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

Department of the Treasury
Internal Revenue Service

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

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

<p>Name of foundation THE MUTUAL FIRE FOUNDATION, INC.</p> <p>Number and street (or P O box number if mail is not delivered to street address) 120 E UWCHLAN AVE</p> <p>City or town, state, and ZIP code EXTON, PA 19341</p> <p>G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change</p> <p>H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p> <p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 2,206,009 (Part I, column (d) must be on cash basis)</p>		<p>A Employer identification number 38-3704483</p> <p>B Telephone number (see instructions) 610-524-4700</p> <p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>			
<p>Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</p> <p>Revenue</p>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<p>1 Contributions, gifts, grants, etc., received (attach schedule)</p> <p>2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B</p> <p>3 Interest on savings and temporary cash investments</p> <p>4 Dividends and interest from securities</p> <p>5a Gross rents</p> <p>b Net rental income or (loss)</p> <p>6a Net gain or (loss) from sale of assets not on line 10</p> <p>b Gross sales price for all assets on line 6a</p> <p>7 Capital gain net income (from Part IV, line 2)</p> <p>8 Net short-term capital gain</p> <p>9 Income modifications</p> <p>10a Gross sales less returns and allowances</p> <p>b Less. Cost of goods sold</p> <p>c Gross profit or (loss) (attach schedule)</p> <p>11 Other income (attach schedule)</p> <p>12 Total. Add lines 1 through 11</p>		241,000	58	58	73,181
<p>13 Compensation of officers, directors, trustees, etc.</p> <p>14 Other employee salaries and wages</p> <p>15 Pension plans, employee benefits</p> <p>16a Legal fees (attach schedule)</p> <p>b Accounting fees (attach schedule)</p> <p>c Other professional fees (attach schedule)</p> <p>17 Interest</p> <p>18 Taxes (attach schedule) (see instructions)</p> <p>19 Depreciation (attach schedule) and depletion</p> <p>20 Occupancy</p> <p>21 Travel, conferences, and meetings</p> <p>22 Printing and publications</p> <p>23 Other expenses (attach schedule)</p> <p>24 Total operating and administrative expenses. Add lines 13 through 23</p> <p>25 Contributions, gifts, grants paid</p> <p>26 Total expenses and disbursements. Add lines 24 and 25</p>		342,559	28,320	28,320	168,984
<p>27 Subtract line 26 from line 12:</p> <p>a Excess of revenue over expenses and disbursements</p> <p>b Net investment income (if negative, enter -0-)</p> <p>c Adjusted net income (if negative, enter -0-)</p>		30,270	165,164		

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	3,796	19,146	19,146
	2 Savings and temporary cash investments	24,141	881,914	881,914
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)	227,656	247,636	269,059
	b Investments—corporate stock (attach schedule)	1,856,182	992,307	992,307
	c Investments—corporate bonds (attach schedule)	36,592	36,592	43,583
	11 Investments—land, buildings, and equipment, basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,148,367	2,177,595	2,206,009
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <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 type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,148,367	2,177,595	
	30 Total net assets or fund balances (see instructions)	2,148,367	2,177,595	
	31 Total liabilities and net assets/fund balances (see instructions)	2,148,367	2,177,595	
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	2,148,367
2	Enter amount from Part I, line 27a		2	30,270
3	Other increases not included in line 2 (itemize) ► SEE ATTACHED SCHEDULE		3	67,425
4	Add lines 1, 2, and 3		4	2,246,062
5	Decreases not included in line 2 (itemize) ► SEE ATTACHED SCHEDULE		5	68,467
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30		6	2,177,595

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 PUBLICLY TRADED SECURITIES (SEE ATTACHED SCHEDULE)					
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 2,137,782		2,070,357	67,425		
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any			
a			67,425		
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	67,425	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	234,208	2,028,670	.115449
2009	65,080	1,474,998	.044122
2008	70,516	1,416,146	.049794
2007	65,688	1,268,437	.051787
2006	65,776	1,052,974	.062467
2 Total of line 1, column (d)			2 .323619
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 .064724
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 2,221,086
5 Multiply line 4 by line 3			5 143,758
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,652
7 Add lines 5 and 6			7 145,410
8 Enter qualifying distributions from Part XII, line 4			8 287,500
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.			

