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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning April 1, 2013, and ending March 31, 2014

Name of foundation
Harry C. Trexler Estate

Number and street (or P O box number if mail is not delivered to street address) Room/suite
33 South Seventh Street 205

City or town, state or province, country, and ZIP or foreign postal code
Allentown, PA 8101-2406

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 of year (from Part II, col. (c), line 16) ▶ \$ **121,686,422**

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____

A Employer identification number
23-1162215

B Telephone number (see instructions)
610-434-9645

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 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	17,573	17,573		
	4 Dividends and interest from securities	2,167,525	2,167,525		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	44,375,030			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		44,375,030		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	46,560,128	46,560,128		
	13 Compensation of officers, directors, trustees, etc.	150,000	37,500		112,500
	14 Other employee salaries and wages	253,187	126,594		126,593
	15 Pension plans, employee benefits	60,322	30,161		30,161
	16a Legal fees (attach schedule)	34,508	17,254		17,254
	b Accounting fees (attach schedule)	10,150	5,075		5,075
	c Other professional fees (attach schedule)	143,732	136,471		7,261
	17 Interest	90,986	90,986		
	18 Taxes (attach schedule) (see instructions)	471,982	19,046		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	27,313	13,656		13,657
	21 Travel, conferences, and meetings	11,595	5,798		5,797
	22 Printing and publications	9,115	4,558		4,557
	23 Other expenses (attach schedule)	798,427	779,321		19,106
	24 Total operating and administrative expenses. Add lines 13 through 23	2,061,317	1,266,420		341,961
	25 Contributions, gifts, grants, paid	5,331,780			5,792,138
	26 Total expenses and disbursements. Add lines 24 and 25	7,393,097	1,127,136		6,134,099
	27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements		39,167,031			
b Net investment income (if negative, enter -0-)			45,293,708		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

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17/10

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	109	84,681	84,681
	2 Savings and temporary cash investments	1,277,191	248,222	248,222
	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	82,883	853	853
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	81,217,370	120,898,443	121,327,666
	14 Land, buildings, and equipment basis ▶ 160,814			
	Less: accumulated depreciation (attach schedule) ▶	93,954	160,814	25,000
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	82,671,507	121,393,013	121,686,422
	17 Accounts payable and accrued expenses	1,074	15,907	
	18 Grants payable	460,358		
	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)	461,432	15,907	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	80,520,552	120,201,478	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,689,523	1,175,628	
Part III Analysis of Changes in Net Assets or Fund Balances	30 Total net assets or fund balances (see instructions)	82,210,075	121,377,106	
	31 Total liabilities and net assets/fund balances (see instructions)	82,671,507	121,393,013	
	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	82,210,075	
	2 Enter amount from Part I, line 27a	2	39,167,031	
	3 Other increases not included in line 2 (itemize) ▶	3		
	4 Add lines 1, 2, and 3	4	121,377,106	
	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	121,377,106	

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	schedule attached	P	various	various
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	146,619,366	102,244,336	44,375,030	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			44,375,030	
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	44,375,030
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))
2012	4,120,080	105,240,312	0.03914926
2011	4,550,211	103,190,578	0.04409522
2010	4,828,829	96,816,751	0.04987597
2009	4,851,841	89,362,155	0.05429414
2008	5,404,241	100,632,751	0.05370261
2	Total of line 1, column (d)		2 0.24111720
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 0.04822344
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 116,423,219
5	Multiply line 4 by line 3		5 5,614,328
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 452,937
7	Add lines 5 and 6		7 6,067,265
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 6,134,099

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	452,937	
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		
3	Add lines 1 and 2	3	452,937	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	452,937	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	475,000	
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	475,000	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	16	
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	22,047	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax 22,047 Refunded	11		

Part VII-A Statements Regarding Activities

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?	Yes	No
1a			✓
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>		
c	Did the foundation file Form 1120-POL for this year?		✓
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? <i>If "Yes," attach a detailed description of the activities</i>		✓
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>		✓
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?		✓
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>		✓
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Pennsylvania		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>		✓
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>TrexlerTrust.org</u>	13	✓	
14	The books are in care of ▶ <u>Thomas H. Christman</u> Telephone no. ▶ <u>610-434-9645</u> Located at ▶ <u>33 S 7TH ST STE 205, ALLENTOWN, PA</u> ZIP+4 ▶ <u>18101-2406</u>			
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 ▶ <u>15</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				✓

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	✓
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 2013?	1c	✓
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
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. ▶ 20____, 20____, 20____, 20____		
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 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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 2013?	4b	✓

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
Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
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

5b

6b

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
schedule 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
Erika Chomka				
33 S 7TH ST STE 205 ALLENTOWN PA 18101-2406	Executive Assistant	56,616	14,174	0
Thomas H. Christman				
33 S 7TH ST STE 205 ALLENTOWN PA 18101-2406	Finance Director	61,480	0	0

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

2

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	NONE	
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	NONE	
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	110,081,935
b	Average of monthly cash balances	1b	6,430,072
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	116,512,007
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	116,512,007
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,747,680
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	114,764,327
6	Minimum investment return. Enter 5% of line 5	6	5,738,216

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	5,738,216
2a	Tax on investment income for 2013 from Part VI, line 5	2a	452,937
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	452,937
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,285,279
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,285,279
6	Deduction from distributable amount (see instructions)	6	392,876
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,892,403

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	6,134,099
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	6,134,099
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	452,937
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,681,162

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				4,892,403
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			2,776,661	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013.				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ 6,134,099				
a Applied to 2012, but not more than line 2a			2,776,661	
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 2013 distributable amount				3,357,438
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,534,965
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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9.				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling					
b	Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	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) 2013	(b) 2012	(c) 2011	(d) 2010	
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).)
- 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.
- 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 address of the person to whom applications should be addressed.

