

Form **990**

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

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA		D Employer identification number 23-0360210
	Doing Business As		E Telephone number 717-367-1121
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 196,456,351.
	ONE MASONIC DRIVE		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
City, town, or post office, state, and ZIP code ELIZABETHTOWN, PA 17022		H(c) Group exemption number ▶	
F Name and address of principal officer: JAY W. SMITH ONE MASONIC DRIVE, ELIZABETHTOWN, PA 17022		I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	
J Website: ▶ WWW.MASONICVILLAGES.ORG		K Form of organization: <input type="checkbox"/> Corporation <input type="checkbox"/> Trust <input checked="" type="checkbox"/> Association <input type="checkbox"/> Other ▶	
		L Year of formation: 1910 M State of legal domicile: PA	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: OUR CARING COMMUNITIES AND SERVICES ASSIST INDIVIDUALS, FAMILIES AND CHILDREN IN REALIZING
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.
	3 Number of voting members of the governing body (Part VI, line 1a) 3 13
	4 Number of independent voting members of the governing body (Part VI, line 1b) 4 7
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) 5 2574
	6 Total number of volunteers (estimate if necessary) 6 950
	7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 1,588,291.
b Net unrelated business taxable income from Form 990-T, line 34 7b -1,606,524.	

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h) 8	11,504,034.	13,096,350.
9 Program service revenue (Part VIII, line 2g) 9	126,286,800.	126,391,214.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 10	37,879,131.	30,851,494.
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 11	2,531,330.	2,402,185.
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 12	178,201,295.	172,741,243.
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 13	2,114,511.	2,405,661.
14 Benefits paid to or for members (Part IX, column (A), line 4) 14	0.	0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 15	83,136,790.	85,873,539.
16a Professional fundraising fees (Part IX, column (A), line 11e) 16a	0.	0.
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,449,922.		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 17	66,150,900.	66,051,694.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 18	151,402,201.	154,330,894.
19 Revenue less expenses. Subtract line 18 from line 12 19	26,799,094.	18,410,349.

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16) 20	885,874,670.	932,921,647.
21 Total liabilities (Part X, line 26) 21	406,044,790.	405,888,390.
22 Net assets or fund balances. Subtract line 21 from line 20 22	479,829,880.	527,033,257.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	Date
	JAY W. SMITH, R.W.G.M.	
	Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name GREGORY P. HALL, CPA	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00156653
	Firm's name ▶ SMITH ELLIOTT KEARNS & COMPANY, LLC	Firm's EIN ▶ 52-0783935			
	Firm's address ▶ 19 BROOKWOOD AVE., SUITE 101 CARLISLE, PA 17015	Phone no. (717) 243-9104			

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission: OUR CARING COMMUNITIES AND SERVICES ASSIST INDIVIDUALS, FAMILIES AND CHILDREN IN REALIZING THEIR POTENTIAL AND ENJOYING THE HIGHEST POSSIBLE QUALITY OF LIFE THROUGH THE TRADITIONS OF FREEMASONRY.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 132,729,103. including grants of \$) (Revenue \$ 126,368,637.) CONTINUING CARE RETIREMENT COMMUNITY:

PROVIDED A WIDE VARIETY OF HEALTHCARE AND RESIDENTIAL SERVICES TO AN AGGREGATE ELDERLY RESIDENT POPULATION AVERAGING APPROXIMATELY 2,700 THROUGHOUT THE YEAR AT FIVE DIFFERENT CAMPUSES

CONTINUED SIGNIFICANT RENOVATIONS TO THE NURSING FACILITIES AT THE SEWICKLEY AND ELIZABETHTOWN LOCATIONS TO CONVERT THE FORMAT FROM THE TRADITIONAL NURSING HOME MODEL TO A NEIGHBORHOOD DESIGN MODEL. THESE PROJECTS HAVE AN AGGREGATE PROJECTED COST OF APPROXIMATELY \$57.7 MILLION.

4b (Code:) (Expenses \$ 1,935,732. including grants of \$) (Revenue \$ 22,577.) CHILDREN'S HOME:

PROVIDED A HOMELIKE ATMOSPHERE AND FINANCIAL SUPPORT FOR A RESIDENT POPULATION AVERAGING APPROXIMATELY 38 CHILDREN THROUGHOUT THE YEAR AT THE CHILDREN'S HOME FREE OF CHARGE.

4c (Code:) (Expenses \$ 2,526,058. including grants of \$ 2,405,661.) (Revenue \$) COMMUNITY SERVICE:

PROVIDED HOME ASSISTANCE TO PEOPLE NOT RESIDING IN ONE OF MASONIC HOME'S FIVE LOCATIONS. THE COST OF THIS PROGRAM WAS \$40,472.

OPERATED AN OUTREACH PROGRAM THAT PROVIDED INFORMATION AND REFERRAL SERVICES TO PEOPLE NEEDING HELP WITH VARIOUS ASPECTS OF LONG-TERM CARE, INCLUDING GOVERNMENTAL PROGRAMS AVAILABLE, SELECTING A LONG-TERM CARE FACILITY, INSURANCE, TRANSPORTATION, AND COUNSELING. THE COST OF THIS PROGRAM WAS \$1,687.

AWARDED SCHOLARSHIPS TOTALING \$55,828 TO LOCAL STUDENTS WHO ATTEND OR

4d Other program services (Describe in Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 137,190,893.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	X	
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

MASONIC HOMES AT ELIZABETHTOWN / GRAND
 LODGE OF FREE & ACCEPTED MASONS OF PA

Form 990 (2012)

23-0360210 Page 4

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		X
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	X	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	X	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	X	
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Form 990 (2012)

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
	1a 509		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
	1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a 2574		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
	2b		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
	3a		
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
	3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
	4a		
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
	4b		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
	5a		
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
	5b		
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
	5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
	6a		
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
	6b		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
	7a		
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
	7c		
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
	7e		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
	7f		
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
	7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	X	
	7h		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
	8		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
	9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
	9b		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	The governing body?	X	
8b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	X	
15b	Other officers or key employees of the organization	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **AL, AK, AZ, AR, CA, CO, CT, DC, FL, GA, IL, KS**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **WILLIAM J. PRAZENICA, CFO - MASONIC - (717)367-1121**
ONE MASONIC DRIVE, ELIZABETHTOWN, PA 17022

