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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation
ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

A Employer identification number
23-3094915

Number and street (or P O box number if mail is not delivered to street address)
C/O HERSHEY TRUST CO 1 W CHOCOLATE

Room/suite

B Telephone number (see page 10 of the instructions)
(717) 534-3225

City or town, state, and ZIP code
HERSHEY, PA 17033

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 foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 11,331,483

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 of 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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	1,100,376			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,479	1,479		
	4	Dividends and interest from securities.	227,944	227,944		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	3,815			
	b	Gross sales price for all assets on line 6a 2,492,945				
	7	Capital gain net income (from Part IV, line 2) . . .		3,815		
	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)	2,238	2,238		
	12	**Total.** Add lines 1 through 11	1,335,852	235,476		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	30,035	30,035		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	4,799	4,799		
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,409	1,409		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	36,243	36,243		0
	25	Contributions, gifts, grants paid	507,500			507,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	543,743	36,243		507,500
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	792,109			
	b	**Net investment income** (if negative, enter -0-)		199,233		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

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		967	967
	2	Savings and temporary cash investments	1,235,445	854,757	854,757
	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			
	10a	Investments—U S and state government obligations (attach schedule)	699,657	99,657	100,556
	b	Investments—corporate stock (attach schedule)	4,364,500	4,612,001	5,932,856
	c	Investments—corporate bonds (attach schedule)	669,743	819,869	862,764
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,088,154	3,462,357	3,579,583
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	9,057,499	9,849,608	11,331,483
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	8,845,550	9,635,057	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	211,949	214,551	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	9,057,499	9,849,608	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	9,057,499	9,849,608	

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	9,057,499
2	Enter amount from Part I, line 27a	2	792,109
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,849,608
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,849,608

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)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	3,815
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	

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))
2009	395,232	8,137,561	0 048569
2008	470,167	7,414,279	0 063414
2007	420,122	8,091,405	0 051922
2006	327,652	6,530,068	0 050176
2005	236,480	5,193,560	0 045533

2	**Total** of line 1, column (d).	2	0 259614
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 051923
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	9,978,803
5	Multiply line 4 by line 3.	5	518,129
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,992
7	Add lines 5 and 6.	7	520,121
8	Enter qualifying distributions from Part XII, line 4.	8	507,500

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

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter 2001-11-05 **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	3,985
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	3,985
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	3,985
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 3,600		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	3,600
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	385
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 2011 estimated tax** ▶ 0	**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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	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		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶HERSHEY TRUST COMPANY Telephone no ▶(717) 534-3225

Located at ▶1 W CHOCOLATE AVE STE 200 HERSHEY PA ZIP+4 ▶17033

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

16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ 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)? ☐ Yes ☑ 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) ☐ Yes ☑ 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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2010?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		No

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)? **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

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? **6b** No

If "Yes" to 6b, 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? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
PATRICIA G FOULKROD 240 SHADY LANE HUMMELSTOWN, PA 17036	Secretary 2 00	0	0	0
ELIZABETH GLATFELTER 9160 GREEN TREE ROAD PHILADELPHIA, PA 19118	President 2 00	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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 24 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	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	9,284,698
b	Average of monthly cash balances	1b	846,066
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	10,130,764
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	10,130,764
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	151,961
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,978,803
6	**Minimum investment return.** Enter 5% of line 5	6	498,940

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.)

