

IN THE ORPHANS' COURT DIVISION OF THE COURT OF COMMON PLEAS
OF CENTRE COUNTY, PENNSYLVANIA

IN RE: THE SECOND MILE
ORPHANS' COURT NO. 14-12-0255

FILED FOR RECORD
CENTRE COUNTY, PA
2014 JUN 8 AM 1 45
CHRISTINE M. MILLINDER
REGISTER TO WILLS &
CLERK OF ORPHANS COURT

**PETITION FOR DISTRIBUTION OF
ASSETS AND THE DISSOLUTION OF THE SECOND MILE**

The Board of Directors of The Second Mile ("Petitioners"), by its attorneys, hereby files this Petition for Distribution of Assets and the Dissolution of The Second Mile pursuant to Sections 5547(b) and 5981 of the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa.C.S. §§ 5101 et seq. ("PA Nonprofit Law"), and, in support thereof, states as follows:

FACTUAL BACKGROUND.

1. The Second Mile, founded and incorporated in 1977 as a Pennsylvania non-profit corporation, currently maintains its principal place of business at 270 Rolling Ridge Drive, Suite 100, Bellefonte, PA 16823-8420
2. The Internal Revenue Service recognized The Second Mile in 1978 as a federal tax-exempt organization under Section 501(c)(3) and a public charity under Section 509(a)(1) of the Internal Revenue Code.
3. The mission of The Second Mile was to challenge young people to achieve their potential as individuals and community members by providing opportunities for them to develop positive life skills and self-esteem. The Second Mile also provided, as part of its mission, education and support for parents and professionals addressing the needs of youth.
4. From its origins in 1977 as a Pennsylvania non-profit corporation first formed to establish and operate a home for foster children, The Second Mile grew into a statewide organization providing nine different programs that reached more than 100,000 Pennsylvania

children annually, with over 6,000 individuals receiving direct services. All programs were offered free of charge and were provided in partnership with parents, teachers, school counselors and other youth professionals.

5. The Second Mile's programs were generally categorized into three areas, Early Intervention, Community-Based and Prevention, with nine specific programs within these three areas:

a. Early Intervention: Challenge Program, Friend Program and Friend Fitness Program.

b. Community-Based: Foster Family Support Program, Counseling & Referral Services and Children's Fund (grants, community service awards and post-secondary scholarships).

c. Prevention: Leadership Institute, PEAK (Prevention: Education and Awareness for Kids) and Nittany Lion Tips.

6. As a private, non-profit corporation, The Second Mile relied on the efforts of local volunteers and financial support from individuals, businesses and organizations in order to fund its programs and serve children in communities throughout the Commonwealth of Pennsylvania.

7. Under its current Bylaws, The Second Mile is governed by a Board of Directors, which is self-perpetuating.

8. On November 4, 2011, the news media widely reported on the findings of a Statewide Investigating Grand Jury that Mr. Gerald Sandusky ("Sandusky"), the founder of The Second Mile, allegedly had engaged in acts of child sexual abuse, and that Sandusky had been indicted for such unlawful conduct.

9. As Sandusky was widely associated with The Second Mile as its founder and a

prominent fund raiser, it immediately became apparent that the allegations against Sandusky, especially as they focused on child sexual abuse, jeopardized the very existence of The Second Mile.

10. In fact, as a result of the Sandusky disclosures, donations to The Second Mile virtually ceased. The Second Mile's volunteer base, on which it relied to deliver its programming, shrank considerably, and certain referral sources to the Second Mile's programs were reluctant to refer children to The Second Mile programs while Sandusky was under a cloud of suspicion.

11. Consequently, The Second Mile was faced with three potential courses of action: (a) restructuring the organization and keeping its programs operational, even if at a reduced level of service and funding; (b) maintaining the programs by transferring them to other child services organizations; or (c) discontinuing all operations and programs.

12. Petitioners determined that the Sandusky indictment and the developments described above rendered the accomplishment of the charitable objects of The Second Mile impracticable, if not impossible, within the meaning of 15 Pa.C.S.A. § 5981(1), and concluded that The Second Mile could not continue its charitable purpose but should transfer its programs to another nonprofit provider and, ultimately, dissolve.

13. As a result of these unanticipated and destructive events, The Second Mile, subject to the oversight of the Attorney General of the Commonwealth of Pennsylvania, in her parens patriae role as to all charitable institutions, and this Court, marshaled the assets of The Second Mile and prepared for its ultimate dissolution.

14. In that effort, The Second Mile sought and, without objection from the Attorney General, obtained the approval of this Court to transfer and or sell the following assets:

a. By Order dated March 26, 2013, this Court approved the sale of the office

building owned by The Second Mile to A.G.L.2 Limited Partnership. A true and correct copy of the referenced Order is attached to this Petition as Exhibit “A.”

b. By Order dated April 17, 2013, this Court approved the transfer of The Second Mile’s intellectual property (participant, donor and program databases and information) and the sum of \$200,000 to Arrow Child & Family Ministries and its affiliate, Arrow Family & Child Ministries of Pennsylvania (collectively, “Arrow”). A true and correct copy of the referenced Order is attached to this Petition as Exhibit “B.”

c. By Order dated July 2, 2014, this Court approved the transfer of an additional \$300,000, certain designated computers and The Second Mile Endowment Fund to Arrow. A true and correct copy of the referenced Order is attached to this Petition as Exhibit “C.”

d. By Orders dated October 30, 2014, and June 24, 2015, this Court approved the sale of certain undeveloped and unused real estate owned by The Second Mile on Bernel Road in Patton Township, Pennsylvania, to Michael J. Lee, an unrelated developer. True and correct copies of the referenced Orders are attached to this Petition collectively as Exhibit “D.”

15. Following the approved transfers and disposition of assets, and after regular and necessary business expenses, which were subject to the oversight of the Attorney General, The Second Mile has assets of approximately \$800,000. A copy of The Second Mile’s Asset and Liability List as of December 31, 2015, is attached as Exhibit “E.”

16. The Second Mile has collected all monies due The Second Mile and Petitioners do not reasonably anticipate that there will be any further donations or revenue paid to The Second Mile.

17. The current level of assets is not sufficient to maintain any programs for the benefit of the children previously served by The Second Mile.

18. Consequently, The Second Mile no longer is operating programs and its only expenses relate to legal and accounting costs which will continue to reduce the assets available for transfer to and use for programs which more closely approximate the intent and purpose of The Second Mile and its donors.

19. For the reasons set forth in the Petition, the objects of The Second Mile have wholly failed and their accomplishment by The Second Mile is impracticable if not impossible.

20. The Second Mile, for specified coverage years, maintained insurance policies through Ace Insurance Company, The Philadelphia Insurance Company and Chubb Insurance Company.

21. Currently, there are no claims pending against The Second Mile, nor is The Second Mile aware of any threatened claims by alleged Sandusky victims.

22. Petitioners are aware that the Pennsylvania State University (“Penn State”) has indicated that it may file a claim for indemnification against The Second Mile and/or its insurers arising out of the claims by victims of Sandusky which were filed against and/or settled by Penn State.

23. Except for bills incurred in the ordinary course, for which The Second Mile has funds to pay, there are no outstanding monies owed by The Second Mile to creditors or otherwise.

24. Petitioners have full power to proceed to wind up and settle the affairs of The Second Mile.

25. Petitioners now seek the approval of this Court for the transfer of the remaining assets of The Second Mile to the Attorney General, who has agreed to accept the funds and hold them in escrow for appropriate disposition, along with the earnings on such funds, as her office deems appropriate and consistent with the mission of The Second Mile.

26. If this Petition is approved, The Second Mile has made arrangements for the storage of its archived records for a period of three years from the date of the Court's Order at facilities operated by Automated Records Centre, which is located at 301 Rolling Rock Drive, Bellefonte, PA 16823. A true and correct copy of the proposal for storage is attached to this Petition as Exhibit "F."

27. At a Special Meeting of the Board on July 16, 2015, Petitioners approved the transfer of assets to the Attorney General and the involuntary dissolution of The Second Mile, pending this Court's approval. A true and correct copy of the Resolution approving the transfer and dissolution is attached as Exhibit "G."

LEGAL FRAMEWORK.

28. All charitable organizations in the Commonwealth of Pennsylvania are subject to supervision by both the Orphans' Court and the Attorney General, exercising her parens patriae powers, as acknowledged by the Pennsylvania Supreme Court in In re Pruner's Estate, 390 Pa. 529 (1957).

