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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation Aqua Charitable Trust		A Employer identification number 23-2985234
Number and street (or P O box number if mail is not delivered to street address) 762 W. Lancaster Avenue		B Telephone number (see instructions) (610) 520-6376
City or town, state, and ZIP code Bryn Mawr, PA 19010		
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change		C If exemption application is pending, check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 54,494.00		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	480,000.00			
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	480,000.00		480,000.00	
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23				
25	Contributions, gifts, grants paid	468,264.00			468,264.00
26	Total expenses and disbursements Add lines 24 and 25	468,264.00			468,264.00
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	11,736.00			
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)			480,000.00	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		75,058.00	54,494.00	54,494.00
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)			75,058.00	54,494.00	54,494.00
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		75,058.00	54,494.00	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		75,058.00	54,494.00	
31	Total liabilities and net assets/fund balances (see instructions)		75,058.00	54,494.00		

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	75,058.00
2	Enter amount from Part I, line 27a	2	11,736.00
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	86,794.00
5	Decreases not included in line 2 (itemize) ▶ <u>Outstanding Checks</u>	5	32,300.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	54,494.00

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a N/A					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011			
2010			
2009			
2008			
2007			
2 Total of line 1, column (d)			2
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4 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			8

468,264.00

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.00
3 Add lines 1 and 2		3	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ Refunded ☐		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
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		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		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 • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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		XX
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?	13	X	
Website address ▶ _____				
14	The books are in care of ▶ <u>Aqua Pennsylvania</u> Telephone no ▶ <u>(610) 525-1400</u> Located at ▶ <u>762 W. Lancaster Avenue, Bryn Mawr, 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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes	☐ No
If "Yes," list the years ▶ _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☐ No
b If "Yes," did it have excess business holdings in 2012 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 2012)	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 2012?	4b	X

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **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
Nicholas DeBenedictis 762 W Lancaster Ave, Bryn Mawr, PA 19010	President .5 hrs	0.00	0.00	0.00
Christopher Luning same as above	VP/Secretary .5 hrs	0.00	0.00	0.00
David P. Smeltzer same as above	Treasurer .5 hrs	0.00	0.00	0.00

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

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

Total number of other employees paid over \$50,000 ☐ None

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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
2a	Tax on investment income for 2012 from Part VI, line 5	2a
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c
3	Distributable amount before adjustments. Subtract line 2c from line 1	3
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5
6	Deduction from distributable amount (see instructions)	6
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7

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 468,264.00
b	Program-related investments - total from Part IX-B	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 468,264.00
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
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 468,264.00

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>468,264.00</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed

N/A

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

N/A

- c** Any submission deadlines

N/A

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

N/A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year Please see the attached schedule of payments made.			See attached	468,264.00
Total			▶ 3a	468,264.00
b Approved for future payment N/A				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
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)						
13 Total. Add line 12, columns (b), (d), and (e)						

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

N/A

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

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

[illegible]

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

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

11/12/13
Date

► EXEC VP, CFO
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed	PTIN
---	------

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

Schedule of Contributors

OMB No 1545-0047

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

2012

Name of the organization

Employer identification number

Aqua Charitable Trust

23-2985234

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization

Aqua Charitable Trust

Employer identification number

23-2985234

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	Aqua Pennsylvania, Inc. ----- ----- -----	\$ 480,000.00	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

Aqua Charitable Trust

Employer identification number

23-2985234

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	----- ----- ----- -----	\$ -----	-----
	----- ----- ----- -----	\$ -----	-----
	----- ----- ----- -----	\$ -----	-----
	----- ----- ----- -----	\$ -----	-----
	----- ----- ----- -----	\$ -----	-----
	----- ----- ----- -----	\$ -----	-----
	----- ----- ----- -----	\$ -----	-----

Name of organization Aqua Charitable Trust	Employer identification number 23-2985234
---	--