1	Minimum investment return from Part X, line 6			1	498,940
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,985		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,985
3	Distributable amount before adjustments Subtract line 2c from line 1			3	494,955
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	494,955
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	494,955

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	507,500
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	507,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	507,500

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					494,955
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only.					
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2010					
a From 2005.					
b From 2006.	1,383				
c From 2007.	25,038				
d From 2008.	104,119				
e From 2009.					
f **Total** of lines 3a through e.		130,540			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 507,500					
a Applied to 2009, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .					
d Applied to 2010 distributable amount.					494,955
e Remaining amount distributed out of corpus		12,545			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		143,085			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .					
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0
7 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)					
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		143,085			
10 Analysis of line 9					
a Excess from 2006. . . .	1,383				
b Excess from 2007. . . .	25,038				
c Excess from 2008. . . .	104,119				
d Excess from 2009. . . .					
e Excess from 2010. . . .	12,545				

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 2010, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 organization 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))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (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

LISA PIERGALLINI VP HERSHEY TRUST C
1 W CHOCOLATE AVE STE 200
HERSHEY, PA 17033
(717) 534-3225

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

APPLICATION FORM DISTRIBUTED BY FOUNDATION UPON REQUEST

c Any submission deadlines

AS STATED ON THE APPLICATION FORM

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

AS STATED ON THE APPLICATION FORM

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
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				507,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,479	
4 Dividends and interest from securities			14	227,944	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	3,815	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a Reimbursement			14	2,238	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				235,476	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 235,476

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

			Yes	No
1	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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d 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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

Sign Here

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

****** | 2011-04-14 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

		Date	Check if self-employed ☐	PTIN
Preparer's Signature	BRYAN S BREIDIGAM	2011-04-15		
Firm's name	HERSHEY TRUST CO		Firm's EIN	
Firm's address	1 W CHOCOLATE AVE STE 200 HERSHEY, PA 170331471		Phone no (717) 520-5667	

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491124001061

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of organization
ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

Employer identification number
23-3094915

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule—

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

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

Name of organization
ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

Employer identification number
23-3094915

Part I **Contributors** (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ANNE M GLATFELTER CHARITABLE LEAD TRUST C/O HERSHEY TRUST CO 1 W CHOCOLATE HERSHEY, PA 17033	$ 1,100,376	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	**Employer identification number**
ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION	23-3094915

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
		$	

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

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

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

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

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

Name of organization
ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

Employer identification number
23-3094915

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

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 23-3094915
Name: ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

