

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
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REBECCA A. PATTON
REGISTER OF WILL &
ORPHANS COURT
CENTRE COUNTY PA

**MOTION TO LIFT STAY AND
AMENDED PETITION FOR LIMITED DISTRIBUTION OF
ASSETS AND INCREMENTAL PROGRAM TRANSFER
OF THE SECOND MILE PENDING DISSOLUTION**

The Board of Directors of The Second Mile (“Petitioners”), by its attorneys, hereby files this Motion to Lift Stay and Amended Petition for Limited Distribution of Assets and Incremental Program Transfer Pending Dissolution (“Amended Petition”) 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”). The Amended Petition seeks this Court’s approval for The Second Mile to transfer the sum of \$200,000 and certain intellectual property to Arrow Child & Family Ministries, Inc. (“Arrow”), and Arrow Child & Family Ministries of Pennsylvania, Inc. (“Arrow-PA”), which has agreed to operate at least three of the Spring 2013 programs for at-risk youth. In support of the Amended Petition, Petitioners state 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 1402 South Atherton Street, State College, Centre County, Pennsylvania.
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 Second Mile was formed 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. Additionally, The Second Mile 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 tens of thousands of 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 result of events more fully described below, The Second Mile has determined that the wholesale continuation of all of its programs is not feasible and, hence, will not be addressed in this Amended Petition. Instead, the following are detailed descriptions of The Second Mile programs centering on Early Intervention and Prevention which are the focus of this Amended Petition:

a. Friend Program.

(i) The Friend Program is a mentoring and recreational activities program that pairs collegiate volunteers (“College Friends”) with elementary students, grades kindergarten through 5 (“Young Friends”), in need of extra support.

(ii) At monthly events, College Friends and Young Friends participate together in activities such as picnics, holiday parties, swimming and bowling.

(iii) Outcomes from College Friend evaluations indicate growth of the participating children in the areas of pro-social development, attitude, and communication skills. An assessment of the outcomes of the Friend Program for The Second Mile’s Centre Region is included in the Appendix to the Amended Petition as Exhibit “1.”

b. Friend Fitness Program.

(i) The Friend Fitness Program assists struggling teens to achieve personal, academic and fitness goals through individualized strength training with adult mentors.

(ii) This Program also includes social and team building activities such as picnics, group workouts and luncheons for students and mentors.

(iii) In 2011, 27 teens participated in the Friend Fitness Program in Centre County.

(iv) During bi-weekly sessions, 34 adult mentors assisted students in working on their goals while providing positive encouragement.

(v) A review of yearly school data shows that participants in the Friend Fitness Program had a 65% increase in school attendance or maintained perfect attendance. Assessment data on the Friend Fitness Program is included in the Appendix to the Amended Petition as Exhibit “2.”

(vi) Additionally, participants in the Friend Fitness Program

experienced a 75% reduction in unexcused absences while 71% of participants improved their grades in core courses such as English, Math and Science.

(vii) Approximately 25 teens participated in the Friend Fitness Program in Centre County in 2012.

c. Leadership Institute.

(i) The Second Mile Leadership Institute is a four-day conference that is designed to encourage and empower high school students to become involved in their communities.

(ii) Each spring (historically in April), teams of high school sophomores, together with faculty mentors, attended the Leadership Institute, which has been held at the Ramada Conference Center in State College, Pennsylvania.

(iii) The Leadership Institute features workshops and guest speakers that focus on topics ranging from fund raising and publicity to group function and communication styles.

(iv) Students are asked to identify a problem in their school or community and develop a program to address the problem.

(v) A two-year follow-up study with both students and faculty mentors participating in the Leadership Institute demonstrated positive outcomes for the students in regards to leadership skills and attitudes towards their schools as well as a positive impact on the faculty mentors who are a crucial part of the leadership teams. A copy of the study is included in the Appendix to the Amended Petition as Exhibit "3."

(vi) Since its inception, the Leadership Institute has been the catalyst for hundreds of student-led service projects in communities throughout Pennsylvania, impacting thousands of students and community members.

(vii) In 2011, over 245 participants attended the Leadership Institute and, in April, 2012, 99 participants attended the Leadership Institute.