29. This Court has exclusive jurisdiction over The Second Mile and its assets pursuant to Section 711(21) of the Probate, Estates and Fiduciaries Code ("PEF Code"), 20 Pa.C.S.A. § 711(21), and Pennsylvania Rule of Judicial Administration 2156, Pa.R.J.A. No. 2156.

30. The Pennsylvania Nonprofit Law governs and restricts the operations of nonprofit charities such as The Second Mile. Such organizations are not permitted to take any action which would result in a fundamental change or disposition of assets without Orphans' Court approval.

31. Assets of a nonprofit corporation cannot be "diverted from the objects to which [they were] donated, granted or devised" without an order of the Orphans' Court approving the

disposition of the property. 15 Pa.C.S.A. § 5547(b).

32. In the event a nonprofit corporation determines to wind up proceedings and dissolve under Section 5981 of the Pennsylvania Nonprofit Law (“PA Nonprofit Law”), 15 Pa.C.S.A. § 5981, the nonprofit corporation also must obtain Orphans’ Court approval prior to any disposition of property. 15 Pa.C.S.A. § 5976(b).

33. Notice of the filing of this Petition has been given to the Attorney General of the Commonwealth of Pennsylvania by letter dated January 7, 2016, a copy of which is attached as Exhibit “H.”

34. This Court has the authority to direct that any or all of the provisions of Sections 5992-5997 of the Pa Nonprofit Law (known as Subchapter H) shall apply to an involuntary dissolution.

35. Petitioners now seek the approval of this Court to authorize The Second Mile to publish and serve the notices required under 15 Pa.C.S.A. § 5992(c), directing all claimants and potential claimants to send any claims to the Office of the Attorney General, and authorizing the Attorney General to receive all matured claims and accept or reject such claims for payment or partial payment, and provide for all unmatured claims pursuant to the procedures set forth in Sections 5993-5997 of the PA Nonprofit Law, as her office deems appropriate and consistent with the charitable mission of The Second Mile.

36. Petitioners also seek the approval of this Court, pursuant to Section 5987 of the Pa Nonprofit Law, to have any claims not filed with the Attorney General within 120 days after the date on which the notice required under 15 Pa.C.S.A. § 5992(c) is last published, barred from participating in any of the assets of The Second Mile, notwithstanding Section 5993(c) of the PA Nonprofit Law.

37. Petitioners further seek the approval of this Court to have the judgment of the

Attorney General on the disposition of all claims be conclusive pursuant to Section 5997(c) of the Pa Nonprofit Law.

38. Petitioners finally request that this Court direct the Clerk of this Court to file the Articles of Involuntary Dissolution attached as Exhibit "I" with the Secretary of State of the Commonwealth of Pennsylvania pursuant to Section 5989(b) of the PA Nonprofit Law as the assets of The Second Mile are not sufficient to discharge all liabilities and such assets have been applied as far as they will go toward the payment of all liabilities.

WHEREFORE, Petitioners, the Board of Directors of The Second Mile, respectfully request that, as the ability of The Second Mile to carry out its charitable purpose has been severely compromised and it is no longer able to accomplish its stated mission, this Petition for Distribution of Assets and Dissolution of The Second Mile be granted as follows:

a. The Second Mile be authorized to pay the Automated Records Centre for storage of the archived records of The Second Mile from the Automated Records Centre.

b. The Second Mile be directed to publish the notices required by 15 Pa.C.S.A. § 5992(c) and is authorized to pay any remaining business expenses and those expenses incurred in connection with the transfer of assets as approved by the Order of this Court.

c. The Second Mile be authorized to transfer all remaining funds to the Office of Attorney General within 30 days of the date of the Court's Order.

d. The Attorney General be authorized to receive all claims and accept or reject for payment or partial payment all such matured claims and provide for all unmatured claims pursuant to the procedures set forth in Sections 5993-5997 of the PA Nonprofit Law, as her office deems appropriate and consistent with the charitable mission of The Second Mile.

e. The judgment of the Attorney General on the disposition of all claims be

deemed conclusive pursuant to Section 5997(c) of the Pa Nonprofit Law,

f. The Clerk of this Court be directed to file the Articles of Involuntary Dissolution attached as Exhibit "I" with the Secretary of State of the Commonwealth of Pennsylvania pursuant to Section 5989(b) of the PA Nonprofit Law as the assets of The Second Mile are not sufficient to discharge all liabilities and such assets have been applied as far as they will go toward the payment of all liabilities.

g. Any claims not filed with the Attorney General within 120 days after the date on which the notice required under 15 Pa.C.S.A. § 5992(c) is last published be barred from participating in any of the assets of The Second Mile, notwithstanding Section 5993(c) of the PA Nonprofit Law.

h. The Second Mile be deemed dissolved under Section 5981 of the PA Nonprofit Law, 15 Pa.C.S.A. § 5981, upon the filing of the Articles of Involuntary Dissolution by the Clerk of this Court with the Secretary of State of the Commonwealth of Pennsylvania.

i. The Court grant such additional relief as it deems necessary and proper.

OF COUNSEL:

ARCHER & GREINER, P.C.

One Liberty Place

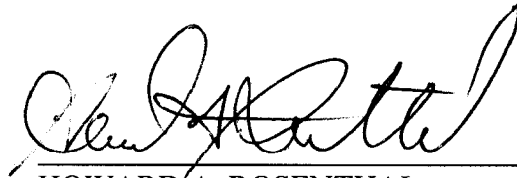
Thirty-Second Floor

1650 Market Street

Philadelphia, Pennsylvania 19103-7393

Telephone: (215) 963-3300

Facsimile: (215) 963-9999



HOWARD A. ROSENTHAL

GARY D. FRY

Attorneys for Petitioners

IN THE COURT OF COMMON PLEAS
OF THE 49th JUDICIAL DISTRICT OF PENNSYLVANIA
CENTRE COUNTY
CIVIL DIVISION - ORPHANS' COURT

In Re: **The Second Mile;**
Petition for Expedited Approval of
Sale of Atherton Street Property

NO. 14-12-0255 of 2011

AND NOW, this 26th day of March, 2013, upon Petitioner's Petition for Expedited Approval of Sale of Atherton Street Property, and having received no objections to the sale of said asset, the Petition is hereby APPROVED and Petitioner is permitted to sell the Atherton Street Property in accordance with the terms set forth in said Petition and pursuant to the terms of the Agreement of Sale dated January 18, 2013, between The Second Mile and A.G.L. 2 Limited Partnership. The Court hereby ORDERS the funds from the disposition of the Atherton Street Property to be held in accordance with the terms of this Court's Order of September 4, 2012, until further Order of Court.

Attorney for the Petitioner is hereby ORDERED to serve a copy of this Order on the Attorney General and all parties of interest who have been previously served with a copy of the Petition.

The argument set for March 28, 2013, is hereby cancelled.

BY THE COURT


WILLIAM F. MORGAN, S.J.
SPECIALLY PRESIDING

FILED FOR RECORD
2013 MAR 26 P 3:10
KIMBERLY A. BARTON
REGISTER OF WILLS
CLERK OF ORPHANS COURT
CENTRE COUNTY PA

IN THE COURT OF COMMON PLEAS
OF THE 49th JUDICIAL DISTRICT OF PENNSYLVANIA
CENTRE COUNTY
CIVIL DIVISION – ORPHANS' COURT

WILLIAM A. BARTON
REGISTER OF WILL &
ESTATE RECORDS
CENTRE COUNTY, PA

2013 APR 22 P 4:12

FILED FOR RECORD

IN RE: THE SECOND MILE
Petition for Limited
Distribution of Assets

No. 14-12-0255 of 2012

ORDER

AND NOW, this 17th day of April, 2013, upon consideration of the Motion to Lift Stay and Amended Petition for Limited Distribution of Assets filed by The Second Mile, and any and all responses thereto, it is hereby ORDERED that the Petition is GRANTED as follows:

- a. The Court's September 4, 2012 stay of proceedings is lifted to the extent required by the Order;
- b. The Second Mile's Plan for the transfer of intellectual property and the sum of \$200,000 to Arrow and Arrow – PA is approved.
- c. All remaining assets of The Second Mile shall be retained by The Second Mile, subject to regular and necessary business expenses as more fully set forth in this Amended Petition, pending final disposition of all litigation, claims or related matters and further Order of this Court.

