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Form 990

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

► The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2011 calendar year, or tax year beginning

07/01, 2011, and ending

06/30, 2012

<input type="checkbox"/> Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization HISTORICAL SOCIETY OF PENNSYLVANIA			D Employer identification number 23-1352322	
	Doing Business As			E Telephone number (215) 732-6200	
	Number and street (or P O box if mail is not delivered to street address) 1300 LOCUST STREET			Room/suite	
	City or town, state or country, and ZIP + 4 PHILADELPHIA, PA 19107-5699			F Gross receipts \$ 6,954,171.	
				<input type="checkbox"/> H(a) Is this a group return for affiliates? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
				<input type="checkbox"/> H(b) Are all affiliates included? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			J Website. ► WWW.HSP.ORG		
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►			L Year of formation 1824 M State of legal domicile PA		

Part I Summary

1 Briefly describe the organization's mission or most significant activities

TO INSPIRE INDIVIDUALS AND ORGANIZATIONS TO CREATE A BETTER FUTURE
THROUGH HISTORICAL UNDERSTANDING.2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)	3	28.
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	28.
5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	44.
6 Total number of volunteers (estimate if necessary)	6	50.
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	0

Activities & Governance	Revenue	Prior Year		Current Year																										
		8 Contributions and grants (Part VIII, line 1h)	2,431,164.	9 Program service revenue (Part VIII, line 2g)	378,848.	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,510,907.	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	59,301.	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	4,380,220.	13 Grants and similar amounts paid (Part IX, column (A), line 1a)	0	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,693,028.	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	17 Other expenses (Part IX, column (A), lines 12a-11d, 11f-24e)	1,607,544.	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	3,300,572.	19 Revenue less expenses Subtract line 18 from line 12	1,079,648.	Prior Year	Current Year			
Revenue	8 Contributions and grants (Part VIII, line 1h)	2,431,164.	2,446,631.	9 Program service revenue (Part VIII, line 2g)	378,848.	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,510,907.	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	59,301.	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	4,380,220.	13 Grants and similar amounts paid (Part IX, column (A), line 1a)	0	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,693,028.	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	17 Other expenses (Part IX, column (A), lines 12a-11d, 11f-24e)	1,607,544.	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	3,300,572.	19 Revenue less expenses Subtract line 18 from line 12	1,079,648.	Beginning of Current Year	End of Year			
Expenses	8 Contributions and grants (Part VIII, line 1h)	2,431,164.	2,446,631.	9 Program service revenue (Part VIII, line 2g)	378,848.	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,510,907.	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	59,301.	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	4,380,220.	13 Grants and similar amounts paid (Part IX, column (A), line 1a)	0	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,693,028.	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	17 Other expenses (Part IX, column (A), lines 12a-11d, 11f-24e)	1,607,544.	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	3,300,572.	19 Revenue less expenses Subtract line 18 from line 12	1,079,648.	Beginning of Current Year	End of Year			
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	31,851,392.	32,086,325.	21 Total liabilities (Part X, line 26)	304,112.	22 Net assets or fund balances Subtract line 21 from line 20	31,547,280.	31,769,433.																						

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here	► <i>Page Talbott</i>		Date 4/30/13
	Signature of officer	Type or print name and title <i>Page Talbott, President/CEO</i>	

Paid Preparer Use Only	Print/Type preparer's name <i>Bernadette Daniel, CPA</i>	Preparer's signature <i>Bernadette Daniel CPA</i>	Date 4/29/13	Check <input type="checkbox"/> if self-employed	PTIN P00026171
	Firm's name ► BDO USA, LLP		Firm's EIN ► 13-5381590		
	Firm's address ► 1801 MARKET STREET, SUITE 1700 PHILADELPHIA, PA 19103		Phone no 215-564-1900		

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2011)

JSA
1E1010 1 000

05039L L43U 4/8/2013 9:45:07 AM V 11-6.5 43380.0

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Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III **1 Briefly describe the organization's mission**

TO INSPIRE INDIVIDUALS AND ORGANIZATIONS TO CREATE A BETTER FUTURE
THROUGH HISTORICAL UNDERSTANDING.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