7. Historically, The Second Mile's programs were delivered by The Second Mile's Program Staff, working in conjunction with a large contingent of volunteers, including parents, teachers, school counselors and other youth professionals.

8. The success of these programs also was accomplished through the efforts of a network of over 10,000 individuals, consisting of staff, school counselors, parents, volunteers and financial supporters.

9. As a private, non-profit corporation, The Second Mile historically has 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.

10. 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, had engaged in alleged acts of child sexual abuse, and that Sandusky had been indicted for such allegedly unlawful conduct.

11. 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.

12. 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 expressed their reluctance to refer children to The Second Mile programs while Sandusky was under a cloud of

suspicion.

13. Consequently, in late 2011, 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.

14. The Second Mile conducted an informal survey among donors, supporters and parents of children receiving services from The Second Mile to determine their views and attitudes in light of these recent events and their recommendations for the future. That survey disclosed strong support for the continuation of The Second Mile's programs, but a decided reluctance among donors to continue financial support to The Second Mile.

15. In the wake of the Sandusky indictment and consequent speculation in the news media that its own future was in jeopardy, The Second Mile received numerous inquiries from a number of other nonprofit child service provider organizations, both seeking to provide support to The Second Mile and expressing interest in continuing the work of The Second Mile's programs through their own organizations.

16. On June 22, 2012, following trial in the Court of Common Pleas of Centre County, a jury convicted Sandusky on multiple charges, including unlawful contact with minors, corruption of minors and endangering the welfare of children. On October 9, 2012, Sandusky was sentenced to a period of 30-60 years' incarceration.

17. Previously, on or about November 30, 2011, another of Sandusky's alleged victims, identified as Joe Doe A ("John Doe A"), filed a civil action in the Court of Common Pleas of Philadelphia County against, inter alia, The Second Mile and Sandusky, alleging various claims arising from Sandusky's alleged sexual abuse of John Doe A.

18. Additionally, in December, 2011, and in June, 2012, "C. Miller" and John Doe B,

respectively, filed writs of summons in the Court of Common Pleas of Philadelphia County against, inter alia, The Second Mile and Sandusky, presumably based upon claims arising from Sandusky's alleged sexual abuse. On January 22, 2013, "John Doe 6" commenced an action in the United States District Court for the Eastern District of Pennsylvania against, inter alia, The Second Mile predicated on Sandusky's alleged sexual abuse.

PROCEDURAL BACKGROUND.

19. 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.

20. Petitioners initially sought the approval of this Court for the transfer of substantially all of The Second Mile programs to Arrow and its related entity, Arrow-PA, other nonprofit child services provider organizations, together with sufficient assets, including certain assets and cash in the amount of \$2 million, to ensure continuation of those programs.

21. On May 25, 2012, The Second Mile filed a Petition for Distribution of Assets of The Second Mile Pending Dissolution ("Original Petition"), in which, subject to this Court's approval, The Second Mile resolved to transfer certain of its programs and title and possession of certain of its assets to Arrow and Arrow-PA.

22. On June 25, 2012, John Doe A and Victims 3, 5 and 7 (collectively, "Victims") filed a joint Answer and Objection to the Original Petition ("Objection") with this Court.

23. The Victims' Objection objected to the distribution of The Second Mile's assets as proposed in the Original Petition given the pendency of John Doe A's civil action, the likelihood of similar civil actions to be filed by additional victims and the possibility that The

Second Mile will incur substantial liabilities as a result of Sandusky's actions.

24. At the same time, the Victims' Objection acknowledged that The Second Mile "undoubtedly has helped children through the programs it would transfer to Arrow." [Objection, ¶ 16.]

25. On August 27, 2012, counsel for The Second Mile, counsel for the Office of Attorney General – Charitable Trusts and Organization Section and counsel for John Doe A and Grand Jury Presentment Victims 3, 5 and 7 filed their Stipulation of Counsel Regarding Stay of Proceedings whereby counsel stipulated that "proceedings [as to The Second Mile's Original Petition] shall be stayed pending final resolution of all pending and future tort claims asserted by victims of sexual abuse committed by Gerald Sandusky."