Part VI Line 7 - Tax Paid Original Return: 3600

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
A	200 Altera Corporation	P	2009-07-24	2010-02-03
B	500 Apollo Group Inc	P	2009-04-17	2010-01-26
C	83 Apollo Group Inc	P	2009-07-24	2010-01-26
D	117 Apollo Group Inc	P	2009-11-24	2010-01-26
E	207 BJ Services Company	P	2009-07-24	2010-04-28
F	166 Diamonds Foods Inc	P	2009-07-24	2010-06-29
G	83 DST Systems Inc	P	2009-07-24	2010-01-21
H	650 EMC Corporation	P	2009-05-28	2010-03-11
I	100K Fed Farm Cre Bks 4% 5/26/17	P	2009-05-07	2010-03-10
J	61538 46 Fed Home Ln Bks 3% 12/30/15	P	2010-03-25	2010-06-30
K	100K Fed Home Ln Bks 3 25% 2/24/14	P	2009-02-24	2010-02-24
L	100K Fed Home Ln Bks 3 5% 10/19/16	P	2010-03-24	2010-07-19
M	100K Fed Home Ln Bks 4% 4/26/10	P	2009-10-05	2010-07-12
N	75K Fed Home Ln Bks 4% 12/24/18	P	2009-12-01	2010-06-07
O	50K Fed Home Ln Bks 4 05% 8/11/16	P	2009-07-27	2010-02-11
P	100K Fed Home Ln Mtg 4% 7/28/16	P	2010-01-05	2010-04-28
Q	100K Fed Home Ln Mtg 4 25% 7/28/17	P	2010-01-04	2010-04-28
R	50K Fed Home Ln Mtg 4 34% 12/18/17	P	2009-07-23	2010-06-18
S	50K Fed Natl Mtg Assn 4% 6/28/17	P	2009-12-04	2010-06-28
T	12 08 Furiex Pharmaceuticals	P	2009-07-24	2010-07-01
U	37 59 Furiex Pharmaceuticals	P	2009-10-05	2010-06-30
V	33 Furiex Pharmaceuticals	P	2009-10-05	2010-06-14
W	10 92 Furiex Pharmaceuticals	P	2009-11-20	2010-07-01
X	22 41 Furiex Pharmaceuticals	P	2009-11-20	2010-06-30
Y	300 Goldman Sachs Group Inc	P	2009-04-20	2010-03-25
Z	41 Goldman Sachs Group Inc	P	2009-07-24	2010-03-25
AA	310 Neogen Corp	P	2009-07-24	2010-03-10
AB	187 SM Energy Co	P	2009-07-24	2010-07-07
AC	124 Smith Internatl Inc	P	2009-07-24	2010-03-12
AD	500 Starbucks Corp	P	2009-05-13	2010-04-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
AE	2 Thermo Fisher Scientific Inc	P	2009-07-24	2010-01-26
AF	311 TradeStation Group Inc	P	2009-07-24	2010-04-27
AG	872 Baker Hughes Inc	P	2005-03-09	2010-05-19
AH	600 BP plc Spons ADR	P	2003-07-14	2010-05-03
AI	25K Fed Home Ln Bks 4 5% 6/29/10	P	2005-06-14	2010-06-29
AJ	50K Fed Home Ln Mtg 4 02% 4/28/10	P	2004-10-27	2010-04-28
AK	02 Frontier Communications Corp	P	2004-06-21	2010-07-08
AL	1000 Hain Celestial Group Inc	P	2003-09-04	2010-05-17
AM	500 Hain Celestial Group Inc	P	2004-06-21	2010-05-17
AN	475 Transocean Ltd	P	2003-07-25	2010-05-03
AO	1000 Altera Corporation	P	2006-11-02	2010-02-03
AP	800 Altera Corporation	P	2006-11-03	2010-02-03
AQ	1000 Cache Inc	P	2010-01-09	2010-04-09
AR	1500 Cache Inc	P	2006-01-10	2010-04-09
AS	1000 Cache Inc	P	2007-06-29	2010-04-13
AT	1500 Diodes Inc	P	2007-03-30	2010-03-25
