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Form **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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning **JULY 1**, 2012, and ending **JUNE 30**, 2013Name of foundation
HENKELS FOUNDATION

A Employer identification number

23-6235239

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)

985 JOLLY ROAD**215-283-7620**

City or town, state, and ZIP code

BLUE BELL, PA 19422

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

J Accounting method

☐ Cash☒ Accrual

of year (from Part II, col (c), line

☐ Other (specify) _____

16) \$

913,813

(Part I, column (d) must be on cash basis)

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)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	2,037,598		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	238	238		
4 Dividends and interest from securities	679	679		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	10,274			
b Gross sales price for all assets on line 6a 14,029				
7 Capital gain net income (from Part IV, line 2)		10,274		
8 Net short-term capital gain				
9 Income modifications				
10 a 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	2,048,789	11,191		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0	0		0
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) STMT 1	5,816	0		5,816
b Accounting fees (attach schedule) STMT 2	4,785	0		4,735
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 3	224	0		0
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 4	19,699	0		17,646
24 Total operating and administrative expenses. Add lines 13 through 23	30,524			28,197
25 Contributions, gifts, grants paid	1,702,649			1,720,554
26 Total expenses and disbursements. Add lines 24 and 25	1,733,173			1,748,751
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	315,616			
b Net investment income (if negative, enter -0-)		11,191		
c Adjusted net income (if negative, enter -0-)			N/A	

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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		105,377	89,438	89,438
	2	Savings and temporary cash investments		497,344	816,917	816,917
	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) . STMT. 5 . .		5,192	1,536	7,458
	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)		607,913	907,891	913,813
Liabilities	17	Accounts payable and accrued expenses		27,086	29,165	
	18	Grants payable		17,905	0	
	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 ▶ STATEMENT 6)		36	224	
	23	Total liabilities (add lines 17 through 22)		45,027	29,389	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted		98,760	81,549	
	25	Temporarily restricted		464,126	796,953	
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input 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 . .				
	30	Total net assets or fund balances (see instructions)		562,886	878,502	
	31	Total liabilities and net assets/fund balances (see instructions)		607,913	907,891	

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	562,886
2	Enter amount from Part I, line 27a	2	315,616
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	878,502
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	878,502

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 PUBLICLY TRADED SECURITIES					
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 14,029	0	3,755	10,274		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			10,274		
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	10,274	
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.

(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	2,185,304	671,830	3.2528
2010	1,756,968	843,126	2.0839
2009	6,611,176	1,067,873	6.1910
2008	1,754,706	1,186,731	1.4786
2007	1,469,771	1,122,683	1.3092
2 Total of line 1, column (d)			2 14.3155
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 2.8631
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 757,455
5 Multiply line 4 by line 3			5 2,168,669
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 112
7 Add lines 5 and 6			7 2,168,781
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 1,748,751

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)		1	224
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> 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
3 Add lines 1 and 2		3	224
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	224
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	300	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	300	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	76	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	76	

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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		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 <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DELAWARE & PENNSYLVANIA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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 ▶ LAWRENCE A. MARINO Telephone no ▶ 215-283-7620			
Located at ▶ 985 JOLLY ROAD, BLUE BELL, PA. ZIP+4 ▶ 19422-0900				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶	15		
and enter the amount of tax-exempt interest received or accrued during the year ▶				
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)? N/A	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) N/A	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) N/A	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 ☒ 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)? ☐ Yes ☒ No **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 **N/A**

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? ☐ Yes ☒ No **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? ☐ Yes ☒ No **7b** **N/A****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
BARBARA B. HENKELS 345 STENTON AVE. PLYMOUTH MEETING, PA 19462	PRESIDENT 0.25	0	0	0
PAUL M. HENKELS, JR. 5000 NE 148TH AVE. PORTLAND, OR 97294	VICE PRES. 0.25	0	0	0
CHRISTOPHER B. HENKELS 985 JOLLY ROAD, BLUE BELL, PA. 19422	VICE PRES. 0.25	0	0	0
ANGELA HENKELS DALE 9815 NORTHBROOK CT. ELLICOTT CITY MD 21042	SECR & TREA 0.25	0	0	0