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	

Name	Ck #	Status	Date	Purpose	Disbursed
Academy of Music	5019	Exempt	11/16/2012	Arts & Culture	\$3,000 00
Academy of Music	5040	Exempt	12/14/2012	Arts & Culture	\$2,000 00
Academy of Natural Sciences	4877	Exempt	3/15/2012	Education	\$250 00
African American Female Entrepreneurs	4951	Exempt	7/17/2012	Arts & Culture	\$500 00
African American Museum in Philadelphia	4846	Exempt	2/14/2012	Arts & Culture	\$3,500 00
Alex's Lemonade Stand	4812	Exempt	1/4/2012	Health&Human Svcs	\$1,000 00
Alzheimer's Association	4926	Exempt	5/4/2012	Health&Human Svcs	\$300 00
Alzheimer's Association	4926	Exempt	7/31/2012	Health&Human Svcs	(\$300 00)
American Diabetes Association	4927	Exempt	5/4/2012	Health&Human Svcs	\$2,000 00
American Heart Association	4832	Exempt	1/24/2012	Health&Human Svcs	\$5,000 00
American Heart Association	4874	Exempt	3/15/2012	Health&Human Svcs	\$1,000 00
American Heart Association	4875	Exempt	3/15/2012	Health&Human Svcs	\$500 00
American Jewish Committee	4915	Exempt	4/27/2012	Community	\$1,000 00
American Red Cross	4912	Exempt	4/27/2012	Health&Human Svcs	\$5,000 00
American Red Cross	4922	Exempt	5/4/2012	Health&Human Svcs	\$750 00
American Revolutionary Center, The	5023	Exempt	11/16/2012	Community	\$5,000 00
Ann Silverman Community Health Clinic	4821	Exempt	1/4/2012	Health&Human Svcs	\$1,000 00
Anti-Defamation League	5032	Exempt	12/3/2012	Community	\$3,000 00
Arthur Ashe Youth Tennis & Education	4871	Exempt	3/9/2012	Community	\$1,000 00
Associations Regionale Abruzzo Delaware County	4954	Exempt	7/17/2012	Community	\$500 00
At Least Kids Foundation	5047	Exempt	12/14/2012	Community	\$1,000 00
Blind Relief Fund of Philadelphia	4830	Exempt	1/24/2012	Health&Human Svcs	\$500 00
Blind Relief Fund of Philadelphia	5022	Exempt	11/16/2012	Health&Human Svcs	\$200 00
BLOCS-Business Leaders Organized for Catholic Schools	4880	Exempt	3/15/2012	Community	\$1,500 00
Brandywine Valley Association, Inc	4863	Exempt	3/5/2012	Environment	\$1,000 00
Brandywine Valley Association, Inc	4974	Exempt	8/23/2012	Environment	\$500 00
Brandywine Valley Association, Inc	5004	Exempt	10/12/2012	Environment	\$625 00
Bristol Riverside Theatre	4984	Exempt	9/17/2012	Arts & Culture	\$1,000 00
Bristol Senior Athletic Association	5020	Exempt	11/16/2012	Community	\$200 00
Bryn Mawr Beautiful Foundation	4916	Exempt	5/4/2012	Community	\$1,000 00
Bryn Mawr Beautiful Foundation	4930	Exempt	6/4/2012	Community	\$500 00
Bryn Mawr Film Institute	4965	Exempt	8/16/2012	Arts & Culture	\$5,000 00
Bryn Mawr Fire Company	4817	Exempt	1/4/2012	Community	\$1,000 00
Bryn Mawr Hospital, The	4950	Exempt	7/17/2012	Health&Human Svcs	\$1,500 00
Bryn Mawr Rehabilitation Hospital	4999	Exempt	10/1/2012	Health&Human Svcs	\$1,000 00
