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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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☑ Address change ☐ Name change

Name of foundation
ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

A Employer identification number
23-3094915

Number and street (or P O box number if mail is not delivered to street address)
C/O BRYN MAWR TR CO 1 W CHOCOLATE A

Room/suite

B Telephone number (see page 10 of the instructions)
(717) 534-3225

City or town, state, and ZIP code
HERSHEY, PA 17033

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 ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 12,103,267

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 page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	1,100,376			
	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.	283,286	283,286		
	5a	Gross rents				
	b	Net rental income or (loss) ____________				
	6a	Net gain or (loss) from sale of assets not on line 10	49,638			
	b	Gross sales price for all assets on line 6a 3,142,238				
	7	Capital gain net income (from Part IV, line 2) . . .		49,638		
	8	Net short-term capital gain			16,778	
	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)	1,149			
	12	**Total.** Add lines 1 through 11	1,434,449	332,924	16,778	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).	413			413
	b	Accounting fees (attach schedule).				
	c	Other professional fees (attach schedule)	38,824	35,359		2,835
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	4,428	4,428		
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	15			15
	24	**Total operating and administrative expenses.** Add lines 13 through 23	43,680	39,787		3,263
	25	Contributions, gifts, grants paid	547,000			547,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	590,680	39,787		550,263
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	843,769			
	b	**Net investment income** (if negative, enter -0-)		293,137		
	c	**Adjusted net income** (if negative, enter -0-) . . .			16,778	

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	967		
	2	Savings and temporary cash investments	854,757	1,044,727	1,044,727
	3	Accounts receivable ▶ ____ Less allowance for doubtful accounts ▶ ____			
	4	Pledges receivable ▶ ____ Less allowance for doubtful accounts ▶ ____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ____ Less allowance for doubtful accounts ▶ ____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	99,657	250,000	251,259
	b	Investments—corporate stock (attach schedule)	4,612,001	4,563,923	6,016,994
	c	Investments—corporate bonds (attach schedule)	819,869	920,056	932,912
	11	Investments—land, buildings, and equipment basis ▶ ____ Less accumulated depreciation (attach schedule) ▶ ____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,462,357	3,914,668	3,857,375
	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)	9,849,608	10,693,374	12,103,267
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)		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	9,635,057	10,400,170	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	214,551	293,204	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	9,849,608	10,693,374	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	9,849,608	10,693,374	

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	9,849,608
2	Enter amount from Part I, line 27a	2	843,769
3	Other increases not included in line 2 (itemize) ▶ ____	3	
4	Add lines 1, 2, and 3	4	10,693,377
5	Decreases not included in line 2 (itemize) ▶ ____	5	3
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,693,374

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	See Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	See Additional Data Table			
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** 49,638

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 . . . . **3** 16,778

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	507,500	9,978,803	0 050858
2009	395,232	8,137,561	0 048569
2008	470,167	7,414,279	0 063414
2007	420,122	8,091,405	0 051922
2006	327,652	6,530,068	0 050176

2	**Total** of line 1, column (d).	2	0 264939
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 052988
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	11,846,961
5	Multiply line 4 by line 3.	5	627,747
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,931
7	Add lines 5 and 6.	7	630,678
8	Enter qualifying distributions from Part XII, line 4.	8	550,263

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter 2001-11-05 **(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**	5,863
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**	5,863
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**	5,863
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	**6a**	4,000		
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**	4,000
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**	1,863
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** ▶	0	**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?	**1a**		**No**
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)?	**1b**		**No**
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	**1c**		**No**
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.*	**2**		**No**
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*	**3**		**No**
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**		**No**
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**4b**		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	**5**		**No**
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?	**6**	**Yes**	
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*	**7**	**Yes**	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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*	**8b**	**Yes**	
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 on page 27)? *If "Yes," complete Part XIV*	**9**		**No**
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	**10**		**No**

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶BRYN MAWR TRUST COMPANY Telephone no ▶(717) 534-3225

Located at ▶1 W CHOCOLATE AVE STE 200 HERSHEY PA ZIP+4 ▶17033

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 |

			Yes	No
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		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	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		No
	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 page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
PATRICIA G FOULKROD 240 SHADY LANE HUMMELSTOWN, PA 17036	Secretary 2 00	0	0	0
ELIZABETH GLATFELTER 9161 GREEN TREE ROAD PHILADELPHIA, PA 19118	President 2 00	0	0	0