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

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

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 **0**

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0

Form 990-PF (2012)

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	14,452
b	Average of monthly cash balances	1b	754,538
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	768,990
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	768,990
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	11,535
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	757,455
6	Minimum investment return. Enter 5% of line 5	6	37,873

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	37,873
2a	Tax on investment income for 2012 from Part VI, line 5	2a	224
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	224
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	37,649
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	37,649
6	Deduction from distributable amount (see instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	37,649

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	1,748,751
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,748,751
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,748,751

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				37,649
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007	1,414,690			
b From 2008	1,695,867			
c From 2009	6,557,815			
d From 2010	1,714,839			
e From 2011	2,151,748			
f Total of lines 3a through e	13,534,959			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,748,751				
a Applied to 2011, but not more than line 2a . . .			0	
b Applied to undistributed income of prior years (Election required - see instructions)		0		
c Treated as distributions out of corpus (Election required - see instructions)	0			
d Applied to 2012 distributable amount				37,649
e Remaining amount distributed out of corpus . .	1,711,102			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	15,246,061			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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		0		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions			0	
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) . . .	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	1,414,690			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	13,831,371			
10 Analysis of line 9				
a Excess from 2008 . . .	1,695,867			
b Excess from 2009 . . .	6,557,815			
c Excess from 2010 . . .	1,714,839			
d Excess from 2011 . . .	2,151,748			
e Excess from 2012 . . .	1,711,102			

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

1 a 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

N/A

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

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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))

BARBARA B. HENKELS

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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.

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

c Any submission deadlines

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a <i>Paid during the year</i> SEE STATEMENTS 8-13				
Total			3a	1,720,554
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated.

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

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)
----------	--

[illegible]

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
N/A		

**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, 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

02/12/2014
Date

VICE PRESIDENT
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 <input type="checkbox"/> 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

HENKELS FOUNDATION

23-6235239

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 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

HENKELS FOUNDATION

Employer identification number

23-6235239

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	ABC INSERT COMPANY 155 RIDGE AVENUE AMBLER, PA. 19002	\$ 1,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	ACR MACHINE, INC. 21 N. 10TH AVENUE COATESVILLE, PA. 19320	\$ 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	AF&L INSURANCE COMPANY 165 VETERANS WAY - SUITE 300 WARMINSTER, PA. 18974	\$ 75,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	AGAPE WATER SOLUTIONS, INC. 1567 GEHMAN ROAD HARLEYSVILLE, PA. 19438	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	AIR CARE & RESTORATION CO., INC. 1510 GARY STREET BETHLEHEM, PA. 18018	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	ALTEC INDUSTRIES, INC. 210 INVERNESS CENTER DRIVE BIRMINGHAM, AL. 35242	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

HENKELS FOUNDATION

Employer identification number

23-6235239

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
7	AMERICAN COMPOST CORPORATION 2650 AUDUBON ROAD AUDUBON, PA. 19403	\$ 38,889.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
8	APEX MORTGAGE CORPORATION 1300 VIRGINIA DRIVE - SUITE 400 FORT WASHINGTON, PA. 19034	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
9	ASCENSION PUBLISHING, INC. P.O. BOX 1990 WEST CHESTER, PA. 19380	\$ 3,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
10	BERWIND PROPERTY GROUP, INC. 770 TOWNSHIP LINE ROAD - SUITE 150 YARDLEY, PA. 19067	\$ 111,111	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
11	BILL GILLESPIE ELECTRIC, INC. 1657 STATE STREET EAST GREENVILLE, PA. 18041	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	BRENDAN STANTON, INC. 416 STUMP ROAD MONTGOMERYVILLE, PA. 18936	\$ 12,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

