Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2005

Open to Public Inspection

A For the 2005 calendar year, or tax year beginning , and ending

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Final return
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization
PENNSYLVANIA PARTNERSHIPS FOR CHILDREN

Number and street (or P O box if mail is not delivered to street address) | Room/suite
20 NORTH MARKET SQUARE | 300

City or town, state or country, and ZIP + 4
HARRISBURG PA 17101-1632

D Employer identification no.
23-2613869

E Telephone number
717-236-5680

F Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) ▶

• **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).**

G Website: ▶ WWW.PAPARTNERSHIPS.ORG

J Organization type (check only one) ▶ ☒ 501(c)(3) ◂ (insert no.) ☐ 4947(a)(1) or ☐ 527

K Check here ▶ ☐ if the organization's gross receipts are normally not more than $25,000 The organization need not file a return with the IRS, but if the organization chooses to file a return, be sure to file a complete return **Some states require a complete return.**

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 1,439,779

H and are not applicable to section 527 organizations I
- **H(a)** Is this a group return for affiliates? ☐ Yes ☒ No
- **H(b)** If "Yes," enter number of affiliates ▶ N/A
- **H(c)** Are all affiliates included? ☐ Yes ☐ No (If "No," attach a list See instr)
- **H(d)** Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No
- **I** Group Exemption Number ▶ N/A
- **M** Check ▶ ☐ if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)

Revenue	1	Contributions, gifts, grants, and similar amounts received:			
	a	Direct public support	1a 1,411,855		
	b	Indirect public support	1b		
	c	Government contributions (grants)	1c		
	d	**Total** (add lines 1a through 1c) (cash $ 1,411,855 noncash $)		1d	1,411,855
	2	Program service revenue including government fees and contracts (from Part VII, line 93)		2	4,802
	3	Membership dues and assessments		3	
	4	Interest on savings and temporary cash investments		4	21,599
	5	Dividends and interest from securities		5	
	6a	Gross rents	6a		
	b	Less: rental expenses	6b		
	c	Net rental income or (loss) (subtract line 6b from line 6a)		6c	
	7	Other investment income (describe ▶)		7	
	8a	Gross amount from sales of assets other than inventory — (A) Securities / (B) Other	8a		
	b	Less: cost or other basis and sales expenses	8b 1,265		
	c	Gain or (loss) (attach schedule)	8c -1,265		
	d	Net gain or (loss) (combine line 8c, columns (A) and (B)) SEE STMT 1		8d	-1,265
	9	Special events and activities (attach schedule) If any amount is from **gaming**, check here ▶ ☐			
	a	Gross revenue (not including $ of contributions reported on line 1a)	9a		
	b	Less: direct expenses other than fundraising expenses	9b		
	c	Net income or (loss) from special events (subtract line 9b from line 9a)		9c	
	10a	Gross sales of inventory, less returns and allowances	10a		
	b	Less: cost of goods sold	10b		
	c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)		10c	
	11	Other revenue (from Part VII, line 103)		11	1,523
	12	**Total revenue** (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)		12	1,438,514
Expenses	13	Program services (from line 44, column (B))		13	1,041,811
	14	Management and general (from line 44, column (C))		14	169,720
	15	Fundraising (from line 44, column (D))		15	20,037
	16	Payments to affiliates (attach schedule)		16	
	17	**Total expenses** (add lines 16 and 44, column (A))		17	1,231,568
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)		18	206,946
	19	Net assets or fund balances at beginning of year (from line 73, column (A))		19	583,499
	20	Other changes in net assets or fund balances (attach explanation)		20	
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)		21	790,445

RECEIVED
JUN 21 2006
OGDEN, UT
761 IRS-OSC

SCANNED AUG 02 2006

Part II Statement of Functional Expenses All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) STMT 2 (cash $ 193,438 non-cash $) If this amount includes foreign grants, check here ▶ ☐	22	193,438	193,438		
23 Specific assistance to individuals (attach schedule) ☐	23				
24 Benefits paid to or for members (attach schedule)	24				
25 Compensation of officers, directors, etc.	25	131,000	107,420	20,960	2,620
26 Other salaries and wages	26	604,484	496,411	96,708	11,365
27 Pension plan contributions	27				
28 Other employee benefits	28				
29 Payroll taxes	29				
30 Professional fundraising fees	30				
31 Accounting fees	31				
32 Legal fees	32				
33 Supplies	33	10,848	8,679	1,952	217
34 Telephone	34	12,401	9,921	2,232	248
35 Postage and shipping	35	12,095	9,676	2,177	242
36 Occupancy	36	67,430	53,944	12,137	1,349
37 Equipment rental and maintenance	37				
38 Printing and publications	38	20,271	17,060	2,806	405
39 Travel	39	28,600	22,880	5,148	572
40 Conferences, conventions, and meetings	40	13,293	10,634	2,393	266
41 Interest	41				
42 Depreciation, depletion, etc. (attach schedule)	42	18,073	14,388	3,324	361
43 Other expenses not covered above (itemize): a SEE STATEMENT 3	43a	119,635	97,360	19,883	2,392
b	43b				
c	43c				
d	43d				
e	43e				
f	43f				
g	43g				
44 **Total functional expenses.** Add lines 22 through 43. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44	1,231,568	1,041,811	169,720	20,037

Joint Costs. Check ▶ ☒ if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ▶ ☐ Yes ☒ No

If "Yes," enter (i) the aggregate amount of these joint costs $ N/A , (ii) the amount allocated to Program services $ N/A ,

(iii) the amount allocated to Management and general $ N/A , and (iv) the amount allocated to Fundraising $ N/A

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose?

