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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning **JULY 1**, 2013, and ending **JUNE 30**, 2014Name of foundation
HENKELS FOUNDATIONA Employer identification number
23-6235239Number and street (or P O box number if mail is not delivered to street address) Room/suite
985 JOLLY ROADB Telephone number (see instructions)
215-283-7620City or town, state or province, country, and ZIP or foreign postal code
BLUE BELL, PA 19422G Check all that apply
☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **1,567,693** (Part I, column (d) must be on cash basis)
J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____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)	3,769,613		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	202	202		
4 Dividends and interest from securities	1,057	1,057		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	461			
b Gross sales price for all assets on line 6a 552				
7 Capital gain net income (from Part IV, line 2)		461		
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	3,771,333	1,720		
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	1,132	0		1,132
b Accounting fees (attach schedule) STMT 2	4,750	0		9,485
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 3	25	0		0
19 Depreciation (attach schedule) and depletion				
20 Occupancy NOV. 2.4.2014				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 4	37,407	0		19,993
24 Total operating and administrative expenses. Add lines 13 through 23	43,314			30,610
25 Contributions, gifts, grants paid	4,196,792			3,086,685
26 Total expenses and disbursements. Add lines 24 and 25	4,240,106			3,117,295
27 Subtract line 26 from line 12	-468,773			
a Excess of revenue over expenses and disbursements		1,720		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			N/A	

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		89,438	8,247	8,247
	2	Savings and temporary cash investments		816,917	1,548,460	1,548,460
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ 3,000 Less allowance for doubtful accounts ▶ 0		0	3,000	3,000
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) .				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)	STMT 5	1,536	1,970	7,986
	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)		907,891	1,561,677	1,567,693
Liabilities	17	Accounts payable and accrued expenses		29,165	41,808	
	18	Grants payable		0	1,110,107	
	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)		224	34	
	23	Total liabilities (add lines 17 through 22)		29,389	1,151,949	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here . <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted		81,549	6,037	
	25	Temporarily restricted		796,953	403,692	
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, . . . <input type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
	30	Total net assets or fund balances (see instructions)		878,502	409,729	
	31	Total liabilities and net assets/fund balances (see instructions)		907,891	1,561,677	

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	878,502
2	Enter amount from Part I, line 27a	2	-468,773
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	409,729
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	409,729

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 552	b 0	c 91	d 461		
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			d 461		
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	461	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,748,751	757,455	2.3087
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
2 Total of line 1, column (d)			2 15.3150
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 3.0630
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 1,222,142
5 Multiply line 4 by line 3			5 3,743,421
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 17
7 Add lines 5 and 6			7 3,743,438
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 3,117,295

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	34
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	34
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	34
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		
8 Enter any penalty for underpayment of estimated tax. Check here <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		34
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>DELAWARE & PENNSYLVANIA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ 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 and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
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 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 2013?	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 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 ▶		
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 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) 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 2013?	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 ☐ **5b**

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 **5b**

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 **6b**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b**

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 **7b**

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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** (2013)

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	7,722
b	Average of monthly cash balances	1b	1,233,031
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,240,753
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	1,240,753
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,611
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,222,142
6	Minimum investment return. Enter 5% of line 5	6	61,107

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	61,107
2a	Tax on investment income for 2013 from Part VI, line 5	2a	34
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	34
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	61,073
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	61,073
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	61,073

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	3,117,295
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	3,117,295
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	3,117,295

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				61,073
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008	1,695,867			
b From 2009	6,557,815			
c From 2010	1,714,839			
d From 2011	2,151,748			
e From 2012	1,711,102			
f Total of lines 3a through e	13,831,371			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 3,117,295				
a Applied to 2012, 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 2013 distributable amount				61,073
e Remaining amount distributed out of corpus	3,056,222			
5 Excess distributions carryover applied to 2013 (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	16,887,593			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions)	1,695,867			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	15,191,726			
10 Analysis of line 9				
a Excess from 2009	6,557,815			
b Excess from 2010	1,714,839			
c Excess from 2011	2,151,748			
d Excess from 2012	1,711,102			
e Excess from 2013	3,056,222			

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 2013, 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) 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))

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 address 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 Paid during the year SEE STATEMENTS 9-22				
Total			3a	3,086,685
b Approved for future payment SEE STATEMENTS 23-26				
Total			3b	1,110,107

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

N/A

1 Did the organization directly or indirectly engage in any of the following described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
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		

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.

