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

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 **Apr 1**, 2010, and ending **Mar 31**, 2011

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

THE PENCOYD FOUNDATION U/A DTD 12/29/98

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

234 PEMBROKE AVENUE

City or town

WAYNE

State ZIP code

PA 19087

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year
 (from Part II, column (c), line 16) **J Accounting method** Cash Accrual
 Other (specify) **(Part I, column (d) must be on cash basis)**

► \$ 622,894.

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)
R E V E N U E				
1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	14,321.	14,321.	14,321.	
5a Gross rents				
b Net rental income or (loss)	14-6a Stmt			
6a Net gain/(loss) from sale of assets not on line 10	4,716.			
b Gross sales price for all assets on line 6a	225,602.			
7 Capital gain net income (from Part IV, line 2)		4,716.		
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)				
RECEIVED				
12 Total. Add lines 1 through 11	19,037.	19,037.	14,321.	
ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)	3,360.			
c Other prof fees (attach sch)	2,650.			
17 Interest				
18 Taxes (attach schedule) See Line 18 Stmt	1,519.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	7,529.			
25 Contributions, gifts, grants paid	42,150.			42,150.
26 Total expenses and disbursements. Add lines 24 and 25	49,679.			42,150.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-30,642.			
b Net investment income (if negative, enter -0)		19,037.		
c Adjusted net income (if negative, enter -0)			14,321.	

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
	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	98,116.	186,920.	186,920.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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			
A S S E T S	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) L-10b Stmt	128,371.	128,371.	280,042.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	270,631.	151,185.	155,932.
	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)	497,118.	466,476.	622,894.
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	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)			
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
N F E U T N D A S B S A E L T A S N C O R E S	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	497,118.	466,476.	
	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)	497,118.	466,476.	
	31 Total liabilities and net assets/fund balances (see the instructions)	497,118.	466,476.	

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	497,118.
2 Enter amount from Part I, line 27a	2	-30,642.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	466,476.
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	466,476.

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)
1 a M. STANLEY/S. BARNEY (SEE LIST ATTACHED) L/T			P	Various	Various
b M. STANLEY/S. BARNEY (SEE LIST ATTACHED) S/T			P	Various	Various
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 41,977.			39,955.	2,022.	
b 183,625.			180,931.	2,694.	
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					(i) 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.	2,022.	
b 0.		0.	0.	2,694.	
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 4,716.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)					3
If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8					

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	34,750.	570,934.	0.060865
2008	50,600.	646,328.	0.078288
2007	367,595.	919,368.	0.399834
2006	324,672.	1,367,986.	0.237336
2005	75,671.	1,227,144.	0.061664
2 Total of line 1, column (d)			2 0.837987
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 0.167597
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 584,810.
5 Multiply line 4 by line 3			5 98,012.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 190.
7 Add lines 5 and 6			7 98,202.
8 Enter qualifying distributions from Part XII, line 4			8 42,150.

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 ► <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)	1	381.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	2	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	3	381.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
3 Add lines 1 and 2	5	381.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6 Credits/Payments:		
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	658.
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	658.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	277.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ► 277. Refunded	11	

Part VII-A Statements Regarding Activities

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?	Yes	No
1 a		X
1 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		
1 c Did the foundation file Form 1120-POL for this year?		X
1 d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		
1 d (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
1 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? b If 'Yes,' has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		
6 • By language in the governing instrument, or		
6 • 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?		
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	6	X
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► PA – Pennsylvania	7	X
8 b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.	10	X

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Part VII-A Statements Regarding Activities (Continued)

11		X
12		X
13	X	
14	Howard R. Morgan	Telephone no ► (610) 254-9686
	Located at ► 234 PEMBROKE AVENUE, WAYNE, PENNSYLVIA IA	ZIP + 4 ► 19087
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	Yes	No
	X	
See the instructions for exceptions and filing requirements for Form TD F 90-221. 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?		1b	
	Organizations relying on a current notice regarding disaster assistance check here ►			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If 'Yes,' did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)		3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	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?		4b	X

Part VII B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

 Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

 Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

 Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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

