



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , 2010, and ending ,

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 CRELS FOUNDATION		A Employer identification number 23-6243577
Number and street (or P O box number if mail is not delivered to street address) 5917 MAIN STREET		B Telephone number (see the instructions) (717) 581-8130
City or town EAST PETERSBURG	State ZIP code PA 17520-1519	C If exemption application is pending, 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		D 1 Foreign organizations, check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 13,940,251.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	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 ☐

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 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 (att sch)				
2 Ck ☒ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	5,994.	5,994.		
4 Dividends and interest from securities	204,690.	204,690.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	354,837.			
b Gross sales price for all assets on line 6a 3,286,216.				
7 Capital gain net income (from Part IV, line 2)		354,837.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	565,521.	565,521.		
ADMINISTRATIVE AND EXPENSES				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) L-16a Stmt	1,717.			
b Accounting fees (attach sch) L-16b Stmt	22,102.			
c Other prof fees (attach sch) L-16c Stmt	47,357.	46,808.		
17 Interest				
18 Taxes (attach schedule) (see instr) See Line 18 Stmt	7,768.	2,610.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
MISC	290.	290.		
24 Total operating and administrative expenses. Add lines 13 through 23	79,234.	49,708.		
25 Contributions, gifts, grants paid	750,200.			
26 Total expenses and disbursements. Add lines 24 and 25	829,434.	49,708.		
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-263,913.			
b Net investment income (if negative, enter -0-)		515,813.		
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	24,655.	38,435.	38,435.
	2 Savings and temporary cash investments	403,718.	411,441.	411,441.
	3 Accounts receivable ▶ 84,661.			
	Less: allowance for doubtful accounts ▶ 0.	91,434.	84,661.	84,661.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	8,274.	8,616.	8,616.
	10a Investments — U.S. and state government obligations (attach schedule)	614,929.	252,197.	241,949.
	b Investments — corporate stock (attach schedule)	11,800,475.	11,884,087.	13,155,149.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	12,943,485.	12,679,437.	13,940,251.	
LIABILITIES	17 Accounts payable and accrued expenses	7,774.	7,639.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	7,774.	7,639.	
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	12,935,711.	12,671,798.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	12,935,711.	12,671,798.	
31 Total liabilities and net assets/fund balances (see the instructions)	12,943,485.	12,679,437.		

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	12,935,711.
2 Enter amount from Part I, line 27a	2	-263,913.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	12,671,798.
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	12,671,798.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1a SEE STATEMENT	P	Various	Various
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 3,223,232.		2,931,379.	291,853.
b 62,984.			62,984.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a 0.	0.	0.	291,853.
b			62,984.
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** 354,837.

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 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 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 (column (b) divided by column (c))
2009	659,787.	11,417,508.	0.057787
2008	945,923.	15,242,117.	0.062060
2007	1,004,179.	17,809,735.	0.056384
2006	841,101.	16,596,259.	0.050680
2005	811,580.	15,254,222.	0.053204

2 Total of line 1, column (d) **2** 0.280115

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** 0.056023

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 **4** 12,982,747.

5 Multiply line 4 by line 3 **5** 727,332.

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 5,158.

7 Add lines 5 and 6 **7** 732,490.

8 Enter qualifying distributions from Part XII, line 4 **8** 779,726.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instr.)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1 5,158.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2 0.
3 Add lines 1 and 2		3 5,158.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4 0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5 5,158.
6 Credits/Payments:		
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a 13,774.	
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 13,774.	
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 8,616.	
11 Enter the amount of line 10 to be. Credited to 2011 estimated tax 5,160. Refunded	11 3,456.	

Part VII Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
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?		X
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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) PA – Pennsylvania		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.		X

BAA

Form 990-PF (2010)

Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>J. MICHAEL MELBERT</u> Telephone no. <u>(717) 581-8130</u> Located at <u>5917 MAIN ST., EAST PETERSBURG PA</u> ZIP + 4 <u>17520-1519</u>			
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 <u>15</u>			
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	Yes	No
See 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
1 a 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 the instructions)? ☐	1 b	
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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 the instructions.)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a 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.)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4 b	X

BAA

Form 990-PF (2010)

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 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 instructions)?☐

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?

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 instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED LIST NO COMPENSATION, BENEFITS OR EXPENSE		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

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

None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE'.

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		None

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 THE FOUNDATION CONDUCTS NO DIRECT CHARITABLE ACTIVITIES	
	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	None

BAA

Form 990-PF (2010)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a Average monthly fair market value of securities	1a	12,706,267.
b Average of monthly cash balances	1b	474,187.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	13,180,454.
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	13,180,454.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	197,707.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,982,747.
6 Minimum investment return. Enter 5% of line 5	6	649,137.