▶ EDUCATION AND PUBLIC OUTREACH.

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

		Program Service Expenses (Required for 501(c)(3) & (4) orgs , & 4947(a)(1) trusts, but optional for others)
a	SEE STATEMENT 4 (Grants and allocations $ 193,438) If this amount includes foreign grants, check here ▶ ☐	1,041,811
b	(Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
c	(Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
d	(Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
e	Other program services (attach schedule) (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
f	**Total of Program Service Expenses** (should equal line 44, column (B), Program services) ▶	1,041,811

Part IV Balance Sheets (See the instructions.)

	Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.			(A) Beginning of year		(B) End of year
Assets	45 Cash-non-interest-bearing			100,456	45	86,829
	46 Savings and temporary cash investments			281,368	46	192,128
	47a Accounts receivable	47a				
	b Less: allowance for doubtful accounts	47b			47c	
	48a Pledges receivable	48a	43,369			
	b Less: allowance for doubtful accounts	48b		49,385	48c	43,369
	49 Grants receivable			441	49	76,962
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)				50	
	51a Other notes and loans receivable (attach schedule)	51a				
	b Less: allowance for doubtful accounts	51b			51c	
	52 Inventories for sale or use				52	
	53 Prepaid expenses and deferred charges			4,954	53	4,188
	54 Investments-securities SEE STATEMENT 5 ▶ ☐ Cost ☒ FMV			216,318	54	329,124
	55a Investments-land, buildings, and equipment: basis	55a				
	b Less: accumulated depreciation (attach schedule)	55b			55c	
	56 Investments-other (attach schedule)				56	
	57a Land, buildings, and equipment: basis	57a	137,340			
	b Less: accumulated depreciation (attach schedule) SEE STATEMENT 6	57b	68,195	54,766	57c	69,145
	58 Other assets (describe ▶ SEE STATEMENT 7)			908	58	908
	59 **Total assets** (must equal line 74). Add lines 45 through 58.			708,596	59	802,653
Liabilities	60 Accounts payable and accrued expenses			17,892	60	12,208
	61 Grants payable				61	
	62 Deferred revenue			107,205	62	
	63 Loans from officers, directors, trustees, and key employees (attach schedule)				63	
	64a Tax-exempt bond liabilities (attach schedule)				64a	
	b Mortgages and other notes payable (attach schedule)				64b	
	65 Other liabilities (describe ▶)				65	
	66 **Total liabilities.** Add lines 60 through 65			125,097	66	12,208
Net Assets or Fund Balances	**Organizations that follow SFAS 117, check here** ▶ ☒ and complete lines 67 through 69 and lines 73 and 74.					
	67 Unrestricted			505,169	67	712,115
	68 Temporarily restricted				68	
	69 Permanently restricted			78,330	69	78,330
	Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 70 through 74.					
	70 Capital stock, trust principal, or current funds				70	
	71 Paid-in or capital surplus, or land, building, and equipment fund				71	
	72 Retained earnings, endowment, accumulated income, or other funds				72	
	73 **Total net assets or fund balances** (add lines 67 through 69 or lines 70 through 72; column (A) **must** equal line 19; column (B) **must** equal line 21)			583,499	73	790,445
	74 **Total liabilities and net assets/fund balances.** Add lines 66 and 73.			708,596	74	802,653

Part IV-A Reconciliation of Revenue per Audited Financial Statements With Revenue per Return (See the instructions.)

a	Total revenue, gains, and other support per audited financial statements			a	1,439,779
b	Amounts included on line a but not on Part I, line 12:				
1	Net unrealized gains on investments	b1			
2	Donated services and use of facilities	b2			
3	Recoveries of prior year grants	b3			
4	Other (specify).	b4	SEE STMT 8 1,265		
	Add lines b1 through b4			b	1,265
c	Subtract line b from line a			c	1,438,514
d	Amounts included on Part I, line 12, but not on line a:				
1	Investment expenses not included on Part I, line 6b	d1			
2	Other (specify):	d2			
	Add lines d1 and d2			d	
e	**Total revenue** (Part I, line 12). Add lines c and d		▶	e	1,438,514

Part IV-B Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

a	Total expenses and losses per audited financial statements			a	1,232,833
b	Amounts included on line a but not Part I, line 17:				
1	Donated services and use of facilities	b1			
2	Prior year adjustments reported on Part I, line 20	b2			
3	Losses reported on Part I, line 20	b3			
4	Other (specify):	b4	SEE STMT 9 1,265		
	Add lines b1 through b4			b	1,265
c	Subtract line b from line a			c	1,231,568
d	Amounts included on Part I, line 17, but not on line a:				
1	Investment expenses not included on Part I, line 6b	d1			
2	Other (specify):	d2			
	Add lines d1 and d2			d	
e	**Total expenses** (Part I, line 17) Add lines c and d		▶	e	1,231,568

Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contrib to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
JOAN BENSO MECHANICSBURG PA 17050	PRES. & CEO 37.5	131,000	18,404	7,000
SEE ATTACHED LISTING	VARIOUS AS NEEDED	0	0	0

Part V-A Current Officers, Directors, Trustees, and Key Employees (continued)

			Yes	No
75a	Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings ▶ 16			
b	Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s)	75b		X
c	Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to this organization through common supervision or common control? **Note.** Related organizations include section 509(a)(3) supporting organizations. If "Yes," attach a statement that identifies the individuals, explains the relationship between this organization and the other organization(s), and describes the compensation arrangements, including amounts paid to each individual by each related organization.	75c		X
d	Does the organization have a written conflict of interest policy?	75d	X	

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits

(If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions)

(A) Name and address	(B) Loans and Advances	(C) Compensation	(D) Contrib to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
N/A				

Part VI Other Information (See the instructions.)

			Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.	77	X	
78a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	78a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	78b		
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79		X
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	80a		X
b	If "Yes," enter the name of the organization ▶ and check whether it is ☐ exempt or ☐ nonexempt			
81a	Enter direct and indirect political expenditures. (See line 81 instructions.)	81a		
b	Did the organization file **Form 1120-POL** for this year?	81b		X

Part VI Other Information (continued)

			Yes	No
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a		X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.) 82b			
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? N/A	84b		
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members? N/A	85a		
b	Did the organization make only in-house lobbying expenditures of $2,000 or less? N/A	85b		
	If "Yes" was answered to either 85a or 85b, **do not** complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.			
c	Dues, assessments, and similar amounts from members 85c			
d	Section 162(e) lobbying and political expenditures 85d			
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices 85e			
f	Taxable amount of lobbying and political expenditures (line 85d less 85e) 85f			
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? N/A	85g		
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year? N/A	85h		
86	501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12 86a			
b	Gross receipts, included on line 12, for public use of club facilities 86b			
87	501(c)(12) orgs. Enter: a Gross income from members or shareholders 87a			
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) 87b			
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88		X
89a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶ 0 ; section 4912 ▶ 0 ; section 4955 ▶ 0			
b	501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b		X
c	Enter. Amount of tax imposed on the organization managers or disqualified persons during the year sections 4912, 4955, and 4958 ▶ 0			
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization ▶ 0			
90a	List the states with which a copy of this return is filed ▶ PA			
b	Number of employees employed in the pay period that includes March 12, 2005 (See instructions.) 90b 9			
91a	The books are in care of ▶ KAREN LIEBEL Telephone no. ▶ 717-236-5680			
	Located at ▶ HARRISBURG, PA ZIP + 4 ▶ 17101-1632			
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	91b		X
	If " Yes," enter the name of the foreign country ▶			
	See the instructions for exceptions and filing requirements for **Form TD F 90-22.1,** Report of Foreign Bank and Financial Accounts.			
	At any time during the calendar year, did the organization maintain an office outside of the United States?	91c		X
c	If "Yes," enter the name of the foreign country ▶			
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of **Form 1041**- Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 92 N/A			

DAA

Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: Enter gross amounts unless otherwise indicated	Unrelated business income (A) Business code	Unrelated business income (B) Amount	Excluded by sec 512, 513, or 514 (C) Exclusion code	Excluded by sec 512, 513, or 514 (D) Amount	(E) Related or exempt function income
93 Program service revenue:					
a PUBLICATIONS					4,802
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	21,599	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			1	-1,265	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a					
b MISCELLANEOUS					1,523
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0		20,334	6,325
105 Total (add line 104, columns (B), (D), and (E))				▶	26,659

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No. ▼	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
	SEE STATEMENT 10

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions)

Please Sign Here

Under penalties of perjury, I declare that I have examined this return, includ
and belief, it is true, correct, and complete. Declaration of preparer (other t

▶ _____
Signature of officer

▶ Joan L. Benso, Preside
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ Dwight E Smith, CPA

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ HAMILTON & MUSSER,
176 CUMBERLAND PKW
MECHANICSBURG, PA

[redacted]

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n), or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information-(See separate instructions.)