BY THE COURT


WILLIAM F. MORGAN, S.J.
Specially Presiding

IN THE COURT OF COMMON PLEAS
OF THE 49th JUDICIAL DISTRICT OF PENNSYLVANIA
CENTRE COUNTY
CIVIL DIVISION – ORPHANS' COURT

**In Re: The Second Mile;
Supplemental Petition for Further
Limited Distribution of Assets**

NO. 14-12-0255 of 2011

ORDER

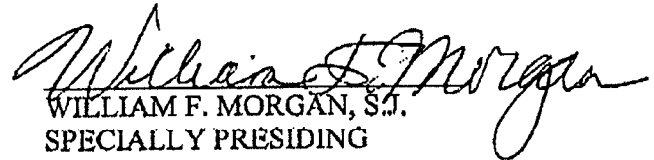
AND NOW, this 2nd day of July, 2014, upon consideration of the Supplemental Petition for Limited Distribution of Assets ("Supplemental Petition") filed by The Second Mile, and as the Court ordered that any objections or responses thereto were due to be filed no later than Monday, June 23, 2014, and as no objections or responses thereto were filed, it is hereby ORDERED and DECREED that the Supplemental Petition is GRANTED as follows:

- a. The Court's September 4, 2012 stay of proceedings is lifted to the extent required by the Order;
- b. The Second Mile is authorized to transfer \$300,000 to Arrow Child & Family Ministries of Pennsylvania, Inc. ("Arrow-PA"), as more fully set forth in the Supplemental Petition. The Second Mile is also authorized to transfer the 10 computers referenced in the Supplemental Petition to Arrow-PA so long as all information and data stored on those computers has been archived and removed from the hard drives of those computers.
- c. The Second Mile is further authorized to transfer "The Second Mile Endowment Fund" (Account No. 127312 at MML Investors Services, Inc.), deposited at SEI Private Trust Company, to Arrow-PA subject to the restrictions set forth in the Supplemental Petition and Arrow's Endowment Policy as previously approved by the Attorney General.

- d. All remaining assets of The Second Mile shall be retained by The Second Mile, subject to regular and necessary business expenses as more fully set forth in the Supplemental Petition and this Court's Order dated September 4, 2012, pending final disposition of all litigation, claims or related matters or further Order of this Court.

The Petitioner is hereby ORDERED to serve a copy of this Order on the Attorney General and all parties of interest who have been previously served with a copy of the Supplemental Petition.

BY THE COURT:


WILLIAM F. MORGAN, S.J.
SPECIALLY PRESIDING

IN THE COURT OF COMMON PLEAS
OF THE 49th JUDICIAL DISTRICT OF PENNSYLVANIA
CENTRE COUNTY
CIVIL DIVISION - ORPHANS' COURT

IN RE: THE SECOND MILE
Petition to Approve Sale of Real
Estate

No. 14-12-0255 of 2014

FILED FOR RECORD
2014 OCT 30 AM 11:55
KIMBERLY A. BARTON
REGISTER OF WILL &
CLERK OF ORPHANS' COURT
CENTRE COUNTY

ORDER

AND NOW, this 30th day of October, 2014, upon consideration of the
Petition for Approval of Sale of Real Estate ("Petition") filed by The Second Mile, and any and
all responses thereto, it is hereby ORDERED that the Petition is GRANTED as follows:

- a. The Court's September 4, 2012 stay of proceedings is lifted to the extent required by this Order.
- b. The sale of the property owned by The Second Mile and located at 2400 Bernel Road, Patton Township, Pennsylvania, as more fully described in the Petition ("Bernel Road Property") to Michael J. Lee is approved pursuant to the terms of the Agreement of Sale dated June 24, 2014.
- c. The proceeds from the sale of the Bernel Road Property and all remaining assets of The Second Mile shall be retained by The Second Mile, subject to regular and necessary expenses in the ordinary course of business, as well as, *inter alia*, settlements related to Sandusky victims' claims, legal fees, insurance and, subject to further Order this Court, transfers and payments related to the dissolution of The Second Mile.

Petitioner is hereby ORDERED to serve a copy of this Order on the Attorney General and all parties of interest who were previously served with a copy of the Petition.

BY THE COURT:


WILLIAM F. MORGAN, S.J.
SPECIALLY PRESIDING

11495076v1

IN THE COURT OF COMMON PLEAS
OF THE 49th JUDICIAL DISTRICT OF PENNSYLVANIA
CENTRE COUNTY
CIVIL DIVISION – ORPHANS' COURT

IN RE: THE SECOND MILE

Petition to Approve Sale of Real
Estate

No. 14-12-0255 of 2011

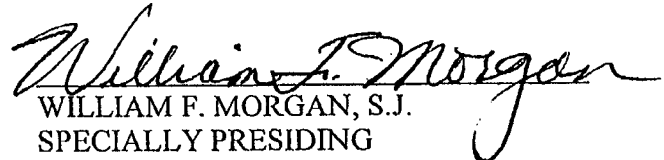
AMENDED ORDER

AND NOW, this 24th day of June, 2015, upon consideration of the Petition for Approval of Sale of Real Estate ("Petition"), previously filed by The Second Mile, as well as (a) the information provided to the Court by The Second Mile by letter dated June 15, 2015, regarding the status of the sale, and (b) the letter dated June 12, 2015, from the Attorney General in her parens patriae role as to charitable institutions advising that she has no objection to the requested amendment, it is hereby ORDERED that the Order dated October 30, 2014 granting the Petition, is hereby amended as follows:

- a. The Court's September 4, 2012 stay of proceedings is lifted to the extent required by this Amended Order.
- b. The sale of the property owned by The Second Mile and located at 2400 Bernel Road, Patton Township, Pennsylvania, as more fully described in the Petition ("Bernel Road Property") to Michael J. Lee is approved pursuant to the terms of the Agreement of Sale dated May 28, 2015.
- c. The proceeds from the sale of the Bernel Road Property and all remaining assets of The Second Mile shall be retained by The Second Mile, subject to regular and necessary expenses in the ordinary course of business, as well as, inter alia, settlements related to Sandusky victims' claims, legal fees, insurance and, subject to further Order this Court, transfers and payments related to the dissolution of The Second Mile.

Petitioner is hereby ORDERED to serve a copy of this Order on the Attorney General
and all parties of interest.

BY THE COURT:


WILLIAM F. MORGAN, S.J.
SPECIALLY PRESIDING

12703657v1

DECEMBER 2015 Asset and Liability List*

Assets

Cash	\$	825,036
-------------	-----------	----------------

Subtotal	\$	825,036
-----------------	-----------	----------------

Liabilities

Accounts Payable	\$	25,000
-------------------------	-----------	---------------

Total	\$	25,000
--------------	-----------	---------------

Net assets	\$	800,036
-------------------	-----------	----------------

*Note: Estimated as of December 17, 2015 for
projected value on December 31, 2015

Automated Records Centre, Inc.

738 Bellefonte Avenue
Lock Haven, PA 17745

Invoice

Date	Invoice #
12/14/2015	121415

Bill To
The Second Mile P. O. Box 802 Lemont, PA 16851

P.O. No.	Terms	Project

Quantity	Description	Rate	Amount
413	Storage of containers for three year retention period	12.60	5,203.80
49	Storage of computer towers for three year retention period	72.00	3,528.00
2	final pickup of boxes	5.00	10.00
3	final pickup of computer towers	5.00	15.00
		Total	\$8,756.80

THE SECOND MILE
Board of Directors Special Meeting
July 16, 2015

WHEREAS, The Second Mile was founded and incorporated in 1977 as a Pennsylvania non-profit corporation.

WHEREAS, the Internal Revenue Service recognized The Second Mile in 1978 as a federal tax-exempt organization under Section 501(c)(3) and a public charity under Section 509(a)(1) of the Internal Revenue Code.

WHEREAS, the mission of The Second Mile was to challenge young people to achieve their potential as individuals and community members by providing opportunities for them to develop positive life skills and self-esteem, as well as to provide education and support for parents and professionals addressing the needs of youth.

WHEREAS, from its origins in 1977 as a Pennsylvania non-profit corporation first formed to establish and operate a home for foster children, The Second Mile grew into a statewide organization providing nine different programs that reach more than 100,000 Pennsylvania children annually, with over 6,000 individuals receiving direct services.

