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1212

990-PF
Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2012

Open to Public Inspection

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation
THE MUTUAL FIRE FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address) Room/suite
120 E UWCHLAN AVE 100

City or town, state, and ZIP code
EXTON, PA 19341

Check all that apply:
☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☒ Amended return **STMT #127**
☐ Address change ☐ Name change

Check type of organization:
☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **3,213,455**

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

A Employer identification number
38-3704483

B Telephone number (see instructions)
(610) 524-4700

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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)	1,088,558			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	66	66		
4 Dividends and interest from securities	120,034	120,034		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	12,978			
b Gross sales price for all assets on line 6a	1,737,651			
7 Capital gain net income (from Part IV, line 2)		12,978		
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	1,221,636	133,078		
13 Compensation of officers, directors, trustees, etc.	20,200	2,525		17,675
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	STM109			
c Other professional fees (attach schedule)	28,728	13,728		15,000
17 Interest	STM110			
18 Taxes (attach schedule) (see instructions)	852	852		
19 Depreciation (attach schedule) and depletion				
20 Occupancy	9,600	1,200		8,400
21 Travel, conferences, and meetings				
22 Printing and publications	138	17		121
23 Other expenses (attach schedule)	4,327	540		3,787
24 Total operating and administrative expenses				
Add lines 13 through 23	63,845	18,862		44,983
25 Contributions, gifts, grants paid	212,500			212,500
26 Total expenses and disbursements. Add lines 24 and 25	276,345	18,862		257,483
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	945,291			
b Net investment income (if negative, enter -0-)		114,216		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

EEA

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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	19,146	25,426	25,426
	2 Savings and temporary cash investments	881,914	542,351	542,351
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations (attach schedule)	247,636	247,636	278,135
	b Investments - corporate stock (attach schedule) STM137	992,307	2,322,825	2,322,825
	c Investments - corporate bonds (attach schedule) STM138	36,592	36,592	44,718
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,177,595	3,174,830	3,213,455	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,177,595	3,174,830	
	30 Total net assets or fund balances (see instructions)	2,177,595	3,174,830	
31 Total liabilities and net assets/fund balances (see instructions)	2,177,595	3,174,830		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,177,595
2 Enter amount from Part I, line 27a	2	945,291
3 Other increases not included in line 2 (itemize) ▶ STM115	3	51,944
4 Add lines 1, 2, and 3	4	3,174,830
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	3,174,830

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 (yr., mo., day)	(d) Date sold (yr., mo., day)
1a SECURITIES (SEE STATEMENT)		P		
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 1,737,651		1,724,673	12,978
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			12,978
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	12,978
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	285,848	2,221,086	0.128697
2010	234,208	2,028,670	0.115449
2009	65,080	1,474,998	0.044122
2008	70,516	1,416,146	0.049794
2007	65,688	1,268,437	0.051787

2 Total of line 1, column (d)	2	0.389849
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.07797
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,559,010
5 Multiply line 4 by line 3	5	199,526
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,142
7 Add lines 5 and 6	7	200,668
8 Enter qualifying distributions from Part XII, line 4	8	257,483
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions		

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,142
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,142
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,142
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	600
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	600
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	542
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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 page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
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? If "Yes," attach a detailed description of the activities.		X
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? If "Yes," attach the statement required by General Instruction T		X
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) ▶ PA		
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		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?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ JIM MCGUIGAN	Telephone no. ▶	610-524-4700	
Located at ▶ 120 E UWCHLAN AVE STE 101 EXTON, PA		ZIP+4 ▶	19341	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041-Check here	▶ <input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year		15		
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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)? ☐ Yes ☒ No

5b

Organizations relying on a current notice regarding disaster assistance check here ☐ Yes ☒ Noc 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

7b

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

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see 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	2,551,784
b	Average of monthly cash balances	1b	43,079
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2,594,863
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	0
3	Subtract line 2 from line 1d	3	2,594,863
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	35,853
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,559,010
6	Minimum investment return. Enter 5% of line 5	6	127,951

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	127,951
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,142
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,142
3	Distributable amount before adjustments Subtract line 2c from line 1	3	126,809
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	126,809
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	126,809

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	257,483
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	257,483
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	1,142
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	256,341

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				126,809
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				124,323
e From 2011				178,098
f Total of lines 3a through e	302,421			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 257,483				
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				126,809
e Remaining amount distributed out of corpus	130,674			
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	433,095			
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				0
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	433,095			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				124,323
d Excess from 2011				178,098
e Excess from 2012				130,674

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SCHEDULE ATTACHED				<p style="text-align: right;">212,500</p>
Total			3a	212,500
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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

