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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  
THE JAMES HALE STEINMAN FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)  
PO BOX 128

City or town, state, and ZIP code  
LANCASTER, PA 176080128

**A Employer identification number**  
23-6266377

**B Telephone number** (see page 10 of the instructions)  
(717) 291-8607

**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)  
\$ 29,262,110

**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)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	722,173	722,173		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-23,816			
	b Gross sales price for all assets on line 6a _____ 5,750,384				
	7 Capital gain net income (from Part IV, line 2) . . . .		0		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold . . . . .				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	-2,186	0	0	
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	696,171	722,173	0	
	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule). . . . .	773	0	0	773
	b Accounting fees (attach schedule). . . . .				
	c Other professional fees (attach schedule) . . . .	137,434	137,434	0	0
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see page 14 of the instructions)	18,458	8,515	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule). . . . .	2,621	0	0	2,621
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	159,286	145,949	0	3,394
	25 Contributions, gifts, grants paid . . . . .	1,679,022			1,679,022
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	1,838,308	145,949	0	1,682,416
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-1,142,137			
	b <b>Net investment income</b> (if negative, enter -0-)		576,224		
	c <b>Adjusted net income</b> (if negative, enter -0-)			0	

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 . . . . .	8,304	2,260	2,260
	2	Savings and temporary cash investments . . . . .	1,773,367	782,402	782,402
	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 . . . . .	32,556	22,613	22,613
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	24,569,204	25,044,351	27,478,617
	c	Investments—corporate bonds (attach schedule). . . . .	1,370,572	922,290	932,457
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	185,947	43,761	43,761
	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)	27,939,950	26,817,677	29,262,110	
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	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	45,093,834	45,089,882	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	-17,153,884	-18,272,205	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	27,939,950	26,817,677	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	27,939,950	26,817,677	

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 27,939,950
2	Enter amount from Part I, line 27a . . . . .	2 -1,142,137
3	Other increases not included in line 2 (itemize) ▶ _____	3 44,895
4	Add lines 1, 2, and 3 . . . . .	4 26,842,708
5	Decreases not included in line 2 (itemize) ▶ _____	5 25,031
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6 26,817,677

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	-23,816
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	

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	3,493,704	29,461,032	0 118587
2009	2,471,191	26,586,367	0 092950
2008	1,932,734	33,973,246	0 056890
2007	1,723,106	39,083,757	0 044088
2006	1,496,217	34,919,978	0 042847

2	Total of line 1, column (d). . . . .	2	0 355362
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 071072
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5. . . . .	4	30,260,067
5	Multiply line 4 by line 3. . . . .	5	2,150,643
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	5,762
7	Add lines 5 and 6. . . . .	7	2,156,405
8	Enter qualifying distributions from Part XII, line 4. . . . .	8	1,682,416

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	11,524
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	11,524
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	11,524
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	22,613	
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	22,613
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	11,089
11		Enter the amount of line 10 to be Credited to 2012 estimated tax  11,089	Refunded	11	0

Part VII-AStatements Regarding Activities

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? . . . . .		Yes	No
		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)? . . . . .			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  \$ _____ 0 (2) On foundation managers  \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.	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)*

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? Website address ▶N/A	13	Yes	
14	The books are in care of ▶ITS OFFICERS Telephone no ▶(717) 291-8607 Located at ▶8 W KING ST LANCASTER PA ZIP+4 ▶17608			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
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
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? . . . . .	1c		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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i> ). . . . .	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

5b

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)? Organizations relying on a current notice regarding disaster assistance check here.

No

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?  
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

Yes

No

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

6b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  
If "Yes" to 6b, file Form 8870.

No

7a

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

Yes

No

7b

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

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
See Additional Data Table				

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
DOUGLAS C LANE & ASSOCIATES 777 THIRD AVENUE 38TH FL NEW YORK, NY 10017	INVESTMENT ADVISORY	122,262
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 SEE PART XV	0
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. 	0



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	30,692,278
b	Average of monthly cash balances. . . . .	1b	28,602
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	30,720,880
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	0
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	0
3	Subtract line 2 from line 1d. . . . .	3	30,720,880
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4	460,813
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	30,260,067
6	Minimum investment return. Enter 5% of line 5. . . . .	6	1,513,003

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	1,513,003
2a	Tax on investment income for 2011 from Part VI, line 5. . . . .	2a	11,524
b	Income tax for 2011 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	11,524
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	1,501,479
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	1,501,479
6	Deduction from distributable amount (see page 25 of the instructions). . . . .	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	1,501,479