 Yes No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

 Yes No**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
HOWARD R. MORGAN 234 PEMBROKE AVENUE WAYNE PA 19087	TRUSTEE 0.00	0.	0.	0.
ELIZABETH T. MORGAN 234 PEMBROKE AVENUE WAYNE PA 19087	TRUSTEE 0.00	0.	0.	0.
H. RANDALL MORGAN JR. 11515 GAUGUIN LANE POTOMAC MD 20854	TRUSTEE 0.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		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

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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 instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
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	
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	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	►

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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
- b Average of monthly cash balances
- c Fair market value of all other assets (see instructions)
- d **Total** (add lines 1a, b, and c)
- 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
- 3 Subtract line 2 from line 1d
- 4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3
(for greater amount, see instructions)
- 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4
- 6 **Minimum investment return.** Enter 5% of line 5

1a	390,562.
1b	203,154.
.1c	0.
1d	593,716.
2	
3	593,716.
4	8,906.
5	584,810.
6	29,241.

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

1	29,241.
2a	381.
2b	
2c	381.
3	28,860.
4	
5	28,860.
6	
7	28,860.

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
- b Program-related investments – total from Part IX-B
- 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes
- 3 Amounts set aside for specific charitable projects that satisfy the
- a Suitability test (prior IRS approval required)
- b Cash distribution test (attach the required schedule)
- 4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4
- 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)
- 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

1a	42,150.
1b	
2	
3a	
3b	
4	42,150.
5	0.
6	42,150.

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				28,860.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 20 20			27,231.	
3 Excess distributions carryover, if any, to 2010				
a From 2005 17,890.				
b From 2006 258,874.				
c From 2007 367,842.				
d From 2008 50,600.				
e From 2009 34,750.				
f Total of lines 3a through e		729,956.		
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 42,150.				
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				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))		42,150.		
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		772,106.		
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 instructions			0.	
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instructions				27,231.
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				28,860.
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)		17,890.		
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a		754,216.		
10 Analysis of line 9				
a Excess from 2006 258,874.				
b Excess from 2007 367,842.				
c Excess from 2008 50,600.				
d Excess from 2009 34,750.				
e Excess from 2010 42,150.				

BAA

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)				
<i>a Paid during the year</i>				
SCHEDULE ATTACHED				
VARIOUS				
VARIOUS	PA 00000	SCH.	SCHEDULE ATTACHED	42,150.
Total			► 3a	42,150.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				18	4,716.
9 Net income or (loss) from special events					4,716.
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				19,037.	4,716.
13 Total Add line 12, columns (b), (d), and (e)				13	23,753.

(See worksheet in line 13 instructions to verify calculations.)

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

Name	Employer Identification Number		
THE PENCOYD FOUNDATION U/A DTD 12/29/98	25-6613197		
Asset Information:			
Description of Property	MORGAN STANLEY/SMITH BARNEY (SEE ATTACHED LIST)		
Date Acquired:	Various	How Acquired:	Purchased
Date Sold	VariousA	Name of Buyer	
Sales Price	225,602.	Cost or other basis (do not reduce by depreciation)	220,886.
Sales Expense		Valuation Method	
Total Gain (Loss)	4,716.	Accumulation Depreciation	
Description of Property			
Date Acquired.		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense.		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired.		How Acquired.	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method	
Total Gain (Loss):		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired:	
Date Sold.		Name of Buyer:	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense.		Valuation Method	
Total Gain (Loss):		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price.		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss):		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method.	
Total Gain (Loss).		Accumulation Depreciation	
Description of Property.			
Date Acquired		How Acquired	
Date Sold.		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method.	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired.		How Acquired	
Date Sold:		Name of Buyer	
Sales Price.		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method.	
Total Gain (Loss)		Accumulation Depreciation	

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
COMMONWEALTH OF PA.	15.			
2010 3RD QTR. ESTIMATES	658.			
2009 990 TAX DUE	846.			