Cabrini College	4829	Exempt	1/24/2012	Education	\$1,000 00
Center Foundation, The	4878	Exempt	3/15/2012	Community	\$150 00
Checking for Charity Corp	4947	Exempt	6/21/2012	Community	\$250 00
Chester County Art Association	4895	Exempt	4/27/2012	Arts & Culture	\$2,500 00
Chester County Art Association	5010	Exempt	10/19/2012	Arts & Culture	\$1,000 00
Chester County Chamber Foundation	4952	Exempt	7/17/2012	Community	\$1,500 00
Chester County Council, BSA	4995	Exempt	10/1/2012	Community	\$2,500 00
Chester County Historical Society	5008	Exempt	10/19/2012	Community	\$2,500 00
Chester-Ridley-Crum Watershed Association	4865	Exempt	3/9/2012	Environment	\$1,500 00
Chester-Ridley-Crum Watershed Association	4933	Exempt	6/4/2012	Environment	\$200 00
Chester-Ridley-Crum Watershed Association	5001	Exempt	10/12/2012	Environment	\$1,000 00
Cheyney Foundation	4991	Exempt	10/1/2012	Education	\$1,700 00
Children's Hospital of Pittsburgh Foundation, The	4975	Exempt	8/23/2012	Health&Human Svcs	\$5,000 00
Colonial Neighborhood Council	4842	Exempt	2/14/2012	Community	\$500 00
Commonwealth Foundation	4931	Exempt	6/4/2012	Community	\$1,000 00
Community Action Agency of Delaware County	4986	Exempt	10/1/2012	Community	\$1,000 00
Community Arts Center	4868	Exempt	3/9/2012	Arts & Culture	\$500 00
Community College of Philadelphia	4959	Exempt	7/17/2012	Education	\$1,000 00
Community YMCA	4913	Exempt	4/27/2012	Community	\$2,000 00
Community YMCA	5029	Exempt	11/16/2012	Community	\$750 00
Conservation Fund	4944	Exempt	6/21/2012	Environment	\$1,000 00
CORA Services, Inc	5031	Exempt	11/19/2012	Community	\$2,500 00
Cradle of Liberty, BSA	4928	Exempt	5/4/2012	Community	\$3,000 00
Cradle of Liberty, BSA	4939	Exempt	6/4/2012	Community	\$5,000 00
Crisis Assistance Ministry	5042	Exempt	12/14/2012	Human Services	\$150 00
Crozer-Chester Foundation	4810	Exempt	1/4/2012	Health&Human Svcs	\$3,500 00
Cystic Fibrosis Foundation- Del Valley Chapter	5003	Exempt	10/12/2012	Health&Human Svcs	\$5,000 00
Darby Creek Valley Association	4872	Exempt	3/9/2012	Environment	\$500 00
Delaware County Community Foundation	5039	Exempt	12/14/2012	Community	\$5,000 00
Delaware County Historical Society	4852	Exempt	2/24/2012	Community	\$1,000 00
Delaware County Historical Society	4966	Exempt	8/16/2012	Community	\$2,500 00
Delaware County Historical Society	4998	Exempt	10/1/2012	Community	\$2,000 00
Delaware County Intermediate Unit Edu Foundation	4979	Exempt	9/17/2012	Education	\$300 00
Delaware County Library System	4845	Exempt	2/14/2012	Community	\$1,000 00
Delaware County Veterans Memorial Association	4976	Exempt	9/17/2012	Community	\$5,000 00
Delaware Valley Science Fairs	4828	Exempt	1/24/2012	Education	\$500 00
Devereux PA	5014	Exempt	10/19/2012	Community	\$2,000 00