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	1,682,416
b	Program-related investments—total from Part IX-B. . . . .	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,682,416
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	1,682,416
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				1,501,479
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only. . . . .			0	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006. . . . .				
b From 2007. . . . .				
c From 2008. . . . .				217,962
d From 2009. . . . .				1,156,413
e From 2010. . . . .				2,040,538
f Total of lines 3a through e. . . . .	3,414,913			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,682,416				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount. . . . .				1,501,479
e Remaining amount distributed out of corpus	180,937			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,595,850			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . .			0	
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). . . . .	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	3,595,850			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				217,962
c Excess from 2009. . . .				1,156,413
d Excess from 2010. . . .				2,040,538
e Excess from 2011. . . .				180,937

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)

☐ 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 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) )

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 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

M STEVEN WEAVER ADMINISTRATOR SCHOL  
8 WEST KING STREET  
LANCASTER,PA 17603  
(717) 291-8676

b

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

SCHOLARSHIP APPLICATION FORMS FURNISHED UPON REQUEST

c

Any submission deadlines

FEBRUARY 28 OF SENIOR YEAR OF STUDENT APPLICANT

d

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

GRANTS RESTRICTED TO NEWSPAPER CARRIERS AND EMPLOYEES' CHILDREN

Form 990-PF (2011)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	1,679,022
b Approved for future payment				
Total . . . . .			3b	0

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	
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments. . . .					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities. . . .			14	722,173	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property. . . . .					
<b>b</b>	Not debt-financed property. . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income. . . . .					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	-23,816	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory. .					
<b>11</b>	Other revenue <b>a</b> _____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal. Add columns (b), (d), and (e). .		0		698,357	0
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>	698,357	698,357

[illegible]

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?		Yes	No
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash.			No
<b>(2)</b> Other assets.			No
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization.			No
<b>(2)</b> Purchases of assets from a noncharitable exempt organization.			No
<b>(3)</b> Rental of facilities, equipment, or other assets.			No
<b>(4)</b> Reimbursement arrangements.			No
<b>(5)</b> Loans or loan guarantees.			No
<b>(6)</b> Performance of services or membership or fundraising solicitations.			No
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees.			No
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> 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
<b>Sign Here</b>	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		
	*****		*****
	Signature of officer or trustee		Title
	Date		
	Preparer's Signature		PTIN
	Date		
<b>Paid Preparer's Use Only</b>	Preparer's Signature WESLEY S LEWIS		Check if self-employed <input checked="" type="checkbox"/>
	Firm's name WESLEY S LEWIS PO BOX 128		Firm's EIN
	Firm's address LANCASTER, PA 17608		Phone no (717) 291-8607

May the IRS discuss this return with the preparer shown above? See instructions . . . . . ☒ Yes ☐ No

**TY 2011 Investments Corporate  
Bonds Schedule****Name:** THE JAMES HALE STEINMAN FOUNDATION**EIN:** 23-6266377

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
200000 PV CENTURYLINK INC NOTE DUE 08/15/12	216,504	206,498
200000 PV AMERICAN EXPRESS NOTE DUE 05/02/13	194,960	210,230
57000 PV HERTZ CORP NOTE DUE 01/01/14	58,639	57,285
200000 PV SOUTHWEST AIRLINES NOTE DUE 10/01/14	205,000	213,444
250000 PV PROLOGIS INC NOTE DUE 05/15/38	247,187	245,000

**TY 2011 Investments Corporate  
Stock Schedule**

**Name:** THE JAMES HALE STEINMAN FOUNDATION  
**EIN:** 23-6266377

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4000 SHARES CHEVRON CORP	12,723	425,600
4000 SHARES EXXON MOBIL CORP	42,984	339,040
6000 SHARES SCHLUMBERGER LTD	194,726	409,860
30000 SHARES ALCOA INC	632,868	259,500
2000 SHARES AIR PROD & CHEM INC	158,875	170,380
8000 SHARES ECOLAB INC	361,707	462,480
2000 SHARES PRAXAIR	158,027	213,800
15000 SHARES SONOCO PRODUCTS CO	301,086	494,400
10000 SHARES EMERSON ELECTRIC	185,794	465,900
10000 SHARES EXPEDITORS INTL	369,552	409,600
35000 SHARES GENERAL ELECTRIC CO	905,953	626,850
40000 SHARES SOUTHWEST AIRLINES	484,446	342,400
5000 SHARES STERICYCLE	262,531	389,600
3000 SHARES 3M	196,259	245,190
20000 SHARES UNITED CONTINENTAL HLDGS INC	503,778	377,400
20000 SHARES COMCAST CORP	363,493	471,200
13000 SHARES WALT DISNEY CO.	232,184	487,500
5000 SHARES DISCOVERY COMMUNICATIONS	71,650	204,850
8000 SHARES DISCOVERY COMMUNICATIONS	104,242	301,600
30000 SHARES GANNETT INC	343,443	401,100
20000 SHARES GENERAL MOTORS CO	612,799	405,400
10000 SHARES HARMAN INTL. INDS. INC.	320,000	380,400
10000 SHARES JOHNSON CTLS INC	354,572	312,600
10000 SHARES LAMAR ADVERTISING CORP	356,905	275,000
10000 SHARES THOMSON REUTERS CORP	322,206	266,700
15000 SHARES TIME WARNER INC	659,169	542,100
10000 SHARES COCA-COLA CO	464,293	699,700
5000 SHARES GENERAL MILLS INC	118,349	202,050
5000 SHARES KIMBERLY CLARK	280,991	367,800
15000 SHARES KRAFT FOODS	448,045	560,400



Name of Stock	End of Year Book Value	End of Year Fair Market Value
3000 SHARES MCCORMICK & CO	86,257	151,260
4000 SHARES NESTLE SA	167,348	230,840
7000 SHARES PEPSICO INC	333,654	464,450
8000 SHARES P & G CO	257,082	533,680
10000 SHARES UNILEVER NV	303,264	343,700
30000 SHARES QIAGEN NV	470,991	414,300
10000 SHARES ABBOTT LABS	414,582	562,300
10000 SHARES ALLSCRIPTS HEALTHCARE SOL. INC	195,596	189,400
20000 SHARES BRISTOL MYERS SQUI	462,663	704,800
6000 SHARES CERNER	112,347	367,500
15000 SHARES DENTSPLY INTL	443,046	524,850
6000 SHARES ILLUMINA	206,517	182,880
2000 SHARES DIAGEOO PLC ADR	150,802	174,840
7000 SHARES AMGEN INC	388,735	449,470
5000 SHARES JOHNSON & JOHNSON	313,906	327,900
12000 SHARES MEDTRONIC INC	530,298	459,000
15767 SHARES MERCK & CO.	503,482	594,416
10000 SHARES NOVARTIS AG	552,964	571,700
3000 SHARES AIG	1,087,181	69,600
10000 SHARES CITIGROUP INC	348,929	263,100
6000 SHARES HSBC HLDGS PLC	324,267	228,600
30000 SHARES ISTAR FIN INC	381,833	158,700
15000 SHARES AOL INC	317,175	226,500
30000 SHARES APPLIED MATRLS INC	527,363	321,300
25000 SHARES CISCO SYS INC	344,205	452,000
20000 SHARES INTEL CORP	353,673	485,000
15000 SHARES JDS UNIPHASE CORP	222,040	156,600
10000 SHARES LINEAR TECH CORP	321,231	300,300
1500 SHARES MASTERCARD INC	311,848	559,230
6000 SHARES VISA INC	428,915	609,180

Name of Stock	End of Year Book Value	End of Year Fair Market Value
15000 SHARES MICROCHIP TECH INC	437,256	549,450
12000 SHARES QUALCOMM INC	37,475	656,400
8000 SHARES CENTURYTEL INC	319,420	297,600
16000 SHARES VERIZON COMM INC	452,387	641,920
20000 SHARES VODAFONE GRP. PLC	522,479	560,600
1601 SHARES AIG CW-21 WARRANT	27,218	8,821
10000 SHARES HUBBELL INC	410,984	598,500
2000 SHARES DANAHER CORP	97,643	94,080
2000 SHARES BORG-WARNER AUTO INC	82,114	127,480
25000 SHARES DELTA AIR LINES	208,308	202,250
1500 SHARES EQUINOX INC	133,893	152,100
30000 SHARES HERTZ GLOBAL INC	415,752	351,600
25000 SHARES FORD MOTOR CO	282,622	269,000
2000 SHARES ILLINOIS TOOL	98,317	93,420
10000 SHARES MICROSOFT CORP	284,304	259,600
80000 SHARES AMR CORP	548,335	28,000

## TY 2011 Investments - Other Schedule

**Name:** THE JAMES HALE STEINMAN FOUNDATION

**EIN:** 23-6266377

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
P & T PROPERTIES, LLC	AT COST	43,761	43,761

# TY 2011 Legal Fees Schedule

**Name:** THE JAMES HALE STEINMAN FOUNDATION

**EIN:** 23-6266377

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ATTORNEY FEES	773	0	0	773

TY 2011 Other Decreases Schedule

**Name:** THE JAMES HALE STEINMAN FOUNDATION

**EIN:** 23-6266377

Description	Amount
RETURN OF CAPITAL	25,031

**TY 2011 Other Expenses Schedule****Name:** THE JAMES HALE STEINMAN FOUNDATION**EIN:** 23-6266377

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	640	0	0	640
PA FILING FEE	15	0	0	15
SOFTWARE EXPENSE	1,966	0	0	1,966

## TY 2011 Other Income Schedule

**Name:** THE JAMES HALE STEINMAN FOUNDATION

**EIN:** 23-6266377

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ORDINARY LOSS FROM PASSTHROUGH ENTITY	-1,742	0	
SECTION 1231 LOSS FROM PASSTHROUGH ENTITY	-444	0	

**TY 2011 Other Increases Schedule****Name:** THE JAMES HALE STEINMAN FOUNDATION**EIN:** 23-6266377

Description	Amount
ACCRETED BOND DISCOUNTS	17,665
COST BASIS ADJUSTMENT ON 3000 SHARES AIG DUE TO SPIN OFF	27,230



**TY 2011 Other Professional Fees Schedule****Name:** THE JAMES HALE STEINMAN FOUNDATION**EIN:** 23-6266377

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT COUNSEL FEES	122,262	122,262	0	0
MELLON CUSTODIAL FEES	15,172	15,172	0	0

**TY 2011 Taxes Schedule****Name:** THE JAMES HALE STEINMAN FOUNDATION**EIN:** 23-6266377

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
US EXCISE TAX	9,943	0	0	0
FOREIGN TAX	8,515	8,515	0	0

**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 23-6266377  
**Name:** THE JAMES HALE STEINMAN FOUNDATION

**Form 990PF - Special Condition Description:**

<b>Special Condition Description</b>
--------------------------------------

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 )
170000 PV HERTZ CORP NOTE DUE 01/01/14	P	2011-01-13	2011-02-24
0 8 SHARES AIG CW-21 WARRANT	P	2011-01-19	2011-02-28
60000 PV HERTZ CORP NOTE DUE 01/01/14	P	2011-01-13	2011-04-06
56227 7 PV HERTZ CORP NOTE DUE 01/01/14	P	2011-01-13	2011-04-06
56772 3 PV HERTZ CORP NOTE DUE 01/01/14	P	2011-01-13	2011-04-06
5000 SHARES PAYCHEX INC	P	2010-11-22	2011-11-04
1000 SHARES MEDCO HEALTH SOLUTIONS	P	2010-11-22	2011-11-04
2000 SHARES MEDCO HEALTH SOLUTIONS	P	2011-02-09	2011-11-04
3000 SHARES MEDCO HEALTH SOLUTIONS	P	2011-03-21	2011-11-04
10000 SHARES WESTERN UNION	P	2006-11-16	2011-02-09
250 SHARES DISCOVERY COMM	P	2001-07-11	2011-02-09
2000 SHARES MARSH & MCLENNAN	P	2007-04-10	2011-02-09
3000 SHARES MARSH & MCLENNAN	P	2007-01-23	2011-02-09
2000 SHARES HEINZ HJ	P	2003-12-17	2011-02-09
1000 SHARES HEINZ HJ	P	2004-04-02	2011-02-09
2000 SHARES HEINZ HJ	P	2004-02-11	2011-02-09
1500 SHARES DISCOVERY COMM	P	2006-11-16	2011-02-09
250 SHARES DISCOVERY COMM	P	2001-08-20	2011-02-09
5000 SHARES NEWS CORP	P	2005-01-10	2011-02-09
10000 SHARES WESTERN UNION	P	2007-04-10	2011-02-09
2000 SHARES BOSTON SCIENTIFIC	P	2004-06-03	2011-02-09
3000 SHARES BOSTON SCIENTIFIC	P	2005-08-16	2011-02-09
5000 SHARES BOSTON SCIENTIFIC	P	2006-06-09	2011-02-09
10000 SHARES BOSTON SCIENTIFIC	P	2006-07-25	2011-02-09
10000 SHARES BOSTON SCIENTIFIC	P	2006-11-16	2011-02-09
10000 SHARES BOSTON SCIENTIFIC	P	2009-08-06	2011-02-09
3000 SHARES COMCAST CORP	P	2007-08-20	2011-02-09
2000 SHARES COMCAST CORP	P	2008-02-14	2011-02-09
1000 SHARES DISNEY WALT	P	2005-08-16	2011-02-09
1000 SHARES DISNEY WALT	P	2001-11-21	2011-02-09

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 )
300000 PV VERIZON COMMUNICATIONS INC NOTE DUE 02/15/11	P	2008-10-08	2011-02-15
2000 SHARES SYSCO CORP	P	2010-02-01	2011-03-21
5000 SHARES SYSCO CORP	P	2009-12-09	2011-03-21
10000 SHARES NEWS CORP	P	2008-07-28	2011-03-21
5000 SHARES NEWS CORP	P	2006-02-27	2011-03-21
10000 SHARES NEWS CORP	P	2005-01-10	2011-03-21
5000 SHARES MARSH & MCLENNAN	P	2007-04-10	2011-03-21
2000 SHARES HEINZ HJ	P	2004-10-14	2011-03-21
3000 SHARES HEINZ HJ	P	2003-12-17	2011-03-21
5000 SHARES COMCAST CORP	P	2008-02-14	2011-03-21
2000 SHARES DISNEY WALT	P	2001-11-21	2011-03-21
3000 SHARES MARSH & MCLENNAN	P	2007-04-10	2011-04-25
12000 SHARES MARSH & MCLENNAN	P	2006-09-14	2011-04-25
200000 PV ALCOA INC NOTE DUE 07/15/13	P	2008-11-07	2011-05-12
300000 PV XEROX CORP NOTE DUE 08/15/11	P	2008-09-25	2011-08-15
200000 PV AT & T CORP NOTE DUE 11/15/11	P	2008-10-17	2011-10-11
2000 SHARES US BANCORP	P	2009-12-09	2011-11-04
1800 SHARES VERIZON COMM	P	2004-04-02	2011-11-04
2000 SHARES VERIZON COMM	P	2009-12-09	2011-11-04
5000 SHARES PAYCHEX INC	P	2010-04-26	2011-11-04
2000 SHARES KIMBERLY CLARK	P	2010-04-26	2011-11-04
2000 SHARES KIMBERLY CLARK	P	2010-02-01	2011-11-04
4000 SHARES GENERAL MILLS	P	2005-05-11	2011-11-04
200 SHARES VERIZON COMMUNICATIONS	P	2003-08-01	2011-11-04
1000 SHARES GENERAL MILLS	P	2005-09-29	2011-11-04

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)
173,772		174,888	-1,116
10		13	-3
61,331		61,725	-394
57,475		57,844	-369
58,032		58,405	-373
146,869		142,257	4,612
54,648		60,952	-6,304
109,296		124,130	-14,834
163,943		157,755	6,188
210,136		238,300	-28,164
9,489		4,037	5,452
57,504		58,500	-996
86,257		91,070	-4,813
96,852		72,060	24,792
48,426		37,199	11,227
96,852		72,395	24,457
56,933		20,423	36,510
9,489		3,956	5,533
84,768		85,600	-832
210,136		231,489	-21,353
13,749		87,822	-74,073
20,623		84,350	-63,727
34,372		100,489	-66,117
68,744		160,662	-91,918
68,744		163,905	-95,161
68,744		112,000	-43,256
66,473		74,486	-8,013
44,315		37,846	6,469
43,490		25,934	17,556
43,490		20,388	23,102

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)
300,000		300,000	0
55,983		56,731	-748
139,958		142,340	-2,382
167,399		141,400	25,999
83,699		81,319	2,380
167,399		171,200	-3,801
146,923		146,250	673
97,890		70,544	27,346
146,835		108,090	38,745
112,653		94,614	18,039
83,541		40,775	42,766
88,749		87,750	999
354,998		327,086	27,912
220,000		187,263	32,737
300,000		302,376	-2,376
201,302		198,638	2,664
51,019		45,787	5,232
66,846		60,232	6,614
74,273		62,303	11,970
146,869		158,901	-12,032
139,069		122,066	17,003
139,069		118,519	20,550
154,817		99,266	55,551
7,427		6,200	1,227
38,704		23,670	15,034

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,116
			-3
			-394
			-369
			-373
			4,612
			-6,304
			-14,834
			6,188
			-28,164
			5,452
			-996
			-4,813
			24,792
			11,227
			24,457
			36,510
			5,533
			-832
			-21,353
			-74,073
			-63,727
			-66,117
			-91,918
			-95,161
			-43,256
			-8,013
			6,469
			17,556
			23,102



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
			-748
			-2,382
			25,999
			2,380
			-3,801
			673
			27,346
			38,745
			18,039
			42,766
			999
			27,912
			32,737
			-2,376
			2,664
			5,232
			6,614
			11,970
			-12,032
			17,003
			20,550
			55,551
			1,227
			15,034

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BEVERLY R STEINMAN	CHAIRMAN 0 10	0	0	0
PO BOX 128 LANCASTER, PA 17608				
WILLIS W SHENK	TREASURER 0 10	0	0	0
PO BOX 128 LANCASTER, PA 17608				
DENNIS A GETZ	SECRETARY 0 10	0	0	0
PO BOX 128 LANCASTER, PA 17608				
HALE A KRASNE	ASSISTANT TREASURER 0 10	0	0	0
PO BOX 128 LANCASTER, PA 17608				
CAROLINE N HILL	ASSISTANT SECRETARY 0 10	0	0	0
PO BOX 128 LANCASTER, PA 17608				


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
AARON'S ACRES102 WHITE OAK DRIVE LANCASTER,PA 17601	N/A	PUBLIC CHARITY	ACTS OF KINDNESS PROGRAM FOR ADOLESCENTS	1,500
AMERICAN RED CROSS430 W ORANGE STREET LANCASTER,PA 17604	N/A	PUBLIC CHARITY	TROPICAL STORM LEE SUPPORT	5,000
ARC OF LANCASTER COUNTY630 JANET AVE LANCASTER,PA 17601	N/A	PUBLIC CHARITY	OPERATIONS	1,000
BOY SCOUTS OF LANCASTER COUNTY630 JANET AVE SUITE B-114 LANCASTER,PA 17601	N/A	PUBLIC CHARITY	OPERATIONS	2,000
BOYS & GIRLS CLUB OF LANCASTER116 S WATER STREET LANCASTER,PA 17603	N/A	PUBLIC CHARITY	2011 SUMMER CAMP & OPERATIONS	45,000
BRIDGE OF HOPE822 MARIETTA AVE STE 20 LANCASTER,PA 17603	N/A	PUBLIC CHARITY	OPERATIONS	5,000
BRIGHT SIDE OPPORTUNITIES CORP215 S QUEEN ST LANCASTER,PA 17603	N/A	PUBLIC CHARITY	BRIGHT SIDE SUMMER FESTIVAL	1,250
CASAPO BOX 77 SUMMERDALE,PA 17093	N/A	PUBLIC CHARITY	OPERATIONS	5,000
CENTER FOR COMMUNITY PEACEMAKING53 N DUKE STREET LANCASTER,PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	7,500
CENTRAL MARKET FOUNDATION 23 N MARKET STREET LANCASTER,PA 17608	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	25,000
CHESAPEAKE BAY FOUNDATION 614 N FRONT ST G HARRISBURG,PA 17101	N/A	PUBLIC CHARITY	OPERATIONS	5,000
CHURCH FARM SCHOOL1001 E LINCOLN HWY EXTON,PA 19341	N/A	PUBLIC CHARITY	OPERATIONS	1,500
CLARE HOUSE342 E CHESTNUT ST 344 LANCASTER,PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	5,000
CLINIC FOR SPECIAL CHILDREN 535 BUNKER HILL RD STRASBURG,PA 17579	N/A	PUBLIC CHARITY	CLINICAL RESEARCH SERVICES	10,000
COBY'S FAMILY SERVICES1417 OREGON ROAD LEOLA,PA 17540	N/A	PUBLIC CHARITY	OPERATIONS	2,000
CONESTOGA HOUSE FOUNDATION8 W KING ST LANCASTER,PA 17608	N/A	PRIVATE FOUNDATION	2011 SUPPORT	437,772
CONTACT LANCASTER HELPLINE 601 S QUEEN ST LANCASTER,PA 17608	N/A	PUBLIC CHARITY	OPERATIONS	2,500
CRIME STOPPERSPO BOX 7475 LANCASTER,PA 17604	N/A	PUBLIC CHARITY	OPERATIONS	5,000
CRISPUS ATTUCKS407 HOWARD AVE LANCASTER,PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	5,000
DEMUTH FOUNDATION120 E KING ST LANCASTER,PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	2,500
DOLLARS FOR SCHOLARS1550 AMERICAN BLVD MINNEAPOLIS,MN 55425	N/A	PUBLIC CHARITY	OPERATIONS	1,000
FRANKLIN & MARSHALL COLLEGE 415 HARRISBURG AVE LANCASTER,PA 17601	N/A	PRIVATE COLLEGE	LIFE SCIENCES BUILDING	50,000
FULTON OPERA HOUSE12 N PRINCE ST LANCASTER,PA 17603	N/A	PUBLIC CHARITY	OPERATIONS	6,500
HARRISBURG AREA COMMUNITY COLLEGEONE HACC DRIVE HARRISBURG,PA 17110	N/A	PUBLIC COLLEGE	SCHOLARSHIP FUND	10,000
HEALTH EDUCATION CENTER410 NORTH LIME ST LANCASTER,PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	10,000
HEAR INC697 EAST MAIN STR LITITZ,PA 17543	N/A	PUBLIC CHARITY	BUILDING RENOVATIONS	2,500
HERITAGE CENTER MUSEUM7 W KING ST LANCASTER,PA 17603	N/A	PUBLIC CHARITY	DEBT RELIEF & BUILDING RENOVATIONS	50,000
HISTORIC PRESERVATION TRUST 123 N PRINCE ST LANCASTER,PA 17603	N/A	PUBLIC CHARITY	HISTORIC SITE RESTORATION	30,000
HISTORIC PRESERVATION TRUST 123 N PRINCE ST LANCASTER,PA 17603	N/A	PUBLIC CHARITY	OPERATIONS	2,500
HOPE WITHIN COMMUNITY HEALTH CENTER4748 E HARRISBURG PIKE ELIZABETHTOWN,PA 17022	N/A	PUBLIC CHARITY	OPERATIONS	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
HOSPICE OF LANCASTER685 GOOD DR LANCASTER,PA 17601	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	60,000
HOSPICE OF LANCASTER685 GOOD DR LANCASTER,PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	1,000
JAMES STREET IMPROVEMENT DISTRICT354 N PRINCE ST SUITE 110 LANCASTER,PA 17603	N/A	PUBLIC CHARITY	OPERATIONS	37,500
JANUS SCHOOL205 LEFEVER ROAD MOUNT JOY,PA 17552	N/A	PRIVATE SCHOOL	CAPITAL CAMPAIGN	100,000
JHSF SCHOLARSHIPS8 W KING ST LANCASTER,PA 17608	N/A	N/A	SCHOLARSHIPS	85,000
JUNIOR ACHIEVEMENT1322 LOOP RD LANCASTER,PA 17601	N/A	PUBLIC CHARITY	OPERATIONS	3,000
KEYSTONE ART & CULTURE CENTER420 PEARL ST LANCASTER,PA 17603	N/A	PUBLIC CHARITY	OPERATIONS	15,000
LANCASTER ALLIANCE44 NORTH QUEEN ST LANCASTER,PA 17603	N/A	PUBLIC CHARITY	OPERATIONS	12,500
LANCASTER CLEFT PALATE CLINIC223 N LIME ST LANCASTER,PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	2,000
LANCASTER COUNTRY DAY SCHOOL725 HAMILTON RD LANCASTER,PA 17603	N/A	PRIVATE HIGH SCHOOL	CAPITAL CAMPAIGN	150,000
LANCASTER COUNTY CONSERVANCY117 SOUTH WEST END AVENUE LANCASTER,PA 17608	N/A	PUBLIC CHARITY	NATURE PRESERVE	25,000
LANCASTER COUNTY CONSERVANCY725 HAMILTON RD LANCASTER,PA 17603	N/A	PUBLIC CHARITY	OPERATIONS	7,500
LANCASTER FARMLAND TRUST 125 LANCASTER AVENUE STRASBURG,PA 17579	N/A	PUBLIC CHARITY	OPERATIONS	25,000
LANCASTER GENERAL COLLEGE OF NURSING410 NORTH LIME ST LANCASTER,PA 17602	N/A	PRIVATE COLLEGE	MEMORIAL SCHOLARSHIP	10,000
LANCASTER MORAVIAN CHURCH 1460 EDEN RD LANCASTER,PA 17601	N/A	PUBLIC CHARITY	OPERATIONS	1,000
LANCASTER MUSEUM OF ART135 N LIME ST LANCASTER,PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	1,000
LANCASTER PARTNERSHIP PROGRAM-MILLERSVILLE UNIVERSITY1 S GEORGE ST MILLERSVILLE,PA 17551	N/A	PUBLIC UNIVERSITY	OPERATIONS	7,500
LANCASTER PUBLIC LIBRARY125 N DUKE ST LANCASTER,PA 17602	N/A	PUBLIC CHARITY	BUILDING REPAIRS	37,500
LANCASTER PUBLIC LIBRARY125 N DUKE ST LANCASTER,PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	2,500
LANCASTER SCIENCE CENTER454 NEW HOLLAND AVENUE LANCASTER,PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	5,000
LANCASTER SUMMER ARTS FESTIVAL13 N LIME STREET LANCASTER,PA 17603	N/A	PUBLIC CHARITY	OPERATIONS	5,000
LANCASTER SYMPHONY ORCHESTRA226 N ARCH ST LANCASTER,PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	1,750
LINDEN HALL SCHOOL FOR GIRLS 212 EAST MAIN STREET LITITZ,PA 17543	N/A	PRIVATE SCHOOL	OPERATIONS	2,000
LONGS PARK AMPITHEATER630 JANET AVE LANCASTER,PA 17608	N/A	PUBLIC CHARITY	PATRIOTIC CONCERT	2,000
MANHEIM TOWNSHIP PUBLIC LIBRARY595 GRANITE RUN DRIVE LANCASTER,PA 17601	N/A	PUBLIC CHARITY	BUILDING CAMPAIGN	12,500
MARTIN LUTHER KING SCHOLARSHIP FUND1641 OLD PHILADELPHIA PIKE LANCASTER,PA 17602	N/A	PUBLIC CHARITY	SCHOLARSHIP FUND	2,000
MENNONITE HISTORICAL SOCIETY2215 MILLSTREAM ROAD LANCASTER,PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	1,000
MILAGRO HOUSE669 WEST CHESTNUT STREET LANCASTER,PA 17603	N/A	PUBLIC CHARITY	OPERATIONS	7,500
MOM'S HOUSE415 S QUEEN ST LANCASTER,PA 17603	N/A	PUBLIC CHARITY	OPERATIONS	3,500
NAAMAN CENTER4600 E HARRISBURG PIKE ELIZABETHTOWN,PA 17022	N/A	PUBLIC CHARITY	CAPITAL BUILDING CAMPAIGN	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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Name and address (home or business)				
<b>a</b> Paid during the year				
OCTORARO WATERSHED ASSOCIATION517 PINE GROVE RD NOTTINGHAM,PA 19362	N/A	PUBLIC CHARITY	OPERATIONS	2,000
PALCO480 NEW HOLLAND AVENUE LANCASTER,PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	10,000
PHILHAVEN HOSPITAL1884 ROHRERSTOWN RD LANCASTER,PA 17601	N/A	COMMUNITY HOSPITAL	OPERATIONS	1,000
PLANNED PARENTHOOD31 S LIME ST LANCASTER,PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	1,500
PROJECT FORWARD LEAP1706 RACE STREET 2ND FLOOR PHILADELPHIA,PA 19103	N/A	PUBLIC CHARITY	OPERATIONS	10,000
ROCK FORD FOUNDATION881 ROCKFORD RD LANCASTER,PA 17602	N/A	PUBLIC CHARITY	SHAKESPEARE SUMMER FESTIVAL	5,000
ROCK FORD FOUNDATION881 ROCKFORD RD LANCASTER,PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	1,000
S JUNE SMITH FOUNDATION600 EDEN RD I LANCASTER,PA 17601	N/A	PUBLIC CHARITY	OPERATIONS	2,500
SAINT JAMES EPISCOPAL CHURCH 119 N DUKE STREET LANCASTER,PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	5,000
SAINT JAMES EPISCOPAL CHURCH 119 N DUKE STREET LANCASTER,PA 17602	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	50,000
SCHREIBER PEDIATRIC REHAB CENTER625 COMMUNITY WAY LANCASTER,PA 17603	N/A	PUBLIC CHARITY	PROGRAMMING SUPPORT	12,500
SOUTHEAST LANCASTER HEALTH SERVICES625 S DUKE STREET LANCASTER,PA 17602	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	10,000
SPANISH AMERICAN CIVIC ASSOCIATION545 PERSHING AVE LANCASTER,PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	1,000
SPANISH AMERICAN CIVIC ASSOCIATION545 PERSHING AVE LANCASTER,PA 17602	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	50,000
SUSQUEHANNA FOUNDATION FOR THE BLIND244 NORTH QUEEN STREET LANCASTER,PA 17603	N/A	PUBLIC CHARITY	OPERATIONS	1,500
TABOR COMMUNITY SERVICES308 EAST KING STREET LANCASTER,PA 17602	N/A	PUBLIC CHARITY	MORTGAGE COUNSELING PROGRAM	5,000
THEATER OF THE SEVENTH SISTER 451 E ROSS ST LANCASTER,PA 17602	N/A	PUBLIC CHARITY	CHRISTMAS CAROL PRODUCTION	2,250
UNITED DISABILITIES SERVICES 1901 OLDE HOMESTEAD LN LANCASTER,PA 17601	N/A	PUBLIC CHARITY	OPERATIONS	3,000
UNITED WAY OF LANCASTER630 JANET AVE LANCASTER,PA 17601	N/A	PUBLIC CHARITY	OPERATIONS	78,500
YMCA OF LANCASTER572 N QUEEN ST LANCASTER,PA 17603	N/A	PUBLIC CHARITY	BUILDING CAMPAIGN	50,000
YMCA OF LANCASTER572 N QUEEN ST LANCASTER,PA 17603	N/A	PUBLIC CHARITY	ANNUAL CAMPAIGN	5,000
<b>Total . . . . .</b>  <b>3a</b>				1,679,022