Janet E. Roth, Executive Director, 33 S 7TH ST STE 205, ALLENTOWN PA 18101-2406, 610-434-9645, JRoth@TrexlerTrust.org

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

letter request, copies of creating document, governing instrument, IRS determination letter, financials, budgets, client statistics

- c** Any submission deadlines:

December 1

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

Lehigh County, Pennsylvania domiciliaries serving Lehigh County clients exclusively or substantially so

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 <i>Paid during the year</i> Schedule attached	No recipient is an individual	All are public charity		
Total			▶ 3a	5,792,138
b <i>Approved for future payment</i> None				
Total			▶ 3b	0

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

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	17,573	
4	Dividends and interest from securities			14	2,167,525	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	44,375,030	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue. a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				46,560,128	
13	Total. Add line 12, columns (b), (d), and (e)				13	46,560,128

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

- | | | | |
|--|--|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | | | |
| 1a(1) | | | ✓ |
| 1a(2) | | | ✓ |
| | | | |
| 1b(1) | | | ✓ |
| 1b(2) | | | ✓ |
| 1b(3) | | | ✓ |
| 1b(4) | | | ✓ |
| 1b(5) | | | ✓ |
| 1b(6) | | | ✓ |
| 1c | | | ✓ |

[illegible]

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

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, 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

8/5/2014
Date

Trustee	Title
---------	-------

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

Harry C. Trexler Estate
Form 990-PF

EIN 23-1162215
FYE 3/31/2013

Part I Analysis of Revenue and Expense

	(a)	(b)	(d)
Legal fees			
Gross, McGinley, LaBarre & Eaton	17,708.04	8,854.02	8,854.02
Orphans' Court Division of the Court of Common Pleas, Lehigh County, PA	16,800.00	8,400.00	8,400.00
Line 16a	<u>34,508.04</u>	<u>17,254.02</u>	<u>17,254.02</u>
Accounting fees			
Campbell, Rappold & Yurasits	10,150.00	5,075.00	5,075.00
Line 16b	<u>10,150.00</u>	<u>5,075.00</u>	<u>5,075.00</u>
Other professional fees			
FSG, Inc., consulting	7,260.67		7,260.67
Renaissance Institutional Equity Fund	49,872.00	49,872.00	
Renaissance Diversified Alpha Fund	51,782.00	51,782.00	
SEI, investment advisory services	16,067.02	16,067.02	
MyCIO, investment advisory services	18,750.00	18,750.00	
Line 16c	<u>143,731.69</u>	<u>136,471.02</u>	<u>7,260.67</u>
Taxes			
Federal excise	452,936.53		
Foreign taxes	19,046.00	19,046.00	
Line 18	<u>471,982.53</u>	<u>19,046.00</u>	<u>-</u>

Part I Analysis of Revenue and Expense

(a)

(b)

(d)

Other expenses

Renaissance Equity Investors Fund K-1

Other trade or business expense

475,061.00

475,061.00

Renaissance Diversified Alpha Fund K-1

Other trade or business expense

149,845.00

149,845.00

Net section 988 loss

139,284.00

139,284.00

Insurance

8,807.00

4,403.50

4,403.50

Bank charges

45.00

22.50

22.50

Copier

205.31

102.66

102.65

Database license

2,465.00

1,232.50

1,232.50

Domain rental

-

-

-

Dues

202.50

101.25

101.25

Felicitations

156.44

78.22

78.22

Gravesite care

1,022.75

511.38

511.37

Internet

1,203.40

601.70

601.70

Computer maintenance

6,476.31

3,238.16

3,238.15

Payroll processing

1,003.13

501.57

501.56

Postage

1,638.50

819.25

819.25

Office supplies

2,952.21

1,476.11

1,476.10

Romper Day program for Allentown

City playground participants

3,975.75

3,975.75

Telephone

2,988.91

1,494.46

1,494.45

Web site development

1,094.46

547.23

547.23

Line 23

798,426.67

779,320.49

19,106.18

Part II Balance Sheets

(b)

(c)

Investments - other

79.992210	Bay Resource Partners Offshore (Lot 6)	61,646.26	109,967.01
722,019.410	SEI Core Fixed Income Fund	7,459,709.68	7,487,341.28
263,065.016	SEI Dynamic Asset Allocation Fund	3,554,669.50	3,698,694.12
359,980.121	SEI Emerging Markets Debt Fund	3,526,362.05	3,689,796.24
466,114.585	SEI Emerging Markets Equity Fund	4,638,307.96	4,922,170.02
395,511.218	SEI Extended Market Index	4,874,803.35	5,086,274.26
343,065.295	SEI Global Managed Volatility Fund	3,554,808.72	3,729,119.76
482,297.577	SEI High Yield Bond Fund	4,757,192.12	4,774,746.01
942,843.072	SEI Large Cap Fund	21,999,234.58	20,987,686.78
645,284.267	SEI Multi Asset Real Return Fund	5,820,793.30	5,891,445.36
430,439.544	SEI Opportunistic Income Fund	3,559,534.81	3,551,126.24
14.44	SEI Prime Obligation Fund	14.44	14.44
365,070.458	SEI S&P 500 Index Fund	18,159,475.16	18,395,900.38
192,350.978	SEI Small Cap Fund - A	2,697,419.13	2,494,792.18
4,292.523	SEI Special Situations Fund	5,500,000.00	5,500,000.28
3,085.657	SEI Structured Credit Fund	5,500,000.00	5,618,580.26
353,739.411	SEI Ultra Short Duration Bond Fund	3,548,006.29	3,551,543.69
265,492.776	SEI US Managed Volatility Fund	3,572,845.39	3,812,476.26
1,439,776.860	SEI World Equity Ex-US Fund	18,113,620.61	18,025,991.85
Line 13		120,898,443.35	121,327,666.42

Land, buildings and equipment

Office equipment and furniture	72,767.42	25,000.00
Leasehold improvements	88,046.70	-
Line 14	160,814.12	25,000.00