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

1 Minimum investment return from Part X, line 6	1	649,137.
2a Tax on investment income for 2010 from Part VI, line 5	2a	5,158.
b Income tax for 2010. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	5,158.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	643,979.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	643,979.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	643,979.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	779,726.
b Program-related investments — total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	779,726.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	5,158.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	774,568.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				643,979.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years: 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2010:				
a From 2005	65,769.			
b From 2006	33,658.			
c From 2007	155,162.			
d From 2008	188,929.			
e From 2009	94,764.			
f Total of lines 3a through e	538,282.			
4 Qualifying distributions for 2010 from Part XII, line 4: \$				779,726.
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2010 distributable amount				643,979.
e Remaining amount distributed out of corpus	135,747.			
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	674,029.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
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 instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	65,769.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	608,260.			
10 Analysis of line 9:				
a Excess from 2006	33,658.			
b Excess from 2007	155,162.			
c Excess from 2008	188,929.			
d Excess from 2009	94,764.			
e Excess from 2010	135,747.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED LIST				750,200.
Total			3a	750,200.
b Approved for future payment				
Total			3b	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN TAX WITHHELD ON DIVIDENDS	2,610.	2,610.		
FEDERAL EXCISE TAX	5,158.			

Total 7,768. 2,610.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GIBBLE, GRAYBILL, &	GENERAL LEGAL SERVICES	1,717.			

Total 1,717.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WENGER & COMPANY PC	ANNUAL AUDIT	6,650.			
MELBERT ASSOCIATES	BOOKEEPING & ACCOUNTING	15,452.			

Total 22,102.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JOAN L DELP	SECRETARIAL SERVICES	549.			
JANNEY MONTGOMERY SC	INVESTMENT ADVISORY FE	30,174.			
MORGAN STANLEY SMITH	INVESTMENT ADVISORY FE	16,634.			

Total 47,357.

CRELS FOUNDATION

A/C 23-6243577

Part VIII - List of Officers, Trustees, Etc. as of December 31, 2010

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>ESTIMATE OF TIME DEVOTED WEEKLY</u>
Kenneth N. Burkholder 3718 Yost Road Gordonville, PA 17529	Trustee and Chairman	1 Hour
Clarence J. Nelson 350 State Street New Holland, PA 17557	Trustee and Chairman	1 Hour
Eugene N. Burkholder 395 North railroad Avenue New Holland, PA 17557	Vice-Chairman and Trustee	-0-
Leon Ray Burkholder 580 Indiantown Road Ephrata, PA 17522	Trustee	-0-
J. Michael Burkholder 325 N Railroad Avenue New Holland, PA 17557	Trustee	-0-
J. Michael Melbert 5917 Main Street East Petersburg, PA 17520	Assistant Secretary	-0-

**CAPITAL STOCK
CRELS FOUNDATION
DECEMBER 31, 2010**

**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

	NUMBER OF SHARES	COST BASIS		12/31/10 MARKET VALUE	
		UNIT	TOTAL	UNIT	TOTAL
3M Company	732	\$ 58 510	\$ 42,829	\$ 86 300	\$ 63,172
Abbott Laboratories	906	51 218	46,404	47 910	43,406
Allstate Corporation	2,050	27 772	56,933	31 880	65,354
Amgen Inc	867	56 629	49,098	54 900	47,598
Analog Divices Inc	1,597	29 330	46,840	37 670	60,159
Annaly Capital Management	5,193	15 558	80,793	17 920	93,059
Apple Inc	206	206 786	42,598	322 560	66,447
A T & T Inc	1,111	27.645	30,713	29 380	32,641
Babcock & Wilcox Company	1,411	13 274	18,729	25 590	36,108
Chubb Corporation	1,084	49 146	53,274	59 640	64,650
Clorox Company	698	62 050	43,311	63 280	44,169
Colonial Properties Trust	943	7 736	7,295	18 050	17,021
Conoco Phillips	559	51 777	28,943	68.100	38,068
Covidien LTD	1,235	37 893	46,798	45 660	56,390
Du Pont E.I. De Nemour & Co	1,453	26 252	38,144	49.880	72,476
Endurance Specialty Holding	815	31 348	25,548	46 070	37,547
Entergy Corporation	597	75.654	45,166	70 830	42,286
Genzyme Corporation	884	66 374	58,675	71 200	62,941
Goodrich Corporation	655	39 190	25,669	88 070	57,686
HCP Inc	842	21 987	18,513	36.790	30,977
Health Care Reit Inc	635	36 984	23,485	47 640	30,251
Heintz H J Company	994	43 947	43,683	49.460	49,163
McGraw-Hill Companies	1,018	27 679	28,177	36.410	37,065
Medtronic Inc	881	35 965	31,685	37.090	32,676
Micsoft Corp	1,857	30.040	55,784	27 910	51,829
Millicom International Cellular	316	42 730	13,503	95 600	30,210
National Grid PLC	1,004	46 514	46,700	44 380	44,558
New York Community Bancorp	2,772	14.272	39,562	18 850	52,252
Old Republic International Corp	2,321	12 090	28,060	13 630	31,635
Pepsico Inc	468	52 160	24,411	65 330	30,574
Proctor & Gamble Company	1,022	51 712	52,850	64 330	65,745
Progress Energy Inc	1,410	37 767	53,251	43 480	61,307
Saint Jude Medical Inc	1,287	31 384	40,391	42 750	55,019
Sempra Energy	936	51.358	48,071	52 480	49,121
SPDR Gold Trust Shares	626	81 307	50,598	138 720	86,839
Sysco Corporation	1,659	28 037	46,513	29 400	48,775