WHEREAS, as a private, non-profit corporation, The Second Mile historically relied on the efforts of local volunteers and financial support from individuals, businesses and organizations in order to fund its programs and serve children in communities throughout the Commonwealth of Pennsylvania.

WHEREAS, on November 4, 2011, the news media widely reported on the findings of a Statewide Investigating Grand Jury that Mr. Gerald Sandusky, the founder of The Second Mile, had engaged in alleged acts of child sexual abuse, and that Sandusky had been indicted for such allegedly unlawful conduct.

WHEREAS, as Sandusky was widely associated with The Second Mile as its founder and a prominent fund raiser, it became apparent that the allegations against Sandusky, especially as they focused on child sexual abuse, jeopardized the existence of The Second Mile.

WHEREAS, as a result of the Sandusky disclosures, donations to The Second Mile virtually ceased, and referral sources to The Second Mile's programs failed to refer children to The Second Mile programs.

WHEREAS, the Board of Directors of The Second Mile decided that it was in the best interests of the children and programs it was created to support to transfer the programs and assets of The Second Mile to other similarly situated organizations and to dissolve.

WHEREAS, in that effort, The Second Mile sought and, without objection from the Attorney General, obtained the approval of the Orphans' Court of the Court of Common Pleas of Centre County to transfer and or sell the following assets:

a. By Order dated March 26, 2013, the Court approved the sale of the former office building owned by The Second Mile.

b. By Order dated April 17, 2013, the Court approved the transfer of The Second Mile's intellectual property (participant, donor and program databases and information) and the sum of \$200,000 to Arrow Child & Family Ministries and its affiliate, Arrow Family & Child Ministries of Pennsylvania (collectively, "Arrow").

c. By Order dated July 2, 2014, the Court approved the transfer of an additional \$300,000, certain designated computers and The Second Mile Endowment Fund to Arrow.

d. By Orders dated October 30, 2014, and June 24, 2015, the Court approved the sale of certain undeveloped and unused real estate owned by The Second Mile on Bernel Road in Patton Township, Pennsylvania, to an unrelated developer.

WHEREAS, following the approved transfers and disposition of assets, and after regular and necessary business expenses, which were subject to the oversight of the Attorney General, The Second Mile has assets of approximately \$850,000.

WHEREAS, the current level of assets is not sufficient to maintain any programs for the benefit of the children previously served by The Second Mile and it no longer is operating such programs.

WHEREAS, The Second Mile has insurance which, depending on the year of any alleged incident, is available to defend any related claim, which is provided through ACE Insurance Company, The Philadelphia Insurance Company and

Chubb Insurance Company.

WHEREAS, that the Board of Directors has determined that the only legal claims pending against The Second Mile are as follows:

- a. John Doe 6 v. The Pennsylvania State University, et al.; Civil Action No. 2:13-CV-00336-AB (United States District Court for the Eastern District of Pennsylvania) (“Doe 6 Litigation”); and
- b. D.F. v. The Second Mile, et al.; August Term, 2014, No. 3085 (Court of Common Pleas of Philadelphia County)(“DF Litigation”).

WHEREAS, that the Doe 6 Litigation is covered by insurance through Ace Insurance Company and the DF Litigation is covered by insurance through Philadelphia Insurance Company.

WHEREAS, that the Board of Directors is not aware of any other claims against The Second Mile or its assets.

WHEREAS, that the Board of Directors has made arrangements for the storage of its archived records for a period of three years at facilities operated by Automated Records Centre, which is located at 301 Rolling Rock Drive, Bellefonte, Pennsylvania 16823.

NOW, THEREFORE, BE IT

RESOLVED, that the Board of Directors has determined that the objects of The Second Mile have wholly failed and their accomplishment by The Second Mile is impracticable if not impossible.

RESOLVED, that the Board of Directors has elected and has full power to wind up and settle the affairs of The Second Mile.

RESOLVED, that the Board of Directors approves the filing of a Petition for Distribution of Assets and the Dissolution of The Second Mile, including the transfer of the remaining assets of The Second Mile to the Attorney General of the Commonwealth of Pennsylvania, who has agreed to accept the funds and hold them in escrow for appropriate disposition as her office deems appropriate and consistent with the mission of The Second Mile.

RESOLVED, that the Board of Directors approves the involuntary dissolution, pending the Court's approval, of The Second Mile.

RESOLVED, that the Board of Directors directs that notice of filing of the Petition be given to the Attorney General of the Commonwealth of Pennsylvania and all appropriate parties by counsel for The Second Mile.

RESOLVED, that the Board of Directors has elected to proceed under Section 5985 of the Pennsylvania Non-Profit Law and to direct that any and all of the provisions of Sections 5992-5997 of the Pennsylvania Non-Profit Law shall be applied to this involuntary dissolution.

RESOLVED, that the Board of Directors shall cause to be published and served the notices required by Section 5992(c) of the Pennsylvania Non-Profit Law, directing all claimants and potential claimants to send any claims to the Office of Attorney General and that the Attorney General shall receive all claims

and accept or reject for payment or partial payment all such matured claims and provide for all unmatured claims pursuant to the procedures set forth in the Pennsylvania Non-Profit Law as the Attorney General deems appropriate and consistent with the charitable mission of The Second Mile.

RESOLVED, that the Board of Directors shall seek the approval of the Court to have any claims not filed with the Attorney General within 90 days after the date on which the notice is last published barred from participating in any assets of The Second Mile, notwithstanding Section 5993(c) of the Pennsylvania Non-Profit Law.

RESOLVED, that the Board of Directors shall seek approval of the Court to have the judgment of the Attorney General on the disposition of all claims be deemed conclusive pursuant to Section 5997(c) of the Pennsylvania Non-Profit Law.

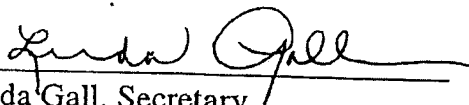
RESOLVED, that the Board of Directors shall seek the approval of the Court to have the Clerk of the Court file Articles of Involuntary Dissolution for The Second Mile with the Secretary of State of the Commonwealth of Pennsylvania.

RESOLVED, that David Woodle, as President, and Linda Gall, as Secretary, be and they hereby are authorized, empowered and directed to execute any documents that may be required pursuant to this Resolution or to obtain the approval of the Orphans' Court, together with any and all instruments,

certifications, verifications and affidavits deemed necessary in connection with the filing of the Petition and to effectuate the matters approved by the Court.

The undersigned hereby certifies that she is the duly elected and qualified Secretary of The Second Mile; that the foregoing is a true record of a Resolution duly adopted at the Special Meeting of the Board of Directors of The Second Mile; that said meeting was held in accordance with the By-Laws of The Second Mile on July 16, 2015; and that said Resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary this 16 day of July, 2015.


Linda Gall, Secretary

Archer&Greiner P.C.
ATTORNEYS AT LAW

Howard A. Rosenthal

hrosenthal@archerlaw.com
215-246-3144 Direct

One Liberty Place - 32nd Floor
1650 Market Street
Philadelphia, PA 19103-7393
215-963-3300 Main
215-963-9999 Fax
www.archerlaw.com

January 7, 2016

VIA UPS – No. 1Z 6R6 E91 13 9487 1751

Mark A. Pacella, Esquire
Chief Deputy Attorney General
Charitable Trusts & Organizations Section
Office of Attorney General
16th Floor
Strawberry Square
Harrisburg, PA 17120

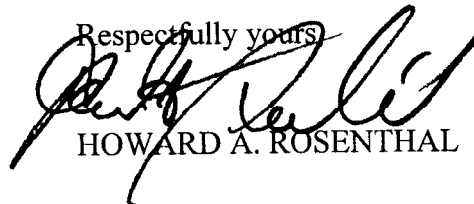
Re: In Re: The Second Mile; Docket No. 14-12-0255 (Court of Common Pleas of Centre County, Pennsylvania – Orphans' Court Division) – Petition for Dissolution

File No. SEC038.00403

Dear Mark:

Enclosed, as we earlier discussed, is a copy of the Petition for Dissolution, which is being filed on behalf of The Second Mile. A copy of this Petition is also being served on counsel for The Pennsylvania State University as well as all interested parties. Please contact us with the Attorney General's position with respect to the requested relief.

