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Form 990-PF

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

OMB No 1545-0052

2011

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

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

Check all that apply: Initial return, Amended return, Initial return of a former public charity, Address change, Final return, Name change

Name of foundation: THOMAS L CLINE FOUNDATION. Employer identification number: 41-2086932. Telephone number: (717) 255-8015. City: MECHANICSBURG, PA 17050. Accounting method: Cash. Fair market value: \$3,086,535.

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Excess of revenue over expenses and disbursements (-398,095) and Adjusted net income (24,155).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	238			
	2 Savings and temporary cash investments	92,991	73,920		73,920
	3 Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____				
	4 Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)	75,000 <input type="checkbox"/>	0		
	b Investments—corporate stock (attach schedule)	1,369,878 <input type="checkbox"/>	1,187,177		1,794,905
	c Investments—corporate bonds (attach schedule)	548,890 <input type="checkbox"/>	542,384		578,455
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	740,477 <input type="checkbox"/>	625,895		639,255
	14 Land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____				
15 Other assets (describe <input type="checkbox"/> _____)					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,827,474	2,429,376		3,086,535	
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 <input type="checkbox"/> _____)				
	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 checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	2,819,209	2,421,727		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds	8,265	7,649			
30 Total net assets or fund balances (see page 17 of the instructions)	2,827,474	2,429,376			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,827,474	2,429,376			

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	2,827,474
2	Enter amount from Part I, line 27a	2	-398,095
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	3	
4	Add lines 1, 2, and 3	4	2,429,379
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	5	3
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,429,376

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	7,388
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	-5,418

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	225,000	3,300,098	0.068180
2009	275,742	3,077,672	0.089594
2008	223,754	3,625,261	0.061721
2007	360,280	4,148,828	0.086839
2006	233,188	3,865,494	0.060326

2 Total of line 1, column (d).	2	0.366660
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.073332
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	3,228,451
5 Multiply line 4 by line 3.	5	236,749
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	625
7 Add lines 5 and 6.	7	237,374
8 Enter qualifying distributions from Part XII, line 4.	8	460,625

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter <u>2004-02-24</u> (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/>	1	625
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	625
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.	5	625
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,100
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	1,100
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed .	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid .	10	475
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 0 Refunded	11	475

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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <u>PA</u>		
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? <i>If "No," attach explanation.</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of BRYN MAWR TRUST COMPANY Telephone no (717) 534-3225 Located at 1 W CHOCOLATE AVE STE 200 HERSHEY PA ZIP+4 17033			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			<input type="checkbox"/>
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	<input type="checkbox"/>	<input type="checkbox"/>
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country N/A			

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 page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c			No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b			
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CLARENCE E ASBURY CPA 1355 ARMITAGE WAY MECHANICSBURG, PA 17050	Director 2 00	2,250	0	0
BARRY G CLINE 11701 YATES FORD ROAD FAIRFAX, VA 22039	Director 2 00	2,250	0	0
JANE F CLINE 710 HAINES AVE WYCROSS, GA 31501	Director 2 00	2,250	0	0
KEEFER WOOD ALLEN RAHAL 210 WALNUT ST PO BOX 11963 HARRISBURG, PA 17108	Director 2 00	2,250	0	0

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

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

Total number of other employees paid over \$50,000. 0

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

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

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

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

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

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

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

Total. Add lines 1 through 3.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	3,202,718
b	Average of monthly cash balances.	1b	74,897
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,277,615
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	3,277,615
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	49,164
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,228,451
6	Minimum investment return. Enter 5% of line 5.	6	161,423

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

1	Minimum investment return from Part X, line 6.	1	161,423
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	625
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	625
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	160,798
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	160,798
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	160,798

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	460,625
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	460,625
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	625
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	460,000

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

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				160,798
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.	139,710			
c From 2008.	44,983			
d From 2009.	122,975			
e From 2010.	61,059			
f Total of lines 3a through e.	368,727			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>460,625</u>				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2011 distributable amount.				160,798
e Remaining amount distributed out of corpus	299,827			
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	668,554			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	668,554			
10 Analysis of line 9				
a Excess from 2007.	139,710			
b Excess from 2008.	44,983			
c Excess from 2009.	122,975			
d Excess from 2010.	61,059			
e Excess from 2011.	299,827			

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

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

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

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

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 456,000
b <i>Approved for future payment</i>				
Total				3b

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... 1a(1) Cash... 1a(2) Other assets... 1b(1) Sales of assets... 1b(2) Purchases of assets... 1b(3) Rental of facilities... 1b(4) Reimbursement arrangements... 1b(5) Loans or loan guarantees... 1b(6) Performance of services... 1c Sharing of facilities...