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JAY W. SMITH, R.W.G.M. CHAIRMAN	2.30 20.60	X						0.	145,002.	0.
(2) JEFFREY W. COY, R.W.G.T. DIRECTOR	2.30 20.60	X		X				0.	40,000.	0.
(3) ROBERT J. BATEMAN, R.W.D.G.M DIRECTOR	2.30 20.90	X						0.	40,000.	0.
(4) RAYMOND T. DIETZ, R.W.S.G.W. DIRECTOR	2.30 20.60	X						0.	40,000.	0.
(5) S. EUGENE HERRITT R.W.J.G.W. DIRECTOR	2.30 20.60	X						0.	40,000.	0.
(6) MARK A. HAINES, R.W.G.S. DIRECTOR	2.30 40.60	X						0.	109,618.	36,146.
(7) JAMES F. STANDISH, JR. DIRECTOR	2.30	X						0.	0.	0.
(8) THOMAS F. TOSCANI DIRECTOR	2.30	X						0.	0.	0.
(9) JEFF A. BIDDLE DIRECTOR	2.30	X						0.	0.	0.
(10) TIMOTHY P. TEMPLETON DIRECTOR	2.30	X						0.	0.	0.
(11) PAUL E. REICHART DIRECTOR	2.30	X						0.	0.	0.
(12) WILLIAM H. DICKEY, JR DIRECTOR	2.30	X						0.	0.	0.
(13) JEFFREY M. WONDERLING DIRECTOR	2.30	X						0.	0.	0.
(13) ADAM C. HEESE DIRECTOR	2.30	X						0.	0.	0.
(14) JOSEPH E. MURPHY CHIEF EXECUTIVE OFFICER	40.00			X				345,533.	0.	28,421.
(15) WILLIAM C. DAVIS COO HEALTH CARE SERVICES	40.00			X				192,064.	0.	15,499.
(16) WILLIAM J. PRAZENICA CHIEF FINANCIAL OFFICER	40.00 0.30			X				189,449.	0.	19,602.

MASONIC HOMES AT ELIZABETHTOWN / GRAND
 LODGE OF FREE & ACCEPTED MASONS OF PA

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(17) RAYMOND E. TIERNEY COO RETIREMENT LIVING	40.00			X				187,466.	0.	31,879.
(18) VICKI L. GILLMORE EXECUTIVE DIRECTOR, ELIZAB	40.00				X			168,861.	0.	13,805.
(19) CLAUDIA STEPHENS CHIEF HUMAN RESOURCES OFFI	40.00				X			156,377.	0.	11,390.
(20) ALVIN H. BLITZ CHIEF DIRECTOR OF GIFT PLA	40.00				X			150,113.	0.	14,801.
(21) ERIC L. GROSS EXECUTIVE DIRECTOR, SEWICK	40.00				X			141,581.	0.	18,826.
(22) JEFFRY W. TUCKER SENIOR DIRECTOR OF FINANCE	40.00				X			137,730.	0.	10,826.
1b Sub-total								1,669,174.	414,620.	201,195.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								1,669,174.	414,620.	201,195.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **31**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
WOHLSSEN CONSTRUCTION COMPANY, 548 STEEL WAY P.O. BOX 7066, LANCASTER, PA 17604	CONSTRUCTION	10,454,557.
WEBER MURPHY FOX, INC. 3230 WEST LAKE ROAD, ERIE, PA 16505	CONSTRUCTION MANAGEMENT	7,591,811.
WARFEL CONSTRUCTION CO., INC, 1110 ENTERPRISE ROAD, EAST PETERSBURG, PA 17520	CONSTRUCTION	5,909,884.
MURRAY RISK MGMT. & INSURANCE, 39 N. DUKE ST. P.O. BOX 1728, LANCASTER, PA 17608	INSURANCE BROKER	1,764,353.
GENESIS REHABILITATION SERVICES PO BOX 7247-6524, PHILADELPHIA, PA 19170	MEDICAL/THERAPY	1,527,931.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **34**

MASONIC HOMES AT ELIZABETHTOWN / GRAND
 LODGE OF FREE & ACCEPTED MASONS OF PA

Form 990 (2012)

23-0360210 Page 9

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d 857,771.				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 12,238,579.				
	g Noncash contributions included in lines 1a-1f: \$	83,289.				
	h Total. Add lines 1a-1f		13,096,350.			
	Program Service Revenue	2 a RESIDENT REVENUE	Business Code 623000	124,958,860.	124,958,860.	
b RETIREMENT LIVING OTHER OPERATING		623000	896,425.	896,425.		
c CLINICAL PROVIDER SUPPORT		623000	212,064.	212,064.		
d MISCELLANEOUS PROGRAM SERVICE REV		623000	156,614.	156,614.		
e CHILD DAY CARE CENTER GRANTS		624410	84,042.	84,042.		
f All other program service revenue		623000	83,209.	83,209.		
g Total. Add lines 2a-2f			126,391,214.			
Other Revenue		3 Investment income (including dividends, interest, and other similar amounts)		10,120,647.		10,120,647.
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real	813,894.			
		(ii) Personal				
		b Less: rental expenses	0.			
		c Rental income or (loss)	813,894.			
	d Net rental income or (loss)		813,894.		813,894.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	44,445,955.			
		(ii) Other				
		b Less: cost or other basis and sales expenses	23,663,308.	51,800.		
		c Gain or (loss)	20,782,647.	-51,800.		
	d Net gain or (loss)		20,730,847.		20,730,847.	
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
		b Less: direct expenses				
c Net income or (loss) from fundraising events						
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses					
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a 828,945.					
	b Less: cost of goods sold	b 0.				
	c Net income or (loss) from sales of inventory		828,945.	828,945.		
Miscellaneous Revenue		Business Code				
11 a ACACIA SERVICES, LLC		722100	721,510.	721,510.		
	b CATERING INCOME	722320	37,836.	37,836.		
	c					
	d All other revenue					
	e Total. Add lines 11a-11d		759,346.			
12 Total revenue. See instructions.		172,741,243.	126,391,214.	1,588,291.	31,665,388.	

MASONIC HOMES AT ELIZABETHTOWN / GRAND

LODGE OF FREE & ACCEPTED MASONS OF PA

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	2,323,869.	2,323,869.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	81,792.	81,792.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,079,871.		1,079,871.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	65,646,284.	59,100,791.	5,782,999.	762,494.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	3,567,381.	3,130,498.	384,735.	52,148.
9 Other employee benefits	10,829,410.	10,039,943.	714,750.	74,717.
10 Payroll taxes	4,750,593.	4,321,700.	375,920.	52,973.
11 Fees for services (non-employees):				
a Management	147.	-40,110.	40,257.	
b Legal	1,224,845.	461,653.	584,158.	179,034.
c Accounting	59,194.		59,194.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	6,757,969.	5,701,857.	1,037,558.	18,554.
12 Advertising and promotion	859,816.	402,938.	284,007.	172,871.
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy	7,737,516.	7,453,283.	275,562.	8,671.
17 Travel	145,347.	34,959.	45,587.	64,801.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	32,494.		32,494.	
20 Interest	5,895,404.	5,605,781.	289,623.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	16,458,514.	15,495,258.	961,340.	1,916.
23 Insurance	576,802.	198,040.	378,762.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a OTHER OPERATING SUPPLIE	15,532,002.	15,383,987.	142,673.	5,342.
b REPAIRS AND MAINTENANCE	2,721,734.	2,104,372.	604,299.	13,063.
c REAL ESTATE TAXES	1,848,001.	1,802,142.	41,543.	4,316.
d NURSING BED ASSESSMENT	1,620,119.	1,620,119.		
e All other expenses	4,581,790.	1,968,021.	2,574,747.	39,022.
25 Total functional expenses. Add lines 1 through 24e	154,330,894.	137,190,893.	15,690,079.	1,449,922.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