THE MUTUAL FIRE FOUNDATION INC

38-3704483

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

THE MUTUAL FIRE FOUNDATION INC

Employer identification number

38-3704483

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE MUTUAL FIRE MARINE INSURANCE CO 120 E UWCHLAN AVE EXTON, PA 19341	\$ 200,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	FHA HOLDING COMPANY 120 E UWCHLAN AVE EXTON, PA 19341	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	FRANKLIN HOMEOWNERS ASSURANCE COMPA 120 E UWCHLAN AVE EXTON, PA 19341	\$ 60,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	FHA HOLDING COMPANY 120 E UWCHLAN AVE EXTON, PA 19341	\$ 818,558	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

THE MUTUAL FIRE FOUNDATION INC

Employer identification number

38-3704483

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

EEA Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

STM115

Federal Supporting Statements

2012 PG 01

Name(s) as shown on return

FEIN

THE MUTUAL FIRE FOUNDATION INC

38-3704483

FORM 990PF, PART III, LINE 3

STATEMENT #115

OTHER INCREASES SCHEDULE

INCR IN FMV INVESTMENTS L10B P2 51,944

TOTAL 51,944

STM127

FORM 990PF, GENERAL EXPLANATION ATTACHMENT (1)PG 01
Statement #127

THE FOLLOWING PAGES HAVE BEEN AMENDED

990PF PAGE 1 LINE 1
 990PF PAGE 2 LINE 10 B
 990PF PAGE 8 PART X, XI
 990PF PAGE 9 PART III
 990PF SCHEDULE B

STM136

FORM 990PF, PART II, LINE 10(A)

PG 01
STATEMENT #136INVESTMENTS: STATE AND LOCAL GOVERNMENT OBLIGATION SCHEDULE

<u>CATEGORY</u>	<u>BOOK VALUE (BOY)</u>	<u>BOOK VALUE (EOY)</u>	<u>FMV (EOY)</u>
STATE OBLIG (STMT ATTACHED)	247,636	247,636	278,135
TOTALS	247,636	247,636	278,135

STM137

FORM 990PF, PART II, LINE 10(B)
INVESTMENTS: CORPORATE STOCK SCHEDULE

PG 01
STATEMENT #137

<u>CATEGORY</u>	<u>BOY</u>	<u>BOOK VALUE</u>	<u>EOY FMV</u>
CORPORATE STOCK(STMT ATTACHED)	992,307	1,504,267	1,504,267
FHA HOLDING COMPANY COMMON STO		818,558	818,558
TOTALS	992,307	2,322,825	2,322,825

Federal Supporting Statements

2012 PG 01

Name(s) as shown on return

FEIN

THE MUTUAL FIRE FOUNDATION INC

38-3704483

FORM 990PF, PART II, LINE 10(C)
INVESTMENTS: CORPORATE BOND SCHEDULE

STATEMENT #138

<u>CATEGORY</u>	<u>BOY</u>	<u>BOOK VALUE</u>	<u>EOY FMV</u>
CORPORATE BONDS (STMT ATTACHED)	<u>36,592</u>	<u>36,592</u>	<u>44,718</u>
TOTALS	<u>36,592</u>	<u>36,592</u>	<u>44,718</u>

Federal Supporting Statements

2012 PG 01

Name(s) as shown on return

THE MUTUAL FIRE FOUNDATION INC

Your Social Security Number -

38-3704483

FORM 990PF, PART I, LINE 23 - OTHER EXPENSES SCHEDULE

STATEMENT #103

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
OFFICE EXPENSES	2,022	253	0	1,769
STATE LIC & FEES	15	1	0	14
MISCELLANEOUS	2,290	286	0	2,004
TOTALS	4,327	540	0	3,787

PG 01

STATEMENT #109

FORM 990PF, PART I, LINE 16(C) - OTHER PROFESSIONAL FEES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
CUSTODY/INVESTMENT ADVISORY	13,728	13,728	0	0
OTHER CONSULTING FEES	15,000	0	0	15,000
TOTALS	28,728	13,728	0	15,000

Federal Supporting Statements

2012 PG 01

Name(s) as shown on return

Your Social Security Number*

THE MUTUAL FIRE FOUNDATION INC

38-3704483

FORM 990PF, PART I, LINE 18 - TAXES SCHEDULE

STATEMENT #110

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
US FED EXCISE TAX INV INC	852	852	0	0
TOTALS	852	852	0	0

THE MUTUAL FIRE FOUNDATION, INC.

