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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

2011**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements**For calendar year 2011 or tax year beginning****, 2011, and ending****, 20**

Name of foundation Aqua Charitable Trust		A Employer identification number 23-2985234
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 610 645-1134
762 West Lancaster Avenue		
City or town, state, and ZIP code Bryn Mawr, PA 19010		
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		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 ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 75,058.00	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	

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 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)		400,000.00			
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					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)					
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		400,000.00			
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)					
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		118.00			
24 Total operating and administrative expenses. Add lines 13 through 23		118.00			
25 Contributions, gifts, grants paid		449,375.00			
26 Total expenses and disbursements. Add lines 24 and 25		449,493.00			
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-49,493.00			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

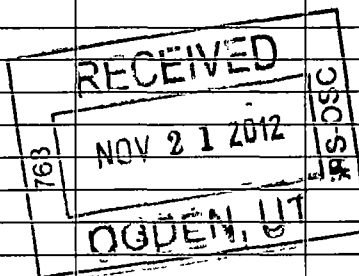
For Paperwork Reduction Act Notice, see instructions.

JSA

Form 990-PF (2011)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	129,302.00		75,058.00
	2 Savings and temporary cash investments			
	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 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)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	129,302.00	75,058.00	75,058.00	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
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	129,302.00	75,058.00	
	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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)			
	31 Total liabilities and net assets/fund balances (see instructions)			

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	129,302.00
2 Enter amount from Part I, line 27a	2	-49,493.00
3 Other increases not included in line 2 (itemize) ▶ <u>Transfer from closed savings acct</u>	3	10,350.00
4 Add lines 1, 2, and 3	4	90,159.00
5 Decreases not included in line 2 (itemize) ▶ <u>Outstanding checks</u>	5	15,101.00
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	75,058.00

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					
c					
d N/A					
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					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☐ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010			
2009			
2008			
2007			
2006			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 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			8 449,493.00

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		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		
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
3 Add lines 1 and 2		3
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5
6 Credits/Payments		
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	
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	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
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
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)? 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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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?		X
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) ☐		
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		

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?	13	X	
Website address <u>www.aquaamerica.com</u>				
14	The books are in care of <u>The Directors</u> Telephone no <u></u>			
Located at <u>762 West Lancaster Ave. Bryn Mawr, PA</u> ZIP + 4 <u>19010</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 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?	16	Yes	No
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>				

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 File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
(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)? ☐ Yes ☒ No	1b	
Organizations relying on a current notice regarding disaster assistance check here <u></u>		
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? ☐ Yes ☒ No	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 <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐ Yes ☒ No	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. <u></u>		
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) ☐ Yes ☒ No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ Yes ☒ No	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? ☐ Yes ☒ No	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **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

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? ☐ **6b** ☒

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Nicholas DeBenedictis-President	0.5 hr	0.00	0.00	0.00
Roy H. Stahl - VP and Secretary	0.5 hr	-		
David P. Smeltzer - Treasurer	0.5 hr	0.00	0.00	0.00
Christopher H. Franklin - Vice President	0.5 hr	0.00	0.00	0.00

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3 ▶	

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

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

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

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 449,493.00
b	Program-related investments - total from Part IX-B	1b
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	4 449,493.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 449,493.00

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
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				
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 449,493.00				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
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				

Part XIV Private Operating Foundations (see 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 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) 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 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))

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

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 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

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form **990-PF** (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c	N/A					
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)					
13	Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | Yes | No |
|----------|---|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule -

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

10/16/2012
Date

Treasurer
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

Employer identification number

Aqua Charitable Trust

23-2985234

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

Aqua Charitable Trust

Employer identification number

23-2985234

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Aqua Pennsylvania Inc	\$ 400,000.00	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number

23-2985234

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	N/A _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

