

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

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

A For the 2012 calendar year, or tax year beginning JUL 1, 2012 and ending JUN 30, 2013

Form sections B through M: B Check if applicable, C Name of organization (BREATHE PENNSYLVANIA), D Employer identification number (25-0965587), E Telephone number (724-772-1750), F Name and address of principal officer (VICTOR D. BELL), G Gross receipts (\$12,028,004), H(a) Is this a group return for affiliates? (No), H(b) Are all affiliates included? (No), I Tax-exempt status (501(c)(3)), J Website (WWW.BREATHEPA.ORG), K Form of organization (Corporation), L Year of formation (1904), M State of legal domicile (PA)

Part I Summary

Table with 3 columns: Description, Prior Year, Current Year. Rows include: 1. Mission (PROMOTE LUNG HEALTH), 2-7. Governance and membership, 8-12. Revenue (Total: 1,589,602), 13-19. Expenses (Total: 1,400,947), 20-22. Net assets (Total: 21,925,450). Includes a 'RECEIVED' stamp from IRS-OSCAR, OGDEN, UT dated FEB 20 2014.

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 (VICTOR D. BELL), Date (2-13-14), Type or print name and title (VICTOR D. BELL, PRESIDENT)

Paid Preparer: Print/Type preparer's name (MICHAEL M. COMSTOCK), Preparer's signature (M.M. Comstock, CPA), Date (02/04/14), Check if self-employed (No), PTIN (P00474378), Firm's name (SISTERSON & CO. LLP), Firm's EIN (25-1467156), Firm's address (310 GRANT STREET SUITE 2100, PITTSBURGH, PA 15219), Phone no. (412-281-2025)

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

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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:

HELPING THE PEOPLE OF WESTERN PENNSYLVANIA ACHIEVE AND MAINTAIN OPTIMAL LUNG HEALTH AND IMPROVE QUALITY OF LIFE THROUGH PREVENTION, EDUCATION/TRAINING, DIRECT SERVICES, RESEARCH AND ADVOCACY.

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 No X

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No X

If "Yes," describe these changes on Schedule O.

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 \$ 232,783. including grants of \$) (Revenue \$)

COMMUNITY AFFAIRS, EMERGENCY MEDICAL ASSISTANCE & INFECTIOUS DISEASE - BREATHE PENNSYLVANIA'S (BREATHE) EMERGENCY MEDICAL ASSISTANCE PROGRAM HELPS FILL THE GAP THAT LACK OF OR CUTS IN INSURANCE LEAVE AROUND MEDICINE, EQUIPMENT AND OTHER ITEMS FOR THOSE WITH CHRONIC LUNG CONDITIONS BY PROVIDING CHILDREN AND ADULTS WITH RESPIRATORY AILMENTS THE EQUIPMENT, OXYGEN OR MEDICATION THEY ARE UNABLE TO OBTAIN DUE TO FINANCIAL OR INSURANCE LIMITATIONS. THE GOAL OF THIS PROGRAM IS TO MAINTAIN OR IMPROVE THE QUALITY OF LIFE FOR ALL PEOPLE WITH LUNG IMPAIRMENT BY PROVIDING EDUCATION, INFORMATION AND DIRECT SERVICES TO THEM AND THEIR "CIRCLE OF CARE." THE INFECTIOUS DISEASE/TUBERCULOSIS COMMUNITY EDUCATION TRAINING IS DESIGNED TO PROVIDE CONTINUOUS EDUCATION CLASSES TO HELP BUILD AN INFORMED AND SKILLED HEALTH CARE

4b (Code) (Expenses \$ 229,999. including grants of \$) (Revenue \$)

TOBACCO PREVENTION AND CONTROL (CHILDREN & ADULT)- BREATHE WORKS TO PROVIDE AN INNOVATIVE AND UNIQUE APPROACH TO SMOKING CESSATION AND PREVENTION. SMOKE-FREE-FOR LIFE IS AN EIGHT SESSION SMOKING CESSATION PROGRAM DEVELOPED BY BREATHE THAT USES A GROUP APPROACH TO QUITTING SMOKING WHILE STILL ADDRESSING THE NEEDS OF EACH SMOKER. SCHOOL ANTI-SMOKING PROGRAMS (NO BUTTS ABOUT SCHOOL: A CLOSER LOOK AT TOBACCO & THE TRUTH ABOUT TOBACCO) ARE GROUP AWARENESS AND PREVENTION PROGRAMS DESIGNED FOR SPECIFIC AGES TO PROVIDE VALUABLE INFORMATION TO STUDENTS AND INFLUENCE THEM TO NOT USE ANY FORM OF TOBACCO PRODUCTS. SMOKELESS SATURDAY IS AN INTERVENTION-STYLE RATHER THAN DISCIPLINARY-STYLE PROGRAM, USING EDUCATION ON THE NEGATIVE EFFECTS OF TOBACCO AND SKILL-BUILDING EXERCISES LEADING TO A QUITTING PLAN, RATHER THAN FINES