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) Property Sold	(c) Date Acq	(d) Date Sold	(e) Sale Price	(g) Cost	(h) Gain (Loss)
547.219	Renaissance Equities Fund	03/17/11	06/30/13	1,000,000.00	169,489.88	830,510.12
29,701.156	Artisan Mid-Cap Value Fund	03/27/13	07/23/13	770,745.01	712,233.72	58,511.29
8,834.489	Artisan Mid-Cap Value Fund	03/28/13	07/23/13	229,254.99	212,292.78	16,962.21
9,706.853	Vanguard Institutional Index Fund	03/31/05	07/24/13	1,500,000.00	884,391.38	615,608.62
7,268.000	Ishares Russell MidCap Index	05/07/10	07/25/13	999,977.77	670,103.61	329,874.16
50,000.000	Vanguard Institutional Index Fund	03/31/05	11/29/13	8,299,000.00	4,555,500.00	3,743,500.00
17,671.737	Vanguard Institutional Index Fund	03/31/05	11/29/13	2,933,154.91	1,610,071.96	1,323,082.95
31,826.230	Vanguard Institutional Index Fund	03/31/05	11/29/13	5,282,517.65	2,899,687.79	2,382,829.86
3,000.000	Renaissance Diversified Alpha Fund	04/01/12	11/30/13	3,100,480.56	3,143,084.29	(42,603.73)
1,030.667	Renaissance Diversified Alpha Fund	07/01/12	11/30/13	1,065,187.55	1,079,824.30	(14,636.75)
2,118.378	Renaissance Diversified Alpha Fund	11/01/12	11/30/13	2,189,329.80	2,219,413.40	(30,083.60)
11,207.649	Radcliffe Ultra Short Duration Fund	01/01/13	11/30/13	1,171,244.17	1,000,000.00	171,244.17
11,297.486	Radcliffe Ultra Short Duration Fund	01/01/13	11/30/13	1,180,632.55	1,000,000.00	180,632.55
16,607.344	Radcliffe Ultra Short Duration Fund	01/01/13	11/30/13	1,735,533.92	1,500,000.00	235,533.92
10,808.661	Radcliffe Ultra Short Duration Fund	01/01/13	11/30/13	1,129,548.34	1,000,000.00	129,548.34
16,383.239	IVA International Fund	12/13/02	12/02/13	292,274.79	254,104.04	38,170.75
150,962.945	Lazard Emerging Markets	11/03/08	12/02/13	2,945,250.14	1,843,275.99	1,101,974.15
6,251.592	Lazard Emerging Markets	12/22/08	12/02/13	121,967.03	66,141.84	55,825.19
5,307.777	Lazard Emerging Markets	12/22/08	12/02/13	103,553.43	56,156.28	47,397.15
9,575.169	Lazard Emerging Markets	12/22/08	12/02/13	186,809.21	101,305.29	85,503.92
17,812.817	Harbor Capital Appreciation	03/24/09	12/02/13	1,006,769.09	419,732.87	587,036.22
21,070.375	Harbor Capital Appreciation	03/27/09	12/02/13	1,190,884.19	500,074.95	690,809.24
15,973.742	Harbor Capital Appreciation	03/31/09	12/02/13	902,825.74	365,074.95	537,750.79
20,807.992	Harbor Capital Appreciation	04/03/09	12/02/13	1,176,067.71	498,804.95	677,262.76
20,910.823	Harbor Capital Appreciation	04/03/09	12/02/13	1,181,866.42	501,270.00	680,596.42
42,069.836	Harbor Capital Appreciation	04/08/09	12/02/13	2,377,760.37	1,000,074.95	1,377,685.42
34,600.024	Harbor Capital Appreciation	04/14/09	12/02/13	1,955,593.36	852,262.47	1,103,330.89
41,135.335	Harbor Capital Appreciation	04/22/09	12/02/13	2,324,969.13	1,000,074.95	1,324,894.18
54,621.216	Templeton Global Bond	08/26/09	12/02/13	711,151.31	667,000.00	44,151.31
211.107	Templeton Global Bond	09/15/09	12/02/13	2,748.55	2,594.51	154.04
53,654.469	Templeton Global Bond	09/29/09	12/02/13	698,564.56	667,000.00	31,564.56
407.253	Templeton Global Bond	10/15/09	12/02/13	5,302.31	5,163.97	138.34
53,316.657	Templeton Global Bond	10/28/09	12/02/13	694,166.36	666,000.00	28,166.36
339,678.668	Dodge & Cox Income Fund	03/24/10	12/02/13	4,636,550.96	4,507,553.21	128,997.75
75,815.011	Templeton Global Bond	03/24/10	12/02/13	987,087.95	1,000,025.00	(12,937.05)
26,182.918	Dodge & Cox Income Fund	03/25/10	12/02/13	357,391.99	346,474.95	10,917.04
616.515	Lazard Emerging Markets	08/09/10	12/02/13	12,028.06	12,089.86	(61.80)
52,160.931	Lazard Emerging Markets	08/19/10	12/02/13	1,017,647.01	1,000,000.00	17,647.01
188,916.877	IVA International Fund	11/17/10	12/02/13	3,370,251.82	3,000,074.95	370,176.87
18,135.655	Thornburg International Value Fund	11/18/10	12/02/13	575,258.48	500,074.95	75,183.53
734.941	IVA International Fund	12/15/10	12/02/13	13,111.25	11,656.17	1,455.08
2,201.251	IVA International Fund	12/15/10	12/02/13	39,270.02	34,911.84	4,358.18
2,717.020	IVA International Fund	12/15/10	12/02/13	48,471.27	43,091.94	5,379.33
17,711.654	Thornburg International Value Fund	12/20/10	12/02/13	561,809.28	500,074.95	61,734.33
19.149	Thornburg International Value Fund	12/27/10	12/02/13	607.40	544.61	62.79
18.702	Thornburg International Value Fund	12/27/10	12/02/13	593.22	531.88	61.34
2,673.501	Lazard Emerging Markets	12/28/10	12/02/13	52,159.35	56,999.05	(4,839.70)
185,414.091	IVA International Fund	01/24/11	12/02/13	3,307,762.58	3,000,074.95	307,687.63
179,856.115	PIMCO Unconstrained Bond Fund	01/24/11	12/02/13	2,016,154.09	2,000,074.95	16,079.14