▶ MUST be completed by the above organizations and attached to their Form 990 or 990-EZ

OMB No 1545-0047

2005

Name of the organization

PENNSYLVANIA PARTNERSHIPS FOR CHILDREN

Employer identification number

23-2613869

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions. List each one. If there are 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) Comp	(d) Contnb to empl ben plans & deferred comp	(e) Expense account & other allowances
ANNETTE MENTZER HERSHEY, PA 17033	V.P. PROGRAM&POLICY 37.5	100,000	15,517	0
KATHRYN GELLER MYERS HUMMELSTOWN, PA 17036	COMM. DIRECTOR 37.5	67,692	10,276	0
ANN BACHARACH ARDMORE, PA 19003	COV. KIDS DIRECTOR 37.5	52,500	10,178	0
DIANE OLLIVIER HUMMELSTOWN, PA 17036	KIDS COUNT DIRECTOR 37.5	51,904	9,736	0
KAREN LIEBEL MECHANICSBURG, PA 17050	FISCAL MANAGER 24.4	52,720	5,272	0
Total number of other employees paid over $50,000 ▶	0			

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor 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 II-B Compensation of the Five Highest Paid Independent Contractors for Other Services

(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of other contractors receiving over $50,000 for other services ▶ 0		

Part III Statements About Activities (See page 2 of the instructions.)

			Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ $ 51,143 (Must equal amounts on line 38, Part VI-A, or line I of Part VI-B.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.	1	X	
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)			
a	Sale, exchange, or leasing of property?	2a		X
b	Lending of money or other extension of credit?	2b		X
c	Furnishing of goods, services, or facilities?	2c		X
d	Payment of compensation (or payment or reimbursement of expenses if more than $1,000)? SEE PART V, FORM 990	2d	X	
e	Transfer of any part of its income or assets?	2e		X
3a	Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)	3a		X
b	Do you have a section 403(b) annuity plan for your employees?	3b		X
c	During the year, did the organization receive a contribution of qualified real property interest under section 170(h)?	3c		X
4a	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	4a	X	
b	Do you provide credit counseling, debt management, credit repair, or debt negotiation services?	4b		X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)

The organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

5 ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).

6 ☐ A school. Section 170(b)(1)(A)(ii). (Also complete Part V)

7 ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).

8 ☐ A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).

9 ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). **Enter the hospital's name, city, and state** ▶

10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)

11a ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)

11b ☐ A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)

12 ☐ An organization that normally receives: **(1) more than 33 1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions-subject to certain exceptions, and **(2) no more than 33 1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)

13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: **(1)** lines 5 through 12 above; or **(2)** section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). Check the box that describes the type of supporting organization: ▶ ☐ Type 1 ☐ Type 2 ☐ Type 3

Provide the following information about the supported organizations. (See page 6 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 6 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) **Use cash method of accounting.**

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants See line 28)	1,325,425	1,385,582	1,400,223	1,201,847	5,313,077
16 Membership fees received					0
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's chantable, etc , purpose	28,737	1,807	30,169	3,117	63,830
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	11,787	9,487	5,484	14,861	41,619
19 Net income from unrelated business activities not included in line 18					0
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					0
21 The value of services or facilities furnished to the organization by a governmental unit without charge Do not include the value of services or facilities generally furnished to the public without charge					0
22 Other income Attach a schedule Do not include gain or (loss) from sale of capital assets STMT 11	867	1,535	3,465	3,973	9,840
23 Total of lines 15 through 22	1,366,816	1,398,411	1,439,341	1,223,798	5,428,366
24 Line 23 minus line 17	1,338,079	1,396,604	1,409,172	1,220,681	5,364,536
25 Enter 1% of line 23	13,668	13,984	14,393	12,238	

26 Organizations described on lines 10 or 11: **a** Enter 2% of amount in column (e), line 24 ▶ 26a 107,291

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2001 through 2004 exceeded the amount shown in line 26a. **Do not file this list with your return.** Enter the total of all these excess amounts ▶ 26b 3,225,278

c Total support for section 509(a)(1) test: Enter line 24, column (e) ▶ 26c 5,364,536

d Add: Amounts from column (e) for lines: 18 41,619 19 _____ 22 9,840 26b 3,225,278 ▶ 26d 3,276,737

e Public support (line 26c minus line 26d total) ▶ 26e 2,087,799

f **Public support percentage (line 26e (numerator) divided by line 26c (denominator))** ▶ 26f 38.9185%

27 Organizations described on line 12: **a** For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." **Do not file this list with your return.** Enter the sum of such amounts for each year: N/A

(2004) (2003) (2002) (2001)

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the **larger** of **(1)** the amount on line 25 for the year or **(2)** $5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) **Do not file this list with your return.** After computing the difference between the amount received and the larger amount described in **(1)** or **(2),** enter the sum of these differences (the excess amounts) for each year: N/A

(2004) (2003) (2002) (2001)

c Add: Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____ ▶ 27c

d Add: Line 27a total. _____ and line 27b total _____ ▶ 27d

e Public support (line 27c total minus line 27d total) ▶ 27e

f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) ▶ 27f

g **Public support percentage (line 27e (numerator) divided by line 27f (denominator))** ▶ 27g %

h **Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))** ▶ 27h %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. **Do not file this list with your return.** Do not include these grants in line 15. N/A