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)

1b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

1c 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

6a 2011 estimated tax payments and 2010 overpayment credited to 2011

6b Exempt foreign organizations—tax withheld at source

6c Tax paid with application for extension of time to file (Form 8868)

6d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed EFT PAY 3/30/12** ►

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** ► **Refunded** ►

1	1,652
2	
3	1,652
4	
5	1,652
7	1,400
8	
9	252
10	
11	

Part VII-A Statements 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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1c Did the foundation file **Form 1120-POL** for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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.

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► **PENNSYLVANIA**

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a	✓	
1b	✓	
1c	✓	
2	✓	
3		
4a	✓	
4b		
5	✓	
6	✓	
7	✓	
8b	✓	
9	✓	
10	✓	

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	✓
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	✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	✓
14	The books are in care of ► JAMES MCGUIGAN Located at ► 120 E UWCHLAN AVE, STE 101, EXTON, PA	Telephone no. ► 610-524-4700 ZIP+4 ► 19341	
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		
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

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? (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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	✓
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? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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	
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

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

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

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?

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

List all Directors, Officers, Trustees, Foundation Managers and their COMPENSATION (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED SCHEDULE				
.....
.....
.....
.....
.....
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE
.....
.....
.....
.....
.....
Total number of other employees paid over \$50,000 ►				

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ►

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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? Yes No

5b

6b

7b

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	2,211,406
b	Average of monthly cash balances	1b	43,504
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,254,910
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,254,910
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	33,824
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,221,086
6	Minimum investment return. Enter 5% of line 5	6	111,054

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	111,054
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,652
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,652
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	109,402
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	109,402
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	109,402

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	287,500
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	287,500
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	5	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	6	285,848
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				109,402
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only				
b Total for prior years: 20 ____ ,20 ____ ,20 ____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010	124,323			
f Total of lines 3a through e	124,323			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 287,500				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				109,402
e Remaining amount distributed out of corpus	178,098			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	302,421			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	302,421			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	124,323			
e Excess from 2011	178,098			

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

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 ATTACHED SCHEDULE				287,500
Total				► 3a 287,500
b Approved for future payment				
Widener University School of Law Wilmington, DE 19803		College	Moot Court Room Fund	50,000
Total				► 3b 50,000

Part XVI-A | Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	58	
4 Dividends and interest from securities			14	73,181	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	28,320	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				101,559	
13 Total. Add line 12, columns (b), (d), and (e)					101,559

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

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

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

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

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
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash	1a(1)	✓
(2)	Other assets	1a(2)	✓
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	✓
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	✓
(3)	Rental of facilities, equipment, or other assets	1b(3)	✓
(4)	Reimbursement arrangements	1b(4)	✓
(5)	Loans or loan guarantees	1b(5)	✓
(6)	Performance of services or membership or fundraising solicitations	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
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.		

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

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►		Firm's EIN ►		
	Firm's address ►		Phone no		

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

2011

Name of the organization	Employer identification number
THE MUTUAL FIRE FOUNDATION, INC.	38-3704483

Organization type (check one):

Filers of:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

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

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

Name of organization	Employer identification number
THE MUTUAL FIRE FOUNDATION, INC.	38-3704483

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE MUTUAL FIRE MARINE AND INLAND INSURANCE CO 120 E UWCHLAN AVE., STE 101 EXTON, PA 19341	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	FHA HOLDING COMPANY 120 E UWCHLAN AVE., STE 101 EXTON, PA 19341	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	FRANKLIN HOMEOWNERS ASSURANCE COMPANY 120 E UWCHLAN AVE., STE 101 EXTON, PA 19341	\$ 46,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	ELIZABETHTOWN INSURANCE COMPANY 56 N. MARKET STREET ELIZABETHTOWN, PA 17022	\$ 80,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

THE MUTUAL FIRE FOUNDATION, INC.

Employer identification number

38-3704483

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	NONE	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

PART I, LINE 1, CONTRIBUTIONS,GIFTS,GRANTS,ETC. RECEIVED

SEE SCHEDULE B PARTS I AND II DETAIL \$ 241,000

PART I, LINE 16 C, OTHER PROFESSIONAL FEES

CUSTODY / INVESTMENT ADVISORY FEES \$3,820

PART I, LINE 18, TAXES

US FEDERAL EXCISE TAX ON INVESTMENT INCOME \$1,443

TOTAL TAXES \$1,443

PART I, LINE 23, OTHER EXPENSES

INSURANCE EXPENSE	1,193
STATE LICENSES AND FEES	15
MISCELLANEOUS EXPENSES	2,218
TOTAL OTHER EXPENSES	\$3,426

PART I, LINE 11 , OTHER INCOME

DIVIDENDS FROM MUTUAL FIRE MARINE AND INLAND \$28,320

THE MUTUAL FIRE FOUNDATION, INC.