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) Property Sold	(c) Date Acq	(d) Date Sold	(e) Sale Price	(g) Cost	(h) Gain (Loss)
547.219	Renaissance Equities Fund	03/17/11	06/30/13	1,000,000.00	169,489.88	830,510.12
29,701.156	Artisan Mid-Cap Value Fund	03/27/13	07/23/13	770,745.01	712,233.72	58,511.29
8,834.489	Artisan Mid-Cap Value Fund	03/28/13	07/23/13	229,254.99	212,292.78	16,962.21
9,706.853	Vanguard Institutional Index Fund	03/31/05	07/24/13	1,500,000.00	884,391.38	615,608.62
7,268.000	Ishares Russell MidCap Index	05/07/10	07/25/13	999,977.77	670,103.61	329,874.16
50,000.000	Vanguard Institutional Index Fund	03/31/05	11/29/13	8,299,000.00	4,555,500.00	3,743,500.00
17,671.737	Vanguard Institutional Index Fund	03/31/05	11/29/13	2,933,154.91	1,610,071.96	1,323,082.95
31,826.230	Vanguard Institutional Index Fund	03/31/05	11/29/13	5,282,517.65	2,899,687.79	2,382,829.86
3,000.000	Renaissance Diversified Alpha Fund	04/01/12	11/30/13	3,100,480.56	3,143,084.29	(42,603.73)
1,030.667	Renaissance Diversified Alpha Fund	07/01/12	11/30/13	1,065,187.55	1,079,824.30	(14,636.75)
2,118.378	Renaissance Diversified Alpha Fund	11/01/12	11/30/13	2,189,329.80	2,219,413.40	(30,083.60)
11,207.649	Radcliffe Ultra Short Duration Fund	01/01/13	11/30/13	1,171,244.17	1,000,000.00	171,244.17
11,297.486	Radcliffe Ultra Short Duration Fund	01/01/13	11/30/13	1,180,632.55	1,000,000.00	180,632.55
16,607.344	Radcliffe Ultra Short Duration Fund	01/01/13	11/30/13	1,735,533.92	1,500,000.00	235,533.92
10,808.661	Radcliffe Ultra Short Duration Fund	01/01/13	11/30/13	1,129,548.34	1,000,000.00	129,548.34
16,383.239	IVA International Fund	12/13/02	12/02/13	292,274.79	254,104.04	38,170.75
150,962.945	Lazard Emerging Markets	11/03/08	12/02/13	2,945,250.14	1,843,275.99	1,101,974.15
6,251.592	Lazard Emerging Markets	12/22/08	12/02/13	121,967.03	66,141.84	55,825.19
5,307.777	Lazard Emerging Markets	12/22/08	12/02/13	103,553.43	56,156.28	47,397.15
9,575.169	Lazard Emerging Markets	12/22/08	12/02/13	186,809.21	101,305.29	85,503.92
17,812.817	Harbor Capital Appreciation	03/24/09	12/02/13	1,006,769.09	419,732.87	587,036.22
21,070.375	Harbor Capital Appreciation	03/27/09	12/02/13	1,190,884.19	500,074.95	690,809.24
15,973.742	Harbor Capital Appreciation	03/31/09	12/02/13	902,825.74	365,074.95	537,750.79
20,807.992	Harbor Capital Appreciation	04/03/09	12/02/13	1,176,067.71	498,804.95	677,262.76
20,910.823	Harbor Capital Appreciation	04/03/09	12/02/13	1,181,866.42	501,270.00	680,596.42
42,069.836	Harbor Capital Appreciation	04/08/09	12/02/13	2,377,760.37	1,000,074.95	1,377,685.42
34,600.024	Harbor Capital Appreciation	04/14/09	12/02/13	1,955,593.36	852,262.47	1,103,330.89
41,135.335	Harbor Capital Appreciation	04/22/09	12/02/13	2,324,969.13	1,000,074.95	1,324,894.18
54,621.216	Templeton Global Bond	08/26/09	12/02/13	711,151.31	667,000.00	44,151.31
211.107	Templeton Global Bond	09/15/09	12/02/13	2,748.55	2,594.51	154.04
53,654.469	Templeton Global Bond	09/29/09	12/02/13	698,564.56	667,000.00	31,564.56
407.253	Templeton Global Bond	10/15/09	12/02/13	5,302.31	5,163.97	138.34
53,316.657	Templeton Global Bond	10/28/09	12/02/13	694,166.36	666,000.00	28,166.36
339,678.668	Dodge & Cox Income Fund	03/24/10	12/02/13	4,636,550.96	4,507,553.21	128,997.75
75,815.011	Templeton Global Bond	03/24/10	12/02/13	987,087.95	1,000,025.00	(12,937.05)
26,182.918	Dodge & Cox Income Fund	03/25/10	12/02/13	357,391.99	346,474.95	10,917.04
616.515	Lazard Emerging Markets	08/09/10	12/02/13	12,028.06	12,089.86	(61.80)
52,160.931	Lazard Emerging Markets	08/19/10	12/02/13	1,017,647.01	1,000,000.00	17,647.01
188,916.877	IVA International Fund	11/17/10	12/02/13	3,370,251.82	3,000,074.95	370,176.87
18,135.655	Thornburg International Value Fund	11/18/10	12/02/13	575,258.48	500,074.95	75,183.53
734.941	IVA International Fund	12/15/10	12/02/13	13,111.25	11,656.17	1,455.08
2,201.251	IVA International Fund	12/15/10	12/02/13	39,270.02	34,911.84	4,358.18
2,717.020	IVA International Fund	12/15/10	12/02/13	48,471.27	43,091.94	5,379.33
17,711.654	Thornburg International Value Fund	12/20/10	12/02/13	561,809.28	500,074.95	61,734.33
19.149	Thornburg International Value Fund	12/27/10	12/02/13	607.40	544.61	62.79
18.702	Thornburg International Value Fund	12/27/10	12/02/13	593.22	531.88	61.34
2,673.501	Lazard Emerging Markets	12/28/10	12/02/13	52,159.35	56,999.05	(4,839.70)
185,414.091	IVA International Fund	01/24/11	12/02/13	3,307,762.58	3,000,074.95	307,687.63
179,856.115	PIMCO Unconstrained Bond Fund	01/24/11	12/02/13	2,016,154.09	2,000,074.95	16,079.14

