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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		8,772	8,772
	2	Savings and temporary cash investments	946,352	623,075	623,075
	3	Accounts receivable  12,500			
		Less allowance for doubtful accounts  _____		12,500	12,500
	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)  500,000			
		Less allowance for doubtful accounts  0	500,000 	500,000	500,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	8,676,187 	8,674,026	11,123,303
	c	Investments—corporate bonds (attach schedule).	3,774,166 	4,062,934	4,535,191
	11	Investments—land, buildings, and equipment basis  _____			
	Less accumulated depreciation (attach schedule)  _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	1,002,160 	986,522	986,522	
14	Land, buildings, and equipment basis  74,591				
	Less accumulated depreciation (attach schedule)  _____	372,953	74,591	74,591	
15	Other assets (describe  _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	15,271,818	14,942,420	17,863,954	
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  _____)	 500 	0	
	23	Total liabilities (add lines 17 through 22)	500	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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	15,271,318	14,942,420	
	30	Total net assets or fund balances (see page 17 of the instructions)	15,271,318	14,942,420	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	15,271,818	14,942,420	

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

1	15,271,318
2	-328,898
3	0
4	14,942,420
5	0
6	14,942,420

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)
1 a	BUILDING	P		
b	PUBLICALLY TRADED SECURITIES	P		
c	CAPITAL GAINS - RESERVE TRUST	P		
d	CAPITAL TAINS - WINDUP TRUST	P		
e	CAPITAL GAINS DIVIDENDS	P		

(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 130,000		303,572	-173,572
b 2,293,898		2,303,605	-9,707
c 2,735			2,735
d 105,025			105,025
e 705			705

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			-173,572
b			-9,707
c			2,735
d			105,025
e			705

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	-74,814
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	858,565	14,174,465	0 060571
2008	946,448	17,541,746	0 053954
2007	677,649	18,907,475	0 035840
2006	336,362	17,860,979	0 018832
2005	54,600	2,514,215	0 021717

2 Total of line 1, column (d).	2	0 190914
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 038183
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	15,323,346
5 Multiply line 4 by line 3.	5	585,091
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,578
7 Add lines 5 and 6.	7	587,669
8 Enter qualifying distributions from Part XII, line 4.	8	924,888

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1aExempt 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 instructions)			
bDomestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	2,578
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3Add lines 1 and 2.		3	2,578
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,578
6Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	5,588
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	
7Total credits and payments Add lines 6a through 6d.		7	5,588
8Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	3,010
11Enter the amount of line 10 to be Credited to 2011 estimated tax 3,010 Refunded		11	0

Part VII-AStatements Regarding Activities			
1aDuring 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?			YesNo
bDid it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			NoNo
cDid the foundation file Form 1120-POL for this year?.		1c	No
dEnter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0			
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2Has 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
3Has 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
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
bIf "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		5	No
6Are 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
7Did 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
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) PA			
bIf 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
9Is 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
10Did 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? Website address N/A	13	Yes	
14	The books are in care of JOHN L FINLAYSON Telephone no (717) 848-5500 Located at 140 E MARKET STREET YORK PA ZIP+4 17401			
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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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? 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?			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	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

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)? 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.	5b		
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?	6b	No	

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
LOUIS J APPELL JR	TRUSTEE	0	0	0
140 E MARKET STREET YORK, PA 17401	2 00			
JOSEPHINE S APPELL	TRUSTEE	0	0	0
140 E MARKET STREET YORK, PA 17401	2 00			
JOHN L FINLAYSON	TRUSTEE	0	0	0
140 E MARKET STREET YORK, PA 17401	3 00			

	(b) Total		(d) Contributions to	
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(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) Description of employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000.	0
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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 THE SOLE ACTIVITY IS TO MAKE CHARITABLE CONTRIBUTIONS TO CHARITABLE ORGANIZATIONS IN THE YORK, PENNSYLVANIA AREA	924,888
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.	0

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	13,724,451
b	Average of monthly cash balances.	1b	271,132
c	Fair market value of all other assets (see page 24 of the instructions).	1c	1,561,113
d	Total (add lines 1a, b, and c).	1d	15,556,696
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	15,556,696
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	233,350
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,323,346
6	Minimum investment return. Enter 5% of line 5.	6	766,167

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	766,167
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	2,578
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,578
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	763,589
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	763,589
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	763,589