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [x] No

b If "Yes," complete the following schedule

Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee: ***** Date: 2012-04-17 Title: ***** Preparer's Signature: BRYAN S BREIDIGAM Date: 2012-04-18 Firm's name: BRYN MAWR TRUST COMPANY Firm's address: 1 W CHOCOLATE AVE STE 200 HERSHEY, PA 17033

May the IRS discuss this return with the preparer shown above? See instructions [] Yes [x] No

Additional Data

Software ID:

Software Version:

EIN: 41-2086932

Name: THOMAS L CLINE FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
815 661 Templeton Inst Foreign Eq Fd	P	2011-05-10	2011-08-30
578 369 Templeton Inst Foreign Eq Fd	P	2011-05-10	2011-11-28
1500 American Eagle Outfitters	P	2005-09-02	2011-08-08
75K Coca Cola 5 75% due 3/15/11	P	2003-09-22	2011-03-15
400 Cubic Corp	P	2005-07-20	2011-02-23
1564 004 EuroPacific Gwth Fd	P	2006-12-26	2011-01-21
395 778 EuroPacific Gwth Fd	P	2005-12-30	2011-08-30
284 9 EuroPacific Gwth Fd	P	2005-12-03	2011-11-28
3504 673 GMO Foreign Fd IV	P	2007-08-10	2011-01-21
11959 940 GMO Foreign Fd IV	P	2005-10-05	2011-05-10
1143 Glacier Bancorp	P	2008-02-08	2011-09-23
457 Glacier Bancorp	P	2008-02-08	2011-09-26
400 Glacier Bancorp	P	2008-02-08	2011-09-27
509 Hawaiian Electric Ind	P	2008-12-03	2011-05-20
991 Hawaiian Electric Ind	P	2008-12-03	2011-08-24
542 Host Hotels & Resorts Inc	P	2003-09-17	2011-02-23
567 Host Hotels & Resorts Inc	P	2003-06-18	2011-08-03
600 Lowes Cos Inc	P	2005-05-23	2011-09-22
1000 McAfee Inc	P	2005-11-02	2011-03-01
2000 Pharmaceutical Prod Dev Inc	P	2003-05-30	2011-12-07
400 SPDR S&P 500 ETF Tr Unit 1	P	2005-08-31	2011-02-23
200 Union Pacific Corp	P	2005-11-03	2011-01-21
100 Union Pacific Corp	P	2005-11-03	2011-09-23

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
15,000	0	17,798	-2,798
10,000	0	12,620	-2,620
16,916	0	24,350	-7,434
75,000	0	81,506	-6,506
19,808	0	7,652	12,156
65,000	0	75,547	-10,547
15,000	0	17,059	-2,059
10,000	0	11,715	-1,715
45,000	0	64,927	-19,927
160,742	0	170,940	-10,198
10,576	0	22,736	-12,160
4,268	0	9,091	-4,823
3,946	0	7,957	-4,011
13,015	0	11,723	1,292
23,213	0	22,825	388
9,772	0	5,329	4,443
8,196	0	4,731	3,465
11,423	0	17,205	-5,782
48,000	0	26,232	21,768
66,500	0	30,357	36,143
52,583	0	50,756	1,827
18,932	0	7,136	11,796
8,258	0	3,568	4,690

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

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	
0	0	0	-2,798
0	0	0	-2,620
0	0	0	-7,434
0	0	0	-6,506
0	0	0	12,156
0	0	0	-10,547
0	0	0	-2,059
0	0	0	-1,715
0	0	0	-19,927
0	0	0	-10,198
0	0	0	-12,160
0	0	0	-4,823
0	0	0	-4,011
0	0	0	1,292
0	0	0	388
0	0	0	4,443
0	0	0	3,465
0	0	0	-5,782
0	0	0	21,768
0	0	0	36,143
0	0	0	1,827
0	0	0	11,796
0	0	0	4,690

