,941		
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,006,944.		
	g Noncash contributions included in lines 1a-1f		\$		
	h Total. Add lines 1a-1f		1,391,370.		
			Business Code		
Program Service Revenue	2a AUXILIARY ACTIVITIES		124,599	124,599.	
	b ADMISSIONS		11,787.	11,787	
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f		136,386		
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)	ATTACHMENT 4	675,349		675,349.
	4 Income from investment of tax-exempt bond proceeds		0		
	5 Royalties		0		
	6a Gross Rents.	(i) Real			
	b Less rental expenses	(ii) Personal			
	c Rental income or (loss)				
	d Net rental income or (loss)		0		
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other		
	b Less cost or other basis and sales expenses	4,200,404	1,389,422		
	c Gain or (loss)	4,237,546			
	d Net gain or (loss)	-37,142	1,389,422		
	8a Gross income from fundraising events (not including \$ of contributions reported on line 1c)				
See Part IV, line 18	a				
b Less direct expenses	b				
c Net income or (loss) from fundraising events		41,204.	41,204		
9a Gross income from gaming activities	a				
See Part IV, line 19	b				
b Less direct expenses	c				
c Net income or (loss) from gaming activities		0.			
10a Gross sales of inventory, less returns and allowances	a				
b Less cost of goods sold	b				
c Net income or (loss) from sales of inventory		0			
Miscellaneous Revenue	Business Code				
11a OTHER INCOME		26,969	26,969		
b					
c					
d All other revenue					
e Total. Add lines 11a-11d		26,969			
12 Total Revenue. See instructions		3,723,558	204,559	2,127,629	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21	0.			
2 Grants and other assistance to individuals in the U S See Part IV, line 22	0.			
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0.			
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	135,577.	90,518.	27,657.	17,402.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.			
7 Other salaries and wages	1,185,872.	791,749.	241,909.	152,214.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	40,729.	28,064.	7,160.	5,505.
9 Other employee benefits	134,949.	92,985.	23,724.	18,240.
10 Payroll taxes	115,134.	79,332.	20,240.	15,562.
11 Fees for services (non-employees)				
a Management	0.			
b Legal	4,722.	175.	4,547.	
c Accounting	57,846.	901.	56,945.	
d Lobbying	0.			
e Professional fundraising services See Part IV, line 17	0.			
f Investment management fees	0.			
g Other	137,750.	96,789.	26,788.	14,173.
12 Advertising and promotion	0.			
13 Office expenses	0.			
14 Information technology	26,430.	22,490.		3,940.
15 Royalties.	0.			
16 Occupancy	560,584.	498,922.	44,846.	16,816.
17 Travel	0.			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	0.			
20 Interest	2,933.		2,933.	
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	357,141.	317,856.	28,571.	10,714.
23 Insurance	0.			
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a PRINTING AND PUBLICATIONS	118,405.	57,437.	14,345.	46,623.
b SUPPLIES	90,174.	36,124.	16,146.	37,904.
c PROFESSIONAL TRAINING/OUTREA	36,694.	15,702.	7,406.	13,586.
d EQUIPMENT AND RENTAL	26,602.	3,590.	22,812.	200.
e DUES AND SUBSCRIPTIONS	24,241.	14,221.	6,875.	3,145.
f All other expenses	1,573.	36,995.	15,651.	-51,073.
25 Total functional expenses Add lines 1 through 24f	3,057,356.	2,183,850.	568,555.	304,951.
26 Joint Costs. Check here ► <input type="checkbox"/> If following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year	(B) End of year	
Assets	1 Cash - non-interest-bearing	6,844.	1 1,985.	
	2 Savings and temporary cash investments	1,641,955.	2 2,796,542.	
	3 Pledges and grants receivable, net	1,003,645.	3 817,687.	
	4 Accounts receivable, net	29,303.	4 13,600.	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	33,782.	9 27,350.	
	10 a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	13,186,299.		
	b Less: accumulated depreciation	10b 6,073,906.	7,092,238.	10c 7,112,393.
	11 Investments - publicly traded securities	ATCH 5	9,579,211.	11 9,789,768.
	12 Investments - other securities See Part IV, line 11		12	
	13 Investments - program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	7,189,488.	15 7,693,282.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	26,576,466.	16 28,252,607.		
Liabilities	17 Accounts payable and accrued expenses	212,952.	17 143,711.	
	18 Grants payable		18	
	19 Deferred revenue	10,583.	19 19,083.	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	36,647.	23 33,132.	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	260,182.	26 195,926.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	4,472,492.	27 5,519,224.	
	28 Temporarily restricted net assets	7,458,016.	28 7,647,887.	
	29 Permanently restricted net assets	14,385,776.	29 14,889,570.	
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	26,316,284.	33 28,056,681.	
	34 Total liabilities and net assets/fund balances	26,576,466.	34 28,252,607.	