Respectfully yours,




HOWARD A. ROSENTHAL

HAR/dms
Enclosure

VIA HAND DELIVERY
cc(w/encl.): Joseph F. O'Dea, Jr., Esquire

113620529v1

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input checked="" type="checkbox"/> Return document by mail to: The Second Mile <hr/> Name P.O. Box 802 <hr/> Address Lemont, PA 16851 <hr/> City State Zip Code <input checked="" type="checkbox"/> Return document by email to: <u>hrosenthal@archerlaw.com</u>	Articles of Involuntary Dissolution Domestic Corporation DSCB:15-1989/5989 (rev. 7/2015)  1989
--	--

Read all instructions prior to completing.

Fee: None

Check one: Business Corporation (§ 1989) Nonprofit Corporation (§ 5989)

In compliance with the requirements of the applicable provisions (relating to articles of involuntary dissolution), the undersigned officer of the office of the clerk of the court of common pleas, desiring to evidence the dissolution of a corporation, hereby certifies that:

1. The name of the corporation is: <u>The Second Mile</u>
--

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: <i>(Complete only (a) or (b), not both)</i>					
(a) Number and Street	City	State	Zip	County	
<u>P.O. Box 802, Lemont, PA 16851</u>				<u>Centre</u>	
(b) Name of Commercial Registered Office Provider					County
c/o: _____					

3. The court, term and number or other identification of the proceeding in which a decree dissolving the corporation was entered is: <u>Court of Common Pleas of Centre County - Orphans' Court Division;</u> <u>No. 14-12-0255</u>

4. Check one of the following:

- The costs and expenses of the foregoing proceeding and the liabilities of the corporation have been discharged and all the remaining assets of the corporation, if any, have been distributed as provided in 15 Pa.C.S. Subch. 19G or 59G (relating to involuntary liquidation and dissolution).
- The assets of the corporation are not sufficient to discharge such costs, expenses and liabilities, and all the assets of the corporation have been applied, as far as they will go, to the payment of such costs, expenses and liabilities.

5. A certified copy of the decree of dissolution is set forth in full in Exhibit A attached hereto and made a part hereof.

IN TESTIMONY WHEREOF, the undersigned officer of the office of the clerk of the court of common pleas has executed these Involuntary Articles of Dissolution this

_____ day of _____, _____.

Court of Common Pleas of Centre County -
Orphans' Court Division

Name of Court

Signature

Title

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**

Instructions for Completion of Form:

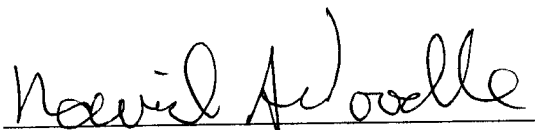
- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. There is no filing fee with respect to this form.

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. The following shall accompany this form:
- (1) A certified copy of the order of dissolution.
 - (2) Any necessary governmental approvals.
- D. No tax clearance certificates from the Department of Revenue or from the Bureau of Employment Security of the Department of Labor and Industry evidencing payment of all taxes and charges payable to the Commonwealth are required to be submitted with this form, under the presumption that they have been filed with the Court.
- E. This form and all accompanying documents shall be mailed to the address stated above.

VERIFICATION

David Woodle, being first duly sworn according to law, deposes and says that he is President of The Second Mile, and that he is authorized to make this Verification on its behalf, and, further, that he has reviewed the foregoing Petition and that the statements contained therein are true and correct based upon his personal knowledge or, otherwise, on information and belief. This Verification is made subject to the penalties of 18 Pa. C.S.A. § 4904 relating to unsworn falsification to authorities.


David Woodle
President

**IN THE ORPHANS' COURT DIVISION OF THE COURT OF COMMON PLEAS
OF CENTRE COUNTY, PENNSYLVANIA**

IN RE: THE SECOND MILE

ORPHANS' COURT NO. 14-12-0255

CERTIFICATE OF SERVICE

The undersigned counsel for Petitioners certify that true and correct copies of the foregoing Petition and proposed Order were served on the Attorney General of Pennsylvania on January 7, 2016 in the manner noted and addressed as follows:

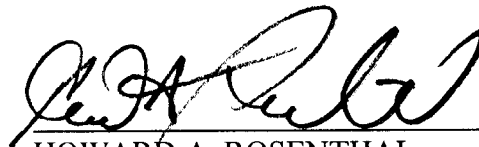
VIA UPS – No. 1Z 6R6 E91 13 9487 1751

Mark A. Pacella, Esquire
Chief Deputy Attorney General
Charitable Trusts & Organizations Section
Office of Attorney General
16th Floor
Strawberry Square
Harrisburg, PA 17120

VIA HAND DELIVERY

Joseph F. O'Dea, Jr., Esquire
Saul Ewing LLP
1500 Market Street
Philadelphia, PA 19102

Copies of the Petition are also being served on all interested parties whose names appear on the Service List attached as Exhibit "A," by depositing such copies in the United States Mail, first class postage prepaid.



HOWARD A. ROSENTHAL
Attorneys for Petitioners

OF COUNSEL:

ARCHER & GREINER, P.C.
One Liberty Place
Thirty-Second Floor
1650 Market Street
Philadelphia, Pennsylvania 19103-7393
Telephone: (215) 963-3300
Facsimile: (215) 963-9999
113639866v1

SERVICE LIST

A. J. Nagle Family Foundation
19 Garden Avenue
Bronxville, NY 10708-3007

A.W. & Sons Enterprise
309 East Beaver Avenue
State College, PA 16801-4961

Mr. and Mrs. George Ahart
367 Valley Hi Court
Walnutport, PA 18088-9655

Ms. Celeste L. Alfieri
335 E Lancaster Avenue
C-17
Downingtown, PA 19335-2904

Mr. and Mrs. Michael B. Amato
821 Shamrock Avenue
State College, PA 16801-6994

Ms. Melinda Amphor
43244 Katie Leigh Court
Ashburn, VA 20147-3109

Mr. D. Reed Anderson, Esquire
Susquehanna Commerce Center East,
Suite E600
221 West Philadelphia Street
York, PA 17401

Mr. and Mrs. Douglas A. Anderson
2385 Pine Hurst Drive
State College, PA 16803-3384

Mr. and Mrs. Edward Anderson
PO Box 576
Huntingdon, PA 16652-0576

Mr. and Mrs. Robert Andronici
202 Thunder Hill Road
Centre Hall, PA 16828-8937

Mr. Louis Appell
140 E. Market Street
York, PA 17401-1219

Mr. and Mrs. H. Jesse Arnelle
400 Urbano Drive
San Francisco, CA 94127-2827

Mr. John Arnold
P.O. Box 2621
Harrisburg, PA 17105-2621

Mr. William W. Asbury
PO Box 517
Port Matilda, PA 16870-0517

Dennis R. Baltzley
1311 Waterview Court
Lake Geneva WI, WI 53147

Barton Associates, Inc.
221 West Philadelphia Street
York, PA 17401

Mr. and Mrs. Jack Beiter
20 Wingstone Lane
Devon, PA 19333-1649

Mr. Cliff Benson
133 Centennial Avenue
Sewickley, PA 15143-1207

Mrs Lynn Shaub Benton for Harold A.
(Bud) Shaub
4255 Bucksin Lake Drive
Ellicott City, MD 21042-1255

Dr. and Mrs. Bill B. Benton
4255 Bucksin Lake Drive
Ellicott City, MD 21042-1255

Mr. Jeffrey J. Bergstrom and Mrs. Amy
Meserve
430 Riverview Road
Swarthmore, PA 19081-1221

April Birmingham, SVP, Community
Relations Manager
1100 N. King Street
DE5-001-05-03
Wilmington, DE 19884

Ms. Eva Blum
One PNC Plaza
249 Fifth Avenue, P1-POPP-20-1
Pittsburgh, PA 15222-2707

Mr. Felix Boake and Ms. Kelly Grimes
573 Westgate Drive
State College, PA 16803-1357

Mr. and Mrs. Edward R. Book
305 Village Heights Drive
#221
State College, PA 16801-7691