2012 FORM 990 PF PART II
BALANCE SHEET END OF YEAR
LINE 10a - 10c INVESTMENTS

38-3704483

Asset Description	Par value or Shares	Book Value COL(b)	Cost	Market Value COL(c)	Unrealized Gain (loss)
CEDAR RAPIDS IOWA GENERAL OBLIGATION DTD 06/08/2011 5 000% 06/01/2029 CALLABLE	20,000 0000	19,980.00	19,980.00	21,543.40	1,563.40
CHELSEA MASSACHUSETTS GENERAL OBLIGATION DTD 07/01/2009 6 060% 01/15/2025 CALLABLE	25,000 0000	25,309.75	25,309.75	28,962.00	3,652.25
ASSURED GTY FLORIDA STATE BRD ED EDUCATION REVENUE DTD 02/11/2010 5.750% 06/01/2035 CALLABLE	25,000 0000	24,669.50	24,669.50	27,933.00	3,263.50
HOWELL TWP NEW JERSEY SCH DIST SCHOOL DISTRICT REVENUE DTD 03/01/2005 5.300% 07/15/2019 CALLABLE	25,000 0000	25,338.50	25,338.50	26,288.75	950.25
AGM SCH BD RES FD KANE & DE KALB CNTYS ILLINOIS GENERAL OBLIGATION DTD 11/23/2009 6.000% 02/01/2027 CALLABLE	25,000 0000	25,172.75	25,172.75	29,384.50	4,211.75
KANKAKEE CNTY ILLINOIS GENERAL OBLIGATION DTD 09/15/2009 6 200% 01/15/2030 CALLABLE	50,000.0000	50,695.00	50,695.00	56,449.00	5,754.00
ASSURED GTY MILAN MICHIGAN AREA SCHS SCHOOL DISTRICT REVENUE DTD 05/04/2009 6 940% 05/01/2029 CALLABLE	25,000 0000	25,748.75	25,748.75	29,014.00	3,265.25
Q-SBLF MONROE CNTY PENNSYLVANIA GENERAL OBLIGATION DTD 04/01/2009 5 800% 12/15/2022 NON CALLABLE	25,000.0000	25,232.75	25,232.75	29,222.75	3,990.00
ASSURED GTY					

PART II BALANCE SHEET END OF YEAR
LINE 10 - INVESTMENTS

PAGE 1 OF 4

THE MUTUAL FIRE FOUNDATION, INC.

2012 FORM 990 PF PART II
BALANCE SHEET END OF YEAR
LINE 10a - 10c INVESTMENTS

38-3704483

Asset Description	Par value or Shares	Book Value COL(b)	Cost	Market Value COL(c)	Unrealized Gain (loss)
NEW YORK NEW YORK GENERAL OBLIGATION DTD 04/16/2009 6 060% 04/01/2017 NON CALLABLE	25,000 0000	25,488.50	25,488.50	29,338.00	3,849.50
Investments- U S and State Obligations (Part II Line 10 a) Total		247,635.50	247,635.50	278,135.40	30,499.90
3M CO	375 0000	34,818.75	34,584.29	34,818.75	234.46
ADVANCE AUTO PARTS	375.0000	27,131.25	25,301.87	27,131.25	1,829.38
ALLEGHENY TECHNOLOGIES INC COM	950.0000	28,842.00	32,116.84	28,842.00	(3,274.84)
APPLE INC	50.0000	26,608.66	33,218.00	26,608.66	(6,609.34)
AT&T INC	1,000 0000	33,710.00	30,840.00	33,710.00	2,870.00
BERKSHIRE HATHAWAY INC	300 0000	26,910.00	23,916.12	26,910.00	2,993.88
DELAWARE CLASS B	1,000.0000	33,210.00	33,391.50	33,210.00	(181.50)
BROADCOM CORP CL A	250 0000	22,402.12	21,083.29	22,402.12	1,318.83
CATERPILLAR INC	275 0000	29,738.50	29,443.97	29,738.50	294.53
CHEVRON CORP	300 0000	21,966.00	19,918.30	21,966.00	2,047.70
CLOROX COMPANY	700.0000	40,593.00	38,078.36	40,593.00	2,514.64
CONOCOPHILLIPS	2,500 0000	31,550.00	32,658.70	31,550.00	(1,108.70)
CORNING INC	1,100.0000	21,703.00	22,730.92	21,703.00	(1,027.92)
CSX CORP COMMON	500.0000	26,020.00	26,677.69	26,020.00	(657.69)
DEVON ENERGY CORPORATION	750.0000	38,850.00	37,882.11	38,850.00	967.89
DOMINION RESOURCES INC	750 0000	33,733.87	37,595.84	33,733.87	(3,861.97)
E I DUPONT DE NEMOURS & CO COMMON	1,050.0000	26,565.00	28,763.30	26,565.00	(2,198.30)
EMC CORP MASS COM	1,000.0000	52,960.00	51,153.20	52,960.00	1,806.80
EMERSON ELECTRIC COMPANY	500.0000	43,275.00	43,202.03	43,275.00	72.97
EXXON MOBIL CORP	888.0000	818,558.00	818,558.00	818,558.00	0.00
FHA HOLDING COMPANY COMMON STOCK					
F5 NETWORKS INC	225 0000	21,858.75	18,714.00	21,858.75	3,144.75
COM	1,925 0000	24,928.75	21,428.63	24,928.75	3,500.12
FORD MOTOR CO	190 0000	24,236.40	22,732.00	24,236.40	1,504.40
GOLDMAN SACHS GROUP INC COM	750.0000	43,260.00	39,980.04	43,260.00	3,279.96
HEINZ H J CO COM	500 0000	26,480.00	28,787.08	26,480.00	(2,307.08)
HESS CORPORATION					