Part V Private School Questionnaire (See page 7 of the instructions.)
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		N/A		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		29		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		30		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?		31		
	If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)				
32	Does the organization maintain the following:				
a	Records indicating the racial composition of the student body, faculty, and administrative staff?		32a		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		32b		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		32c		
d	Copies of all material used by the organization or on its behalf to solicit contributions?		32d		
	If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)				
33	Does the organization discriminate by race in any way with respect to:				
a	Students' rights or privileges?		33a		
b	Admissions policies?		33b		
c	Employment of faculty or administrative staff?		33c		
d	Scholarships or other financial assistance?		33d		
e	Educational policies?		33e		
f	Use of facilities?		33f		
g	Athletic programs?		33g		
h	Other extracurricular activities?		33h		
	If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)				
34a	Does the organization receive any financial aid or assistance from a governmental agency?		34a		
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.		34b		
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation		35		

Part VI-A **Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions.)
(To be completed **ONLY** by an eligible organization that filed Form 5768)

Check ▶ a ☐ if the organization belongs to an affiliated group. Check ▶ b ☐ if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		42,026
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		9,117
38 Total lobbying expenditures (add lines 36 and 37)	38		51,143
39 Other exempt purpose expenditures	39		1,174,078
40 Total exempt purpose expenditures (add lines 38 and 39)	40		1,225,221
41 Lobbying nontaxable amount. Enter the amount from the following table-			
If the amount on line 40 is- / **The lobbying nontaxable amount is-**			
Not over $500,000 — 20% of the amount on line 40			
Over $500,000 but not over $1,000,000 — $100,000 plus 15% of the excess over $500,000			
Over $1,000,000 but not over $1,500,000 — $175,000 plus 10% of the excess over $1,000,000	41		197,522
Over $1,500,000 but not over $17,000,000 — $225,000 plus 5% of the excess over $1,500,000			
Over $17,000,000 — $1,000,000			
42 Grassroots nontaxable amount (enter 25% of line 41)	42		49,381
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43		0
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44		0

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.
See the instructions for lines 45 through 50 on page 11 of the instructions.)

	Lobbying Expenditures During 4-Year Averaging Period				
Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
45 Lobbying nontaxable amount	197,522	208,392	202,897	189,844	798,655
46 Lobbying ceiling amount (150% of line 45(e))					1,197,983
47 Total lobbying expenditures	51,143	50,221	67,810	87,783	256,957
48 Grassroots nontaxable amount	49,381	52,098	50,724	47,461	199,664
49 Grassroots ceiling amount (150% of line 48(e))					299,496
50 Grassroots lobbying expenditures	42,026	24,601	16,760	40,542	123,929

Part VI-B **Lobbying Activity by Nonelecting Public Charities**
(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.) N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines through **c h.**)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines through **c h.**)			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

DAA

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 12 of the instructions.)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a	Transfers from the reporting organization to a noncharitable exempt organization of.		
	(i) Cash	51a(i)	X
	(ii) Other assets	a(ii)	X
b	Other transactions:		
	(i) Sales or exchanges of assets with a noncharitable exempt organization	b(i)	X
	(ii) Purchases of assets from a noncharitable exempt organization	b(ii)	X
	(iii) Rental of facilities, equipment, or other assets	b(iii)	X
	(iv) Reimbursement arrangements	b(iv)	X
	(v) Loans or loan guarantees	b(v)	X
	(vi) Performance of services or membership or fundraising solicitations	b(vi)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	c	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 organization. If the organization 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:

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

52a Is the organization 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		

Statement 1 - Form 990, Part I, Line 8c - Sale of Assets Other Than Inventory - Other

Desc	How Rec'd	Whom Sold	Date Acquired	Date Sold	Sale Price	Cost & Expense	Deprec	Gain/ -Loss
DISPOSAL OF FIXED ASSETS	PURCHASE		VARIOUS	VARIOUS	$	$ 12,833	$ 11,568	$ -1,265
TOTAL					$ 0	$ 12,833	$ 11,568	$ -1,265

Statement 2 - Form 990, Part II, Line 22 - Grants, Allocations and Contributions

Name Address	Date of Gift	Description of Property	Relationship to Org	Class of Activity	Cash Contrib	NonCash Contrib	Book Value	BV Explantn	FMV Explntn
ROBERT WOOD JOHNSON PILOTS					$ 193,438	$	$		
TOTAL					$ 193,438	$ 0	$ 0		

Statement 3 - Form 990, Part II, Line 43 - Other Functional Expenses

Description	Total Expenses	Program Service	Mgt & General	Fund-Raising
	$	$	$	$
EXPENSES				
INSURANCE	2,363	1,890	426	47
MISCELLANEOUS FEES	529	423	95	11
PUBLIC RELATIONS	6,832	5,466	1,230	136
RECRUITMENT	673		660	13
PROFESSIONAL FEES	109,238	89,581	17,472	2,185
TOTAL	$ 119,635	$ 97,360	$ 19,883	$ 2,392

Statement 4 – Part III Primary Exempt Purpose & Statement of Program Service Accomplishments

Pennsylvania Partnerships for Children is a strong, effective, and trusted voice for improving the health, education, and well being of the Commonwealth's children. PPC's core values are to be an independent, nonpartisan, prevention-focused, research based child advocacy organization. Its prevention-based agenda concentrates on five issues that yield a strong return on investments for our children: early childhood education, family supports, health coverage, after-school programs and youth development, and quality basic education.

