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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE BECKET FAMILY FOUNDATION C/O ALANE BECKET		A Employer identification number 20-5259379
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 1342	Room/suite	B Telephone number 610-644-6469
City or town, state, and ZIP code MALVERN, PA 19355-0682		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ Foreign organizations meeting the 85% test, 2. check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,999,106.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	0.		N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	91,540.	91,540.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	18,310.			
	b Gross sales price for all assets on line 6a	292,755.			
	7 Capital gain net income (from Part IV, line 2)		18,310.		
	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)					
11 Other income	-1,692.	-1,692.		STATEMENT 2	
12 Total. Add lines 1 through 11	108,158.	108,158.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees	STMT 3	15,019.	15,019.	0.
	17 Interest				
	18 Taxes	STMT 4	870.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses	STMT 5	91.	0.	76.	
24 Total operating and administrative expenses. Add lines 13 through 23		15,980.	15,019.	76.	
25 Contributions, gifts, grants paid		92,652.		92,652.	
26 Total expenses and disbursements. Add lines 24 and 25		108,632.	15,019.	92,728.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-474.			
b Net investment income (if negative, enter -0-)			93,139.		
c Adjusted net income (if negative, enter -0-)			N/A		

16P

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	122,390.	11,924.	11,924.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	1,073,786.	1,213,634.	1,182,173.
	c Investments - corporate bonds STMT 7	681,019.	652,187.	671,209.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	45,965.	42,722.	126,533.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ <u>DIVIDEND RECEIVABLE</u>)	5,048.	7,267.	7,267.	
16 Total assets (to be completed by all filers)	1,928,208.	1,927,734.	1,999,106.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ _____)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	1,928,208.	1,927,734.		
30 Total net assets or fund balances	1,928,208.	1,927,734.		
31 Total liabilities and net assets/fund balances	1,928,208.	1,927,734.		

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)	1,928,208.
2 Enter amount from Part I, line 27a	-474.
3 Other increases not included in line 2 (itemize) ▶ _____	0.
4 Add lines 1, 2, and 3	1,927,734.
5 Decreases not included in line 2 (itemize) ▶ _____	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,927,734.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
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			
b			
c			
d			
e 292,755.		274,445.	18,310.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			18,310.

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	18,310.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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 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))
2010	65,242.	1,873,862.	.034817
2009	96,731.	1,586,365.	.060977
2008	98,186.	1,768,485.	.055520
2007	25,126.	1,965,431.	.012784
2006	0.	985,000.	.000000

2 Total of line 1, column (d)	2	.164098
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	.032820
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,042,738.
5 Multiply line 4 by line 3	5	67,043.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	931.
7 Add lines 5 and 6	7	67,974.
8 Enter qualifying distributions from Part XII, line 4	8	92,728.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	931.
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	931.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	931.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	840.	
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	840.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	91.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☒	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
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
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 Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>"N/A"</u>	13	X
14 The books are in care of ► <u>ST. CLAIR CPAS</u> Telephone no. ► <u>610-862-1998</u> Located at ► <u>101 WEST ELM STREET, STE 500, CONSHOHOCKEN, PA</u> ZIP+4 ► <u>19428</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2011, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No 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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b		
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ 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 instructions.) N/A	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? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2011 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 2011) N/A	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 2011?	4b		X

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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)? | ☐ 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)?

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?

N/A

☐ 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

X

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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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. 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

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 instructions.	
3	

Total. Add lines 1 through 3

0.

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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	1a	1,953,446.
b	Average of monthly cash balances	1b	120,400.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,073,846.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,073,846.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,108.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,042,738.
6	Minimum investment return. Enter 5% of line 5	6	102,137.