PART II BALANCE SHEET END OF YEAR
LINE 10 - INVESTMENTS

PAGE 2 OF 4

THE MUTUAL FIRE FOUNDATION, INC.

2012 FORM 990 PF PART II
BALANCE SHEET END OF YEAR
LINE 10a - 10c INVESTMENTS

38-3704483

Asset Description	Par value or Shares	Book Value COL(b)	Cost	Market Value COL(c)	Unrealized Gain (loss)
INTEGRITY BANK PREFERRED STOCK 7%	3,000,000	30,000.00	30,000.00	30,000.00	0.00
INTERNATIONAL BUSINESS MACHINES CORP	160,000	30,648.00	30,648.48	30,648.00	(0.48)
JPM CHASE CAPITAL XXIX PREFERRED 6.700%					
CALLABLE	1,000,000	25,550.00	24,750.00	25,550.00	800.00
KRAFT FOODS GROUP INC	750,000	34,102.50	31,180.98	34,102.50	2,921.52
LABORATORY CRP OF AMER HLDGS COM NEW	500,000	43,310.00	45,127.93	43,310.00	(1,817.93)
LOWES COMPANIES INCORPORATED	1,000,000	35,520.00	29,421.23	35,520.00	6,098.77
MONDELEZ INTERNATIONAL INC	1,000,000	25,453.20	21,943.96	25,453.20	3,509.24
NATIONAL FUEL GAS CO COMMON	500,000	25,345.00	22,850.90	25,345.00	2,494.10
NORTHEAST UTILITIES COM	500,000	19,540.00	18,665.70	19,540.00	874.30
NORTHWEST NATURAL GAS COMPANY	1,000,000	44,200.00	46,060.50	44,200.00	(1,860.50)
PENNSYLVANIA REAL ESTATE INVESTMENT TRUST	1,000,000	17,640.00	14,589.00	17,640.00	3,051.00
PEOPLES UNITED FINANCIAL INC	2,750,000	33,247.50	34,401.55	33,247.50	(1,154.05)
PEPSICO INC COM	500,000	34,215.00	31,337.78	34,215.00	2,877.22
PERRIGO COMPANY	75,000	7,802.25	7,713.84	7,802.25	88.41
PNC FINANCIAL SERVICES GROUP INC	600,000	34,986.00	35,590.08	34,986.00	(604.08)
PORTLAND GENERAL ELECTRIC COMPANY	1,000,000	27,360.00	26,409.75	27,360.00	950.25
PROCTER & GAMBLE CO COM	500,000	33,945.00	30,785.82	33,945.00	3,159.18
QUESTAR CORP					
NAME CHANGED TO QEP RESOURCES INC CUSIP CHANGED TO 74733V100	3,000,000	59,280.00	58,287.15	59,280.00	992.85
SENSIENT TECHNOLOGIES CORP COM	1,000,000	35,560.00	37,240.05	35,560.00	(1,680.05)
TERADATA CORPORATION	350,000	21,661.50	20,715.41	21,661.50	946.09
TYSON FOODS INC COM	725,000	14,065.00	11,852.30	14,065.00	2,212.70
VODAFONE GROUP PLC					
SPONSORED ADR	1,500,000	37,785.00	41,898.00	37,785.00	(4,113.00)
WASTE MANAGEMENT INCORPORATED	500,000	16,870.00	16,005.00	16,870.00	865.00
WELLS FARGO & CO	1,000,000	34,180.00	31,441.42	34,180.00	2,738.58
XYLEM INC-W/I	1,500,000	40,650.00	40,260.76	40,650.00	389.24
Investments- Corporate Stock (Part II Line 10 b) Total		2,322,825.00	2,291,933.67	2,322,825.00	30,891.33

PART II BALANCE SHEET END OF YEAR
LINE 10 - INVESTMENTS

THE MUTUAL FIRE FOUNDATION, INC.

