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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

**2010**

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 **JULY 1**, 2010, and ending **JUNE 30**, 2011G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return  
☐ Amended return ☐ Address change ☐ Name change

Name of foundation

**HENKELS FOUNDATION**

A Employer identification number

**23-6235239**

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

**985 JOLLY ROAD**

Room/suite

B Telephone number (see page 10 of the instructions)

**215-283-7620**

City or town, state, and ZIP code

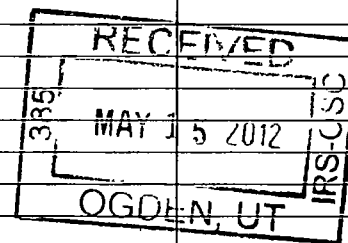
**BLUE BELL, PA 19422**H Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 739,955.** J Accounting method ☐ Cash ☒ Accrual  
☐ Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis)C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .	<b>1,521,832.</b>		<b>N/A</b>	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B . . . . .				
3 Interest on savings and temporary cash investments . . . . .	<b>550.</b>	<b>550.</b>		
4 Dividends and interest from securities . . . . .	<b>823.</b>	<b>823.</b>		
5a Gross rents . . . . .				
b Net rental income or (loss) . . . . .				
6a Net gain or (loss) from sale of assets not on line 10 . . . . .	<b>-3,596.</b>			
b Gross sales price for all assets on line 6a . . . . .	<b>220,027.</b>			
7 Capital gain net income (from Part IV, line 2) . . . . .		<b>0.</b>		
8 Net short-term capital gain . . . . .				
9 Income modifications . . . . .				
10a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .				
c Gross profit or (loss) (attach schedule) . . . . .				
11 Other income (attach schedule) . . . . .				
12 Total. Add lines 1 through 11 . . . . .	<b>1,519,609.</b>	<b>1,373.</b>		
13 Compensation of officers, directors, trustees, etc. . . . .	<b>0.</b>	<b>0.</b>		<b>0.</b>
14 Other employee salaries and wages . . . . .				
15 Pension plans, employee benefits . . . . .				
16a Legal fees (attach schedule) STMT. 1 . . . . .	<b>200.</b>	<b>0.</b>		<b>200.</b>
b Accounting fees (attach schedule) STMT. 2 . . . . .	<b>5,130.</b>	<b>0.</b>		<b>5,080.</b>
c Other professional fees (attach schedule) . . . . .				
17 Interest . . . . . STMT. 3 . . . . .	<b>27.</b>	<b>0.</b>		<b>0.</b>
18 Taxes (attach schedule) (see page 14 of the instructions) . . . . .				
19 Depreciation (attach schedule) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .				
22 Printing and publications . . . . .				
23 Other expenses (attach schedule) STMT. 4 . . . . .	<b>12,680.</b>	<b>0.</b>		<b>16,213.</b>
24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	<b>18,037.</b>			<b>21,493.</b>
25 Contributions, gifts, grants paid . . . . .	<b>1,748,975.</b>			<b>1,735,475.</b>
26 Total expenses and disbursements. Add lines 24 and 25 . . . . .	<b>1,767,012.</b>			<b>1,756,968.</b>
27 Subtract line 26 from line 12 . . . . .				
a Excess of revenue over expenses and disbursements . . . . .	<b>-247,403.</b>			
b Net investment income (if negative, enter -0-) . . . . .		<b>1,373.</b>		
c Adjusted net income (if negative, enter -0-) . . . . .			<b>N/A</b>	

For Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

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<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .		87,082.	166,808.	166,808.
	2	Savings and temporary cash investments . . . . .		870,024.	553,802.	553,802.
	3	Accounts receivable ▶ . . . . .				
		Less allowance for doubtful accounts ▶ . . . . .				
	4	Pledges receivable ▶ . . . . .				
		Less allowance for doubtful accounts ▶ . . . . .				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .				
		Less allowance for doubtful accounts ▶ . . . . .				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U.S. and state government obligations (attach schedule) . . . . .				
	b	Investments - corporate stock (attach schedule) . STMT. 5 . . . . .	6,055.	5,192.	19,345.	
	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	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	963,161.	725,802.	739,955.		
<b>Liabilities</b>	17	Accounts payable and accrued expenses . . . . .	20,523.	17,073.		
	18	Grants payable . . . . .	0.	13,500.		
	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 ▶ STATEMENT 6 . . . . .)	33.	27.		
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	20,556.	30,600.			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	24	Unrestricted . . . . .	81,449.	88,285.		
	25	Temporarily restricted . . . . .	861,156.	606,917.		
	26	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/></b>					
	27	Capital stock, trust principal, or current funds . . . . .				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	942,605.	695,202.		
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	963,161.	725,802.		