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) Property Sold	(c) Date Acq	(d) Date Sold	(e) Sale Price	(g) Cost	(h) Gain (Loss)
69,589.422	Thornburg International Value Fund	01/24/11	12/02/13	2,207,359.22	2,000,074.95	207,284.27
176.698	Thornburg International Value Fund	03/25/11	12/02/13	5,604.82	5,207.28	397.54
118,623.962	IVA International Fund	05/19/11	12/02/13	2,116,235.61	2,000,074.95	116,160.66
89,766.607	PIMCO Unconstrained Bond Fund	05/19/11	12/02/13	1,006,267.22	1,000,074.95	6,192.27
39,113.695	Dodge & Cox Income Fund	05/20/11	12/02/13	533,894.70	528,856.16	5,038.54
684.120	Thornburg International Value Fund	06/24/11	12/02/13	21,700.12	19,777.92	1,922.20
953.762	Lazard Emerging Markets	08/09/11	12/02/13	18,607.66	18,331.30	276.36
472.136	Thornburg International Value Fund	09/26/11	12/02/13	14,976.04	11,147.14	3,828.90
2,588.770	Harbor Capital Appreciation	11/22/11	12/02/13	146,317.28	93,584.12	52,733.16
9,159.997	IVA International Fund	12/14/11	12/02/13	163,413.12	133,277.96	30,135.16
18,152.078	IVA International Fund	12/14/11	12/02/13	323,830.64	264,112.73	59,717.91
8,248.452	IVA International Fund	12/14/11	12/02/13	147,151.28	120,014.98	27,136.30
2,011.083	Templeton Global Bond	12/15/11	12/02/13	26,183.68	24,655.88	1,527.80
186.510	Thornburg International Value Fund	12/23/11	12/02/13	5,916.05	4,571.36	1,344.69
7,534.255	Lazard Emerging Markets	12/28/11	12/02/13	146,991.47	125,370.01	21,621.46
6,593.469	Lazard Emerging Markets	12/28/11	12/02/13	128,636.97	109,715.33	18,921.64
297.214	Thornburg International Value Fund	03/26/12	12/02/13	9,427.55	8,188.25	1,239.30
269,616.483	PIMCO High Yield Fund	05/11/12	12/02/13	2,593,635.62	2,518,280.87	75,354.75
19,346.945	Thornburg International Value Fund	05/11/12	12/02/13	613,680.30	500,000.00	113,680.30
20,542.317	Thornburg International Value Fund	06/12/12	12/02/13	651,597.20	500,074.95	151,522.25
915.065	Thornburg International Value Fund	06/25/12	12/02/13	29,025.64	22,327.58	6,698.06
148.435	Thornburg International Value Fund	06/25/12	12/02/13	4,708.32	3,621.82	1,086.50
103,932.292	PIMCO Unconstrained Bond Fund	09/04/12	12/02/13	1,165,061.95	1,197,374.95	(32,313.00)
38,491.147	Thornburg International Value Fund	09/04/12	12/02/13	1,220,929.64	1,000,074.95	220,854.69
543.068	Thornburg International Value Fund	09/24/12	12/02/13	17,225.98	14,679.12	2,546.86
141.006	Thornburg International Value Fund	09/24/12	12/02/13	4,472.68	3,811.39	661.29
37,230.082	Thornburg International Value Fund	10/02/12	12/02/13	1,180,928.97	1,000,074.95	180,854.02
35,021.459	PIMCO Unconstrained Bond Fund	10/18/12	12/02/13	392,584.14	408,074.95	(15,490.81)
37,160.907	Thornburg International Value Fund	11/01/12	12/02/13	1,178,734.76	1,000,074.95	178,659.81
36,563.071	Thornburg International Value Fund	12/03/12	12/02/13	1,159,771.55	1,000,074.95	159,696.60
480.051	PIMCO Unconstrained Bond Fund	12/12/12	12/02/13	5,381.28	5,592.59	(211.31)
9,756.930	IVA International Fund	12/13/12	12/02/13	174,062.33	151,329.98	22,732.35
867.879	Harbor Capital Appreciation	12/17/12	12/02/13	49,052.52	36,763.35	12,289.17
1,832.812	Templeton Global Bond	12/17/12	12/02/13	23,862.64	24,193.12	(330.48)
35.530	Templeton Global Bond	12/17/12	12/02/13	462.59	469.00	(6.41)
4,518.776	Lazard Emerging Markets	12/24/12	12/02/13	88,160.21	86,444.19	1,716.02
8,104.829	Lazard Emerging Markets	12/24/12	12/02/13	158,123.23	155,045.37	3,077.86
25,773.196	Lazard Emerging Markets	12/31/12	12/02/13	502,828.75	500,074.95	2,753.80
25,484.200	Lazard Emerging Markets	01/29/13	12/02/13	497,190.51	500,074.95	(2,884.44)
1,097.160	Thornburg International Value Fund	03/22/13	12/02/13	34,801.64	31,433.63	3,368.01
201,741.713	Artisan Mid-Cap Value Fund	03/27/13	12/02/13	5,313,876.72	4,837,766.28	476,110.44
1,965.068	Thornburg International Value Fund	06/24/13	12/02/13	62,331.47	53,410.56	8,920.91
979.422	Thornburg International Value Fund	09/24/13	12/02/13	31,067.02	30,342.50	724.52
7,462.990	Artisan Mid-Cap Value Fund	11/21/13	12/02/13	196,575.16	196,799.04	(223.88)
905.045	Artisan Mid-Cap Value Fund	11/21/13	12/02/13	23,838.89	23,866.04	(27.15)
839.252	Artisan Mid-Cap Value Fund	11/21/13	12/02/13	22,105.90	22,131.07	(25.17)
363.000	Ishares Russell MidCap Index	05/07/10	12/04/13	53,222.51	33,421.10	19,801.41
34,548.000	Ishares Russell MidCap Index	05/07/10	12/04/13	5,065,375.67	3,185,297.11	1,880,078.56
1,535.312	SEI High Yield Bond Fund	12/04/13	12/20/13	15,000.00	15,261.00	(261.00)