Dr. and Mrs. Robert J. Boron
127 West Pauline Drive
Clearfield, PA 16830-1021

Mr. and Mrs. Kyle Brady
2221 Alicia Lane
Atlantic Beach, FL 32233-5975

Mr. Dennis P. Brenckle
4242 Carlisle Pike
PO Box 8874
Camp Hill, PA 17011

Mr. Daniel Bright
100 Aspen Drive
Boalsburg, PA 16827-1736

Mr. and Mrs. Gary C. Butler
2015 Parkton Lane
York, PA 17408-1566

SERVICE LIST

C.E. Bennett Foundation
1201 Snuff Mill Road
Wilmington, DE 19807

Patricia LeVan for Dr. Thomas Cahill
100 Brader Drive
Wilkes Barre, PA 18705

Mr. Art Campbell
521 N. 12th Street
Suite 203
Lemoyne, PA 17043

Mr. Richard Campbell
1615 Brush Valley Road
Centre Hall, PA 16828-8016

Mr. Anthony Campisi
183 Leaders Heights Road
P. O. Box 2726
York, PA 17405-2726

Mr. John Cappelletti
23791 Brant Lane
Laguna Niguel, CA 92677-1341

Mr. and Mrs. Peter M. Carlino
825 Berkshire Boulevard
Suite 200
Reading, PA 19610-1247

William E. Carlson, Esquire
36 South Charles Street
Suite 2000
Baltimore, MD 21201

Ronald P. Carnevali, Jr., Esquire
Ameriserv Financial Building
Post Office Box 280
Johnstown, PA 15907

Chambers Environmental Group
2550 Shingletown Road
State College, PA 16801-8026

Mr. Tom Chucuddy
2080 Chelsea Lane
State College, PA 16801-2709

Ms. Joanne H. Churckran
238 Hubler Road
State College, PA 16801

Mr. Martin Cohen
2851 Baglyos Circle
Bethlehem, PA 18020-8038

Robert L. Corcoran
3135 Easton Turnpike
Fairfield, CT 06828-0002

Senator Jake Corman
270 Edward Drive
Bellefonte, PA 16832

Dr. and Mrs. John J. Coyle
1698 Princeton Drive
State College, PA 16803-3257

Mr. and Mrs. Art Dangel
180 Presidents Drive
State College, PA 16803-1801

Mrs. Doris Daniels
3100 N. Leisure World Boulevard
#203
Silver Spring, MD 20906-8341

Ms. Janet L. Fowler Dargitz
116 Grandview Road
State College, PA 16801-7011

Mr. Neal DeAngelo
100 North Conahan Drive
Hazleton, PA 18201-7355

Del-Bar Sheet Metal Company
P.O. Box 275
Hazleton, PA 18201-0275

Mrs. JoAnn DeRose
906 Heritage Hills Drive
York, PA 17402-8405

Mr. and Mrs. Thomas Derr
991 Greenbriar Drive
State College, PA 16801-6974

Mr. and Mrs. Joseph S. DeSadio, Jr.
2801 4th Avenue
Altoona, PA 16602

Mr. Donald Devorris
259 Lakemont Park Boulevard
P. O. Box 2566
Altoona, PA 16603-2566

Mr. and Mrs. John Dimakopoulos
1229 N. Atherton Street
State College, PA 16803-2984

Mr. and Mrs. John Dinunzio
230 Horizon Drive
State College, PA 16801-8616

Mr. and Mrs. Thomas Doorley, III
34 Arnold Road
Wellesley Hills, MA 02481-2841

Tom Dowling, Managing Director, Brand
Marketing
Four Gateway Center
3rd Floor
Pittsburgh, PA 15222

Mr. and Mrs. Keith Driftmier
215 Harness Downs Road
Port Matilda, PA 16870-8770

SERVICE LIST

Mr. and Mrs. Merlin R. Dunkelberger
95 Heffner Road
Wernersville, PA 19565-9760

Mr. and Mrs. Eddie L. Dunklebarger
960 Sunnyside Road
York, PA 17408-8913

Mr. and Mrs. Charles Ehinger
7242 Brownwell Drive
Mentor, OH 44060-5117

Mr. Todd Erdley
2171 Sandy Drive
State College, PA 16801

Faye Eson, Chief Development and
Communications Officer
National Headquarters
2929 FM 2920 Road
Spring, TX 77388

Mr. Kenneth Ewing
825 Creek Road
Newport, PA 17074-0056

Mr. Thomas V. Falkie
347 Echo Valley Lane
Newtown Square, PA 19073-1619

Mr. Craig Fayak
7 Mullens Lane
Bernardsville, NJ 07924-2611

Mr. Gavin Fernsler
110 Benner Circle
Bellefonte, PA 16823-8433

Mr. Michael Fiore
5506 6th Avenue Rear
Altoona, PA 16602-1205

Mr. Bruce Fleischer and Ms. Heidi
Nicholas
1003 Greenbriar Drive
State College, PA 16801-6936

Mr. and Mrs. Steve Ford
31 Ridgeview Terrace
Elmsford, NY 10523-2423

Mr. Robert Fortinsky
315 Simpson Street
Kingston, PA 18704-3045

Mr. and Mrs. Lawrence G. Foster
425 Windmere Drive
State College, PA 16801-7670

Dr. Frank A. Franco
1425 Old Mill Road
Reading, PA 19610-2834

Mr. Rodney Frazier and Ms. DrueAnne
Schreyer
108 South Nixon Road
State College, PA 16801-2311

Frost & Conn, Inc.
1301 North Atherton Street
State College, PA 16803-2932

Mr. and Mrs. Charles A. Fusina
1548 King James Drive
Pittsburgh, PA 15237-1588

Blake and Linda Gall
131 Blackberry Lane
Boalsburg, PA 16827-1062

Mr. Drew W. Garban
236 South Academy Road
Boalsburg, PA 16827-1437

Mr. and Mrs. Lawrence D. Gent
12776 Yacht Club Circle
Fort Myers, FL 33919-4530

Mr. and Mrs. John H. Gilmore, Jr.
19718 Prince Benjamin Drive
Lutz, FL 33549-5004

The Graham Group
1420 Sixth Avenue
PO Box 1104
York, PA 17403-2620

Mr. Gary Gray and Ms. Kathleen
O'Toole
Box 156
Lemont, PA 16851-0156

Mr. and Mrs. Roger E. Grimes, Jr.
585 Zinns Mill Road
Lebanon, PA 17042-8865

Mr. and Mrs. Michael Guman
3913 Pleasant Avenue
Allentown, PA 18103-9773

Mr. Donald Hamer
2470 Fox Hill Road
State College, PA 16803-1729

Mr. Victor Hammel
P. O. Box 13848
Reading, PA 19612-3848

Mr. and Mrs. Brian Hand
241 Mt. Pleasant Drive
Boalsburg, PA 16827-1808

Mr. Franco Harris
5700 Corporate Drive
Suite 455
Pittsburgh, PA 15237-5851

SERVICE LIST

Mr. Les Hart
612 Tree Lane
Duncansville, PA 16635-7066

Mr. Jeff Hartings
501 Silverside Road
Suite 123
Wilmington, DE 19809-1377

Mr. and Mrs. Anthony W. Hartlaub
1131 Brian Lane
Hanover, PA 17331-7884

Mr. and Mrs. Ronald Haverstock
12143 Woods Bay Lane
Carmel, IN 46033-9527

Mr. and Mrs. Jack Heckendorn
269 Waring Avenue
State College, PA 16801-6110

Mr. and Mrs. Benjamin L. Heim
192 Blackberry Hill
Port Matilda, PA 16870-7016

Mr. and Mrs. Bruce Heim
444 E. College Avenue
Suite #560
State College, PA 16801-5575

Mrs. Carol M. Herrmann
122 Abbott Lane
State College, PA 16801-7963

Mr. and Mrs. Robert S. Hershey
613 Sunset Drive
Dillsburg, PA 17019-1359

Mr. and Mrs. Steve Hevner
780 Glendale Road
York, PA 17403-4128

Mr. and Mrs. Jack Hewes, Jr.
351 Applebrook Drive
Malvern, PA 19355-3354

Mr. and Mrs. Edward R. Hintz, Jr.
140 Sunset Drive
Chatham, NJ 07928-1244

Mr. P. Douglas Hoke
3140 South Salem Church Road
York, PA 17408-9534

Mr and Mrs. Jerome Holleran
1740 Van Reed Road
Reading, PA 19608-8801

Mrs. Martha Hostetter
23 Dogwood Drive
Hershey, PA 17033-2614

Mr. and Mrs. J. Lloyd Huck
233 Lions Hill Road
State College, PA 16803-1860

Mr. J. Robert Hummer
1024 Laureldale Court
Lititz, PA 17543-6615

Mr. William Hutton
64 Oxmead Road
Mt. Holly, NJ 08060

Mr. and Mrs. Michael J. Irwin
3505 Oak Lane
Altoona, PA 16602-1832

Mr. and Mrs. William A. Jaffe
2351 Oak Leaf Drive
State College, PA 16803-3376

Mr. and Mrs. Matthew Johnson
77 Prospect Hill Avenue
Summit, NJ 07901-3705

Mrs. Mildred C. Johnson
PO Box 122
Lanese, PA 16849-0122

Mr. Al Jones
2601 Gateway Drive Bristol II
Ste 175 PO Box 648
State College, PA 16804-0648