**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	942,605.
2	Enter amount from Part I, line 27a . . . . .	2	-247,403.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	695,202.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	695,202.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 220,027.	<b>b</b> 0.	<b>c</b> 223,623.	<b>d</b> -3,596.		
<b>e</b>					
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))		
<b>a</b>			<b>d</b> -3,596.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }			<b>2</b>	<b>d</b> -3,596.	
<b>3</b> 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. . . . .			<b>3</b>		

**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	6,611,176.	1,067,873.	6.1910
2008	1,754,706.	1,186,731.	1.4786
2007	1,469,771.	1,122,683.	1.3092
2006	1,350,960.	971,054.	1.3912
2005	521,883.	840,340.	0.6210
<b>2</b> Total of line 1, column (d) . . . . .			<b>2</b> 10.9910
<b>3</b> 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 . . . . .			<b>3</b> 2.1982
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 . . . . .			<b>4</b> 843,126.
<b>5</b> Multiply line 4 by line 3 . . . . .			<b>5</b> 1,853,360.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			<b>6</b> 14.
<b>7</b> Add lines 5 and 6 . . . . .			<b>7</b> 1,853,374.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . . 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.			<b>8</b> 1,756,968.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	27.
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 . . . . .		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2 . . . . .	3	27.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	27.
6	<b>Credits/Payments:</b>		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 . . . . .	6a	
b	Exempt foreign organizations-tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	27.
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	27.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	0.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	
11	Enter the amount of line 10 to be <b>Credited to 2011 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/> . . . . .	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . <i>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</i>		X
c Did the foundation file <b>Form 1120-POL</b> 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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0. . . . .		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0. . . . .		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		X
4a 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 <b>Form 990-T</b> for this year? . . . . .		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . . .	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> <b>DELAWARE &amp; PENNSYLVANIA</b> . . . . .		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . . . .	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 on page 27)? <i>If "Yes," complete Part XIV</i> . . . . .		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .		X

**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		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? . . . . .	13	X	
Website address ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>LAWRENCE A. MARINO</u> Telephone no ▶ <u>215-283-7620</u>			
	Located at ▶ <u>985 JOLLY ROAD, BLUE BELL, PA.</u> ZIP + 4 ▶ <u>19422-0900</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . ▶ <input type="checkbox"/>			
	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 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 ▶			X

**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? . . . . . <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 page 22 of the instructions)? . . . . . <u>N/A</u> . . . . .	1b	
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>		
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 ▶		
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 22 of the instructions) . . . . . <u>N/A</u> . . . . .	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 ▶		
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) . . . . . <u>N/A</u> . . . . .	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 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)? ☐ N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No **N/A**

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? ☐ Yes ☒ No **6b** **X**

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? ☐ Yes ☒ No **7b** **N/A**

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BARBARA B. HENKELS	PRESIDENT			
345 STENTON AVE. PLYMOUTH MEETING, PA 19462	0.25	0.	0.	0.
PAUL M. HENKELS, JR.	VICE PRES.			
5000 NE 148TH AVE. PORTLAND, OR 97294	0.25	0.	0.	0.
CHRISTOPHER B. HENKELS	VICE PRES.			
985 JOLLY ROAD, BLUE BELL, PA. 19422	0.25	0.	0.	0.
ANGELA HENKELS DALE	SECR & TREA			
9815 NORTHBROOK CT, ELLICOTT CITY MD 21042	0.25	0.	0.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."**

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

**Total number of other employees paid over \$50,000** **0**

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services . . . . . 0

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . .	0.