Total 1,519.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> CARL G. MORGAN 526 MILLBROOK ROAD DEVON PA 19333	TRUSTEE 0.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> ANNA E. MORGAN-CASSIDY 415 MIDLAND AVENUE WAYNE PA 19087	TRUSTEE 0.00	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:		End of Year	
		Book Value	Fair Market Value
2000 SHS. ALLERGAN INC.		30,699.	142,040.
1333 SHS. AQUA AMERICA INC.		22,910.	30,512.
100 SHS. CHEVRON CORPORATION		74,762.	107,490.
Total		<u>128,371.</u>	<u>280,042.</u>

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:		End of Year	
		Book Value	Fair Market Value
1000 SHS. PIMCO ENHANCED SHORT MATURITY FUND		101,858.	100,930.

Form 990-PF, Page 2, Part II, Line 10c

Continued

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
4000.181 SHS TEMPLETON GLOBAL FUND	49,327.	55,002.
Total	151,185.	155,932.

PENCOYD FOUNDATION
EIN: 25-6613197
GRANTS
YEAR ENDED MARCH 31, 2011

<u>DATE</u>	<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
7/1/2010	GETTYSBURG COLLEGE GETTYSBURG, PA	GENERAL SUPPORT EDUCATION	2,000.00
7/1/2010	ALLEN BASS FOUNDATION CAMP BILL-A-WOOD 91 KUTZ ROAD FLEETWOOD, PA 19522	GENERAL SUPPORT SOCIAL SERVICES	2,000.00
7/1/2010	THE ISLAND HERITAGE TRUST P O BOX 42 DEER ISLE, ME 04627	GENERAL SUPPORT SOCIAL SERVICES	300.00
7/1/2010	THE PHILADELPHIA MUSEUM OF ART P.O. BOX 7646 PHILDELPHIA, PA 19101	GENERAL SUPPORT CULTURAL ARTS	2,000.00
7/1/2010	THE CHARLES E. SMITH JEWISH DAY SCHOOL 1901 EAST JEFFERSON STREET ROCKVILLE, MD 20852	GENERAL SUPPORT EDUCATION	1,800.00
8/10/2010	JEWISH FEDERATION OF GREATER WASHINGTON 6101 MONTROSE ROAD ROCKVILLE, MD 20852	GENERAL SUPPORT SOCIAL SERVICES	1,000.00
8/10/2010	THE ISLAND COMMUNITY CENTER INC. 6 MEMORIAL LANE STONINGTON, ME 04627	GENERAL SUPPORT SOCIAL SERVICES	400.00
8/11/2010	THE GALAPAGOS CONSERVANCY 407 NORTH WASHINGTON STREET, SUITE 105 FALLS CHURCH, VA 22046	GENERAL SUPPORT CONSERVATION	200.00
9/27/2010	THE REACH PERFORMING ARTS CENTER 249 NORTH DEER ISLE ROAD DEER ISLE, ME 04627	GENERAL SUPPORT SOCIAL SERVICES	200.00
10/1/2010	FRIENDS OF THE PHILADELPHIA ORCHESTRA 260 SOUTH BROAD STREET PHILADELPHIA, PA 19102	GENERAL SUPPORT CULTURAL ARTS	2,500.00
10/1/2010	THE EPISCOPAL ACADEMY 1785 BISHOP WHITE DRIVE NEWTOWN SQUARE, PA 19073	GENERAL SUPPORT EDUCATION	4,000.00