**CAPITAL STOCK
CRELS FOUNDATION
DECEMBER 31, 2010**

**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

	NUMBER OF SHARES	COST BASIS		12/31/10 MARKET VALUE	
		UNIT	TOTAL	UNIT	TOTAL
Telephone & Data Systems	1,168	\$ 28,752	\$ 33,582	\$ 31,520	\$ 36,815
Time Warner Cable Company	556	40,494	22,515	66,030	36,713
Unilever N V	1,532	31,389	48,089	31,400	48,105
Vodafone Group PLC	1,237	20,220	25,012	26,440	32,706
Wal-Mart Stores Inc	1,175	50,056	58,816	53,930	63,368
Xerox Corp	4,843	9,751	47,224	11,520	55,791
Zimmer Holdings Inc	622	41,887	26,054	53,680	33,389
TOTAL CAPITAL STOCK		\$ <u>1,694,289</u>		\$ <u>2,096,061</u>	

Note. Total Managed by Janney Montgomery Scott

**MUTUAL FUNDS
CRELS FOUNDATION
DECEMBER 31, 2010**

**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

	NUMBER OF		COST BASIS	TAX		12/31/10
	SHARES		UNIT	VALUE AT		MARKET VALUE
			TOTAL	12/31/10	UNIT	TOTAL
JANNEY MONTGOMERY SCOTT						
American Growth Fd of America	2,952	\$	33 034	\$	30.436	\$ 89,846
Focus Growth Fund A	3,341		37 927		35 685	119,222
Ivy Funds Inc	3,831		21 280		24 411	93,520
Total Account 5902-1957			\$ 305,756			\$ 302,588
IShares Trust	1,193		95.202	\$	94 120	112,285
Powershares ETF Trust	2,485		26 013		25 080	62,324
Vanguard L/T Gov't Bond	2,841		64 041		60 270	171,227
Vanguard S/T Corp Bond	4,916		77 069		77 410	380,548
Total Account 3065-3108			\$ 739,029			\$ 726,384
Total Managed by Janney Montgomery Scott			<u>\$ 1,044,785</u>			<u>\$ 1,028,972</u>
MORGAN STANLEY SMITH BARNEY						
Ishares Russell 1000 Growth Index	12,343	\$	41 690	\$	57 260	\$ 706,760
Ishares Russell 1000 Value Index	7,158		50 596		64 870	464,339
Ishares Russell 2000 Growth Index	1,465		59 047		87 420	128,070
Ishares Russell 2000 Value Index	890		54 670		71 090	63,270
Ishares JP Morgan EM Bond Fund	800		102 101		107 080	85,664
Ishares Russell Midcap Growth Index	2,769		34 209		56 610	156,753
Ishares Russell Midcap Value Index	2,081		28 858		45 010	93,666
SPDR Lehman Int'l Treasury Bond	992		53 081		58 460	57,992
Vanguard Bond Index Fund	3,232		79 381		80 270	259,433
Vanguard Emerging Markets	11,209		28 352		48 146	539,669
Vanguard Europe Pacific EFT	11,277		29.953		36.150	407,664
Total Managed by Morgan Stanley Smith Barney			<u>\$ 2,213,164</u>			<u>\$ 2,963,280</u>
Adams Express Company	43,652	\$	12 416	\$	10.740	\$ 468,822
Eaton Vance Growth Stock	66,780		8 403		7.700	514,209
Legg Mason Equity Fund	9,662		13 445		12 430	120,099
General American Investors	126,417		29 806		26 820	3,390,506
Massachusetts Investors Trust	133,881		14 422		19 220	2,573,200
Total Held by CRELS Foundation			<u>\$ 6,931,849</u>	<u>\$ 6,949,257</u>		<u>\$ 7,066,836</u>
TOTAL MUTUAL FUNDS			<u>\$ 10,189,798</u>	<u>\$ 6,949,257</u>		<u>\$ 11,059,088</u>

**U.S. GOVERNMENT OBLIGATIONS
CRELS FOUNDATION
DECEMBER 31, 2010**

**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

DESCRIPTION	FACE VALUE	COST BASIS	MARKET VALUE AS OF 12/31/10	
			QUOTE	TOTAL
<u>U S Treasury Notes</u>				
3 500% Due 02-15-18	\$ 230,000	\$ 252,197	\$ 105 20	\$ 241,949
Total U S Treasury Notes	\$ 230,000	\$ 252,197		\$ 241,949