Name	Ck #	Status	Date	Purpose	Disbursed
Drexel Neumann Academy	4859	Exempt	3/5/2012	Education	\$300 00
Drexel University	4833	Exempt	1/24/2012	Education	\$5,000 00
Drexel University	4905	Exempt	4/27/2012	Education	\$250 00
Drexel University	4907	Exempt	4/27/2012	Education	\$5,000 00
Drexel University	5016	Exempt	10/19/2012	Education	\$5,000 00
Drexel University College of Medicine	4894	Exempt	4/27/2012	Education	\$300 00
Drexel University College of Medicine	4949	Exempt	6/21/2012	Education	\$5,000 00
Eastern University	4982	Exempt	9/17/2012	Education	\$800 00
Echoes Around the World	4917	Exempt	5/4/2012	Education	\$5,000 00
Economy League of Greater Philadelphia	5000	Exempt	10/1/2012	Community	\$500 00
Elder Net	4882	Exempt	3/15/2012	Human Services	\$500 00
Elwyn Foundation	4900	Exempt	4/27/2012	Human Services	\$5,000 00
Epilepsy Foundation of Eastern PA	4837	Exempt	1/24/2012	Human Services	\$1,000 00
Episcopal Community Services	4918	Exempt	5/4/2012	Community	\$5,000 00
Fairmount Park Conservancy	4862	Exempt	3/5/2012	Environment	\$5,000 00
Family and Community Service of Delaware County	4886	Exempt	3/15/2012	Human Services	\$500 00
Flotilla 82	4698	Exempt	12/14/2012	Community	(\$250 00)
Food Allergy Research Initiative	4818	Exempt	1/4/2012	Health&Human Svcs	\$750 00
Foreign Policy Research Institute	4869	Exempt	3/9/2012	Community	\$2,500 00
Fred's Footsteps	4980	Exempt	9/17/2012	Community	\$4,000 00
Freire Charter School	4870	Exempt	3/9/2012	Education	\$1,000 00
French & Pickering Creeks Conservation Trust Inc	4937	Exempt	6/4/2012	Environment	\$1,000 00
French & Pickering Creeks Conservation Trust Inc	4937	Exempt	8/13/2012	Environment	(\$1,000 00)
French & Pickering Creeks Conservation Trust Inc	4961	Exempt	8/13/2012	Environment	\$1,000 00
Friends Association	5033	Exempt	12/3/2012	Community	\$1,000 00
Friends of Ardmore Avenue School	5041	Exempt	12/14/2012	Education	\$150 00
Friends of Independence National Historical Park	4989	Exempt	10/1/2012	Community	\$3,000 00
Friends of West Chester Parks & Recreation	4934	Exempt	6/4/2012	Environment	\$5,000 00
Gaudenzia, Inc	4884	Exempt	3/15/2012	Human Services	\$625 00
Get Your Rear in Gear	4876	Exempt	3/15/2012	Health&Human Svcs	\$1,500 00
Girl Scouts	4873	Exempt	3/15/2012	Community	\$2,000 00
Girl Scouts of Eastern Pennsylvania	4853	Exempt	2/24/2012	Community	\$2,500 00
Goshen Fire Company	4824	Exempt	1/24/2012	Community	\$1,000 00
Great Guys Group	4857	Exempt	2/24/2012	Health&Human Svcs	\$3,000 00
Greater Glenside Patriotic Association	4948	Exempt	6/21/2012	Community	\$500 00
Green Lane Fire Company	4941	Exempt	6/21/2012	Community	\$250 00