PPC's strategies to accomplish its goal are:

- Conducting research and analysis to develop credible, sound information and insight to drive public policy.
- Using an array of communication strategies to increase the awareness of key constituencies.
- Mobilize individuals and organizations to speak out for the interests of Pennsylvania's children.
- Representing the interests of Pennsylvania's children in Harrisburg and Washington through government relations.

Program Service Accomplishments

- Increased funding for child care subsidy and improvements in child care quality. The funding increase secured last year will allow the state to continue to expand service to an additional 3,000 children bringing the subsidy program enrollment to 110,000. The quality improvements will allow for the expansion of voluntary participation in the state's quality improvement project to nearly 50% of the regulated child care providers in the state.

- Increased funding for Head Start and provided for additional services to approximately 1,500 more children.

- Enacted a dual high school-college enrollment program that will enable high school students to take 10,000 college courses this academic year.

- Improved enrollment and renewal coverage procedures in the children health insurance program providing assistance to approximately 139,000 children.

- Provided public education materials to interested Pennsylvanians, the media and policymakers on key aspects of child well-being through:
    - A special report on school readiness - 1,500 copies distributed, and posted on the PPC Web site, and statewide media release.
    - A special report on the graduation gap - 1,500 copies distributed, and posted on the PPC Web site, and statewide media release.
    - A special report on youth employment - 1,500 copies distributed, and posted on the PPC Web site, and statewide media release.
    - A special report on youth protective and risk factors - 1,500 copies distributed, and posted on the PPC Web site, and statewide media release.
    - Semi-annual organizational newsletter mailed to 10,000 people and posted online, introducing readers to the people and programs exemplifying the best in child prevention-focused policies and practices.
    - Monthly update on progress in children's policymaking, distributed to more than 1,500 people and posted online, augmented by regularly e-mailed policy updates at critical times in the policymaking process.
    - Gave public presentations on key children's issues, including appearances in such high-level venues as legislative hearings, state board of education, gubernatorial commissions, conferences and community forums.
    - Conducted a statewide budget briefing and conference call for over 400 Pennsylvania that analyzed the impact of the state and federal budget proposals on children.

Statement 5 - Form 990, Part IV, Line 54 - Investments in Securities

Description	Beginning of Year	End of Year	Basis of Valuation
CORPORATE STOCK			
EQUITY MUTUAL FUNDS	71,584	136,661	MARKET
FIXED INCOME MUTUAL FUNDS	43,158	87,439	MARKET
VARIOUS MUTUAL FUNDS	101,576	105,024	MARKET
	216,318	329,124	

Statement 6 - Form 990, Part IV, Line 57 - Land, Buildings, and Equipment

Description	Beginning of Year	Accum Deprec	End of Year	Accum Deprec
OFFICE FURNITURE & EQUIPMENT	$ 116,456	$ 61,690	$ 137,340	$ 68,195
TOTAL	$ 116,456	$ 61,690	$ 137,340	$ 68,195

Statement 7 - Form 990, Part IV, Line 58 - Other Assets

Description	Beginning of Year	End of Year
SECURITY DEPOSIT	$ 908	$ 908
TOTAL	$ 908	$ 908

Statement 8 - Form 990, Part IV-A - Other Revenue Included on Financial Statements

Description	Amount
DISPOSAL OF FIXED ASSETS	$ 1,265
TOTAL	$ 1,265

Statement 9 - Form 990, Part IV-B - Other Expenses Included on Financial Statements

Description	Amount
DISPOSAL OF FIXED ASSETS	$ 1,265
TOTAL	$ 1,265

Statement 10 - Form 990, Part VIII - Relationship of Activities

Line No.	Description
93A	INCOME GENERATED IS USED FOR RESEARCH AND ADVOCACY FOR PENNSYLVANIA CHILDREN'S CORE ISSUES: EARLY CHILDHOOD EDUCATION, FAMILY SUPPORTS, HEALTH COVERAGE, YOUTH IN TRANSITION TO ADULTHOOD, AND QUALITY BASIC EDUCATION.
103B	MISCELLANEOUS INCOME TO FURTHER THE EXEMPT PURPOSE OF THE ORGANIZATION.

Statement 11 - Schedule A, Part IV-A, Line 22 - Other Income

Description	2004	2003	2002	2001
MISCELLANEOUS INCOME	$ 867	$ 1,535	$ 3,465	$ 3,973
TOTAL	$ 867	$ 1,535	$ 3,465	$ 3,973

PENNSYLVANIA PARTNERSHIPS FOR CHILDREN
BOARD OF DIRECTORS

William H. Alexander
Lecturer, Management Department
Wharton School, University of PA

Maureen Barber-Carey, Ed.D.
Executive Vice President
Dr. Gertrude A. Barber National Institute

Joan L. Benso
President and CEO
Pennsylvania Partnerships for Children

Michael J. Breslin
Senior Vice President of
Northwestern Human Services of PA

Peter P. Brubaker
President & CEO
Susquehanna Media Co.