CAPITAL GAINS AND LOSSES
CRELS FOUNDATION
YEAR ENDING DECEMBER 31, 2010

**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

COMPANY	DATE		SHARES OR PAR	GROSS PROCEEDS	COST BASIS	GAIN (LOSS)
	SOLD	ACQUIRED				
SHORT TERM GAIN (LOSS)						
Barclay 20 Year Treasury	01/07/10	04/22/09	733	\$ 65,544	\$ 74,560	\$ (9,016)
Barclay 20 Year Treasury	01/07/10	08/25/09	396	35,410	38,028	(2,618)
Verizon Communications	01/22/10	09/11/09	859	26,294	26,827	(533)
Verizon Communications	02/03/10	09/11/09	945	27,490	29,513	(2,023)
Affiliated Computer	02/05/10	19/11/09	81	4,880	3,659	1,221
Exelon Corp	04/22/10	07/28/09	434	19,009	22,547	(3,538)
Baxter International Inc	05/03/10	10/20/09	139	6,616	7,726	(1,110)
Exelon Corp	05/11/10	07/28/09	330	14,182	17,144	(2,962)
Exelon Corp	05/11/10	12/15/09	373	16,030	19,030	(3,000)
Baxter International Inc	05/27/10	10/20/09	645	27,019	35,854	(8,835)
Ishares Barclays Treas Infl	06/04/10	08/21/09	561	59,324	57,038	2,286
Vanguard REIT ETF	06/04/10	08/21/09	3,117	148,429	121,501	26,928
VG Intl Equity Index -Pacific	06/04/10	08/21/09	884	42,405	45,066	(2,661)
International Business	07/13/10	11/10/09	113	14,664	14,333	331
International Business	07/20/10	11/10/09	230	28,781	29,173	(392)
Ishares JPM EM Bond Fund	07/23/10	06/04/10	42	4,493	4,288	205
SPDR Lehman Intl Tres Bd	07/23/10	06/04/10	47	2,630	2,481	149
Vanguard Europe Pacific ETF	07/23/10	06/04/10	570	18,223	17,074	1,149
Lockheed Martin Corp	08/31/10	03/05/10	126	8,825	10,226	(1,401)
Apple Inc	09/15/10	02/08/10	35	9,425	6,884	2,541
Clorox Company	09/15/10	03/11/10	20	1,334	1,241	93
Ishares Trust	09/15/10	10/22/09	72	7,410	6,887	523
McGraw-Hill Companies	09/15/10	06/03/10	30	907	829	78
New York Community	09/15/10	01/04/10	245	4,084	3,496	588
Apple Inc	10/20/10	02/08/10	25	7,808	4,917	2,891
Lockheed Martin Corp	10/20/10	03/05/10	430	30,005	34,898	(4,893)
Lockheed Martin Corp	10/20/10	09/15/10	25	1,745	1,714	31
Sysco Corp	10/20/10	11/09/09	497	14,482	13,617	865
Amgen Inc	11/05/10	02/08/10	270	15,125	15,402	(277)
Ishares JPM EM Bond Fund	11/19/10	06/04/10	439	48,158	44,823	3,335
Vanquard Europe Pacific ETF	11/19/10	06/04/10	291	10,482	8,717	1,765

TOTAL SHORT TERM GAIN (LOSS)				\$ 721,213	\$ 719,493	\$ 1,720
-------------------------------------	--	--	--	-------------------	-------------------	-----------------

LONG TERM GAIN (LOSS)

Integrus Energy Group	01/28/10	01/13/09	218	\$ 9,226	\$ 9,374	\$ (148)
Nicor Fair Fund	01/28/10	Various		270	0	270
Affiliated Computer	01/29/10	01/13/09	243	15,105	11,026	4,079
Affiliated Computer	02/05/10	01/13/09	613	36,928	27,816	9,112
US Treasury Note	03/25/10	01/13/09	65,000	70,025	75,530	(5,505)
US Treasury Note	04/05/10	01/13/09	111,000	118,800	128,981	(10,181)
Integrus Energy Group	04/12/10	01/13/09	673	32,310	28,937	3,373
Nisource, Inc	04/21/10	01/13/09	2,362	39,025	25,651	13,374
Anadarko Petroleum Corp	05/11/10	01/13/09	1,005	57,355	40,258	17,097
Cameco Corp	05/27/10	01/13/09	1,452	35,501	26,893	8,608
Johnson & Johnson	06/03/10	01/13/09	667	40,099	39,359	740
Ishares Barclays Treas Infl	06/04/10	Various	590	62,391	58,719	3,672
Ishares Russell Midcap Growth	06/04/10	12/23/08	1,923	89,319	57,585	31,734
Ishares Russell Midcap Value	06/04/10	12/23/08	2,324	87,707	62,325	25,382