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** ***(continued)***

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	11,328,147
b	Average of monthly cash balances	1b	699,225
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	12,027,372
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	12,027,372
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	180,411
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,846,961
6	**Minimum investment return.** Enter 5% of line 5	6	592,348

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	592,348
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,863		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,863
3	Distributable amount before adjustments Subtract line 2c from line 1			3	586,485
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	586,485
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	586,485

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	550,263
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	550,263
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	550,263

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				586,485
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. 1,383				
b From 2007. 25,038				
c From 2008. 104,119				
d From 2009.				
e From 2010. 12,545				
f **Total** of lines 3a through e.	143,085			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 550,263				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2011 distributable amount.				550,263
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011	36,222			36,222
(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	106,863			
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 page 27 of the instructions . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	106,863			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . . 94,318				
c Excess from 2009. . . .				
d Excess from 2010. . . . 12,545				
e Excess from 2011. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

LISA PIERGALLINI VP BRYN MAWR TRUST
1 W CHOCOLATE AVE STE 200
HERSHEY, PA 17033
(717) 534-3225

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

APPLICATION FORM DISTRIBUTED BY FOUNDATION UPON REQUEST

c Any submission deadlines

AS STATED ON THE APPLICATION FORM

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

AS STATED ON THE APPLICATION FORM

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* See Additional Data Table				
Total . . . . ▶ **3a**				547,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	283,286	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	49,638	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a Fee Reimbursement			14	1,149	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				334,073	

13 Total. Add line 12, columns (b), (d), and (e). **13** 334,073

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?. ☐ Yes ☑ No

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2012-04-25 | ******
Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
BRYAN S BREIDIGAM	2012-04-25		
Firm's name ▶ BRYN MAWR TRUST COMPANY		Firm's EIN ▶	
Firm's address ▶ 1 W CHOCOLATE AVE STE 200 HERSHEY, PA 17033		Phone no (717) 520-5667	

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☐ **Yes** ☑ **No** efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491130003182

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of organization
ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

Employer identification number
23-3094915

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule—

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 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, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization
ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

Employer identification number
23-3094915

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) Aggregate contributions	(d) Type of contribution
1	ANNE M GLATFELTER CHARITABLE LEAD TR C/O BRYN MAWR TR CO 1 W CHOCOLATE A HERSHEY, PA 17033	$ 1,100,376	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)

Name of organization
ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

Employer identification number
23-3094915

Part II **Noncash Property** (see Instructions) Use duplicate copies of Part II if additional space is needed

(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
		$	

Name of organization
ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

Employer identification number
23-3094915

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete columns **(a)** through **(e) and** the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Additional Data

Software ID:	
Software Version:	
EIN:	23-3094915
Name:	ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION
Part VI Line 7 - Tax Paid Original Return:	4000

