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

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 Sep 1, 2011, and ending Aug 31, 2012

<p>Name of foundation <b>The Anthony P. Falcone Trust</b></p> <p>Number and street (or P O box number if mail is not delivered to street address) <b>6 S. Bryn Mawr Avenue</b></p> <p>City or town <b>Bryn Mawr</b></p> <p>State ZIP code <b>PA 19010</b></p> <p>G Check all that apply.</p> <table style="margin-left: 20px; border-collapse: collapse;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial Return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input checked="" type="checkbox"/> Amended return</td> </tr> <tr> <td colspan="2"><input type="checkbox"/> Address change</td> </tr> <tr> <td colspan="2"><input type="checkbox"/> Name change</td> </tr> </table> <p>H Check type of organization</p> <table style="margin-left: 20px; border-collapse: collapse;"> <tr> <td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> <tr> <td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> </table> <p>I Fair market value of all assets at end of year (from Part II, column (c), line 16)</p> <p style="text-align: right;">► \$ <b>15,902,796.</b></p> <p>J Accounting method</p> <table style="margin-left: 20px; border-collapse: collapse;"> <tr> <td><input checked="" type="checkbox"/> Cash</td> <td><input type="checkbox"/> Accrual</td> </tr> <tr> <td colspan="2"><input type="checkbox"/> Other (specify)</td> </tr> </table> <p>(Part I, column (d) must be on cash basis)</p>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity	<input type="checkbox"/> Final return	<input checked="" type="checkbox"/> Amended return	<input type="checkbox"/> Address change		<input type="checkbox"/> Name change		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Other taxable private foundation	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation	<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Accrual	<input type="checkbox"/> Other (specify)		<p>A Employer identification number <b>23-6743142</b></p> <p>B Telephone number (see the instructions) <b>(717) 520-5667</b></p> <p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1 Foreign organizations, check here ► <input type="checkbox"/></p> <p>2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>																																																																																																																																															
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<b>Part II</b> <b>Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>ASSETS</b>	1	4,528.	4,528.	4,528.	
	2	54,136.	61,105.	61,105.	
	3				
	4				
	5				
	6				
	7				
	8				
	9				
	10a				
	b				
	c				
	11				
	12				
	13	14,895,544.	14,871,201.	15,837,163.	
	14				
15					
16	14,954,208.	14,936,834.	15,902,796.		
<b>LIABILITIES</b>	17				
	18				
	19				
	20				
	21				
	22				
	23	<b>Total liabilities</b> (add lines 17 through 22)			
<b>NET ASSETS</b>	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input type="checkbox"/>		
	24				
	25				
	26				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input checked="" type="checkbox"/>		
	27	15,315,636.	14,936,834.		
	28	0.			
	29	-361,428.			
	30	14,954,208.	14,936,834.		
	31	14,954,208.	14,936,834.		

**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	14,954,208.
2	Enter amount from Part I, line 27a	2	-63,213.
3	Other increases not included in line 2 (itemize) ► <u>Adjust to tax cost</u>	3	45,839.
4	Add lines 1, 2, and 3	4	14,936,834.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	14,936,834.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<b>a</b> 3298.965 Fid Adv Ser I Sml Cap Fd		P	12/19/11	07/16/12
<b>b</b> 93.815 Fid Adv Ser I Sml Cap Fd		P	01/09/12	07/16/12
<b>c</b> 16132.142 Pimco Tot Ret Bd Fd		P	08/13/09	09/16/11
<b>d</b> 4986.007 Pimco Tot Ret Bd Fd		P	08/13/09	10/18/11
<b>e</b> See Columns (a) thru (d)				
(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)	
<b>a</b> 74,788.		72,379.		2,409.
<b>b</b> 2,127.		2,162.		-35.
<b>c</b> 176,486.		172,291.		4,195.
<b>d</b> 53,450.		53,251.		199.
<b>e</b> See Columns (e) thru (h)		3,824,628.		276,898.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
<b>(i)</b> Fair Market Value as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of column (i) over column (j), if any	<b>(l)</b> Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))	
<b>a</b>				2,409.
<b>b</b>				-35.
<b>c</b>				4,195.
<b>d</b>				199.
<b>e</b> See Columns (i) thru (l)				276,898.
<b>2</b> 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		<b>2</b>	283,666.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			<b>3</b>	2,374.
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	789,728.	16,197,567.	0.048756
2009	752,911.	14,784,926.	0.050924
2008			
2007			
2006			