AU	300 Genzyme Corporation	P	2007-03-06	2010-04-29
AV	200 Genzyme Corporation	P	2007-03-12	2010-04-29
AW	1000 Genzyme Corporation	P	2007-04-20	2010-04-29
AX	38461 54 Fed Home Ln Bks 3% 12/30/15	P	2010-03-25	2010-09-30
AY	100K Fed Home Ln Bks 3 25% 11/19/15	P	2010-04-29	2010-08-19
AZ	50K Fed Farm Cre Bks 3% 11/27/15	P	2010-05-14	2010-08-27
BA	50K Fed Farm Cre Bks 3 3% 12/7/16	P	2010-05-27	2010-09-07
BB	100K Fed Farm Cre Bks 2 7% 5/3/17	P	2010-07-22	2010-11-03
BC	100K Fed Home Ln Bks 3% 8/10/18	P	2010-07-23	2010-11-10
BD	100K Fed Home Ln Bks 3 45% 7/22/19	P	2010-07-23	2010-10-25
BE	100K Fed Natl Mtg Assn 4% 4/12/18	P	2010-03-29	2010-10-12
BF	100K Fed Natl Mtg Assn 3% 10/29/15	P	2010-04-23	2010-10-29
BG	776 McAfee Inc	P	2010-08-05	2010-10-18
BH	500 Mosaic Co	P	2010-04-27	2010-08-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BI	417 Mosaic Co	P	2009-10-07	2010-08-27
BJ	249 Barnes Group Inc	P	2009-07-24	2010-11-08
BK	500 Citigroup Inc	P	2004-11-29	2010-10-04
BL	207 Conagra Foods Inc	P	2009-07-24	2010-09-21
BM	500 Fortune Brands Inc	P	2004-12-06	2010-12-02
BN	120 Frontier Communications	P	2004-06-21	2010-10-19
BO	141 90 GMO Foreign Fd IV	P	2006-10-16	2010-12-08
BP	1486 848 GMO Foreign Fd IV	P	2007-12-27	2010-12-08
BQ	702 773 GMO Foreign Fd IV	P	2006-12-26	2010-12-08
BR	35 892 GMO Foreign Fd IV	P	2007-07-10	2010-12-08
BS	571 21 GMO Foreign Fd IV	P	2007-07-10	2010-12-08
BT	2655 047 GMO Foreign Fd IV	P	2007-03-15	2010-12-08
BU	2496 944 GMO Foreign Fd IV	P	2007-12-07	2010-12-08
BV	700 Hansen Nat Corp	P	2009-07-06	2010-10-25
BW	985 Hansen Nat Corp	P	2009-07-02	2010-10-25
BX	114 Lennox Intl Inc	P	2009-07-24	2010-11-15
BY	124 McAfee Inc	P	2009-07-24	2010-10-18
BZ	83 Mosaic Co	P	2009-07-24	2010-08-27
CA	160 Rofin Sinar Technologies	P	2009-07-24	2010-08-09
CB	311 Sonic Corp	P	2009-07-24	2010-10-18
CC	207 Trinity Inds Inc	P	2009-07-24	2010-08-25
CD	104 Universal Fst Prods	P	2009-07-24	2010-11-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
A	4,457	0	3,822	635
B	30,732	0	32,947	-2,215
C	5,101	0	5,559	-458
D	7,191	0	6,529	662
E	557	0	0	557
F	6,575	0	4,651	1,924
G	3,815	0	3,595	220
H	12,182	0	7,779	4,403
I	100,000	0	100,000	0
J	61,538	0	61,385	153
K	100,000	0	100,000	0
L	100,000	0	100,000	0
M	100,000	0	100,000	0
N	75,000	0	75,000	0
O	50,000	0	50,000	0
P	100,000	0	100,000	0
Q	100,000	0	100,000	0
R	50,000	0	50,000	0
S	50,000	0	50,000	0
T	121	0	98	23
U	388	0	329	59
V	3	0	3	0
W	109	0	93	16
X	231	0	191	40
Y	52,787	0	34,512	18,275
Z	7,214	0	6,754	460
AA	8,125	0	6,103	2,022
AB	7,920	0	4,509	3,411
AC	5,408	0	3,219	2,189
AD	13,705	0	6,433	7,272