MASONIC HOMES AT ELIZABETHTOWN / GRAND
 LODGE OF FREE & ACCEPTED MASONS OF PA

Form 990 (2012)

23-0360210 Page 11

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing		1		
	2 Savings and temporary cash investments	25,657,944.	2	24,742,484.	
	3 Pledges and grants receivable, net	543,235.	3	573,986.	
	4 Accounts receivable, net	9,253,169.	4	8,648,654.	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6		
	7 Notes and loans receivable, net	3,926,479.	7	3,384,008.	
	8 Inventories for sale or use	1,644,125.	8	1,650,219.	
	9 Prepaid expenses and deferred charges	1,643,094.	9	1,440,228.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 549,955,356.			
	b Less: accumulated depreciation	10b 244,538,896.			
	11 Investments - publicly traded securities	285,954,775.	10c	305,416,460.	
	12 Investments - other securities. See Part IV, line 11	514,734,991.	11	541,382,619.	
	13 Investments - program-related. See Part IV, line 11	39,418,442.	12	42,754,968.	
	14 Intangible assets		13		
	15 Other assets. See Part IV, line 11	3,098,416.	14		
15 Other assets. See Part IV, line 11	3,098,416.	15	2,928,021.		
16 Total assets. Add lines 1 through 15 (must equal line 34)	885,874,670.	16	932,921,647.		
Liabilities	17 Accounts payable and accrued expenses	53,845,414.	17	54,669,540.	
	18 Grants payable		18		
	19 Deferred revenue	77,627,020.	19	84,044,988.	
	20 Tax-exempt bond liabilities	178,442,870.	20	171,545,456.	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	2,979,478.	21	2,161,510.	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties		23		
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	93,150,008.	25	93,466,896.	
	26 Total liabilities. Add lines 17 through 25	406,044,790.	26	405,888,390.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	244,498,692.	27	269,931,520.	
	28 Temporarily restricted net assets	31,963,288.	28	48,189,721.	
	29 Permanently restricted net assets	203,367,900.	29	208,912,016.	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
33 Total net assets or fund balances	479,829,880.	33	527,033,257.		
34 Total liabilities and net assets/fund balances	885,874,670.	34	932,921,647.		

Form 990 (2012)

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	172,741,243.
2	Total expenses (must equal Part IX, column (A), line 25)	2	154,330,894.
3	Revenue less expenses. Subtract line 2 from line 1	3	18,410,349.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	479,829,880.
5	Net unrealized gains (losses) on investments	5	36,027,914.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-7,234,886.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	527,033,257.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization **MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA** Employer identification number **23-0360210**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	9,198,132.	8,312,652.	7,249,868.	9,707,372.	11,359,929.	45,827,953.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	111,101,953.	117,179,681.	123,679,015.	126,286,800.	126,391,214.	604,638,663.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	120,300,085.	125,492,333.	130,928,883.	135,994,172.	137,751,143.	650,466,616.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	16,439.	40,000.	21,343.	6,557.	12,875.	97,214.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0.
c Add lines 7a and 7b	16,439.	40,000.	21,343.	6,557.	12,875.	97,214.
8 Public support (Subtract line 7c from line 6.)						650,369,402.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6	120,300,085.	125,492,333.	130,928,883.	135,994,172.	137,751,143.	650,466,616.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	15,916,704.	15,140,073.	14,069,715.	14,156,941.	13,499,765.	72,783,198.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	15,916,704.	15,140,073.	14,069,715.	14,156,941.	13,499,765.	72,783,198.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	563,708.	1,382,323.	1,684,029.	1,103,007.	759,346.	5,492,413.
13 Total support. (Add lines 9, 10c, 11, and 12.)	136,780,497.	142,014,729.	146,682,627.	151,254,120.	152,010,254.	728,742,227.

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	89.25 %
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	88.36 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	9.99 %
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	10.85 %

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2012

Name of the organization

MASONIC HOMES AT ELIZABETHTOWN / GRAND
LODGE OF FREE & ACCEPTED MASONS OF PA

Employer identification number

23-0360210

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	_____ _____ _____	\$ <u>15,885.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>2</u>	_____ _____ _____	\$ <u>6,132.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>3</u>	_____ _____ _____	\$ <u>38,761.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>4</u>	_____ _____ _____	\$ <u>10,595.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>5</u>	_____ _____ _____	\$ <u>12,297.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>6</u>	_____ _____ _____	\$ <u>24,032.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>7</u>	_____ _____ _____	\$ <u>5,943.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>8</u>	_____ _____ _____	\$ <u>19,640.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>9</u>	_____ _____ _____	\$ <u>7,395.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>10</u>	_____ _____ _____	\$ <u>5,574.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>11</u>	_____ _____ _____	\$ <u>24,680.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>12</u>	_____ _____ _____	\$ <u>50,456.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13		\$ 7,780.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14		\$ 6,582.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15		\$ 37,842.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16		\$ 125,044.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17		\$ 7,715.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18		\$ 49,163.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19		\$ 23,933.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
20		\$ 5,869.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
21		\$ 19,682.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
22		\$ 9,106.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
23		\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
24		\$ 15,383.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25		\$ 24,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
26		\$ 235,829.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
27		\$ 68,218.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
28		\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
29		\$ 1,174,716.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
30		\$ 368,533.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31		\$ 15,697.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
32		\$ 69,600.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
33		\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
34		\$ 57,293.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
35		\$ 170,378.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
36		\$ 19,593.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
37		\$ 108,638.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
38		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
39		\$ 53,815.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
40		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
41		\$ 1,903,659.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
42		\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
43		\$ 235,839.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
44		\$ 7,246.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
45		\$ 251,001.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
46		\$ 12,339.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
47		\$ 140,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
48		\$ 6,445.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
49		\$ 204,945.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
50		\$ 54,192.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
51		\$ 17,098.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
52		\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
53		\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
54		\$ 14,566.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
55		\$ 612,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
56		\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
57		\$ 139,133.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
58		\$ 1,093,185.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
59		\$ 15,770.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
60		\$ 75,457.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
61		\$ 355,661.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
62		\$ 175,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
63		\$ 54,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
64		\$ 30,185.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
65		\$ 12,200.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
66		\$ 7,150.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
67		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
68		\$ 8,700.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
69		\$ 5,100.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
70		\$ 5,150.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
71		\$ 12,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
72		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
73		\$ 7,775.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
74		\$ 8,253.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
75		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
76		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
77		\$ 50,060.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
78		\$ 7,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
79		\$ 34,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
80		\$ 5,375.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
81		\$ 5,100.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
82		\$ 10,777.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
83		\$ 19,050.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
84		\$ 11,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
85		\$ 10,562.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
86		\$ 6,250.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
87		\$ 8,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
88		\$ 6,120.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
89		\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
90		\$ 20,703.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
91		\$ 96,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
92		\$ 25,025.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
93		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
94		\$ 14,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
95		\$ 102,255.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
96		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
97		\$ 147,253.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
98		\$ 10,773.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
99		\$ 8,925.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
100		\$ 6,705.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
101		\$ 5,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
102		\$ 5,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
103		\$ 10,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
98	DONATED GIFT CARDS FOR 40 KIDS AND 7 RESIDENTS AND LUNCH.	\$ 10,773.	12/17/12
99	DONATED 40 BICYCLES AND HELMETS.	\$ 8,925.	03/31/12
100	DONATED A GAZEBO AND LANDSCAPING AT THE MASONIC VILLAGE AT DALLAS.	\$ 6,705.	11/01/12
101	DONATED A JAZZY 614 HD ELECTRIC WHEELCHAIR.	\$ 5,000.	02/27/12
102	DONATED AN INVACARE SOLARA 3G.	\$ 5,000.	05/08/12
103	DONATED A BLACK PERMOBIL C300 POWER WHEELCHAIR.	\$ 10,000.	11/15/12