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

1	Minimum investment return from Part X, line 6	1	102,137.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	931.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	931.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	101,206.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	101,206.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	101,206.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	92,728.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	92,728.
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	5	931.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	91,797.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				101,206.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			92,652.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 92,728.				
a Applied to 2010, but not more than line 2a			92,652.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				76.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				101,130.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

NONE, PROVIDED THAT THE ORGANIZATION QUALIFIES UNDER IRC SECTION 501(C)3.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BACK ON MY FEET 1520 LOCUST STREET, SUITE 804 PHILADELPHIA, PA 19102	NONE	PUBLIC	CHARITABLE	1,000.
BAKER INDUSTRIES 184 PENNSYLVANIA AVENUE MALVERN, PA 19355-2864	NONE	PUBLIC	CHARITABLE	4,000.
BETHESDA PROJECT 1630 SOUTH STREET PHILADELPHIA, PA 19146	NONE	PUBLIC	CHARITABLE	5,000.
BISHOP SHANAHAN HIGH SCHOOL 220 WOODBINE ROAD DOWNINGTOWN, PA 19335	NONE	EDUCATION	CHARITABLE	5,000.
CRADLES TO CRAYONS 141 GIBRALTAR ROAD HORSHAM, PA 19044	NONE	PUBLIC	CHARITABLE	3,860.
Total	SEE CONTINUATION SHEET(S)			92,652.
b Approved for future payment				
NONE				
Total				0.

Enter gross amounts unless otherwise indicated.

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

[illegible]

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1391.304 AMERICAN GROWTH FUND OF AMERICA	P	01/01/10	08/29/11
b	1459.410 ASG DIVERSIFYING STRATEGIES	P	01/01/11	07/21/11
c	PRINCIPAL PAYMENT CITI GROUP 125581FT0	P	01/01/10	05/02/11
d	PRINCIPAL PAYMENT CITI GROUP 125581FU7	P	01/01/10	10/13/11
e	911.327 DAVIS NEW YORK VENTURE	P	01/01/10	08/29/11
f	2459.302 DWS ALTERNATIVE ASSET	P	01/01/10	07/21/11
g	158.499 DWS ALTERNATIVE ASSET	P	08/10/10	07/21/11
h	1990.050 DWS SELECT ALTERNATIVE	P	02/04/10	07/21/11
i	155.873 DWS SELECT ALTERNATIVE	P	08/10/10	07/21/11
j	2641.758 DWS SHORT DURATION FUND	P	01/01/11	07/21/11
k	277.008 HARTFORD CAPITAL APPRECIATION	P	01/26/11	08/29/11
l	262.708 PIMCO TOTAL RETURN	P	01/01/10	01/26/11
m	21.879 PIMCO TOTAL RETURN	P	01/01/11	01/26/11
n	5127.701 PIMCO TOTAL RETURN	P	01/01/10	01/26/11
o	427.045 PIMCO TOTAL RETURN	P	01/01/11	01/26/11

(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 39,996.		35,695.	4,301.
b 15,101.		15,007.	94.
c 7,229.		8,079.	-850.
d 10,844.		12,119.	-1,275.
e 29,140.		26,615.	2,525.
f 23,486.		21,270.	2,216.
g 1,514.		1,371.	143.
h 23,184.		21,134.	2,050.
i 1,816.		1,655.	161.
j 25,138.		25,384.	-246.
k 8,272.		10,004.	-1,732.
l 2,844.		2,785.	59.
m 237.		232.	5.
n 55,581.		54,361.	1,220.
o 4,629.		4,527.	102.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4,301.
b			94.
c			-850.
d			-1,275.
e			2,525.
f			2,216.
g			143.
h			2,050.
i			161.
j			-246.
k			-1,732.
l			59.
m			5.
n			1,220.
o			102.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 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). If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	2852.768 TCW SHORT TERM BOND	P	01/01/11	07/21/11
b	PRINCIPAL PAYMENT WELLS MTG BACKED SECTR	P	01/23/07	01/25/11
c	PRINCIPAL PAYMENT WELLS MTG BACKED SECTR	P	01/23/07	02/25/11
d	AMERIGAS PARTNERS LP-NET SECTION 1231 GAIN	P	01/01/10	12/31/11
e	ATLAS PIPELINE PARTNERS-NET SECTION 1231 LOSS	P	01/01/10	12/31/11
f	ATLAS PIPELINE PARTNERS	P	01/01/10	12/31/11
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