<u>Account Name</u>	<u>Check Number</u>	<u>Recipient Status</u>	<u>Date</u>	<u>Purpose</u>	<u>Disbursed Amount</u>	<u>Check Number</u>
Academy In Manyunk	4764	Exempt	11/7/2011	Education	\$500.00	4764
Academy of Music	4781	Exempt	11/23/2011	Arts & Culture	\$2,240.00	4781
African American Female Entrepreneurs	4702	Exempt	7/21/2011	Arts & Culture	\$500.00	4702
American Catholic Historical Society	4751	Exempt	10/12/2011	Community	\$1,000.00	4751
American Diabetes Association	4674	Exempt	6/15/2011	Health&Human Svcs	\$1,000.00	4674
American Heart Association	4545	Exempt	1/24/2011	Health&Human Svcs	\$5,000.00	4545
American Jewish Committee	4537	Exempt	1/7/2011	Community	\$2,500.00	4537
American Jewish Committee	4557	Exempt	2/24/2011	Community	\$1,000.00	4557
American Jewish Committee	4770	Exempt	11/7/2011	Community	\$1,000.00	4770
American Red Cross	4657	Exempt	4/25/2011	Health&Human Svcs	\$5,000.00	4657
American Revolutionary Center, The	4804	Exempt	12/21/2011	Community	\$5,000.00	4804
Ann Silverman Community Health Clinic	4565	Exempt	3/18/2011	Health&Human Svcs	\$1,000.00	4565
Anti-Defamation League	4733	Exempt	9/20/2011	Community	\$6,000.00	4733
Ardmore Community Development Fund	4727	Exempt	9/20/2011	Community	\$300.00	4727
Arthur Ashe Youth Tennis & Education	4779	Exempt	11/23/2011	Community	\$1,000.00	4779
Arts and Business Council of Greater Philadelphia	4645	Exempt	4/25/2011	Arts & Culture	\$875.00	4645
Audubon Pennsylvania	4717	Exempt	8/30/2011	Environment	\$1,000.00	4717
Bensalem Economic Development Corporation	4656	Exempt	4/25/2011	Community	\$150.00	4656
BLOCS-Business Leaders Organized for Catholic Schools	4628	Exempt	4/7/2011	Community	\$1,000.00	4628
Boys & Girls Club Along the Allegheny, Inc.	4713	Exempt	8/30/2011	Community	\$100.00	4713