Habitat for Humanity	4898	Exempt	4/27/2012	Health&Human Svcs	\$1,000 00
Handi-Crafters, Inc	4854	Exempt	2/24/2012	Community	\$500 00
Heritage of Faith - Vision of Hope	5034	Exempt	12/3/2012	Community	\$5,000 00
Historic Lansdowne Theater Corporation	4958	Exempt	7/17/2012	Community	\$2,500 00
Holy Redeemer Health System	5049	Exempt	12/21/2012	Health&Human Svcs	\$150 00
Jaws Youth Fund	4906	Exempt	4/27/2012	Community	\$1,000 00
Jewish National Fund	4847	Exempt	2/14/2012	Community	\$1,800 00
Junior Achievement of Delaware Valley	5015	Exempt	10/19/2012	Community	\$10,000 00
Juvenile Diabetes Research Foundation	4890	Exempt	4/27/2012	Health&Human Svcs	\$1,500 00
Kimmel Center	4945	Exempt	6/21/2012	Arts & Culture	\$5,000 00
Kimmel Center	5050	Exempt	12/21/2012	Arts & Culture	\$150 00
King of Prussia Volunteer Fire Company	4825	Exempt	1/24/2012	Community	\$1,000 00
Lankenau Hospital Foundation	4639	Exempt	7/19/2012	Health&Human Svcs	(\$1,000 00)
LaSalle University	4977	Exempt	9/17/2012	Education	\$500 00
Laurel House	5007	Exempt	10/12/2012	Human Services	\$1,000 00
Leadership Philadelphia	4861	Exempt	3/5/2012	Community	\$1,000 00
League of Women Voters	5013	Exempt	10/19/2012	Community	\$1,000 00
Legacy Youth Tennis & Education	4962	Exempt	8/16/2012	Community	\$100 00
Lower Merion Conservancy	4910	Exempt	4/27/2012	Environment	\$500 00
Lower Merion Library Foundation	5011	Exempt	10/19/2012	Community	\$5,000 00
Magee Rehabilitation	4866	Exempt	3/9/2012	Health&Human Svcs	\$1,250 00
Magee Rehabilitation	4985	Exempt	10/1/2012	Health&Human Svcs	\$1,000 00
Magee Rehabilitation	5012	Exempt	10/19/2012	Health&Human Svcs	\$5,000 00
Main Line Art Center	4946	Exempt	6/21/2012	Arts & Culture	\$1,000 00
March of Dimes	4850	Exempt	2/15/2012	Human Services	\$1,500 00
Marine Corps League - Upper Darby Detachment	5021	Exempt	11/16/2012	Community	\$75 00
Martins Run	4904	Exempt	4/27/2012	Community	\$100 00
Media Arts Council	4957	Exempt	7/17/2012	Arts & Culture	\$1,000 00
Media Theatre for the Performing Arts, The	4831	Exempt	1/24/2012	Arts & Culture	\$2,500 00
Melmark Charitable Foundation	4881	Exempt	3/15/2012	Community	\$1,000 00
Middletown Township Fire Company	4826	Exempt	1/24/2012	Community	\$1,000 00
Millay Club, The	4923	Exempt	5/4/2012	Community	\$500 00
Mission Kids Child Advocacy Center of Montg County	4855	Exempt	2/24/2012	Human Services	\$1,000 00
Mother Bethel AME Methodist Church	5044	Exempt	12/14/2012	Community	\$150 00
Musclar Dystrophy Association	5035	Exempt	12/3/2012	Health&Human Svcs	\$250 00
National Multiple Sclerosis Society	4883	Exempt	3/15/2012	Health&Human Svcs	\$1,000 00