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
Alberto Culver Co	P	2010-05-24	2011-05-10
Alberto Culver Co	P	2010-05-24	2011-05-11
Cato Corp	P	2011-08-05	2011-09-23
Federal Farm Credit Bank 3 5% 3/9/18	P	2011-03-04	2011-06-09
Federal Home Loan Bank 2 55% 1/26/16	P	2011-01-19	2011-07-26
Federal Home Loan Bank 3 0% 11/24/17	P	2011-05-19	2011-08-24
Fannie Mae 3 0% 12/21/18	P	2011-06-07	2011-12-21
Fluor Corp	P	2010-03-19	2011-02-23
GMO Foreign Fund IV	P	2010-06-15	2011-05-10
Glacier Bancorp Inc	P	2011-07-05	2011-09-23
Glacier Bancorp Inc	P	2011-07-05	2011-09-26
Glacier Bancorp Inc	P	2011-07-05	2011-09-27
Lockheed Martin Corp	P	2010-10-18	2011-09-14
SWS Group	P	2010-04-23	2011-03-17
Vanguard Emerging Markets	P	2011-03-01	2011-12-05
Alcon Inc	P	2009-07-24	2011-04-08
Adobe Systems Inc	P	2006-05-08	2011-12-21
Chase Growth Fund	P	2006-01-31	2011-06-23
Chase Growth Fund	P	2006-03-31	2011-07-06
Chase Growth Fund	P	2005-08-31	2011-07-19
Chase Growth Fund	P	2005-08-31	2011-09-27
Alberto Culver Co	P	2010-04-23	2011-05-10
Alberto Culver Co	P	2009-07-24	2011-05-11
American Eagle Outfitters	P	2009-07-24	2011-10-27
BJs Wholesale Club	P	2009-07-24	2011-05-02
Bed Bath & Beyond Inc	P	2003-03-05	2011-04-08
Best Buy Inc	P	2004-03-23	2011-12-22
Caseys Gen Stores Inc	P	2006-05-08	2011-06-27
Caseys Gen Stores Inc	P	2009-01-26	2011-06-28
Cheesecake Factory Inc	P	2007-05-31	2011-07-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
Dominion Res Inc	P	2006-04-10	2011-09-26
Empire Dist Elec	P	2008-10-15	2011-11-17
Europacific Growth Fund	P	2006-05-25	2011-10-17
FFCB 5 810% 1/10/11	P	2002-01-07	2011-01-10
FFCB 6 0% 3/7/11	P	2002-04-01	2011-03-07
Fluor Corp	P	2009-07-24	2011-02-23
Fulton Finl Corp	P	2004-03-24	2011-03-07
GMO Foreign Fund IV	P	2006-01-03	2011-04-15
GMO Foreign Fund IV	P	2004-12-16	2011-05-10
Gallagher Arthur J & Co	P	2005-09-27	2011-08-15
Glacier Bancorp Inc	P	2009-07-24	2011-09-23
Glacier Bancorp Inc	P	2009-07-24	2011-09-26
Glacier Bancorp Inc	P	2009-07-24	2011-09-27
Hormel Foods Corp	P	2009-07-24	2011-04-21
iShares MSCI Emerging Market Index	P	2010-01-26	2011-12-21
Kraft Foods Inc Cl A	P	2009-02-05	2011-10-18
Lockheed Martin Corp	P	2009-07-24	2011-09-14
Monsanto Co	P	2008-09-04	2011-07-06
Nokia OYJ Spon ADR	P	2004-03-10	2011-10-21
Pharmaceutical Prod Dev	P	2009-07-24	2011-10-11
Pricesmart Inc	P	2009-07-24	2011-09-23
Pricesmart Inc	P	2009-07-24	2011-09-27
Pricesmart Inc	P	2009-07-24	2011-09-28
Pricesmart Inc	P	2009-07-24	2011-10-07
Quality Sys Inc	P	2009-07-24	2011-10-04
Quality Sys Inc	P	2009-07-24	2011-10-05
Quality Sys Inc	P	2009-07-24	2011-10-06
Quality Sys Inc	P	2009-07-24	2011-10-07
SWS Group Inc	P	2009-07-24	2011-03-17
Touchstone Intermediate Fixed Income	P	2010-10-21	2011-11-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
Verizon Maryland Inc 6 125% 3/1/12	P	2002-03-01	2011-11-28
Walmart Stores Inc	P	2009-01-26	2011-10-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
28,020	0	20,599	7,421
9,450	0	6,940	2,510
46,184	0	48,966	-2,782
100,000	0	100,000	0
100,000	0	100,000	0
100,000	0	100,000	0
100,000	0	99,950	50
61,047	0	41,568	19,479
61,482	0	50,000	11,482
6,347	0	9,220	-2,873
2,559	0	3,683	-1,124
2,368	0	3,226	-858
37,077	0	34,970	2,107
8,742	0	15,597	-6,855
86,162	0	97,941	-11,779
8,882	0	6,653	2,229
55,919	0	61,736	-5,817
200,000	0	180,870	19,130
200,001	0	165,017	34,984
100,001	0	81,624	18,377
112,521	0	100,201	12,320
31,241	0	23,377	7,864
6,225	0	4,248	1,977
24,380	0	25,359	-979
6,319	0	4,335	1,984
37,807	0	22,467	15,340
27,552	0	37,756	-10,204
52,663	0	27,930	24,733
17,979	0	8,973	9,006
98,900	0	78,120	20,780