2011 FORM 990 PF PART II
BALANCE SHEET END OF YEAR
LINE 10a - 10c INVESTMENTS

38-3704483

Asset Description	Par value or Shares	Book Value COL(b)	Cost	Value COL(c)	Market Value COL(c)	Unrealized Gain (loss)
CEDAR RAPIDS IOWA TAXABLE Ser B DTD 6/8/2011 5% 6/1/2029	20,000	19,980	19,980	20,905	20,905	925
CHELSEA MASS TAXABLE MUNI PURP LN Ser C DTD 7/1/2009 6 06% 1/15/2025	25,000	25,310	25,310	27,745	27,745	2,436
FLORIDA ST BIRD ED BUILD AMERICA BONDS DTD 2/1/2010 5 75% 6/1/2035	25,000	24,670	24,670	26,648	26,648	1,978
HOWELL TWP NJ SCH DIST REF TAXABLE SCH PENSION DTD 3/1/2005 5 3% 7/15/2019	25,000	25,339	25,339	27,164	27,164	1,826
KANE & DE KALB CNTYS ILL CMNTY UNIT SCH DIST NO 302 BUILD AMERICA BONDS SCH BLDG DIRECT PMT TO ISSUE Ser D DTD 11/23/2009 6% 2/11/2027	25,000	25,173	25,173	27,114	27,114	1,941
KANKAKEE CNTY ILL BUILD AMERICA BONDS TAXABLE ALT REV SOURCE DIRECT PMT DTD 9/15/2009 6 2% 1/15/2030	50,000	50,695	50,695	52,891	52,891	2,196
MILAN MICH AREA SCHS BUILD AMERICA BONDS TAXABLE SCH BLDG & SITE DIRECT PAY DTD 5/4/2009 6 94% 5/1/2029	25,000	25,749	25,749	27,562	27,562	1,813
MONROE CNTY PA TAXABLE DTD 4/1/2009 5 8% 6/15/2022	25,000	25,233	25,233	29,442	29,442	4,210
NEW YORK NY TAXABLE SUBSER 1 2 DTD 4/16/2009 6 06% 4/1/2017	25,000	25,489	25,489	29,589	29,589	4,100
Investments- U S and State Obligations (Part II Line 10 a) Total						
AMERICAN EXPRESS CO COMMON AT&T INC	1,750	82,548	85,903	247,636	269,059	21,424
AVERY DENNISON CORPORATION COMMON	1,250	37,800	38,550		82,548	(3,356)
BANK OF NEW YORK MELLON CORP	1,000	28,680	31,816		37,800	(750)
CISCO SYSTEMS COMMON	2,000	39,820	48,485		28,680	(3,136)
CLOROX COMPANY COMMON	2,500	45,200	38,925		39,820	(8,665)
CONOCOPHILLIPS COMMON	200	13,312	13,046		45,200	6,275
CORNING COMMON	200	14,574	12,844		13,312	266
DIEBOLD INCORPORATED COMMON	1,000	12,980	12,365		14,574	1,730
EBAY INC COMMON	1,250	37,588	39,433		12,365	615
EXELON CORPORATION COMMON	1,000	30,330	31,924		12,980	(1,845)
FREEPORT-MCMORAN COPPER & GOLD, INC COMMON STOCK	900	39,033	39,078		37,588	(1,594)
	200	7,358	7,980		39,033	(45)
					30,330	(622)
					39,078	7,358

PART II BALANCE SHEET END OF YEAR
LINE 10 - INVESTMENTS

THE MUTUAL FIRE FOUNDATION, INC.