CAPITAL GAINS AND LOSSES
CRELS FOUNDATION
YEAR ENDING DECEMBER 31, 2010

**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

COMPANY	DATE		SHARES OR PAR	GROSS PROCEEDS	COST BASIS	GAIN (LOSS)
	SOLD	ACQUIRED				
Ishares TR Russell 2000 Growth	06/04/10	12/23/08	1,220	85,908	59,277	26,631
Ishares TR Russell 2000 Value	06/04/10	12/23/08	1,388	83,859	64,511	19,348
Vanguard BD Index Fund	06/04/10	12/23/08	111	8,913	8,702	211
VG Intl Equity Index - Europe	06/04/10	12/23/08	3,768	152,489	148,223	4,266
VG Intl Equity Index - Europe	06/04/10	01/02/09	341	13,800	13,306	494
VG Intl Equity Index -Pacific	06/04/10	12/23/08	980	47,010	40,673	6,337
Ishares Russell 1000 Value	07/23/10	12/23/08	1,600	91,042	75,683	15,359
Ishares Russell Midcap Value	07/23/10	12/23/08	610	23,448	16,359	7,089
Ishares TR Russell 2000 Value	07/23/10	12/23/08	261	15,498	12,131	3,367
Ishares TR Russell 2000 Value	07/23/10	04/17/09	97	5,760	4,321	1,439
Vanguard BD Index Fund	07/23/10	12/23/08	12	979	941	38
Vanguard Emerging Markets	07/23/10	12/23/08	640	26,291	15,450	10,841
McDermott International	08/04/10	01/13/09	2,276	29,793	13,886	15,907
Allstate Corp	09/01/10	01/13/09	233	6,554	6,962	(408)
Delphi Corp	09/13/10	Various		184	0	184
3M Company	09/15/10	01/13/09	30	2,524	1,695	829
Abbott Laboratories	09/15/10	01/13/09	180	9,286	8,981	305
Allstate Corp	09/15/10	01/13/09	140	4,250	4,183	67
Annaly Capital	09/15/10	01/13/09	615	11,040	9,765	1,275
Chubb Corp	09/15/10	08/25/09	60	3,436	2,923	513
Colonial Properties	09/15/10	01/13/09	2,410	39,401	18,873	20,528
DuPont E I DeNemours	09/15/10	01/13/09	240	10,267	6,112	4,155
Endurance Specialty	09/15/10	01/13/09	35	1,350	1,097	253
Goodrich Corp	09/15/10	01/13/09	5	353	196	157
HCP Inc	09/15/10	01/13/09	950	34,931	21,047	13,884
Health Care Reit Inc	09/15/10	01/13/09	35	1,653	1,238	415
Ishares Trust	09/15/10	08/25/09	38	3,911	3,649	262
Millicom International	09/15/10	01/13/09	300	29,457	12,819	16,638
Pepsico Inc	09/15/10	01/13/09	290	19,198	15,126	4,072
Procter & Gamble Company	09/15/10	05/11/09	30	1,832	1,516	316
SPDR Gold Trust	09/15/10	01/13/09	25	3,102	2,033	1,069
Telephone & Data Systems	09/15/10	01/13/09	300	7,991	8,877	(886)
Time Warner Cable Inc	09/15/10	01/13/09	195	10,752	7,517	3,235
Vodafone Group PLC	09/15/10	01/13/09	670	16,877	13,547	3,330
Zimmer Holdings Inc	09/15/10	01/13/09	10	499	418	81
Health Care Reit Inc	10/20/10	01/13/09	27	1,379	955	424
Time Warner Cable Inc	10/20/10	01/13/09	285	16,384	10,987	5,397
US Treasury Note	10/25/10	01/13/09	108,000	119,787	118,834	953
Health Care Reit Inc	11/05/10	01/13/09	318	16,086	11,112	4,974
US Treasury Note	11/09/10	01/13/09	115,000	127,003	126,536	467
General American Investors	11/18/10	Various	27,675	688,784	708,773	(19,989)
Ishares Russell 1000 Growth	11/19/10	12/23/08	162	8,834	5,803	3,031
Ishares Russell Midcap Growth	11/19/10	12/23/08	95	5,025	2,845	2,180
Ishares TR Russell 2000 Value	11/19/10	04/17/09	5	327	222	105
Ishares TR Russell 2000Growth	11/19/10	12/23/08	65	5,200	3,158	2,042
Vanguard Emerging Markets	11/19/10	12/23/08	326	15,211	7,870	7,341
SPDR Gold Trust	12/03/10	Various		300	300	0
TOTAL LONG TERM GAIN (LOSS)				\$ 2,502,019	\$ 2,211,886	\$ 290,133
TOTAL CAPITAL GAIN (LOSS) REALIZED				\$ 3,223,232	\$ 2,931,379	\$ 291,853