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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)
AE	93	0	89	4
AF	2,477	0	2,516	-39
AG	41	0	41	0
AH	29,805	0	24,326	5,479
AI	25,000	0	25,000	0
AJ	50,000	0	50,000	0
AK	0	0	0	0
AL	22,110	0	17,644	4,466
AM	11,055	0	8,670	2,385
AN	33,629	0	21,990	11,639
AO	22,285	0	17,790	4,495
AP	17,828	0	14,152	3,676
AQ	6,160	0	16,840	-10,680
AR	9,240	0	24,263	-15,023
AS	6,267	0	13,670	-7,403
AT	34,890	0	34,930	-40
AU	16,263	0	18,154	-1,891
AV	10,842	0	11,990	-1,148
AW	54,209	0	63,173	-8,964
AX	38,462	0	38,365	97
AY	100,000	0	100,000	0
AZ	50,000	0	50,000	0
BA	50,000	0	50,000	0
BB	100,000	0	100,000	0
BC	100,000	0	100,000	0
BD	100,000	0	100,000	0
BE	100,000	0	99,900	100
BF	100,000	0	100,000	0
BG	36,751	0	25,204	11,547
BH	29,103	0	25,549	3,554

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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)
BI	24,272	0	19,866	4,406
BJ	4,798	0	3,446	1,352
BK	2,030	0	22,510	-20,480
BL	4,378	0	4,072	306
BM	30,229	0	36,074	-5,845
BN	1,039	0	1,074	-35
BO	1,754	0	2,619	-865
BP	18,377	0	27,644	-9,267
BQ	8,686	0	13,131	-4,445
BR	444	0	733	-289
BS	7,060	0	11,673	-4,613
BT	32,816	0	49,798	-16,982
BU	30,862	0	49,798	-18,936
BV	36,372	0	20,702	15,670
BW	51,180	0	29,813	21,367
BX	4,629	0	4,037	592
BY	5,873	0	5,483	390
BZ	4,831	0	4,436	395
CA	3,838	0	3,365	473
CB	2,989	0	3,266	-277
CC	3,390	0	3,237	153
CD	3,429	0	4,586	-1,157

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
A	0	0	0	635
B	0	0	0	-2,215
C	0	0	0	-458
D	0	0	0	662
E	0	0	0	557
F	0	0	0	1,924
G	0	0	0	220
H	0	0	0	4,403
I	0	0	0	0
J	0	0	0	153
K	0	0	0	0
L	0	0	0	0
M	0	0	0	0
N	0	0	0	0
O	0	0	0	0
P	0	0	0	0
Q	0	0	0	0
R	0	0	0	0
S	0	0	0	0
T	0	0	0	23
U	0	0	0	59
V	0	0	0	0
W	0	0	0	16
X	0	0	0	40
Y	0	0	0	18,275
Z	0	0	0	460
AA	0	0	0	2,022
AB	0	0	0	3,411
AC	0	0	0	2,189
AD	0	0	0	7,272

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
AE	0	0	0	4
AF	0	0	0	-39
AG	0	0	0	0
AH	0	0	0	5,479
AI	0	0	0	0
AJ	0	0	0	0
AK	0	0	0	0
AL	0	0	0	4,466
AM	0	0	0	2,385
AN	0	0	0	11,639
AO	0	0	0	4,495
AP	0	0	0	3,676
AQ	0	0	0	-10,680
AR	0	0	0	-15,023
AS	0	0	0	-7,403
AT	0	0	0	-40
AU	0	0	0	-1,891
AV	0	0	0	-1,148
AW	0	0	0	-8,964
AX	0	0	0	97
AY	0	0	0	0
AZ	0	0	0	0
BA	0	0	0	0
BB	0	0	0	0
BC	0	0	0	0
BD	0	0	0	0
BE	0	0	0	100
BF	0	0	0	0
BG	0	0	0	11,547
BH	0	0	0	3,554

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
BI	0	0	0	4,406
BJ	0	0	0	1,352
BK	0	0	0	-20,480
BL	0	0	0	306
BM	0	0	0	-5,845
BN	0	0	0	-35
BO	0	0	0	-865
BP	0	0	0	-9,267
BQ	0	0	0	-4,445
BR	0	0	0	-289
BS	0	0	0	-4,613
BT	0	0	0	-16,982
BU	0	0	0	-18,936
BV	0	0	0	15,670
BW	0	0	0	21,367
BX	0	0	0	592
BY	0	0	0	390
BZ	0	0	0	395
CA	0	0	0	473
CB	0	0	0	-277
CC	0	0	0	153
CD	0	0	0	-1,157

Form 990PF Part XV Line 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
a *Paid during the year*				
PA BALLET ASSN 1819 JOHN F KENNEDY BLVD PHILADELPHIA, PA 19103		Public	Charitable	5,000
GAMUT THEATRE GROUP INC 605 STRAWBERRY SQ HARRISBURG, PA 17101		Public	Charitable	4,000
PHILABUNDANCE 3616 SOUTH GALLOWAY ST PHILADELPHIA, PA 19148		Public	Charitable	5,000
YORK COMMUNITY FOUNDATION 14 W MARKET STREET YORK, PA 17401		Public	Charitable	2,500
YORK HEALTH FOUNDATION 1001 SOUTH GEORGE ST YORK, PA 17403		Public	Charitable	15,000
YORK COUNTY LITERACY COUNCIL 800 E KING STREET YORK, PA 17403		Public	Charitable	2,500
GETTYSBURG THEOLOGICAL SEMINARY 61 SEMINARY RIDGE GETTYSBURG, PA 17325		Public	Religious	350,000
YWCA OF GREATER HARRISBURG 1101 MARKET ST HARRISBURG, PA 17103		Public	Charitable	7,000
ARDEN THEATRE COMPANY 40 N 2ND STREET PHILADELPHIA, PA 19106		Public	Charitable	10,000
HARRISBURG SYMPHONY ASSN 800 CORPORATE CIR 101 HARRISBURG, PA 17110		Public	Charitable	10,000
ABINGTON ART CENTER 515 MEETINGHOUSE ROAD JENKINTOWN, PA 19046		Public	Charitable	5,000
HARRISBURG AREA YMCA EAST SHORE 701 N FRONT STREET HARRISBURG, PA 17101		Public	Charitable	1,500
LUTHERAN THEOLOGICAL SEMINARY OF PHILA 7301 GERMANTOWN AVE PHILADELPHIA, PA 19119		Public	Religious	10,000
MUSIC AT GRETNA INC 1 ALPHA DRIVE ELIZABETHTOWN, PA 17022		Public	Charitable	5,000
GERMANTOWN FRIENDS SCHOOL 31 W COULTER STREET PHILADELPHIA, PA 19144		Public	Charitable	10,000
Total . . . . ▶ **3a**				507,500

Form 990PF Part XV Line 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
a *Paid during the year*				
HOSPICE OF CENTRAL PA 1320 LINGLESTOWN ROAD HARRISBURG, PA 17110		Public	Charitable	10,000
MEMORIAL HOSPITAL 325 SOUTH BELMONT ST YORK, PA 17403		Public	Charitable	7,000
YORK COLLEGE OF PA 441 COUNTRY CLUB ROAD YORK, PA 17403		Public	Educational	25,000
YORK SYMPHONY ORCHESTRA CAPITAL STRAND BLDG 50 N GEORGE ST YORK, PA 17401		Public	Charitable	7,000
CHILDREN'S HOME OF YORK 77 SHOE HOUSE ROAD YORK, PA 17406		Public	Charitable	10,000
HANOVER SYMPHONY ORCHESTRA 1150 CARLISLE ST STE 5 HANOVER, PA 17331		Public	Charitable	6,000
Total . . . . ▶ **3a**				507,500

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

TY 2010 Gain/Loss from Sale of Other Assets Schedule

Name: ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

EIN: 23-3094915

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Sales of stocks and securities per Part IV		Purchased			2,492,945	2,489,130			3,815	

TY 2010 Investments Corporate Bonds Schedule

Name: ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

EIN: 23-3094915

Name of Bond	End of Year Book Value	End of Year Fair Market Value
American Express Bk 5.5% 4/16/13	50,000	53,890
Bank of America Corp 4.875% 9/15/12	24,900	26,104
Berkshire Hathaway Inc 4.625% 10/15/13	44,494	48,867
DuPont E I Nemour 3.25% 1/15/15	100,125	103,788
General Electric Co 5% 2/1/13	50,856	53,449
General Electric Cap Corp 4.75% 9/15/12	50,000	51,837
General Electric Cap Corp 4.3% 10/15/15	50,000	50,042
Goldman Sachs 4.55% 5/15/16	50,000	50,425
Goldman Sachs 4.75% 7/15/13	49,313	53,264
Goldman Sachs 5.15% 1/15/14	100,000	107,706
JP Morgan Chase & Co 5.15% 10/1/15	50,000	52,881
Morgan Stanley DW 5.3% 3/1/13	100,743	106,562
Morgan Stanley 4.75% 4/1/14	49,625	51,202
Verizon Maryland Inc 6.125% 3/1/12	49,813	52,747