2011 FORM 990 PF PART II
BALANCE SHEET END OF YEAR
LINE 10a - 10c INVESTMENTS

38-3704483

Asset Description	Par Value or Shares	Book Value COL(b)	Cost	Market Value COL(c)	Unrealized Gain (Loss)
GENERAL MILLS INCORPORATED COMMON	1,000	40,410	36,916	40,410	3,494
HESS CORPORATION	250	14,200	15,185	14,200	(985)
ILLINOIS TOOL WORKS COMMON	500	23,355	28,800	23,355	(5,445)
INTEGRITY BANK PREFERRED STOCK 7%	3,000	30,000	30,000	30,000	0
ITT CORPORATION	1,000	19,330	20,357	19,330	(1,027)
JOHNSON CONTROLS COMMON	500	15,630	14,758	15,630	873
JPM CHASE CAPITAL XXXIX 6 7% PRFD STK	1,000	25,520	24,750	25,520	770
KRAFT FOODS INC CL A COMMON	1,000	37,360	33,722	37,360	3,638
NORTHWEST NATURAL GAS CO COMMON	850	40,741	39,347	40,741	1,394
PEABODY ENERGY CORP COMMON	400	13,244	19,935	13,244	(6,691)
PEPSICO INCORPORATED COMMON	750	49,763	47,440	49,763	2,322
PROCTER & GAMBLE CO COMMON	200	13,342	12,885	13,342	457
SUNTRUST CAP IX 7 875% PFD	1,000	25,300	19,400	25,300	5,900
SUSQUEHANNA CAPITAL PREFERRED 9 375%	1,000	26,270	25,072	26,270	1,199
TIFFANY & COMPANY NEW COMMON	200	13,252	13,546	13,252	(294)
US BANCORP COMMON NEW	1,000	27,050	26,085	27,050	965
VERIZON COMMUNICATIONS COMMON	1,000	40,120	37,149	40,120	2,971
WHITING PETROLEUM CORP NEW COMMON	750	35,018	39,301	35,018	(4,283)
WINDSTREAM CORPORATION	3,900	45,786	49,250	45,786	(3,464)
XYLEM INC	1,500	38,535	40,261	38,535	(1,726)
Investments- Corporate Stock (Part II Line 10 b) Total		992,307	1,013,359	992,307	(21,053)
AMERICAN WATER CAP CORP DTD 4/15/2008	25,000	23,338	23,338	29,081	5,744
6 085% 10/15/2017					
GEORGIA POWER COMPANY DTD 12/15/2009	13,000	13,254	13,254	14,502	1,247
4 25% 12/1/2019					
Investments- Corporate Bonds (Part II Line 10 c) Total		36,592	36,592	43,583	6,991

MUTUAL FIRE FOUNDATION INC
PART III LINE 3, ANALYSIS OF CHANGES IN FUND BALANCES
INCREASES NOT INCLUDED IN LINE 2 PART III

EIN 38-3704483

2011 FORM 990-PF

INCREASES NOT INCLUDED IN LINE 2 PART III.

NET REALIZED CAPITAL GAINS FROM PART IV LINE 2

TOTAL INCREASES NOT INCLUDED IN LINE 2 PART III

\$ 67,425

\$ 67,425

PART III LINE 3, ANALYSIS OF CHANGES IN FUND BALANCES
INCREASES NOT INCL IN LINE 2

2011
FORM 990-PF

3/26/2012

MUTUAL FIRE FOUNDATION INC
PART III LINE 5, ANALYSIS OF CHANGES IN FUND BALANCES
DECREASES NOT INCLUDED IN LINE 2 PART III

EIN:38-3704483

2011 FORM 990-PF

DECREASES NOT INCLUDED IN LINE 2 PART III

DECREASE IN FAIR MARKET VALUE INVESTMENTS LINE 10 B PART II

<u>TOTAL DECREASES NOT INCLUDED IN LINE 2 PART III</u>	\$	<u>68,467</u>
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PART III LINE 5, ANALYSIS OF CHANGES IN FUND BALANCES
DECREASES NOT INCL IN LINE 2