26. On September 4, 2012, this Court issued an Order (entered on September 5, 2012) directing that The Second Mile's Original Petition be held "in abeyance and all proceedings thereunder ... stayed during such time as actions in tort are filed and pending against The Second Mile on behalf of alleged victims of sexual abuse as may have been committed by Gerald Sandusky" pending "further Order of the Court."

27. This Court's September 4, 2012, Order also provided that should The Second Mile elect "to proceed under its pending [Original] Petition, under an amended petition, or elects to dissolve ... it shall give thirty days notice in advance of filing its motion to lift the stay, and/or dissolve, to counsel for all known Victims, to unrepresented known victims, to counsel for all parties, and counsel for the Office of Attorney General, Charitable Trusts and Organization Section."

28. Following the stay of all proceedings on its Original Petition, and giving due regard to the pending claims of Sandusky's victims, the reservations expressed in the Victims' Objection to the Original Petition and its desire to provide program continuity and services to at-

risk youth, The Second Mile and Arrow developed an alternative program of distribution aimed at preserving the bulk of The Second Mile's cash assets while, at the same time, transferring its program, participant and donor databases and the primary Spring programs – Friend Program, Friend Fitness Program and Leadership Institute – to Arrow and Arrow-PA in order to maintain those programs for the benefit of otherwise underserved future participants.

29. The Second Mile further determined that the contemplated transfer was critical insofar as it appeared unlikely that The Second Mile will be in a position to administer these programs into the Spring of 2013.

30. The terms and conditions under which The Second Mile proposes to transfer those limited assets and programs to Arrow are set forth in the Amendment to Asset Transfer and Program Continuation Agreement (“Amended Transfer Agreement”), dated February 16, 2013, between The Second Mile and Arrow, a true and correct copy of which is included in the Appendix to the Amended Petition as Exhibit “4.”

31. Petitioners approved the Amended Transfer Agreement at a Special Meeting of its State Board of Directors held on February 14, 2013. A true and correct copy of the Resolution approving the Amended Transfer Agreement is included in the Appendix to the Amended Petition as Exhibit “5.”

32. Arrow's and Arrow-PA's Boards of Directors approved the Amended Transfer Agreement by Written Consent in Lieu of Meeting of Directors dated January 31, 2013. A true and correct copy of the Written Consent is included in the Appendix to the Amended Petition as Exhibit “6.”

LEGAL FRAMEWORK.

33. 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).

34. 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.

35. 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.

36. 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).

37. In the event a nonprofit corporation determines to wind up proceedings and dissolve under Section 5981 of the Pennsylvania 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).

ARROW.

38. Following discussions with various organizations in late 2011 and early 2012, Petitioners originally created a seven-person task force, comprised of individuals with decades of experience with its programs, to conduct further investigations of those organizations deemed most compatible with The Second Mile's mission.

39. The task force conducted detailed due diligence on and had discussions with the youth services organization candidates deemed most suitable by the task force.

40. At the same time, Arrow conducted its own due diligence with respect to The Second Mile to insure that The Second Mile's programs could effectively be integrated into Arrow's operations and programs.

41. As a result of the foregoing process, Arrow was selected by the task force, and approved by Petitioners, as the most suitable organization to continue the work of The Second Mile and its programs through its own organization.

42. Arrow is a Section 501(c)(3) non-profit organization that operates various disciplines of social service programming in order to serve vulnerable children and families. A full description of Arrow's organization and programs is set forth in detail in its original Proposal to Acquire Certain Programs of The Second Mile, a true and correct copy of which is included in the Appendix to the Amended Petition as Exhibit "7."

43. Arrow was founded in 1992 in Texas as a nonprofit corporation, but, over the years, has grown into a \$36 million dollar annual operation serving over 1,700 children each year in the states of Texas, Maryland, California and Pennsylvania. Arrow has established separate Section 501(c)(3) nonprofit corporations in each state to operate its programs in that state. All of these separate nonprofit corporations are managed and staffed by Arrow.

44. Arrow provides programs that strengthen families at risk of child abuse and neglect. Specifically, Arrow focuses on treatment and foster care for children who have been severely traumatized by abuse and/or neglect and, to that end, Arrow provides clinical case management and in-home therapy to children who have been physically, psychologically or sexually abused, are medically fragile or have been in trouble with the authorities.