Under penalties of perjury, I declare that I have correct, and complete, declaration of preparer (other

Signature of officer or trustee

11/20/2014
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 B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2013

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

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 foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, 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
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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
<u>1</u>	<u># 1 CYCLE CENTER - HARLEY DAVIDSON</u> <u>107 YEARICKS BOULEVARD</u> <u>CENTRE HALL, PA. 16828</u>	\$ <u>40,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>2</u>	<u>ABC INSERT COMPANY</u> <u>155 RIDGE AVENUE</u> <u>AMBLER, PA. 19002</u>	\$ <u>1,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>3</u>	<u>ACR MACHINE, INC.</u> <u>21 N. 10TH AVENUE</u> <u>COATESVILLE, PA. 19320</u>	\$ <u>10,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>4</u>	<u>ADVANTAFIRST CAPITAL FINANCIAL SERVICES</u> <u>255 BUSINESS CENTER DRIVE</u> <u>HORSHAM, PA. 19044</u>	\$ <u>50,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>5</u>	<u>AF&L INSURANCE COMPANY</u> <u>165 VETERANS WAY - SUITE 300</u> <u>WARMINSTER, PA. 18974</u>	\$ <u>75,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>6</u>	<u>AGAPE WATER SOLUTIONS, INC.</u> <u>1567 GARY STREET</u> <u>BETHLEHEM, PA. 18018</u>	\$ <u>5,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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
<u>7</u>	<u>ALTEC INDUSTRIES, INC.</u> <u>210 INVERNESS CENTER DRIVE</u> <u>BIRMINGHAM, AL. 35242</u>	\$ <u>5,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>8</u>	<u>AMERICAN COMPOST CORPORATION</u> <u>2650 AUDUBON ROAD</u> <u>AUDUBON, PA. 19403</u>	\$ <u>133,334</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>9</u>	<u>APEX MORTGAGE CORPORATION</u> <u>1300 VIRGINIA DRIVE - SUITE 400</u> <u>FORT WASHINGTON, PA. 19034</u>	\$ <u>20,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>10</u>	<u>AQUA PENNSYLVANIA, INC.</u> <u>762 W. LANCASTER AVENUE</u> <u>BRYN MAWR, PA. 19010</u>	\$ <u>20,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>11</u>	<u>ASCENSION PUBLISHING, INC.</u> <u>P.O. BOX 1990</u> <u>WEST CHESTER, PA. 19380</u>	\$ <u>3,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>12</u>	<u>ASPEN RESOURCE GROUP, LLC</u> <u>275 COMMERCE DRIVE - SUITE 104</u> <u>FORT WASHINGTON, PA. 19034</u>	\$ <u>14,800</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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
13	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 for noncash contributions)
14	BIMBO BAKERIES USA, INC. 255 BUSINESS CENTER DRIVE HORSHAM, PA. 19044	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
15	BOENNING & SCATTERGOOD HOLDINGS 200 BARR HARBOR DRIVE - SUITE 300 WEST CONSHOHOCKEN, PA. 19428	\$ 2,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
16	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 for noncash contributions)
17	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 for noncash contributions)
18	BURKHOLDERS COUNTRY MARKET, INC. 107 MARKET DRIVE SPRING MILLS, PA. 16875	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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
19	CENTRAL STATE DISTRIBUTORS 5400 PAXTON STREET HARRISBURG, PA. 17111	\$ 4,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
20	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 for noncash contributions)
21	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 for noncash contributions)
22	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 for noncash contributions)
23	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 for noncash contributions)
24	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 for noncash contributions)

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
25	DOYLESTOWN TENNIS CLUB 10 WELDON DRIVE DOYLESTOWN, PA. 18901	\$ 2,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
26	ENERGYCAP, INC. 202 SANDY DRIVE STATE COLLEGE, PA. 16803	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
27	ENTREPRENEUR DEVELOPMENT, INC. 2134 SANDY DRIVE - SUITE 1 STATE COLLEGE, PA. 16803	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
28	F.R. & S., INC. 2650 AUDUBON ROAD AUDUBON, PA. 19403	\$ 577,778	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
29	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 for noncash contributions)
30	FIRST PRIORITY BANK 2 WEST LIBERTY BOULEVARD - SUITE 104 MALVERN, PA. 19355	\$ 6,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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	FITNESS CONSULTANTS, INC. 424 WEST AARON DRIVE STATE COLLEGE, PA. 16803	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
32	FULLINGTON AUTO BUS COMPANY 316 EAST CHERRY STREET - P.O. BOX 211 CLEARFIELD, PA. 16830	\$ 1,200	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
33	FULLINGTON SCHOOL BUS, LLC 316 EAST CHERRY STREET - P.O. BOX 211 CLEARFIELD, PA. 16830	\$ 1,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
34	FULLINGTON TRAILWAYS, LLC 316 EAST CHERRY STREET - P.O. BOX 211 CLEARFIELD, PA. 16830	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
35	GMS SURGENT 237 LANCASTER AVENUE - SUITE 100 DEVON, PA. 19333	\$ 5,026	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
36	GREENWOOD GAMING AND ENTERTAINMENT, INC. 3001 STREET ROAD - SUITE 7031 BENSALEM, PA. 19020	\$ 275,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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
37	HANSEN PROPERTIES, INC. 1401 MORRIS ROAD BLUE BELL, PA. 19422	\$ 1,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
38	HAYDEN MANAGEMENT COMPANY, LLC 300 BARR HARBOR DRIVE - SUITE 750 WEST CONSHOHOCKEN, PA. 19428	\$ 2,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
39	HAYDEN REAL ESTATE INVESTMENTS, LLC 300 BARR HARBOR DRIVE - SUITE 750 WEST CONSHOHOCKEN, PA. 19428	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
40	HENKELS & MCCOY, INC. 985 JOLLY ROAD BLUE BELL, PA. 19422	\$ 122,056	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
41	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 for noncash contributions)
42	INTERNATIONAL CUSTOM BUILT HOMES, INC. 6500 CHAPMANS ROAD ALLENTOWN, PA. 18106	\$ 1,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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
43	J. P. MASCARO & SONS 2650 AUDUBON ROAD AUDUBON, PA. 19403	\$ 833,333	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
44	JOHN SCIPIONE (STATE COLLEGE FAMILY CHIROPRACTIC) 908 W. BEAVER AVENUE STATE COLLEGE, PA. 16801	\$ 2,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
45	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 for noncash contributions)
46	LEHIGH VALLEY RAIL MANAGEMENT, LCC 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 for noncash contributions)
47	LONG CONSTRUCTION COMPANY 250 BUBB ROAD CENTRE HALL, PA. 16828	\$ 4,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
48	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 for noncash contributions)