Boys Town of Italy	4771	Exempt	11/7/2011	Community	\$1,350.00	4771
Brandywine Conservancy	4652	Exempt	4/25/2011	Environment	\$400.00	4652
Brandywine Conservancy	4694	Exempt	7/21/2011	Environment	\$150.00	4694
Brandywine Valley Association, Inc.	4569	Exempt	3/18/2011	Environment	\$1,000.00	4569
Brandywine Valley Association, Inc.	4711	Exempt	8/30/2011	Environment	\$500.00	4711
Brandywine Valley Association, Inc.	4743	Exempt	9/29/2011	Environment	\$625.00	4743
Bristol Senior Athletic Association	4707	Exempt	8/4/2011	Community	\$200.00	4707
Bryn Mawr Beautiful Foundation	4684	Exempt	7/6/2011	Community	\$500.00	4684
Bryn Mawr Beautiful Foundation	4685	Exempt	7/6/2011	Community	\$1,000.00	4685
Bryn Mawr Fire Company	4264	Exempt	2/24/2011	Community	VOID	4264
Bryn Mawr Hospital, The	4541	Exempt	1/24/2011	Health&Human Svcs	\$5,000.00	4541
Bryn Mawr Rehabilitation Hospital	4720	Exempt	9/7/2011	Health&Human Svcs	\$1,000.00	4720
Bucks Beautiful	4556	Exempt	2/24/2011	Community	\$1,000.00	4556
Bucks County Community College	4797	Exempt	12/15/2011	Education	\$3,000.00	4797
Cabrini College	4547	Exempt	1/24/2011	Education	\$1,000.00	4547
CASA Youth Advocates	4750	Exempt	9/29/2011	Community	\$1,000.00	4750
Center for Autism, The	4682	Exempt	7/6/2011	Health&Human Svcs	\$1,000.00	4682
Chester County Art Association	4625	Exempt	4/7/2011	Arts & Culture	\$1,000.00	4625
Chester County Chamber Foundation	4611	Exempt	4/7/2011	Community	\$1,000.00	4611
Chester County Chamber Foundation	4805	Exempt	12/21/2011	Community	\$5,000.00	4805
Chester County Community Foundation	4644	Exempt	4/25/2011	Community	\$1,000.00	4644
Chester County Hero Fund	4710	Exempt	8/30/2011	Community	\$500.00	4710