Form 990-PF (2010)



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	17,107.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	838,858.
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	0.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	855,965.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	855,965.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	12,839.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	843,126.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	42,156.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	42,156.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	27.
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	27.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	42,129.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	42,129.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	42,129.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,756,968.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0.
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	0.
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0.
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,756,968.
<b>5</b>	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)	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,756,968.

**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
<b>1</b> Distributable amount for 2010 from Part XI, line 7 . . . . .				<b>42,129.</b>
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only . . . . .			0.	
<b>b</b> Total for prior years 20____, 20____, 20____		0.		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005 . . . . . <b>480,419.</b>				
<b>b</b> From 2006 . . . . . <b>1,303,538.</b>				
<b>c</b> From 2007 . . . . . <b>1,414,690.</b>				
<b>d</b> From 2008 . . . . . <b>1,695,867.</b>				
<b>e</b> From 2009 . . . . . <b>6,557,815.</b>				
<b>f</b> Total of lines 3a through e . . . . .	<b>11,452,329.</b>			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ► \$ <b>1,756,968.</b>				
<b>a</b> Applied to 2009, but not more than line 2a . . .			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . .	0.			
<b>d</b> Applied to 2010 distributable amount . . . . .				<b>42,129.</b>
<b>e</b> Remaining amount distributed out of corpus . .	<b>1,714,839.</b>			
<b>5</b> Excess distributions carryover applied to 2010 . (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	<b>13,167,168.</b>			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .		0.		
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .			0.	
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 . . . . .				0.
<b>7</b> 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.			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	<b>480,419.</b>			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	<b>12,686,749.</b>			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006 . . . . . <b>1,303,538.</b>				
<b>b</b> Excess from 2007 . . . . . <b>1,414,690.</b>				
<b>c</b> Excess from 2008 . . . . . <b>1,695,867.</b>				
<b>d</b> Excess from 2009 . . . . . <b>6,557,815.</b>				
<b>e</b> Excess from 2010 . . . . . <b>1,714,839.</b>				

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . . **N/A**

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

**BARBARA B. HENKELS**

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

**NONE**

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<div>a <i>Paid during the year</i></div> <div>SEE STATEMENTS 8-16</div>				
<div><b>Total</b> . . . . .</div>			<div>▶ <b>3a</b></div>	<div><b>1,735,475.</b></div>
<div>b <i>Approved for future payment</i></div> <div>SEE STATEMENT 17</div>				
<div><b>Total</b> . . . . .</div>			<div>▶ <b>3b</b></div>	<div><b>13,500.</b></div>

## Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions on page 29 to verify calculations )

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions )
---------------	---

N/A

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

[illegible]

**b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

X   
Signature of officer or trustee

05/10/2012

VICE PRESIDENT

Signature of officer or trustee

Date \_\_\_\_\_

Title

Print/Type preparer's name

Preparer's signature

Date
------

PTIN

Check ☐ if self-employed

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no.

**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2011**

<u>Description</u>	<u>Expenses per Books</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>	<u>Disbursements for Charitable Purposes</u>
Legal Fees	200	0	0	200
Total to Form 990-PF, Page 1, Line 16a	200	0	0	200

**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2011**

<u>Description</u>	<u>Expenses per Books</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>	<u>Disbursements for Charitable Purposes</u>
Accounting Fees	5,130	0	0	5,080
Total to Form 990-PF, Page 1, Line 16b	<u>5,130</u>	<u>0</u>	<u>0</u>	<u>5,080</u>



**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2011**

<u>Description</u>	<u>Expenses per Books</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>	<u>Disbursements for Charitable Purposes</u>
Federal Excise Tax	27	0	0	0
Total to Form 990-PF, Page 1, Line 18	27	0	0	0

**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2011**

<u>Description</u>	<u>Expenses per Books</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>	<u>Disbursements for Charitable Purposes</u>
Filing Fees	300	0	0	300
Membership Fees	12,340	0	0	15,873
Office Supplies	40	0	0	40
Total to Form 990-PF, Page 1, Line 23	<u>12,680</u>	<u>0</u>	<u>0</u>	<u>16,213</u>

**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2011**

<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Investments In Corporate Stock (See Statement 7)	5,192	19,345
Total to Form 990-PF, Part II, Line 10b	<u>5,192</u>	<u>19,345</u>