HISTORY & HISTORICAL PROGRAMS, GENERAL/OTHER OPERATION OF A
PREEMINENT UNITED STATES ARCHIVE AND RESEARCH LIBRARY WITH
COLLECTIONS FROM 1682 TO THE PRESENT, PRESENTING EXHIBITS,
EDUCATIONAL PROGRAMS AND PUBLICATIONS ON THE HISTORY AND CHANGING
DIVERSITY OF OUR NATION

4b (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)**4c (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)****4d Other program services (Describe in Schedule O)**

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ► 2,874,781.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3 X	
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4 X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5 X	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6 X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7 X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8 X	
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9 X	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a X	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b X	
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c X	
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d X	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12a X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12b X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13 X	
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15 X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16 X	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18 X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19 X	
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a X	
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b X	

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II.	21	X
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	X
24 a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.	24a	X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25 a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I.	25b	X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II . .	26	X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27	X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.	28a	X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.	28b	X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c	X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II.	32	X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I.	33	X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	34	X
35 a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b	X
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37	X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	X

Form 990 (2011)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V.

	Yes	No
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable.	1a	23
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable.	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	44
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	X
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b If "Yes," enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts.		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7 Organizations that may receive deductible contributions under section 170(c).	7a	X
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b	X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	X
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d If "Yes," indicate the number of Forms 8282 filed during the year	7e	X
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9a	
9 Sponsoring organizations maintaining donor advised funds.	9b	
a Did the organization make any taxable distributions under section 4966?		
b Did the organization make a distribution to a donor, donor advisor, or related person?		
10 Section 501(c)(7) organizations. Enter	10a	
a Initiation fees and capital contributions included on Part VIII, line 12	10b	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11 Section 501(c)(12) organizations. Enter	11a	
a Gross income from members or shareholders	11b	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.	13a	
a Is the organization licensed to issue qualified health plans in more than one state?		
Note. See the instructions for additional information the organization must report on Schedule O		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c Enter the amount of reserves on hand	13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions

Check if Schedule O contains a response to any question in this Part VI.

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	1a 28	
1b	Enter the number of voting members included in line 1a, above, who are independent	1b 28	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2 X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3 X	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4 X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5 X	
6	Did the organization have members or stockholders?	6 X	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a X	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a X	
b	Each committee with authority to act on behalf of the governing body?	8b X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9 X	

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a X	
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c X	
13	Did the organization have a written whistleblower policy?	13 X	
14	Did the organization have a written document retention and destruction policy?	14 X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a X	
b	Other officers or key employees of the organization	15b X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a X	
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b X	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► PA,

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply

Own website Another's website Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► MICHAEL HAIRSTON 1300 LOCUST ST PHILADELPHIA, PA 19107-5699 215-732-6200

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

- List all of the organization's **current** key employees, if any See instructions for definition of "key employee"

• List the organization's **five current highest compensated employees** (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Employee highest compensated			
(1) SARAH D. PRICE COUNCILOR	5.00	X					0	0	0
(2) BRUCE K. FENTON BOARD CHAIR	5.00	X	X				0	0	0
(3) MAJID ALSAYEGH TREASURER	5.00	X	X				0	0	0
(4) THOMAS MORAN EXECUTIVE VICE CHAIR	5.00	X	X				0	0	0
(5) HOWARD L. LEWIS VICE CHAIR	5.00	X	X				0	0	0
(6) ALICE GEORGE EXECUTIVE COMMITTEE	5.00	X					0	0	0
(7) PAGE TALBOT VICE CHAIR	5.00	X	X				0	0	0
(8) MARK ARONCHICK COUNCILOR	5.00	X					0	0	0
(9) LORI COHEN COUNCILOR	5.00	X					0	0	0
(10) DEBORAH D. BISHOP COUNCILOR	5.00	X					0	0	0
(11) LARRY FARNESE COUNCILOR	5.00	X					0	0	0
(12) ROBERT W. BOGLE COUNCILOR	5.00	X					0	0	0
(13) SHANTA GHOSH COUNCILOR	5.00	X					0	0	0
(14) BARBARA L. GREENFIELD COUNCILOR	5.00	X					0	0	0