(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 25,329.		25,505.	-176.
b 4,394.		4,311.	83.
c 5,845.		4,323.	1,522.
d 51.			51.
e		68.	-68.
f 3,532.			3,532.
g 4,593.			4,593.
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-176.
b			83.
c			1,522.
d			51.
e			-68.
f			3,532.
g			4,593.
h			
i			
j			
k			
l			
m			
n			
o			

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	18,310.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERIGAS PARTNERS LP -INTEREST INCOME	212.	0.	212.
ATLAS PIPELINE PARTNERS LP- INTEREST INCOME	199.	0.	199.
COMMONWEALTH FINANCIAL NETWORK-DIVIDEND INCOME	46,468.	4,593.	41,875.
COMMONWEALTH FINANCIAL NETWORK-INTEREST INCOME	48,512.	0.	48,512.
SUNOCO LOGISTICS PARTNERS LP-DIVIDEND INCOME	741.	0.	741.
SUNOCO LOGISTICS PARTNERS LP-INTEREST INCOME	1.	0.	1.
TOTAL TO FM 990-PF, PART I, LN 4	96,133.	4,593.	91,540.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AMERIGAS PARTNERS LP	-1,129.	-1,129.	
ATLAS PIPELINE PARTNERS LP	-1,590.	-1,590.	
SUNOCO LOGISTICS PARTNER LP	1,024.	1,024.	
ATLAS PIPELINE PARTNERS LP	35.	35.	
SUNOCO LOGISTICS PARTNER LP	-32.	-32.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-1,692.	-1,692.	

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	15,019.	15,019.		0.
TO FORM 990-PF, PG 1, LN 16C	15,019.	15,019.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	870.	0.		0.
TO FORM 990-PF, PG 1, LN 18	870.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NON-DEDUCTIBLE EXPENSE				
PARTNERSHIP	15.	0.		0.
POSTAGE	76.	0.		76.
TO FORM 990-PF, PG 1, LN 23	91.	0.		76.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1389 SHS AEGON NV PERP CAP SECS 6.875%	25,041.	27,044.
5230.651 AMERICAN CENTURY EQUITY INCOM	30,448.	38,027.
1314.602 AMERICAN GROWTH FUND OF AMERICA	33,755.	37,545.
2,500 SHS APPOLLO INVT CORP	57,260.	16,100.
2,500 SHS ARES CAP CORP	48,926.	38,625.
1,063 SHS BARCLAYS BK PLC SPONS ADR SER 4 PFD	24,941.	22,408.
5390.313 BBH CORE SELECT FUND CL N	73,025.	80,262.
610 SHS CITI GROUP INC NEW COME NEW	18,603.	21,271.
506 SHS GENL ELEC CAP CORP 4.50% STEP UP	9,982.	13,151.
2,000 SHS JP MORGAN CHASE CAP XII TR PFD 6.25%	50,174.	50,860.
1,099 SHS JP MORGAN CHASE CAP X TR PFD 7%	25,061.	28,079.
496 SHS METLIFE INC PFD 5.875%	10,018.	13,015.
2,200 SHS MORGAN STANLEY CAP TR VI	55,991.	47,762.
11194.108 SHS PIMCO HIGH YIELD CLASS A	100,790.	100,523.
12007.041 SHS THORNBURG INCOME FUND	147,105.	139,402.
2,000 SHS VORNADO RLTY TR PFD SER I	49,968.	50,380.
722 SHS WACHOVIA PFD FDG CORP	10,004.	18,642.
1,010 SHS WELLS FARGO CAP XII ENHANCED TR	25,052.	26,250.
6513.537 SHS DWS SELECT ALTERNATIVE	69,173.	69,304.