Form 990 (2009)

Part XI Financial Statements and Reporting

	Yes	No			
1 Accounting method used to prepare the Form 990	<input type="checkbox"/> Cash	<input checked="" type="checkbox"/> Accrual	<input type="checkbox"/> Other _____		
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O					
2a Were the organization's financial statements compiled or reviewed by an independent accountant?	2a				X
b Were the organization's financial statements audited by an independent accountant?	2b	X			
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X			
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O					
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both	<input checked="" type="checkbox"/> Separate basis	<input type="checkbox"/> Consolidated basis	<input type="checkbox"/> Both consolidated and separate basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a				X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b				

Form 990 (2009)

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Name of the organization

HISTORICAL SOCIETY OF PENNSYLVANIA

Employer identification number

23-1352322

Part I **Reason for Public Charity Status** (All organizations must complete this part) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).

2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)

3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).

4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state

5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)

6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).

7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)

8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)

9 An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2). (Complete Part III)

10 An organization organized and operated exclusively to test for public safety See section 509(a)(4).

11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h

a Type I b Type II c Type III - Functionally integrated d Type III - Other

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the supported organization(s)

	Yes	No
11g(I)		
11g(II)		
11g(III)		

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

h Provide the following information about the supported organization(s)

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2009

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)
Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	963,883	776,141	1,989,708	1,713,579	1,550,452	6,993,763
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	963,883	776,141	1,989,708	1,713,579	1,550,452	6,993,763
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						475,973
6 Public support. Subtract line 5 from line 4						6,517,790

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	963,883	776,141	1,989,708	1,713,579	1,550,452	6,993,763
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	365,160	397,704	412,463	791,113	675,349	2,641,789
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV) . ATCH. 1	149,314	20,165	866,919	2,656	26,969	1,066,023
11 Total support. Add lines 7 through 10						10,701,575
12 Gross receipts from related activities, etc (see instructions)				12		660,012
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	60.91 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	59.25 %
16a 33 1/3 % support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input checked="" type="checkbox"/>		
b 33 1/3 % support test - 2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
17a 10%-facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 10%-facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2009

Part III. Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I)
Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%
19a 33 1/3 % support tests - 2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3 % support tests - 2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Part IV Supplemental Information. Complete this part to provide the explanation required by Part II, line 10, Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2005	2006	2007	2008	2009	TOTAL
MISCELLANEOUS INCOME	149,314	20,165	866,919.	2,656.	26,969	1,066,023.
TOTALS	<u>149,314</u>	<u>20,165</u>	<u>866,919</u>	<u>2,656</u>	<u>26,969</u>	<u>1,066,023</u>

**SCHEDULE D
(Form 990)**Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

OMB No 1545-0047

2009Open to Public
Inspection

Name of the organization

HISTORICAL SOCIETY OF PENNSYLVANIA

Employer identification number

23-1352322

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

Yes No

Yes No

Part II Conservation Easements Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
2a	
2b	
2c	
2d	

a Total number of conservation easements

b Total acreage restricted by conservation easements

c Number of conservation easements on a certified historic structure included in (a)

d Number of conservation easements included in (c) acquired after 8/17/06

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

Yes No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

(ii) Assets included in Form 990, Part X

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1

b Assets included in Form 990, Part X

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2009

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a <input type="checkbox"/> Public exhibition	d <input checked="" type="checkbox"/> Loan or exchange programs
b <input checked="" type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other _____
c <input checked="" type="checkbox"/> Preservation for future generations	

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	15,832,004	19,494,229			
b Contributions					
c Net investment earnings, gains, and losses	1,464,358	-2,789,362			
d Grants or scholarships					
e Other expenditures for facilities and programs	750,007	872,863			
g End of year balance	16,546,355	15,832,004			

2 Provide the estimated percentage of the year end balance held as:

a Board designated or quasi-endowment ► _____ %

b Permanent endowment ► 100.0000 %

c Term endowment ► _____ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

	Yes	No
3a(i)	X	
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		11,530,550	4,735,494	6,795,056
c Leasehold improvements				
d Equipment		1,655,749	1,338,412	317,337
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				7,112,393

Part VII Investments - Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives		
Closely-held equity interests		
Other _____		

Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ►

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ►

Part IX Other Assets. See Form 990, Part X, line 15.

Total (Column (b) must equal Form 890, Part X, col. (B) line 15.)

Part X Other Liabilities See Form 990, Part X, line 25

2. FIN 105 Exam 1 - Page 10 of 10

2. FIN 48 Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	3,723,558.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	3,057,356.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	666,202.
4	Net unrealized gains (losses) on investments	4	570,401.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	503,794.
9	Total adjustments (net) Add lines 4 through 8	9	1,074,195.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	1,740,397.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	4,923,384.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	570,401.
b	Donated services and use of facilities	2b	67,753.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	561,672.
e	Add lines 2a through 2d	2e	1,199,826.
3	Subtract line 2e from line 1	3	3,723,558.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1	4a	
a	Investment expenses not included on Form 990, Part VIII, line 7b	4b	
b	Other (Describe in Part XIV)		
c	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	3,723,558.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	3,182,987.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	67,753.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	57,878.
e	Add lines 2a through 2d	2e	125,631.
3	Subtract line 2e from line 1	3	3,057,356.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1	4a	
a	Investment expenses not included on Form 990, Part VIII, line 7b	4b	
b	Other (Describe in Part XIV)		
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	3,057,356.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Part XIV Supplemental Information (continued)**EXPLANATION OF THE ORGANIZATION'S COLLECTION**

SCH D, PART III, LINE 4

THE SOCIETY'S COLLECTIONS ARE MAINTAINED FOR PUBLIC EXHIBITION, EDUCATION AND RESEARCH IN FURTHERANCE OF PUBLIC SERVICE.

INTENDED USES OF ENDOWMENT FUNDS

SCH D, PART V, LINE 4

THE INCOME FROM THE SOCIETY'S ENDOWMENT FUNDS IS USED TO SUPPORT OPERATIONS.

COLLECTIONS

SCH D, PART III, LINE 1A

THE SOCIETY COLLECTS RARE BOOKS, MANUSCRIPTS, MAPS, PHOTOGRAPHS, PRINTS, MUSIC, AND SIMILAR ASSETS MOST OF WHICH HAVE BEEN ACQUIRED THROUGH INDIVIDUAL GIFTS AND BEQUESTS. THE SOCIETY'S COLLECTIONS ARE MAINTAINED FOR PUBLIC EXHIBITION, EDUCATION, AND RESEARCH IN FURTHERANCE OF PUBLIC SERVICE RATHER THAN FOR FINANCIAL GAIN. COLLECTIONS ARE THE MOST VALUABLE ASSETS OF THE SOCIETY AND ARE PROTECTED, KEPT UNENCUMBERED, CARED FOR, AND PRESERVED. THE SOCIETY'S POLICY REGARDING THE USE OF PROCEEDS FROM THE SALE OF COLLECTION ITEMS ALLOWS THE PROCEEDS TO BE USED FOR THE DIRECT CARE AND MANAGEMENT OF COLLECTIONS IN ADDITION TO THE ACQUISITION OF ADDITIONAL ITEMS FOR COLLECTIONS.