4c (Code) (Expenses \$ 709,984. including grants of \$) (Revenue \$)

LUNG DISEASE (CHILDREN & ADULT)- THROUGH DIRECT SERVICES TO PATIENTS AND A SCHOOL BASED ASTHMA EDUCATIONAL INITIATIVE BREATHE WORKS TO REACH CHILDREN AND ADULTS DIAGNOSED WITH LUNG DISEASE, AS WELL AS THEIR CARE GIVERS AND HEALTH CARE PROVIDERS. THE SCHOOL ASTHMA INITIATIVE (SAI) IS DESIGNED TO PROMOTE A HEALTHY LIFE FOR ALL CHILDREN DIAGNOSED WITH ASTHMA BY PROVIDING EDUCATION AND TRAINING, DIRECT SERVICES AND ADVOCACY FOR THEIR "CIRCLE OF CARE." THE PROGRAM PROVIDES SCHOOL-BASED EDUCATION INTERVENTIONS (FROM AN EVIDENCE-BASED CURRICULUM) ACROSS LARGE TARGET POPULATION INCLUDING STUDENTS, TEACHERS, SCHOOL PROFESSIONALS, HEALTH PROFESSIONALS AND PROFESSIONAL STUDENTS IN THE REGION. THE BREATHING PARTNERS INITIATIVE PROVIDES EDUCATIONAL AND INFORMATIONAL MATERIALS AND VARIOUS SERVICES TO ADULTS IN WESTERN

4d Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 1,172,766.

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?		

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?		
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?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
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>		
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

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		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
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		
2b	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	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
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
4b	If "Yes," enter the name of the foreign country: <input type="text"/>		
See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
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
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7 Organizations that may receive deductible contributions under section 170(c).			
7a	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	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
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?		
9 Sponsoring organizations maintaining donor advised funds.			
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10 Section 501(c)(7) organizations. Enter:			
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11 Section 501(c)(12) organizations. Enter:			
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
13a	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.		
13b	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		
13c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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 [X]

Section A. Governing Body and Management

Table with columns for question number, description, and Yes/No responses. Includes questions 1a-9 regarding governing body members, relationships, and documentation.

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

Table with columns for question number, description, and Yes/No responses. Includes questions 10a-16b regarding local chapters, conflict of interest, whistleblower, and joint ventures.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed PA
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.
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: TAMI ROCK - 724-772-1750 201 SMITH DR, SUITE E, CRANBERRY TWP, PA 16066

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) J. HOWISON SCHROEDER DIRECTOR	1.00	X						0.	0.	0.
(2) BELYNDA D. SLAUGENHAUPT, CFP DIRECTOR	1.00	X						0.	0.	0.
(3) VICKEE ALTMAN, RN, BSN, MED DIRECTOR	1.50	X						0.	0.	0.
(4) NANCY ARMSTRONG DIRECTOR EMERITUS	0.00	X						0.	0.	0.
(5) VICTOR D. BELL PRESIDENT	2.00	X		X				0.	0.	0.
(6) GEORGENE BRANDER, RN, BS, MHR DIRECTOR EMERITUS	0.00	X						0.	0.	0.
(7) BRUCE A. BUSH, MD, FACP DIRECTOR	0.30	X						0.	0.	0.
(8) GARY J. NOWADING DIRECTOR	0.30	X						0.	0.	0.
(9) THOMAS J. HILLIARD, JR. DIRECTOR EMERITUS	0.00	X						0.	0.	0.
(10) FRANK X. HARRIGAN DIRECTOR	1.00	X						0.	0.	0.
(11) CHARLES M. KOLINER, MD DIRECTOR	1.50	X						0.	0.	0.
(12) MAXINE C. KOPIEC, RN, BS DIRECTOR	1.00	X						0.	0.	0.
(13) RONALD A. LANDAY, MD DIRECTOR	1.00	X						0.	0.	0.
(14) WILLIAM E. OTTO, ESQ. DIRECTOR	0.30	X						0.	0.	0.
(15) GEORGE B. MILLER DIRECTOR	1.00	X						0.	0.	0.
(16) HARRY D. MILNES DIRECTOR EMERITUS	0.00	X						0.	0.	0.
(17) AMY L. AMOND, PHARMD DIRECTOR	1.00	X						0.	0.	0.