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	924,888
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	924,888
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	2,578
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	922,310
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			
2	Undistributed income, if any, as of the end of 2010			
a	Enter amount for 2009 only. 699,387			
b	Total for prior years 20____, 20____, 20____ 0			
3	Excess distributions carryover, if any, to 2010			
a	From 2005.			
b	From 2006.			
c	From 2007.			
d	From 2008.			
e	From 2009.			
f	Total of lines 3a through e. 0			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 924,888			
a	Applied to 2009, but not more than line 2a 699,387			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions) 0			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . 0			
d	Applied to 2010 distributable amount. 225,501			
e	Remaining amount distributed out of corpus 0			
5	Excess distributions carryover applied to 2010 0			
(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 0			
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. 0			
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . . 0			
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions 0			
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 538,088			
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) 0			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) 0			
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a 0			
10	Analysis of line 9			
a	Excess from 2006.			
b	Excess from 2007.			
c	Excess from 2008.			
d	Excess from 2009.			
e	Excess from 2010.			

Part XIV

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

[illegible]

1 Information Regarding Foundation Managers:

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

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.

b The form in which applications should be submitted and information and materials they should include
SEND LETTER OUTLINING NEED

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

PRIMARILY TO CHARITABLE ORGANIZATIONS BENEFITING YORK, PENNSYLVANIA

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 Additional Data Table				
Total			▶ 3a	920,000
b Approved for future payment				
Total			▶ 3b	0

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)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
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	54,449	
4	Dividends and interest from securities. . . .			14	350,510	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.			16	1,141	
6	Net rental income or (loss) from personal property					
7	Other investment income.			14	3,802	
8	Gain or (loss) from sales of assets other than inventory			14	-74,814	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
	PASS THROUGH - RESERVE	900099	-189			
11	Other revenue a TRUST					
b	PASS THROUGH - WINDUP LIQUIDATING TRUST	900099	-7,635			
	PASS THROUGH - DOWNTOWN RENAISSANCE	900099	-3,045	16	-2,793	
c	FUND					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		-10,869		332,295	0
13	Total. Add line 12, columns (b), (d), and (e).			13		321,426

[illegible]

Part XVII

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

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
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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.

Signature of officer or trustee

2011-09-07

Date

Title

Paid Preparer's Use Only

Preparer's Signature

EDWARD A STANKOSKI JR

Date

2011-09-06

Check if self-employed

☐

PTIN

Firm's name

PARENTEBEARD LLC

Firm's EIN

Firm's address

YORK, PA 174012993

Phone no

(717) 846-7000

Form 990-PF (2010)

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 POWDER MILL FOUNDATION		Employer identification number 23-7751589

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 33¹/₃% 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 POWDER MILL FOUNDATION	Employer identification number 23-7751589
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Part I **Contributors** (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	LOUIS J APPELL JR 1700 POWDER MILL ROAD YORK, PA 17403	\$ 189,331	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u>2</u>	JOSEPHINE APPELL 1700 POWDER MILL ROAD YORK, PA 17403	\$ 207,987	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u>3</u>	LOUIS APPELL TRUST 1700 POWDER MILL ROAD YORK, PA 17403	\$ 20,263	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization POWDER MILL FOUNDATION	Employer identification number 23-7751589
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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
1	DONATION OF STOCK	\$ 189,331	2010-12-08
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	DONATION OF STOCK	\$ 207,987	2010-12-08
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	DONATION OF STOCK	\$ 20,263	2010-12-08
(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 POWDER MILL FOUNDATION	Employer identification number 23-7751589
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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: 23-7751589
Name: POWDER MILL FOUNDATION