Paul DiLorenzo, ACSW, MLSP
Private Consultant

Maura H. Donley, Esq.
Vice President
Membership & Communications and Corporate Secretary
PA Chamber of Business and Industry

Sheila E. Dow-Ford, Esq.
Executive Vice President and Chief Counsel
PHEA

The Honorable William F. Goodling
Former Member of Congress

Nancy E. Kukovich
President
United Way of Westmoreland County

Thomas Lamb, Jr.
Senior Vice President
PNC Bank Corporation

Mr. Edward F. Meehan
Executive Director
Rider-Pool Foundation
The Dorothy Rider Pool Health Care Trust

Martha L. Starling
Community Volunteer

Carolyn E. Steinhauser
Director of Special Projects
York Foundation

Patricia Stromberg
Former Deputy Commissioner
PA Insurance Department

David W. Sweet
Partner
Pepper Hamilton LLP

December 2005

BYLAWS
of
PENNSYLVANIA PARTNERSHIPS FOR CHILDREN
(amended April 14, 2005)

ARTICLE I

Section 1. Board of Directors Generally. The Corporation shall be governed by a Board of Directors. The directors shall be responsible for managing the business and affairs of the Corporation, including without limitation the manner in which all funds and other resources are obtained and applied by the Corporation.

Section 2. Number. The Board of Directors (the "Board") shall consist of such number of persons as the members of the Board may from time to time determine.

Section 3. Term and Election. The President of the Corporation shall be an *ex officio* director. The remaining directors shall be elected for a term of three (3) years. The directors, other than the *ex officio* director, shall be classified with respect to the time for which they shall severally hold office by dividing them into three (3) classes, each to consist, as nearly as possible, of an equal number of directors. At each annual meeting, the successors to the class of Directors whose term shall expire in that year shall be elected to hold office for the term of three (3) years and until their respective successors shall be elected and shall qualify, so that the term of one class of Directors shall expire in each year. Vacancies in the Board shall be filled by action taken by a majority of the remaining members of the Board. Such election shall be for the unexpired term.

Section 4. Meetings. The annual meeting of the Board for the election of directors and officers shall be held at such time and at such place as the Board may from time to time determine. Regular meetings of the Board shall be held at such time and place as the Board may from time to time determine. Special meetings of the Board may be called at any time by the President or not less than one fifth (1 / 5) of the directors then in office. All meetings of the Board may be held within or without the Commonwealth of Pennsylvania.

Section 5. Notice. Written notice of the time and place of all meetings of the Board shall be delivered at least five (5) days in advance of the meeting.

Section 6. Quorum; Actions by the Board. One third of the members of the Board then in office shall constitute a quorum for the transaction of business at any meeting of the Board. Actions of the Board shall be carried by the affirmative vote of a majority of the quorum present, or by the written consent of a majority of the entire Board or such greater number of directors as may be required by law.

Section 7. Telecommunications. One or more persons may participate in a meeting of the Board, or a committee of the Board, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such a meeting.

Section 8. Removal of Directors. Any director whose business, professional or other activities or interests are detrimental to the interests of the Corporation, or otherwise tend to discredit the Corporation through association of such person as a representative of the Corporation may be removed as a director upon notice and opportunity to be heard at a meeting of the board and upon subsequent approval of such removal by at least a majority of the other members of the Board acting at any meeting of the Board, provided that notice of the propose removal is contained in the notice of the meeting.

Section 9. Limitation on Liability. A director shall not be personally liable as such for monetary damages for any action taken, or any failure to take any action, unless (i) the director has breached or failed to perform the duties of a director's office under Section 511 of Title 15 of the Pennsylvania Consolidated Statutes (relating to standard of care and justifiable reliance) and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this paragraph shall not apply to (i) the responsibility or liability of a director pursuant to any criminal statute or (ii) the liability of a director for the payment of taxes pursuant to local, state or federal law. Any, modification or repeal of this paragraph shall not adversely affect any right or protection of a director existing hereunder with respect to any act or failure to act of such director occurring prior to the approval of such modification or repeal.

ARTICLE II

Officers

Section 1. Officers Generally; Election. The Corporation shall have a president, a chairperson of the board, a secretary, a treasurer and such other officers as the Board deem desirable. None of the officers except the chairperson need be a member of the Board. The same individual may hold any two or more offices. In addition to the powers and duties set forth in these bylaws each officer shall have such powers and duties as are usually related to his or her office and as the Board may determine by resolution. All officiers shall be elected ~~for a period of one (1) year or at the discretion of the Board, and shall continue to serve after the expiration of such period until he or she resigns or is replaced by action of the Board.~~ to serve two (2) year terms or to fulfill the remainder of an unexpired term. The Chair and the Vice Chair shall be elected in odd numbered years and the treasurer and secretary shall be elected in even numbered years for terms commencing January 1 of the subsequent year.

Section 2. Chairperson of the Board. The chairperson shall preside at meetings of the Board, and shall perform the duties of the president in the, event of his or her absence, incapacity or death, subject to the policies and directions of the Board.