Name of organization MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization **MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA** Employer identification number **23-0360210**

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	192,484,110.	196,550,089.	181,508,197.	156,200,163.	215,585,763.
b Contributions	2,207,590.	2,856,080.	214,020.	533,544.	1,530,501.
c Net investment earnings, gains, and losses	24,397,895.	1,949,722.	24,119,469.	34,674,554.	-51,232,143.
d Grants or scholarships					
e Other expenditures for facilities and programs	8,514,939.	8,871,781.	9,291,597.	9,900,064.	9,683,958.
f Administrative expenses					
g End of year balance	210,574,656.	192,484,110.	196,550,089.	181,508,197.	156,200,163.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment .48 %
- b Permanent endowment 99.52 %
- c Temporarily restricted endowment _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3a(ii)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3b	<input type="checkbox"/>	<input type="checkbox"/>

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		4,835,865.		4,835,865.
b Buildings		352,429,627.	120,061,161.	232,368,466.
c Leasehold improvements				
d Equipment		178,339,612.	115,180,699.	63,158,913.
e Other		14,350,252.	9,297,036.	5,053,216.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				305,416,460.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) REFUNDABLE FEES	50,938,044.
(3) ANNUITIES PAYABLE	7,616,599.
(4) INTEREST RATE SWAP AGREEMENTS	34,912,253.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	93,466,896.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	173,715,300.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	922,257.
e	Add lines 2a through 2d	2e	922,257.
3	Subtract line 2e from line 1	3	172,793,043.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	-51,800.
c	Add lines 4a and 4b	4c	-51,800.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	172,741,243.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	154,330,894.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	154,330,894.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	154,330,894.

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART III, LINE 1A: MASONIC HOMES OWNS COLLECTIONS OF MASONIC MEMORABILIA, PAINTINGS, ANTIQUE FURNITURE, FARM EQUIPMENT, AND OTHER ARTIFACTS RELATED TO THE HISTORY OF MASONIC HOMES. THESE COLLECTIONS ARE LOCATED AT THE ELIZABETHTOWN, PENNSYLVANIA CAMPUS. THE COLLECTIONS, WHICH WERE PRIMARILY ACQUIRED THROUGH CONTRIBUTIONS SINCE MASONIC HOMES' INCEPTION, ARE NOT RECOGNIZED AS ASSETS ON THE CONSOLIDATED BALANCE SHEETS. CONTRIBUTED COLLECTION ITEMS ARE NOT RECOGNIZED AS REVENUE IN THE CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS.

Part XIII Supplemental Information (continued)

PART IV, LINE 2B: THE ORGANIZATION MAINTAINS FUNDS FOR ITS RESIDENTS AS A SERVICE TO THESE INDIVIDUALS.

PART V, LINE 4: THE MASONIC HOMES ENDOWMENTS WERE ESTABLISHED TO ASSIST MASONIC HOMES AND PROVIDE BENEVOLENT CARE TO RESIDENTS OF THE CAMPUSES.

PART X, LINE 2: GENERALLY ACCEPTED ACCOUNTING PRINCIPLES REQUIRE ORGANIZATIONS TO DISCLOSE SIGNIFICANT TAX POSITIONS THAT ARE SUBJECT TO UNCERTAINTY ABOUT THE MERITS OF THE POSITION TAKEN OR THE AMOUNT OF THE POSITION THAT MAY ULTIMATELY BE SUSTAINED UPON EXAMINATION BY THE TAXING AUTHORITIES. THE EFFECTS OF TAX POSITIONS ARE RECOGNIZED IN FINANCIAL STATEMENTS IF, IN THE OPINION OF MANAGEMENT, THE TAX POSITION WOULD MORE LIKELY THAN NOT BE SUSTAINED UPON AN EXAMINATION BY THE TAXING AUTHORITIES, INCLUDING THE RESOLUTION OF ANY APPLICABLE APPEALS OR LITIGATION. MASONIC HOMES MOST SIGNIFICANT TAX POSITION IS THAT IT IS EXEMPT FROM PAYMENT OF FEDERAL AND STATE INCOME TAXES. ACCORDINGLY, MASONIC HOMES HAS NOT REPORTED ANY INCOME TAX EXPENSE IN THE STATEMENT OF OPERATIONS AND THE STATEMENT OF CHANGES IN NET ASSETS FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011. MASONIC HOMES HAS NOT RECORDED LIABILITIES FOR INCOME TAXES OR UNRECOGNIZED INCOME TAX BENEFITS IN THE BALANCE SHEETS AS OF DECEMBER 31, 2012 AND 2011. TAX YEARS SUBSEQUENT TO 2008 MAY BE SUBJECT TO REVIEW BY FEDERAL, STATE, AND LOCAL TAXING AUTHORITIES.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

UNREALIZED APPRECIATION ON INTEREST RATE SWAP AGREEMENTS 922,257.

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization
**MASONIC HOMES AT ELIZABETHTOWN / GRAND
LODGE OF FREE & ACCEPTED MASONS OF PA**

Employer identification number
23-0360210

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
CENTRAL AMERICA AND THE CARRIBBEAN	0	0	INVESTMENT IN HEDGE FUND		1,605,033.
3 a Sub-total	0	0			1,605,033.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			1,605,033.