Chester County Historical Society	4748	Exempt	9/29/2011	Community	\$5,000.00	4748
Chester-Ridley-Crum Watershed Association	4624	Exempt	4/7/2011	Environment	\$1,500.00	4624
Chester-Ridley-Crum Watershed Association	4668	Exempt	6/15/2011	Environment	\$200.00	4668
Chester-Ridley-Crum Watershed Association	4735	Exempt	9/20/2011	Environment	\$1,000.00	4735
Cheyney Foundation	4699	Exempt	7/21/2011	Education	\$950.00	4699
Children's Crisis Treatment Center	4662	Exempt	5/9/2011	Health&Human Svcs	\$1,200.00	4662
Children's Hospital of Pittsburgh Foundation, The	4723	Exempt	9/7/2011	Health&Human Svcs	\$5,000.00	4723
Colonial Neighborhood Council	4666	Exempt	5/9/2011	Community	\$500.00	4666
Community Action Agency of Delaware County	4752	Exempt	10/12/2011	Community	\$1,000.00	4752
Community Arts Center	4642	Exempt	4/25/2011	Arts & Culture	\$500.00	4642
Community College of Philadelphia	4665	Exempt	5/9/2011	Education	\$500.00	4665
Community YMCA	4663	Exempt	5/9/2011	Community	\$2,000.00	4663
Community YMCA	4762	Exempt	11/7/2011	Community	\$500.00	4762
Conservation Fund	4687	Exempt	7/6/2011	Environment	\$1,000.00	4687
CORA Services, Inc.	4766	Exempt	11/7/2011	Community	\$750.00	4766
Cradle of Liberty, BSA	4527	Exempt	1/7/2011	Community	\$2,500.00	4527
Cradle of Liberty, BSA	4658	Exempt	4/25/2011	Community	\$3,000.00	4658
Cradle of Liberty, BSA	4688	Exempt	7/6/2011	Community	\$5,000.00	4688
Cradle of Liberty, BSA	4803	Exempt	12/21/2011	Community	\$1,000.00	4803
Crisis Assistance Ministry	4785	Exempt	12/15/2011	Human Services	\$150.00	4785
Crozer-Chester Foundation	4558	Exempt	2/24/2011	Community	\$3,500.00	4558
Cuddle My Kids	4528	Exempt	1/7/2011	Community	\$500.00	4528
Cystic Fibrosis Foundation- Del Valley Chapter	4746	Exempt	9/29/2011	Health&Human Svcs	\$1,200.00	4746
Darby Creek Valley Association	4570	Exempt	3/18/2011	Environment	\$500.00	4570
DCCC Educational Foundation	4613	Exempt	4/7/2011	Education	\$1,500.00	4613
Delaware County Chamber Foundation	4763	Exempt	11/7/2011	Community	\$1,000.00	4763
Delaware County Community Foundation	4753	Exempt	10/12/2011	Community	\$5,000.00	4753
Delaware County Historical Society	4529	Exempt	1/7/2011	Community	\$500.00	4529
Delaware County Historical Society	4695	Exempt	7/21/2011	Community	\$5,000.00	4695
Delaware County Historical Society	4703	Exempt	8/4/2011	Community	\$250.00	4703
Delaware County Historical Society	4773	Exempt	11/23/2011	Community	\$500.00	4773
Delaware County Intermediate Unit Edu Foundation	4708	Exempt	8/4/2011	Education	\$300.00	4708
Delaware County Library System	4555	Exempt	2/24/2011	Community	\$1,000.00	4555
Delaware County SPCA	4566	Exempt	3/18/2011	Community	\$1,000.00	4566
Delaware County SPCA	4726	Exempt	9/12/2011	Community	\$1,000.00	4726
Delaware County Veterans Memorial Association	4724	Exempt	9/7/2011	Community	\$1,500.00	4724
Delaware County Veterans Memorial Association	4798	Exempt	12/15/2011	Community	\$5,000.00	4798
Delaware Valley Science Fairs	4629	Exempt	3/22/2011	Education	\$500.00	4629
Devereux PA	4730	Exempt	9/20/2011	Community	\$6,000.00	4730
Drexel University	4530	Exempt	1/7/2011	Education	\$5,000.00	4530
Drexel University	4627	Exempt	4/7/2011	Education	\$5,000.00	4627
Drexel University College of Medicine	4561	Exempt	2/24/2011	Education	\$250.00	4561
Drexel University College of Medicine	4676	Exempt	6/15/2011	Education	\$5,000.00	4676
Drexel University College of Medicine	4744	Exempt	9/29/2011	Education	\$6,000.00	4744