45. Arrow and its related entities have a total of 382 employees, representing a diverse mix of ethnicities, religions, and socio-economic backgrounds. All employment decisions, including those relating to hiring, training, promotions, transfers, benefits,

compensation, placement, and termination, are made without regard to race, color, religion, age, national origin, gender, disability, economic status, veteran status, sexual orientation, or any other class protected by law.

46. Approximately 93.5% of income in fiscal year 2012 for Arrow and its related entities was derived from contracts with state and county welfare agencies. However, fluctuations in state budgets and Arrow's goal of delivering services well above the standard of care set by the states require Arrow and its related entities to raise private funds in order to meet service goals.

47. To meet the increasing need for private funding, Arrow established a Development Team in 2008. In fiscal year 2010, Arrow raised \$942,000 in private funding and, in fiscal year 2012, it raised \$2,435,600.

48. Arrow has unique connections to Pennsylvania as Arrow's founder and CEO, Mark Tennant, grew up in Washington, Pennsylvania, but, unfortunately, was severely abused by his mother's live-in boyfriend. After being removed from his family and placed in multiple foster care homes, Mr. Tennant was relocated to Bedford, Pennsylvania, where he was placed in the loving home of a foster family.

49. To remain connected with Pennsylvania, Arrow founded Arrow-PA, a Pennsylvania nonprofit corporation, in 2004. Under the original name "The Arrow Project of Pennsylvania," Arrow-PA was organized for the establishment of foster homes and educational facilities for quality childcare and family resources for orphaned, homeless, abused, neglected or under-privileged children and dysfunctional families in Pennsylvania, and has been operating since 2007.

50. Arrow-PA serves approximately 300 children in seven counties – Blair, Bedford, Cambria, Centre, Clearfield, Huntingdon and Mifflin – from its location at 3220 Pleasant Valley

Boulevard, Altoona, Pennsylvania 16002.

51. Arrow-PA currently holds a “Certificate of Compliance,” from the Pennsylvania Department of Public Welfare, Office of Children, Youth and Families, to operate a “Private Children & Youth Agency,” a “Foster Care Program,” and an “Adoption Agency” in Pennsylvania.

52. Arrow and Arrow-PA currently offer the following programs in Pennsylvania:

a. Child Abuse Prevention

(i) Through free community training, Arrow-PA informs parents and those who work with children how to protect them from abuse, recognize abuse, and report suspected abuse. Arrow-PA also sponsors Mandated Reporter training for social workers, medical and mental health professionals, teachers and child care providers.

b. Foster Care

(i) Arrow-PA recruits and trains foster parents, and places in those homes children and youth who have come into the custody of the Children and Youth system due to their families being unable to care for them.

c. Family Preservation

(i) This service focuses on assisting families with crisis management and restoring healthier coping strategies so children can safely remain at home. Arrow-PA also provides families with tools to help keep future crises from developing.

d. Family Reunification

(i) Once a child is removed from the home, an Arrow family specialist builds on the family’s innate strengths to safely parent the child in order for the child to be able to return home.

e. Kinship Support

(i) This service allows extended family members to care for children who would otherwise be placed into traditional foster care. The child is able to maintain family connections in a safe and familiar environment while receiving support tailored to meet the child's and family's needs.

f. Public and Private Adoption Services

(i) Arrow-PA facilitates adoptions for children in the foster care system whose birth parents voluntarily sign over their parental rights or who have had their rights terminated, as well as adoptions through the private arena.

g. Reflections for Life

(i) For adults who have not thoroughly processed negative events from their past causing anti-social behavior, Reflections for Life prepares them, both emotionally and psychologically, to live free of grief and reside comfortably in society outside of the legal system.

h. Life Paths

(i) This is a six-month in-home support program aimed at children who are currently involved with the Juvenile Probation Department. The program engages children and their families or kin to develop self-awareness in relation to past loss, family connections and how those events are impeding them from realizing their full potential.