2012 FORM 990 PF PART II
BALANCE SHEET END OF YEAR
LINE 10a - 10c INVESTMENTS

38-3704483

Asset Description	Par value or Shares	Book Value COL(b)	Cost	Market Value COL(c)	Unrealized Gain (loss)
AMERICAN WATER CAP CORP DTD 04/15/2008 6.085% 10/15/2017 NON CALLABLE	25,000 0000	23,337.50	23,337 50	29,880.25	6,542.75
GEORGIA POWER COMPANY DTD 12/15/2009 4 250% 12/01/2019 NON CALLABLE	13,000.0000	13,254.32	13,254 32	14,837.55	1,583 23
Investments- Corporate Bonds (Part II Line 10 c) Total		36,591 82	36,591 82	44,717.80	8,125 98

PART IV CAPITAL GAINS AND LOSSES FOR TAX
ON INVESTMENT INCOME

PART IV LINE 1A

PUBLICLY TRADED SECURITIES

Shares / Par	Kind of property Line 1A Col A	(B) How acq	[C] -Date Acquired	[D] -Date Sold	Gross Sales Price (Ln 1A Col E)	Cost (Ln 1A Col G)	Realized Long Gain/(Loss)	Realized Short Gain/(Loss)	[NET] Capital Gain (loss) -Publicly Traded Securities Part IV (Line 1A Col H and L)
(200 000)	FREEMAN-MCMORAN COPPER & GOLD,	P	12/02/2011	01/20/2012	8,732	7,980	0	752	752
(2,000 000)	BANK OF NEW YORK MELLON CORP	P	08/11/2011	01/26/2012	40,340	48,485	0	(8,144)	(8,144)
(50 000)	PROCTER & GAMBLE CO COMMON	P	11/30/2011	01/26/2012	3,254	3,221	0	33	33
(1,250 000)	AMERICAN EXPRESS CO COMMON	P	12/05/2011	02/08/2012	64,449	61,360	0	3,089	3,089
(200 000)	TIFFANY & COMPANY NEW COMMON	P	12/01/2011	02/08/2012	12,745	13,546	0	(801)	(801)
(100 000)	PEABODY ENERGY CORP COMMON	P	08/31/2011	02/14/2012	3,482	4,984	0	(1,501)	(1,501)
(250 000)	ABERCROMBIE & FITCH CO CLASS A	P	02/03/2012	02/16/2012	12,003	10,249	0	1,754	1,754
(150 000)	PROCTER & GAMBLE CO COMMON	P	11/30/2011	02/17/2012	9,742	9,664	0	78	78
(200 000)	JOHNSON CONTROLS COMMON	P	10/10/2011	02/27/2012	6,636	5,903	0	733	733
(2,000 000)	DONNELLEY R R & SONS CO COMMON	P	07/14/2011	02/28/2012	27,899	38,852	0	(10,953)	(10,953)
(500 000)	AMERICAN EXPRESS CO COMMON	P	12/05/2011	03/05/2012	26,154	24,544	0	1,611	1,611
(1,250 000)	CISCO SYSTEMS COMMON	P	07/14/2011	03/28/2012	26,012	19,462	0	6,550	6,550
(250 000)	BED BATH & BEYOND COMMON	P	03/01/2012	04/02/2012	16,657	15,110	0	1,547	1,547
(300 000)	JOHNSON CONTROLS COMMON	P	10/10/2011	04/04/2012	9,539	8,855	0	685	685
(250 000)	WHITING PETROLEUM CORP NEW	P	08/03/2011	05/07/2012	12,556	13,915	0	(1,359)	(1,359)
(300 000)	PEABODY ENERGY CORP COMMON	P	08/31/2011	05/10/2012	8,732	14,951	0	(6,219)	(6,219)
(1,250 000)	CSX CORP COMMON	P	04/13/2012	05/14/2012	26,608	26,517	0	91	91
(750 000)	TARGET CORP COMMON	P	04/20/2012	05/14/2012	41,406	41,021	0	385	385
(1,250 000)	DIEBOLD INCORPORATED COMMON	P	07/14/2011	05/23/2012	45,207	39,433	0	5,774	5,774
(3,900 000)	WINDSTREAM CORPORATION	P	07/14/2011	05/23/2012	36,812	49,250	0	(12,438)	(12,438)
(1,000 000)	METLIFE INC COMMON	P	04/20/2012	05/24/2012	30,008	36,967	0	(6,959)	(6,959)
(100 000)	PHILLIPS 66	P	09/13/2011	05/24/2012	3,103	3,079	0	24	24
(250 000)	DOMINION RESOURCES INC VA COMMON	P	02/07/2012	05/30/2012	13,037	12,780	0	258	258
(350 000)	ORACLE CORP COMMON	P	04/02/2012	05/30/2012	9,161	10,334	0	(1,173)	(1,173)
(250 000)	US BANCORP COMMON NEW	P	10/27/2011	05/30/2012	7,700	6,556	0	1,144	1,144
(1,000 000)	EBAY INC COMMON	P	12/19/2011	06/07/2012	41,115	31,924	0	9,191	9,191
(150 000)	WHITING PETROLEUM CORP NEW	P	08/03/2011	06/13/2012	6,104	8,349	0	(2,245)	(2,245)
(300 000)	BOEING COMPANY COMMON	P	06/06/2012	06/20/2012	21,807	20,531	0	1,276	1,276
(500 000)	WALGREEN COMPANY COMMON	P	02/28/2012	06/20/2012	14,466	16,862	0	(2,195)	(2,195)
(350 000)	WHITING PETROLEUM CORP NEW	P	08/09/2011	06/21/2012	13,529	17,037	0	(3,508)	(3,508)
(250 000)	GENERAL MILLS INCORPORATED COMMON	P	07/14/2011	06/25/2012	9,560	9,229	0	331	331
(1,500 000)	ITT CORPORATION	P	04/20/2012	06/28/2012	25,545	31,297	0	(5,753)	(5,753)