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			
(18) DONNA J. PIKE VICE PRESIDENT	1.00	X		X				0.	0.	0.
(19) ERNEST O. PUNCHARD DIRECTOR EMERITUS	0.00	X						0.	0.	0.
(20) F. BROOKS ROBINSON DIRECTOR	1.00	X						0.	0.	0.
(21) JAMES E. GNECCO, AIF DIRECTOR	1.50	X						0.	0.	0.
(22) SALLY E. WENZEL, MD SECRETARY	1.00	X		X				0.	0.	0.
(23) ABASS B. KAMARA DIRECTOR	0.30	X						0.	0.	0.
(24) DEBORAH D. RODGERS TREASURER	1.00	X		X				0.	0.	0.
(25) HOMER L. WALTON, ESQ. DIRECTOR	1.00	X						0.	0.	0.
(26) ANTHONY J. VAN NORMAN, MD, FAAD DIRECTOR	0.30	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								118,315.	0.	0.
d Total (add lines 1b and 1c)								118,315.	0.	0.

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 **1**

	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
NONE		

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 **0**

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a 1,205.				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 267,868.				
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f		269,073.			
Program Service Revenue	2 a <u>SMOKELESS SATURDAY SCHOOL</u>	Business Code 611600	12,510.	12,510.		
	b <u>STOP SMOKING PROGRAMS</u>	611600	8,591.	8,591.		
	c <u>TB ARMS</u>	611600	952.	952.		
	d _____					
	e _____					
	f All other program service revenue	611600	13,272.	13,272.		
	g Total. Add lines 2a-2f		35,325.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		579,875.		579,875.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real	93,748.			
		(ii) Personal				
		b Less: rental expenses	53,715.			
		c Rental income or (loss)	40,033.			
	d Net rental income or (loss)		40,033.		40,033.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	11,049,983.			
		(ii) Other				
		b Less: cost or other basis and sales expenses	10,384,687.			
		c Gain or (loss)	665,296.			
d Net gain or (loss)		665,296.		665,296.		
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	b				
	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	b				
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code				
11 a _____						
	b _____					
	c _____					
	d All other revenue					
e Total. Add lines 11a-11d						
12 Total revenue. See instructions.		1,589,602.	35,325.	0.	1,285,204.	

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	20,000.	20,000.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
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				
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	642,225.	544,271.	43,311.	54,643.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	88,863.	73,843.	7,247.	7,773.
10 Payroll taxes	58,315.	49,098.	4,221.	4,996.
11 Fees for services (non-employees):				
a Management				
b Legal	21,323.	17,807.	2,089.	1,427.
c Accounting	17,500.	14,614.	1,715.	1,171.
d Lobbying	24,000.	20,042.	2,352.	1,606.
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	132,001.	108,113.	11,989.	11,899.
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	35,167.	29,368.	3,445.	2,354.
12 Advertising and promotion	18,153.	16,145.	1,079.	929.
13 Office expenses	72,690.	55,335.	7,035.	10,320.
14 Information technology	32,126.	17,768.	2,068.	12,290.
15 Royalties				
16 Occupancy	26,321.	20,634.	3,525.	2,162.
17 Travel	26,478.	20,716.	3,528.	2,234.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	9,842.	5,412.	3,336.	1,094.
20 Interest	134.		134.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	44,050.	38,325.	2,201.	3,524.
23 Insurance	17,844.	14,624.	1,615.	1,605.
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 PUBLIC EDUCATION	51,198.	50,026.	661.	511.
b EMERGENCY ASSISTANCE TO	32,026.	31,986.	40.	0.
c PROGRAM SUPPLIES	21,245.	20,715.	467.	63.
d DUES AND SUBSCRIPTIONS	2,634.	666.	1,604.	364.
e All other expenses	6,812.	3,258.	3,554.	
25 Total functional expenses. Add lines 1 through 24e	1,400,947.	1,172,766.	107,216.	120,965.
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)

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	275.	1	275.
	2	Savings and temporary cash investments	528,299.	2	569,583.
	3	Pledges and grants receivable, net	12,460.	3	51,215.
	4	Accounts receivable, net		4	
	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		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	37,019.	9	38,531.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 2,235,901.		
	b	Less. accumulated depreciation	10b 1,698,522.	10c	537,379.
	11	Investments - publicly traded securities	18,977,495.	11	19,898,969.
	12	Investments - other securities. See Part IV, line 11	537,341.	12	943,129.
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11		15	
16	Total assets. Add lines 1 through 15 (must equal line 34)	20,651,949.	16	22,039,081.	
Liabilities	17	Accounts payable and accrued expenses	83,472.	17	113,631.
	18	Grants payable		18	
	19	Deferred revenue	225.	19	0.
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	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	117.	23	0.
	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		25	
	26	Total liabilities. Add lines 17 through 25	83,814.	26	113,631.
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	13,435,901.	27	14,785,783.
	28	Temporarily restricted net assets	25,000.	28	32,433.
	29	Permanently restricted net assets	7,107,234.	29	7,107,234.
	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	20,568,135.	33	21,925,450.
	34	Total liabilities and net assets/fund balances	20,651,949.	34	22,039,081.