**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2011**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
<b>Federal Excise Taxes Payable</b>	<b>33</b>	<b>27</b>
<b>Total to Form 990-PF, Part II, Line 22</b>	<b>33</b>	<b>27</b>

**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement 7 Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2011**

<u>COMPANY</u>	<u># OF SHARES</u>	<u>COST BASIS</u>	<u>6/30/2011 CLOSING \$ PER SHARE</u>	<u>MARKET VALUE</u>
<b><u>Part II, Line 10b Investments - Corporate Stock</u></b>		<b><u>Column b</u></b>		<b><u>Column c</u></b>
Alcatel-Lucent	12	195.24	5.7700	69.24
AT&T Corporation	325	1,827.41	31.4100	10,208.25
Century Link, Inc.	5	158.33	40.4300	202.15
Comcast Corporation	45	374.03	25.3400	1,140.30
DTE Company	10	107.40	50.0200	500.20
Exelon Corporation	20	111.40	42.8400	856.80
Frontier Communications Corp.	30	241.77	8.0700	242.10
LSI Corporation	2	23.85	7.1200	14.24
Mastec, Inc	9	6.75	19.7200	177.48
Meritor Savings Bank	25	165.25	4.2700	106.75
Northeast Utilities	10	168.50	35.1700	351.70
PEPCO Holdings, Inc.	40	835.62	19.6300	785.20
Sprint Corporation	7	12.55	5.3900	37.73
Verizon Communications	74	639.31	37.2300	2,755.02
Vodafone Group PLC	43	117.88	26.7200	1,148.96
Volt Information Sciences, Inc.	22	0.00	9.8000	215.60
Wells Fargo & Company	19	206.57	28.0600	533.14
<b>Total Investments - Corporate Stock</b>		<b><u>5,192</u></b>		<b><u>19,345</u></b>

**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2011**

**Part XV**

**Line 3a - Grants and Contributions Paid During the Year**

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
101 Foundation P O Box 151 Asbury, N J 08802	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	100 00
Apostleship of Prayer 3211 South Lake Drive - Suite 216 Milwaukee, WI 53235	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	100 00
BLOCS 100 Matsonford Road - Suite 101 Wayne, PA 19087	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,000 00
Carmelite Monastery P O Box 2747 Cody, WY 82414-2747	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	100 00
Catholic Charities Appeal 222 North 17th Street Philadelphia, PA 19103	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	1,250 00
Catholic League 450 Seventh Avenue New York, NY 10123	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	250 00
Catholic Near East Welfare Association 1011 First Avenue New York, NY 10022-4195	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	2,000 00
Catholics United for Faith 827 North Fourth Street Steubenville, PA 43952	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	1,000 00
Central Association of the Miraculous Medal 475 East Chelton Avenue Philadelphia, PA 19144	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	500 00
Central Bureau, Catholic Central Verein of America 3835 Westminster Place St Louis, MO 63108	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	500 00
Equestrian Order of the Holy Sepulchre of Jerusalem 1011 First Avenue - Room 1500 New York, NY 10022	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	400 00
Fr L M Zucol, S J Panyaram - 670 502 Cannanore Dt - Kerala - India	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	1,000 00
Franciscan University of Steubenville 1235 University Boulevard Steubenville, OH 43952	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	215,000 00
Friends of Fertility Care P O Box 354 Jenkintown, PA 19046	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	100 00
Generation Life 590 Snyder Avenue West Chester, PA 19380	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	20,000 00

**Henkels Foundation**  
**FEIN 23-6235239**  
**Statement Attached To And Made Part Of Form 990-PF**  
**Fiscal Year Ended June 30, 2011**

