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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

WILLARY FOUNDATION
C/O PNC BANK, N. A.

A Employer identification number

23-7014785

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

Room/suite

1600 MARKET STREET - TAX DEPARTMENT

B Telephone number

(570)961-6952

City or town, state, and ZIP code

PHILADELPHIA, PA 19103-7240

C If exemption application is pending, check here ☐

G Check all that apply.

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐I Fair market value of all assets at end of year
(from Part II, col (c), line 16)J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

\$ 4,330,235. (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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		131,363.	131,363.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		51,759.			
b Gross sales price for all assets on line 6a		171,072.			
7 Capital gain net income (from Part IV, line 2)			51,759.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		183,122.	183,122.		
13 Compensation of officers, directors, trustees, etc.		17,348.	17,348.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		700.	0.		700.
c Other professional fees STMT 3		10,000.	0.		10,000.
17 Interest					
18 Taxes STMT 4		3,268.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		6,239.	0.		6,239.
22 Printing and publications					
23 Other expenses STMT 5		3,834.	0.		3,834.
24 Total operating and administrative expenses. Add lines 13 through 23		41,389.	17,348.		20,773.
25 Contributions, gifts, grants paid		100,000.			100,000.
26 Total expenses and disbursements. Add lines 24 and 25		141,389.	17,348.		120,773.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		41,733.			
b Net investment income (if negative, enter -0-)			165,774.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations	100,074.		
	b Investments - corporate stock STMT 6	386,660.	381,600.	1,414,353.
	c Investments - corporate bonds STMT 7	199,933.	300,304.	311,720.
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
Liabilities	13 Investments - other STMT 8	2,328,054.	2,373,349.	2,604,162.
	14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	3,014,721.	3,055,253.	4,330,235.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	0.	0.	
	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	3,014,721.	3,055,253.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	3,014,721.	3,055,253.	
	31 Total liabilities and net assets/fund balances	3,014,721.	3,055,253.	

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	3,014,721.
2 Enter amount from Part I, line 27a	2	41,733.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,056,454.
5 Decreases not included in line 2 (itemize) ▶ ADJUSTMENT TO BOOK CARRYING VALUE	5	1,201.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,055,253.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED GAIN/LOSS REPORT	P		
b SHORT-TERM CAPITAL GAIN DISTRIBUTIONS	P		
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 170,012.		119,313.	50,699.
b 1,060.			1,060.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			50,699.
b			1,060.
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	51,759.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	224,736.	4,052,372.	.055458
2009	133,851.	3,800,973.	.035215
2008	213,244.	4,431,315.	.048122
2007	169,350.	5,064,547.	.033438
2006	221,765.	4,794,983.	.046249

2 Total of line 1, column (d)	2	.218482
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	.043696
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,325,779.
5 Multiply line 4 by line 3	5	189,019.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,658.
7 Add lines 5 and 6	7	190,677.
8 Enter qualifying distributions from Part XII, line 4	8	120,773.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	3,315.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	3,315.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	3,315.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	4,208.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	1,600.
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6d		
b Exempt foreign organizations - tax withheld at source	7	5,808.	
c Tax paid with application for extension of time to file (Form 8868)	8		
d Backup withholding erroneously withheld	9		
7 Total credits and payments. Add lines 6a through 6d	10	2,493.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	11	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 2,493. Refunded ☐			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.WILLARY.ORG</u>	13		N/A
14	The books are in care of ► <u>PNC BANK, N. A. - TAX DEPARTMENT</u> Telephone no. ► <u>(215) 585-5597</u> Located at ► <u>1600 MARKRT STREET, PHILADELPHIA, PA</u> ZIP+4 ► <u>19103-7240</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		17,348.	0.	0.

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,391,654.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,391,654.
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	4,391,654.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	65,875.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,325,779.
6	Minimum investment return. Enter 5% of line 5	6	216,289.

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

1	Minimum investment return from Part X, line 6	1	216,289.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,315.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,315.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	212,974.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	212,974.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	212,974.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	120,773.
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	120,773.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	120,773.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				212,974.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			20,873.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 120,773.				
a Applied to 2010, but not more than line 2a			20,873.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				99,900.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				113,074.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

C/O PNC BANK, N. A.

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N/A

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

☐ 4942(i)(3) or ☐ 4942(i)(5)

- [illegible]

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

1 Information Regarding Foundation Managers:

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

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 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. LINDA DONOVAN - PNC WEALTH MANAGEMENT
P. O. BOX 937, SCRANTON, PA 185010937

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

THE WILLARY FOUNDATION GRANT APPLICATION FORM.

- c Any submission deadlines:**

SEE APPLICATION FORM

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

SEE APPLICATION FORM

WILLARY FOUNDATION

Form 990-PF (2011)

C/O PNC BANK, N. A.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
a Paid during the year				
HOSPICE OF THE SACRED HEART 600 BALTIMORE DRIVE WILKES-BARRE, PA 18702		PUBLIC CHARITY	HEALTH SERVICES - EXPANSION OF SERVICES TO PALLIATIVE AND TRANSITION TO HOME/HOSPICE PATIENTS.	25,000.
MISERICORDIA UNIVERSITY 301 LAKE STREET DALLAS, PA 18612		PUBLIC CHARITY	FUNDING FOR THE INCLUSIVE EXCELLENCE PROFESSIONAL DEVELOPMENT PROJECT AND MISERICORDIA	20,000.
THE UNIVERSITY OF SCRANTON THE EDWARD R. LEAHY, JR. CENTER - 800 LINDEN STREET SCRANTON, PA 18510		PUBLIC CHARITY	FUNDING FOR CLINIC OFFERING NON-EMERGENT HEALTH CARE TO UNINSURED PEOPLE.	15,000.
WILKES UNIVERSITY - INSTITUTE FOR PUBLIC POLICY & ECONOMIC DEVELOPMENT 120 WYOMING AVENUE SCRANTON, PA 18503		PUBLIC CHARITY	COMMUNITY DEVELOPMENT - RESEARCH & DATA ANALYSIS	15,000.
WOMEN'S RESOURCE CENTER, INC. P.O. BOX 975 SCRANTON, PA 18501		PUBLIC CHARITY	HUMAN SERVICES - ECONOMIC JUSTICE PROJECT	25,000.
Total			3a	100,000.
b Approved for future payment				
NONE				
Total			3b	0.

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

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

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

JOHN C. REILLY

Preparer's signature

A. John C. King

Date

8-14-2012

Check ☐ if self-employed

PTIN

P00053054

Firm's name ► PNC BANK, N. A.

Firm's EIN ► 22-1146430

Firm's address ► 1600 MARKET STREET - TAX DEPARTMENT
PHILADELPHIA, PA 19103-7240

Phone no. (215) 585-5597

Form **990-PF** (2011)

Part XV | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - MISERICORDIA UNIVERSITY

FUNDING FOR THE INCLUSIVE EXCELLENCE PROFESSIONAL DEVELOPMENT PROJECT

AND MISERICORDIA UNIVERSITY'S DIVERSITY INSTITUTE CAMP.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCRUED INTEREST ON PURCHASE OF BONDS	<309.>	0.	<309.>
DOMESTIC DIVIDENDS	77,603.	0.	77,603.
DOMESTIC DIVIDENDS	38,944.	0.	38,944.
DOMESTIC INTEREST	3,719.	0.	3,719.
DOMESTIC INTEREST	8,906.	0.	8,906.
U. S. GOVERNMENT INTEREST	2,500.	0.	2,500.
TOTAL TO FM 990-PF, PART I, LN 4	131,363.	0.	131,363.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PNC BANK, N. A. - TAX PREPARATION FEES	700.	0.		700.
TO FORM 990-PF, PG 1, LN 16B	700.	0.		700.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PNC BANK, N. A. - ADMINISTRATIVE FEES	10,000.	0.		10,000.	
TO FORM 990-PF, PG 1, LN 16C	10,000.	0.		10,000.	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX FORM 990-PF 12/31/2010	3,268.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	3,268.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICERS AND DIRECTIONS					
LIABILITY INSURANCE -					
PHILADELPHIA INS.	1,625.	0.		1,625.	
UNITED STATES POSTAL SERVICE	46.	0.		46.	
COUNCIL ON FOUNDATIONS 2011					
MEMBERSHIP DUES	530.	0.		530.	
ASSOCIATION OF SMALL					
FOUNDATIONS MEMBERSHIP DUES	695.	0.		695.	
GENESYS CONFERENCING	794.	0.		794.	
MISCELLANEOUS EXPENSES	144.	0.		144.	
TO FORM 990-PF, PG 1, LN 23	3,834.	0.		3,834.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK	381,600.	1,414,353.
TOTAL TO FORM 990-PF, PART II, LINE 10B	381,600.	1,414,353.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	300,304.	311,720.
TOTAL TO FORM 990-PF, PART II, LINE 10C	300,304.	311,720.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CASH EQUIVALENTS	COST	35,915.	35,915.
MUTUAL FUNDS - FIXED	COST	897,355.	964,489.
MUTUAL FUNDS - EQUITY	COST	1,440,080.	1,603,760.
ROUNDING ADJUSTMENTS	COST	<1.>	<2.>
TOTAL TO FORM 990-PF, PART II, LINE 13		2,373,349.	2,604,162.

SUMMARY OF INVESTMENTS

AS OF 12/31/11

ACCOUNT
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WILLARY FOUNDATION

PAGE 1

	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET
PRINCIPAL CASH	961.12	961.12	961.12	.022	.37	.038
CASH EQUIVALENTS						
FIXED INCOME						
BONDS	300,303.50	300,303.50	311,719.50	7.257	14,750.00	4.732
MUTUAL FUNDS - FIXED	897,355.18	897,355.18	964,488.81	22.455	44,706.72	4.635
TOTAL FIXED INCOME	1,197,658.68	1,197,658.68	1,276,208.31	29.712	59,456.72	4.659
EQUITIES						
COMMON STOCK	381,599.86	344,594.35	1,414,352.54	32.928	35,409.92	2.504
MUTUAL FUNDS - EQUITY	1,440,080.10	1,408,582.88	1,603,759.51	37.338	34,473.52	2.150
TOTAL EQUITIES	1,821,679.96	1,753,177.23	3,018,112.05	70.266	69,883.44	2.315
TOTAL PRINCIPAL ASSETS	3,020,299.76	2,951,797.03	4,295,281.48	100.000	129,340.53	3.011
CASH EQUIVALENTS	34,953.51	34,953.51	34,953.51	100.000	13.28	.038
ACCOUNT TOTAL	3,055,253.27	2,986,750.54	4,330,234.99		129,353.81	2.987



S T A T E M E N T O F I N V E S T M E N T S

AS OF 12/31/11

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WILLARY FOUNDATION

PAGE 2

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
CASH EQUIVALENTS								
961.120	BLACKROCK LIQUIDITY FUNDS TEMPFUND ADMINISTRATION SHARES #H1	961.12	961.12	961.12	0.022	0.37	0.038	1.000
34,953.510	BLACKROCK LIQUIDITY FUNDS TEMPFUND ADMINISTRATION SHARES #H1 (INCOME INVESTMENT)	34,953.51	34,953.51	34,953.51	0.807	13.28	0.038	1.000
	TOTAL CASH EQUIVALENTS	35,914.63	35,914.63	35,914.63	0.829	13.65	0.038	
CORPORATE BONDS								
50,000.000	ALLSTATE CORP SR NTS 06.125% DUE 02/15/2012	48,988.50	48,988.50	50,289.50	1.161	3,062.50	6.090	100.579
50,000.000	CONCOPHILLIPS CO GUARNT 04.400% DUE 05/15/2013	50,325.50	50,325.50	52,547.50	1.214	2,200.00	4.187	105.095
50,000.000	AT & T INC SR SEC 05.100% DUE 09/15/2014	50,389.00	50,389.00	55,144.50	1.273	2,550.00	4.624	110.289
50,000.000	CON EDISON CO OF NY SR UNSEC 05.375% DUE 12/15/2015	50,229.50	50,229.50	57,173.00	1.320	2,687.50	4.701	114.346
50,000.000	LLOYDS TSB BANK PLC SEDOL B3SKB80 ISIN US539473AG31 04.875% DUE 01/21/2016	50,591.50	50,591.50	48,323.00	1.116	2,437.50	5.044	96.646



STATEMENT OF INVESTMENTS

AS OF 12/31/11

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WILLARY FOUNDATION

PAGE 3

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
50,000.000	GOLDMAN SACHS GROUP INC SR UNSEC 03.625% DUE 02/07/2016	49,779.50	49,779.50	48,242.00	1.114	1,812.50	3.757	96.484
	TOTAL CORPORATE BONDS	<u>300,303.50</u>	<u>300,303.50</u>	<u>311,719.50</u>	<u>7.198</u>	<u>14,750.00</u>	<u>4.732</u>	
	COMMON STOCK							
3,000.000	AUTOMATIC DATA PROCESSING INC	52,095.23	52,095.23	162,030.00	3.742	4,740.00	2.925	54.010
3,499.000	BERKSHIRE HATHAWAY INC CLASS B	29,459.97	9,309.00	266,973.70	6.165	0.00	0.000	76.300
800.000	CHEVRON CORPORATION	38,692.00	38,692.00	85,120.00	1.966	2,592.00	3.045	106.400
3,688.000	INTEL CORP	54,563.96	54,563.96	89,434.00	2.065	3,097.92	3.464	24.250
568.000	INTERNATIONAL BUSINESS MACHS CORP	54,269.56	54,269.56	104,443.84	2.412	1,704.00	1.631	183.880
4,000.000	JOHNSON & JOHNSON	95,054.50	95,054.50	262,320.00	6.058	9,120.00	3.477	65.580
4,000.000	MICROSOFT CORP	16,962.50	16,755.50	103,840.00	2.398	3,200.00	3.082	25.960
3,000.000	PNC FINANCIAL SERVICES GROUP INC	23,779.13	20,939.53	173,010.00	3.995	4,800.00	2.774	57.670
5,700.000	SYSCO CORP	16,723.01	2,915.07	167,181.00	3.861	6,156.00	3.682	29.330
	TOTAL COMMON STOCK	<u>381,599.86</u>	<u>344,594.35</u>	<u>1,414,352.54</u>	<u>32.662</u>	<u>35,409.92</u>	<u>2.504</u>	
	MUTUAL FUNDS -- FIXED							



STATEMENT OF INVESTMENTS

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WILLARY FOUNDATION

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
5,107.252	FIDELITY ADVISOR FLOATING HIGH INCOME FUND I FUND #279	50,000.00	50,000.00	49,182.84	1.136	1,664.96	3.385	9.630
49,216.825	BLACKROCK FDS HIGH YIELD BD PORTFOLIO FUND 318 INSTITUTIONAL CLASS	348,800.30	348,800.38	363,712.34	8.399	23,722.51	6.522	7.390
4,727.000	ISHARES BARCLAYS TR U S TIP ETF	498,554.80	498,554.80	551,593.63	12.738	19,319.25	3.502	116.690
	TOTAL MUTUAL FUNDS - FIXED	897,355.18	897,355.18	964,488.81	22.273	44,706.72	4.635	
	MUTUAL FUNDS - EQUITY							
5,198.000	ISHARES TR DJ SELECT DIV INDEX ETF	252,450.24	252,450.24	279,496.46	6.455	9,808.63	3.509	53.770
3,525.000	ISHARES TR MSCI EMERGING MKTS INDEX FD ETF	109,298.50	109,298.50	133,738.50	3.088	2,848.20	2.130	37.940
4,626.000	ISHARES MSCI EAFE INDEX FUND ETF	266,743.08	237,506.34	229,125.78	5.291	7,910.46	3.452	49.530
2,899.000	ISHARES DOW JONES U.S. TECHNOLGY SECTOR INDEX FUND ETF	146,633.67	146,633.67	185,246.10	4.278	1,229.18	0.664	63.900
754.000	ISHARES DJ US HEALTHCARE SECTOR INDEX FD ETF	49,266.36	49,266.36	53,963.78	1.246	919.13	1.703	71.570



STATEMENT OF INVESTMENTS

AS OF 12/31/11

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WILLARY FOUNDATION

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
5,180.000	ENERGY SELECT SPDR FUND ETF	292,874.22	290,613.74	358,093.40	8.270	5,651.38	1.578	69.130
2,873.000	VANGUARD CONSUMER DISCRETIONARY ETF	159,254.39	159,254.39	177,580.13	4.101	2,450.67	1.380	61.810
3,004.000	VANGUARD INDUSTRIALS ETF	163,559.64	163,559.64	186,515.36	4.307	3,655.87	1.960	62.089
	TOTAL MUTUAL FUNDS - EQUITY	<u>1,440,080.10</u>	<u>1,409,582.88</u>	<u>1,603,759.51</u>	<u>37.036</u>	<u>34,473.52</u>	<u>2.150</u>	
	TOTAL INVESTMENTS	<u>3,055,253.27</u>	<u>2,986,750.54</u>	<u>4,330,234.99</u>	<u>100.000</u>	<u>129,353.81</u>	<u>2.987</u>	
	CASH	0.00	0.00	0.00				
	TOTAL ASSETS	3,055,253.27	2,986,750.54	4,330,234.99				
	INCOME CASH	0.00		0.00				



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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PNC BANK, N. A. 201 PENN STREET SCRANTON, PA 18501	AGENT FOR TRUSTEES 0.00	17,348.	0.	0.
WILLIAM W. SCRANTON C/O PNC BANK, N. A. - 201 PENN STREET SCRANTON, PA 18501	TRUSTEE 5.00	0.	0.	0.
MARY L. SCRANTON C/O PNC BANK, N. A. - 201 PENN STREET SCRANTON, PA 18501	TRUSTEE 5.00	0.	0.	0.
JOSEPH C. SCRANTON C/O PNC BANK, N. A. - 201 PENN STREET SCRANTON, PA 18501	TRUSTEE 5.00	0.	0.	0.
SUSAN SCRANTON DAWSON C/O PNC BANK, N. A. - 201 PENN STREET SCRANTON, PA 18501	TRUSTEE 5.00	0.	0.	0.
PETER K. SCRANTON C/O PNC BANK, N. A. - 201 PENN STREET SCRANTON, PA 18501	TRUSTEE 5.00	0.	0.	0.
WILLIAM W. SCRANTON, III C/O PNC BANK, N. A. - 201 PENN STREET SCRANTON, PA 18501	TRUSTEE 5.00	0.	0.	0.
S. CAITLIN SCRANTON C/O PNC BANK, N. A. - 201 PENN STREET SCRANTON, PA 18501	TRUSTEE 5.00	0.	0.	0.
ELIZABETH S. VALOSEK C/O PNC BANK, N. A. - 201 PENN STREET SCRANTON, PA 18501	TRUSTEE 5.00	0.	0.	0.

WILLARY FOUNDATION C/O PNC BANK, N. A.

23-7014785

JULIEN SCRANTON TRUSTEE
C/O PNC BANK, N. A. - 201 PENN
STREET 5.00
SCRANTON, PA 18501

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

17,348. 0. 0.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions WILLARY FOUNDATION C/O PNC BANK, N. A.	Employer identification number (EIN) or ☒ 23-7014785
	Number, street, and room or suite no. If a P O box, see instructions 1600 MARKET STREET - TAX DEPARTMENT	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions PHILADELPHIA, PA 19103-7240	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990 T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

PNC BANK, N. A. - TAX DEPARTMENT

- The books are in the care of **1600 MARKRT STREET - PHILADELPHIA, PA 19103-7240**
Telephone No **(215) 585-5597** FAX No **866-630-3428**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012.**

5 For calendar year **2011**, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

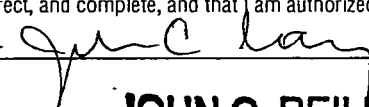
7 State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED TO GATHER AND REVIEW ALL NEEDED DATA SO THAT A COMPLETE AND ACCURATE RETURN CAN BE FINALIZED.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	3,315.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	4,208.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **ASSISTANT VICE PRESIDENT** Date **8-6-2012**
JOHN C. REILLY

Form 8868 (Rev. 1-2012)