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

2012 FORM 990-PF

PART IV CAPITAL GAINS AND LOSSES FOR TAX
ON INVESTMENT INCOME

PART IV LINE 1A

PUBLICLY TRADED SECURITIES

Shares / Par	Kind of property Line 1A Col A	(B) How acq	[C] -Date Acquired	[D] -Date Sold	Gross Sales Price (Ln 1A Col E)	Cost (Ln 1A Col G)	Realized Long Gain/(Loss)	Realized Short Gain/(Loss)	[NET] Capital Gain (loss) -Publicly Traded Securities Part IV (Line 1A Col H and L)
(500 0000)	PNC FINANCIAL SERVICES GROUP	P	06/19/2012	07/02/2012	30,562	29,407	0	1,155	1,155
(250 0000)	ILLINOIS TOOL WKS INC COM AT	P	07/14/2011	07/10/2012	12,765	14,400	0	(1,635)	(1,635)
(1 000 0000)	SUNTRUST CAP IX PFD 7.875%	P	10/24/2008	07/11/2012	25,000	19,400	5,600	0	5,600
(250 0000)	PEPSICO INC COM AT 70 14 TRADE	P	07/26/2011	07/18/2012	17,525	16,102	0	1,422	1,422
(250 0000)	AT&T INC AT 34.93 TRADE DATE	P	07/14/2011	07/23/2012	8,722	7,710	1,012	0	1,012
(750 0000)	GENERAL MILLS INC AT 37.831	P	07/14/2011	07/24/2012	28,343	27,687	656	0	656
(1 500 0000)	STAPLES INC COM AT 12.4752	P	04/24/2012	08/02/2012	18,652	22,815	0	(4,162)	(4,162)
(1 200 0000)	EXELON CORP AT 38.1469 TRADE	P	Various	08/06/2012	45,727	50,680	(4,783)	(170)	(4,952)
(200 0000)	TIFFANY & CO AT 62.2959 TRADE	P	07/27/2012	08/27/2012	12,451	11,420	0	1,031	1,031
(750 0000)	WILLIAM SONOMA INC COM AT	P	05/02/2012	09/05/2012	31,599	29,068	0	2,531	2,531
(1 000 0000)	CBS CORP CL B AT 36.0405	P	06/19/2012	09/13/2012	36,000	32,409	0	3,591	3,591
(1 000 0000)	VERIZON COMMUNICATIONS COM AT	P	07/14/2011	09/13/2012	45,237	37,149	8,088	0	8,088
(400 0000)	MICROSOFT CORP AT 31.1201	P	08/03/2012	09/17/2012	12,432	12,217	0	215	215
(1 000 0000)	SUSQUEHANNA CAPITAL	P	12/14/2007	09/18/2012	25,000	25,072	(72)	0	(72)
(250 0000)	AIR PRODUCTS & CHEMICALS INC	P	06/29/2012	09/20/2012	21,175	19,903	0	1,273	1,273
(1 250 0000)	AVERY DENNISON CORP COM AT	P	Various	09/26/2012	38,868	39,706	(1,843)	1,005	(838)
(1 000 0000)	SYSCO CORP COMMON AT 31.161	P	06/29/2012	09/28/2012	31,120	29,715	0	1,406	1,406
(250 0000)	AIR PRODUCTS & CHEMICALS INC	P	06/29/2012	10/02/2012	20,267	19,903	0	365	365
(750 0000)	BAXTER INTERNATIONAL AT 60.546	P	04/17/2012	10/12/2012	45,378	40,794	0	4,584	4,584
(1 000 0000)	FREEPORT-MCMORAN COPPER &	P	05/02/2012	10/16/2012	40,919	37,909	0	3,010	3,010
(250 0000)	CISCO SYSTEMS INC AT 18.64	P	07/14/2011	10/17/2012	4,650	3,892	757	0	757
(600 0000)	MICROSOFT CORP AT 29.53 TRADE	P	08/20/2012	10/17/2012	17,694	17,904	0	(210)	(210)
(250 0000)	EIDUPONT DE NEMOURS & CO	P	01/27/2012	10/19/2012	12,290	13,021	0	(731)	(731)
(125 0000)	3M CO AT 92.5166 TRADE DATE	P	08/06/2012	10/22/2012	11,559	11,580	0	(21)	(21)
(200 0000)	EMC CORP MASS COM AT 24.8088	P	09/13/2012	10/22/2012	4,954	5,567	0	(613)	(613)
(200 0000)	BERKSHIRE HATHAWAY INC DEL CL	P	02/06/2012	10/23/2012	17,489	15,976	0	1,514	1,514
(500 0000)	BOEING CO COM AT 72.9506 TRADE	P	09/06/2012	10/23/2012	36,454	36,477	0	(23)	(23)
(1 000 0000)	CISCO SYSTEMS INC AT 18.0382	P	07/14/2011	10/23/2012	17,998	15,570	2,428	0	2,428
(50 0000)	GOOGLE INC CL A AT 674.1356	P	08/14/2012	10/23/2012	33,704	31,010	0	2,694	2,694
(500 0000)	ILLINOIS TOOL WKS INC COM AT	P	Various	10/23/2012	30,177	29,308	689	181	870
(250 0000)	NIKE INC CL B AT 93.4967 TRADE	P	08/20/2012	10/23/2012	23,364	24,133	0	(770)	(770)
(750 0000)	U S BANCORP DEL COM NEW AT	P	11/11/2011	10/23/2012	25,121	19,529	0	5,591	5,591