Section 3. President. The president shall be the chief executive officer of the Corporation and shall control and manage the property, business and affairs of the Corporation subject to the policies and directions of the Board. The president shall be an ex officio member of the Board and of all Committees appointed by the Board.

Section 4. Vice Chairpersons. The vice chairpersons, if any, shall assist the chairperson in the performance of his or her duties, and shall perform the duties of the president in the, event of the absence, incapacity or death of both the president and the chairperson, subject to the policies and directions of the Board.

Section 5. Secretary. The secretary shall keep the minutes of all meetings of the Board and shall have charge and custody of the records of the Board and the Corporation.

Section 6. Treasurer. The treasurer shall have charge and, custody of all funds of the Corporation, shall maintain an accurate accounting system and shall present financial reports to the Board in such manner as the Board may from time to time determine.

ARTICLE III

Committees

Section 1. Executive Committee. The Board, by resolution adopted by a majority or the directors in office, may designate and appoint an executive committee which, to the extent provided in said resolution, shall have and exercise the authority of the Board between meetings of the Board; provided, however, that the executive committee shall not have the authority to do the following: (i) fill vacancies in the Board; (ii) adopt, amend or repeal bylaws; or (iii) amend or repeal any resolution of the full Board.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated by a resolution adopted by a majority of the directors at a meeting at which a quorum is present. Except. as otherwise provided in such resolution, the chairperson of the board and the president of the Corporation, in consultation, shall appoint the members thereto. Any member thereof may be removed by the person

or persons authorized to appoint such member whenever in his or her judgment the best interests of the Corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the directors of the Corporation or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

ARTICLE IV

Conflicts of Interest

Section 1. Policy. It is the policy of the Corporation and the Board of Directors that no contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors are directors or officers, or have a financial interest, or in which any director or officer has any other conflict of interest, shall be authorized or entered into unless the material facts as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors, and the Board in good faith authorizes the contract or transaction by an affirmative vote of a majority of the directors other than the interested director or directors. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes the contract or transaction

ARTICLE V

Indemnification

Section 1. Third Party Actions. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a Director or officer of the corporation, or is or was serving at the request of the corporation as a Director, officer or representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding.

Section 2. Derivative Actions. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a Director or officer of the corporation, or is or was serving at the request of the corporation as a Director, officer or representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments fines and amount paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action or suit.

Section 3. Procedure for Effecting Indemnification. Indemnification under Sections 1 or 2 of this Article V shall be automatic and shall not require any determination that indemnification is proper, except that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 4. Advancing Expenses. Expenses incurred by a person who may be indemnified under Section 1 or 2 shall be paid by the corporation in advance of the final disposition of any action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined by a court of competent jurisdiction that he is not entitled to be indemnified by the corporation.

Section 5. Indemnification of Employees, Agents and Other Representatives. The corporation may, at the discretion and to the extent determined by the Board of Directors of the corporation, (i) indemnify any person who neither is nor was a Director or officer of the corporation but who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether brought by or in the right of the corporation), by reason of the fact that the person is or was an employee, agent or other representative of the corporation, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding and (ii) pay such expenses in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking of the kind described in Section 4 of this Article V.

Section 6. Rights to Indemnification. Any amendment or modification of these Bylaws that has the effect of limiting a person's rights to indemnification with respect to any act or failure to act occurring prior to the date of adoption of such amendment or modification shall not be effective as to that person unless he consents in writing to be bound by the amendment or modification. The indemnification and advancement of expenses provided by or granted pursuant to these Bylaws

to a person shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VI

Amendment to Bylaws

Section 1. Amendment. These bylaws may be altered, amended or repealed by a majority present at any duly constituted meeting of directors.

Certification

I, the undersigned, Secretary of Pennsylvania Partnerships for Children, certify that duly noted amendments to the Bylaws were authorized at the April 14, 2005 Board of Directors meeting.

Signature of Secretary
Maura Donley

5/30/06
Date

Form **8868**
Rev. (December 2004)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I and check this box** ▶ [X]
- If you are filing for an **Additional (not automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time- Only submit original (no copies needed)

Form 990-T corporations requesting an automatic 6-month extension-check this box and complete Part I only ▶ [ ]

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns Partnerships REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041

Electronic Filing (e-file). *Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the* returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit www.irs.gov/efile

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization	Employer identification number
	PENNSYLVANIA PARTNERSHIPS FOR CHILDREN	23-2613869
	Number, street, and room or suite no If a P O box, see instructions 20 NORTH MARKET SQUARE 300	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. HARRISBURG PA 17101-1632	

Check type of return to be filed (file a separate application for each return):

[X] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ KAREN LIEBEL

Telephone No ▶ 717-236-5680 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) N/A If this is for the whole group check this box ▶ [X] If it is for part of the group check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-months for a Form 990-T corporation) extension of time until 8/15/06, to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [X] calendar year 2005 or
▶ [ ] tax year beginning , and ending

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions $

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit $

c **Balance Due.** *Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit* with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions $

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions