

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

2010

Department of the Treasury
 Internal Revenue Service

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

For calendar year 2010, or tax year beginning _____, and ending _____

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Name of foundation WILLARY FOUNDATION C/O PNC BANK, N. A.		A Employer identification number 23-7014785
Number and street (or P.O. box number if mail is not delivered to street address) 1600 MARKET STREET - TAX DEPARTMENT	Room/suite	B Telephone number (570)961-6952
City or town, state, and ZIP code PHILADELPHIA, PA 19103-7240		C If exemption application is pending, check here <input type="checkbox"/>

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 4,315,127.** (Part I, column (d) must be on cash basis.)
 J Accounting method: Cash Accrual Other (specify) _____

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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	114,666.	114,666.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	87,853.			
	b Gross sales price for all assets on line 6a 638,974.				
	7 Capital gain net income (from Part IV, line 2)		87,853.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	202,519.	202,519.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	16,754.	12,566.		4,188.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	700.	0.		700.
	c Other professional fees STMT 3	10,000.	0.		10,000.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	5,764.	0.		5,764.
	22 Printing and publications				
	23 Other expenses STMT 4	3,809.	0.		3,809.
	24 Total operating and administrative expenses. Add lines 13 through 23	37,027.	12,566.		24,461.
	25 Contributions, gifts, grants paid	202,175.			202,175.
26 Total expenses and disbursements. Add lines 24 and 25	239,202.	12,566.		226,636.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<36,683.>				
b Net investment income (if negative, enter -0-)		189,953.			
c Adjusted net income (if negative, enter -0-)			N/A		

WILLARY FOUNDATION
C/O PNC BANK, N. A.

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments				
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 5	100,074.	100,074.	100,562.	
	b	Investments - corporate stock STMT 6	611,184.	386,660.	1,409,989.	
	c	Investments - corporate bonds STMT 7	199,933.	199,933.	217,682.	
11	Investments - land, buildings, and equipment basis					
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other STMT 8	2,140,213.	2,328,054.	2,586,894.		
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation					
15	Other assets (describe)					
16	Total assets (to be completed by all filers)	3,051,404.	3,014,721.	4,315,127.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds	3,051,404.	3,014,721.			
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds	0.	0.			
30	Total net assets or fund balances	3,051,404.	3,014,721.			
31	Total liabilities and net assets/fund balances	3,051,404.	3,014,721.			

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	3,051,404.
2	Enter amount from Part I, line 27a	2	<36,683.>
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	3,014,721.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,014,721.

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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 SEE ATTACHED GAIN/LOSS REPORT	P		
b SHORT-TERM CAPITAL GAIN DISTRIBUTIONS	P		
c PROCEEDS FROM CLASS ACTION SETTLEMENTS	P		
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 638,080.		551,121.	86,959.
b 792.			792.
c 102.			102.
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			86,959.
b			792.
c			102.
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	87,853.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 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))
2009	133,851.	3,800,973.	.035215
2008	213,244.	4,431,315.	.048122
2007	169,350.	5,064,547.	.033438
2006	221,765.	4,794,983.	.046249
2005	430,699.	4,721,497.	.091221

2 Total of line 1, column (d)	2	.254245
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	.050849
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,052,372.
5 Multiply line 4 by line 3	5	206,059.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,900.
7 Add lines 5 and 6	7	207,959.
8 Enter qualifying distributions from Part XII, line 4	8	226,636.

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.

REPORT: TMS-TX-23
 BANK 60 PNC BANK (60)
 REGION 60 SCRANTON
 OFFICE 001 PERSONAL TRUST

GAIN/LOSS FED/STE REPORT INTERNAL USE ONLY
 ACCOUNT 2239091 WILLARY FOUNDATION
 FROM: 01/01/10 TO: 12/31/10

PAGE: 1
 RUN DATE: 05/04/11

TAX CODE	OR-OFF	SERIAL	SEQ	LOT#	DATES	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET 071813109 BAXTER INTERNATIONAL INC												
830	000	41014-00001	00000	05/21/01	11/05/10			1,000.000	51,232.33	49,110.00	2,122.33 L	2,122.33 L
830	000	41014-00001	00000	07/31/03	11/05/10			800.000	40,985.87	22,040.00	18,945.87 L	18,945.87 L
830	000	41014-00001	00000	11/06/03	11/05/10			143.000	7,326.22	3,789.34	3,536.88 L	3,536.88 L
830	000	41049-00001	00000	11/06/03	12/10/10			1,657.000	83,419.59	43,908.68	39,510.91 L	39,510.91 L
TOTAL-LONG								3,600.000	182,964.01	118,848.02	64,115.99	64,115.99
ASSET 78462F103 SPDR S&P 500 ETF TRUST												
830	000	40816-00003	00000	11/05/07	04/21/10			775.000	93,416.92	116,866.13	23,449.21-L	23,449.21-L
830	000	40816-00003	00000	11/20/06	04/21/10			250.000	30,134.49	35,075.00	4,940.51-L	4,940.51-L
830	000	40816-00003	00000	05/19/06	04/21/10			675.000	81,363.12	85,586.22	4,223.10-L	4,223.10-L
830	000	40816-00003	00000	04/13/09	04/21/10			120.000	14,464.56	10,198.80	4,265.76 L	4,265.76 L
830	000	40914-00003	00000	04/13/09	07/28/10			928.000	102,551.54	78,870.72	23,680.82 L	23,680.82 L
TOTAL-LONG								2,748.000	321,930.63	326,596.87	4,666.24-	4,666.24-
ASSET 806857108 SCHLUMBERGER LTD												
830	000	41014-00003	00000	02/10/09	11/05/10			867.000	64,945.87	40,241.81	24,704.06 L	24,704.06 L
TOTAL-LONG								867.000	64,945.87	40,241.81	24,704.06	24,704.06
ASSET 931422109 WALGREEN CO												
830	000	40753-00001	00000	04/19/04	02/17/10			2,000.000	68,239.13	65,434.00	2,805.13 L	2,805.13 L
TOTAL-LONG								2,000.000	68,239.13	65,434.00	2,805.13	2,805.13
STATE LISTED SALES-TOTAL LONG												
								9,215.000	638,079.64	551,120.70	.00	86,958.94
FEDERAL LISTED SALES-TOTAL LONG												
								9,215.000	638,079.64	551,120.70	86,958.94	.00
CAPITAL GAIN DISTRIBUTIONS												
											.34 L	.00 L
GRAND TOTAL-LONG												
								9,215.000	638,079.64	551,120.70	86,959.28	86,958.94
CARRYOVER(CURRENT)												
											.00 S	.00 S
											.00 M	.00 M
											.00 L	.00 L

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,900.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,900.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,900.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,840.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,268.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	6,108.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,208.
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 4,208. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ WWW.WILLARY.ORG		N/A	
14	The books are in care of ▶ PNC BANK, N. A. - TAX DEPARTMENT Telephone no. ▶ (215) 585-5597 Located at ▶ 1600 MARKRT STREET, PHILADELPHIA, PA ZIP+4 ▶ 19103-7240			
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	N/A
16	At any time during calendar year 2010, 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 page 20 of 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2010 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 2010.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2010?	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)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
Organizations relying on a current notice regarding disaster assistance check here Yes No

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

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

5b		
6b		X
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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		16,754.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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

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	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 0.

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	4,114,083.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,114,083.
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	4,114,083.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	61,711.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,052,372.
6	Minimum investment return. Enter 5% of line 5	6	202,619.

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	202,619.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,900.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,900.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	200,719.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	200,719.
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	200,719.

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	226,636.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	226,636.
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	5	1,900.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	224,736.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				200,719.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			46,790.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XI, line 4: ▶ \$ 226,636.				
a Applied to 2009, but not more than line 2a			46,790.	
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 2010 distributable amount				179,846.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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	0.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				20,873.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

WILLARY FOUNDATION

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

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 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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					
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 the 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).)

NONE

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 of the person to whom applications should be addressed:
M. LINDA DONOVAN - PNC WEALTH MANAGEMENT
P. O. BOX 937, SCRANTON, PA 185010937

b The form in which applications should be submitted and information and materials they should include:
THE WILLARY FOUNDATION GRANT APPLICATION FORM.

c Any submission deadlines:
SEE APPLICATION FORM

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

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IRS USE ONLY

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Department of the Treasury
Internal Revenue Service
Ogden UT 84201

For assistance, call:
1-877-829-5500

Notice Number: CP211A
Date: June 20, 2011

Taxpayer Identification Number:
23-7014785
Tax Form: 990PF
Tax Period: December 31, 2010

135385.060791.0460.011 1 SP 0.440 375

WILLARY FOUNDATION
% NORTHEASTERN NATL BK OF PA
1600 MARKET ST TAX DEPT
PHILADELPHIA PA 19103-7240995



135385

APPLICATION FOR EXTENSION OF TIME TO FILE AN EXEMPT ORGANIZATION RETURN - APPROVED

We received and approved your Form 8868, Application for Extension of Time to File an Exempt Organization Return, for the return (form) and tax period identified above. Your extended due date to file your return is **August 15, 2011**.

When it's time to file your Form 990, 990-EZ, 990-PF or 1120-POL, you should consider filing electronically. Electronic filing is the fastest, easiest and most accurate way to file your return. For more information, visit the Charities and Nonprofit web at www.irs.gov/eo. This site will provide information about:

- The type of returns that can be filed electronically,
- approved e-File providers, and
- if you are required to file electronically.

If you have any questions, please call us at the number shown above, or you may write us at the address shown at the top of this letter.

FORM 990-PF **DIVIDENDS AND INTEREST FROM SECURITIES** **STATEMENT** **1**

<u>SOURCE</u>	<u>GROSS AMOUNT</u>	<u>CAPITAL GAINS DIVIDENDS</u>	<u>COLUMN (A) AMOUNT</u>
DOMESTIC DIVIDENDS	69,985.	0.	69,985.
DOMESTIC DIVIDENDS	28,453.	0.	28,453.
DOMESTIC INTEREST	10,500.	0.	10,500.
FOREIGN DIVIDENDS	728.	0.	728.
U. S. GOVERNMENT INTEREST	5,000.	0.	5,000.
<hr/>	<hr/>	<hr/>	<hr/>
TOTAL TO FM 990-PF, PART I, LN 4	114,666.	0.	114,666.
<hr/>	<hr/>	<hr/>	<hr/>

FORM 990-PF

ACCOUNTING FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PNC BANK, N. A. - TAX PREPARATION FEES	700.	0.		700.
TO FORM 990-PF, PG 1, LN 16B	700.	0.		700.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PNC BANK, N. A. - ADMINISTRATIVE FEES	10,000.	0.		10,000.
TO FORM 990-PF, PG 1, LN 16C	10,000.	0.		10,000.

FORM 990-PF

OTHER EXPENSES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MAILING/SHIPPING EXPENSES	44.	0.		44.
OFFICERS AND DIRECTIONS LIABILITY INSURANCE - PHILADELPHIA INS.	1,625.	0.		1,625.
COUNCIL ON FOUNDATIONS 2010 MEMBERSHIP DUES	600.	0.		600.
ASSOCIATION OF SMALL FOUNDATIONS 2008 MEMBERSHIP DUES	495.	0.		495.
GENESYS CONFERENCING	1,045.	0.		1,045.
TO FORM 990-PF, PG 1, LN 23	3,809.	0.		3,809.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U. S. GOVERNMENT BONDS AND NOTES	X		100,074.	100,562.
TOTAL U.S. GOVERNMENT OBLIGATIONS			100,074.	100,562.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			100,074.	100,562.

FORM 990-PF

CORPORATE STOCK

STATEMENT 6

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
COMMON STOCK	386,660.	1,409,989.
TOTAL TO FORM 990-PF, PART II, LINE 10B	386,660.	1,409,989.

FORM 990-PF

CORPORATE BONDS

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	199,933.	217,682.
TOTAL TO FORM 990-PF, PART II, LINE 10C	199,933.	217,682.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CASH EQUIVALENTS	COST	26,310.	26,310.
MUTUAL FUNDS - FIXED	COST	896,295.	934,142.
MUTUAL FUNDS - EQUITY	COST	1,405,449.	1,626,442.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,328,054.	2,586,894.

SUMMARY OF INVESTMENTS

AS OF 12/31/10

ACCOUNT
60-60-001-2239091

WILLARY FOUNDATION

	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET
PRINCIPAL CASH						
CASH EQUIVALENTS	6,330.14	6,330.14	6,330.14	.147	.63	.010
FIXED INCOME						
BONDS	300,006.72	300,006.72	318,244.00	7.409	15,500.00	4.870
MUTUAL FUNDS - FIXED	896,295.51	896,295.51	934,141.85	21.749	48,832.92	5.228
TOTAL FIXED INCOME	1,196,302.03	1,196,302.03	1,252,385.85	29.158	64,332.92	5.137
EQUITIES						
COMMON STOCK	386,660.00	346,193.50	1,409,989.32	32.827	33,001.80	2.361
MUTUAL FUNDS - EQUITY	1,405,448.73	1,376,211.99	1,626,441.72	37.867	30,108.46	1.851
TOTAL EQUITIES	1,792,108.73	1,722,405.29	3,036,431.04	70.694	63,110.26	2.078
TOTAL PRINCIPAL ASSETS	2,994,740.90	2,925,037.46	4,295,147.03	100.000	127,443.81	2.967
CASH EQUIVALENTS	19,980.29	19,980.29	19,980.29	100.000	2.00	.010
ACCOUNT TOTAL	3,014,721.19	2,945,017.75	4,315,127.32		127,445.81	2.953



STATEMENT OF INVESTMENTS

AS OF 12/31/10

ACCOUNT
60-60-001-2239091

WILLARY FOUNDATION

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
CASH EQUIVALENTS								
19,980.290	BLACKROCK LIQUIDITY FUNDS TEMPFUND ADMINISTRATION SHARES #H1 (INCOME INVESTMENT)	19,980.29	19,980.29	19,980.29	0.463	2.00	0.010	1.000
6,330.140	BLACKROCK LIQUIDITY FUNDS TEMPFUND ADMINISTRATION SHARES #H1	6,330.14	6,330.14	6,330.14	0.147	0.63	0.010	1.000
	TOTAL CASH EQUIVALENTS	<u>26,310.43</u>	<u>26,310.43</u>	<u>26,310.43</u>	<u>0.610</u>	<u>2.63</u>	<u>0.010</u>	
U.S. GOVERNMENT BONDS & NOTES								
100,000.000	USA TREASURY NTS 05.000% DUE 02/15/2011	100,074.22	100,074.22	100,562.00	2.330	5,000.00	4.972	100.562
	TOTAL U.S. GOVERNMENT BONDS & NOTES	<u>100,074.22</u>	<u>100,074.22</u>	<u>100,562.00</u>	<u>2.330</u>	<u>5,000.00</u>	<u>4.972</u>	
CORPORATE BONDS								
50,000.000	ALLSTATE CORP SR NTS 06.125% DUE 02/15/2012	48,988.50	48,988.50	52,723.50	1.222	3,062.50	5.809	105.447
50,000.000	CONCOPHILLIPS CO GUARNT 04.400% DUE 05/15/2013	50,325.50	50,325.50	53,594.00	1.242	2,200.00	4.105	107.188
50,000.000	AT & T INC SR SEC 05.100% DUE 09/15/2014	50,389.00	50,389.00	54,733.00	1.268	2,550.00	4.659	109.466



STATEMENT OF INVESTMENTS

AS OF 12/31/10

ACCOUNT
60-60-001-2259091

WILLARY FOUNDATION

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
50,000.000	CON EDISON CO OF NY SR UNSEC 05.375% DUE 12/15/2015	50,229.50	50,229.50	56,631.50	1.312	2,687.50	4.746	113.263
	TOTAL CORPORATE BONDS	<u>199,932.50</u>	<u>199,932.50</u>	<u>217,682.00</u>	<u>5.044</u>	<u>10,500.00</u>	<u>4.824</u>	
	COMMON STOCK							
3,000.000	AUTOMATIC DATA PROCESSING INC	52,095.23	52,095.23	158,840.00	3.218	4,320.00	3.111	46.280
4,100.000	BERKSHIRE HATHAWAY INC CLASS B	34,520.11	10,907.95	328,451.00	7.612	0.00	0.000	80.110
800.000	CHEVRON CORPORATION	38,692.00	38,692.00	73,000.00	1.692	2,496.00	3.419	91.250
3,688.000	INTEL CORP	54,563.96	54,563.96	77,558.64	1.797	2,673.80	3.447	21.030
568.000	INTERNATIONAL BUSINESS MACHS CORP	54,269.56	54,269.56	83,359.68	1.932	1,704.00	2.044	146.760
4,000.000	JOHNSON & JOHNSON	95,054.50	95,054.50	247,400.00	5.753	9,120.00	3.686	61.850
4,000.000	MICROSOFT CORP	16,962.50	16,755.50	111,640.00	2.587	2,560.00	2.293	27.910
3,000.000	PNC FINANCIAL SERVICES GROUP INC	23,779.13	20,939.53	182,160.00	4.221	4,200.00	2.306	60.720
5,700.000	SYSCO CORP	16,723.01	2,915.07	167,580.00	3.884	5,928.00	3.537	29.400
	TOTAL COMMON STOCK	<u>386,660.00</u>	<u>346,193.50</u>	<u>1,409,989.32</u>	<u>32.676</u>	<u>53,001.80</u>	<u>2.341</u>	
	MUTUAL FUNDS - FIXED							



STATEMENT OF INVESTMENTS

AS OF 12/31/10

PAGE 4

ACCOUNT
60-60-001-2239091

HILLARY FOUNDATION

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
49,072.429	BLACKROCK FDS HIGH YIELD BD PORTFOLIO FUND 318 INSTITUTIONAL CLASS	347,740.51	347,740.51	375,894.81	8.711	26,008.39	6.919	7.660
5,107.252	FIDELITY ADVISOR FLOATING HIGH INCOME FUND I FUND #279	50,000.00	50,000.00	50,000.00	1.159	1,685.39	3.371	9.790
4,727.000	ISHARES BARCLAYS TR U S TIP ETF	498,554.80	498,554.80	508,247.04	11.778	21,139.14	4.159	107.520
	TOTAL MUTUAL FUNDS - FIXED	896,295.31	896,295.31	934,141.85	21.648	48,832.92	5.228	
	MUTUAL FUNDS - EQUITY							
4,266.000	ISHARES TR DJ SELECT DIV INDEX ETF	202,440.15	202,440.15	212,702.76	4.929	7,674.53	3.608	49.860
3,525.000	ISHARES TR MSCI EMERGING MKTS INDEX FD ETF	109,298.50	109,298.50	147,938.05	3.892	2,890.50	1.721	47.642
4,626.000	ISHARES MSCI EAFE INDEX FUND ETF	266,743.08	237,506.34	269,325.72	6.241	7,767.05	2.884	58.220
2,899.000	ISHARES DOW JONES U.S. TCHNLGY SECTOR INDEX FUND ETF	146,633.67	146,633.67	186,637.62	4.325	918.98	0.492	64.380
754.000	ISHARES DJ US HEALTHCARE SECTOR INDEX FD ETF	49,266.36	49,266.36	49,288.98	1.142	787.18	1.597	65.370



STATEMENT OF INVESTMENTS

AS OF 12/31/10

ACCOUNT
60-60-001-2239091

HILLARY FOUNDATION

PAGE 5

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
5,452.000	ENERGY SELECT SPDR FUND ETF	308,252.94	308,252.94	372,099.00	8.623	5,790.02	1.556	68.250
2,873.000	VANGUARD CONSUMER DISCRETIONARY ETF	159,254.39	159,254.39	173,730.31	4.026	1,723.80	0.992	60.470
3,004.000	VANGUARD INDUSTRIALS ETF	163,559.64	163,559.64	194,719.28	4.512	2,556.40	1.313	64.820
	TOTAL MUTUAL FUNDS - EQUITY	<u>1,405,448.73</u>	<u>1,376,211.93</u>	<u>1,626,441.72</u>	<u>37.690</u>	<u>30,108.46</u>	<u>1.851</u>	
	TOTAL INVESTMENTS	3,014,721.19	2,945,017.75	4,315,127.32	100.000	127,445.81	2.953	
	CASH	0.00	0.00	0.00				
	TOTAL ASSETS	3,014,721.19	2,945,017.75	4,315,127.32				
	INCOME CASH			0.00				



FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 9
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PNC BANK, N. A. 201 PENN STREET SCRANTON, PA 18501	AGENT FOR TRUSTEES 0.00	16,754.	0.	0.
WILLIAM W. SCRANTON C/O PNC BANK, N. A. - 201 PENN STREET SCRANTON, PA 18501	TRUSTEE 5.00	0.	0.	0.
MARY L. SCRANTON C/O PNC BANK, N. A. - 201 PENN STREET SCRANTON, PA 18501	TRUSTEE 5.00	0.	0.	0.
JOSEPH C. SCRANTON C/O PNC BANK, N. A. - 201 PENN STREET SCRANTON, PA 18501	TRUSTEE 5.00	0.	0.	0.
SUSAN SCRANTON DAWSON C/O PNC BANK, N. A. - 201 PENN STREET SCRANTON, PA 18501	TRUSTEE 5.00	0.	0.	0.
PETER K. SCRANTON C/O PNC BANK, N. A. - 201 PENN STREET SCRANTON, PA 18501	TRUSTEE 5.00	0.	0.	0.
WILLIAM W. SCRANTON, III C/O PNC BANK, N. A. - 201 PENN STREET SCRANTON, PA 18501	TRUSTEE 5.00	0.	0.	0.
S. CAITLIN SCRANTON C/O PNC BANK, N. A. - 201 PENN STREET SCRANTON, PA 18501	TRUSTEE 5.00	0.	0.	0.
ELIZABETH S. VALOSEK C/O PNC BANK, N. A. - 201 PENN STREET SCRANTON, PA 18501	TRUSTEE 5.00	0.	0.	0.

WILLARY FOUNDATION C/O PNC BANK, N. A.

23-7014785

JULIEN SCRANTON	TRUSTEE			
C/O PNC BANK, N. A. - 201 PENN				
STREET	5.00	0.	0.	0.
SCRANTON, PA 18501				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

<u>16,754.</u>	<u>0.</u>	<u>0.</u>
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FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
EMPLOYMENT OPPORTUNITY TRAINING CENTER OF NORTHEASTERN PA (EOTC) 116 N. WASHINGTON AVE. SCRANTON, PA 18503	FUNDING FAMILY REUNIFICATION SERVICES	PUBLIC CHARITY	24,982.
GEISINGER COMMUNITY HEALTH 100 N. ACADEMY AVENUE DANVILLE, PA 17822	FUNDING FOR TRAINING	PUBLIC CHARITY	12,000.
GREAT VALLEY TECHNOLOGY ALLIANCE 201 LACKAWANNA AVENUE - SUITE 211 SCRANTON, PA 18503	FUNDING FOR BUSINESS PLAN COMPETITION	PUBLIC CHARITY	10,000.
KINGS COLLEGE 133 NORTH RIVER STREET WILKES-BARRE, PA 18711	FUNDING FOR AFRICAN AMERICAN MALE OUTREACH PROGRAM	PUBLIC CHARITY	7,193.
LACKAWANNA RIVER CORRIDOR P. O. BOX 368 SCRANTON, PA 18501	GENERAL USE OF THE ORGANIZATION - OLD FORGE HOLE	PUBLIC CHARITY	30,000.
SCRANTON PUBLIC LIBRARY 500 VINE STREET SCRANTON, PA 18509	FUNDING FOR "OUT OF THE WILDERNESS - SCRANTON AREA 1850-1865" PROJECT	PUBLIC CHARITY	28,000.
THE NATURE CONSERVANCY - NORTHEASTERN PENNSYLVANIA P. O. BOX 55 LONG POND, PA 18334	FUNDING FOR THE LACKAWANNA COUNTY OPEN SPACE INITIATIVE GROUP	PUBLIC CHARITY	10,000.
THE PENNSYLVANIA STATE UNIVERSITY - WORTHINGTON SCRANTON UNIVERSITY PARK, PA 18602-7000	FUNDING FOR A STUDENT SUCCESS CENTER	PUBLIC CHARITY	25,000.

WILLARY FOUNDATION C/O PNC BANK, N. A.

23-7014785

UNITED WAY OF LACKAWANNA COUNTY 615 JEFFERSON AVE.-SUITE 304 SCRANTON, PA 18510	SPECIAL GRANT FOR FOOD AND HEATING	PUBLIC CHARITY	15,000.
WILKES UNIVERSITY - INSTITUTE FOR PUBLIC POLICY & ECONOMIC DEVELOPMENT - 7 S. MAIN ST.-SUITE 201 WILKES-BARRE, PA 18701	COMMUNITY DEVELOPMENT - RESEARCH & DATA ANALYSIS	PUBLIC CHARITY	15,000.
WOMEN'S RESOURCE CENTER, INC. P.O. BOX 975 SCRANTON, PA 18501	HUMAN SERVICES - ECONOMIC JUSTICE PROJECT	PUBLIC CHARITY	25,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>202,175.</u>