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	M.F. IRVINE & ASSOCIATES 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 for noncash contributions)
50	MAIN LINE CENTER FOR THE FAMILY, PC 901 GLENBROOK AVENUE BRYN MAWR, PA. 19010	\$ 1,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
51	MANAGEMENT PARTNERSHIP BENEFITS L.P. 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 for noncash contributions)
52	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 for noncash contributions)
53	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 for noncash contributions)
54	METRO BANK 3801 PAXTON STREET HARRISBURG, PA. 17111	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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	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 for noncash contributions)
56	MICRO TOOL COMPANY, INC. 284 BROADHEAD ROAD BETHLEHEM, PA. 18017	\$ 4,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
57	MOVERS SPECIALTY SERVICE, INC. 211 COMMERCE DRIVE MONTGOMERYVILLE, PA. 18936	\$ 42,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
58	NATIONAL PENN BANK P.O. BOX 547 BOYERTOWN, PA. 19512	\$ 12,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
59	NEHEMIAH CONSTRUCTION CORPORATION 6500 CHAPMANS ROAD ALLENTOWN, PA. 18106	\$ 1,200	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
60	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 for noncash contributions)

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
61	NSM INSURANCE GROUP 357 CINNAMON DRIVE HUNTINGDON VALLEY, PA. 19006	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
62	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 for noncash contributions)
63	PENNSYLVANIA TRUST COMPANY 100 MATSONFORD ROAD - SUITE 450 RADNOR, PA. 19087	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
64	PENNSYLVANIA INDEMNITY INSURANCE COMPANY ONE BALA PLAZA - SUITE 100 BALA CYNWYD, PA. 19004	\$ 13,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
65	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 for noncash contributions)
66	PYROTECHNICS MANAGEMENT, INC. 863 BENNER PIKE - SUITE 100 STATE COLLEGE, PA. 16801	\$ 17,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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
67	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 for noncash contributions)
68	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 for noncash contributions)
69	R-WAY GASKET & SUPPLY CO., INC. 1950 E. SEDGLEY AVENUE PHILADELPHIA, PA. 19124	\$ 7,100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
70	SENIOR HOME CARE BY ANGELS, INC. 1950 LAWRENCE ROAD - 1ST FLOOR HAVERTOWN, PA. 19083	\$ 190,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
71	SERAVALLI, INC. 10059 SANDMEYER LANE PHILADELPHIA, PA. 19116	\$ 20,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
72	SLOANE MOVING & STORAGE CO., INC. 855 TOWNSHIP LINE ROAD ELKINS PARK, PA. 19027	\$ 4,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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
73	TORRON GROUP 1951 PINE HALL DRIVE - SUITE 150 STATE COLLEGE, PA. 16801	\$ 4,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
74	ULINE 12575 ULINE DRIVE PLEASANT PRAIRIE, WI. 53158	\$ 200,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
75	UNIVEST BANK 14 NORTH MAIN STREET - P.O. BOX 64197 SOUDERTON, PA. 18964	\$ 6,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
76	WHITE PINES CORPORATION 2650 AUDUBON ROAD AUDUBON, PA. 19403	\$ 177,778	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
77	WILKIE LEXUS 568 W. LANCASTER AVENUE HAVERFORD, PA. 19041	\$ 7,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
78	WINES UNLIMITED, INC. 1021 1/2 SAVILLE AVENUE EDDYSTONE, PA. 19022	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

HENKELS FOUNDATION**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

Employer identification number

HENKELS FOUNDATION**23-6235239****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
	-----		-----
	-----		-----
	-----		-----

Henkels Foundation
FEIN 23-6235239
Statement Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2014

<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	1,132	0	0	1,132
Total to Form 990-PF, Page 1, Line 16a	1,132	0	0	1,132

Henkels Foundation
FEIN 23-6235239
Statement Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2014

<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	4,750	0	0	9,485
Total to Form 990-PF, Page 1, Line 16b	4,750	0	0	9,485

Henkels Foundation
FEIN 23-6235239
Statement Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2014

<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	25	0	0	0
Total to Form 990-PF, Page 1, Line 18	25	0	0	0