HENKELS FOUNDATION

Employer identification number

23-6235239

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
13	BRETT KING BUILDER-CONTRACTOR, INC. 7843 RICHLANDTOWN ROAD QUAKERTOWN, PA. 18951	\$ 6,700	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
14	CHADWICK SERVICE COMPANY 362 DUNKSFERRY ROAD BENSALEM, PA. 19020	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
15	CROWN HOLDINGS, INC. ONE CROWN WAY PHILADELPHIA, PA. 19154	\$ 300,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
16	D & R MACHINE COMPANY 1330 INDUSTRIAL HIGHWAY SOUTHAMPTON, PA. 18966	\$ 12,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
17	D.M. SABIA & COMPANY, INC. P.O. BOX 112 CONSHOHOCKEN, PA. 19428	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
18	DIRECT IMAGE & DESIGN, LLC 424 BETHLEHEM PIKE FORT WASHINGTON, PA. 19034	\$ 2,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

HENKELS FOUNDATION

Employer identification number

23-6235239

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
19	DRISCOLL CONSTRUCTION CO., INC. 1740 WALTON ROAD - SUITE 200 BLUE BELL, PA. 19422	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
20	EASTERN REVENUE, INC. 1151 S. TROOPER ROAD - SUITE A AUDUBON, PA. 19403	\$ 1,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
21	EHS TECHNOLOGIES CORPORATION 1221 N. CHURCH STREET - SUITE 106 MOORESTOWN, NJ 08057	\$ 1,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
22	ENVIRONMENTAL TECTONICS CORPORATION 125 JAMES WAY SOUTHAMPTON, PA. 18966-3877	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
23	F.R. & S., INC. 2650 AUDUBON ROAD AUDUBON, PA. 19403	\$ 111,111	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
24	FIDELIO INSURANCE COMPANY 2826 MT. CARMEL AVENUE GLENSIDE, PA. 19038	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

HENKELS FOUNDATION

Employer identification number

23-6235239

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
25	FIRST PRIORITY BANK 2 WEST LIBERTY BOULEVARD - SUITE 104 MALVERN, PA. 19355	\$ 7,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
26	GIGGLEBERRY FAIR, INC. P.O. BOX 218 LAHASKA, PA. 18931	\$ 4,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
27	GMS SURGENT, LLC 237 LANCASTER AVENUE - SUITE 1000 DEVON, PA. 19333	\$ 5,539	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
28	GREAT ATLANTIC GRAPHICS, INC. 280 GREAT VALLEY PARKWAY MALVERN, PA. 19355	\$ 2,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
29	GREENWOOD GAMING AND ENTERTAINMENT, INC. 3001 STREET ROAD - SUITE 7031 BENSALEM, PA. 19020	\$ 250,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
30	HANSEN PROPERTIES, INC. 1401 MORRIS ROAD BLUE BELL, PA. 19422	\$ 1,700	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization HENKELS FOUNDATION	Employer identification number 23-6235239
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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
31	HAYDEN REAL ESTATE INVESTMENTS, LLC 300 BARR HARBOR DRIVE - SUITE 750 WEST CONSHOHOCKEN, PA. 19428	\$ 20,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
32	HENKELS & MCCOY, INC. 985 JOLLY ROAD BLUE BELL, PA. 19422	\$ 349,889	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
33	HIGH FIDELITY HOUSE, INC. 1001 SUSSEX BOULEVARD BROOMALL, PA. 19008	\$ 3,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
34	INSIGHT PHARMACEUTICALS CORPORATION 900 NORTHBROOK DRIVE - SUITE 200 TREVOSSE, PA. 19053	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
35	INTERNATIONAL CUSTOM BUILT HOMES, INC. 6500 CHAPMANS ROAD ALLENTOWN, PA. 18106	\$ 2,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
36	J. P. MASCARO & SONS 2650 AUDUBON ROAD AUDUBON, PA. 19403	\$ 55,556	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