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491124001061

TY 2010 Investments Corporate Stock Schedule

Name: ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

EIN: 23-3094915

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABM Inds Inc	46,342	76,270
Abbott Labs	64,969	71,865
Adobe Systems Inc	61,736	61,560
Alberto Culver Co New	55,165	74,080
Allergan Inc	33,226	60,773
Allete Inc	5,252	6,185
Amerıcan Eagle Outfıtters	25,359	26,334
Amerıcan States Water Co	36,764	51,705
Amgen Inc	54,010	49,410
Amsurg Corp	37,309	41,900
Apache Corp	77,200	126,622
Avnet Inc	5,107	6,837
BJ's Wholesale Club	4,335	5,940
BMC Software Inc	22,483	28,284
Badger Meter Inc	3,998	4,599
Baker Hughes Inc	48,282	61,858
Bar Harbor Bancshares	13,008	14,525
Bard C R Inc	46,925	55,062
Baxter Intl Inc	57,918	60,744
Becton Dıckınson & Co	38,699	84,520
Bed Bath & Beyond Inc	22,467	34,405
Best Buy Inc	37,756	41,148
Brady Corp	35,705	37,338
Brıstol Myers Squıbb Co	5,778	7,150
Bryn Mawr Bk Corp	32,990	34,900
Campbell Soup Co	49,439	48,650
Caseys General Stores Inc	36,903	68,314
CenturyLınk Inc	6,330	9,557
Cheesecake Factory Inc	78,120	91,980
Chevron Corp	51,534	91,250

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Church & Dwight Inc	6,412	7,523
Cisco Systems Inc	56,280	40,460
Clorox Co	26,601	25,312
Coach Inc	5,481	10,343
Coca Cola Inc	35,067	52,616
ConocoPhillips	40,029	54,480
Cubic Corp	55,296	121,788
Darden Restaurants Inc	34,925	55,728
Dentsply Intl Inc New	29,582	51,255
Dominion Resources Inc	28,392	34,176
E M C Corp	28,123	53,815
EQT Corp	35,003	69,278
Emerson Electric Co	6,109	9,490
Empire District Electric	39,832	48,995
Equity Residential Properties	26,296	51,950
Exxon Mobil Corp	20,454	43,872
Family Dollar Stores Inc	62,834	109,362
Fluor Corp	46,000	66,260
Flowserve Corp	49,752	59,610
Fulton Financial Corp	35,541	26,419
Gallagher Arthur J & Co	40,148	40,916
Gardner Denver Inc	4,756	11,424
General Electric Co	48,175	29,264
Glacier Bancorp Inc	11,988	12,088
Global Payments Inc	24,257	30,037
Graco Inc	4,439	6,983
Guess Inc	33,811	47,320
Hawaiian Elec Industries	29,428	43,461
Heinz H J Co	44,760	49,460
Helmerich & Payne Inc	17,914	24,240

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Hershey Co	92,340	94,300
Honeywell Intl Inc	46,976	64,164
Horace Mann Educators Corp	27,862	32,292
Hormel Foods Corp	6,711	9,586
Intel Corp	88,302	84,120
International Business Machines Co	38,599	73,380
International Flavors & Fragrances	28,519	55,590
Johnson & Johnson	67,695	74,220
Johnson Controls Inc	4,666	7,143
Kaydon Corp	4,186	4,642
Kellogg Co	47,267	55,320
Kimberly Clark Corp	37,718	45,641
Kraft Foods Inc	29,605	36,079
Laboratory Corp American Holdings	40,559	52,752
Landauer Inc	81,855	95,952
Lockheed Martin Inc	70,039	69,910
Lowes Co Inc	61,500	60,192
Mastercard Inc	54,884	56,028
McCormick & Co Inc	52,859	77,519
McGraw Hill Cos	34,336	39,432
Merck & Co Inc	16,361	18,020
Microsoft Corp	30,765	33,492
Microchip Technology Inc	43,125	41,291
Monsanto Co	67,463	48,748
Murphy Oil Corp	6,094	7,753
NextEra Energy Inc	59,998	62,388
Nokia Oyl - Spons ADR	44,496	25,800
Nordson Corp	7,382	15,252
Norfolk Southern Corp	21,339	50,256
Occidental Petroleum Corp	6,012	8,142