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) Property Sold	(c) Date Acq	(d) Date Sold	(e) Sale Price	(g) Cost	(h) Gain (Loss)
4,390.244	SEI Core Fixed Income Fund	12/04/13	12/20/13	45,000.00	45,395.12	(395.12)
494.071	SEI Emerging Markets Debt Fund	12/04/13	12/20/13	5,000.00	5,044.46	(44.46)
2,452.984	SEI Extended Market I...	12/04/13	12/20/13	30,000.00	30,269.82	(269.82)
5,560.704	SEI Large Cap Fund	12/04/13	12/20/13	120,000.00	131,844.29	(11,844.29)
2,249.488	SEI S&P 500 Index Fund	12/04/13	12/20/13	110,000.00	112,047.00	(2,047.00)
1,208.702	SEI Small Cap Fund -A	12/04/13	12/20/13	15,000.00	17,332.79	(2,332.79)
2,492.522	SEI Ultra-Short Duration Band Fund	12/04/13	12/20/13	25,000.00	25,000.00	-
8,849.558	SEI World Equity Ex-US Fund	12/04/13	12/20/13	110,000.00	111,681.42	(1,681.42)
3,019.324	SEI Opportunistic Inc..	12/04/13	12/20/13	25,000.00	24,969.81	30.19
65.875	Bay Resource Partners	01/01/10	12/31/13	715,116.93	352,505.53	362,611.40
417.571	Bay Resource Partners	01/01/10	12/31/13	4,533,029.23	2,000,000.00	2,533,029.23
2,177.278	Renaissance Equities Fund	03/17/11	12/31/13	4,305,062.33	4,738,381.85	(433,319.52)
2,374.457	Renaissance Equities Fund	03/17/11	12/31/13	4,694,937.67	5,167,499.50	(472,561.83)
3,813.174	Renaissance Equities Fund	03/17/11	12/31/13	7,539,667.02	8,298,560.77	(758,893.75)
67.510	Bay Resource Partners	01/01/13	12/31/13	732,865.60	500,000.00	232,865.60
3,000.000	Tiger Consumer Partners	02/01/13	12/31/13	3,189,149.27	3,000,000.00	189,149.27
965.834	Tiger Consumer Partners	07/01/13	12/31/13	1,026,729.69	1,000,000.00	26,729.69
60,532.688	SEI Opportunistic Inc...	12/04/13	02/03/14	500,000.00	500,605.33	(605.33)
49,800.797	SEI Ultra-Short Duration Band Fund	12/04/13	02/03/14	500,000.00	499,501.99	498.01
53.153	SEI Emerging Markets Debt Fund	12/04/13	02/21/14	525.68	542.69	(17.01)
71.086	SEI High Yield Bond Fund	12/04/13	02/21/14	700.91	706.59	(5.68)
137.513	SEI Large Cap Fund	12/04/13	02/21/14	3,026.66	3,260.43	(233.77)
63.488	SEI Opportunistic Inc...	12/04/13	02/21/14	525.68	525.05	0.63
53.602	SEI S&P 500 Index Fund	12/04/13	02/21/14	2,660.27	2,669.92	(9.65)
27.106	SEI Small Cap Fund -A	12/04/13	02/21/14	350.48	388.70	(38.22)
213.163	SEI World Equity Ex-US Fund	12/04/13	02/21/14	2,660.27	2,690.12	(29.85)
54.759	SEI Extended Market I...	12/31/13	02/21/14	700.91	686.13	14.78
37.955	SEI Dynamic Asset Allocation Fund	02/03/14	02/21/14	525.68	512.77	12.91
68.919	SEI Emerging Markets ...	02/03/14	02/21/14	700.91	685.74	15.17
49.452	SEI Global Managed Vo ..	02/03/14	02/21/14	525.68	512.32	13.36
97.175	SEI Multi Asset Real ...	02/03/14	02/21/14	892.07	876.52	15.55
37.846	SEI US Managed Volatility Fund	02/03/14	02/21/14	525.68	509.03	16.65
104.660	SEI Core Fixed Income Fund	02/04/14	02/21/14	1,083.23	1,084.28	(1.05)
52.359	SEI Ultra-Short Duration Band Fund	02/04/14	02/21/14	525.68	525.68	-
9,920.571	SEI Core Fixed Income Fund	12/04/13	03/11/14	102,677.91	102,578.70	99.21
6,580.259	SEI Emerging Markets Debt Fund	12/04/13	03/11/14	66,000.00	67,184.44	(1,184.44)
5,477.602	SEI Extended Market I...	12/04/13	03/11/14	71,647.03	67,593.61	4,053.42
8,906.883	SEI High Yield Bond Fund	12/04/13	03/11/14	88,000.00	88,534.42	(534.42)
16,866.400	SEI Large Cap Fund	12/04/13	03/11/14	380,000.00	399,902.34	(19,902.34)
7,961.399	SEI Opportunistic Inc...	12/04/13	03/11/14	66,000.00	65,840.77	159.23
6,589.071	SEI S&P 500 Index Fund	12/04/13	03/11/14	334,000.00	328,201.63	5,798.37
3,303.303	SEI Small Cap Fund -A	12/04/13	03/11/14	44,000.00	47,369.37	(3,369.37)
6,019.175	SEI Ultra-Short Duration Band Fund	12/04/13	03/11/14	60,432.51	60,372.33	60.18
26,784.282	SEI World Equity Ex-US Fund	12/04/13	03/11/14	334,000.00	338,017.64	(4,017.64)
1,250.227	SEI Extended Market I...	12/31/13	03/11/14	16,352.97	15,665.34	687.63
4,700.855	SEI Dynamic Asset Allocation Fund	02/03/14	03/11/14	66,000.00	63,508.55	2,491.45
8,635.919	SEI Emerging Markets ...	02/03/14	03/11/14	88,000.00	85,927.39	2,072.61
6,116.774	SEI Global Managed Vo. .	02/03/14	03/11/14	66,000.00	63,369.78	2,630.22
12,200.436	SEI Multi Asset Real ...	02/03/14	03/11/14	112,000.00	110,047.93	1,952.07

Part IV Capital Gains and Losses for Tax on Investment Income

(a) Property Sold		(c) Date Acq	(d) Date Sold	(e) Sale Price	(g) Cost	(h) Gain (Loss)
4,657.728	SEI US Managed Volatility Fund	02/03/14	03/11/14	66,000.00	62,646.44	3,353.56
1,563.178	SEI Core Fixed Income Fund	02/04/14	03/11/14	16,178.89	16,194.52	(15.63)
270.505	SEI Ultra-Short Duration Bond Fund	02/04/14	03/11/14	2,715.87	2,715.87	-
1,656.348	SEI Core Fixed Income Fund	03/04/14	03/11/14	17,143.20	17,242.58	(99.38)
284.026	SEI Ultra-Short Duration Bond Fund	03/04/14	03/11/14	2,851.62	2,851.62	-
Section 1256 Contracts and Straddles						
	Renaissance Diversified Alpha Fund		12/31/13	457,378.00		457,378.00
Capital Gains Distributions						
	Artisan Mid Cap Value Fund		11/21/13	220,665.08		220,665.08
	Vanguard Prime Money Market		11/21/13	22.84		22.84
	SEI S&P 500 Fund		12/11/13	384,584.22		384,584.22
	SEI Core Fixed Income Fund		12/12/13	29,146.39		29,146.39
	SEI Emerging Markets Debt Fund		12/12/13	9,686.86		9,686.86
	SEI Large Cap Fund		12/12/13	1,802,898.65		1,802,898.65
	SEI Small Cap Fund		12/12/13	295,639.63		295,639.63
	SEI Extended Market Index Fund		12/12/13	34,456.76		34,456.76
	SEI High Yield Bond Fund		12/13/13	40,262.52		40,262.52
	Renaissance Diversified Alpha Fund K-1		12/31/13	399,544.00		399,544.00
	Renaissance Equities Fund K-1		12/31/13	15,692,546.00		15,692,546.00
Class Action and Fair Fund Settlements						
	Oxford Health Plans, Inc		08/23/13	143.43		143.43
	Goldman Sachs		10/22/13	1,210.91		1,210.91
	Tyco Fair Fund		07/29/13	143.01		143.01
	Woodruff Fair Fund		03/17/14	36.68		36.68
	El Paso Corp		03/17/14	38.11		38.11
				146,619,365.49	102,244,335.85	44,375,029.64

Part VIII Line 1 - Information About Officers, Directors, Trustees, etc.

(a) Name and Address	(b) Title and Avg. Hours/Week	(c) Compensation	(d) Contributions to Bene. Plans	(e) Expense Accounts
Daniel G. Gambet 33 S. 7th St., Suite 205 Allentown, PA 18101-2406	Trustee 15	30,000.00	-	-
Malcolm J. Gross 33 S. 7th St., Suite 205 Allentown, PA 18101-2406	Trustee 15	30,000.00	-	-
Barnet H. Fraenkel 33 S. 7th St., Suite 205 Allentown, PA 18101-2406	Trustee 15	30,000.00	-	-
Jamie P. Musselman 33 S. 7th St., Suite 205 Allentown, PA 18101-2406	Trustee 15	30,000.00	-	-
L. Charles Marcon 33 S. 7th St., Suite 205 Allentown, PA 18101-2406	Trustee 15	30,000.00	-	-
Janet E. Roth 33 S. 7th St., Suite 205 Allentown, PA 18101-2406	Executive Dir. 40	141,411.00	24,708.48	-

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Part XV **Supplementary Information**

Grants and Contributions Paid During the Year

City of Allentown 435 Hamilton Street Allentown, PA 18101	to improve, extend and maintain parks for Romper Day exercises	2,871,284.57 2,000.00
Allentown Area Ecumenical Food Bank 534 Chew Street Allentown, PA 18102	to underwrite operating expense	15,000.00
Allentown Art Museum 31 North Fifth Street Allentown, PA 18105	to underwrite operating expense	40,000.00
The Allentown Band P.O. Box 1142 Allentown, PA 18105	to underwrite building improvements	15,000.00
Allentown Public Library 1210 Hamilton Street Allentown, PA 18102	to underwrite operating expense	75,000.00
Allentown Rescue Mission 355 West Hamilton Street Allentown, PA 18105	to support the "Clean Team"	10,000.00
Allentown School District Foundation 31 South Penn Street Allentown, PA 18101	support for district-wide science fair	20,000.00
Allentown Symphony Association 23 North Sixth Street Allentown, PA 18101	final on pledge operating support	161,853.45 75,000.00
Allentown Youth Soccer Club 2962 Fairfield Drive North Allentown, PA 18103	to underwrite equipment costs	5,000.00
American National Red Cross		

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Part XV **Supplementary Information**

Grants and Contributions Paid During the Year

2200 Avenue A Bethlehem, PA 18017-2181	to install defibrillators in Allentown schools	10,000.00
ARC of Lehigh and Northampton Counties 2289 Avenue A Bethlehem, PA 18017	to underwrite the Advocacy Services Program	10,000.00
The Baum School of Art P.O. Box 653 Allentown, PA 18105-0653	for "City Arts Camp" support for access to the arts programming	3,000.00 28,000.00
Borough of Catasauqua 118 Bridge Street Catasaqua, PA 18032	to restore the George Taylor house	15,000.00
Boys and Girls Clubs of Allentown 720 N. 6th Street Allentown, PA 18102	"Make Your Mark" program support	25,000.00
Burn Prevention Foundation 236 North 17th Street, 2nd Floor Allentown, PA 1814	support of educational programs in Allentown	2,000.00
Burnside Plantation 74 West Broad Street, Suite 260 Bethlehem, PA 18018	to underwrite programming targeting Lehigh County	5,000.00
The Camerata Singers P.O. Box 4518 Allentown, PA 18105	to underwrite a 2013 Lehigh County performance	1,000.00
Catholic Charities of the Diocese of Allentown, Inc. 2141 Downyflake Lane Allentown, PA 18103-4774	support of imigration program	35,000.00
Catholic Senior Services, Inc. 1200 Spring Street	indigent care at Holy Family Manor	35,000.00

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Part XV **Supplementary Information**

Grants and Contributions Paid During the Year

Bethlehem, PA 18018	to upgrade information systems	15,000.00
Cedar Crest College 100 College Drive Allentown, PA 18104	scholarships for Art Therapy majors from Lehigh County	50,000.00
Center for Vision Loss 845 Wyoming Street Allentown, PA 18103	rehabilitative vision support services	10,000.00
Cetronia Ambulance Corps 7355 William Avenue, Suite 700 Allentown, PA 18106	to underwrite construction of new facility	25,000.00
Civic Theatre 527 North 19th Street Allentown, PA 18104	to underwrite capital improvements to underwrite operating expense	55,000.00 30,000.00
Communities in Schools 1501 Lehigh Street, Suite 206 Allentown, PA 18103	to support Lehigh County programs	30,000 00
Community Bike Works 235 North Madison Street Allentown, PA 18102	to underwrite the youth development program	15,000.00
Community Music School 32 South Fifth Street Allentown, PA 18101	operating and program support	40,000.00
Congregations United for Neighborhood Action 317 North 4th Street Allentown, PA 18102	program support	5,000.00
Da Vinci Discovery Center of Science and Technology, Inc. 3145 Hamilton Blvd. Bypass Allentown, PA 18103	support of activities serving Lehigh County residents	50,000.00

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Part XV **Supplementary Information**

Grants and Contributions Paid During the Year

Easter Seals of Eastern Pennsylvania 1501 Lehigh Street, Suite 201 Allentown, PA 18103	to provide services for Lehigh County residents	5,000.00
Emmaus Public Library 11 East Main Street Emmaus, PA 18049	to improve the collection	4,000.00
Everlasting Life Ministries P.O. Box 3362 Allentown, PA 18106-3362	food bank operating costs for Lehigh County residents	15,000.00
Family Answers, Inc. 411 Walnut Street Allentown, PA 18102	to provide program support for Lehigh County residents	15,000.00
Good Shepherd Home 850 South 5th Street Allentown, PA 18103-3295	for "Children With Disabilities" programming	25,000.00
Grace Community Foundation 108 N. 5th Street Allentown, PA 18102	for food bank operating expenses	15,000.00
Grace Montessori School 814 West Linden Street Allentown, PA 18101	scholarships for low-income Allentown families	10,000.00
Guardianship Support Agency, Inc. 523 Walnut Street, 3rd Floor Allentown, PA 18101	to underwrite operating expenses	7,500.00
Haven House 1411 Union Boulevard Allentown, PA 18109	to underwrite operating expenses	35,000.00
Jerusalem House Ministries		

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Part XV **Supplementary Information**