HENKELS FOUNDATION

Employer identification number

23-6235239

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
37	KNOBS 'N KNOCKERS P.O. BOX 459 LAHASKA, PA. 18931	\$ 1,497	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
38	LEHIGH VALLEY RAIL MANAGEMENT, LLC 313 EAST BROAD STREET BETHLEHEM, PA. 18018	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
39	LUMBERMEN ASSOCIATES, INC. 2101 HUNTER ROAD BRISTOL, PA. 19007	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
40	M.F. IRVINE & ASSOCIATES, INC. 21 EAST 5TH AVENUE - SUITE 204 CONSHOHOCKEN, PA. 19428	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
41	MARVIC SUPPLY COMPANY, INC. 64 E. SWAMP ROAD DOYLESTOWN, PA. 18901	\$ 18,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
42	MATTHEW 25 MANAGEMENT CORP. 413 JOHNSON STREET JENKINTOWN, PA. 19046	\$ 2,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

HENKELS FOUNDATION

Employer identification number

23-6235239

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
43	MICRO SOLUTIONS PLUS, INC. 120 BETHLEHEM PIKE - SUITE 105 COLMAR, PA. 18915	\$ 3,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
44	MOVERS SPECIALTY SERVICE, INC. 211 COMMERCE DRIVE MONTGOMERYVILLE, PA. 18936	\$ 50,250	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
45	NKM ENTERPRISES, INC. 357 CINNAMON DRIVE HUNTINGDON VALLEY, PA. 19006	\$ 6,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
46	NOVELTY CONE CO., INC. 807 SHERMAN AVENUE PENNSAUKEN, NJ 08110	\$ 4,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
47	O'BRIEN ELECTRIC, LLC P.O. BOX 72018 THORNDALE, PA. 19372	\$ 4,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
48	PHILADELPHIA INDEMNITY INSURANCE COMPANY ONE BALA PLAZA - SUITE 100 BALA CYNWYD, PA. 19004	\$ 14,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization HENKELS FOUNDATION	Employer identification number 23-6235239
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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
49	PLASTERER EQUIPMENT COMPANY 2550 EAST CUMBERLAND STREET LEBANON, PA. 17042	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
50	PYROTECHNICS MANAGEMENT, INC. 863 BENNER PIKE - SUITE 100 STATE COLLEGE, PA. 16801	\$ 7,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
51	R & M INTERNATIONAL SALES CORPORATION 570 BETHLEHEM PIKE FORT WASHINGTON, PA. 19034	\$ 7,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
52	RE/MAX LEGACY 200 HIGHPOINT DRIVE - SUITE 201 CHALFONT, PA. 18914	\$ 4,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
53	REALMARQ CORPORATION P.O. BOX 8263 RADNOR, PA. 19087	\$ 20,200	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
54	R-WAY GASKET & SUPPLY CO., INC. 1950 E. SEDGLEY AVENUE PHILADELPHIA, PA. 19124	\$ 7,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

HENKELS FOUNDATION

Employer identification number

23-6235239

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
55	SENIOR HOME CARE BY ANGELS, INC. 1950 LAWRENCE ROAD - 1ST FLOOR HAVERTOWN, PA. 19083	\$ 150,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
56	SERAVALLI, INC. 10059 SANDMEYER LANE PHILADELPHIA, PA. 19116	\$ 22,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
57	VAULT COMMUNICATIONS, INC. 610 WEST GERMANTOWN PIKE - SUITE 160 PLYMOUTH MEETING, PA. 19462	\$ 3,250	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
58	VIROPHARMA INCORPORATED 730 STOCKTON DRIVE EXTON, PA. 19341	\$ 15,384	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
59	WAGNER HOLDINGS, INC. 177 N. COMMERCE WAY BETHLEHEM, PA. 18017	\$ 1,300	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
60	WHITE PINES CORPORATION 2650 AUDUBON ROAD AUDUBON, PA. 19403	\$ 22,222	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

HENKELS FOUNDATION

Employer identification number

23-6235239

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
61	WILKIE LEXUS 568 W. LANCASTER AVENUE HAVERFORD, PA. 19041	\$ 7,500	Person <input checked="checked" 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)
		\$	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)
		\$	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)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

HENKELS FOUNDATION

Employer identification number

23-6235239

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

Name of organization HENKELS FOUNDATION	Employer identification number 23-6235239
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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
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Henkels Foundation
FEIN 23-6235239
Statement Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2013

<u>Description</u>	<u>Expenses per Books</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>	<u>Disbursements for Charitable Purposes</u>
Legal Fees	5,816	0	0	5,816
Total to Form 990-PF, Page 1, Line 16a	5,816	0	0	5,816

Henkels Foundation
FEIN 23-6235239
Statement Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2013

<u>Description</u>	<u>Expenses per Books</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>	<u>Disbursements for Charitable Purposes</u>
Accounting Fees	4,785	0	0	4,735
Total to Form 990-PF, Page 1, Line 16b	4,785	0	0	4,735

Henkels Foundation
FEIN 23-6235239
Statement Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2013

<u>Description</u>	<u>Expenses per Books</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>	<u>Disbursements for Charitable Purposes</u>
Federal Excise Tax	224	0	0	0
Total to Form 990-PF, Page 1, Line 18	224	0	0	0

Henkels Foundation
FEIN 23-6235239
Statement Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2013

<u>Description</u>	<u>Expenses per Books</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>	<u>Disbursements for Charitable Purposes</u>
Filing Fees	25	0	0	25
Membership Fees	19,644	0	0	17,591
Bank Charges	30	0	0	30
Total to Form 990-PF, Page 1, Line 23	19,699	0	0	17,646

Henkels Foundation
FEIN 23-6235239
Statement Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2013

<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Investments In Corporate Stock (See Statement 7)	1,536	7,458
Total to Form 990-PF, Part II, Line 10b	<u>1,536</u>	<u>7,458</u>

Henkels Foundation
FEIN 23-6235239
Statement Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2013

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
Federal Excise Taxes Payable	36	224
Total to Form 990-PF, Part II, Line 22	<u>36</u>	<u>224</u>

Henkels Foundation
FEIN 23-6235239
Statement 8 Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2013

<u>COMPANY</u>	<u># OF SHARES</u>	<u>COST BASIS</u>	<u>6/30/2013 CLOSING \$ PER SHARE</u>	<u>MARKET VALUE</u>
Part II, Line 10b Investments - Corporate Stock		Column b		Column c
Alcatel-Lucent	12	195.24	1.8200	21.84
AT&T Corporation	90	506.05	35.4000	3,186.00
Comcast Corporation	45	374.03	41.7500	1,878.75
Exelon Corporation	10	55.70	30.8800	308.80
Frontier Communications Corp.	7	56.41	4.0500	28.35
LSI Corporation	2	23.85	7.1400	14.28
Vodafone Group PLC	43	117.88	28.7500	1,236.25
Wells Fargo & Company	19	206.57	41.2700	784.13
Total Investments - Corporate Stock		1,536		7,458

Henkels Foundation
FEIN 23-6235239
Statement Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2013

Part XV

Line 3a - Grants and Contributions Paid During the Year

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Archdiocesan Boy Choir of Philadelphia 222 North 17th Street Philadelphia, PA 19103	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	5,400 00
Divine Mercy Scholarship 2 Prospect Hill Road Stockbridge, MA 01262	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	3,000 00
Franciscan University of Steubenville 1235 University Boulevard Steubenville, OH 43952	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	75,000 00
St Philip Neri Church 437 Ridge Pike Lafayette Hill, PA 19444	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	200 00
Ancillae Assumpta Academy 2025 Church Road Wyncote, PA 19095-1124	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,000 00
Archbishop John Carroll High School 211 Matson Ford Road Radnor, PA 19087	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	3,175 00
Archbishop Prendergast High School 403 N Lansdowne Avenue Drexel Hill, PA 19026	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	700 00
Archbishop Ryan High School 11201 Academy Road Philadelphia, PA 19154	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	66,355 00
Archbishop Wood High School 655 York Road Warminster, PA 18974	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	35,225 00
Berks Christian School 926 Philadelphia Avenue Birdsboro, PA 19508	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	19,800 00
Bethlehem Christian School 3100 Hecktown Road Bethlehem, PA 18020	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	11,900 00
Bishop McDevitt High School 125 Royal Avenue Wyncote, PA 19095-1198	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	18,904 91
Bishop Shanahan High School 220 Woodbine Road Downingtown, PA 19335-3081	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	4,950 00
Blessed Teresa of Calcutta School 256 Swamp Pike Schwenksville, PA 19473	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	21,400 00
Blue & White Scholastic Foundation P O Box 17 Bangor, PA 18013	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	4,950 00

Henkels Foundation
FEIN 23-6235239
Statement Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2013

Part XV

Line 3a - Grants and Contributions Paid During the Year

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Cardinal O'Hara High School 1701 South Sproul Road Springfield, PA 19064-1199	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	1,200 00
Center School 2450 Hamilton Avenue Abington, PA 19001	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	15,000 00
Centre County Christian Academy 100 Hertzler Drive Bellefonte, PA 16823	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	7,550 00
Children First America, Delaware County 1005 West 7th Street Chester, PA 19013	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	30,000 00
Country Day School of the Sacred Heart 480 South Bryn Mawr Avenue Bryn Mawr, PA 19010	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	600 00
Cristo Rey Philadelphia High School 5218 North Broad Street Philadelphia, PA 19141	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	34,750 00
DePaul Catholic School 44 West Logan Street Philadelphia, PA 19144	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,200 00
Diocese of Scranton Scholarship Foundation 300 Wyoming Avenue Scranton, PA 18503	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	69,300 00
Faith Christian School 122 Dante Street Roseto, PA 18013-1259	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	700 00
Father Judge High School 3301 Solly Avenue Philadelphia, PA 19136	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	269,423 61
Foundation for Catholic Education 35 Old Eagle School Road Strafford, PA 19087-2512	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	24,750 00
Friends School Haverford 851 Buck Lane Haverford, PA 19041-1228	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	600 00
Futuro Educacional, Inc 1346 N Hancock Street Philadelphia, PA 19122	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	7,920 00
Greene Street Friends School 5511 Greene Street Philadelphia, PA 19144	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	200 00
Haverford School 450 Lancaster Avenue Haverford, PA 19041	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	800 00

Henkels Foundation
FEIN 23-6235239
Statement Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2013

Part XV

Line 3a - Grants and Contributions Paid During the Year

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Holy Ghost Preparatory School 2429 Bristol Pike Bensalem, PA 19020	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	48,650 00
Holy Guardian Angels Regional School 3125 Kutztown Road Reading, PA 19605	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	19,800 00
Holy Innocents Church 1312 E Bristol Street Philadelphia, PA 19124	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	500 00
Immaculate Conception Academy 903 Chestnut Street Douglassville, PA 19518	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
John W Hallahan Catholic Girls' High School 311 North 19th Street Philadelphia, PA 19103-1198	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,200 00
Lansdale Catholic High School 700 Lansdale Avenue Lansdale, PA 19446	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	35,950 00
LaSalle College High School 8605 Cheltenham Avenue Wyndmoor, PA 19038	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	39,600 00
Little Flower Catholic High School 1000 West Lycoming Street Philadelphia, PA 19140-2199	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,500 00
Living Bridges 136 Garrett Avenue Rosemont, PA 19010	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	49,500 00
Malvern Preparatory School 418 South Warren Avenue Malvern, PA 19355-2707	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	33,200 00
Mercy Vocational High School 2900 West Hunting Park Avenue Philadelphia, PA 19129-1803	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,000 00
Monsignor Bonner High School 403 North Lansdowne Avenue Drexel Hill, PA 19026	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	10,000 00
Mount St. Joseph Academy 120 West Wissahickon Avenue Flourtown, PA 19031-1899	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	185,628 00
Nazareth Academy High School 4001 Grant Avenue Philadelphia, PA 19114-2999	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,000 00
Our Lady of Confidence Day School 314 North Easton Road Willow Grove, PA 19090	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	500 00

Henkels Foundation
FEIN 23-6235239
Statement Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2013