Henkels Foundation
FEIN 23-6235239
Statement Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2014

<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	275	0	0	275
Membership Fees	37,058	0	0	19,644
New Check Charges	27	0	0	27
Bank Charges	47	0	0	47
Total to Form 990-PF, Page 1, Line 23	37,407	0	0	19,993

Henkels Foundation
FEIN 23-6235239
Statement Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2014

<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Investments In Corporate Stock (See Statement 8)	1,970	7,986
Total to Form 990-PF, Part II, Line 10b	<u>1,970</u>	<u>7,986</u>

Henkels Foundation
FEIN 23-6235239
Statement Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2014

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
Federal Excise Taxes Payable	224	34
Total to Form 990-PF, Part II, Line 22	<u>224</u>	<u>34</u>

Henkels Foundation
FEIN 23-6235239
Statement Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2014

LIST OF SUBSTANTIAL CONTRIBUTORS (990-PF, PAGE 4, PART VII-A, LINE 10)

<u>Name of Contributor</u>	<u>Address</u>
Crown Holdings, Inc.	One Crown Way Philadelphia, PA 19154
J. P. Mascaro & Sons	2650 Audubon Road Audubon, PA 19403

Henkels Foundation
FEIN 23-6235239
Statement 8 Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2014

<u>COMPANY</u>	<u># OF SHARES</u>	<u>COST BASIS</u>	<u>6/30/2014 CLOSING \$ PER SHARE</u>	<u>MARKET VALUE</u>
Part II, Line 10b Investments - Corporate Stock		Column b		Column c
Alcatel-Lucent	12	195.24	3.5600	42.72
AT&T Corporation	90	506.05	35.3600	3,182.40
Comcast Corporation	45	374.03	53.6800	2,415.60
Frontier Communications Corp.	7	56.41	5.8400	40.88
Vodafone Group PLC	23	115.60	33.3900	767.97
Verizon Communications, Inc.	11	515.69	48.9300	538.23
Wells Fargo & Company	19	206.57	52.5600	998.64
Total Investments - Corporate Stock		1,970		7,986

Henkels Foundation
FEIN 23-6235239
Statement Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2014

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>
Apostleship of Prayer 1501 S Layton Boulevard Milwaukee, WI 53215	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	1,300 00
Archbishop's Christmas Benefit Children 222 North 17th Street Philadelphia, PA 19103	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	3,500 00
Archdiocese of Philadelphia 222 North 17th Street Philadelphia, PA 19103	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	500 00
Ave Maria University of Florida 5050 Ave Maria Boulevard Ave Maria, FL 34142	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,000 00
Cardinal Newman Society 9720 Capital Court - Suite 201 Manassas, VA 20110	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	500 00
Cathedral of SS Peter & Paul 18th Street & Benjamin Franklin Parkway Philadelphia, PA 19103	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	500 00
Catholic Education Resource Center 14400 Bel-Red Road - # 207 Bellevue, WA 98007	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	5,000 00
Catholic Family & Human Rights Institute 805 3rd Avenue - Suite 1440 New York, NY 10022	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	4,000 00
Catholic League 450 Seventh Avenue New York, NY 10123	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	500 00
Catholic Near East Welfare Association 1011 First Avenue New York, NY 10022-4195	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	3,200 00
Catholics United for Faith 827 North Fourth Street Steubenville, OH 43952	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	500 00
Courage International, Inc 8 Leonard Street Norwalk, CT 06850	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	5,000 00
Dietrich Von Hildebrand Legacy Project 1235 University Boulevard Steubenville, OH 43952	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	9,000 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
Endow 6021 South Syracuse Way - Suite 220 Greenwood Village, CO 80111	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	10,000 00

Henkels Foundation
FEIN 23-6235239
Statement Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2014

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>
Family of the Americas 5929 Talbot Road Lothian, MD 20711	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	500 00
Focus P O Box 18710 Golden, CO 80401	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	35,000 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)	1,000 00
Generation Life 590 Snyder Avenue West Chester, PA 19382	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	9,000 00
Holy Family Home 6707 State Road Parma, OH 44134	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	1,000 00
King's Men P O Box 435 Horsham, PA 19044	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	1,000 00
Language & Catechetical Institute P O Box 4857 Steubenville, OH 43952	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	1,000 00
Magnificat Foundation, Inc P O Box 845 Yonkers, NY 10702	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	5,000 00
National Assoc of Private Catholic & Independent School: 2640 Third Avenue Sacramento, CA 95818	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,000 00
Our Lady of Confidence Day School 314 N Easton Road Willow Grove, PA 19090	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,000 00
Our Lady of Solitude Monastery P O Box 639 Tonopah, AZ 85354	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	1,200 00
Pro-Life Educational Foundation 300 Greenwood Road Lansdale, PA 19446	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	1,000 00
Pro-Life Union 88 Pennsylvania Avenue Oreland, PA 19075	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	9,000 00
Society of Propagation of the Faith c/o Archdiocese of Philadelphia - 222 North 17th Street Philadelphia, PA 19103-1299	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	1,000 00
St Charles Borromeo Seminary 100 East Wynnewood Road Wynnewood, PA 19096	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	19,700 00