2011
FORM 990-PF

3/28/2012

**PART IV CAPITAL GAINS AND LOSSES FOR TAX
ON INVESTMENT INCOME**

PART IV LINE 1A

PUBLICLY TRADED SECURITIES

Shares / Par	Kind of property	Line 1A Col A	(B) How acq	[C] Date Acquired	[D] Date Sold	Gross Sales Col E)	Price (Ln 1A Col G)	Cost (Ln 1A Col G)	Realized Long Gain/(Loss)	Realized Short Gain/(Loss)	[NET] Capital Gain (loss) -Publicly Traded Securities	Part IV (Line 1A Col H and L)
(152,033)	WELLINGTON FUND ADM SHS	P	09/30/2010	06/30/2011	8,464	7,783					681	681
(154,160)	WELLINGTON FUND ADM SHS	P	12/30/2010	06/30/2011	8,582	8,241					341	341
(516,306)	VANGUARD GNMA FUND ADM SHS	P	12/30/2010	06/30/2011	5,638	5,550					108	108
(167,437)	WELLINGTON FUND ADM SHS	P	06/29/2011	06/30/2011	9,321	9,258					64	64
(142,626)	VANGUARD GNMA FUND ADM SHS	P	12/30/2010	06/30/2011	1,557	1,528					30	30
(86,090)	VANGUARD GNMA FUND ADM SHS	P	03/31/2011	06/30/2011	940	923					17	17
(88,016)	VANGUARD GNMA FUND ADM SHS	P	01/31/2011	06/30/2011	961	944					17	17
(85,051)	VANGUARD GNMA FUND ADM SHS	P	02/28/2011	06/30/2011	929	913					16	16
(87,507)	VANGUARD GNMA FUND ADM SHS	P	12/31/2010	06/30/2011	956	940					16	16
(84,410)	VANGUARD GNMA FUND ADM SHS	P	04/29/2011	06/30/2011	922	915					7	7
(87,121)	VANGUARD GNMA FUND ADM SHS	P	05/31/2011	06/30/2011	951	954					(3)	(3)
(139,100)	WELLINGTON FUND ADM SHS	P	03/31/2011	06/30/2011	7,744	7,746					(3)	(3)
(99,126)	VANGUARD GNMA FUND ADM SHS	P	09/30/2010	06/30/2011	1,082	1,092					(10)	(10)
(86,428)	VANGUARD GNMA FUND ADM SHS	P	11/30/2010	06/30/2011	944	957					(13)	(13)
(86,720)	VANGUARD GNMA FUND ADM SHS	P	07/30/2010	06/30/2011	947	961					(14)	(14)
(99,825)	VANGUARD GNMA FUND ADM SHS	P	08/31/2010	06/30/2011	1,090	1,104					(14)	(14)
(95,985)	VANGUARD GNMA FUND ADM SHS	P	10/31/2010	06/30/2011	1,048	1,066					(18)	(18)
(3,573,7805)	BLACKROCK INT'L GROWTH TR BGY	P	07/08/2011	36,008	35,338	0					670	670
(300,0000)	GILEAD SCIENCES COMMON	P	07/19/2011	08/15/2011	11,163	12,513					(1,350)	(1,350)
(1,750,0000)	NUANCE COMMUNICATIONS INC COMMON	P	07/19/2011	08/25/2011	29,515	37,528					(8,012)	(8,012)
(750,0000)	AMERICAN EXPRESS CO COMMON	P	09/08/2011	09/02/2011	36,160	33,764					2,397	2,397
(250,0000)	KIMBERLY CLARK CORP COMMON	P	07/19/2011	09/22/2011	17,032	16,595					437	437
(750,0000)	GUESS ? INC COMMON	P	07/22/2011	09/22/2011	21,605	29,614					(8,010)	(8,010)
(900,0000)	HEXCEL CORP NEW COMMON	P	07/19/2011	10/31/2011	22,585	20,142					2,443	2,443
(275,0000)	ALBEMARLE CORP COMMON	P	09/23/2011	10/31/2011	14,737	12,729					2,009	2,009
(250,0000)	PNC FINANCIAL SERVICES GROUP COMMON	P	09/19/2011	11/01/2011	12,807	12,474					333	333
(500,0000)	KIMBERLY CLARK CORP COMMON	P	08/16/2011	11/04/2011	34,544	32,555					1,989	1,989
(500,0000)	EXCELIS INC	P	07/14/2011	11/05/2011	5,567	6,635					(1,068)	(1,068)
(1,000,0000)	LOWE'S COMPANIES COMMON	P	09/01/2011	11/23/2011	22,557	20,484					2,093	2,093
(1,250,0000)	MERGER	P	07/19/2011	11/28/2011	37,500	38,050					(550)	(550)
(600,0000)	GILEAD SCIENCES COMMON	P	07/19/2011	11/29/2011	23,826	25,026					(1,200)	(1,200)

**PART IV CAPITAL GAINS AND LOSSES FOR TAX ON
NET INVESTMENT INCOME**

2011 FORM 990-PF

3/28/2012
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PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