COLLECTION ITEMS ACQUIRED PRIOR TO JULY 1, 1996: THE SOCIETY WAS NOT REQUIRED TO CAPITALIZE COLLECTION ITEMS ACQUIRED PRIOR TO JULY 1, 1996, AND HAS NOT CAPITALIZED THOSE ITEMS.

Part XIV Supplemental Information (continued)

COLLECTION ITEMS ACQUIRED BETWEEN JULY 1, 1996 AND JUNE 30, 2000: BASED UPON A CHANGE IN ITS COLLECTIONS POLICY DURING THE 1997 FISCAL YEAR, THE SOCIETY WAS REQUIRED TO CAPITALIZE ITS COLLECTION BEGINNING JULY 1, 1996. THE SOCIETY DID NOT CAPITALIZE THESE COLLECTION ITEMS. IT RECORDED THESE COLLECTION ITEMS AS DECREASES IN UNRESTRICTED NET ASSETS, IF THE ITEMS WERE PURCHASED. PROCEEDS FROM THE INSURANCE RECOVERIES OR DEACCESSIONS OF THESE ITEMS ARE REFLECTED ON THE STATEMENT OF ACTIVITIES AS CHANGES IN THE APPROPRIATE NET ASSET CLASSES, DEPENDING ON THE EXISTENCE AND TYPE OF DONOR-IMPOSED RESTRICTIONS.

COLLECTION ITEMS ACQUIRED ON OR AFTER JULY 1, 2000: THE SOCIETY CAPITALIZES THESE COLLECTION ITEMS AT COST IF THE ITEMS WERE PURCHASED; OR AT THEIR APPRAISED OR FAIR VALUE IF THE ITEMS WERE CONTRIBUTED. CERTAIN COSTS RELATED TO SURVEYING AND PRESERVING OF COLLECTIONS ARE INCLUDED IN THE AMOUNT CAPITALIZED. GAINS OR LOSSES FROM THE DEACCESSIONS OF THESE ITEMS WILL BE REFLECTED ON THE STATEMENT OF ACTIVITIES AS CHANGES IN THE APPROPRIATE NET ASSET CLASSES, DEPENDING ON THE EXISTENCE AND TYPE OF DONOR-IMPOSED RESTRICTIONS.

Part XIV Supplemental Information (continued)

RECONCILIATION

RECONCILIATION OF REVENUE, PART XII, LINE 2D

CHANGE IN BENEFICIAL INTEREST 503,794

SPECIAL EVENTS EXPENSE 57,878

RECONCILIATION

RECONCILIATION OF EXPENSES, PART XIII, LINE 2D

SPECIAL EVENTS EXPENSE 57,878

FIN 48 FOOTNOTE

SCHEDULE D, PART X, LINE 2

THE SOCIETY IS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE.

EFFECTIVE JULY 1, 2009, THE SOCIETY ADOPTED THE NEW ACCOUNTING STANDARD RELATED TO THE RECOGNITION IN THE FINANCIAL STATEMENTS OF UNCERTAIN TAX POSITIONS. FOR THE YEAR ENDED JUNE 30, 2010, THE SOCIETY DID NOT IDENTIFY ANY UNCERTAIN TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN AN INFORMATION RETURN WHICH WOULD REQUIRE ADJUSTMENT TO OR DISCLOSURE IN ITS FINANCIAL STATEMENTS. THE SOCIETY IS POTENTIALLY SUBJECT TO FEDERAL EXAMINATIONS FOR YEARS SUBSEQUENT TO JUNE 30, 2006.

SCHEDULE G

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a

OMB No 1545-0047

2009

Open To Public
Inspection

Name of the organization

HISTORICAL SOCIETY OF PENNSYLVANIA

Employer identification number

23-1352322

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17
Form 990-EZ filers are not required to complete this part

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

<input type="checkbox"/> a	Mail solicitations	<input type="checkbox"/> e	Solicitation of non-government grants
<input type="checkbox"/> b	Internet and email solicitations	<input type="checkbox"/> f	Solicitation of government grants
<input type="checkbox"/> c	Phone solicitations	<input type="checkbox"/> g	Special fundraising events
<input type="checkbox"/> d	In-person solicitations		