Henkels Foundation
FEIN 23-6235239
Statement Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2014

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 Francis Xavier Church 2321 Green Street Philadelphia, PA 19130	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	1,000 00
The Oratory 2321 Green Street Philadelphia, PA 19130-3120	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	500 00
Thomas More Law Center 24 Frank Lloyd Wright Drive - Suite J 3200 Ann Arbor, MI 48106	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	1,000 00
Abington Christian Academy 204 S Abington Road Clarks Green, PA 18411	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,970 00
Academy of Essential Knowledge 1546 North 27th Street Philadelphia, PA 19121	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,970 00
Academy of Notre Dame de Namur 560 Sproul Road Villanova, PA 19085	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	10,000 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)	39,855 00
Archbishop John Carroll High School 211 Matsonford Road Radnor, PA 19087	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)	35,950 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)	69,922 42
Assumption Academy 112 South 7th Street Pottsville, PA 17901	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,470 00
Assumption of the BVM School 290 State Road West Grove, PA 19390	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	5,445 00
ATG Learning Academy 955 Louis Drive Warminster, PA 18974	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	2,970 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)	9,900 00
Bethany Christian School 1137 Shadyside Road Oxford, PA 19363	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	8,153 10

Henkels Foundation
FEIN 23-6235239
Statement Attached To And Made Part Of Form 990-PF
Fiscal Year Ended June 30, 2014

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>
Bethlehem Christian School 3100 Hecktown Road Bethlehem, PA 18017	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	18,988 00
Bishop McDevitt High School 125 Royal Avenue Wyncote, PA 19095-1198	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	11,650 00
Blair Christian Academy 220 W Upsal Street Philadelphia, PA 19119	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	2,970 00
Bloomsburg Christian School 3300 Ridge Road Bloomsburg, PA 17815	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,970 00
Cabrini Academy Early Learning Center 240 Franklin Street Reading, PA 19602	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	990 00
Calvary Baptist School 1380 S Valley Forge Road Lansdale, PA 19446	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	5,000 00
Calvary Christian Academy 13500 Philmont Avenue Philadelphia, PA 19116	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	14,850 00
Calvary Christian School 676 Lincoln Highway Fairless Hills, PA 19030	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	9,900 00
Calvary Temple Christian Academy 3301 South 20th Street Philadelphia, PA 19145	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	990 00
Cardinal O'Hara High School 1701 South Sproul Road Springfield, PA 19064-1199	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,900 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)	17,620 00
Children First America, Delaware County 1005 West 7th Street Chester, PA 19013	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	40,000 00
Christopher Dock High School 1000 Forty Foot Road Lansdale, PA 19446	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
Church Farm School 1001 E Lincoln Highway Exton, PA 19341	N/A	Section 501(c)(3)	Charitable and Educational 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, 2014

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>
Conwell Egan High School 611 Wistar Road Fairless Hills, PA 19030	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	70,500 00
Cornerstone Christian Academy P O Box 5520 Philadelphia, PA 19143	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	9,900 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)	5,550 00
Coventry Christian School 699 North Pleasantview Road Pottstown, PA 19464	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,970 00
Cristo Rey Philadelphia High School 5200 North Broad Street Philadelphia, PA 19141	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	44,550 00
Delaware Valley Friends School 19 E Central Avenue Paoli, PA 19301	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	14,850 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)	1,600 00
Devon Preparatory School 363 N Valley Forge Road Devon, PA 19333	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	45,500 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)	9,900 00
Faith First Educational Assistance Corp 6900 Revere Street Philadelphia, PA 19149	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	5,000 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)	229,810 74
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)	9,650 00
Frankford Friends School 1500 Orthodox Street Philadelphia, PA 19124	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	990 00
Friends Central School 1101 City Avenue Wynnewood, PA 19096	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	500 00
Friends School Haverford 851 Buck Lane Haverford, PA 19041	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	600 00

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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>
Futuro Educacional, Inc 1346 N Hancock Street Philadelphia, PA 19102	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	50,000 00
GESU School 1700 W Thompson Street Philadelphia, PA 19121	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	9,900 00
Gladwyne Montessori School 920 Youngsford Road Gladwyne, PA 19035	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,475 00
Grace Montessori School 814 West Linden Street Allentown, PA 18101	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,970 00
Grace Prep High School 848 Science Park Road State College, PA 16803	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	61,380 00
Haven Kindergarten Academy 800 Welsh Road Chester, PA 19013	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	990 00
Haverford School 450 Lancaster Avenue Haverford, PA 19041	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,000 00
High Point Baptist Academy P O Box 188 Geigertown, PA 19523	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
Hill Top Preparatory School 737 S Ithan Avenue Rosemont, PA 19010	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,970 00
Holy Family Regional Catholic School 3265 Concord Road Aston, PA 19014	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	990 00
Holy Ghost Preparatory School 2429 Bristol Road Bensalem, PA 19020	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	35,250 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)	19,300 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
Holy Rosary Regional Catholic School 3040 Walton Road Plymouth Meeting, PA 19462	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	10,692 00
Hope Partnership for Education 2601 N 11th Street Philadelphia, PA 19133	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	7,920 00