CAPITAL GAINS AND LOSSES
CRELS FOUNDATION
YEAR ENDING DECEMBER 31, 2010

**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

COMPANY	DATE		SHARES OR PAR	GROSS PROCEEDS	COST BASIS	GAIN (LOSS)
	SOLD	ACQUIRED				
CAPITAL GAIN DISTRIBUTIONS						
Annaly Capital Management					\$ 804	
Adams Express					11,815	
Colonial Properties Trust					77	
General American Investors					49,171	
HCP Inc					146	
Health Care Reit					211	
Vanguard Bond Index					760	
						62,984
TOTAL CAPITAL GAINS DISTRIBUTIONS					\$	62,984

CRELS FOUNDATION**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

T I N 23-6243577

YEAR ENDING DECEMBER 31, 2010

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (PART XV)

	<u>AMOUNT</u>
<u>GENERAL SUPPORT OF MEDICAL INSTITUTIONS</u>	
Cocalico Christian Home 140 Chapel View Drive Reinholds, PA 17569	\$ 5,000
Ephrata Community Hospital Foundation P O Box 1002 Ephrata, PA 17522-1002	40,000
Fairmount Homes Sharing Fund 333 Wheat Ridge Drive Ephrata, PA 17522	55,000
Hospice of Lancaster County P O Box 4125 Lancaster, PA 17604-4125	5,000
Lancaster Cleft Palate Clinic 223 North Lime Street Lancaster, PA 17602-2790	5,000
Landis Homes Retirement Community 1001 East Oregon Road Lititz, PA 17543-9206	5,000
Philhaven Hospital P O Box 550 Mount Gretna, PA 17064-0550	25,000
Visiting Nurse Association P O Box 10788 Lancaster, PA 17605-0788	4,000
Welsh Mountain Home 567 Springville Road New Holland, PA 17557	6,000
Welsh Mountain Medical & Dental Center 584 Springville Road New Holland, PA 17557	5,000
<u>GENERAL SUPPORT OF EDUCATIONAL INSTITUTIONS</u>	
Airport View Parochial School 3167 Kissel Hill Road Lititz, PA 17543	2,700

CRELS FOUNDATION**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

T I N 23-6243577

YEAR ENDING DECEMBER 31, 2010

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (PART XV)

	<u>AMOUNT</u>
Amsterdam Parochial School 340 Voganville Road New Holland, PA 17557	\$ 2,700
Bethany Parochial School 196 Parkview Heights Road Ephrata, PA 17522	2,700
Black Creek Parochial School 342 East Black Creek Road East Earl, PA 17519	2,700
Bridgeville Parochial School 5811 Division Highway Narvon, PA 17555	2,700
Brunners Grove Parochial School 180 North Ridge Road Reinholds, PA 17569	2,700
Center Grove Parochial School 320 North Rialroad Avenue New Holland, PA 17557	2,700
Center Parochial School 483 Old Road East Earl, PA 17519	2,700
Cherry Grove Parochial School 435 West Burkholder Drive Lititz, PA 17543	2,700
Chestnut Hill Parochial School 1033 Beam Road Denver, PA 17517	2,700
Churchtown Parochial School 291 South Churchtown Road Narvon, PA 17555	2,700
Clearview Parochial School 1061 Weaverland Road East Earl, PA 17519	2,700
Conestoga Parochial School 1405 Union Grove Road Terre Hill, PA 17581	2,700

CRELS FOUNDATION**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

T I N 23-6243577

YEAR ENDING DECEMBER 31, 2010

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (PART XV)

	<u>AMOUNT</u>
Conestoga View Parochial School 123 Willis Pierce Road Ephrata, PA 17522	\$ 2,700
Diamond Road Parochial School 360 West Metzger Road Ephrata, PA 17522	2,700
East Earl Parochial School 4451 Division Highway East Earl, PA 17519	2,700
Elm Parochial School 615 Evans Road Lititz, PA 17543	2,700
Ephrata Mennonite School 598 Stevens Road Ephrata, PA 17522	2,000
Fairland Parochial School 709 Water Edge Road Lititz, PA 17543	2,700
Fairmount Parochial School 492 East Farmersville Road New Holland, PA 17557	2,700
Fairview Parochial School 1334 Pine Hill Road Lititz, PA 17543	2,700
Faith Mennonite High School 5085 Woodland Drive Kinzers, PA 17535-9783	2,000
Farmersville Parochial School 359 North Hershey Avenue Leola., PA 17540	2,700
Gehmans Mennonite School 650 Gehman School Road Denver, PA 17517	5,000
Glenwood Parochial School 831 Glenwood Drive Ephrata, PA 17522	2,700

CRELS FOUNDATION**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

T I N 23-6243577

YEAR ENDING DECEMBER 31, 2010

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (PART XV)

	<u>AMOUNT</u>
Goods Parochial School 120 Brick Church Road Leola, PA 17540	\$ 2,700
Goods Parochial School 756 Gehmans School Road Denver, PA 17517	2,700
Green Bank Parochial School 481 Ranck Road New Holland, PA 17557	2,700
Groffdale Parochial School 214 North Shirk Road New Holland, PA 17557	2,700
Hillside Parochial School 263 Kurtz Road Ephrata, PA 17522	2,700
Hillside Special Education Parochial School 530 Clearview Road Ephrata, PA 17522	2,700
Hinkletown Mennonite School 272 Wanner Road Ephrata, PA 17522-9314	3,000
Iron Grove Parochial School 1725 Bager Run Road Manheim, PA 17545	2,700
Kraybill Mennonite School 598 Kraybill Church Road Mount Joy, PA 17552-9746	2,000
Lancaster Bible College P.O Box 83403 Lancaster, PA 17608-3403	7,000
Lancaster Mennonite High School 2176 Lincoln Highway East Lancaster, PA 17602	2,000
Landis Hill Parochial School 1768 N Churchtown Road East Earl, PA 17519	2,700

CRELS FOUNDATION**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

T I N 23-6243577

YEAR ENDING DECEMBER 31, 2010

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (PART XV)

	<u>AMOUNT</u>
Lime Rock Parochial School 33 Limrock Road Lititz, PA 17543	\$ 2,700
Lincoln Independent School 215 Sensenig Road Ephrata, PA 17522-9330	2,700
Linden Grove Parochial School 800 North Railroad Avenue New Holland, PA 17557	2,700
Linville Hill Mennonite School 295 South Kinzer Road Paradise, PA 17562	2,000
Lititz Area Mennonite School 1050 E Newport Road Lititz, PA 17543	2,000
Locust Grove Campus of Lancaster Mennonite Schools 2257 Old Philadelphia Pike Lancaster, PA 17602	2,000
Martindale Parochial School 596 Martindale Road Ephrata, PA 17522	2,700
Martindale Special Education Parochial School 530 Clearview Road Ephrata, PA 17522	2,700
Meadow Creek Parochial School 726 Maple Grove Road New Holland, PA 17557	2,700
Meadow View Parochial School 120 Brick Church Road Leola, PA 17540	2,700
Metzlers Parochial School 360 West Metzler Road Ephrata, PA 17522	2,700
Middle Creek Parochial School 1334 Pine Hill Road Lititz, PA 17543	2,700

CRELS FOUNDATION**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

T I N 23-6243577

YEAR ENDING DECEMBER 31, 2010

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (PART XV)

	<u>AMOUNT</u>
Mill Creek Valley Parochial School 592 Kinzer Road New Holland, PA 17557	\$ 2,700
Millport Parochial School 3167 Kissel Hill Road Lititz, PA 17543	2,700
Millroad Parochial School 2624 Valley View Road Morgantown, PA 19543	2,700
Mountain View Parochial School 2624 Valley View Road Morgantown, PA 19543	2,700
Muddy Creek Parochial School 1400 Peiffer Hill Road Stevens, PA 17578	2,700
Napierville Parochial School 1276 Landis Road Ephrata, PA 17522	2,700
New Danville Mennonite School 393 Long Lane Lancaster, PA 17603	2,000
Peaceful View Parochial School 129 North Maple Avenue Leola, PA 17540-9797	2,700
Peiffer Hill Parochial School 1018 Steffy Road Stevens, PA 17578	2,700
Penn Johns Parochial School 130 Glenbrook Road Leola, PA 17540	2,700
Pennytown Parochial School 1768 N Churchtown Road East Earl, PA 17519	2,700
Pleasant Valley Mennonite School 144 Pleasant Valley Road Ephrata, PA 17522	3,000

CRELS FOUNDATION**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

T I N 23-6243577

YEAR ENDING DECEMBER 31, 2010

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (PART XV)

	<u>AMOUNT</u>
Pleasant Valley Parochial School 123 Willis Pierce Road Ephrata, PA 17522	\$ 2,700
Reidenbach Parochial School 581 Reidenbach Road New Holland, PA 17557	2,700
River View Parochial School 365 Glenbrook Road Leola, PA 17540	2,700
Shalom Mennonite School 1410 Union Grove Road Terre Hill, PA 17581	3,000
Sheaffers Parochial School 359 North Hershey Avenue Leola, PA 17540-9719	2,700
Silver Hill Parochial School 1487 Hilltop Road Narvon, PA 17555	2,700
Spring Grove Parochial School 1512 Weaverland Road East Earl, PA 17519	2,700
Sunnyside East Parochial School 129 North Maple Avenue Leola, PA 17540-9797	2,700
Sunnyside West Parochial School 365 Glenbrook Road Leola, PA 17540-9523	2,700
Terre Hill Mennonite High School 1416 Union Grove Road Terre Hill, PA 17581	5,000
Trostle Hill Parochial School 756 Gehmans School Road Denver, PA 17517	2,700
Valley View Parochial School 2624 Valley View Road Morgantown, PA 19543	2,700

CRELS FOUNDATION**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

T I N 23-6243577

YEAR ENDING DECEMBER 31, 2010

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (PART XV)