Part XV

Line 3a - Grants and Contributions Paid During the Year

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Our Lady of Fatima School 2913 Street Road Bensalem, PA 19020	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	50,730 00
Our Lady of Port Richmond Regional Catholic School 3233 E. Thompson Street Philadelphia, PA 19134	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	500 00
Our Mother of Consolation School 17 East Chestnut Hill Avenue Philadelphia, PA 19118	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	400 00
Our Mother of Sorrows School 1008 North 48th Street Philadelphia, PA 19131	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,000 00
Philadelphia Mennonite High School 860 North 24th Street Philadelphia, PA 19130	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	700 00
Philmont Christian Academy 35 Hillcrest Avenue Erdenheim, PA 19038	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	400 00
Plumstead Christian School 5765 Old Easton Road, P O Box 216 Plumsteadville, PA 18949-0216	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	66,822 03
Regina Angelorum Academy 105 Argyle Road Ardmore, PA 19003	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	61,380 00
Regina Coeli Academy 1525 Marian Road Abington, PA 19001	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	28,433 00
Regina Luminis Academy 40 West Pennsylvania Avenue Downingtown, PA 19335	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	14,355 00
Roman Catholic High School 301 North Broad Street Philadelphia, PA 19107-1094	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	64,266 20
Sharon Christian Academy 3955 Conshohocken Avenue Philadelphia, PA 19131	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	500 00
SS John Neumann & Maria Goretti High School 1736 South 10th Street Philadelphia, PA 19148	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	7,450 00
St Albert The Great School 214 Welsh Road Huntingdon Valley, PA 19006	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,000 00
St Basil Academy 711 Fox Chase Road Jenkintown, PA 19046	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,000 00

Henkels Foundation
FEIN 23-6235239
Statement Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2013

Part XV

Line 3a - Grants and Contributions Paid During the Year

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
St Catherine of Siena School - Reading 2330 Perkiomen Avenue Reading, PA 19606	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	37,125 00
Saint Charles Borromeo School 1704 Bristol Pike Bensalem, PA 19020	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	24,750 00
St Cyril of Alexandria School 716 Emerson Avenue East Lansdowne, PA 19050	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,100 00
St Ephrem School 5400 Hulmeville Road Bensalem, PA 19020	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	28,350 00
St. Francis of Assisi School 601-A Buttonwood Street Norristown, PA 19401	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	12,651 00
St Genevieve School 1237 Bethlehem Pike Flourtown, PA 19031	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	500 00
St Helena School 1499 Dekalb Pike Blue Bell, PA 19422	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
St Hubert Catholic High School 7320 Torresdale Avenue Philadelphia, PA 19136	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	35,750 00
St Joachim's Catholic Community 1527 Church Street Philadelphia, PA 19124	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,000 00
St Joseph - St. Robert School 850 Euclid Avenue Warrington, PA 18976	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
St Joseph's Preparatory School 1733 Girard Avenue Philadelphia, PA 19130	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	11,100 00
St Katherine of Siena School 104 South Aberdeen Avenue Wayne, PA 19087	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	7,700 00
St Martin of Tours School 5450 Roosevelt Boulevard Philadelphia, PA 19124	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	14,850 00
St Raymond of Penafort Parish 7940 Williams Avenue Philadelphia, PA 19150	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	8,000 00
St Veronica Elementary School 3521 North 6th Street Philadelphia, PA 19140	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	300 00

Henkels Foundation
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Part XV

Line 3a - Grants and Contributions Paid During the Year

<u>Recipient Name and Address</u>	<u>If recipient is individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
The Hill School 717 East High Street Pottstown, PA 19464	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	10,890 00
Trinity Christian School 299 Ridge Avenue Pittsburgh, PA 15221	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	500 00
Valley Christian School 2364 Huntingdon Pike Huntingdon Valley, PA 19006-6110	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	17,820 00
Visitation BVM School 196 North Trooper Road Norristown, PA 19403	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	19,000 00
Warren County Christian School 165 Mead Run Road Youngsville, PA 16371	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,600 00
West Catholic High School 4501 Chestnut Street Philadelphia, PA 19139	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	700 00
William Penn Charter School 3000 West School House Lane Philadelphia, PA 19144	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,100 00

Total per Page 11, Part XV, Line 3a 1,720,553 75