53. Arrow's selection at the appropriate agency to continue programs developed by The Second Mile was based, inter alia, upon the following factors:

a. Arrow's mission was deemed consistent with the objectives and goals of The Second Mile programs insofar as the latter are designed to challenge young people to achieve their potential as individuals and members of the greater community by providing opportunities for the development of positive life skills and self-esteem and by providing

education and support for parents and professionals addressing the needs of young people.

b. Throughout its 20-year history, Arrow has demonstrated proven experience in the development, implementation and operation of various disciplines in social service programming in order to serve the needs of vulnerable children and families in various communities across the United States and abroad.

c. The programs operated by Arrow demonstrated a strong synergy with existing programs of The Second Mile, including summer camps operated by both organizations and positive mentoring relationships.

TRANSFER TO ARROW.

54. Pursuant to the terms of the Amended Transfer Agreement [Appendix, Exhibit “4”], The Second Mile will transfer all intellectual property associated with its program execution and operation. The Second Mile and Arrow have determined that three key programs currently operated by The Second Mile should be operated by Arrow during the Spring of 2013: the Friend Program, the Friend Fitness Program and the Leadership Institute.

55. This limited transfer will be accomplished as follows:

a. The Second Mile will transfer the sum of \$200,000 to Arrow-PA, together with all participant, donor and program information. The cash transfer will permit Arrow/Arrow-PA to begin executing the three programs (Friend Program, Friend Fitness Program and the Leadership Institute) scheduled for the Spring of 2013.

b. The equipment listed in the asset list appended to the Amended Transfer Agreement included in the Appendix to the Amended Petition as Exhibit “4” will be transferred to Arrow-PA.

56. The limited transfer described herein constitutes the only major expenditure by The Second Mile which, except for expenses necessary in the ordinary course related to activities

described herein, intends to preserve its remaining assets for use in its continuing efforts to resolve victim claims.

57. Once the limited transfer is completed, The Second Mile intends to focus on three activities: (a) its continuing efforts to resolve all victim claims; (b) respond to external investigations and litigation to the extent required, including coordination with insurance companies; and (c) maintenance of its Bernal Road Property as necessary and continue its efforts to sell that Property and convert it to cash.

58. The Second Mile's Atherton Street Property is under an Agreement of Sale which is the subject of The Second Mile's Petition for Expedited Approval of Sale of Atherton Street Property presently pending before this Court.

59. Once the limited transfer is completed, Arrow-PA intends to conduct (a) the Friend Program during the months March and April, 2013, at sites tentatively planned for in State College, Lock Haven and Millersville, Pennsylvania; (b) the Friend Fitness Program for the Spring of 2013 at a site located in State College, Pennsylvania; and (c) the Leadership Institute during the Spring of 2013 at a site located within Central Pennsylvania.

60. As Arrow-PA has existing staff, facilities and programs in Altoona, Pennsylvania, it is contemplated that Arrow-PA will require the addition of one staff person to manage and coordinate the Leadership Institute and Friend Program through the Spring of 2013. Arrow-PA will hire temporary help as needed for specific programs.

61. The foregoing partial program and limited asset transfer permits the Friend Program, Friend Fitness Program and Leadership Institute to continue (while the Victims' outstanding claims are being resolved) and saves assets by capitalizing on synergy with the existing Arrow-PA organization and programs while providing existing The Second Mile families access to an organization that will continue to service them.

62. The transfer of the referenced programs from The Second Mile to Arrow-PA will enable Arrow-PA to interface with those counties and school districts across the geographic regions previously served by The Second Mile and facilitate the incorporation of The Second Mile's services into Arrow-PA's existing structure.

63. The transfer of the referenced The Second Mile programs to Arrow-PA will enhance and complement Arrow-PA's early intervention and community-based offerings, resulting in a stronger and more comprehensive service agency even more capable of assisting at-risk children and strengthening families.

64. The limited transfer of assets and programs to Arrow/Arrow-PA as contemplated by the Amended Petition will afford Arrow/Arrow-PA the opportunity to (a) generate ongoing financial support for the transferred programs and (b) potentially reestablish the financial support base formerly enjoyed by The Second Mile.

65. To the extent Arrow/Arrow-PA are successful in establishing a firm basis of financial support going forward, additional, and expanded programs originally developed by The Second Mile, including, but not limited to, the summer Challenge Camp Program, could be operated by Arrow/Arrow-PA.