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ADAMS COUNTY COMMUNITY FDN INC68 MIDDLE STREET GETTYSBURG, PA 17325		Public	Charitable	25,000
KEEWAYDIAN FOUNDATION 950 W SHORE ROAD SALISBURY, VT 05769		Public	Charitable	250,000
HELPING A HERO PO BOX 80996 RANCHO SANTA MARGARITA, CA 92688		Public	Charitable	25,000
SURVIVORS INC 233 WHIGH ST GETTYSBURG, PA 17325		Public	Charitable	6,000
ADAMS COUNTY ART COUNCIL 18 CARLISLE ST 201 GETTYSBURG, PA 17325		Public	Charitable	50,000
SHINING STARS THERAPEUTIC MINISTRIES 3185 YORK ROAD GETTYSBURG, PA 17325		Public	Religious	100,000
Total			3a	456,000

TY 2011 Accounting Fees Schedule

Name: THOMAS L CLINE FOUNDATION

EIN: 41-2086932

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Hershey Trust Co Tax Preparation	1,200	1,200		

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

TY 2011 Gain/Loss from Sale of Other Assets Schedule

Name: THOMAS L CLINE FOUNDATION

EIN: 41-2086932

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
815 661 Templeton Inst Foreign Equity Fd	2011-05	Purchased	2011-08		15,000	17,798			-2,798	
578 369 Templeton Inst Foreign Equity Fd	2011-05	Purchased	2011-11		10,000	12,620			-2,620	
955 American Eagle Outfitters	2005-09	Purchased	2011-08		10,769	16,208			-5,439	
545 American Eagle Outfitters	2008-08	Purchased	2011-08		6,146	8,142			-1,996	
75000 CocaCola Co 5 75% due 3/15/11	2003-09	Purchased	2011-03		75,000	81,506			-6,506	
200 Cubic Corp	2005-07	Purchased	2011-02		9,904	3,762			6,142	
200 Cubic Corp	2005-07	Purchased	2011-02		9,904	3,890			6,014	
52 838 EuroPacific Growth Fund	2006-12	Purchased	2011-01		2,196	2,428			-232	
185 789 EuroPacific Growth Fund	2006-12	Purchased	2011-01		7,721	8,537			-816	
142 458 EuroPacific Growth Fund	2006-01	Purchased	2011-01		5,921	6,208			-287	
226 244 EuroPacific Growth Fund	2006-03	Purchased	2011-01		9,403	10,000			-597	
294 580 EuroPacific Growth Fund	2007-08	Purchased	2011-01		12,243	15,000			-2,757	
255 959 EuroPacific Growth Fund	2007-12	Purchased	2011-01		10,638	13,374			-2,736	
209 556 EuroPacific Growth Fund	2008-02	Purchased	2011-01		8,709	10,000			-1,291	
196 580 EuroPacific Growth Fund	2007-12	Purchased	2011-02		8,170	10,000			-1,830	
79 626 EuroPacific Growth Fund	2005-12	Purchased	2011-08		3,018	3,274			-256	
316 152 EuroPacific Growth Fund	2006-01	Purchased	2011-08		11,982	13,784			-1,802	
284 738 EuroPacific Growth Fund	2005-12	Purchased	2011-11		9,994	11,708			-1,714	
162 EuroPacific Growth Fund	2006-01	Purchased	2011-11		6	7			-1	
547 167 GMO Foreign Fd IV	2008-01	Purchased	2011-01		7,026	9,938			-2,912	
545 322 GMO Foreign Fd IV	2006-04	Purchased	2011-01		7,002	9,938			-2,936	
484 168 GMO Foreign Fd IV	2006-08	Purchased	2011-01		6,217	8,382			-2,165	
55 882 GMO Foreign Fd IV	2006-06	Purchased	2011-02		718	994			-276	
556 326 GMO Foreign Fd IV	2007-12	Purchased	2011-02		7,143	10,343			-3,200	
13 678 GMO Foreign Fd IV	2007-07	Purchased	2011-01		176	279			-103	