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
40,283	0	28,392	11,891
45,290	0	39,832	5,458
199,501	0	265,464	-65,963
50,000	0	50,000	0
50,000	0	49,657	343
5,526	0	4,432	1,094
28,257	0	35,540	-7,283
100,000	0	132,608	-32,608
216,135	0	231,128	-14,993
37,932	0	40,148	-2,216
4,229	0	6,848	-2,619
1,709	0	2,742	-1,033
1,578	0	2,398	-820
10,683	0	6,711	3,972
181,797	0	193,644	-11,847
40,059	0	29,605	10,454
37,078	0	35,069	2,009
52,263	0	67,464	-15,201
16,224	0	44,496	-28,272
32,209	0	20,350	11,859
4,374	0	1,041	3,333
3,526	0	846	2,680
1,537	0	374	1,163
4,784	0	1,106	3,678
3,014	0	1,870	1,144
1,957	0	1,210	747
2,051	0	1,265	786
3,973	0	2,475	1,498
2,133	0	4,977	-2,844
150,000	0	150,821	-821

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
50,750	0	49,813	937
33,558	0	28,948	4,610

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
0	0	0	7,421
0	0	0	2,510
0	0	0	-2,782
0	0	0	0
0	0	0	0
0	0	0	0
0	0	0	50
0	0	0	19,479
0	0	0	11,482
0	0	0	-2,873
0	0	0	-1,124
0	0	0	-858
0	0	0	2,107
0	0	0	-6,855
0	0	0	-11,779
0	0	0	2,229
0	0	0	-5,817
0	0	0	19,130
0	0	0	34,984
0	0	0	18,377
0	0	0	12,320
0	0	0	7,864
0	0	0	1,977
0	0	0	-979
0	0	0	1,984
0	0	0	15,340
0	0	0	-10,204
0	0	0	24,733
0	0	0	9,006
0	0	0	20,780

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
0	0	0	11,891
0	0	0	5,458
0	0	0	-65,963
0	0	0	0
0	0	0	343
0	0	0	1,094
0	0	0	-7,283
0	0	0	-32,608
0	0	0	-14,993
0	0	0	-2,216
0	0	0	-2,619
0	0	0	-1,033
0	0	0	-820
0	0	0	3,972
0	0	0	-11,847
0	0	0	10,454
0	0	0	2,009
0	0	0	-15,201
0	0	0	-28,272
0	0	0	11,859
0	0	0	3,333
0	0	0	2,680
0	0	0	1,163
0	0	0	3,678
0	0	0	1,144
0	0	0	747
0	0	0	786
0	0	0	1,498
0	0	0	-2,844
0	0	0	-821