Mr. and Mrs. Richard Kalin
905 Robin Road
State College, PA 16801-4139

Mr. and Mrs. James Keller
1064 Windsor Road
Red Lion, PA 17356-8656

Mr. and Mrs. William H. Kerlin, Jr.
715 Rosewood Lane
York, PA 17403-5917

Mr. William Kerlin
1420 Sixth Avenue
PO Box 1104
York, PA 17403-2620

Mr. Edward L. Kifer
204 W Beaver Avenue
Suite 208
State College, PA 16801-4818

Mr. & Mrs. Michael P. Kilgour
1963 Bernays Drive
York, PA 17404-6468

Mr. and Mrs. Tom King
1305 West College Avenue
State College, PA 16801-2712

SERVICE LIST

Mr. Alan Kirk and Ms. Patricia Roenigk
202 East Willowood Court
Port Matilda, PA 16870-7023

Mr. and Mrs. John A. Klinedinst
127 Mellinger Road
Wrightsville, PA 17368-9520

Mr. and Mrs. Thomas D. Knepley
130 East Lafayette Street
West Chester, PA 19380-2424

Mr. and Mrs. Dallas L. Krapf
407 Jacobs Court
Exton, PA 19341-2343

Mr. Michael Kuntz
1835 Market Street
21st Floor
Philadelphia, PA 19103

Ms. Kay Kustanbauter
2346 Sagamore Drive
State College, PA 16803-2412

Mr. and Mrs. Edward J. Lauth, III
485 Scenery Drive
State College, PA 16801-7979

Mr. George Lavin, Jr.
2511 Darby Road
Havertown, PA 19083

Mr. Ralph Licastro and Ms. Laura Reidy
745 West Foster Avenue
State College, PA 16801-3936

Mr. and Mrs. James J. Litterelle, Jr.
1301 N Harrison Street
Apt 1604
Wilmington, DE 19806-3143

Mr. and Mrs. Eric Loop
626 Fillmore Road
State College, PA 16803-3704

Mr. Bradley Lunsford
1748 Cambridge Drive
State College, PA 16803-3263

Maier Family Foundation
6100 W Ridge Road
Erie, PA 16506-1018

Mr. and Mrs. Joseph S. Makoid
2755 Ashton Court
Doylestown, PA 18902-1944

Dr. and Mrs. Donald Marks
109 McCann Drive
State College, PA 16801-7995

Mr. and Mrs. Peter S. Marshall
131 Banner Way
Boalsburg, PA 16827-1813

Mr. and Mrs. William Martin
265 Brush Valley Road
Boalsburg, PA 16827-1028

Mass Mutual Matching Gift Center
PO Box 9002
Stuart, FL 34995-9002

Mr. and Mrs. Steven J. Masterson
4918 Gander Court
Harrisburg, PA 17112-2170

Mr. and Mrs. Robert Mayer, Jr.
1023 Stone Stack Drive
Bethlehem, PA 18015-5053

Debra Tague McCarthy
714 Weadley Road
Radnor, PA 19087

Mr. Mike McCloskey
1420 Parsons Lane
Ambler, PA 19002-1712

Mr. Ryan McCombie
1769 Cambridge Drive
State College, PA 16803-3264

Mr. Ted McDowell
734 S. Atherton Street
State College, PA 16801-4628

Mr. and Mrs. Brian McFeann
240 Hillendale Drive
Doylestown, PA 18901

Mr. and Mrs. William D. McFeann
35 Deer Ford Drive
Lancaster, PA 17601-5642

Mr. Edward F. McGinley, III
741 Newton Road
Villanova, PA 19085-1027

Mr. Bob Medsger and Mr. Rod Fletcher
1301 North Atherton Street
State College, PA 16803-2932

Karen Mellen, Director, Corporate
Practice
222 Merchandise Mart Plaza
Suite 250
Chicago, IL 60654-1022

Mr. and Mrs. Don Meyer
1015 Greenbriar Drive
State College, PA 16801-6936

SERVICE LIST

Mr. George Middlemas
225 W Washington Street
Suite 1500
Chicago, IL 60606-3485

Mrs. Marquerite Miller
11212 Shannondell Drive
Norristown, PA 19403-5600

Mr. and Mrs. James B. Miller
517 Kingsberry Circle
Pittsburgh, PA 15234-1067

Mr. Daryl Milliner
654 Illinois Avenue
Pittsburgh, PA 15221-4719

Mr. Todd C. Moules
2129 Glenbury Avenue
Lakewood, OH 44107-5413

Mr. Kim Moyer
41 Cinema Drive
York, PA 17402-2656

Dr. Joel Myers
605 West Hamilton Avenue
State College, PA 16801-4108

Mr. and Mrs. Ray Neag
1216 Old Mill Road
Reading, PA 19610-2853

Melanie Nero, Esquire
305 E. Drinker Street
Scranton, PA 18512

Mr. and Mrs. David Nevins
1370 Haymaker Road
State College, PA 16801-6987

New Pig Corp.
One Pork Avenue
Tipton, PA 16684

Ms. Heidi Nicholas
1003 Greenbriar Drive
State College, PA 16801-6936

Nittany Media, Inc
P.O. Box 111
Lewistown, PA 17044

Ms. Mariam C. Noland
333 W. Fort Street
Suite 2010
Detroit, MI 48226-3134

Mr. and Mrs. Charles R. Noll
2488 Hepplewhite Drive
York, PA 17404-1214

North American Communications
141 NAC Drive
Duncansville, PA 16635-9428

Mr. James Novinger
1441 Stoneridge Drive
Middletown, PA 17057-5977

Mr. Michael O'Donnell
2089 Ramsey Road
Monroeville, PA 15146-4913

Mrs. Kimberly Ortenzio-Nielsen
1756 Marlin Ridge
Camp Hill, PA 17011-8480

Matthew L. Owens, Esquire
2595 Interstate Drive
Suite 101
Harrisburg, PA 17101

Mark A. Pacella, Esquire
Office of Attorney General
16th Floor, Strawberry Square
Harrisburg, PA 17120

Mr. and Mrs. Ben R. Parker, Jr.
11375 Primrose Lane
Rockville, VA 23146-1743

Mr. and Mrs. George A. Parmer
911 Grove Road
Harrisburg, PA 17111-4674

Mr. Michael Patrick
135 North George Street
Suite 227
York, PA 17401-1135

Mr. and Mrs. Charles C. Pearson, Jr.
2641 Allen Glen Drive
Mechanicsburg, PA 17055-5997

Mr. Neil L. Peters
1651 Mentor Avenue
#2906
Painesville, OH 44077-1718

Mr. and Mrs. A. Duer Pierce
1201 Snuff Mill Road
Wilmington, DE 19807-1043

Ms. Carol Pioli
833 Galen Drive
State College, PA 16803-1123

Mr. Jim Plessinger
1945 S. Queen Street
York, PA 17403-4715

Mr. and Mrs. Robert E. Poole, Jr.
720 N. Nixon Road
State College, PA 16803-2255

SERVICE LIST

Meaghann C. Porth, Esquire
1205 Westlakes Drive
Suite 300
Berwyn, PA 19312

Mr. and Mrs. Alec J. Pringle
1401 Circleville Road
State College, PA 16803-3115

Mr. Jack Raykovitz and Ms. Katherine
Genovese
714 Rosslyn Road
Boalsburg, PA 16827-1903