Name	Ck #	Status	Date	Purpose	Disbursed
National Multiple Sclerosis Society	4981	Exempt	9/17/2012	Health&Human Svcs	\$500 00
National Multiple Sclerosis Society	5026	Exempt	11/16/2012	Health&Human Svcs	\$5,000 00
Nello Memorial Committee	4969	Exempt	8/16/2012	Health&Human Svcs	\$650 00
Nemours	4901	Exempt	4/27/2012	Health&Human Svcs	\$1,000 00
Nepal Foundation, The	4942	Exempt	6/21/2012	Education	\$5,000 00
Neumann University	4860	Exempt	3/5/2012	Education	\$600 00
Neumann University	4925	Exempt	5/4/2012	Education	\$654 00
New Horizons Center	4899	Exempt	4/27/2012	Community	\$500 00
Newlin Grist Mill	4970	Exempt	8/16/2012	Community	\$500 00
Northwestern Human Services Foundation	4914	Exempt	4/27/2012	Community	\$500 00
Oakmont Fire Company No 1	5024	Exempt	11/16/2012	Community	\$5,000 00
One Young World	5018	Exempt	10/19/2012	Community	\$2,500 00
PA Breast Cancer Coalition	5051	Exempt	12/21/2012	Health&Human Svcs	\$500 00
Paoli Memorial Hospital	4908	Exempt	4/27/2012	Health&Human Svcs	\$1,000 00
Parkland Fire Company	4819	Exempt	1/4/2012	Community	\$1,000 00
Partnership for the Delaware Estuary, Inc	4994	Exempt	10/1/2012	Environment	\$2,000 00
PCVB Foundation	5027	Exempt	11/16/2012	Community	\$10,000 00
Pelotonia	4960	Exempt	7/17/2012	Health&Human Svcs	\$1,000 00
Pennsylvania Environmental Council	4909	Exempt	4/27/2012	Environment	\$3,000 00
Pennsylvania Horticultural Society	4808	Exempt	1/4/2012	Community	\$5,000 00
Pennsylvania Horticultural Society	4851	Exempt	2/24/2012	Community	\$1,400 00
Pennsylvania Horticultural Society	4851	Exempt	2/29/2012	Community	(\$1,400 00)
Pennsylvania Resources Council, Inc (PRC)	5028	Exempt	11/16/2012	Environment	\$1,500 00
Pennsylvania Society	4896	Exempt	4/27/2012	Community	\$3,500 00
Pennsylvania Society	4963	Exempt	8/16/2012	Community	\$1,000 00
Pennsylvania Society	5048	Exempt	12/21/2012	Community	\$3,500 00
Pennsylvania Veterans Museum	4836	Exempt	1/24/2012	Community	\$2,500 00
Perkiomen Watershed Conservancy	4889	Exempt	4/27/2012	Environment	\$2,000 00
Perkiomen Watershed Conservancy	4990	Exempt	10/1/2012	Environment	\$1,250 00
Peter's Place	4929	Exempt	5/7/2012	Health&Human Svcs	\$500 00
Philabundance	4964	Exempt	8/16/2012	Community	\$500 00
Philabundance	4964	Exempt	12/28/2012	Community	(\$500 00)
Philadelphia Academies, Inc	4885	Exempt	3/15/2012	Education	\$2,000 00
Philadelphia Education Fund	5009	Exempt	10/19/2012	Education	\$5,000 00
Philadelphia Engineering Foundation	4840	Exempt	2/14/2012	Education	\$500 00
Philadelphia Festival of the Arts, Inc	5030	Exempt	11/16/2012	Arts & Culture	\$5,000 00
Philadelphia Film Festival	4968	Exempt	8/16/2012	Arts & Culture	\$1,000 00
Philadelphia Hospitality, Inc	4987	Exempt	10/1/2012	Community	\$4,000 00
Philadelphia Mummers Brigade Association	4920	Exempt	5/4/2012	Community	\$5,000 00
Philadelphia Orchestra, The	4971	Exempt	8/23/2012	Arts & Culture	\$5,000 00
Philadelphia Parks Alliance	5036	Exempt	12/3/2012	Community	\$2,500 00
Philadelphia Zoo, The	4848	Exempt	2/14/2012	Community	\$435 00
Police Athletic League of Philadelphia	4902	Exempt	4/27/2012	Community	\$1,000 00
Presbyterian Children's Village	4892	Exempt	4/27/2012	Community	\$500 00
REDI, Inc	4978	Exempt	9/17/2012	Health&Human Svcs	\$500 00
Riverbend Envir Educational Center	4993	Exempt	10/1/2012	Environment	\$1,000 00
Robert Massaroni Memorial Fund	4784	Exempt	4/19/2012	Community	(\$2,500 00)
Robert Massaroni Memorial Fund	4888	Exempt	4/19/2012	Community	\$2,500 00
Rock School for Dance Education, The	4849	Exempt	2/14/2012	Arts & Culture	\$5,000 00
Rocky Run YMCA	4843	Exempt	2/14/2012	Community	\$1,000 00
Roman Catholic High School	4992	Exempt	10/1/2012	Education	\$1,000 00
Rose Tree Fire Company	4816	Exempt	1/4/2012	Community	\$1,000 00
Run for Heroes, Inc	4983	Exempt	9/17/2012	Community	\$2,500 00
Saint Augustine Prep School	4911	Exempt	4/27/2012	Education	\$500 00
Saint Augustine Prep School	4936	Exempt	6/4/2012	Education	\$250 00
Saint John Neumann Society	4891	Exempt	4/27/2012	Community	\$1,500 00
Salvation Army	5025	Exempt	11/16/2012	Community	\$5,000 00
Schuylkill River Greenway Assoc	4935	Exempt	6/4/2012	Environment	\$250 00
Schuylkill River Heritage Center	4997	Exempt	10/1/2012	Environment	\$2,500 00
Settlement Music School	4813	Exempt	1/4/2012	Arts & Culture	\$150 00
Settlement Music School	4919	Exempt	5/4/2012	Arts & Culture	\$5,000 00
Siloam Ministries, Inc	5017	Exempt	10/19/2012	Community	\$500 00
Silver Lake Nature Center	4956	Exempt	7/17/2012	Environment	\$500 00
Springfield Fire Company	4822	Exempt	1/4/2012	Community	\$1,000 00
Surrey Services for Seniors	4856	Exempt	2/24/2012	Human Services	\$2,500 00
Surrey Services for Seniors	5002	Exempt	10/12/2012	Human Services	\$2,500 00
Team Pennsylvania Foundation	4943	Exempt	6/21/2012	Community	\$5,000 00
Trustee of the University of Pennsylvania	4996	Exempt	10/1/2012	Education	\$1,000 00
Tyler Arboretum	4820	Exempt	1/4/2012	Community	\$2,000 00
UNCF	4921	Exempt	5/4/2012	Community	\$1,500 00
United Way of Southeastern Pennsylvania	4972	Exempt	8/23/2012	Community	\$37,000 00
United Way of Southeastern Pennsylvania	5046	Exempt	12/14/2012	Community	\$150 00