TOTAL DONATIONS **42,150.00**

PENCOYD FOUNDATION
EIN: 25-6613197
GRANTS
YEAR ENDED MARCH 31, 2011

<u>DATE</u>	<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
4/22/2010	THE PHILADELPHIA MUSEUM OF ART P.O. BOX 7646 PHILADELPHIA, PA 19101	GENERAL SUPPORT CULTURAL ARTS	1,500 00
5/5/2010	THE PENNSYLVANIA HORTICULTURAL SOCIETY 100 NORTH 20TH STREET, 5TH FLOOR PHILADELPHIA, PA 19103-1495	GENERAL SUPPORT CONSERVATION	1,250 00
5/5/2010	UNION LEAGUE SCHOLARSHIP FOUNDATION 140 SOUT BROAD STREET PHILADELPHIA, PA 19101	GENERAL SUPPORT EDUCATION	1,000 00
5/10/2010	THE PHILADELPHIA MUSEUM OF ART P.O. BOX 7646 PHILADELPHIA, PA 19101	GENERAL SUPPORT CULTURAL ARTS	2,000.00
6/1/2010	ASSOCIATION FOR SAFE INT'L ROAD TRAVEL 11769 GAINSBOROUGH ROAD POTOMAC, MD 20854	GENERAL SUPPORT PUBLIC SAFETY	1,000 00
6/10/2010	THE EPISCOPAL ACADEMY 1785 BISHOP WHITE DRIVE NEWTOWN SQUARE, PA 19073	GENERAL SUPPORT EDUCATION	5,000.00
6/18/2010	ROANOKE COLLEGE 221 COLLEGE LANE SALEM, VA	GENERAL SUPPORT EDUCATION	1,500 00
6/12/2010	THE PHILADELPHIA ZOO 3400 WEST GIRARD AVENUE PHILADELPHIA, PA 19101	GENERAL SUPPORT ANIMAL WELFARE/ CONSERVATION	2,500 00
6/24/2010	THE HAVERFORD SCHOOL 460 LANCASTER AVENUE HAVERFORD, PA 19041	GENERAL SUPPORT EDUCATION	2,000 00
6/24/2010	UNIVERSITY OF RICHMOND 28 WESTHAMPTON WAY RICHMOND, VA 23173	GENERAL SUPPORT EDUCATION	2,000.00
6/24/2010	JEWISH FEDERATION OF GREATER WASHINGTON 6101 MONTROSE ROAD ROCKVILLE, MD 20852	GENERAL SUPPORT SOCIAL SERVICES	4,000 00
7/1/2010	THE EPISCOPAL ACADEMY 1785 BISHOP WHITE DRIVE NEWTOWN SQUARE, PA 19073	GENERAL SUPPORT EDUCATION	2,000 00

THE PENCOYD FOUNDATIONS

SECURITIES SOLD

4/1/10-3/31/11

# SHARES	SECURITY	DATE PURCHASED	DATE SOLD	PROCEEDS	COST	GAIN/LOSS	LT/ST
25000 ALCOA INC BOND		1/5/2009	4/10/2010	26,239.75	24,019.75	2,220.00	L/T
50000 METLIFE BOND		8/5/2009	5/21/2010	53,278.50	51,937.50	1,341.00	S/T
150 ISHARES BARCLAYS TREASURY		VARIOUS	5/25/2010	15,745.87	15,714.85	31.02	S/T
100 ISHARES BARCLAYS TREASURY		12/31/2007	5/25/2010	10,497.24	10,600.80	-103.56	L/T
3000 DNP SELECT INCOME FUND INC.		3/3/2010	9/20/2010	28,666.95	27,640.52	1,026.43	S/T
2000 DNP SELECT INCOME FUND INC		3/3/2010	9/27/2010	19,268.20	18,427.02	841.18	S/T
200 ISHARES BARCLAYS TREASURY		3/10/2010	12/8/2010	21,188.66	20,915.00	273.66	S/T
50 ISHARES BARCLAYS TREASURY		12/3/2009	12/8/2010	5,297.17	5,334.51	-37.34	L/T
5000 DNP SELECT INCOME FUND INC		VARIOUS	12/28/2010	45,837.34	46,296.16	-458.82	S/T
Y T.D ADJUSTMENT		VARIOUS	3/31/2011	0.00	57.16	-57.16	S/T
Y T D ADJUSTMENT		VARIOUS	3/31/2011	0.00	360.54	-360.54	L/T
			TOTALS	<u>226,019.68</u>	<u>221,303.81</u>	<u>4,715.87</u>	
TOTAL SHORT TERM GAIN/LOSS				183,985.52	181,291.59	2,693.93	
TOTAL LONG TERM GAIN/LOSS				42,034.16	40,012.22	2,021.94	
	TOTALS			<u>226,019.68</u>	<u>221,303.81</u>	<u>4,715.87</u>	