Mr. and Mrs. Stanley J. Raykovitz
1600 Spur Road
Morrisville, PA 19067-2605

Ms. Catherine A. Rein
21 East 22nd Street
#8B
New York, NY 10010-5335

Mr. and Mrs. Neal Rhoads
46 Almond Drive
Hershey, PA 17033-1759

Mr. David Richards
116 East College Avenue
State College, PA 16801-4708

Mr. Robert D. Ricketts
22 Cricklewood Circle
State College, PA 16803-2105

Mr. and Mrs. Dan and Nancy Ring
203 East Willowood Court
Port Matilda, PA 16870-7023

Mr. Robert W. Rissinger
108 Earl Drive
Millersburg, PA 17061-2406

Mr. and Mrs. Richard Rogers
7450 Old Cox Park
Fairview, TN 37062-8123

Ann F. Roscoe, Executor
13500 N. Rancho Vistoso Blvd.
#33
Tucson, AZ 85755

Mr. and Mrs. William F. Rothman
553 Bridgeview Drive
Lemoyne, PA 17043-1380

Mr. Ray Roundtree
149 Palsgrove Way
Chester Springs, PA 19425

Mr. and Mrs. Lester J. Rowell, Jr.
772 Darby Paoli Road
Berwyn, PA 19312-2136

Mr. John E. Runnells
PO Box 53
Oldwick, NJ 08858-0053

Rutgers Organics Corp.
201 Struble Road
State College, PA 16801-7488

RW & Shirley Rissinger Foundation
900 Manor Drive
Millersburg, PA 17061-1444

Mr. and Mrs. George Sample
1001 University Drive
State College, PA 16801-6600

Mr. and Mrs. Joseph Sarra
120 Mossey Glen Road
State College, PA 16801-8905

Mr. Roger J. Schmidt
1117 Snyder Road
Reading, PA 19609-1100

Ms. DrueAnne Schreyer
108 South Nixon Road
State College, PA 16801-2311

Mr. Raymond S. Schroeder and Ms.
Staci Anderson
605 Dellinger Road
Mount Wolf, PA 17347-9742

Mr. and Mrs. Gary Schultz
636 Rosslyn Avenue
P.O. Box 363
Boalsburg, PA 16827-1902

Mr. and Mrs. Robert Schwartz
2370 Alexander Palm Drive
Naples, FL 34105-3038

Mr. and Mrs. Steve and Amy Seltzer
433 Sabbath Rest Road
Altoona, PA 16601-7567

Mr. and Mrs. John C. Shaffer
60 Edgewood Road
Summit, NJ 07901-3988

Mr. Lance Shaner
2352 Oak Leaf Drive
State College, PA 16803-3377

Mr. Matt Shaner
1 PPG Place
Suite 2370
Pittsburgh, PA 15222-5401

Mr. and Mrs. Jeff Sharp
1310 Sandpiper Drive
State College, PA 16801-7713

SERVICE LIST

Mrs. Pat Shaub
203 Cairncroft Road
Oakville, ON L6J-4M2

Mr. Louie Sheetz
5700 Sixth Avenue
Altoona, PA 16602-1111

Mr. and Mrs. Jack L. Shepley
3833 Pamay Drive
Mechanicsburg, PA 17050-7675

Dr. John Sheridan
111 Oakwood Drive
State College, PA 16801-7065

Mr. William Shipley III
PO Box 1509
York, PA 17405-1509

Mr. Harry K. Sickler, Jr.
P. O. Box 12
Tyrone, PA 16686-0012

Mr. and Mrs. Scott A. Sides
5090 Goldens Path
York, PA 17408-9042

Mr. and Mrs. Doug Sieg
20 Lenox Road
Summit, NJ 07901-3733

Mr. and Mrs. Philip H. Sieg
1522 Woodledge Circle
State College, PA 16803-1855

The Louis Silvi Foundation
1600 University Drive
State College, PA 16801-6451

Mr. John T. Smith
728 Clearmount Road
York, PA 17403-4124

Mr. and Mrs. Larry and Molly Snavelly
275 Holly Ridge Drive
State College, PA 16801-7296

Mr. and Mrs. Jack A. Sommer
380 School Street
York, PA 17402-9536

Mr. and Mrs. Thomas Songer
1951 Pine Hall Road
Suite 150
State College, PA 16801-5106

Mr. and Mrs. David A. Sprenkle
870 Kendale
Red Lion, PA 17356-9572

Dr. Gerald Stein
1301 N Astor Street
#2
Chicago, IL 60610-2113

Mr. and Mrs. Lewis G. Steinberg
2651 Sleepy Hollow Drive
State College, PA 16803-2230

Mr. and Mrs. Doug Strang
740 Monument Road
Malvern, PA 19355-2861

Ms. Lori Strimple
300 Market Street
Williamsport, PA 17701-6300

Mr. Donald Stripling
P. O. Box 130
Wernersville, PA 19565-0130

Mr. Fred Strouse
144 Beacon Circle
Boalsburg, PA 16827-1260

Mr. and Mrs. Ric Struthers
900 Old Kennett Road
Greenville, DE 19807-1520

Mr. and Mrs. Michael Sullivan
235 Ridge Avenue
State College, PA 16803-3525

Mr. and Mrs. John B. Swayne, III
PO Box 531
Unionville, PA 19375-0531

Mr. and Mrs. Kenneth Sweigart
3780 Taralee Drive
York, PA 17406-7055

Mr. and Mrs. Robert Szeyller
1036 Seibert Road
Bellefonte, PA 16823-8562

Mark A. Tennant, President/CEO
National Headquarters
2929 FM 2920 Road
Spring, TX 77388

The Pepsi Bottling Group
400 Graham Street
Mc Kees Rocks, PA 15136-2755

Mr. and Mrs. Mark A. Toniatti
PO Box 255
State College, PA 16804-0255

Mr. Dom Toscani
700 Hobbs Road
Wayne, PA 19087-2334

SERVICE LIST

Total Equipment Company
400 Fifth Avenue
Coraopolis, PA 15108-3945

Mr. and Mrs. Mick Trombley
2391 Oak Leaf Drive
State College, PA 16803-3376

Mr. and Mrs. William A. Turney
499 Lymington Road
Severna Park, MD 21146-3533

Mr. John R. Vincenti
1344 Curtin Street
State College, PA 16803-3017

Mr. Thomas Vranich
455 Sterling Drive
Red Lion, PA 17356-9505

Robert L. Waldman, Esquire
750 W. Pratt Street
Suite 900
Baltimore, MD 21202

Mr. Jeffrey Walters
601 N Front Street
Harrisburg, PA 17101-1013

Mr. and Mrs. N. Daniel Waltersdorff
5029 Waltersdorff Road
Spring Grove, PA 17362-7568

Mr. and Mrs. Peter Weiler
29 Chapel Rd
North Hampton, NH 03862-2206

Mr. and Mrs. Elliott Weinstein
15 North Cherry Lane
PO Box 5005
York, PA 17405-5005

Mr. and Mrs. Michael J. Wheeler
100 Indian Springs Road
Red Lion, PA 17356-8380

Dr. and Mrs. Brian White
201 Linden Circle
Centre Hall, PA 16828-8009

Dr. and Mrs. Jack R. White
2187 Garnet Avenue
San Diego, CA 92109-3603

Mr. and Mrs. P. Gary Wienken
2125 Arbor Court
Mechanicsburg, PA 17055-5879

Mr. and Mrs. Charles A. Wilcox
11840 Stuckey Lane
Houston, TX 77024-5035

Mr. and Mrs. Verne Willaman
1535 Wild Rye Way
Arroyo Grande, CA 93420-4935

Mr. and Mrs. Elwood Williams
106 Brichele Avenue
P.O. Box 1595
Centre Hall, PA 16828

Mr. and Mrs. Howard Wise
411 Beaver Dam Road
Spring Mills, PA 16875-8425

Ms. Ruth C. Wodock
600 Carolina Village Road
Unit 1408
Hendersonville, NC 28792-2803

George P. Wolfe, Sr. Vice President
and Corporate Counsel
1965 Waddle Road
State College, PA 16803

Mr. and Mrs. Quentin E. Wood
P.O. Box 3657
Ponte Vedra Beach, FL 32004-3657

Mr. William Yoder
341 Highland Avenue
Kutztown, PA 19530-1204

Mr. Harold C. Yost, Jr.
615 West Grape Street
Lock Haven, PA 17745-3958

Mr. and Mrs. David Zazworsky
1100 Haymaker Road
State College, PA 16801