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
0	0	0	937
0	0	0	4,610

Form 990PF Part XV Line 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*				
PA BALLET ASSN1819 JOHN F KENNEDY BLVD PHILADELPHIA,PA 19103		Public	Charitable	7,500
YORK COUNTY LITERACY COUNCIL 800 E KING STREET YORK,PA 17403		Public	Charitable	2,500
GETTYSBURG THEOLOGICAL SEMINARY61 SEMINARY RIDGE GETTYSBURG,PA 17325		Public	Religious	400,000
ARDEN THEATRE COMPANY40 N 2ND STREET PHILADELPHIA,PA 19106		Public	Charitable	10,000
HARRISBURG SYMPHONY ASSN800 CORPORATE CIR 101 HARRISBURG,PA 17110		Public	Charitable	10,000
ABINGTON ART CENTER515 MEETINGHOUSE ROAD JENKINTOWN,PA 19046		Public	Charitable	5,000
HARRISBURG AREA YMCA EAST SHORE701 N FRONT STREET HARRISBURG,PA 17101		Public	Charitable	1,500
MUSIC AT GRETNA INC1 ALPHA DRIVE ELIZABETHTOWN,PA 17022		Public	Charitable	5,500
MEMORIAL HOSPITAL325 SOUTH BELMONT ST YORK,PA 17403		Public	Charitable	7,000
YORK COLLEGE OF PA441 COUNTRY CLUB ROAD YORK,PA 17403		Public	Educational	25,000
YORK SYMPHONY ORCHESTRA CAPITAL STRAND BLDG 50 N GEORGE ST YORK,PA 17401		Public	Charitable	7,000
CHILDREN'S HOME OF YORK77 SHOE HOUSE ROAD YORK,PA 17406		Public	Charitable	10,000
BETHESDA MISSION2101 N FRONT ST HARRISBURG,PA 17110		Public	Charitable	4,000
BREAKTHROUGH OF GREATER PHILADELPHIA34 W COULTER ST PHILADELPHIA,PA 19144		Public	Educational	5,000
CULTURAL ALLIANCE OF YORK COUNTY14 W MARKET ST YORK,PA 17401		Public	Charitable	10,000
DREAMWRIGHTS YOUTH & FAMILY THEATRE100 CARLISLE AVE YORK,PA 17401		Public	Educational	3,500
SALVATION ARMY124 S DUKE ST YORK,PA 17401		Public	Religious	10,000
KUTZTOWN UNIVERSITY FDN15197 KUTZTOWN ROAD KUTZTOWN,PA 19530		Public	Educational	7,000
MANN CENTER FOR THE PERFORMING ARTS5201 PARKSIDE AVE PHILADELPHIA,PA 19131		Public	Educational	8,000
PLEASE TOUCH MUSEUM4231 AVENUE OF THE REPUBLIC PHILADELPHIA,PA 19131		Public	Educational	3,000
PENNSYLVANIA HUMANITIES COUNCIL325 CHESTNUT ST STE 715 PHILADELPHIA,PA 19106		Public	Educational	3,000
SPRING GROVE AREA SCHOLARSHIP FDNPO BOX 66 SPRING GROVE,PA 17362		Public	Educational	2,500
Total . . . . ▶ **3a**				547,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Gain/Loss from Sale of Other Assets Schedule