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.
JSA

Schedule G (Form 990 or 990-EZ) 2009

JSA
QE1281.2.000

05039L 4188 3/8/2011 10:29:15 AM V 09-9.3

43380 0

PAGE 26

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

	(a) Event #1 FOUNDERS DINNER (event type)	(b) Event #2 (event type)	(c) Other Events 0 (total number)	(d) Total events (add col. (a) through col. (c))
Revenue	1 Gross receipts	159,082.		159,082.
	2 Less Charitable contributions	60,000.		60,000.
	3 Gross income (line 1 minus line 2)	99,082.		99,082.
Direct Expenses	4 Cash prizes			
	5 Noncash prizes			
	6 Rent/facility costs			
	7 Food and beverages			
	8 Entertainment			
	9 Other direct expenses	57,878.		57,878.
	10 Direct expense summary. Add lines 4 through 9 in column (d)			► (57,878.)
	11 Net income summary. Combine line 3, column (d), and line 10			► 41,204.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a

	(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue			
Direct Expenses	2 Cash prizes			
	3 Noncash prizes			
	4 Rent/facility costs			
	5 Other direct expenses			
	6 Volunteer labor	Yes _____ % No	Yes _____ % No	Yes _____ % No
	7 Direct expense summary. Add lines 2 through 5 in column (d)			► ()
	8 Net gaming income summary. Combine line 1, column d, and line 7			►

9 Enter the state(s) in which the organization operates gaming activities.

a Is the organization licensed to operate gaming activities in each of these states?

b If "No," explain

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?

b If "Yes," explain

11 Does the organization operate gaming activities with nonmembers?

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

		Yes	No
13	Indicate the percentage of gaming activity operated in		
a	The organization's facility	13a	%
b	An outside facility	13b	%
14	Enter the name and address of the person who prepares the organization's gaming/special events books and records		
Name ► _____			
Address ► _____			
15 a	Does the organization have a contract with a third party from whom the organization receives gaming revenue?		15a
b	If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____		
c	If "Yes," enter name and address of the third party		
Name ► _____			
Address ► _____			
16	Gaming manager information		
Name ► _____			
Gaming manager compensation ► \$ _____			
Description of services provided ► _____			
<input type="checkbox"/> Director/officer		<input type="checkbox"/> Employee	<input type="checkbox"/> Independent contractor
17	Mandatory distributions		
a	Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?		17a
b	Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____		

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
► Attach to Form 990.

OMB No 1545-0047

2009

**Open to Public
Inspection**

Name of the organization

HISTORICAL SOCIETY OF PENNSYLVANIA

Employer identification number

23-1352322

ATTACHMENT 2

POLICIES

FORM 990, PART VI, SECTION B, LINE 11

EACH COUNCILOR RECEIVED THE 990, WHICH IS APPROVED BY DESIGNATED
MEMBERS.

POLICIES

FORM 990, PART VI, SECTION B, LINE 12C

THE AUDIT COMMITTEE REVIEWS CONFLICT OF INTEREST FORMS SIGNED BY
COUNCILORS.

POLICIES

FORM 990, PART VI, SECTION B, LINE 15A

THE EXECUTIVE COMMITTEE PERFORMS ANNUAL PERFORMANCE REVIEWS OF THE
PRESIDENT AND DETERMINES COMPENSATION.

DISCLOSURE

FORM 990, PART VI, SECTION C, LINE 19

THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND
FINANCIAL STATEMENTS ARE AVAILABLE IN THE ORGANIZATION'S OFFICE TO BE
DISTRIBUTED UPON REQUEST.

Name of the organization

HISTORICAL SOCIETY OF PENNSYLVANIA

Employer identification number

23-1352322

ATTACHMENT 2 (CONT'D)

GOVERNING BODY AND MANAGEMENT

FORM 990, PART VI, SECTION A, 2

THOMAS BISHOP IS THE SON OF DEBORAH BISHOP.

GOVERNING BODY AND MANAGEMENT

FORM 990, PART VI, SECTION A, LINE 6

MEMBERS OF THE SOCIETY ARE GIVEN BENEFITS FOR USE OF THE LIBRARY AND
EDUCATIONAL PROGRAMS.