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1187.419 SHS - MAINSTAY ICAP	40,732.	40,325.
1123.836 SHS - PRINCIPAL PREFERRED SECURITIES	10,985.	10,587.
4266.831 SHS - PUTNAM ABSOLUTE RETURN 700	48,331.	46,380.
8015.379 SHS DWS ALTERNATIVE ASSET	69,322.	69,734.
4385.834 SHS PUTNAM ABSOLUTE RETURN 500	47,540.	46,271.
2732.488 DWS FLOATING RATE	25,582.	24,784.
2475.130 SHS GATEWAY FUND CLASS Y	65,775.	65,319.
1087.351 SHS HARBOR CAPITAL APPREC.	40,050.	40,123.
701.595 SHS DAVIS NEW YORK VENTURE CI A	0.	0.
2,616.923 SHS - DWS SHORT DURATION PLUS	0.	0.
5,820.645 SHS PIMCO TOTAL RETURN ISTL	0.	0.
2,812.144 SHS- TCW BOND	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,213,634.	1,182,173.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
50,000 BELLSOUTH CORP NOTES 4.75% 11/15/2012	50,068.	51,674.
10,631 SHS CITI GROUP INC SECD NT-A 7% 5/1/2015	12,119.	10,562.
17,719 SHS CITI GROUP INC SECD NT-A 7% 5/1/2016	20,200.	17,719.
24,807 SHS CITI GROUP INC SECD NT-A 7% 5/1/2017	28,279.	24,807.
100,000 DEUTSCHE TELEKOM INTERNATIONAL	98,995.	111,288.
75,000 HERSHEY CO NT 4.85% 08/15/15	73,695.	83,699.
75,000 PITNEY BOWES INC GLBL 4.875% 8/15/14	74,973.	79,748.
50,000 SHS VERIZON GLBL FDG CORP 4.375% 6/1/13	48,858.	52,389.
250,000 SHS WELLS FARGO MTG BACKED SEC 2006-6 5.75% 5/25/36	245,000.	239,323.
10,631 SHS CITI GROUP INC SECD NT-A 7% 5/1/2014	0.	0.
7,087 SHS CITI GROUP INC SECD NT-A 7% 5/1/2013	0.	0.
240,000 SHS WELLS FARGO MTG BACKED SEC 2006-3 5.5% 3/25/2036	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	652,187.	671,209.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
801 AMERIGAS PARTNERS LP UTS	COST	11,985.	36,774.
733 ATLAS PIPELINE PARTNERS LP UTS	COST	15,398.	27,231.
1587 SUNOCO LOGISTICS PARTNERS	COST	15,339.	62,528.
TOTAL TO FORM 990-PF, PART II, LINE 13		42,722.	126,533.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 9
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALANE BECKET 1412 LARCH LANE WEST CHESTER, PA 19380	PRESIDENT & TREASURER 0.75	0.	0.	0.
ANN BARRIE FILA 1210 HAMILTON DRIVE WEST CHESTER, PA 19380	SECRETARY 0.75	0.	0.	0.
MILTON BECKET 1270 S. LEOPARD ROAD BERWYN, PA 19312	DIRECTOR 0.50	0.	0.	0.
GEORGI BECKET 62 MAIN STREET WAYNE, PA 19087	DIRECTOR 0.50	0.	0.	0.
SCOTT BECKET 8405 CANYON ROAD, NE ALBUQUERQUE, NM 87111	DIRECTOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DEAN RANDAZZO CANCER FOUNDATION P.O. BOX 149 SOMERS POINT, NJ 08244	NONE	PUBLIC	CHARITABLE	3,861.
DISABLED AMERICAN VETERANS CHARITABLE SERVICE TRUST P.O. BOX 14301 CINCINNATI, OH 45250	NONE	PUBLIC	CHARITABLE	4,500.
DISMAS HOUSE N.M P.O. BOX 6101 ALBUQUERQUE, NM 88719	NONE	PUBLIC	CHARITABLE	6,500.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	PUBLIC	CHARITABLE	3,860.
HOMEAID FOR AFRICA REPLACEMENT 1191 SHADY GROVE WAY WEST CHESTER, PA 19382	NONE	PUBLIC	CHARITABLE	1,500.
JOHN DAU SUDAN FOUNDATION 518 JAMES STREET, SUITE 200 SYRACUSE, NY 13220	NONE	PUBLIC	CHARITABLE	2,000.
LANKENAU HOSPITAL FOUNDATION/THE HEART CENTER AT LANKENAU 100 LANCASTER AVENUE WYNNEWOOD, PA 19096	NONE	PUBLIC	CHARITABLE	2,500.
LARGE ANIMAL PROTECTION SOCIETY (LAPS) 195 PHILLIPS PARK DRIVE WILLIAMSPORT, PA 17702	NONE	PUBLIC	CHARITABLE	1,000.
PHILADELPHIA CORPORATION FOR AGING (PCA) 624 N BROAD STREET PHILADELPHIA, PA 19130	NONE	PUBLIC	CHARITABLE	3,000.
PROJECT HOME 1515 FAIRMOUNT AVENUE PHILADELPHIA, PA 19130	NONE	PUBLIC	CHARITABLE	2,442.
Total from continuation sheets				73,792.