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.099680
<b>3</b> 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	<b>3</b>	0.049840
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	0.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	0.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	7,501.
<b>7</b> Add lines 5 and 6	<b>7</b>	7,501.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	813,360.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	
1 b	Date of ruling or determination letter (attach copy of letter if necessary – see instrs)	1 7,501.
1 c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	
1 d	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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 7,501.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4 0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5 7,501.
6	<b>Credits/Payments</b>	
6 a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 4,760.
6 b	Exempt foreign organizations – tax withheld at source	6b
6 c	Tax paid with application for extension of time to file (Form 8868)	6c 2,798.
6 d	Backup withholding erroneously withheld	6d
7	Total credits and payments Add lines 6a through 6d	7 7,558.
8	Enter any <b>penalty</b> 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 57.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ►	11 Refunded 57.

**Part VII-A | Statements Regarding Activities**

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1 a		X

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

1 b		X
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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

1 c		X
-----	--	---

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

2		X
---	--	---

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

3		X
---	--	---

(1) On the foundation ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_

4 a		X
-----	--	---

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

4 b		
-----	--	--

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

5		X
---	--	---

If 'Yes,' attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes

6		X
---	--	---

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

7		X
---	--	---

b If 'Yes,' has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

8 a		X
-----	--	---

If 'Yes,' attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either.

9		X
---	--	---

• By language in the governing instrument, or

10		X
----	--	---

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

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

8 b		X
-----	--	---

PA – Pennsylvania

b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

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

**Part VII-A | Statements Regarding Activities (continued)**

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	13	X
14 The books are in care of ► <u>Bryn Mawr Trust Company</u> Telephone no ► <u>(717) 520-5667</u> Located at ► <u>10 S Bryn Mawr Ave</u> <u>Bryn Mawr</u> <u>PA</u> ZIP + 4 ► <u>19010</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year	15	
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	X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►		

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

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

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

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

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

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

 Yes  No

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

 Yes  No

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

 Yes  No

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

 Yes  No

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

 Yes  Nob If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?

5b

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

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

 Yes  No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes  No

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

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes  No

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

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Bryn Mawr Trust Co 6 Bryn Mawr Ave	CoTrustee			
Bryn Mawr PA 19010	1.00	94,615.	0.	0.
Nicholas Falcone 6 Bryn Mawr Ave	CoTrustee			
Bryn Mawr PA 19010	1.00	22,466.	0.	0.
-----				
-----				
-----				
-----				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

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

►

None

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE'.**

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

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

None

## 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 instructions)

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

BAA

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Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	15,351,537
b	Average of monthly cash balances	1b	87,842
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	15,439,379
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	
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	231,591
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,207,788
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	730,144

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

1	Minimum investment return from Part X, line 6	1	730,144
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7,501
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,501
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	722,643
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	722,643
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	722,643

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	813,360
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	813,360
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	7,501
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	805,859

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

**Part XIII Undistributed income (see instructions)**

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				<b>722,643</b>
<b>2</b> Undistributed income, if any, as of the end of 2011:				
<b>a</b> Enter amount for 2010 only . . . . .				
<b>b</b> Total for prior years: 20 ____,20 ____ ,20 ____				
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006 . . . . .				
<b>b</b> From 2007 . . . . .				
<b>c</b> From 2008 . . . . .				
<b>d</b> From 2009 . . . . .	<b>30,245</b>			
<b>e</b> From 2010 . . . . .				
<b>f</b> <b>Total of lines 3a through e</b> . . . . .	<b>30,245</b>			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ <b>813,360</b>			<b>0</b>	
<b>a</b> Applied to 2010, but not more than line 2a . . . . .			<b>0</b>	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .		<b>0</b>		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2011 distributable amount . . . . .				<b>722,643</b>
<b>e</b> Remaining amount distributed out of corpus	<b>90,717</b>			
<b>5</b> Excess distributions carryover applied to 2011 ( <i>If an amount appears in column (d), the same amount must be shown in column (a).</i> )	<b>0</b>			<b>0</b>
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	<b>120,962</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		<b>0</b>		
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .		<b>0</b>		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			<b>0</b>	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				<b>0</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) .	<b>0</b>			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) .	<b>0</b>			
<b>9</b> <b>Excess distributions carryover to 2012.</b> Subtract lines 7 and 8 from line 6a . . . . .	<b>120,962</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007 . . . . .				
<b>b</b> Excess from 2008 . . . . .				
<b>c</b> Excess from 2009 . . . . .	<b>30,245</b>			
<b>d</b> Excess from 2010 . . . . .				
<b>e</b> Excess from 2011 . . . . .	<b>90,717</b>			



**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
<b>a Paid during the year</b>				
Bacharach Institute 61 W Jimmie Leeds Rd Pomona NJ 08240		Public	Health	32,932.
Childrens Hosp of Phila 34th & Civic Ctr Blvd Philadelphia PA 19178		Public	Health	32,932.
Mercy Catholic Med Ctr 1 W Elm St Conshohocken PA 19428		Public	Health	49,364.
Sacred Heart Home 1315 W Hunting Park Ave Philadelphia PA 19140		Public	Health	49,358.
Soc for Propagation of Faith 1617 John F Kennedy Blvd Philadelphia PA 19103		Public	Religious	61,085.
Presbyterian Childrens Village 452 S Roberts Rd Rosemont PA 19010		Public	Religious	32,932.
St Thomas of Villanova 1229 W Lancaster Ave Rosemont PA 19010		Public	Religious	56,387.
Archdiocese of Phila 222 N 17th Street Philadelphia PA 19103		Public	Religious	56,387.
St Coleman's Catholic Ch 11 Simpson Rd Ardmore PA 19003		Public	Religious	56,387.
See Line 3a statement				366,673.
<b>Total</b>			► 3a	794,437.
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				851,049.	
13 Total. Add line 12, columns (b), (d), and (e)					13 851,049.

(See worksheet in line 13 instructions to verify calculations )

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

**a** Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

## b Other transactions

**(1) Sales of assets to a noncharitable exempt organization**

**(2) Purchases of assets from a noncharitable exempt organization**

**(3) Rental of facilities, equipment or other assets**

**(A) Reimbursement arrangements**

(E) Loans or loan guarantees

### (6) Performance of services or membership or fundraising expectations

(8) Performance of services or membership or fundraising solicitations  
c. Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

	Yes	No
1a (1)		X
1a (2)		X
1b (1)		X
1b (2)		X
1b (3)		X
1b (4)		X
1b (5)		X
1b (6)		X
1c		X

**d** If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

**b** If 'Yes,' complete the following schedule

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

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

Sign  
Here

► Jennifer D. Miller, VP TRSE BTTC 1/13/14 ► Vice President  
Signature of officer or trustee Date Title

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

Signature of officer or trustee		Date	Date	Yes		No
<b>Paid Preparer Use Only</b>	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Bryan S. Breidigam			1/31/18	P00294289	
	Firm's name ► BRYN MAWR TRUST COMPANY		Firm's EIN ► 23-0441589			
	Firm's address ► 1 W CHOCOLATE AVE STE 200 HERSHEY		PA 17033		Phone no (717) 520-5667	

**BAA**

**Form 990-PF (2011)**

Name	Employer Identification Number
The Anthony P. Falcone Trust	23-6743142

**Asset Information:**

Description of Property	3298.965 Fidelity Adv Ser I Sml Cap Fd		
Date Acquired	12/19/11	How Acquired	Purchased
Date Sold	07/16/12	Name of Buyer	
Sales Price	74,788.	Cost or other basis (do not reduce by depreciation)	72,379.
Sales Expense		Valuation Method:	
Total Gain (Loss)	2,409.	Accumulation Depreciation	
Description of Property	93.815 Fidelity Adv Ser I Sml Cap Fd		
Date Acquired	01/09/12	How Acquired	Purchased
Date Sold	07/16/12	Name of Buyer	
Sales Price	2,127.	Cost or other basis (do not reduce by depreciation)	2,162.
Sales Expense		Valuation Method	
Total Gain (Loss)	-35.	Accumulation Depreciation	
Description of Property	16132.142 Pimco Fds Tot Ret Bd Fd		
Date Acquired	08/13/09	How Acquired	Purchased
Date Sold	09/16/11	Name of Buyer	
Sales Price	176,486.	Cost or other basis (do not reduce by depreciation)	172,291.
Sales Expense		Valuation Method	
Total Gain (Loss)	4,195.	Accumulation Depreciation	
Description of Property	4986.007 Pimco Fds Tot Ret Bd Fd		
Date Acquired	08/13/09	How Acquired	Purchased
Date Sold	10/18/11	Name of Buyer	
Sales Price	53,450.	Cost or other basis (do not reduce by depreciation)	53,251.
Sales Expense		Valuation Method.	
Total Gain (Loss)	199.	Accumulation Depreciation	
Description of Property	57448.179 AIM Equity Fds Invesco Charter Fd		
Date Acquired	03/11/10	How Acquired	Purchased
Date Sold	07/16/12	Name of Buyer	
Sales Price	986,960.	Cost or other basis (do not reduce by depreciation)	916,298.
Sales Expense.		Valuation Method	
Total Gain (Loss)	70,662.	Accumulation Depreciation	
Description of Property	17337.253 American Century Equity Income Fd		
Date Acquired.	03/11/10	How Acquired	Purchased
Date Sold	07/16/12	Name of Buyer	
Sales Price	132,803.	Cost or other basis (do not reduce by depreciation)	
Sales Expense	115,986.	Valuation Method.	
Total Gain (Loss)	16,817.	Accumulation Depreciation	
Description of Property	Artisan Ptnrs Fds Intl Sml Cap Fd		
Date Acquired	03/11/10	How Acquired	Purchased
Date Sold	07/16/12	Name of Buyer	
Sales Price	143,528.	Cost or other basis (do not reduce by depreciation)	129,815.
Sales Expense.		Valuation Method.	
Total Gain (Loss)	13,713.	Accumulation Depreciation	
Description of Property	See Net Gain or Loss from Sale of Assets		
Date Acquired		How Acquired:	
Date Sold		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss):		Accumulation Depreciation	

Form 990-PF, Part I, Lines 6a

**Net Gain or Loss from Sale of Assets****Asset Information:**

Description of Property 3637.198 Fidelity Adv Ser I Sml Cap Fd  
 Business Code Exclusion Code 18  
 Date Acquired 12/17/09 How Acquired Purchased  
 Date Sold 05/15/12 Name of Buyer \_\_\_\_\_  
 Check Box, if Buyer is a Business   
 Sales Price 84,565. Cost or other basis (do not reduce by depreciation) 81,255.  
 Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
 Total Gain (Loss) 3,310. Accumulated Depreciation \_\_\_\_\_  
 Description of Property 4793.990 T Rowe Price Gwth Stk Fd  
 Business Code Exclusion Code 18  
 Date Acquired 03/11/10 How Acquired Purchased  
 Date Sold 09/16/11 Name of Buyer \_\_\_\_\_  
 Check Box, if Buyer is a Business   
 Sales Price 152,928. Cost or other basis (do not reduce by depreciation) 135,526.  
 Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
 Total Gain (Loss) 17,402. Accumulated Depreciation \_\_\_\_\_  
 Description of Property 28479.319 T Rowe Price Gwth Stk Fd  
 Business Code Exclusion Code 18  
 Date Acquired 03/11/10 How Acquired Purchased  
 Date Sold 07/16/12 Name of Buyer \_\_\_\_\_  
 Check Box, if Buyer is a Business   
 Sales Price 1,018,990. Cost or other basis (do not reduce by depreciation) 805,110.  
 Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
 Total Gain (Loss) 213,880. Accumulated Depreciation \_\_\_\_\_  
 Description of Property 1981.875 Westport Fds Westport Fd  
 Business Code Exclusion Code 18  
 Date Acquired 12/17/09 How Acquired Purchased  
 Date Sold 04/12/12 Name of Buyer \_\_\_\_\_  
 Check Box, if Buyer is a Business   
 Sales Price 50,300. Cost or other basis (do not reduce by depreciation) 37,656.  
 Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
 Total Gain (Loss) 12,644. Accumulated Depreciation \_\_\_\_\_  
 Description of Property 17161.834 Pimco Fds Low Duration Fd  
 Business Code Exclusion Code 18  
 Date Acquired 03/17/10 How Acquired Purchased  
 Date Sold 09/16/11 Name of Buyer \_\_\_\_\_  
 Check Box, if Buyer is a Business   
 Sales Price 178,483. Cost or other basis (do not reduce by depreciation) 178,998.  
 Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
 Total Gain (Loss) -515. Accumulated Depreciation \_\_\_\_\_  
 Description of Property 5397.446 Pimco Fds Low Duration Fd  
 Business Code Exclusion Code 18  
 Date Acquired 03/17/10 How Acquired Purchased  
 Date Sold 11/15/11 Name of Buyer \_\_\_\_\_  
 Check Box, if Buyer is a Business   
 Sales Price 55,702. Cost or other basis (do not reduce by depreciation) 56,295.  
 Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
 Total Gain (Loss) -593. Accumulated Depreciation \_\_\_\_\_  
 Description of Property 624.182 Pimco Fds Low Duration Fd  
 Business Code Exclusion Code 18  
 Date Acquired 06/24/10 How Acquired Purchased  
 Date Sold 11/15/11 Name of Buyer \_\_\_\_\_  
 Check Box, if Buyer is a Business   
 Sales Price 6,338. Cost or other basis (do not reduce by depreciation) 6,437.  
 Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
 Total Gain (Loss) -99. Accumulated Depreciation \_\_\_\_\_

Form 990-PF, Part I, Lines 6a

Continued

**Net Gain or Loss from Sale of Assets****Asset Information:**

Description of Property 3996.128 Pimco Fds Low Duration Fd  
 Business Code Exclusion Code 18  
 Date Acquired 06/24/10 How Acquired Purchased  
 Date Sold 12/14/11 Name of Buyer    
 Check Box, if Buyer is a Business   
 Sales Price 41,280. Cost or other basis (do not reduce by depreciation) 41,879.  
 Sales Expense   Valuation Method    
 Total Gain (Loss) -599. Accumulated Depreciation    
 Description of Property 4003.842 Pimco Fds Low Duration Fd  
 Business Code Exclusion Code 18  
 Date Acquired 06/24/10 How Acquired Purchased  
 Date Sold 03/14/12 Name of Buyer    
 Check Box, if Buyer is a Business   
 Sales Price 41,680. Cost or other basis (do not reduce by depreciation) 41,960.  
 Sales Expense   Valuation Method    
 Total Gain (Loss) -280. Accumulated Depreciation    
 Description of Property 6493.785 Pimco Fds Low Duration Fd  
 Business Code Exclusion Code 18  
 Date Acquired 06/24/10 How Acquired Purchased  
 Date Sold 06/14/12 Name of Buyer    
 Check Box, if Buyer is a Business   
 Sales Price 67,925. Cost or other basis (do not reduce by depreciation) 68,055.  
 Sales Expense   Valuation Method    
 Total Gain (Loss) -130. Accumulated Depreciation    
 Description of Property 3014.274 Templeton Global Bd Fd  
 Business Code Exclusion Code 18  
 Date Acquired 03/11/10 How Acquired Purchased  
 Date Sold 12/14/11 Name of Buyer    
 Check Box, if Buyer is a Business   
 Sales Price 38,010. Cost or other basis (do not reduce by depreciation) 39,849.  
 Sales Expense   Valuation Method    
 Total Gain (Loss) -1,839. Accumulated Depreciation    
 Description of Property 20082.165 Templeton Global Bd Fd  
 Business Code Exclusion Code 18  
 Date Acquired 03/11/10 How Acquired Purchased  
 Date Sold 07/16/12 Name of Buyer    
 Check Box, if Buyer is a Business   
 Sales Price 259,060. Cost or other basis (do not reduce by depreciation) 265,486.  
 Sales Expense   Valuation Method    
 Total Gain (Loss) -6,426. Accumulated Depreciation    
 Description of Property 6474.630 Fidelity Adv Ser I Sml Cap Fd  
 Business Code Exclusion Code 18  
 Date Acquired 03/11/10 How Acquired Purchased  
 Date Sold 05/15/12 Name of Buyer    
 Check Box, if Buyer is a Business   
 Sales Price 150,535. Cost or other basis (do not reduce by depreciation) 153,837.  
 Sales Expense   Valuation Method    
 Total Gain (Loss) -3,302. Accumulated Depreciation    
 Description of Property 26634.237 Fidelity Adv Ser I Sml Cap Fd  
 Business Code Exclusion Code 18  
 Date Acquired 03/11/10 How Acquired Purchased  
 Date Sold 07/16/12 Name of Buyer    
 Check Box, if Buyer is a Business   
 Sales Price 603,798. Cost or other basis (do not reduce by depreciation) 632,829.  
 Sales Expense   Valuation Method    
 Total Gain (Loss) -29,031. Accumulated Depreciation

Form 990-PF, Part I, Lines 6a

Continued

**Net Gain or Loss from Sale of Assets****Asset Information:**

Description of Property 1359.959 Fidelity Adv Ser I Sml Cap Fd  
Business Code Exclusion Code 18  
Date Acquired 12/10/10 How Acquired Purchased  
Date Sold 07/16/12 Name of Buyer   
Check Box, if Buyer is a Business   
Sales Price 30,830. Cost or other basis (do not reduce by depreciation) 35,481.  
Sales Expense  Valuation Method   
Total Gain (Loss) -4,651. Accumulated Depreciation   
Description of Property 996.786 Fidelity Adv Ser I Sml Cap Fd  
Business Code Exclusion Code 18  
Date Acquired 01/07/11 How Acquired Purchased  
Date Sold 07/16/12 Name of Buyer   
Check Box, if Buyer is a Business   
Sales Price 22,597. Cost or other basis (do not reduce by depreciation) 25,767.  
Sales Expense  Valuation Method   
Total Gain (Loss) -3,170. Accumulated Depreciation   
Description of Property 2081.190 Templeton Institutional Fd Foreign  
Business Code Exclusion Code 18  
Date Acquired 01/31/07 How Acquired Purchased  
Date Sold 07/16/12 Name of Buyer   
Check Box, if Buyer is a Business   
Sales Price 35,214. Cost or other basis (do not reduce by depreciation) 56,109.  
Sales Expense  Valuation Method   
Total Gain (Loss) -20,895. Accumulated Depreciation

## Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

## Columns (a) thru (d)

(a)	(b)	(c)	(d)
List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	How acquired P — Purchase D — Donation	Date acquired (month, day, year)	Date sold (month, day, year)
57448.179 Aim Invesco Charter Fd	P	03/11/10	07/16/12
17337.253 Amer Cnty Equity Inc Fd	P	03/11/10	07/16/12
7618.236 Artisan Ptnrs Intl Sml Cap	P	03/11/10	07/16/12
3637.198 Fid Adv Ser I Sml Cap Fd	P	12/17/09	05/15/12
4793.990 T Rwe Price Gwth Stk Fd	P	03/11/10	09/16/11
28479.319 T Rwe Price Gwth Stk Fd	P	03/11/10	07/16/12
1981.875 Westport Fd	P	12/17/09	04/12/12
17161.834 Pimco Low Duration Fd	P	03/17/10	09/16/11
5397.446 Pimco Low Duration Fd	P	03/17/10	11/15/11
614.182 Pimco Low Duration Fd	P	06/24/10	11/15/11
3996.128 Pimco Low Duration Fd	P	06/24/10	12/14/11
4003.842 Pimco Low Duration Fd	P	06/24/10	03/14/12
6493.785 Pimco Low Duration Fd	P	06/24/10	06/14/12
3014.274 Templeton Global Bd Fd	P	03/11/10	12/14/11
20082.165 Templeton Global Bd Fd	P	03/11/10	07/16/12
6474.630 Fid Adv Ser I Sml Cap Fd	P	03/11/10	05/15/12
26634.237 Fid Adv Ser I Sml Cap Fd	P	03/11/10	07/16/12
1359.959 Fid Adv Ser I Sml Cap Fd	P	12/10/10	07/16/12
996.786 Fid Adv Ser I Sml Cap Fd	P	01/07/11	07/16/12
2081.190 Templeton Inst Fd Foreign	P	01/31/07	07/16/12

## Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

## Columns (e) thru (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)
986,960.		916,298.	70,662.
132,803.		115,986.	16,817.
143,528.		129,815.	13,713.
84,565.		81,255.	3,310.
152,928.		135,526.	17,402.
1,018,990.		805,110.	213,880.
50,300.		37,656.	12,644.
178,483.		178,998.	-515.
55,702.		56,295.	-593.
6,338.		6,437.	-99.
41,280.		41,879.	-599.
41,680.		41,960.	-280.
67,925.		68,055.	-130.
38,010.		39,849.	-1,839.
259,060.		265,486.	-6,426.
150,535.		153,837.	-3,302.
603,798.		632,829.	-29,031.
30,830.		35,481.	-4,651.
22,597.		25,767.	-3,170.
35,214.		56,109.	-20,895.
Total		3,824,628.	276,898.

## Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

**Columns (i) thru (l)**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h)) gain minus column (k), but not less than -0- or losses (from column (h))
			70,662.
			16,817.
			13,713.
			3,310.
			17,402.
			213,880.
			12,644.
			-515.
			-593.
			-99.
			-599.
			-280.
			-130.
			-1,839.
			-6,426.
			-3,302.
			-29,031.
			-4,651.
			-3,170.
			-20,895.
Total			<u>276,898.</u>

## Form 990-PF, Page 11, Part XV, line 3a

**Line 3a statement**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foun- da- tion status of re- cipi- ent	Purpose of grant or contribution	Person or Business Checkbox
Name and address (home or business)				Amount
<b>a Paid during the year</b>				
<u>St Charles Borromeo Seminary</u> 222 North 17th St Philadelphia PA 19124		Public	Religious	Person or Business <input checked="" type="checkbox"/> 56,387.
<u>St Vincent Homes</u> 1509 Church St Philadelphia PA 19124		Public	Health	Person or Business <input checked="" type="checkbox"/> 32,932.
<u>Our Mother of Good Council</u> 31 Pinewood Rd Bryn Mawr PA 19010		Public	Religious	Person or Business <input checked="" type="checkbox"/> 56,387.
<u>St Agnes Medical Center</u> 1 W Elm St - Suite 100 Conshohocken PA 19428		Public	Health	Person or Business <input checked="" type="checkbox"/> 49,358.

Form 990-PF, Page 11, Part XV, line 3a

Continued

**Line 3a statement**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
<b>a Paid during the year</b>				
<u>St Denis Church</u> <u>2401 St. Denis Lane</u> <u>Havertown PA 19083</u>		Public	Religious	Person or Business <input checked="" type="checkbox"/> 56,387.
<u>Phila Health &amp; Education</u> <u>3141 Chestnut St Rm 225</u> <u>Philadelphia PA 19104</u>		Public	Education	Person or Business <input checked="" type="checkbox"/> 32,932.
<u>Wills Eye Hospital</u> <u>840 Walnut St</u> <u>Philadelphia PA 19107</u>		Public	Health	Person or Business <input checked="" type="checkbox"/> 49,358.
<u>Shriners Hosp for Children</u> <u>PO Box 863770</u> <u>Orlando FL 32886</u>		Public	Health	Person or Business <input checked="" type="checkbox"/> 32,932.

Total

366,673.

Form 990-PF, Page 1, Part I

**Line 16a - Legal Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Rothchild LLP	Legal Svcs	1,800.	1,800.		
Total		<u>1,800.</u>	<u>1,800.</u>		

Form 990-PF, Page 2, Part II, Line 13

**L-13 Stmt**

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
American Cap Portfolios Equity Income Fd	808,517.	952,334.
Artisan Partners Internatl Small Cap Fd	726,164.	797,800.
BBH Fd Inc Core Select Fd	1,674,400.	1,744,719.
Ishs MSCI Emerging Mkts Index Fd	147,179.	141,408.
Ishs Russell 2000 Index Fd	246,210.	243,360.
Janus Invt Fd Perkins Small Cap Value Fd	955,780.	930,743.
LKCM Small Cap Equity Fd	621,825.	629,623.
Lazard Emerging Mkts Equity Portfolio	564,663.	573,548.
Legg Mason BW Global Opportunities Bd Fd	608,873.	614,795.
Oppenheimer Developing Mkts Fd	165,961.	150,334.

Form 990-PF, Page 2, Part II, Line 13  
**L-13 Stmt**

Continued

<b>Line 13 - Investments - Other:</b>	<b>End of Year</b>	
	<b>Book Value</b>	<b>Fair Market Value</b>
Pimco Fds Low Duration Fd	607,267.	614,517.
Pimco Fds Total Return Bond Fd	1,378,580.	1,474,113.
T Rowe Price Growth Stock Fd	865,695.	1,141,603.
Primecap Odyssey Aggressive Growth Fd	645,807.	843,985.
Principal High Yield Fd	673,194.	693,971.
Principal Diversified Real Asset Fd	394,450.	405,469.
Templeton Global Bond Fd	625,584.	621,481.
Templeton Institutional Foreign Fd	1,600,255.	1,409,201.
Touchstone Sands Capital Inst Growth Fd	152,218.	160,608.
Westport Fds Westport Fd	1,253,579.	1,538,551.
Reserve Per Court Order per BMTC	155,000.	155,000.
 Total	 <u>14,871,201.</u>	 <u>15,837,163.</u>

**Supporting Statement of:**

Form 990-PF, p1/Line 13(a)

Description	Amount
Bryn Mawr Trust Co	94,615.
Nicholas Falcone	22,466.
Total	<u>117,081.</u>

**Supporting Statement of:**

Form 990-PF, p1/Line 13(b)

Description	Amount
Total fees	117,081.
less charitable purpose	-18,923.
Total	<u>98,158.</u>

**Supporting Statement of:**

Form 990-PF, p1/Line 13(d)

Description	Amount
20% BMTC fee 94615.17	18,923.
Total	<u>18,923.</u>

**Supporting Statement of:**

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
Domestic dividends principal	14,400.
Domestic dividends income	164,677.
Other interest	149,349.
LT Cap gain dividends	244,621.
Less Pimco div posted 9/6/12	-1,060.
Less Principal High Yld posted 9/7/12	-4,604.
Total	<u>567,383.</u>