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Independence Mission School 724 W Lancaster Avenue Wayne, PA 19087	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	9,900 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)	51,900 00
John Paul II Center for Special Learning 1092 Welsh Road Shillington, PA 19607	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	23,430 33
Jubilee School 4211 Chester Avenue Philadelphia, PA 19104	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,970 00
Kosloff Torah Academy 50 Montgomery Avenue Bala Cynwyd, PA 19004	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	10,890 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)	40,900 00
LaSalle Academy 1434 N 2nd Street Philadelphia, PA 19122	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	15,940 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)	79,200 00
Lehigh Valley Christian High School 330 Howertown Road Catasauqua, PA 18032	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	8,910 00
Lighthouse Christian Academy & Bible Institute 5 E Penn Street - Box 287 Lyon Station, PA 19536	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
Little Flower Catholic High School 1000 W Lycoming Street Philadelphia, PA 19140	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	27,450 00
Living Bridges 136 Garret Avenue Rosemont, PA 19010	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	62,314 00
Logan Hope School 4934 N 13th Street Philadelphia, PA 19141	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,970 00
Londonderry School 1800 Bamberger Road Harrisburg, PA 17110	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	8,910 00
Malvern Preparatory School 418 S Warren Avenue Malvern, PA 19355	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	7,000 00

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<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>
Mercy Vocational High School 2900 West Hunting Park Avenue Philadelphia, PA 19129	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,000 00
MMI Preparatory School 154 Centre Street Freeland, PA 18224	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	9,900 00
Monsignor Bonner - Archbishop Prendergast 403 N Lansdowne Avenue Drexel Hill, PA 19026	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	10,700 00
Moravian Academy 7 East Market Street Bethlehem, PA 18018	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
Mother of Divine Grace School 2612 East Monmouth Street Philadelphia, PA 19134	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	11,660 00
Mount St Joseph's Academy 120 W Wissahickon Avenue Flourtown, PA 19031	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	500 00
Nativity of the Blessed Virgin Mary High School One Lawtons Hill Pottsville, PA 17901	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	9,900 00
Nazareth Academy 4001 Grant Street Philadelphia, PA 19114	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	3,490 00
Nittany Christian School 1221 W Whitehall Road State College, PA 16801	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	259,875 00
NSA 63rd Street Multicultural Academy P O Box 28756 Philadelphia, PA 19151	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,970 00
Olney Christian School 425 E Roosevelt Boulevard Philadelphia, PA 19120	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	990 00
Open Door Christian Academy 1260 Fort Washington Avenue Fort Washington, PA 19034	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	10,890 00
Our Lady of Angels Regional Catholic School 2130 Franklin Avenue Morton, PA 19070	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,475 00
Our Lady of Confidence Day School 314 N Easton Road Willow Grove, PA 19090	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	500 00
Our Lady of Fatima School 2933 Street Road Bensalem, PA 19020	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	24,750 00

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Our Lady of Hope Regional Catholic School 1248 Jackson Street Philadelphia, PA 19148	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
Our Lady of Mount Carmel School 80 Ridge Street Roseto, PA 18013	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	3,875 00
Our Lady of Port Richmond School 3233 E Thompson Street Philadelphia, PA 19134	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	9,900 00
Our Lady of the Angels Academy 123 E Water Street Lansford, PA 18232	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,970 00
Our Mother of Consolation School 17 E Chestnut Hill Avenue Philadelphia, PA 19118	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	5,608 58
Our Mother of Sorrows & St Ignatius 1008 N 48th Street Philadelphia, PA 19135	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	14,850 00
Our Mother of Sorrows School 1008 N 48th Street Philadelphia, PA 19135	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	500 00
Penn Christian Academy 50 W Germantown Pike East Norriton, PA 19403	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	34,650 00
Penn View Christian Academy 420 Godshall Road Souderton, PA 18964	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	9,900 00
Philadelphia Classical School 1101 Vine Street Philadelphia, PA 19107	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	990 00
Philadelphia Mennonite High School 860 N 24th Street Philadelphia, PA 19130	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	19,800 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)	500 00
Plumstead Christian School 5765 Old Easton Road - P O Box 216 Plumsteadville, PA 18949	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	56,625 03
Plymouth Meeting Friends School 2150 Butler Pike Plymouth Meeting, PA 19462	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	12,375 00
Pope John Paul II High School 181 Rittenhouse Road Royersford, PA 19468	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	18,775 00