Name: ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION
EIN: 23-3094915

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Alberto Culver Co	2010-05	Purchased	2011-05		28,020	20,599			7,421	
Alberto Culver Co	2010-05	Purchased	2011-05		9,450	6,940			2,510	
Cato Corp New Cl A	2011-08	Purchased	2011-09		46,184	48,966			-2,782	
Federal Farm Credit Bank 3 5% 3/9/18	2011-03	Purchased	2011-06		100,000	100,000				
Federal Home Loan Bank 2 55% 1/26/16	2011-01	Purchased	2011-07		100,000	100,000				
Federal Home Loan Bank 3 0% 11/24/17	2011-05	Purchased	2011-08		100,000	100,000				
Fannie Mae 3 0% 12/21/18	2011-06	Purchased	2011-12		100,000	99,950			50	
Fluor Corp	2010-03	Purchased	2011-02		61,047	41,568			19,479	
GMO Foreign Fund IV	2010-06	Purchased	2011-05		61,482	50,000			11,482	
Glacier Bancorp Inc	2011-07	Purchased	2011-09		6,347	9,220			-2,873	
Glacier Bancorp Inc	2011-07	Purchased	2011-09		2,559	3,683			-1,124	
Glacier Bancorp Inc	2011-07	Purchased	2011-09		2,368	3,226			-858	
Lockheed Martin Corp	2010-10	Purchased	2011-09		37,077	34,970			2,107	
SWS Group Inc	2010-04	Purchased	2011-03		8,742	15,597			-6,855	
Vanguard Emerging Markets	2011-03	Purchased	2011-12		86,162	97,941			-11,779	
Alcon Inc	2009-07	Purchased	2011-04		8,882	6,653			2,229	
Adobe Sys Inc	2008-12	Purchased	2011-12		55,919	61,736			-5,817	
Chase Growth Fund	2006-01	Purchased	2011-06		200,000	180,870			19,130	
Chase Growth Fund	2006-03	Purchased	2011-07		200,001	165,017			34,984	
Chase Growth Fund	2005-08	Purchased	2011-07		100,001	81,624			18,377	
Chase Growth Fund	2005-08	Purchased	2011-09		112,521	100,201			12,320	
Alberto Culver Co	2010-04	Purchased	2011-05		31,241	23,377			7,864	
Alberto Culver Co	2009-07	Purchased	2011-05		6,225	4,248			1,977	
American Eagle Outfitters	2009-07	Purchased	2011-10		24,380	25,359			-979	
BJs Wholesale Club Inc	2009-07	Purchased	2011-05		6,319	4,335			1,984	
Bed Bath & Beyond Inc	2003-03	Purchased	2011-04		37,807	22,467			15,340	
Best Buy Inc	2004-03	Purchased	2011-12		27,552	37,756			-10,204	
Casey's Gen Stores Inc	2006-05	Purchased	2011-06		52,663	27,930			24,733	
Casey's Gen Stores Inc	2009-01	Purchased	2011-06		17,979	8,973			9,006	
Cheesecake Factory Inc	2007-05	Purchased	2011-07		98,900	78,120			20,780	
Dominion Res Inc	2006-04	Purchased	2011-09		40,283	28,392			11,891	
Empire Dist Elec Co	2009-01	Purchased	2011-11		45,290	39,832			5,458	
Europacific Growth Fund	2006-01	Purchased	2011-10		199,501	265,464			-65,963	
FFCB 5 810% 1/10/11	2002-01	Purchased	2011-01		50,000	50,000				
FFCB 6 0% 3/7/11	2002-04	Purchased	2011-03		50,000	49,657			343	
Fluor Corp	2009-07	Purchased	2011-02		5,526	4,432			1,094	
Fulton Financial Corp	2004-03	Purchased	2011-03		28,257	35,540			-7,283	
GMO Foreign Fund IV	2006-01	Purchased	2011-04		100,000	132,608			-32,608	
GMO Foreign Fund IV	2004-12	Purchased	2011-05		216,135	231,128			-14,993	
Gallagher Arthur J & Co	2005-09	Purchased	2011-08		37,932	40,148			-2,216	
Glacier Bancorp Inc	2009-07	Purchased	2011-09		4,229	6,848			-2,619	
Glacier Bancorp Inc	2009-07	Purchased	2011-09		1,709	2,742			-1,033	
Glacier Bancorp Inc	2009-07	Purchased	2011-09		1,578	2,398			-820	
Hormel Corp	2009-07	Purchased	2011-04		10,683	6,711			3,972	
ishares MSCI Emerging Market Index	2010-01	Purchased	2011-12		181,797	193,644			-11,847	
Kraft foods Inc Cl A	2009-02	Purchased	2011-10		40,059	29,605			10,454	
Lockheed Martin Corp	2009-07	Purchased	2011-09		37,078	35,069			2,009	
Monsanto Co	2008-09	Purchased	2011-07		52,263	67,464			-15,201	
Nokia OYJ	2004-03	Purchased	2011-10		16,224	44,496			-28,272	
Pharmaceutical Prod Developement	2009-07	Purchased	2011-10		32,209	20,350			11,859	
Pricesmart Inc	2009-07	Purchased	2011-09		4,374	1,041			3,333	
Pricesmart Inc	2009-07	Purchased	2011-09		3,526	846			2,680	
Pricesmart Inc	2009-07	Purchased	2011-09		1,537	374			1,163	
Pricesmart Inc	2009-07	Purchased	2011-10		4,784	1,106			3,678	
Quality Sys Inc	2009-07	Purchased	2011-10		3,014	1,870			1,144	
Quality Sys Inc	2009-07	Purchased	2011-10		1,957	1,210			747	
Quality Sys Inc	2009-07		2011-10		2,051	1,265			786	
Quality Sys Inc	2009-07	Purchased	2011-10		3,973	2,475			1,498	
SWS Group Inc	2009-07	Purchased	2011-03		2,133	4,977			-2,844	
Touchstone Intermediate Fixed Income Fund	2010-10	Purchased	2011-11		150,000	150,821			-821	
Verizon Maryland 6 125% 3/1/12	2002-03	Purchased	2011-11		50,750	49,813			937	
Walmart Stores Inc	2009-01	Purchased	2011-10		33,558	28,948			4,610	

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TY 2011 Investments Corporate Bonds Schedule