	<u>AMOUNT</u>
Weaverland Mennonite Schools 1050 Kleinfeltersville Road Stevens, PA 17578	\$ 80,000
Weaverland Parochial School 310 Conestoga Creek Road East Earl, PA 17519	2,700
West Stevens Parochial School 1520 Steinmetz Road Stevens, PA 17578	2,700
West Terre Hill Parochial School 1137 Lancaster Avenue Terre Hill, PA 17581	2,700
White Oak Parochial School 756 Gehmans School Road Denver, PA 17517	2,700
Wide Hollow Parochial School 756 Red Run Road New Holland, PA 17557	2,700
Woodcorner Parochial School 530 Clearview Road Ephrata, PA 17522	2,700
Woodcrest Parochial School 26 East Trout Run Road Ephrata, PA 17522	2,700

GENERAL SUPPORT OF WELFARE AGENCIES

Haven of Rest c/o Frank N Weaver 176 Boot Jack Road Narvon, PA 17555	\$ 7,000
Heart to Heart 222 Snyder Road Ephrata, PA 17522	5,000
Lighthouse Vocational Services 144 Orlan Road New Holland, PA 17557	10,000

CRELS FOUNDATION**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

T I N 23-6243577

YEAR ENDING DECEMBER 31, 2010

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (PART XV)

	<u>AMOUNT</u>
Long Home 200 N West End Avenue Lancaster, PA 17603	\$ 8,000
Mennonite Gospel Missions 979 Oakview Drive New Holland, PA 17557	10,000
Mennonite Gospel Missions Food Ministry 580 Indiantown Road Ephrata, PA 17522	10,000
Support of Prison Ministries P O Box 134 Lititz, PA 17543-0134	5,000
Susquehanna Foundation for the Blind 244 North Queen Street Lancaster, PA 17603	8,000
Water Street Rescue Mission P O Box 7267 Lancaster, PA 17604-7267	20,000

GENERAL SUPPORT OF RELIGIOUS ORGANIZATIONS

Carolina Chaplaincy Program 2131 Old 96 Indian Road Batesburg, SC 29006	\$ 2,000
Eastern Mennonite Missions P O Box 458 Salunga, PA 17538-0458	2,000
Home Messenger Literature Service P O Box 391 Ephrata, PA 17522	14,000
Life Ministries 250 Meadow Lane Conestoga, PA 17516	5,000

CRELS FOUNDATION**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

T I N 23-6243577

YEAR ENDING DECEMBER 31, 2010

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (PART XV)

	<u>AMOUNT</u>
Lincoln Christian Homes 140 Chaple View Drive Reinholds, PA 17569	\$ 10,000
Martindale Reception Center 406 Long Lane East Earl, PA 17519	20,000
New Holland Evangelical United Methodist Church 276 West Main Street New Holland, PA 17557	5,000
Parish Resource Center 633 Community Way Lancaster, PA 17603-2301	5,000
Perry Mennonite Reception Center 365 Montour Road Landisburg, PA 17040	12,000
Weaverland Conference Mennonite Church 430 S Fairmount Road Ephrata, PA 17522-8534	125,000
 <u>GENERAL SUPPORT OF INFORMATION AGENCY</u>	
Lancaster Mennonite Historical Society 2215 Millstream Road Lancaster, PA 17602-1499	\$ 2,000
Muddy Creek Farm Library 2504 Division Hwy Ephrata, PA 17522	10,000
Total Grants Distributed	\$ <u>750,200</u>

PROOF OF PUBLICATION NOTICE IN

State of Pennsylvania} ss:
County of Lancaster}

Penny L. Stauffer of the County and State aforesaid, being duly sworn, deposes and says that the Intelligencer Journal-New Era a daily newspaper of general circulation published at Lancaster, County and State aforesaid, was established 1794-1877 since which date said daily newspaper has been regularly issued in said county, and that a copy of the printed notice or publication is attached hereto exactly the same as was printed and published in the regular editions and issues of said daily newspaper on the following dates:

3RD DAY OF AUGUST 2011

Affiant further deposes that she is the Billing Clerk duly authorized by the Lancaster Newspapers, Inc., a corporation, publisher of said Intelligencer Journal-Lancaster New Era-Sunday News a newspaper of general circulation, to verify the foregoing statement under oath, and also declares that affiant is not interested in the subject matter of the aforesaid notice or advertisement and that all allegations in the foregoing statement as to time, place and character of publication are true.



[Signature]
(Signature)

COPY OF NOTICE OF PUBLICATION

Sworn and subscribed to before me this
3RD DAY OF AUGUST 2011

3rd DAY OF AUGUST 20.
Carole A Good

Notary Public

My commission expires

Commonwealth of Pennsylvania
NOTARIAL SEAL
 CAROLE A. GOOD, Notary Public
 Lancaster, Lancaster County, PA
 My Commission Expires Feb 25, 2014