66. In the event the Court approves this Amended Petition, the remaining program staff now employed by The Second Mile will be terminated and its offices moved to shared leased space in Bellefonte, Pennsylvania. All of The Second Mile's historical information and documents will be placed in storage pending resolution of all claims.

67. Following this phase of the transition, The Second Mile shall hold all remaining assets subject to regular and ongoing costs and expenses as follows:

a. Staff: After the transition of the programs described herein, the staff of The Second Mile will be limited to two part-time employees – one administrator and one

performing accounting functions – in connection with The Second Mile’s real estate and ongoing settlement efforts.

b. Office: Assuming the sale of The Second Mile’s Atherton Street Property is completed as proposed (as noted, the Petition for Expedited Approval of Sale of Atherton Street Property is pending before the Court), The Second Mile will rent a single office in Bellefonte, Pennsylvania, to house two office computers, server and database record storage. The Second Mile also will maintain off-site secure space for storage of its physical historical records required to be retained.

c. Administrative: General administrative expenses will require funding, including tax preparation services, tax payments on its Bernal Road Property and corporate insurance renewals. There also will be minor operational expenses to maintain the Bernal Road Property pending its sale.

68. Until all claims are resolved, The Second Mile Endowment Fund will be retained in its existing investment account.

69. Following the conclusion of all litigation and the resolution of any and all outstanding claims, The Second Mile intends to file a Petition for Dissolution with respect to any then remaining assets, subject to approval of the Attorney General and this Court. Due to legal restrictions, including limitations on the use of the funds, The Second Mile Endowment Fund will be transferred to a similarly situated organization as part of the dissolution process.

70. In accordance with this Court’s Order of September 4, 2012, thirty-days written notice of the filing of this Amended Petition has been given to counsel for all known victims and to counsel for the Office of the Attorney General of the Commonwealth of Pennsylvania by letter dated January 31, 2013.

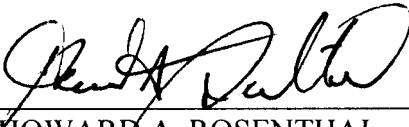
71. On March 8, 2013, the Attorney General was provided with a copy of this

Amended Petition.

WHEREFORE, Petitioners respectfully request that, as the ability of The Second Mile to carry out its charitable purpose has been severely compromised and as the proposal proffered by Arrow and Arrow-PA most closely approximates that purpose and the donors' intent, this Motion to Lift Stay and Amended Petition for Limited Distribution of Assets of The Second Mile Pending Dissolution be 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.
- d. The Court shall grant such additional relief as it deems necessary and proper.

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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 Petitioner certify that true and correct copies of the Motion to Lift Stay And Amended Petition for Limited Distribution of Assets and Incremental Program Transfer of The Second Mile Pending Dissolution, proposed Order and supporting Appendix were served on the Attorney General of Pennsylvania on March 13, 2013, in the manner noted and addressed as follows:

VIA E-MAIL AND UNITED STATES MAIL

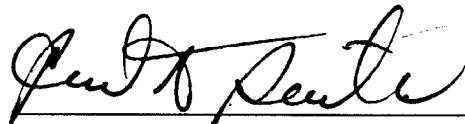
Mark A. Pacella, Esquire
Chief Deputy Attorney General
Charitable Trusts & Organizations Section
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16th Floor, Strawberry Square
Harrisburg, PA 17120

Copies of the Motion to Lift Stay And Amended Petition for Limited Distribution of Assets and Incremental Program Transfer of The Second Mile Pending Dissolution, proposed Order and supporting Appendix 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.

In accordance with this Court's Order of September 4, 2012, thirty-days prior written notice of the filing of this Amended Petition has been given to counsel for all known victims and to the Attorney General of the Commonwealth of Pennsylvania by letter dated January 31, 2013.

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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.

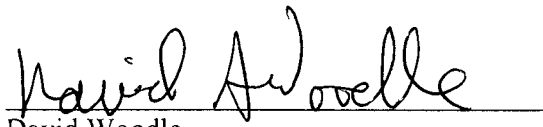

David Woodle
President

EXHIBIT "A"

SERVICE LIST

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