Name: ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

EIN: 23-3094915

Name of Bond	End of Year Book Value	End of Year Fair Market Value
American Express Bk 5.5% 4/16/13	50,000	52,263
Bank of America Corp 4.875% 9/15/12	24,900	25,161
Berkshire Hathaway Inc 4.625% 10/15/13	44,494	47,879
DuPont E I Nemour 3.25% 1/15/15	100,125	106,644
General Electric Co 5% 2/1/13	50,856	52,105
General Electric Cap Corp 4.75% 9/15/12	50,000	50,573
General Electric Cap Corp 4.3% 10/15/15	50,000	51,447
Goldman Sachs 4.55% 5/15/16	50,000	48,345
Goldman Sachs 4.75% 7/15/13	49,313	50,662
Goldman Sachs 5.15% 1/15/14	100,000	101,903
JP Morgan Chase & Co 5.15% 10/1/15	50,000	53,069
Morgan Stanley DW 5.3% 3/1/13	100,743	101,224
Morgan Stanley 4.1% 1/26/15	150,000	142,382
Morgan Stanley 4.75% 4/1/14	49,625	49,255

TY 2011 Investments Corporate Stock Schedule

Name: ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

EIN: 23-3094915

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABM Inds Inc	46,342	59,798
Abbott Labs	64,969	84,345
Allergan Inc	33,226	77,650
Allete Inc	5,252	6,969
American States Water Co	36,764	52,350
Amgen Inc	54,010	57,789
Amsurg Corp	37,309	52,080
Analog Devices Inc	57,861	53,670
Apache Corp	80,507	99,638
Avnet Inc	5,107	6,436
BMC Software Inc	46,057	39,336
Badger Meter Inc	55,677	44,145
Baker Hughes Inc	48,282	52,628
Bar Harbor Bancshares	13,008	14,990
Bard C R Inc	46,925	51,300
Baxter Intl Inc	57,918	59,376
Becton Dickinson & Co	38,699	74,720
Brady Corp	35,705	36,148
Bristol Myers Squibb Co	5,778	9,515
Bryn Mawr Bk Corp	32,990	38,980
Camden Natl Corp	47,235	48,900
Campbell Soup Co	49,439	46,536
CenturyLink Inc	6,330	7,700
Chevron Corp	51,534	106,400
Church & Dwight Inc	6,412	9,976
Cisco Systems Inc	56,280	36,160
Clorox Co	26,601	26,624
Coach Inc	5,481	11,414
Coca Cola Inc	35,067	55,976
ConocoPhillips	40,029	58,296
Cubic Corp	55,296	112,593
Darden Restaurants Inc	34,925	54,696
Dentsply Intl Inc New	29,582	52,485
E M C Corp	28,123	50,619
EQT Corp	35,003	84,651
Emerson Electric Co	6,109	7,734
Equity Residential Properties	26,296	57,030
Exxon Mobil Corp	20,454	50,856
Family Dollar Stores Inc	62,834	126,852
Flowserve Corp	49,752	49,660
Gardner Denver Inc	4,756	12,792
General Dynamics Corp	36,095	33,205
General Electric Co	48,175	28,656
Global Payments Inc	24,257	30,797
Graco Inc	4,439	7,238
Guess Inc	62,859	59,640
Hawaiian Elec Industries	29,428	50,497
Heinz H J Co	44,760	54,040
Helmerich & Payne Inc	17,914	29,180
Hershey Co	92,340	123,560
Honeywell Intl Inc	46,976	65,600
Horace Mann Educators Corp	27,862	24,541
Intel Corp	88,302	97,000
International Business Machines	38,599	91,940
International Flavors & Fragrances	28,519	52,420
J&J Snack Foods	46,344	47,952
Johnson & Johnson	67,695	78,696
Johnson Controls Inc	4,666	5,846
Kaydon Corp	16,201	15,555
Kellogg Co	47,267	54,767
Kimberly Clark Corp	37,718	53,257
Kohls Corp	103,505	98,700
Laboratory Corp American Holdings	40,559	51,582
Landauer Inc	81,855	82,400
Lowes Co Inc	61,500	60,912
Mastercard Inc	54,884	93,205
McCormick & Co Inc	52,859	84,000
McGraw Hill Cos	34,336	48,703
Merck & Co Inc	16,361	18,850
Microsoft Corp	30,765	31,152
Microchip Technology Inc	43,125	44,212
Mosaic Co	57,707	50,430
Murphy Oil Corp	52,059	55,740
NextEra Energy Inc	59,998	73,056
Nordson Corp	7,382	13,672
Norfolk Southern Corp	21,339	58,288
Novartis AG	60,642	57,170
Occidental Pete Corp	6,012	7,777
Omnicom Group Inc	38,197	42,128
Oracle Corp	58,650	70,512
Otter Tail Corp	12,960	13,212
Owens & Minor Inc	22,017	33,515
Park Electrochemical Corp	41,563	38,430
Patterson Companies Inc	64,676	64,944
Paychex Inc	5,423	6,233
Pepsico Inc	49,549	59,980
Pfizer Inc	51,932	67,084
Piedmont Natural Gas Inc	33,977	57,766
Powershares QQQ Trust	85,969	111,660
Procter & Gamble Co	42,700	46,697
Qualcomm Inc	60,131	82,050
Raymond James Financial Inc	18,565	24,768
Royal Dutch Shell PLC Adr B	52,792	60,808
Schein Henry Inc	36,285	72,419
Sensient Technologies Corp	5,094	7,845
Smucker J M Co	29,790	51,749
Snyders-Lance	61,100	67,500
Southern Copper Corp	43,969	45,270
Standex Intl Corp	64,840	85,425
Starbucks Corp	19,250	69,015
Steris Corp	70,615	74,550
Syntel Corp	5,349	6,782
Sysco Corp	48,715	46,928
Techne Corp	5,184	5,666
Tidewater Inc	38,407	59,160
Tiffany & Co	35,016	86,138
Tim Hortons Inc	4,484	8,038
United Natural Foods Inc	54,041	86,662
United Parcel Service Inc	54,205	55,771
V F Corp	51,834	88,893
Verizon Communications Inc	15,940	20,060
Visa Inc	48,877	101,530
Wolverine World Wide Inc	9,663	14,256
World Fuel Servs Corp	30,390	93,531
Xilinx Inc	28,876	32,060
Zimmer Holdings Inc	33,971	26,710
Bunge Limited	53,699	57,200