Eastern University	4715	Exempt	8/30/2011	Education	\$800.00	4715
Economy League of Greater Philadelphia	4758	Exempt	11/7/2011	Community	\$1,000.00	4758
Economy League of Greater Philadelphia	4758	Exempt	12/19/2011	Community	(\$1,000.00)	4758
Economy League of Greater Philadelphia	4802	Exempt	12/20/2011	Community	\$1,000.00	4802
Elder Net	4677	Exempt	7/6/2011	Human Services	\$500.00	4677
Elwyn Foundation	4622	Exempt	4/7/2011	Human Services	\$5,000.00	4622
Fairmount Park Conservancy	4650	Exempt	4/25/2011	Environment	\$5,000.00	4650
Fairmount Park Conservancy	4807	Exempt	12/21/2011	Environment	\$5,000.00	4807
Faith Covenant Family Church	4782	Exempt	12/7/2011	Community	\$3,000.00	4782
Flotilla 82	4698	Exempt	7/21/2011	Community	\$250.00	4698
Foreign Policy Research Institute	4636	Exempt	3/22/2011	Community	\$2,500.00	4636
Foreign Policy Research Institute	4768	Exempt	11/7/2011	Community	\$800.00	4768
Foundation of the Delaware County Chamber	4683	Exempt	7/6/2011	Community	\$1,000.00	4683
Franklin Institute Science Museum	4678	Exempt	7/6/2011	Arts & Culture	\$2,500.00	4678
Free Library of Philadelphia	4531	Exempt	1/7/2011	Community	\$2,500.00	4531
Free Library of Philadelphia	4777	Exempt	11/23/2011	Community	\$1,500.00	4777
Freire Charter School	4651	Exempt	4/25/2011	Education	\$1,000.00	4651
Friends Association	4778	Exempt	11/23/2011	Community	\$2,500.00	4778
Friends of Ardmore Avenue School	4786	Exempt	12/15/2011	Education	\$150.00	4786
G. Fred DiBona, Jr. Memorial Foundation	4692	Exempt	7/6/2011	Human Services	\$3,000.00	4692
Gaudenzia, Inc.	4617	Exempt	4/7/2011	Human Services	\$500.00	4617
Girl Scouts of SE PA	4546	Exempt	1/24/2011	Community	\$3,000.00	4546
Goshen Fire Company	4267	Exempt	2/24/2011	Community	(\$1,000.00)	4267
Greater Glenside Patriotic Association	4696	Exempt	7/21/2011	Community	\$500.00	4696
Green Lane Fire Company	4626	Exempt	4/7/2011	Community	\$250.00	4626
Handi-Crafters, Inc.	4551	Exempt	2/8/2011	Community	\$500.00	4551
Harcum College	4661	Exempt	5/9/2011	Education	\$750.00	4661
Heritage of Faith - Vision of Hope	4792	Exempt	12/15/2011	Community	\$5,000.00	4792
Historic Lansdowne Theater Corporation	4697	Exempt	7/21/2011	Arts & Culture	\$2,500.00	4697
Historical Society of Pennsylvania	4754	Exempt	10/12/2011	Community	\$5,000.00	4754
Holy Family University	4621	Exempt	4/7/2011	Education	\$1,000.00	4621
Holy Redeemer Health System	4787	Exempt	12/15/2011	Health&Human Svcs	\$150.00	4787
Institute for the Advancement of Women in Law Enforcement	4322	Exempt	7/21/2011	Community	(\$150.00)	4322
International Tour de Toona	4689	Exempt	7/6/2011	Arts & Culture	\$500.00	4689
Jaws Youth Fund	4664	Exempt	5/9/2011	Community	\$1,000.00	4664
John James Audubon Center	4646	Exempt	4/25/2011	Community	\$500.00	4646
Junior Achievement of Delaware Valley	4679	Exempt	7/6/2011	Community	\$5,000.00	4679
Junior Achievement of Delaware Valley	4680	Exempt	7/6/2011	Community	\$4,000.00	4680
Justinian Foundation, The	4673	Exempt	6/15/2011	Community	\$250.00	4673
Juvenile Diabetes Research Foundation	4653	Exempt	4/25/2011	Health&Human Svcs	\$5,000.00	4653
Kimmel Center	4671	Exempt	6/15/2011	Arts & Culture	\$5,000.00	4671
Kimmel Center	4788	Exempt	12/15/2011	Arts & Culture	\$150.00	4788
King of Prussia Volunteer Fire Company	4268	Exempt	2/24/2011	Community	(\$1,000.00)	4268
Lankenau Hospital Foundation	4639	Exempt	4/25/2011	Health&Human Svcs	\$1,000.00	4639

LaSalle University	4550	Exempt	2/8/2011	Education	\$2,000.00	4550
Laurels at Landhope	4706	Exempt	8/4/2011	Human Services	\$425.00	4706
League of Women Voters	4749	Exempt	9/29/2011	Community	\$1,000.00	4749
Legal Clinic for the Disabled	4634	Exempt	3/22/2011	Community	\$200.00	4634
Lower Merion Library Foundation	4793	Exempt	12/15/2011	Community	\$5,000.00	4793
Lundale Farm, Inc.	4739	Exempt	9/29/2011	Community	\$250.00	4739
Magee Rehabilitation	4623	Exempt	4/7/2011	Health&Human Svcs	\$1,250.00	4623
Magee Rehabilitation	4769	Exempt	11/7/2011	Health&Human Svcs	\$5,000.00	4769
Make A Wish Foundation	4681	Exempt	7/6/2011	Human Services	\$500.00	4681
March of Dimes	4633	Exempt	3/22/2011	Human Services	\$1,300.00	4633
Media Arts Council	4686	Exempt	7/6/2011	Arts & Culture	\$1,000.00	4686
Media Theatre for the Performing Arts, The	4538	Exempt	1/7/2011	Arts & Culture	\$2,500.00	4538
Melmark Charitable Foundation	4700	Exempt	7/21/2011	Community	\$1,000.00	4700
Middletown Township Fire Company	4269	Exempt	2/24/2011	Community	(\$1,000.00)	VOID
Millay Club, The	4654	Exempt	4/25/2011	Community	\$500.00	4654
Mission Kids Child Advocacy Center of Montgomery County	4568	Exempt	3/18/2011	Community	\$500.00	4568
Montgomery County Lands Trust	4632	Exempt	3/22/2011	Environment	\$1,000.00	4632
National Multiple Sclerosis Society	4716	Exempt	8/30/2011	Health&Human Svcs	\$500.00	4716
Need in Deed	4704	Exempt	8/4/2011	Community	\$1,000.00	4704
Nello Memorial Committee	4691	Exempt	7/6/2011	Health&Human Svcs	\$650.00	4691
Nepal Foundation, The	4789	Exempt	12/15/2011	Education	\$150.00	4789
Neumann University	4540	Exempt	1/24/2011	Education	\$250.00	4540
Neumann University	4567	Exempt	3/18/2011	Education	\$600.00	4567
Neumann University	4774	Exempt	11/23/2011	Education	\$250.00	4774
New Horizons Center	4612	Exempt	4/7/2011	Community	\$500.00	4612
Newlin Grist Mill	4729	Exempt	9/20/2011	Community	\$500.00	4729
North Pocono Public Library	4728	Exempt	9/20/2011	Community	\$1,000.00	4728
North Pocono Public Library	4738	Exempt	9/29/2011	Community	\$1,000.00	4738
North Pocono Public Library	4738	Exempt	12/21/2011	Community	(\$1,000.00)	VOID
Northwestern Human Services Foundation	4675	Exempt	6/15/2011	Community	\$500.00	4675
Oakmont Fire Company No. 1	4759	Exempt	11/7/2011	Community	\$5,000.00	4759
Paoli Memorial Hospital	4640	Exempt	4/25/2011	Health&Human Svcs	\$1,000.00	4640
Parkland Fire Company	4270	Exempt	2/24/2011	Community	(\$1,000.00)	VOID
Partnership for the Delaware Estuary, Inc.	4719	Exempt	9/7/2011	Environment	\$2,000.00	4719
PCVB Foundation	4549	Exempt	1/25/2011	Community	\$5,000.00	4549
PCVB Foundation	4772	Exempt	11/7/2011	Community	\$1,000.00	4772
Penn Foundation	4761	Exempt	11/7/2011	Community	\$500.00	4761
Pennsylvania Academy of the Fine Arts	4757	Exempt	11/7/2011	Arts & Culture	\$1,000.00	4757
Pennsylvania Ballet	4631	Exempt	3/22/2011	Arts & Culture	\$2,500.00	4631
Pennsylvania Coalition Against Rape	4667	Exempt	6/15/2011	Community	\$350.00	4667
Pennsylvania Environmental Council	4672	Exempt	6/15/2011	Environment	\$1,500.00	4672
Pennsylvania Horticultural Society	4548	Exempt	1/24/2011	Community	\$3,500.00	4548
Pennsylvania Horticultural Society	4554	Exempt	2/8/2011	Community	\$1,500.00	4554
Pennsylvania Horticultural Society	4659	Exempt	5/9/2011	Community	\$1,000.00	4659

Pennsylvania Resources Council, Inc. (PRC)	4669	Exempt	6/15/2011	Environment	\$250.00	4669
Pennsylvania Resources Council, Inc. (PRC)	4765	Exempt	11/7/2011	Environment	\$1,500.00	4765
Pennsylvania Society	4638	Exempt	3/22/2011	Community	\$5,000.00	4638
Pennsylvania Society	4721	Exempt	9/7/2011	Community	\$1,000.00	4721
Pennsylvania Society	4736	Exempt	9/20/2011	Community	\$3,500.00	4736
Pennsylvania Society	4780	Exempt	11/23/2011	Community	\$3,500.00	4780
Pennsylvania Veterans Museum	4564	Exempt	3/18/2011	Community	\$2,500.00	4564
Perkiomen Watershed Conservancy	4559	Exempt	2/24/2011	Environment	\$1,800.00	4559
Perkiomen Watershed Conservancy	4742	Exempt	9/29/2011	Environment	\$1,200.00	4742
Philabundance	4709	Exempt	8/30/2011	Community	\$500.00	4709
Philadelphia Academies, Inc.	4647	Exempt	4/25/2011	Education	\$2,500.00	4647
Philadelphia Hospitality, Inc.	4725	Exempt	9/7/2011	Community	\$5,000.00	4725
Philadelphia Orchestra, The	4705	Exempt	8/4/2011	Arts & Culture	\$5,000.00	4705
Philadelphia Young Playwrights	4620	Exempt	4/7/2011	Arts & Culture	\$500.00	4620
Philadelphia Zoo, The	4747	Exempt	9/29/2011	Community	\$1,000.00	4747
Philadelphia Zoo, The	4799	Exempt	12/15/2011	Community	\$5,000.00	4799
Police Athletic League of Philadelphia	4649	Exempt	4/25/2011	Community	\$4,000.00	4649
Princeton Public Library	4790	Exempt	12/15/2011	Community	\$150.00	4790
R.W. Sorrell Scholarship Fund	4630	Exempt	3/22/2011	Education	\$1,000.00	4630
REDI, Inc.	4731	Exempt	9/20/2011	Health & Human Svc	\$500.00	4731
Riddle HealthCare Foundation	4560	Exempt	2/24/2011	Health & Human Svc	\$5,000.00	4560
Riverbend Envir. Educational Center	4714	Exempt	8/30/2011	Environment	\$1,000.00	4714
Robert Massaroni Memorial Fund	4784	Exempt	12/15/2011	Community	\$2,500.00	4784
Rock School for Dance Education, The	4562	Exempt	2/24/2011	Arts & Culture	\$5,000.00	4562
Roman Catholic High School	4732	Exempt	9/20/2011	Education	\$1,500.00	4732
Rose Tree Fire Company	4272	Exempt	2/24/2011	Community	(\$1,000.00)	4272
Run for Heroes, Inc.	4740	Exempt	9/29/2011	Community	\$2,500.00	4740
Saint John Neumann Society	4536	Exempt	1/7/2011	Community	\$1,000.00	4536
Saint Joseph's University	4615	Exempt	4/7/2011	Education	\$550.00	4615
Salvation Army	4801	Exempt	12/15/2011	Community	\$5,000.00	4801
Sandy Rollman Cancer Foundation	4693	Exempt	7/6/2011	Health & Human Svcs	\$500.00	4693
Schuylkill River Heritage Center	4701	Exempt	7/21/2011	Arts & Culture	\$2,500.00	4701
Settlement Music School	4544	Exempt	1/24/2011	Arts & Culture	\$150.00	4544
Siloam Ministries, Inc.	4755	Exempt	10/12/2011	Community	\$500.00	4755
Southeastern PA First Suburbs Project	4511	Exempt	7/21/2011	Community	(\$500.00)	4511
Springfield Fire Company	4273	Exempt	2/24/2011	Community	(\$1,000.00)	4273
Surrey Services for Seniors	4553	Exempt	2/8/2011	Human Services	\$2,500.00	4553
Surrey Services for Seniors	4800	Exempt	12/15/2011	Human Services	\$2,500.00	4800
Swarthmore Rotary Charitable Trust	4619	Exempt	4/7/2011	Community	\$250.00	4619
Temple University	4552	Exempt	2/8/2011	Education	\$1,000.00	4552
Temple University	4722	Exempt	9/7/2011	Education	\$1,000.00	4722
Travis Manion Foundation	4535	Exempt	1/7/2011	Community	\$1,000.00	4535
Tredyffrin Historic Preservation Trust	4670	Exempt	6/15/2011	Community	\$1,000.00	4670
Troops First Foundation	4756	Exempt	10/12/2011	Human Services	\$100.00	4756

Tyler Arboretum	4532	Exempt	1/7/2011	Community	\$2,000.00	4532
Unico National, Inc.	4767	Exempt	11/7/2011	Community	\$1,500.00	4767
United Way of Southeastern Pennsylvania	4776	Exempt	11/23/2011	Community	\$37,000.00	4776
United Way of Southeastern Pennsylvania	4791	Exempt	12/15/2011	Community	\$150.00	4791
University of Pittsburgh/Thornburgh Archives	4533	Exempt	1/7/2011	Education	\$5,000.00	4533
Upper Darby Marine Corps League	4775	Exempt	11/23/2011	Human Services	\$75.00	4775
Urban Land Institute	4690	Exempt	7/6/2011	Environment	\$500.00	4690
Urban League of Philadelphia	4641	Exempt	4/25/2011	Community	\$1,000.00	4641
USO of Philadelphia, Inc.	4760	Exempt	11/7/2011	Human Services	\$3,000.00	4760
Valley Forge Fire Co.	4274	Exempt	2/24/2011	Community	(\$1,000.00)	4274 VOID
VFMAC Foundation	4635	Exempt	3/22/2011	Community	\$2,500.00	4635
Volunteers in Medicine	4795	Exempt	12/15/2011	Human Services	\$150.00	4795
Walk for the Wounded	4655	Exempt	4/25/2011	Human Services	\$500.00	4655
Walnut Street Theatre	4614	Exempt	4/7/2011	Arts & Culture	\$5,000.00	4614
Walnut Street Theatre	4660	Exempt	5/9/2011	Arts & Culture	\$1,000.00	4660
Walnut Street Theatre	4734	Exempt	9/20/2011	Arts & Culture	\$500.00	4734
Water for People	4542	Exempt	1/24/2011	Human Services	\$3,500.00	4542
Water for People	4542	Exempt	7/21/2011	Human Services	(\$3,500.00)	4542 VOID
Water for People	4794	Exempt	12/15/2011	Human Services	\$3,000.00	4794
Water Resources Assoc. of the Delaware River Basin	4637	Exempt	3/22/2011	Environment	\$1,700.00	4637
Water Resources Assoc. of the Delaware River Basin	4618	Exempt	4/7/2011	Environment	\$125.00	4618
Water Resources Assoc. of the Delaware River Basin	4712	Exempt	8/30/2011	Environment	\$200.00	4712
Wayne Economic Development Corporation	4610	Exempt	4/7/2011	Community	\$580.00	4610
Wayne Memorial Health Foundation	4737	Exempt	9/20/2011	Health & Human Svcs	\$880.00	4737
West Bradford Fire Company	4275	Exempt	2/24/2011	Community	(\$1,000.00)	4275 VOID
West Chester University	4543	Exempt	1/24/2011	Education	\$5,000.00	4543
West Chester University	4796	Exempt	12/15/2011	Education	\$1,000.00	4796
Wharton Esherick Museum, The	4534	Exempt	1/7/2011	Arts & Culture	\$1,000.00	4534
Why	4648	Exempt	4/25/2011	Community	\$1,500.00	4648
Williamson Free School, The	4539	Exempt	1/7/2011	Education	\$5,000.00	4539
Willow Grove Fire Company	4276	Exempt	2/24/2011	Community	(\$1,000.00)	4276 VOID
Wissahickon Valley Watershed Assoc.	4571	Exempt	3/18/2011	Environment	\$500.00	4571
Women's Auxiliary of St. Edmonds Home	4741	Exempt	9/29/2011	Human Services	\$1,000.00	4741
Women's Center of Montgomery County	4616	Exempt	4/7/2011	Human Services	\$500.00	4616
Women's Resource Center	4643	Exempt	4/25/2011	Human Services	\$500.00	4643
World Affairs Council of Philadelphia	4783	Exempt	12/15/2011	Community	\$1,000.00	4783
YMCA - Lower Bucks Family	4806	Exempt	12/21/2011	Community	\$500.00	4806
YMCA - Phila & Vicinity	4745	Exempt	9/29/2011	Community	\$5,000.00	4745
YMCA-Lionville Community	4718	Exempt	9/7/2011	Community	\$350.00	4718

Total Disbursements net of voided checks \$449,375.00