217 677 GMO Foreign Fd IV	2007-07	Purchased	2011-01		2,795	4,448			-1,653	
305 004 GMO Foreign Fd IV	2006-12	Purchased	2011-01		3,916	5,699			-1,783	
779 449 GMO Foreign Fd IV	2007-08	Purchased	2011-01		10,008	14,907			-4,899	
1 365 GMO Foreign Fd IV	2007-07	Purchased	2011-05		18	28			-10	
4 888 GMO Foreign Fd IV	2007-08	Purchased	2011-05		66	93			-27	
086 GMO Foreign Fd IV	2007-07	Purchased	2011-05		1	2			-1	
472 419 GMO Foreign Fd IV	2008-07	Purchased	2011-05		6,349	7,110			-761	
1633 987 GMO Foreign Fd IV	2009-11	Purchased	2011-05		21,961	20,000			1,961	
2502 910 GMO Foreign Fd IV	2005-10	Purchased	2011-05		33,639	40,000			-6,361	
1569 346 GMO Foreign Fd IV	2011-05	Purchased	2011-05		21,092	25,000			-3,908	
1832 572 GMO Foreign Fd IV	2009-06	Purchased	2011-05		24,630	20,000			4,630	
1048 027 GMO Foreign Fd IV	2009-05	Purchased	2011-05		14,085	10,000			4,085	
198 677 GMO Foreign Fd IV	2005-12	Purchased	2011-05		2,670	3,195			-525	
3 419 GMO Foreign Fd IV	2006-04	Purchased	2011-05		46	62			-16	
3 431 GMO Foreign Fd IV	2008-01	Purchased	2011-05		46	62			-16	
1 912 GMO Foreign Fd IV	2005-12	Purchased	2011-05		26	36			-10	
3 488 GMO Foreign Fd IV	2007-12	Purchased	2011-05		47	65			-18	
35 GMO Foreign Fd IV	2006-06	Purchased	2011-05		5	6			-1	
2376 547 GMO Foreign Fd IV	2005-12	Purchased	2011-05		31,941	40,000			-8,059	
18 016 GMO Foreign Fd IV	2005-12	Purchased	2011-05		243	291			-48	
93 455 GMO Foreign Fd IV	2006-08	Purchased	2011-05		1,256	1,618			-362	
195 GMO Foreign Fd IV	2006-07	Purchased	2011-05		2,621	3,372			-751	
286 Glacier Bancorp	2008-02	Purchased	2011-09		2,646	5,588			-2,942	
857 Glacier Bancorp	2008-02	Purchased	2011-09		7,930	17,148			-9,218	
343 Glacier Bancorp	2008-02	Purchased	2011-09		3,203	6,863			-3,660	
114 Glacier Bancorp	2008-02	Purchased	2011-09		1,065	2,228			-1,163	
100 Glacier Bancorp	2008-02	Purchased	2011-09		986	1,954			-968	
300 Glacier Bancorp	2008-02	Purchased	2011-09		2,959	6,003			-3,044	
509 Hawaiian Electric Ind	2008-12	Purchased	2011-05		13,015	11,723			1,292	
991 Hawaiian Electric Inc	2008-12	Purchased	2011-08		23,213	22,825			388	
32 277 Host Hotels & Resorts Inc	2003-06	Purchased	2011-02		582			269	313	
509 723 Host Hotels & Resorts Inc	2003-09	Purchased	2011-02		9,190	5,060			4,130	
567 Host Hotels & Resorts Inc	2003-06	Purchased	2011-08		8,196	4,731			3,465	
600 Lowes Cos Inc	2005-05	Purchased	2011-09		11,423	17,205			-5,782	
850 McAfee Inc	2005-11	Purchased	2011-03		40,800	22,297			18,503	
150 McAfee Inc	2005-11	Purchased	2011-03		7,200	3,935			3,265	
1600 Pharmaceutical Prod Dev Inc	2003-05	Purchased	2011-12		53,200	21,106			32,094	
400 Pharmaceutical Prod Dev Inc	2005-05	Purchased	2011-12		13,300	9,251			4,049	
300 SPDR S&P 500 ETF Unit Ser 1	2005-08	Purchased	2011-02		39,437	36,473			2,964	
100 SPDR S&P 500 ETF Unit Ser 1	2007-01	Purchased	2011-02		13,146	14,283			-1,137	
200 Union Pacific Corp	2005-11	Purchased	2011-01		18,932	7,136			11,796	
100 Union Pacific Corp	2005-11	Purchased	2011-09		8,258	3,568			4,690	