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Regina Angelorum Academy 105 Argyle Road Ardmore, PA 19003	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	200,060 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)	125,842 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)	38,810 00
Roman Catholic High School 301 N Broad Steet Philadelphia, PA 19107	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	63,441 08
Sacred Heart School (Oxford) 205 Church Road Oxford, PA 19363	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,970 00
Sacred Heart School (West Reading) 701 Franklin Street West Reading, PA 19611	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	19,800 00
Salem Christian School 8031 Salem Bible Church Road Macungie, PA 18062	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
Spring Garden Academy P O Box 15191 Philadelphia, PA 19130	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	990 00
SS John Neumann & Maria Goretti High School 1736 South Tenth Street Philadelphia, PA 19148	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	5,650 00
SS Peter & Paul School (Lehighnton) 307 Coal Street Lehighnton, PA 183235	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	990 00
SS Peter & Paul School (West Chester) 1327 Boot Road West Chester, PA 19380	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	14,850 00
St Agnes Catholic School 211 West Gay Street West Chester, PA 19380	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,150 00
St Anastasia School 3309 West Chester Pike Newtown Square, PA 19073	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	9,900 00
St Anthony of Padua Regional School 913 Pierce Street Philadelphia, PA 19146	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	9,900 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)	1,600 00

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<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)	54,450 00
St 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 Cornelius School 160 Ridge Road Chadds Ford, PA 19317	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	7,000 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, Dominic School 8510 Frankford Avenue Philadelphia, PA 19136	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
St Elizabeth Regional School 433 Pershing Boulevard Whitehall, PA 18052	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	9,900 00
St Ephrem School 5340 Hulmeville Road Bensalem, PA 19020	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	16,417 17
St Francis of Assisi School 601 Buttonwood Street Norristown, PA 19401	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	35,639 22
St Francis Xavier School 2319 Green Street Philadelphia, PA 19130	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	600 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)	3,800 00
St Hilary of Poitiers Catholic School 920 Susquehanna Road Rydal, PA 19046	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,475 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)	45,650 00
St Ignatius of Loyola Regional School 2700 St Albans Drive West Lawn, PA 19609	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
St James Regional Catholic School 500 Tome Street Ridley Park, PA 19078	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	19,800 00
St Jerome School 3031 Stamford Street Philadelphia, PA 19136	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	3,590 00

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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 The Protector School 2336 Fairhill Drive Glenside, PA 19038	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	7,920 00
St Katherine of Siena School 229 Windermere Avenue Wayne, PA 19087	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	13,800 00
St Laurentius School 1612 E Berks Street Philadelphia, PA 19125	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,475 00
St Lucy Day School 4251 L Street Philadelphia, PA 19124	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
St Margaret School 233 Spring Street Reading, PA 19601	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	990 00
St Martin De Porres 2300 West Lehigh Avenue Philadelphia, PA 19132	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	7,920 00
St Martin of Tours 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 Mary's Interparochial School Fifth & Locust Streets Philadelphia, PA 19106	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	19,800 00
St Matthew School 3040 Cottman Avenue Philadelphia, PA 19149	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
St Norbert School 6 Greenlawn Road Paoli, PA 19301	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
St Patrick School 115 Channing Avenue Malvern, PA 19355	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	19,800 00
St Paul's UCC School 5 West Arch Street Fleetwood, PA 19522	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	990 00
St Pio Catholic Regional School 1826 Pollock Street Philadelphia, PA 19145	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	2,970 00
St Raymond Catholic School 7940 Williams Way Philadelphia, PA 19150	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	6,850 00

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St Raymond of Penafort 7940 Williams Avenue Philadelphia, PA 19150	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	8,910 00
The Christian Academy 4301 Chandler Drive Brookhaven, PA 19015	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	500 00
The Montessori School - Morrisville 501 W Maple Avenue Morrisville, PA 19067	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	5,664 00
The Phelps School 583 Sugartown Road Malvern, PA 19355	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	9,900 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
Villa Maria Academy 370 Old Lincoln Highway Malvern, PA 19355	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
Villa Maria Academy High School 370 Old Lincoln Highway Malvern, PA 19355	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	9,900 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)	39,070 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)	3,000 00
West Catholic Preparatory High School 4501 Chestnut Street Philadelphia, PA 19139	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	39,600 00
West Chester Christian School 1237 Paoli Pike West Chester, PA 19380	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	12,217 06
West Fallowfield Christian School 795 Fallowfield Road Atglen, PA 19310	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	9,900 00
West-Mont Christian Academy 873 S Hanover Street Pottstown, PA 19465	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 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)	500 00
Williamsport Chrstian School 1730 Four Mile Drive Williamsport, PA 17701	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	990 00

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Woodlynde School 455 Upper Gulph Road Strafford, PA 19087	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	700 00
Wyncote Academy 7920 Washington Lane Wyncote, PA 19095	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	990 00
Wyoming Seminary High School 201 North Sprague Avenue Kingston, PA 18704	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
Wyoming Valley Children's Association 1133 Wyoming Avenue Forty Fort, PA 18704	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	990 00

Total per Page 11, Part XV, Line 3a 3,086,684 73

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Line 3b - Grants and Contributions Approved for Future Payment