**Part XV**

**Line 3a - Grants and Contributions Paid During the Year**

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Holy Spirit Adoration Sisters 2212 Green Street Philadelphia, PA 19130-3197	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	100 00
King's Men P O Box 713 Quakertown, PA 18951	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	2,500 00
Monsignor Thomas J Herron Scholarship Fund 30 St Laurence Road Upper Darby, PA 19082-1323	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	300 00
National Assoc of Private Catholic & Independent Schools 2640 Third Avenue Sacramento, CA 95818	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,000 00
New Mount Carmel Foundation P O Box 2507 Cody, WY 82414	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	500 00
One More Soul 1846 North Main Street Dayton, OH 45405	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	1,000 00
Order of the Holy Sepulchre 1011 First Avenue New York, NY 10022-4134	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	300 00
Prayer Power 700 South Henderson Road King of Prussia, PA 19406	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	500 00
Private School Aid Service - PSAS 900 Canterbury Road - Suite P Westlake, OH 44145	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	46 00
Pro-Life Education Foundation 300 Greenwood Road Lansdale, PA 19446-2914	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	200 00
Pro-Life Union 88 Pennsylvania Avenue Oreland, PA 19075	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	650 00
Regina Luminis Academy 40 West Pennsylvania Avenue Downingtown, PA 19335	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	3,600 00
Retirement Fund for Religious c/o Archdiocese of Philadelphia 222 North 17th Street Philadelphia, PA 19103-1299	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	1,000 00
St John's Hospice 1221 Race Street Philadelphia, PA 19107-1694	N/A	Section 501(c)(3)	Charitable within Section 170(c)(2)(B)	1,000 00
Seraphic Mass Association 3600 Butler Street Pittsburgh, PA 15201	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	530 00

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**Part XV**

**Line 3a - Grants and Contributions Paid During the Year**

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Sisters of Charity, BVM 1100 Carmel Drive Dubuque, IA 52003	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	500 00
St Charles Borromeo Seminary 100 East Wynnewood Road Wynnewood, PA 19096	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	500 00
St Malachy School 1419 North 11th Street Philadelphia, PA 19122	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,000 00
St Philip Neri Church 437 Ridge Pike Lafayette Hill, PA 19444	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	14,000 00
The Oratory 2321 Green Street Philadelphia, PA 19130-3120	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	200 00
Whitemarsh Community Ambulance 4019 Joshua Road Lafayette Hill, PA 19444	N/A	Section 501(c)(3)	Charitable within Section 170(c)(2)(B)	200 00
WRTI 1509 Cecil B Moore Avenue - 3rd Floor Philadelphia, PA 19121-3410	N/A	Section 501(c)(3)	Charitable within Section 170(c)(2)(B)	1,000 00
Abington Friends School 575 Washington Lane Jenkintown, PA 19046	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	400 00
ACSI Children's Tuition Fund - PA 845 Silver Spring Plaza - Suite B Lancaster, PA 17601	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	17,800 00
Al Aqsa Islamic Academy 1501 Germantown Avenue Philadelphia, PA 19122	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,200 00
Ancillae Assumpta Academy 2025 Church Road Wyncote, PA 19095-1124	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	42,375 00
Archbishop Prendergast High School 401 N Lansdowne Avenue Drexel Hill, PA 19026	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	600 00
Archbishop Ryan High School 11201 Academy Road Philadelphia, PA 19154	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	7,750 00
Archbishop Wood High School 655 York Road Warminster, PA 18974	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	71,924 32
Berks Christian School 926 Philadelphia Avenue Birdsboro, PA 19508	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00



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**Part XV**

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<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Bethlehem Chrstian School 3100 Hecktown Road Bethlehem, PA 18020	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,475 00
Bishop McDevitt High School 125 Royal Avenue Wyncote, PA 19095-1198	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	70,450 00
Black Alliance for Educational Options 1207 Chestnut Street - 2nd Floor Philadelphia, PA 19107	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	31,150 00
Blair Christian Academy 220 West Upsal Street Philadelphia, PA 19119	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,300 00
Center School 2450 Hamilton Avenue Abington, PA 19001	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	5,000 00
Centre County Christian Academy 100 Hertzler Drive Bellefonte, PA 16823	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	13,600 00
Children First America, Delaware County 1005 West 7th Street Chester, PA 19013	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	30,000 00
City Center Academy 315 South 17th Street Philadelphia, PA 19103	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	700 00
Conwell Egan High School 611 Wistar Road Fairless Hills, PA 19030	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	7,825 00
Cornerstone Chrstian Academy 1939 South 58th Street Philadelphia, PA 19143	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	600 00
Country Day School of the Sacred Heart 480 South Bryn Mawr Avenue Bryn Mawr, PA 19010	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	600 00
Destiny Learning Academy 4701 Lancaster Avenue Philadelphia, PA 19131	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	250 00
Epiphany of Our Lord School 3040 Walton Road Plymouth Meeting, PA 19462	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	10,692 00
Faith Chrstian School 122 Dante Street Roseto, PA 18013-1259	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	600 00
Faith First Educational Assistance Corporation 303 Tangerne Trail Chesapeake, VA 23325	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,500 00