TY 2011 Investments Government Obligations Schedule

Name:	ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION
EIN:	23-3094915
US Government Securities - End of Year Book Value:	250,000
US Government Securities - End of Year Fair Market Value:	251,259
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2011 Investments - Other Schedule

Name: ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

EIN: 23-3094915

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
EuroPacific Growth Fund		428,527	383,221
Oppenheimer Developing Markets Fund		235,000	231,061
Spdr S&P 500		112,648	125,500
Select Sector SPDR		86,949	124,434
T. Rowe Price Growth Stock Fund		815,000	794,844
Templeton Inst Foreign Equity Fund		481,288	409,637
Touchstone Intermediate Fixed Income		601,925	623,363
Vanguard Inflation Protected Securities Fund		300,405	320,693
Vanguard Short Term Inv Grade		852,926	844,622

TY 2011 Legal Fees Schedule

Name: ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

EIN: 23-3094915

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Rhoads & Sinon Legal	413			413

TY 2011 Other Decreases Schedule

Name: ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

EIN: 23-3094915

Description	Amount
Adjustment due to rounding	3

TY 2011 Other Expenses Schedule

Name: ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

EIN: 23-3094915

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PA Registration fee	15			15
Insurance				

TY 2011 Other Income Schedule

Name: ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

EIN: 23-3094915

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Fee Reimbursement	1,149		

TY 2011 Other Professional Fees Schedule

Name: ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

EIN: 23-3094915

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Hershey Trust Co Investment Mgmt	14,810	14,180		
Bryn Mawr Tr Co Investment Mgmt	21,179	21,179		
Hershey Trust Co Administration Exp	2,835			2,835

TY 2011 Taxes Schedule

Name: ANNE & PHILIP GLATFELTER III FAMILY FOUNDATION

EIN: 23-3094915

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2010 990PF Excise Tx	385	385		
2011 Estimated Tax	4,000	4,000		
Foreign Tax Withheld	43	43		