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations	
		Or director	Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated employee	Former		
(15) WILLIAM GREEN COUNCILOR	5.00	X							0	0
(16) WALTER LICHT COUNCILOR	5.00	X							0	0
(17) CAROL CLARK LAWRENCE COUNCILOR	5.00	X							0	0
(18) LEON L. LEVY COUNCILOR	5.00	X							0	0
(19) CHARLES MATHER III COUNCILOR	5.00	X							0	0
(20) COLLIN F. MCNEIL COUNCILOR	5.00	X							0	0
(21) JOHN PICKERING COUNCILOR	5.00	X							0	0
(22) DAVID A. OTHMER COUNCILOR	5.00	X							0	0
(23) NATHAN K. RAAB SECRETARY	5.00	X	X						0	0
(24) ROBERT J. RITTENHOUSE EXECUTIVE COMMITTEE	5.00	X							0	0
(25) ROBERT G. SOUAID VICE CHAIR	5.00	X	X						0	0
1b Sub-total								►	0	0
c Total from continuation sheets to Part VII, Section A								►	153,589.	0
d Total (add lines 1b and 1c)								►	153,589.	0
2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ►	1									

	Yes	No
3	X	
4	X	
5	X	

3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 1		
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ►	0	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Or individual trustee	Institutional trustee	Officer	Key employee	Highest compensated employee			
(26) THOMAS J. SUGRUE COUNCILOR	5.00	X					0	0	0
(27) ALICE LEA TASMAN COUNCILOR	5.00	X					0	0	0
(28) TIMOTHY SHANTZ COUNCILOR	5.00	X					0	0	0
(29) KIM SAJET PRESIDENT & CEO	40.00		X				153,589.	0	11,144.
1b Sub-total									
c Total from continuation sheets to Part VII, Section A									
d Total (add lines 1b and 1c)									

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 1

	Yes	No
3		X
4		
5	X	

3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ►

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	b Membership dues	1b	125,386.			
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e	95,000.			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	2,226,245			
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f		2,446,631.			
Program Service Revenue	Business Code					
	2a AUXILIARY ACTIVITIES	519100	191,474.	191,474.		
	b ADMISSIONS	519100	17,693.	17,693.		
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		209,167.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts).	ATTACHMENT 2	711,087		711,087.	
	4 Income from investment of tax-exempt bond proceeds		0			
	5 Royalties		0			
	6a Gross rents	(i) Real	(ii) Personal			
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)			0		
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b Less cost or other basis and sales expenses	2,347,705	1,007,930.				
c Gain or (loss)	2,137,112.					
d Net gain or (loss)	210,593.	1,007,930				
8a Gross income from fundraising events (not including \$ of contributions reported on line 1c)			1,218,523.		1,218,523	
See Part IV, line 18	a	183,980				
b Less direct expenses	b	92,274				
c Net income or (loss) from fundraising events	ATCH 3.	91,706			91,706.	
9a Gross income from gaming activities						
See Part IV, line 19	a					
b Less direct expenses	b					
c Net income or (loss) from gaming activities			0			
10a Gross sales of inventory, less returns and allowances	a					
b Less cost of goods sold	b					
c Net income or (loss) from sales of inventory			0			
Miscellaneous Revenue	Business Code					
11a OTHER INCOME	900099	47,671	47,671.			
b						
c						
d All other revenue						
e Total. Add lines 11a-11d		47,671				
12 Total revenue. See instructions		4,724,785.	256,838		2,021,316.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	0			
2 Grants and other assistance to individuals in the United States. See Part IV, line 22.	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4 Benefits paid to or for members.	0			
5 Compensation of current officers, directors, trustees, and key employees.	153,589.	110,485.	22,978.	20,126.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7 Other salaries and wages.	1,565,367.	1,120,110.	237,357.	207,900.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	46,309.	34,534.	5,725.	6,050.
9 Other employee benefits.	182,650.	136,207.	22,580.	23,863.
10 Payroll taxes.	157,230.	117,250.	19,438.	20,542.
11 Fees for services (non-employees)				
a Management.	0			
b Legal.	26,124.		26,124.	
c Accounting.	45,152.		45,152.	
d Lobbying.	0			
e Professional fundraising services. See Part IV, line 17.	0			
f Investment management fees.	0			
g Other.	258,271.	216,910.	19,490.	21,871.
12 Advertising and promotion.	0			
13 Office expenses.	151,631.	61,069.	16,247.	74,315.
14 Information technology.	82,386.	42,774.	35,293.	4,319.
15 Royalties.	0			
16 Occupancy.	600,568.	534,506.	48,045.	18,017.
17 Travel.	0			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19 Conferences, conventions, and meetings.	0			
20 Interest.	2,903.		2,903.	
21 Payments to affiliates.	0			
22 Depreciation, depletion, and amortization.	414,046.	369,338.	32,515.	12,193.
23 Insurance.	0			
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O).				
a PRINTING AND PUBLICATIONS.	110,261.	55,106.	2,654.	52,501.
b PROFESSIONAL TRAINING/OUTREA.	47,545.	24,784.	15,597.	7,164.
c EQUIPMENT AND RENTAL.	26,558.	8,608.	17,950.	
d DUES AND SUBSCRIPTIONS.	19,168.	11,291.	3,882.	3,995.
e All other expenses.	252.	31,809.	55,590.	-87,147.
25 Total functional expenses. Add lines 1 through 24e.	3,890,010.	2,874,781.	629,520.	385,709.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).	0			