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Omnicom Group Inc	38,197	43,281
Oracle Corp	58,650	86,044
Otter Tail Corp	12,960	13,524
Owens & Minor Inc	22,017	35,493
Park Electrochemical Corp	33,806	37,470
Patterson Companies Inc	64,676	67,386
Paychex Inc	5,423	6,398
Pepsico Inc	49,549	59,058
Pfizer Inc	51,932	54,281
Pharmaceutical Product Dev	20,351	27,140
Piedmont Natural Gas Inc	33,977	47,532
Pricesmart Inc	3,368	7,872
Procter & Gamble Co	42,700	45,031
Qualcomm Inc	60,131	74,235
Quality Systems Inc	6,820	8,658
Raymond James Financial Inc	18,565	26,160
SWS Group Inc	20,574	9,090
Schein Henry Inc	36,285	69,002
Sensient Technologies Corp	5,094	7,603
Smucker J M Co	29,790	43,460
Snyders-Lance	22,222	23,440
Southern Copper Corp	43,969	73,110
Standex Intl Corp	64,840	74,775
Starbucks Corp	19,250	48,195
Steris Corp	70,615	91,150
Syntel Corp	5,349	6,931
Sysco Corp	48,715	47,040
Techne Corp	5,184	5,451
Tidewater Inc	34,892	60,785
Tiffany & Co	35,016	80,951

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Tim Hortons Inc	4,484	6,844
United Natural Foods Inc	54,041	79,449
United Parcel Service Inc	54,205	55,306
V F Corp	51,834	60,326
Verizon Communications Inc	15,940	17,890
Visa Inc	48,877	70,380
WalMart Stores Inc	28,948	32,358
Wolverine World Wide Inc	9,663	12,752
World Fuel Servs Corp	30,390	80,564
Xilinx Inc	12,072	14,490
Zimmer Holdings Inc	33,971	26,840
Bunge Limited	53,699	65,520
Alcon Inc	6,653	8,497

TY 2010 Investments Government Obligations Schedule

Name:	ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION
EIN:	23-3094915
US Government Securities - End of Year Book Value:	99,657
US Government Securities - End of Year Fair Market Value:	100,556
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2010 Investments - Other Schedule

Name: ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

EIN: 23-3094915

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Chase Growth Fund		527,712	594,419
EuroPacific Growth Fund		593,991	584,788
GMO Foreign Fund IV		413,735	352,205
Ishs MSCI Emerging Mkts Index		193,643	231,064
Powershares QQQ Trust		85,969	108,920
SPDR S&P 500 ETF		112,648	125,750
Select Sector SPDR		86,949	122,850
Touchstone Intermediate Fixed Income		747,320	759,164
Vanguard Short Term Inv Grade		700,390	700,423

TY 2010 Other Expenses Schedule

Name: ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

EIN: 23-3094915

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PA Registration fee	15	15		
Insurance	1,394	1,394		

TY 2010 Other Income Schedule

Name: ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

EIN: 23-3094915

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Reimbursement	2,238	2,238	

TY 2010 Other Professional Fees Schedule

Name: ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

EIN: 23-3094915

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Hershey Trust Co Investment Mgmt	30,035	30,035		

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491124001061

TY 2010 Taxes Schedule

Name: ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

EIN: 23-3094915

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2009 990PF Excise Tx	1,199	1,199		
2010 Estimated Tax	3,600	3,600		