GOVERNING BODY AND MANAGEMENT

FORM 990, PART VI, SECTION A, LINE 4

BY-LAW CHANGES WERE RATIFIED WHICH INCLUDE, BUT ARE NOT LIMITED TO:

1. CLARIFICATION OF THE NOMINATION PROCESS.
2. REMOVAL OF LIMIT ON MEMBERS TO 42.
3. ESTABLISHED DESIGNATION OF EX-OFFICIO MEMBERS BY THE BALCH TRUST AND
THE SOCIETY'S NATIONAL ADVISORY COUNCIL.
4. DESIGNATION OF THE BOARD CHAIR AS AN EX OFFICIO MEMBER OF ALL
COMMITTEES EXCEPT THE AUDIT COMMITTEE.
5. DESIGNATION OF THE TREASURER AS A MEMBER OF THE AUDIT COMMITTEE
WITHOUT VOTING RIGHTS.
6. RESTRUCTURED THE STANDING COMMITTEES FROM 7 TO 5.

GOVERNING BODY AND MANAGEMENT

FORM 990, PART VI, SECTION A, LINE 7B

MEMBERS OF THE SOCIETY ELECT THE BOARD OF COUNCILORS AND OFFICERS.

Name of the organization

HISTORICAL SOCIETY OF PENNSYLVANIA

Employer identification number

23-1352322

ATTACHMENT 3

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
ELLIOTT LEWIS CORPORATION 2900 BLACK LAKE PLACE PHILADELPHIA, PA 19154		239,480.
	TOTAL COMPENSATION	<u>239,480.</u>

ATTACHMENT 4

FORM 990, PART VIII - INVESTMENT INCOME

DESCRIPTION	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
PERPETUAL TRUST INCOME	357,553			357,553.
DIVIDEND INCOME	312,910			312,910
INTEREST ON SAVINGS	4,886.			4,886.
TOTALS	<u>675,349.</u>			<u>675,349.</u>

ATTACHMENT 5

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	COST OR FMV
CASH EQUIVALENTS	662,294.	405,443.	FMV
COMMON STOCKS	6,008,185.	7,122,633.	FMV
CORPORATE BONDS	1,930,169.	1,376,801.	FMV
GOVERNMENT AND AGENCIES BONDS	978,563.	884,891.	FMV
TOTALS	<u>9,579,211.</u>	<u>9,789,768.</u>	

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ►
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).
Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only. ►

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization HISTORICAL SOCIETY OF PENNSYLVANIA	Employer identification number 23-1352322
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions 1300 LOCUST STREET	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. PHILADELPHIA, PA 19107-5699	

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

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

- The books are in the care of ► **HISTORICAL SOCIETY OF PA**

Telephone No. ► **215 732-6200** 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 will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **02/15/2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► calendar year **_____** or
► tax year beginning **07/01, 2009**, and ending **06/30, 2010** .

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a 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. **3a \$ None**

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. **3b \$ None**

c Balance Due. Subtract line 3b from line 3a. 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. **3c \$ None**

Caution If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box X

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 your return. See instructions	Name of exempt organization HISTORICAL SOCIETY OF PENNSYLVANIA Number, street, and room or suite no. If a P O. box, see instructions. 1300 LOCUST STREET	Employer identification number 23-1352322
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PHILADELPHIA, PA 19107-5699	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

4 I request an additional 3-month extension of time until 05/15, 2011
5 For calendar year , or other tax year beginning 07/01, 2009, and ending 06/30, 2010.
6 If the tax year entered in line 5 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 is needed to gather information necessary to file a complete and accurate return.

8a 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.	8a \$ <u><u>NONE</u></u>
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.	8b \$ <u><u>NONE</u></u>
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using E-TPS (Electronic Federal Tax Payment System). See instructions.	8c \$ <u><u>NONE</u></u>

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 
ASHER & COMPANY, LTD.
1801 MARKET STREET, SUITE 1700
PHILADELPHIA, PA 19103

Title ► *GP*

Date ► 2/10/11

Form 8868 (Rev. 1-2011)