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	2,823.	1	2,341.
	2 Savings and temporary cash investments	2,223,980.	2	3,353,587.
	3 Pledges and grants receivable, net	1,031,624.	3	961,596.
	4 Accounts receivable, net	11,128.	4	25,035.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	0
	7 Notes and loans receivable, net		7	0
	8 Inventories for sale or use		8	0
	9 Prepaid expenses and deferred charges	20,096.	9	113,791.
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	14,224,657.		
	b Less accumulated depreciation	7,025,482.	10c	7,199,175.
	11 Investments - publicly traded securities	ATCH 4	11	11,855,831.
	12 Investments - other securities See Part IV, line 11		12	0
	13 Investments - program-related See Part IV, line 11		13	0
	14 Intangible assets		14	0
	15 Other assets See Part IV, line 11	8,744,730.	15	8,574,969.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	31,851,392.	16	32,086,325.
Liabilities	17 Accounts payable and accrued expenses	274,710.	17	272,186.
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	29,402.	23	25,440.
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	0	25	19,266.
	26 Total liabilities. Add lines 17 through 25	304,112.	26	316,892.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	5,828,147.	27	6,770,051.
	28 Temporarily restricted net assets	8,669,495.	28	8,194,505.
	29 Permanently restricted net assets	17,049,638.	29	16,804,877.
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	31,547,280.	33	31,769,433.
	34 Total liabilities and net assets/fund balances	31,851,392.	34	32,086,325.

Form 990 (2011)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1 Total revenue (must equal Part VIII, column (A), line 12)	1	4,724,785.
2 Total expenses (must equal Part IX, column (A), line 25)	2	3,890,010.
3 Revenue less expenses Subtract line 2 from line 1	3	834,775.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	31,547,280.
5 Other changes in net assets or fund balances (explain in Schedule O)	5	-612,622.
6 Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	31,769,433.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

1 Accounting method used to prepare the Form 990 Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both.

Separate basis Consolidated basis Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

HISTORICAL SOCIETY OF PENNSYLVANIA

Employer identification number

23-1352322

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box.)

1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state
 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)
 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)
 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2). (Complete Part III)
 10 An organization organized and operated exclusively to test for public safety See section 509(a)(4).
 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III - Functionally integrated d Type III - Other
 e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
 f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
 g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 (ii) A family member of a person described in (i) above?
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(I)		
11g(II)		
11g(III)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	1,989,708	1,713,579	1,550,452	2,535,611	2,630,611	10,419,961
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	1,989,708	1,713,579	1,550,452	2,535,611	2,630,611	10,419,961
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						1,067,811
						9,352,150

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	1,989,708	1,713,579	1,550,452	2,535,611	2,630,611	10,419,961
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	412,463	791,113	675,349	651,582	711,087	3,241,594
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV) . ATCH. 1	866,919	2,656	26,969	11,676	47,671	955,891
11 Total support. Add lines 7 through 10						14,617,446
12 Gross receipts from related activities, etc (see instructions)					12	992,958
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	63.98 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	65.09 %
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input checked="" type="checkbox"/>		
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
17a 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 10%-facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%
19a 331/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 331/3%, and line 17 is not more than 331/3%, check this box and stop here The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 331/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 331/3%, and line 18 is not more than 331/3%, check this box and stop here The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions)

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2007	2008	2009	2010	2011	TOTAL
MISCELLANEOUS INCOME	866,919	2,656.	26,969.	11,676	47,671.	955,891.
TOTALS	<u>866,919</u>	<u>2,656</u>	<u>26,969</u>	<u>11,676</u>	<u>47,671</u>	<u>955,891</u>

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

OMB No 1545-0047

2011Open to Public
Inspection

Name of the organization

HISTORICAL SOCIETY OF PENNSYLVANIA

Employer identification number

23-1352322

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	<input type="checkbox"/> Held at the End of the Tax Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► -----	2d
4 Number of states where property subject to conservation easement is located ► -----	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► -----	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ -----	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements	

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items	
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.	
(i) Revenues included in Form 990, Part VIII, line 1	► \$ -----
(ii) Assets included in Form 990, Part X	► \$ 1,023,075.
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items	
a Revenues included in Form 990, Part VIII, line 1	► \$ -----
b Assets included in Form 990, Part X	► \$ -----

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2011

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

<input type="checkbox"/> a	Public exhibition	<input checked="" type="checkbox"/> d	X	Loan or exchange programs
<input checked="" type="checkbox"/> b	Scholarly research	<input type="checkbox"/> e		Other
<input checked="" type="checkbox"/> c	Preservation for future generations			

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes X No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

1b If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

2b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	20,152,032.	16,546,355.	15,832,004.	19,494,229.	
b Contributions		1,120,000.			
c Net investment earnings, gains, and losses	-70,307.	3,182,901.	1,464,358.	-2,789,362.	
d Grants or scholarships					
e Other expenditures for facilities and programs	674,000.	697,224.	750,007.	872,863.	
g End of year balance	19,407,725.	20,152,032.	16,546,355.	15,832,004.	

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ► 10.0000 %

b Permanent endowment ► 90.0000 %

c Temporarily restricted endowment ► %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds

	Yes	No
3a(i)	X	
3a(ii)		X

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10

	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		12,146,567.	5,331,605.	6,814,962.
c Leasehold improvements				
d Equipment		1,904,836.	1,520,623.	384,213.
e Other				

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)). ► 7,199,175.

Part VII Investments - Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		

Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ►

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ►

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) BENEFICIAL INT. -OUTSIDE TRUST	7,551,894.
(2) COLLECTIONS ACQ'D SINCE 7/1/00	1,023,075.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ► 8,574,969.

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) ACCRUED PROJECT EXPENSES	19,266.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ► 19,266.

2. FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	4,724,785.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	3,890,010.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	834,775.
4	Net unrealized gains (losses) on investments	4	-367,861.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-244,760.
9	Total adjustments (net) Add lines 4 through 8	9	-612,621.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	222,154.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	4,274,409.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-367,861.
b	Donated services and use of facilities	2b	69,972.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	-152,487.
e	Add lines 2a through 2d	2e	-450,376.
3	Subtract line 2e from line 1	3	4,724,785.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	4,724,785.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	4,052,256.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	69,972.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	92,274.
e	Add lines 2a through 2d	2e	162,246.
3	Subtract line 2e from line 1	3	3,890,010.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	3,890,010.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b; Part V, line 4, Part X, line 2, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information

SEE PAGE 5

Part XIV Supplemental Information (continued)

EXPLANATION OF THE ORGANIZATION'S COLLECTION

SCH D, PART III, LINE 4

THE SOCIETY'S COLLECTIONS ARE MAINTAINED FOR PUBLIC EXHIBITION, EDUCATION AND RESEARCH IN FURTHERANCE OF PUBLIC SERVICE.

INTENDED USES OF ENDOWMENT FUNDS

SCH D, PART V, LINE 4

THE INCOME FROM THE SOCIETY'S ENDOWMENT FUNDS IS USED TO SUPPORT OPERATIONS.

COLLECTIONS

SCH D, PART III, LINE 1A

THE SOCIETY COLLECTS RARE BOOKS, MANUSCRIPTS, MAPS, PHOTOGRAPHS, PRINTS, MUSIC, AND SIMILAR ASSETS MOST OF WHICH HAVE BEEN ACQUIRED THROUGH INDIVIDUAL GIFTS AND BEQUESTS. THE SOCIETY'S COLLECTIONS ARE MAINTAINED FOR PUBLIC EXHIBITION, EDUCATION, AND RESEARCH IN FURTHERANCE OF PUBLIC SERVICE RATHER THAN FOR FINANCIAL GAIN. COLLECTIONS ARE THE MOST VALUABLE ASSETS OF THE SOCIETY AND ARE PROTECTED, KEPT UNENCUMBERED, CARED FOR, AND PRESERVED. THE SOCIETY'S POLICY REGARDING THE USE OF PROCEEDS FROM THE SALE OF COLLECTION ITEMS ALLOWS THE PROCEEDS TO BE USED FOR THE DIRECT CARE AND MANAGEMENT OF COLLECTIONS IN ADDITION TO THE ACQUISITION OF ADDITIONAL ITEMS FOR COLLECTIONS.

COLLECTION ITEMS ACQUIRED PRIOR TO JULY 1, 1996: THE SOCIETY WAS NOT REQUIRED TO CAPITALIZE COLLECTION ITEMS ACQUIRED PRIOR TO JULY 1, 1996, AND HAS NOT CAPITALIZED THOSE ITEMS.

Part XIV Supplemental Information (continued)

COLLECTION ITEMS ACQUIRED BETWEEN JULY 1, 1996 AND JUNE 30, 2000: BASED UPON A CHANGE IN ITS COLLECTIONS POLICY DURING THE 1997 FISCAL YEAR, THE SOCIETY WAS REQUIRED TO CAPITALIZE ITS COLLECTION BEGINNING JULY 1, 1996. THE SOCIETY DID NOT CAPITALIZE THESE COLLECTION ITEMS. IT RECORDED THESE COLLECTION ITEMS AS DECREASES IN UNRESTRICTED NET ASSETS, IF THE ITEMS WERE PURCHASED. PROCEEDS FROM THE INSURANCE RECOVERIES OR DEACCESSIONS OF THESE ITEMS ARE REFLECTED ON THE STATEMENT OF ACTIVITIES AS CHANGES IN THE APPROPRIATE NET ASSET CLASSES, DEPENDING ON THE EXISTENCE AND TYPE OF DONOR-IMPOSED RESTRICTIONS.

COLLECTION ITEMS ACQUIRED ON OR AFTER JULY 1, 2000: THE SOCIETY CAPITALIZES THESE COLLECTION ITEMS AT COST IF THE ITEMS WERE PURCHASED; OR AT THEIR APPRAISED OR FAIR VALUE IF THE ITEMS WERE CONTRIBUTED. CERTAIN COSTS RELATED TO SURVEYING AND PRESERVING OF COLLECTIONS ARE INCLUDED IN THE AMOUNT CAPITALIZED. GAINS OR LOSSES FROM THE DEACCESSIONS OF THESE ITEMS WILL BE REFLECTED ON THE STATEMENT OF ACTIVITIES AS CHANGES IN THE APPROPRIATE NET ASSET CLASSES, DEPENDING ON THE EXISTENCE AND TYPE OF DONOR-IMPOSED RESTRICTIONS.

Part XIV Supplemental Information (continued)

RECONCILIATION

RECONCILIATION OF REVENUE, PART XII, LINE 2D

CHANGE IN BENEFICIAL INTEREST -244,761

SPECIAL EVENT EXPENSE 92,274

RECONCILIATION

RECONCILIATION OF EXPENSES, PART XIII, LINE 2D

SPECIAL EVENTS EXPENSE 92,274

FIN 48 FOOTNOTE

SCHEDULE D, PART X, LINE 2

AS OF JUNE 30, 2012, THE SOCIETY DID NOT IDENTIFY ANY UNCERTAIN TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN AN INFORMATION RETURN WHICH WOULD REQUIRE ADJUSTMENT TO OR DISCLOSURE IN ITS FINANCIAL STATEMENTS.

THE SOCIETY IS POTENTIALLY SUBJECT TO FEDERAL EXAMINATIONS FOR YEARS SUBSEQUENT TO JUNE 30, 2008.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

HISTORICAL SOCIETY OF PENNSYLVANIA

Employer identification number

23-1352322

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

a Mail solicitations **e** Solicitation of non-government grants
b Internet and email solicitations **f** Solicitation of government grants
c Phone solicitations **g** Special fundraising events
d In-person solicitations

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

(I) Name and address of individual or entity (fundraiser)	(II) Activity	(III) Did fundraiser have custody or control of contributions?		(IV) Gross receipts from activity	(V) Amount paid to (or retained by) fundraiser listed in col (I)	(VI) Amount paid to (or retained by) organization
1		Yes	No			
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total						

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000

	(a) Event #1 FOUNDERS DINNER (event type)	(b) Event #2 (event type)	(c) Other Events (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts	183,980.		183,980.
	2 Less Charitable contributions			
	3 Gross income (line 1 minus line 2)	183,980.		183,980.
Direct Expenses	4 Cash prizes			
	5 Noncash prizes			
	6 Rent/facility costs			
	7 Food and beverages			
	8 Entertainment			
	9 Other direct expenses	92,274.		92,274.
	10 Direct expense summary Add lines 4 through 9 in column (d)			► (92,274.)
	11 Net income summary Combine line 3, column (d), and line 10			► 91,706.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

	(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue			
Direct Expenses	2 Cash prizes			
	3 Noncash prizes			
	4 Rent/facility costs			
	5 Other direct expenses			
	6 Volunteer labor	Yes _____ % No	Yes _____ % No	Yes _____ % No
	7 Direct expense summary Add lines 2 through 5 in column (d)			► ()
	8 Net gaming income summary Combine line 1, column d, and line 7			►

9 Enter the state(s) in which the organization operates gaming activities

a Is the organization licensed to operate gaming activities in each of these states? Yes No
b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
b If "Yes," explain _____

SCHEDULE J
(Form 990)Department of the Treasury
Internal Revenue Service**Compensation Information**For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees► Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011Open to Public
Inspection

Name of the organization

HISTORICAL SOCIETY OF PENNSYLVANIA

Employer Identification number

23-1352322

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

<input type="checkbox"/>	First-class or charter travel	<input type="checkbox"/>	Housing allowance or residence for personal use
<input type="checkbox"/>	Travel for companions	<input type="checkbox"/>	Payments for business use of personal residence
<input type="checkbox"/>	Tax indemnification and gross-up payments	<input type="checkbox"/>	Health or social club dues or initiation fees
<input type="checkbox"/>	Discretionary spending account	<input type="checkbox"/>	Personal services (e.g., maid, chauffeur, chef)

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III

<input checked="" type="checkbox"/>	Compensation committee	<input checked="" type="checkbox"/>	Written employment contract
<input type="checkbox"/>	Independent compensation consultant	<input type="checkbox"/>	Compensation survey or study
<input type="checkbox"/>	Form 990 of other organizations	<input checked="" type="checkbox"/>	Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization

a Receive a severance payment or change-of-control payment?
 b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
 c Participate in, or receive payment from, an equity-based compensation arrangement?
 If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

a The organization?
 b Any related organization?
 If "Yes" to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

a The organization?
 b Any related organization?
 If "Yes" to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2011

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 KIM SAJET	(i) 153,589. (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							

Schedule J (Form 990) 2011

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

► Complete if the organization answered
"Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No. 1545-0047

2011

Open To Public
Inspection

Name of the organization

HISTORICAL SOCIETY OF PENNSYLVANIA

Employer identification number

23-1352322

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?
(1)			Yes No
(2)			
(3)			
(4)			
(5)			
(6)			
2	Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958	► \$	
3	Enter the amount of tax, if any, on line 2, above, reimbursed by the organization	► \$	

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?	(g) Written agreement?
	To	From			Yes	No		
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
Total				► \$				

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2011

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) DOROTHY MATHER IX, BOLLINGER INSURANCE	DAUGHTER OF C. MATHER	61,468	INSURANCE		X
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

HISTORICAL SOCIETY OF PENNSYLVANIA

Employer identification number

23-1352322

POLICIES

FORM 990, PART VI, SECTION B, LINE 11B

EACH COUNCILOR RECEIVED THE 990, WHICH IS APPROVED BY DESIGNATED
MEMBERS.

POLICIES

FORM 990, PART VI, SECTION B, LINE 12C

THE AUDIT COMMITTEE REVIEWS CONFLICT OF INTEREST FORMS SIGNED BY
COUNCILORS.

POLICIES

FORM 990, PART VI, SECTION B, LINE 15A

THE EXECUTIVE COMMITTEE PERFORMS ANNUAL PERFORMANCE REVIEWS OF THE
PRESIDENT AND DETERMINES COMPENSATION.

DISCLOSURE

FORM 990, PART VI, SECTION C, LINE 19

THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND
FINANCIAL STATEMENTS ARE AVAILABLE IN THE ORGANIZATION'S OFFICE TO BE
DISTRIBUTED UPON REQUEST.

GOVERNING BODY AND MANAGEMENT

FORM 990, PART VI, SECTION A, LINE 6

MEMBERS OF THE SOCIETY ARE GIVEN BENEFITS FOR USE OF THE LIBRARY AND

Name of the organization

HISTORICAL SOCIETY OF PENNSYLVANIA

Employer identification number

EDUCATIONAL PROGRAMS.

GOVERNING BODY AND MANAGEMENT

FORM 990, PART VI, SECTION A, LINE 7A & 7B

MEMBERS OF THE SOCIETY ELECT THE BOARD OF COUNCILORS AND OFFICERS.

RECONCILIATION OF NET ASSETS

PART XI, LINE 5

OTHER CHANGES IN NET ASSETS OR FUND BALANCES:

UNREALIZED GAIN IN VALUE OF PERPETUAL TRUST (244,761)

UNREALIZED LOSS (367,861)

ATTACHMENT 1990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
PRESTIGE ABSTRACT CORPORATION 100 S BROAD ST PHILADELPHIA, PA 19110	ESCROW SERVICES	100,000.
	TOTAL COMPENSATION	<u>100,000.</u>

ATTACHMENT 2FORM 990, PART VIII - INVESTMENT INCOME

<u>DESCRIPTION</u>	<u>(A) TOTAL REVENUE</u>	<u>(B) RELATED OR EXEMPT REVENUE</u>	<u>(C) UNRELATED BUSINESS REV.</u>	<u>(D) EXCLUDED REVENUE</u>
PERPETUAL TRUST INCOME	369,371.			369,371.
DIVIDEND INCOME	332,324.			332,324.
INTEREST ON SAVINGS	9,392.			9,392.

Name of the organization

HISTORICAL SOCIETY OF PENNSYLVANIA

Employer identification number

ATTACHMENT 2 (CONT'D)

FORM 990, PART VIII - INVESTMENT INCOME

<u>DESCRIPTION</u>	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
TOTALS		711,087.		711,087.

ATTACHMENT 3

FORM 990, PART VIII - FUNDRAISING EVENTS

<u>DESCRIPTION</u>	GROSS INCOME	DIRECT EXPENSES	NET INCOME
FOUNDERS DINNER	183,980.	92,274.	91,706.
TOTALS	183,980.	92,274.	91,706.

ATTACHMENT 4

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	BEGINNING BOOK VALUE	ENDING BOOK VALUE	COST OR FMV
CASH EQUIVALENTS	895,473.	764,336.	FMV
COMMON STOCKS	9,026,048.	8,860,593.	FMV
CORPORATE BONDS	1,403,896.	1,339,868.	FMV
GOVERNMENT AND AGENCIES BONDS	1,029,960.	891,034.	FMV
TOTALS	12,355,377.	11,855,831.	