Grants and Contributions Paid During the Year

202 North 9th Street, PO Box 8569 Allentown, PA 18105	to underwrite operating expenses	7,500.00
Jewish Community Center 702 North 22nd Street Allentown, PA 18104	for early childhood after school and day camp programs	25,000.00
Jewish Family Service of the Lehigh Valley 2004 Allen Street Allentown, PA 18104	to underwrite "Benefits Access Partnership"	25,000.00
Lehigh County Conference of Churches 534 Chew Street Allentown, PA 18102	to underwrite services for Lehigh County residents	40,000.00
Lehigh County Historical Society 432 West Walnut Street Allentown, PA 18102	to underwrite operating expenses	50,000.00
Lehigh County Senior Citizens, Inc. 1633 Elm Street Allentown, PA 18102	upgrade security system social , recreational and educational programming	4,000.00 20,000.00
Lehigh Valley Arts Council 840 Hamilton Street Suite 201 Allentown, PA 18101	to underwrite operating expenses	10,000.00
Lehigh Valley Center for Independent Living 435 Allentown Drive Allentown, PA 18109	to underwrite move to new location	10,000.00
Lehigh Valley Hospital and Health Network Cedar Crest Blvd & I-78 Allentown, PA 18105	support for "Virtual Health Village"	50,000.00

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Part XV **Supplementary Information**

Grants and Contributions Paid During the Year

Lehigh Valley Military Affairs Council P.O. Box 22522 Lehigh Valley, PA 18002	to underwrite operating expenses	3,000.00
Lehigh Valley Youth Academy PO Box 4485 Allentown, PA 18105	for after school education in Allentown	5,000.00
Liberty Bell Shrine 622 Hamilton Street Allentown, PA 18101	to underwrite programming for Allentown children	5,000.00
The Literacy Center 801 Hamilton Street, Suite 201 Allentown, PA 18101	"Build Capacity for a Strong Future"	17,500.00
Macungie Band P.O. Box 201 Macungie, PA 18062	to underwrite Lehigh County concerts.	1,000.00
Masonic Lodges Library 1524 W. Linden Street Allentown, PA 18102	to improve and extend the Library	2,000.00
Mayfair, Inc. 2141 Downyflake Lane, 2nd Floor Allentown,	for operating expenses of the festival	25,000.00
Meals on Wheels of Lehigh County 4234 Dorney Park Road Allentown, PA 18104	to subsidize low income Lehigh County residents	10,000.00
Mercy Special Learning Center 830 South Woodward Street Allentown, PA 18103	operating support	30,000.00
Minsi Trails Council, Boy Scouts of America		

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Part XV **Supplementary Information**

Grants and Contributions Paid During the Year

P.O. Box 20624 Lehigh Valley, PA 18002-0624	to underwrite Urban Scouting in Allentown	25,000.00
Mosser Village Family Center 614 South Carlisle Street Allentown, PA 18109	to underwrite operating expenses	4,000.00
Muhlenberg College 2400 Chew Street Allentown, PA 18104	final payment on Rehearsal House pledge	200,000.00
Municipal Band of Allentown 1124 North Wahneta Street Allentown, PA 18109	to underwrite West Park concerts	1,000.00
Northern Lehigh Swimming Pool Association 2nd and Grove Streets, PO Box 142 Slatington, PA 18080	to support pool renovation costs	10,000.00
Pennsylvania Sinfonia Orchestra 1524 Linden Street Allentown, PA 18102	support for 2012-2013 season	17,000.00
Phoebe Devitt Homes 1925 Turner Street Allentown, PA 18104	for care of Lehigh County indigents toward renovation of the Trexler Wing	25,000.00 75,000.00
Pioneer Band P.O. Box 1613 Allentown, PA 18105-1613	to underwrite West Park concerts	1,000.00
Planned Parenthood of Northeast and Mid-Penn PO Box 813 Trexlerstown, PA 18087	to underwrite operating expenses in Lehigh County	15,000.00
The Program for Women and Families, Inc.	to underwrite operating expenses	20,000.00

Part XV **Supplementary Information**

Grants and Contributions Paid During the Year

927 Hamilton Street Allentown, PA 18101	improvements at transitional residence	30,000.00
Public Library of Catasauqua 302 Bridge Street Catasaqua, PA 18032	to underwrite building renovations	5,000.00
Sacred Heart Hospital 421 Chew Street Allentown, PA 18102	to underwrite Parish Nurse Program final on pledge to renovate hospital	100,000.00 500,000.00
Saint Luke's Neighborhood Center 417 North Seventh Street Allentown, PA 18102	for support of youth development programs	15,000.00
Salvation Army 144 North Eighth Street Allentown, PA 18102	to underwrite operating expenses	55,000.00
Satori, Inc. 2985 Fairfield Drive North Allentown, PA 18103	to support the 2013 -2014 season in Lehigh County	1,000.00
The Seed Farm 4184 Dorney Park Road, Room 107 Allentown, PA 18106	to support operating costs that benefit Lehigh County	10,000.00
Slatington Public Library 650 Main Street Slatington, PA 18080	capital improvements building and equipment improvements	17,000.00
Southern Lehigh Public Library 3200 Preston Lane, Box 279 Center Valley, PA 18034	to expand and enhance electronic collections	3,000.00
Turning Point of the Lehigh Valley P.O. Box 5355 Bethlehem, PA 18015	Lehigh County Court Advocate Program for abuse victims	15,000.00

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Part XV **Supplementary Information**

Grants and Contributions Paid During the Year

Valley Youth House Committee 827-829 Linden Street Allentown, PA 18101	truancy intervention for Lehigh County students to establish a transitional housing program	15,000.00 125,000.00
Volunteers of America of the Lehigh Valley 730 Union Street Allentown, PA 18101	scholarships for low income Lehigh County families	10,000.00
Whitehall Township Public Library 3700 Mechanicsville Road Whitehall, PA 18052	to buy electronic and audio books	2,500.00
Wildlands Conservancy, Inc. 3701 Orchid Place Emmaus, PA 18049	to continue development of Jordan Creek Greenway	100,000.00
Wildlife Information Center P.O. Box 198 Slatington, PA 18080-0198	to support educational programming for Lehigh County residents	10,000.00
William Allen High School Enhancement Project 126 North 17th Street Allentown, PA 18104	to construct a bus shelter	5,000.00
Young Mens Christian Association 425 South 15th Street Allentown, PA 18102	to provide operating support to underwrite the HVAC upgrade	50,000.00 25,000.00
Young Womens Christian Association 425 South 15th Street Allentown, PA 18102	to provide operating support	<u>50,000.00</u>
Line 3a		5,792,138.02