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CRISPUS ATTUCKS 605 S DUKE STREET YORK, PA 17401	NONE	PUBLIC	GENERAL PURPOSE	100,000
CULTURAL ALLIANCE OF YORK COUNTY 14 W MARKET STREET YORK, PA 17401	NONE	PUBLIC	GENERAL PURPOSE	60,000
DREAM WRIGHTS YOUTH AND FAMILY THEATRE 100 CARLISLE AVENUE YORK, PA 17401	NONE	PUBLIC	GENERAL PURPOSE	10,000
RONALD MCDONALD HOUSE ONE KROC DRIVE OAK BROOK, IL 60523	NONE	PUBLIC	GENERAL PURPOSE	15,000
YMCA OF YORK AND YORK COUNTY 90 NORTH NEWBERRY STREET YORK, PA 17401	NONE	PUBLIC	GENERAL PURPOSE	316,000
YORK CITY LITTLE LEAGUE CAPITAL CAMPAIGN PO BOX 3091 YORK, PA 17402	NONE	PUBLIC	GENERAL PURPOSE	25,000
YORK COLLEGE ELECTRICAL & COMPUTER ENGINEERING 441 COUNTRY CLUB ROAD YORK, PA 17403	NONE	PUBLIC	GENERAL PURPOSE	30,000
YORKCOUNTS 105 LEADER HEIGHTS ROAD SUITE 2 YORK, PA 17403	NONE	PUBLIC	GENERAL PURPOSE	25,000
YOUNG LIFE YORK PO BOX 1171 YORK, PA 17405	NONE	PUBLIC	GENREAL PURPOSE	7,000
YWCA 320 EAST MARKET STREET YORK, PA 17403	NONE	PUBLIC	GENERAL PURPOSE	150,000
LOGOS ACADEMY 250 WEST KING STREET YORK, PA 174013877	NONE	PUBLIC	GENERAL PURPOSE	150,000
MJ ANDERSON'S LOVING CARE INC 2033 S QUEEN STREET YORK, PA 174034806	NONE	PUBLIC	GENERAL PURPOSE	10,000
THE WELL 1631 LORETTA AVENUE TREVOSE, PA 19053	NONE	PUBLIC	GENERAL PURPOSE	2,000
YORK COUNTY COMMUNITY FOUNDATION 14 WEST MARKET STREET YORK, PA 17401	NONE	PUBLIC	GENERAL PURPOSE	20,000
Total  3a				920,000

TY 2010 Accounting Fees Schedule**Name:** POWDER MILL FOUNDATION**EIN:** 23-7751589

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,250	0		4,250
CLERICAL,TELPEHONE	851	213		638
ATTNY & ACCTING FEES (RESERVE TRUST)	66	66		0

**TY 2010 Investments Corporate
Bonds Schedule**

Name: POWDER MILL FOUNDATION

EIN: 23-7751589

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	4,062,934	4,535,191

TY 2010 Investments Corporate Stock Schedule

Name: POWDER MILL FOUNDATION

EIN: 23-7751589

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	8,674,026	11,123,303

TY 2010 Investments - Other Schedule**Name:** POWDER MILL FOUNDATION**EIN:** 23-7751589

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ANTIQUUE AUTOMOBILE	AT COST	26,500	26,500
INVESTMENT IN WINDUP LIQUIDATING TRUST	AT COST	468,509	468,509
INVESTMENT IN RESERVE TRUST	AT COST	239,055	239,055
INVESTMENT IN DOWNTOWN RENAISSANCE FUND	AT COST	252,458	252,458

TY 2010 Legal Fees Schedule

Name: POWDER MILL FOUNDATION

EIN: 23-7751589

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	42,132	42,132		0

TY 2010 Other Expenses Schedule

Name: POWDER MILL FOUNDATION

EIN: 23-7751589

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursement s for Charit able Purposes
INVESTMENT FEES(RESERVE TRUST)	609	24		0
OTHER EXPENSES	2,369	2,369		0

TY 2010 Other Income Schedule**Name:** POWDER MILL FOUNDATION**EIN:** 23-7751589

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
FOREIGN TAX	3,802	3,802	3,802
PASS THROUGH - RESERVE TRUST	-189		-189
PASS THROUGH - WINDUP LIQUIDATING TRUST	-7,635		-7,635
PASS THROUGH - DOWNTOWN RENAISSANCE FUND	-5,838		-5,838

TY 2010 Other Liabilities Schedule

Name: POWDER MILL FOUNDATION

EIN: 23-7751589

Description	Beginning of Year - Book Value	End of Year - Book Value
SECURITY DEPOSIT	500	0

**TY 2010 Other Notes/Loans
Receivable Short Schedule**

Name: POWDER MILL FOUNDATION

EIN: 23-7751589

Name of 501(c)(3) Organization	Balance Due
CODO 241 LP	0

TY 2010 Other Professional Fees Schedule**Name:** POWDER MILL FOUNDATION**EIN:** 23-7751589

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DENT INVESTMENT MANAGEMENT FEES	83,362	83,362		0
M&T INVESTMENT FEES	7,266	7,266		0
OTHER PROFESSIONAL (RESERVE TRUST)	1,306	1,306		0
OTHER PROFESSIONAL (WINDUP TRUST)	1,005	1,005		0
OTHER PROFESSIONAL (DOWNTOWN RENAISSANCE)	1,723	1,723		0

TY 2010 Taxes Schedule

Name: POWDER MILL FOUNDATION

EIN: 23-7751589

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	4,335	4,335		0
ESTIMATED PAYMENTS	1,000	0		0
TAXES	3,290	3,290		0