PART IV LINE 1A

PUBLICLY TRADED SECURITIES

PART VIII PART 1

INFORMATION ABOUT OFFICERS, DIRECTORS,
TRUSTEES, FOUNDATION MANAGERS, HIGHLY PAID
EMPLOYEES, AND CONTRACTORS

COL A NAME AND ADDRESS	COL B TITLE	COL C COMPENSATION	COL D - CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS AND DEFERRED COMPENSATION	COL E - EXPENSE ACCOUNT, OTHER ALLOWANCES
MICHAEL J PETRELLA	CHAIRMAN	0	0	0
WALTER BRATIC	DIRECTOR	0	0	0
CAROLINE BRATIC	PRESIDENT / DIRECTOR	9,300	0	0
JAMES MCGUIGAN	TREASURER	2,500	0	0
G ALAN BAILEY	SECRETARY	1,200	0	0
THERESA ROBERTS	ASST. TREASURER	1,500	0	0

PART VIII PART 1

INFORMATION ABOUT OFFICERS, DIRECTORS,
TRUSTEES, FOUNDATION MANAGERS,
HIGHLY PAID EMPLOYEES, AND CONTRACTORS

RECIPIENT	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NAME AND ADDRESS			
Ancillae-Assumpta Academy 2025 Church Road, Wyncoate, PA 19095	Private Sec Sch	Scholarship	\$3,500.00
Benchmark School Media, PA 19063	Private Sec Sch	Scholarship	\$10,000.00
Business Leadership Organized for Catholic Schools Philadelphia, PA 19103	Private Sec Sch	Scholarship	\$10,000.00
Center School Abington, PA 19001	Private Sec Sch	Scholarship	\$10,000.00
Delaware Valley Friends School Paoli, PA 19301	Private Sec Sch	Scholarship	\$10,000.00
Foundation for Catholic Education 2 Forrest Lane, Strafford, PA 19087	Private Sec Sch	Scholarship	\$10,000.00
Franklin & Marshall College Post Office Box 3003, Lancaster, PA 17604	College / Univ	Scholarship	\$10,000.00
Friends' Central School Wynnewood, PA 19096	Private Sec Sch	Scholarship	\$5,000.00
International Orthodox Christian Charities 110 West Rd, Baltimore, MD 21204	Church/religious org	General fund	\$15,000.00
Junior Achievement of Central PA 2420 Gehman Lane, Lancaster, PA 17602	Educational Improvement Org	Scholarship	\$10,000.00
Lancaster Foundation for Educational Enrichment 445 N Reservoir Street, Lancaster, PA 17602	Educational Improvement Org	Scholarship	\$8,000.00
Make-a-Wish Foundation 512 Township Line Rd, Blue Bell PA 19422	Public Charity	General fund	\$10,000.00
Malvern Preparatory School Malvern, PA 19355	Private Sec Sch	Scholarship	\$10,000.00
Millersville University P O Box 1002, Millersville, PA 17551	College / Univ	Scholarship	\$1,000.00
Opera Company of Philadelphia 1420 Locust Street, Suite 210 – Philadelphia, PA 19102	Educational Improvement Org	Scholarship	\$4,000.00
Penn State University University Park, PA 16802	College / Univ	Scholarships	\$2,000.00
Salvation Army 701 N Broad St, Philadelphia, PA 19123	Public Charity	General fund	\$20,000.00
Sunday Breakfast Rescue Mission PO Box 297, Philadelphia, PA 19105-0297	Public Charity	Provide food for the indigent	\$1,000.00
Temple University 1801 N Broad Street, Philadelphia, PA 19122	College / Univ	Scholarship	\$1,000.00
The Arc of Dauphin and Lebanon Counties Harrisburg, PA 17103	Educational Improvement Org	Scholarship	\$8,000.00
The Haverford School Haverford, PA 19041	Private Sec Sch	Scholarship	\$10,000.00

RECIPIENT	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NAME AND ADDRESS			
The Vista School - SO Hershey, PA 17033	Private Sec Sch	Scholarship	\$10,000 00
University of Southern California Los Angeles, CA 90089	College / Univ	Scholarship	\$1,000 00
Villa Mana Academy Malvern, PA 19355	Private Sec Sch	Scholarship	\$16,000 00
Villanova University Villanova, PA 19085	College / Univ	Scholarship	\$1,000 00
Villanova University School of Law Villanova, PA 19085	College / Univ	Scholarship	\$6,000 00
Widener University School of Law Wilmington, DE 19803	College / Univ	Scholarships, College Building Improvements	\$85,000 00
Total Contributions Part XV, Line 3A			\$287,500 00