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

2012 FORM 990-PF

3/27/2017

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PART IV CAPITAL GAINS AND LOSSES FOR TAX
ON INVESTMENT INCOME

PART IV LINE 1A

PUBLICLY TRADED SECURITIES

Shares / Par	Kind of property Line 1A Col A	(B) How acq	[C] -Date Acquired	[D] -Date Sold	Gross Sales		Cost (Ln 1A Col G)	Realized Long Gain/(Loss)	Realized Short Gain/(Loss)	[NET] Capital Gain (loss) -Publicly Traded Securities	
					Price (Ln 1A Col E)	Sold				Part IV (Line 1A Col H and L)	
(375 0000)	CME GROUP INC AT 56 8755 TRADE	P	07/10/2012	10/24/2012	21,313		19,730	0	1,583	1,583	
(1,250 0000)	JPMORGAN CHASE & CO AT	P	09/07/2012	10/24/2012	52,071		49,266	0	2,805	2,805	
(0 3333)	KRAFT FOODS GROUP INC AT	P	08/09/2011	10/24/2012	15		12	3	0	3	
(125 0000)	CHEVRON CORP AT 110 83 TRADE	P	02/08/2012	11/01/2012	13,848		14,306	0	(457)	(457)	
(275 0000)	ADVANCE AUTO PARTS AT 80 5681	P	08/13/2012	11/06/2012	22,145		19,703	0	2,441	2,441	
(350 0000)	CUMMINS INC COM AT 98 464	P	10/16/2012	11/07/2012	34,448		32,743	0	1,705	1,705	
(100 0000)	CHIPOTLE MEXICAN GRILL-CL A AT	P	08/27/2012	11/08/2012	26,122		29,436	0	(3,314)	(3,314)	
(1,500 0000)	HARTFORD FINANCIAL SVCS GRP	P	09/04/2012	11/08/2012	30,662		27,924	0	2,739	2,739	
(750 0000)	SOUTHERN CO COM AT 43 6168	P	05/02/2012	11/08/2012	32,682		34,406	0	(1,724)	(1,724)	
(750 0000)	NEWMONT MINING CORP COMMON AT	P	10/16/2012	12/04/2012	33,638		42,067	0	(8,429)	(8,429)	
(625 0000)	TYSON FOODS INC COM AT 19 6651	P	10/24/2012	12/17/2012	12,272		10,266	0	2,006	2,006	
(2,500 0000)	TITANIUM METALS CORP AT	P	04/20/2012	12/21/2012	41,136		35,338	0	5,798	5,798	
TOTALS - PUBLICLY TRADED SECURITIES					\$	1,737,651	\$	1,724,673	\$	12,535	\$
										443	\$
											12,978