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No

- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No

- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No

- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No

- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No

- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report. (see Instructions for Form 5713)* Yes No

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

**Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.**

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization **MASONIC HOMES AT ELIZABETHTOWN / GRAND
LODGE OF FREE & ACCEPTED MASONS OF PA** Employer identification number
23-0360210

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SEWICKLEY PUBLIC LIBRARY 500 THORN STREET SEWICKLEY, PA 15143	23-2928397	501(C)(3)	5,000.	0.			OPERATING CONTRIBUTION
FRIENDSHIP FIRE AND HOSE COMPANY 171 N. MOUNT JOY STREET ELIZABETHTOWN, PA 17022	23-6401909	501(C)(4)	18,000.	0.			OPERATING CONTRIBUTION
ELIZABETHTOWN AREA CHAMBER OF COMMERCE - 50 SOUTH WILSON AVENUE - ELIZABETHTOWN, PA 17022	23-0553985	501(C)(6)	5,000.	0.			OPERATING CONTRIBUTION
THE MASONIC LIBRARY AND MUSEUM OF PENNSYLVANIA - ONE NORTH BROAD STREET - PHILADELPHIA, PA 19107	23-2608317	501(C)(3)	1,874,383.	0.			OPERATING CONTRIBUTION
RHEEMS FIRE COMPANY 102 WEST HARRISBURG AVENUE RHEEMS, PA 17570	23-2838316	501(C)(4)	5,000.	0.			OPERATING CONTRIBUTION
ELIZABETHTOWN AREA EDUCATION FOUNDATION - 600 EAST HIGH STREET - ELIZABETHTOWN, PA 17022	23-2488103	501(C)(3)	15,000.	0.			OPERATING CONTRIBUTION

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **6.**
- 3** Enter total number of other organizations listed in the line 1 table **0.**

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

MASONIC HOMES AT ELIZABETHTOWN / GRAND
 LODGE OF FREE & ACCEPTED MASONS OF PA

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
 Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
CONTRIBUTION/ASSISTANCE	22	25,964.	0.	FMV	
SCHOLARSHIPS	20	55,828.	0.	FMV	

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I, PART I, LINE 2: MASONIC HOMES GRANTS SCHOLARSHIPS THAT

ORIGINATE FROM A VARIETY OF DIFFERENT FUNDS. THE SCHOLARSHIPS ARE GRANTED

BASED UPON THE FOLLOWING GENERAL CRITERIA:

* APPLICANTS MUST DEMONSTRATE FINANCIAL NEED.

* APPLICANTS MUST DEMONSTRATE ACADEMIC ACHIEVEMENT.

IN ADDITION BASED UPON DONOR RESTRICTIONS, CERTAIN INDIVIDUAL SCHOLARSHIPS

MAY BE LIMITED TO RESIDENTS OF THE CHILDREN'S HOME, RELATIVES OF MASONS,

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization **MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA**

Employer identification number
23-0360210

Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
<p>b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</p>	1b									
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?</p>	2									
<p>3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</p> <table border="0"> <tr> <td><input type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<p>4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</p> <p>a Receive a severance payment or change-of-control payment?</p> <p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p> <p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	4a	X								
	4b	X								
	4c	X								
<p>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</p> <p>5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>	5a	X								
	5b	X								
<p>6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>	6a	X								
	6b	X								
<p>7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</p>	7	X								
<p>8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</p>	8	X								
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>	9									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2012

MASONIC HOMES AT ELIZABETHTOWN / GRAND

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) JOSEPH E. MURPHY CHIEF EXECUTIVE OFFICER	(i)	345,533.	0.	0.	21,069.	7,352.	373,954.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) WILLIAM C. DAVIS COO HEALTH CARE SERVICES	(i)	192,064.	0.	0.	13,302.	2,197.	207,563.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) WILLIAM J. PRAZENICA CHIEF FINANCIAL OFFICER	(i)	189,449.	0.	0.	13,128.	6,474.	209,051.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) RAYMOND E. TIERNEY COO RETIREMENT LIVING	(i)	187,466.	0.	0.	13,209.	18,670.	219,345.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) VICKI L. GILLMORE EXECUTIVE DIRECTOR, ELIZAB	(i)	168,861.	0.	0.	11,796.	2,009.	182,666.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) CLAUDIA STEPHENS CHIEF HUMAN RESOURCES OFFI	(i)	156,377.	0.	0.	10,718.	672.	167,767.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) ALVIN H. BLITZ CHIEF DIRECTOR OF GIFT PLA	(i)	150,113.	0.	0.	10,485.	4,316.	164,914.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) ERIC L. GROSS EXECUTIVE DIRECTOR, SEWICK	(i)	141,581.	0.	0.	10,172.	8,654.	160,407.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Supplemental Information on Tax-Exempt Bonds

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Name of the organization **MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA** Employer identification number **23-0360210**

Part I Bond Issues		SEE PART VI FOR COLUMNS (A) AND (F) CONTINUATIONS									
(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A LANCASTER COUNTY HOSPITAL AUTHORITY HEALTH	23-6648018	514045XT5	11/14/06	40,025,419.	ACQUISITION, CONSTRUCTION AND		X		X		X
B LANCASTER COUNTY HOSPITAL AUTHORITY HEALTH	23-6648018	514045ZG1	04/01/08	144,950,000.	REFUNDING OF SERIES OF 1999, 2		X		X		X
C LANCASTER COUNTY HOSPITAL AUTHORITY HEALTH	23-6648018	514045ZM8	11/18/10	106,705,000.	AMEND AND RESTATEMENT OF SE		X		X		X
D											

Part II Proceeds		A		B		C		D	
1 Amount of bonds retired		3,705,000.		106,090,000.		9,940,000.			
2 Amount of bonds legally defeased									
3 Total proceeds of issue		42,023,114.		144,950,000.		106,705,000.			
4 Gross proceeds in reserve funds		2,524,015.							
5 Capitalized interest from proceeds		2,595,133.							
6 Proceeds in refunding escrows									
7 Issuance costs from proceeds		431,038.							
8 Credit enhancement from proceeds									
9 Working capital expenditures from proceeds									
10 Capital expenditures from proceeds		36,472,928.							
11 Other spent proceeds				40,745,000.		106,705,000.			
12 Other unspent proceeds									
13 Year of substantial completion		2008		2008		2010			
		Yes	No	Yes	No	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?			X	X		X			
15 Were the bonds issued as part of an advance refunding issue?			X		X		X		
16 Has the final allocation of proceeds been made?		X		X		X			
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?		X		X		X			

Part III Private Business Use		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
		1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?			X		X		X
2 Are there any lease arrangements that may result in private business use of bond-financed property?			X	X		X			

MASONIC HOMES AT ELIZABETHTOWN / GRAND

LODGE OF FREE & ACCEPTED MASONS OF PA

23-0360210

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X	X		X			
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?			X		X			
c Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government		%	.38	%	.37	%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government		%		%		%		%
6 Total of lines 4 and 5		%	.38	%	.37	%		%
7 Does the bond issue meet the private security or payment test?		X		X		X		
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%		%		%		%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X		X		X			

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T?	X			X		X		
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?				X		X		
b Exception to rebate?			X		X			
c No rebate due?				X		X		
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X	X		X			
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X	X			
b Name of provider								WELLS FARGO-PART VI
c Term of hedge								
d Was the hedge superintegrated?						X		
e Was the hedge terminated?						X		

MASONIC HOMES AT ELIZABETHTOWN / GRAND
 LODGE OF FREE & ACCEPTED MASONS OF PA

23-0360210

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?	X			X		X		
b Name of provider	BANK OF AMERICA							
c Term of GIC	30.0000000							
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?	X							
6 Were any gross proceeds invested beyond an available temporary period?		X		X		X		
7 Has the organization established written procedures to monitor the requirements of section 148?	X		X		X			

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?		X		X		X		

Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

SCHEDULE K, PART I, BOND ISSUES:

(A) ISSUER NAME:

LANCASTER COUNTY HOSPITAL AUTHORITY HEALTH CARE REVENUE BONDS SERIES 2006

(F) DESCRIPTION OF PURPOSE:

ACQUISITION, CONSTRUCTION AND EQUIPPING OF 171 SENIOR LIVING APARTMENTS.

(A) ISSUER NAME:

LANCASTER COUNTY HOSPITAL AUTHORITY HEALTH CARE REVENUE BONDS SERIES 2008

(F) DESCRIPTION OF PURPOSE:

REFUNDING OF SERIES OF 1999, 2001, 2002 AND 2004 BOND ISSUES.

(A) ISSUER NAME:

LANCASTER COUNTY HOSPITAL AUTHORITY HEALTH CARE REVENUE BONDS SERIES 2010

(F) DESCRIPTION OF PURPOSE:

AMEND AND RESTATEMENT OF SERIES 1996, AND SERIES 2008 A, B, AND C BONDS

FORM 990, SCHEDULE K, PART IV, LINE 4(B) AND 4(C)

NAME AND TERM OF HEDGE PROVIDER

SERIES A OF 2008 - WELLS FARGO 18.8 YEARS

SERIES B OF 2008 - WELLS FARGO 19.5 YEARS

SERIES C OF 2008 - WELLS FARGO 7.0 YEARS

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**

Name of the organization **MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA** Employer identification number **23-0360210**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods	X		26,904.	ESTIMATED FAIR MARKE
6 Cars and other vehicles	X	1	3,055.	ESTIMATED FAIR MARKE
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies	X	17	35,530.	ESTIMATED FAIR MARKE
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (<u>GIFT CARDS</u>)	X	8	17,800.	COST
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

b If "Yes," describe the arrangement in Part II.

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If "Yes," describe in Part II.

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

	Yes	No
30a		X
31	X	
32a		X

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2012)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization	MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

THEIR POTENTIAL AND ENJOYING THE HIGHEST POSSIBLE QUALITY OF LIFE
THROUGH THE TRADITIONS OF FREEMASONRY.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

PROVIDED CHARITY CARE AND CARE NOT FULLY REIMBURSED BY MEDICAL
ASSISTANCE TOTALING APPROXIMATELY \$14.3 MILLION.

THE ELIZABETHTOWN HOSPICE PROGRAM CARED FOR 219 PATIENTS DURING THE
YEAR ENDED DECEMBER 31, 2012.

THE HOME CARE FUNCTIONS AT THE ELIZABETHTOWN AND SEWICKLEY LOCATIONS
PROVIDED A COMBINED 40,748 HOURS OF SERVICE DURING THE YEAR ENDED
DECEMBER 31, 2012.

CONDUCTED A MUSIC THERAPY PROGRAM AT THE ELIZABETHTOWN CAMPUS THAT HAD
AN AVERAGE WEEKLY PARTICIPATION OF 482 RESIDENTS.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

WILL ATTEND HIGHER EDUCATION INSTITUTIONS AND TO QUALIFYING FAMILIES
FOR CHILD DAY CARE SERVICES.

CONTRIBUTED APPROXIMATELY \$1,888,000 TO THE MASONIC LIBRARY AND MUSEUM
OF PENNSYLVANIA (A NATIONAL HISTORIC LANDMARK) AND APPROXIMATELY
\$489,000 TO THE PENNSYLVANIA MASONIC YOUTH FOUNDATION (BOTH ARE
501(C)(3) CHARITABLE ORGANIZATIONS), PROVIDING FUNDING TO HELP THEM

Name of the organization MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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FULFILL THEIR RESPECTIVE MISSIONS.

PROVIDED MEETING AND CONFERENCE FACILITIES AT NO COST OR REDUCED COST FOR USE BY SEVERAL NOT-FOR-PROFIT AND COMMUNITY ORGANIZATIONS.

FORM 990, PART VI, SECTION A, LINE 4: ON JANUARY 1, 2013, MASONIC HOMES TRANSFERRED ALL OF ITS OPERATIONS, ASSETS AND LIABILITIES TO A SEPARATE NOT-FOR-PROFIT CORPORATION, THE MASONIC VILLAGES OF THE GRAND LODGE OF PENNSYLVANIA (MASONIC VILLAGES). GRAND LODGE IS THE SOLE MEMBER OF THIS NOT-FOR-PROFIT CORPORATION. MASONIC VILLAGES WILL CONTINUE TO OPERATE MASONIC HOMES' SERVICES UNDER THE NOT-FOR-PROFIT CORPORATION IN 2013 AND SUBSEQUENT YEARS.

FORM 990, PART VI, SECTION A, LINE 7A: THE GRAND LODGE OF PENNSYLVANIA ELECTS THE MEMBERS OF MASONIC HOMES GOVERNING BODY (COMMITTEE ON MASONIC HOMES). GRAND LODGE HAS ESTABLISHED THE COMMITTEE ON MASONIC HOMES UNDER AND SUBJECT TO SUCH RULES AND REGULATIONS AS MAY BE APPROVED BY THE GRAND LODGE.

FORM 990, PART VI, SECTION A, LINE 7B: THE GRAND LODGE OF PENNSYLVANIA ELECTS THE MEMBERS OF MASONIC HOMES GOVERNING BODY (COMMITTEE ON MASONIC HOMES). GRAND LODGE HAS ESTABLISHED THE COMMITTEE ON MASONIC HOMES UNDER AND SUBJECT TO SUCH RULES AND REGULATIONS AS MAY BE APPROVED BY THE GRAND LODGE.

FORM 990, PART VI, SECTION B, LINE 11: THE FIRST DRAFT OF THE FORM 990 IS INITIALLY REVIEWED BY THE FINANCE OFFICE STAFF. THE SECOND DRAFT, INCORPORATING ANY CHANGES REQUESTED BY THE FINANCE OFFICE, IS DISTRIBUTED

Name of the organization	MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA	Employer identification number 23-0360210
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TO ALL MEMBERS OF THE BOARD OF DIRECTORS FOR THEIR REVIEW AND COMMENT
BEFORE THE FINAL VERSION IS FILED.

FORM 990, PART VI, SECTION B, LINE 12C: CONFLICT OF INTEREST STATEMENTS
ARE SUBMITTED ANNUALLY BY EACH OF THE OFFICERS AND DIRECTORS. THESE
STATEMENTS ARE REVIEWED AND APPROVED BY THE BOARD CHAIRMAN, CHIEF EXECUTIVE
OFFICER AND COMPLIANCE AND RISK OFFICER.

FORM 990, PART VI, SECTION B, LINE 15: THE ANNUAL COMPENSATION OF MASONIC
HOMES' CHIEF EXECUTIVE OFFICER AND OTHER OFFICERS IS REVIEWED BY MASONIC
HOMES' CHIEF HUMAN RESOURCES OFFICER USING INDUSTRY-SPECIFIC SALARY SURVEY
DATA. COMPENSATION OF THE CHIEF EXECUTIVE OFFICER IS APPROVED BY THE BOARD
OF DIRECTORS.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:
AL, AK, AZ, AR, CA, CO, CT, DC, FL, GA, IL, KS, KY, ME, MD, MA, MN, MS, MI, NH, NJ, NM, NY, NC, ND
OH, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI, MO

FORM 990, PART VI, SECTION C, LINE 19: INFORMATION IS PROVIDED BY THE
ORGANIZATION TO THE REQUESTING INDIVIDUAL BASED UPON THEIR REQUEST.
AUDITED FINANCIAL STATEMENTS ARE AVAILABLE ON THE MASONIC VILLAGES WEBSITE.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

NET UNREALIZED APPRECIATION ON INTEREST RATE SWAP AGREEMENTS	922,257.
CHANGE IN PENSION LIABILITY	-8,157,143.
TOTAL TO FORM 990, PART XI, LINE 9	-7,234,886.

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization **MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA** Employer identification number **23-0360210**

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
ACACIA SERVICES, LLC - 26-0802515 ONE MASONIC DRIVE ELIZABETHTOWN, PA 17022	OPERATE RESTAURANT AND CATERING SERVICES	PENNSYLVANIA	721,510.	113,238.	MASONIC HOMES

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
GRAND LODGE OF FREE AND ACCEPTED MASONS OF PENNSYLVANIA - 23-6407467, ONE NORTH BROAD STREET, PHILADELPHIA, PA 19107	OVERSEE ACTIVITIES OF MASONIC ENTITIES & PROMOTE MASONIC CULTURE & LAW	PENNSYLVANIA	501(C)(10)	N/A			X
MASONIC CHARITIES FUND - 23-2720910 ONE MASONIC DRIVE ELIZABETHTOWN, PA 17022	DISTRIBUTE CHARITABLE DONATIONS TO QUALIFYING CHARITABLE ORGANIZATIONS	PENNSYLVANIA	501(C)(3)	LINE 7	GRAND LODGE		X
PENNSYLVANIA MASONIC YOUTH FOUNDATION - 23-2188997, 1244 BAINBRIDGE ROAD, ELIZABETHTOWN, PA 17022	PROVIDE GUIDANCE TO MASONICALLY RELATED YOUTH GROUPS	PENNSYLVANIA	501(C)(3)	LINE 7	GRAND LODGE		X
MASONIC LIBRARY AND MUSEUM OF PENNSYLVANIA - 23-2608317, ONE NORTH BROAD STREET, PHILADELPHIA, PA 19107	MAINTAIN & OPERATE THE LIBRARY & MUSEUM IN THE MASONIC TEMPLE	PENNSYLVANIA	501(C)(3)	LINE 7	GRAND LODGE		X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2012

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	X	
b Gift, grant, or capital contribution to related organization(s)	X	
c Gift, grant, or capital contribution from related organization(s)	X	
d Loans or loan guarantees to or for related organization(s)	X	
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)	X	
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)	X	
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)	X	
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses	X	
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) PENNSYLVANIA ACACIA INSURANCE COMPANY, LTD	P	242,212.	
(2) THE ILC CORPORATION	A	2,879.	
(3) ACACIA SERVICES, LLC	L	272,954.	
(4) ACACIA SERVICES, LLC	J	171,892.	
(5) ACACIA SERVICES, LLC	D	1,039,127.	
(6) ACACIA SERVICES, LLC	A	81,873.	

MASONIC HOMES AT ELIZABETHTOWN / GRAND
 LODGE OF FREE & ACCEPTED MASONS OF PA

Schedule R (Form 990)

23-0360210

Part V Continuation of Transactions With Related Organizations (Schedule R (Form 990), Part V, line 2)

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(7) THE ILC CORPORATION	G	5,249.	
(8) THE ILC CORPORATION	L	12.	
(9) GRAND LODGE OF FREE AND ACCEPTED MASONS OF PENNSYLVANIA	P	123,074.	
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			
(16)			
(17)			
(18)			
(19)			
(20)			
(21)			
(22)			
(23)			
(24)			

2012 DEPRECIATION AND AMORTIZATION REPORT

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	BUILDINGS											
3	BUILDINGS AND IMPROVEMENTS	063010	SL	.000	16	339,389,410.			339,389,410.	111,645,483.		8,415,678.
5	CONSTRUCTION IN PROGRESS		NC	.000		13,040,217.			13,040,217.			0.
	* 990 PAGE 10 TOTAL BUILDINGS					352,429,627.		0.	352,429,627.	111,645,483.	0.	8,415,678.
4	MACHINERY & EQUIPMENT	063010	SL	.000	16	178,339,612.			178,339,612.	108,386,757.		6,793,942.
	* 990 PAGE 10 TOTAL MACHINERY & EQUIPM					178,339,612.		0.	178,339,612.	108,386,757.	0.	6,793,942.
	LAND											
1	LAND		L			4,835,865.			4,835,865.			0.
	* 990 PAGE 10 TOTAL LAND					4,835,865.		0.	4,835,865.	0.	0.	0.
	PROGRAM SERVICES											
2	LAND IMPROVEMENTS	063010	SL	.000	16	14,350,252.			14,350,252.	8,616,146.		680,890.
	* 990 PAGE 10 TOTAL PROGRAM SERVICES					14,350,252.		0.	14,350,252.	8,616,146.	0.	680,890.
	* GRAND TOTAL 990 PAGE 10 DEPR					549,955,356.		0.	549,955,356.	228,648,386.	0.	15,890,510.

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

2012

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury Internal Revenue Service

For calendar year 2012 or other tax year beginning , and ending

Header section containing organization name (MASONIC HOMES AT ELIZABETHTOWN / GRAND LODGE OF FREE & ACCEPTED MASONS OF PA), address (ONE MASONIC DRIVE, ELIZABETHTOWN, PA 17022), and other identifying information.

H Describe the organization's primary unrelated business activity. SEE STATEMENT 1

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? No

J The books are in care of WILLIAM J. PRAZENICA, CFO - MASONI Telephone number (717) 367-1121

Table for Part I: Unrelated Trade or Business Income. Columns include (A) Income, (B) Expenses, and (C) Net. Total income is 1,622,591.

Part II Deductions Not Taken Elsewhere (see instructions for limitations on deductions) (except for contributions, deductions must be directly connected with the unrelated business income)

Table for Part II: Deductions Not Taken Elsewhere. Lists various deductions such as salaries, repairs, interest, and depreciation, totaling 3,229,115.

Part III Tax Computation	
35 Organizations taxable as corporations (see instructions for tax computation). Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and: a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): (1) \$ _____ (2) \$ _____ (3) \$ _____ b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____ (2) Additional 3% tax (not more than \$100,000) \$ _____ c Income tax on the amount on line 34	35c 0.
36 Trusts taxable at trust rates (see instructions for tax computation). Income tax on the amount on line 34 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)	36
37 Proxy tax (see instructions)	37
38 Alternative minimum tax	38
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies	39 0.

Part IV Tax and Payments	
40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	40a
b Other credits (see instructions)	40b
c General business credit. Attach Form 3800	40c
d Credit for prior year minimum tax (attach Form 8801 or 8827)	40d
e Total credits. Add lines 40a through 40d	40e
41 Subtract line 40e from line 39	41 0.
42 Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach statement)	42
43 Total tax. Add lines 41 and 42	43 0.
44a Payments: A 2011 overpayment credited to 2012	44a
b 2012 estimated tax payments	44b
c Tax deposited with Form 8868	44c
d Foreign organizations: Tax paid or withheld at source (see instructions)	44d
e Backup withholding (see instructions)	44e
f Credit for small employer health insurance premiums (Attach Form 8941)	44f
g Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other Total	44g
45 Total payments. Add lines 44a through 44g	45
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	46
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed	47 0.
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid	48 0.
49 Enter the amount of line 48 you want: Credited to 2013 estimated tax Refunded	49

Part V Statements Regarding Certain Activities and Other Information (see instructions)		
1 At any time during the 2012 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here	Yes	No
		X
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file.		X
3 Enter the amount of tax-exempt interest received or accrued during the tax year \$		

Schedule A - Cost of Goods Sold. Enter method of inventory valuation <input checked="" type="checkbox"/> COST					
1 Inventory at beginning of year	1	600,696.	6 Inventory at end of year	6	635,138.
2 Purchases	2		7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7	-34,442.
3 Cost of labor	3		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4a Additional section 263A costs (att. statement)	4a				X
b Other costs (attach statement)	4b				
5 Total. Add lines 1 through 4b	5	600,696.			

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer _____	Date _____	RWGM	Title _____	May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Paid Preparer Use Only	Print/Type preparer's name GREGORY P. HALL, CPA	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed PTIN P00156653
	Firm's name SMITH ELLIOTT KEARNS & COMPANY, LLC 19 BROOKWOOD AVE., SUITE 101			Firm's EIN 52-0783935	
	Firm's address CARLISLE, PA 17015			Phone no. (717) 243-9104	

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property		
(1)		
(2)		
(3)		
(4)		
2. Rent received or accrued		
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach statement)
(1)		
(2)		
(3)		
(4)		
Total 0.	Total 0.	
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) 0.		(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) 0.

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property		2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
			(a) Straight line depreciation (attach statement)	(b) Other deductions (attach statement)
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach statement)	5. Average adjusted basis of or allocable to debt-financed property (attach statement)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals 0.			0.	0.
Total dividends-received deductions included in column 8 0.				0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					
Nonexempt Controlled Organizations					
7. Taxable Income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10	
(1)					
(2)					
(3)					
(4)					
Totals 0.			0.	0.	

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization
(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach statement)	4. Set-asides (attach statement)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals	0.			0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income
(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals	0.	0.				0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))	0.	0.				0.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)	0.	0.				0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.

FORM 990-T	DESCRIPTION OF ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY	STATEMENT	1
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AGRICULTURAL PRODUCTION
CATERING SERVICES

TO FORM 990-T, PAGE 1

FOOTNOTES	STATEMENT	2
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NET OPERATING LOSS CARRYOVER TO 2013:

TAX YEAR:

1993	820,221.
1994	419,472.
1995	392,996.
1996	447,154.
1997	400,666.
1998	486,157.
1999	534,566.
2000	416,289.
2001	582,142.
2002	661,445.
2003	435,823.
2004	329,180.
2005	537,450.
2006	454,418.
2007	538,956.
2008	624,379.
2009	1,014,270.
2010	1,196,333.
2011	1,320,459.
2012	1,606,524.
TOTAL	13,218,900.

FORM 990-T

OTHER DEDUCTIONS

STATEMENT 3

DESCRIPTION	AMOUNT
PENSION COSTS	17,610.
TRAINING AND EDUCATION	1,220.
OFFICE AND POSTAGE	8,963.
FERTILIZER	450,166.
ELECTRICITY	8,540.
FUEL	25,511.
TELEPHONE	12,044.
GAS AND OIL	13,988.
LIVESTOCK PURCHASES	2,500.
BANK SERVICE FEES	16,243.
TRAVEL	1,594.
HOUSING ALLOWANCE	12,909.
PROMOTION	8,811.
DUES AND SUBSCRIPTIONS	2,128.
OPERATING SUPPLIES	45,556.
VETERINARY SERVICES	25,771.
OTHER SERVICES	125,885.
TRASH REMOVAL	11,321.
INTEREST EXPENSE ON INTERCOMPANY ADVANCE	81,873.
CLASSIFIED ADVERTISING	26,668.
LEGAL EXPENSES	57,990.
FOOD	352,871.
LONG TERM DEBT ADMIN. FEE	11,633.
BOND INTEREST EXPENSE	69,379.
DEFERRED FINANCING COSTS	1,538.
COST OF CONTRIBUTED SERVICES	-179.
UNEMPLOYMENT AND WORKERS COMPENSATION	23,105.
OPERATING LEASE	171,892.
SERVICE AGREEMENTS	17,743.
TOTAL TO FORM 990-T, PAGE 1, LINE 28	1,605,273.