**TY 2011 Investments Corporate
Bonds Schedule**

Name: THOMAS L CLINE FOUNDATION

EIN: 41-2086932

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Abbott Labs 4.35% due 3/15/14	50,810	54,073
Fed Home Ln Mtg 4.50% due 4/2/14	75,000	81,490
General Electric Co 5.0% due 2/1/13	49,950	52,105
Goldman Sachs Group Inc 5.15% due 1/15/14	49,975	50,952
J P Morgan Chase & Co 5.15% due 10/1/15	51,306	53,069
Johnson & Johnson 3.8% due 5/15/13	71,813	78,569
Kimberly-Clark Corp 5.625% due 2/15/12	52,215	50,271
McCormick & Co 5.25% due 9/1/13	75,840	80,301
Wm Wrigley Jr Co 4.65% due 7/15/15	65,475	77,625

TY 2011 Investments Corporate Stock Schedule

Name: THOMAS L CLINE FOUNDATION

EIN: 41-2086932

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABM Inds Inc	34,282	41,240
Abbott Labs	25,228	28,115
Aeropostale	25,360	34,313
American Wtr Wks Co Inc	14,547	23,895
Amsurg Corp	41,672	41,664
Avnet Inc	26,051	31,090
Baxter Intl Inc	34,648	30,430
Becton Dickinson & Co	26,712	29,888
Casey's General Stores Inc	28,207	61,812
Clorox Co	25,480	29,286
Cubic Corp	27,988	69,744
DST Systems Inc	30,515	36,416
Darden Restaurants Inc	19,361	27,348
Fulton Financial Corp	32,596	20,601
Graco Inc	31,265	32,712
Helmerich & Payne Inc	33,746	58,360
Honeywell Internatl Inc	42,086	54,350
Host Hotels & Resorts Inc	7,785	13,780
Kimberly Clark Corp	20,144	29,424
Kohls Corp	20,496	19,740
Laboratory Corp Amer Hldgs	18,804	51,582
Maximus Inc	18,190	18,938
Microchip Technology Inc	33,998	43,956
Norfolk Southern Corp	34,439	43,716
Occidental Petroleum Corp	32,767	74,960
Patterson Companies Inc	23,177	20,664
Paychex Inc	45,769	36,132
Pepsico Inc	35,376	39,810
Pfizer Inc	24,568	17,312
Qualcomm Inc	13,962	16,410
Schein Henry Inc	22,631	45,101
Smucker J M Co	40,959	78,170
Southern Copper Corp	31,344	45,270
Standex Intl Corp	50,346	85,425
Thermo Fisher Scientific	23,054	44,970
Tidewater Inc	22,884	39,440
Tiffany & Co New	41,304	79,512
Union Pacific Corp	41,135	137,722
United Natural Foods Inc	43,506	60,015
V F Corp	40,795	101,592

TY 2011 Investments Government Obligations Schedule

Name: THOMAS L CLINE FOUNDATION

EIN: 41-2086932

**US Government Securities - End of
Year Book Value:**

**US Government Securities - End of
Year Fair Market Value:**

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2011 Investments - Other Schedule

Name: THOMAS L CLINE FOUNDATION

EIN: 41-2086932

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
EuroPacific Growth Fd		114,417	106,028
Powershares QQQ Series 1		82,044	122,826
SPDR S&P 500 ETF		78,029	87,850
Templeton Inst Foreign Equity Fd		130,646	102,403
Touchstone Intermediated Fixed Income Fd		70,444	71,025
Vanguard Short Term Inv Grade Fd		150,315	149,123

TY 2011 Other Decreases Schedule

Name: THOMAS L CLINE FOUNDATION

EIN: 41-2086932

Description	Amount
Adjustment due to rounding	3

TY 2011 Other Professional Fees Schedule

Name: THOMAS L CLINE FOUNDATION

EIN: 41-2086932

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Hershey Trust Co Investment Mgmt	7,222	7,222		
Bryn Mawr Tr Co Investment Mgmt	9,439	9,439		

TY 2011 Taxes Schedule

Name: THOMAS L CLINE FOUNDATION

EIN: 41-2086932

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Form 990PF Excise Tax	569	569		
Form 990PF Estimated Tax	1,100	1,100		