PART VIII PART 1

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

COL A NAME AND ADDRESS	COL B TITLE, HRS PER WEEK	COL C COMPENSATION	COL D - CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS AND DEFERRED COMPENSATION	COL E - EXPENSE ACCOUNT, OTHER ALLOWANCES
MICHAEL J PETRELIA 120 E UWCHLAN AVE STE 101 EXTON PA 19341	CHAIRMAN, 1	0	0	0
WALTER BRATIC 120 E UWCHLAN AVE STE 101 EXTON PA 19341	DIRECTOR, 1	0	0	0
CAROLINE MAZZA 120 E UWCHLAN AVE STE 101 EXTON PA 19341	PRESIDENT / DIRECTOR, 4	14,000	0	0
JAMES MCGUIGAN 120 E UWCHLAN AVE STE 101 EXTON PA 19341	TREASURER, 2	2,500	0	0
G ALAN BAILEY 120 E UWCHLAN AVE STE 101 EXTON PA 19341	SECRETARY, 1	1,200	0	0
THERESA ROBERTS 120 E UWCHLAN AVE STE 101 EXTON PA 19341	ASST TREASURER, 3	2,500	0	0

PART VIII PART 1

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

RECIPIENT			
NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Ancillae-Assumpta Academy 2025 Church Road, Wyncote, PA 19095	Private Sec. Sch.	Scholarship	\$3,500.00
American Red Cross 2221 Chestnut Street Philadelphia, PA 19103	Public Charity	General fund	\$5,000.00
American University 4400 Massachusetts Avenue, NW, Washington, DC 20016	College / Univ.	Scholarship	\$1,000.00
Business Leadership Organized for Catholic Schools Philadelphia, PA 19103	Private Sec. Sch.	Scholarship	\$10,000.00
Foundation for Catholic Education 2 Forrest Lane, Strafford, PA 19087	Private Sec. Sch.	Scholarship	\$10,000.00
Fashion Institute of Technology Seventh Avenue at 27 Street New York City 10001-5992	College / Univ.	Scholarship	\$1,000.00
Friends' Central School Wynnewood, PA 19096	Private Sec. Sch.	Scholarship	\$5,000.00
International Orthodox Christian Charities 110 West Rd, Baltimore, MD 21204	Church/religious org.	General fund	\$15,000.00
It Happened to Alexa Foundation 411 Center Street Lewiston, NY 14092	Public Charity	General fund	\$3,000.00
Make-a-Wish Foundation 512 Township Line Rd, Blue Bell PA 19422	Public Charity	General fund	\$5,000.00
Malvern Preparatory School Malvern, PA 19355	Private Sec. Sch.	Scholarship	\$10,000.00
Opera Company of Philadelphia 1420 Locust Street, Suite 210 -- Philadelphia, PA 19102	Educational Improvement Org.	Scholarship	\$4,000.00
Orthodox Charitable and Education Fund St Andrews Camp & Retreat Ctr, 1280 State Rte 49, Cleveland, NY 13042	Private Sec. Sch.	Scholarship /Camp Improvements	\$14,500.00
Riders of Hope 203 Mt Bradford Way West Chester, Pa 19382	Public Charity	General fund	\$5,000.00
Salvation Army 701 N Broad St, Philadelphia, PA 19123	Public Charity	General fund	\$5,000.00
Sunday Breakfast Rescue Mission PO Box 297, Philadelphia, PA 19105-0297	Public Charity	Provide food for the indigent	\$1,000.00
Saint Tikhon's Monastery 175 St Tikhon's Road Waymart, PA 18472	College / Univ.	Scholarship	\$1,000.00
Sid Jacobson JCC 300 Forest Drive • East Hills, NY 11548	Public Charity	General fund	\$1,500.00
The Haverford School Haverford, PA 19041	Private Sec. Sch.	Scholarship	\$10,000.00
Three Hierarchs Eastern Orthodox School 1819 Ellsworth Avenue Heidelberg, PA 15106	Private Sec. Sch.	Scholarship	\$5,000.00

RECIPIENT			
NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
University of Pennsylvania 3451 Walnut Street, Philadelphia, PA 19104	College / Univ	Scholarship	\$1,000 00
Villa Maria Academy Malvern, PA 19355	Private Sec Sch	Scholarship	\$16,000 00
Virginia Polytechnic Institute and State University Blacksburg, VA 24061-0002	College / Univ	Scholarship	\$1,000 00
Villanova University School of Law Villanova, PA 19085	College / Univ	Scholarship	\$6,000 00
Widener University School of Law Wilmington, DE 19803	College / Univ	Scholarships, College Building Improvements	\$73,000.00
Total Contributions Part XV, Line 3A			\$212,500 00