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**Part XV**

**Line 3a - Grants and Contributions Paid During the Year**

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Family Choice Scholarship of the PA Family Institute 23 North Front Street Harrisburg, PA 17101	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	22,250 00
Father Judge High School 3301 Solly Avenue Philadelphia, PA 19136	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	410,352 38
Friends School Haverford 851 Buck Lane Haverford, PA 19041-1228	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	900 00
Futuro Educacional, Inc 1346 Hancock Street Philadelphia, PA 19122	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	33,960 00
Greene Street Friends School 5511 Greene Street Philadelphia, PA 19144	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	700 00
Haverford School 450 Lancaster Avenue Haverford, PA 19041	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	300 00
Holy Ghost Preparatory School 2429 Bristol Pike Bensalem, PA 19020	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	7,750 00
Holy Innocents Church 1312 E Bristol Street Philadelphia, PA 19124	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,800.00
John W. Hallahan Catholic Girls' High School 311 North 19th Street Philadelphia, PA 19103-1198	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	400 00
Keystone Christian Education Association 6101 Bell Road Harrisburg, PA 17111	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	22,250 00
Lansdale Catholic High School 700 Lansdale Avenue Lansdale, PA 19446	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	7,750 00
LaSalle Academy 1434 North 2nd Street Philadelphia, PA 19122	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	10,000 00
LaSalle College High School 8605 Cheltenham Avenue Wyndmoor, PA 19038	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	24,750 00
Lehigh Christian Academy 932 Alburger Avenue Philadelphia, PA 19115	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	400 00
Lehigh Valley Christian High School 1414 East Cedar Street Allentown, PA 18109	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,475 00

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**Line 3a - Grants and Contributions Paid During the Year**

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Little Flower Catholic High School 100 West Lycoming Street Philadelphia, PA 19140-2199	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	500 00
Living Bridges 136 Garrett Avenue Rosemont, PA 19010	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	36,372 60
Londonderry School 1800 Bamberger Road Harrisburg, PA 17110	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	10,791 00
Malvern Preparatory School 418 South Warren Avenue Malvern, PA 19355	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	24,950 00
Meadowbrook School 1641 Hampton Road Meadowbrook, PA 19046	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	400 00
Mercy Vocational High School 2900 West Hunting Park Avenue Philadelphia, PA 19129	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	11,750 00
Menon Mercy Academy 511 Montgomery Avenue Menon, PA 19066	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	500 00
Nazareth Academy High School 4001 Grant Avenue Philadelphia, PA 19114-2999	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,500 00
Our Lady of Charity 245 Upland Road Brookhaven, PA 19015	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	500 00
Our Lady of Fatima School 2915 Street Road Bensalem, PA 19020	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	42,824 70
Our Lady of Lourdes Catholic School 1940 North 63rd Street Philadelphia, PA 19151	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	650 00
Our Mother of Consolation School 17 East Chestnut Hill Avenue Philadelphia, PA 19118	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	400 00
Our Mother of Sorrows School 1008 North 48th Street Philadelphia, PA 19131	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	400 00
PA Catholic Conference 223 North Street Harrisburg, PA 17101	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	109,500 00
Philadelphia Mennonite High School 860 North 24th Street Philadelphia, PA 19130	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,400 00

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**Line 3a - Grants and Contributions Paid During the Year**

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Philmont Christian Academy 35 Hillcrest Avenue Erdenheim, PA 19038	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	250 00
Plumstead Christian School 5765 Old Easton Road, P O Box 216 Plumsteadville, PA 18949-0216	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	54,744 03
Pope John Paul II High School 181 Rittenhouse Road Royersford, PA 19468	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,079 00
Regina Angelorum Academy 105 Argyle Road Ardmore, PA 19003	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	29,700 00
Regina Coeli Academy 1108 East Willow Grove Avenue Wyndmoor, PA 19038	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	27,161 65
Regina Luminis Academy 40 West Pennsylvania Avenue Downingtown, PA 19335	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	6,930 00
Roman Catholic High School 301 North Broad Street Philadelphia, PA 19107-1094	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	25,607 53
Sacred Heart School Lewis Road and Washington Street Royersford, PA 19468	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
St Anne School Cedar and Tucker Streets Philadelphia, PA 19125	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	400 00
Saints Tabernacle Day School 5800 North Marvine Street Philadelphia, PA 19141	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	300 00
South Central PA Educational Improvement Program 3211 North Front Street - Suite 201 Harnsburg, PA 17110	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	26,700 00
Springside School 8000 Cherokee Street Philadelphia, PA 19118	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	300 00
SS John Neumann & Maria Goretti High School 1736 South 10th Street Philadelphia, PA 19148	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,000 00
St Anthony Elementary School 260 Forest Avenue Ambler, PA 19008	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	9,900.00
St Basil Academy 711 Fox Chase Road Jenkintown, PA 19046	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	800 00

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**Line 3a - Grants and Contributions Paid During the Year**

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
St Catherine of Siena School - Reading 2330 Perkiomen Avenue Reading, PA 19606	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	39,600 00
Saint Charles Borromeo School 1704 Bristol Pike Bensalem, PA 19020	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	25,027 50
St Cynl of Alexandria School 716 Emerson Avenue East Lansdowne, PA 19050	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,100 00
St Ephrem School 5400 Hulmeville Road Bensalem, PA 19020	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	22,027 50
St Francis de Sales School 39 New Road Aston, PA 19014	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	300 00
St Francis of Assisi School 600 Hamilton Street Normstown, PA 19401	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	7,295 11
St Francis Xavier School 641 North 24th Street Philadelphia, PA 19130	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	27,020 00
St Gregory's Academy 135 St Gregory's Place Elmhurst Township, PA 18444	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	400 00
St. Hubert Catholic High School 7320 Torresdale Avenue Philadelphia, PA 19136	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,000 00
St Hugh of Cluny 3501 North Mascher Street Philadelphia, PA 19140	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	800 00
St. Ignatius of Loyola School 636 North 43rd Street Philadelphia, PA 19104	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	300 00
St Joachim's Catholic Community 1527 Church Street Philadelphia, PA 19124	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	500 00
St Joseph's Preparatory School 1733 Girard Avenue Philadelphia, PA 19130	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,800 00
St. Martin of Tours School 5450 Roosevelt Boulevard Philadelphia, PA 19124	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	500 00
St Rose of Lima School 425 Pennsylvania Avenue North Wales, PA 19454-3498	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	800.00

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**Line 3a - Grants and Contributions Paid During the Year**

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
St Veronica Elementary School 3521 North 6th Street Philadelphia, PA 19140	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	500 00
The Hill School 717 East High Street Pottstown, PA 19460	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
Timothy Academy 2637 North 4th Street Philadelphia, PA 19133-3195	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,500 00
Valley Christian School 2364 Huntingdon Pike Huntingdon Valley, PA 19006	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	10,890 00
Warren County Christian School Route 6 West Youngsville, PA 16371	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	3,900 00
West Catholic High School 4501 Chestnut Street Philadelphia, PA 19139	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,100 00
William Penn Charter School 3000 West School House Lane Philadelphia, PA 19144	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	800 00
Woodlynde School 445 Upper Gulph Road Strafford, PA 19087-5498				400 00

Total per Page 10, Part XV, Line 3a 1,735,475 32

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**Part XV**

**Line 3b - Grants and Contributions Approved for Future Payment**

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Archbishop Ryan High School 11201 Academy Road Philadelphia, PA 19154	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	6,100 00
Holy Ghost Preparatory School 2429 Bristol Pike Bensalem, PA 19020	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,700 00
Saint Albert the Great School 214 Welsh Road Huntingdon Valley, PA 19006	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,000 00
Saint Charles Borromeo School 1704 Bristol Pike Bensalem, PA 19020	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,000 00
St Hubert Catholic High School 7320 Torresdale Avenue Philadelphia, PA 19136	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	700.00

Total per Page 10, Part XV, Line 3b 13,500 00