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Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE CHILDREN'S HEALTH FUND 215 WEST 125TH STREET, SUITE 301 NEW YORK, NY 10027	NONE	PUBLIC	CHARITABLE	3,861.
THORNCROFT EQUESTRIAN CENTER 190 LINE ROAD MALVERN, PA 19355	NONE	PUBLIC	CHARITABLE	2,000.
WEST CHESTER FRIENDS SCHOOL 415 NORTH HIGH STREET WEST CHESTER, PA 19380	NONE	EDUCATION	CHARITABLE	3,500.
EXCHANGE CLUB FAMILY CENTER 310 NORTH MATLACK STREET WEST CHESTER, PA 19380	NONE	PUBLIC	CHARITABLE	2,000.
HOPE SPRINGS EQUESTRIAN THERAPY PO BOX 156 CHESTER SPRINGS, PA 19425	NONE	PUBLIC	CHARITABLE	2,000.
PHILABUNDANCE 3616 SOUTH GALLOWAY STREET PHILADELPHIA, PA 19148	NONE	PUBLIC	CHARITABLE	1,384.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	PUBLIC	CHARITABLE	4,500.
FREE THE SLAVES 1320 19TH STREET, NW SUITE 600 WASHINGTON, DC 20036	NONE	PUBLIC	CHARITABLE	4,500.
SMALL STEPS IN SPEECH PO BOX 134 COLLINGSWOOD, NJ 08108	NONE	PUBLIC	CHARITABLE	1,942.
SURREY SERVICES 28 BRIDGE AVE BERWYN, PA 19312	NONE	PUBLIC	CHARITABLE	3,000.
Total from continuation sheets				

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Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TWILIGHT WISH FOUNDATION PO BOX 324 FOUNTAINVILLE, PA 18923	NONE	PUBLIC	CHARITABLE	3,000.
LODESTAR DOG RANCH D/B/A LUVIN' LABS PO BOX 52212 ALBUQUERQUE, NM 87181	NONE	PUBLIC	CHARITABLE	1,442.
YOUTH MATTERS FOUNDATION, INC PO BOX 20808 ALBUQUERQUE, NM 87154	NONE	PUBLIC	CHARITABLE	7,500.
ANDREW L. HICKS, JR. FOUNDATION 116 WEST MARKET STREET WEST CHESTER, PA 19382	NONE	PUBLIC	CHARITABLE	1,000.
NORTH LIGHT COMMUNITY CENTER 175 GREEN LANE PHILADELPHIA, PA 19127	NONE	PUBLIC	CHARITABLE	1,000.
Total from continuation sheets				