<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>
Ancillae Assumpta Academy 2025 Church road Wyncote, PA 19095	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	62,316 24
Archbishop Carroll High School 211 Matsonford Road Radnor, PA 19087	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	79,200 00
Berks Christian School 926 Philadelphia Avenue Birdsboro, PA 19508	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	22,770 00
Bethany Christian School 1137 Shadyside Road Oxford, PA 19363	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,746 90
Bishop McDevitt High School 125 Royal Avenue Wyncote, PA 19095	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	55,280 00
Bishop Shanahan High School 220 Woodbine Road Downingtown, PA 19335	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	4,950 00
Blessed Theresa of Calcutta School 256 Swamp Pike Schwenksville, PA 19473	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	1,980 00
Brookeside Montessori School 1075 Route 100 Bechtelsville, PA 19505	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	2,970 00
Calvary Baptist School 1380 S Valley Forge Road Lansdale, PA 19446	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	2,950 00
Centre County Christian Academy 100 Hertzler Drive Bellefonte, PA 16823	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	2,500 00
Diocese of Scranton 300 Wyoming Avenue Scranton, PA 18503	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	113,850 00
Holmesburg Christian Academy 7927 Frankford Avenue Philadelphia, PA 19136	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	2,970 00
Holy Family Regional Catholic School 3265 Concord Road Aston, PA 19014	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	4,950 00
Lansdowne Friends School 110 N Lansdowne Avenue Lasdowne, PA 19050	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	990 00
Lehigh Christian Academy 1151 S Cedar Crest Boulevard Allentown, PA 18103	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	990 00

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Fiscal Year Ended June 30, 2014

Part XV

Line 3b - Grants and Contributions Approved for Future Payment

<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>
Mercy Vocational High School 2900 West Hunting Park Avenue Philadelphia, PA 19129	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	24,750 00
Montessori Country Day School 53 Vermont Road Gouglersville, PA 19608	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	2,970 00
Montessori School - Dresher 1701 Jarrettown Road Dresher, PA 19025	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	990 00
Mount St Joseph Academy 120 W Wissahickon Avenue Flourtown, PA 19031	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	202,209 50
Nativity of Our Lord School 585 West Street Road Warminster, PA 18974	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	9,900 00
Notre Dame of Bethlehem School 1835 Catasauqua Road Bethlehem, PA 18018	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
Opportunity House 430 North 2nd Street Reading, PA 19601	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	9,900 00
Our Lady of Mount Carmel School 80 Ridge Street Roseto, PA 18013	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
Our Mother of Consolation Parish School 17 E Chestnut Hill Avenue Philadelphia, PA 19118	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	8,400 00
Pen Ryn School 235 S Olds Boulevard Fairless Hills, PA 19030	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	4,950 00
Plumstead Christian Academy 5765 Old Easton Road - P O Box 216 Plumsteadville, PA 18949	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	99,000 00
Pope John Paul II High School 181 Rittenhouse Road Royersford, PA 19468	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	23,300 00
SS Simon & Jude School 6 Cavanaugh Court West Chester, PA 19382	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	4,950 00
St Agnes Catholic School 211 West Gay Street West Chester, PA 19380	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	15,650 00
St Albert The Great School 214 Welsh Road Huntingdon Valley, PA 19006	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	14,850 00

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St Ann School 435 S 6th Street Emmaus, PA 18049	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	4,950 00
St Charles Borromeo School 1704 Bristol Pike Bensalem, PA 19020	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	34,650 00
St Christopher School 13301 Proctor Road Philadelphia, PA 19116	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	34,650 00
St Elizabeth Ann Seton School 1200 Park Avenue Bensalem, PA 19020	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	26,750 00
St Eugene School 110 S Oak Avenue Primos, PA 19018	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	9,900 00
St Francis of Assisi School - Norristown 601 Buttonwood Street Norristown, PA 19401	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	39,600 00
St Isidores Church 603 W Broad Street Quakertown, PA 18951	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	19,800 00
St James Regional Catholic School 500 Tome Street Ridley Park, PA 19078	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	19,800 00
St Jerome School 3031 Stamford Street Philadelphia, PA 19136	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	2,475 00
St John Vianney Regional 210 North 18th Street Allentown, PA 18104	N/A	Section 501(c)(3)	Charitable and Religious 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)	14,850 00
St Lucy Day School 4251 L Street Philadelphia, PA 19124	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	18,479 34
St Margaret School - Reading 233 Spring Street Reading, PA 19601	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	9,900 00
St Mary Catholic School 40 Spring Mount Road Schwenksville, PA 19473	N/A	Section 501(c)(3)	Charitable and Educational within Section 170(c)(2)(B)	4,950 00
St Mary Magdalen School 2430 N Providence Road Media, PA 19063	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	4,950 00

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St Matthew School 3040 Cottman Avenue Philadelphia, PA 19149	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	9,900 00
St Norbert School 6 Greenlawn Road Paoli, PA 19301	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	4,950 00
The Montessori School - Morrisville 501 W Maple Avenue Morrisville, PA 19067	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	4,236 00
Timothy Academy 303 West Lehigh Avenue Philadelphia, PA 19133	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	2,970 00
West Chester Christian School 1237 Paoli Pike West Chester, PA 19380	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	12,532 94
Visitation BVM - Norristown 196 North Trooper Road Norristown, PA 19403	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	27,781 10
Wyoming Seminary 201 North Sprague Avenue Kingston, PA 18704	N/A	Section 501(c)(3)	Charitable and Religious within Section 170(c)(2)(B)	4,950 00

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