Name	Ck #	Status	Date	Purpose	Disbursed
University of Pittsburgh/Thornburgh Forum	4953	Exempt	7/17/2012	Education	\$500 00
University of the Arts	4879	Exempt	3/15/2012	Education	\$1,000 00
Urban League of Philadelphia	4924	Exempt	5/4/2012	Community	\$1,000 00
Valley Forge Fire Co	4835	Exempt	1/24/2012	Community	\$1,000 00
Veterans National Education Program	4838	Exempt	1/24/2012	Human Services	\$1,000 00
Volunteers in Medicine	5043	Exempt	12/14/2012	Health&Human Svcs	\$150 00
Walk for the Wounded	4887	Exempt	3/15/2012	Human Services	\$500 00
Walnut Street Theatre	4811	Exempt	1/4/2012	Arts & Culture	\$5,000 00
Walnut Street Theatre	4903	Exempt	4/27/2012	Arts & Culture	\$1,000 00
Water for People	4834	Exempt	1/24/2012	Human Services	\$3,500 00
Water for People	4834	Exempt	12/14/2012	Human Services	(\$3,500 00)
Water for Waslala	4955	Exempt	7/17/2012	Human Services	\$250 00
Water Resources Assoc of the Delaware River Basin	4893	Exempt	4/27/2012	Environment	\$1,800 00
Water Resources Assoc of the Delaware River Basin	5006	Exempt	10/12/2012	Environment	\$200 00
Wayne Art Center	4967	Exempt	8/16/2012	Arts & Culture	\$1,000 00
West Bradford Fire Company	4827	Exempt	1/24/2012	Community	\$1,000 00
West Chester University	4815	Exempt	1/4/2012	Education	\$5,000 00
West Chester University	4796	Exempt	1/20/2012	Education	(\$1,000 00)
West Chester University	4815	Exempt	6/19/2012	Education	(\$5,000 00)
West Chester University Foundation	4839	Exempt	1/25/2012	Education	\$1,000 00
West Chester University Foundation	4841	Exempt	2/14/2012	Education	\$1,000 00
West Chester University Foundation	4940	Exempt	6/14/2012	Education	\$5,000 00
West Chester University Foundation	4839	Exempt	8/15/2012	Education	(\$1,000 00)
West Chester University Foundation	4973	Exempt	8/23/2012	Education	\$5,000.00
Whyy	4867	Exempt	3/9/2012	Community	\$1,500 00
Williamson Free School, The	4809	Exempt	1/4/2012	Education	\$5,000 00
Willow Grove Fire Company	4814	Exempt	1/4/2012	Community	\$1,000 00
Wissahickon Valley Watershed Assoc	4864	Exempt	3/5/2012	Environment	\$500 00
Women's Auxiliary of St Edmonds Home	5005	Exempt	10/12/2012	Human Services	\$1,000 00
Women's Auxiliary of St Edmonds Home	4741	Exempt	12/14/2012	Human Services	(\$1,000 00)
Women's Resource Center	4844	Exempt	2/14/2012	Human Services	\$500 00
Woodlynde School	4897	Exempt	4/27/2012	Education	\$1,000 00
World Trade Center of Greater Philadelphia	4932	Exempt	6/4/2012	Community	\$1,000 00
WVIA-TV/FM	4858	Exempt	3/5/2012	Community	\$2,500 00
YMCA - Main Line	4938	Exempt	6/4/2012	Community	\$250 00
YMCA - Phila & Vicinity	5045	Exempt	12/14/2012	Community	\$150 00
YMCA - Phila & Vicinity	5052	Exempt	12/21/2012	Community	\$5,000 00
YMCA-Lionville Community	4988	Exempt	10/1/2012	Community	\$350 00

\$468,264 00