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	1,589,602.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,400,947.
3	Revenue less expenses. Subtract line 2 from line 1	3	188,655.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	20,568,135.
5	Net unrealized gains (losses) on investments	5	1,168,660.
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	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	21,925,450.

Part XII Financial Statements and Reporting

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

- 1 Accounting method used to prepare the Form 990: Cash Accrual 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:
 Separate basis Consolidated basis Both consolidated and separate basis
- b 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:
 Separate basis Consolidated basis Both consolidated and separate basis
- c 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.
- 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?
- b 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

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2012)

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.")	379,570.	262,278.	117,744.	104,018.	269,073.	1,132,683.
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	379,570.	262,278.	117,744.	104,018.	269,073.	1,132,683.
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)						31,943.
6 Public support. Subtract line 5 from line 4						1,100,740.

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	379,570.	262,278.	117,744.	104,018.	269,073.	1,132,683.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	800,264.	624,256.	577,148.	583,357.	673,623.	3,258,648.
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						4,391,331.
12 Gross receipts from related activities, etc. (see instructions)					12	594,277.
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	25.07	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	25.57	%
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 checked="" 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.")						
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						
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						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
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						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6)						

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						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
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)						
13 Total support. (Add lines 9, 10c, 11, and 12)						

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	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

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

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 C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

2012

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations. Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations. Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization BREATHE PENNSYLVANIA	Employer identification number 25-0965587
-----------------------------------------------------	-----------------------------------------------------

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file Form 1120-POL for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)		24,000.													
c Total lobbying expenditures (add lines 1a and 1b)		24,000.													
d Other exempt purpose expenditures		1,376,947.													
e Total exempt purpose expenditures (add lines 1c and 1d)		1,400,947.													
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		215,095.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)		53,774.													
h Subtract line 1g from line 1a. If zero or less, enter -0-		0.													
i Subtract line 1f from line 1c. If zero or less, enter -0-		0.													
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount	225,731.	228,153.	210,028.	215,095.	879,007.
b Lobbying ceiling amount (150% of line 2a, column(e))					1,318,511.
c Total lobbying expenditures	24,000.	24,000.	24,000.	24,000.	96,000.
d Grassroots nontaxable amount	56,433.	57,038.	52,507.	53,774.	219,752.
e Grassroots ceiling amount (150% of line 2d, column (e))					329,628.
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?		
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?		
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?		

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4, Part I-C, line 5; Part II-A (affiliated group list), Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information

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 **BREATHE PENNSYLVANIA** Employer identification number **25-0965587**

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:

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

	Amount
1c	
1d	
1e	
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	7,132,234.	7,326,651.	7,488,354.	7,531,862.	7,417,656.
b Contributions	17,920.		15,000.	175,000.	257,500.
c Net investment earnings, gains, and losses					
d Grants or scholarships	10,487.	194,417.	176,703.	218,508.	143,294.
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	7,139,667.	7,132,234.	7,326,651.	7,488,354.	7,531,862.

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

- a Board designated or quasi-endowment _____ %
 - b Permanent endowment 99.55 %
 - c Temporarily restricted endowment .45 %
- 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)		X
3a(ii)		X
3b		

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		68,386.		68,386.
b Buildings	861,744.	959,655.	1,698,522.	122,877.
c Leasehold improvements				
d Equipment		296,582.		296,582.
e Other		49,534.		49,534.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				537,379.

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

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include Financial derivatives, Closely-held equity interests, and Other (A-I).

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

Table with 3 columns: (a) Description of investment type, (b) Book value, (c) Method of valuation. Rows numbered 1 through 10.

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

Table with 2 columns: (a) Description, (b) Book value. Rows numbered 1 through 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.

Table with 2 columns: (a) Description of liability, (b) Book value. Row 1 includes Federal income taxes, followed by rows 2-11.

Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)

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	2,848,612.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	1,168,660.	
b	Donated services and use of facilities	2b	90,350.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	1,259,010.
3	Subtract line 2e from line 1		3	1,589,602.
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		
c	Add lines 4a and 4b		4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	1,589,602.

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

1	Total expenses and losses per audited financial statements		1	1,491,297.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	90,350.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	90,350.
3	Subtract line 2e from line 1		3	1,400,947.
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	1,400,947.

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.

SCH D, PART X, LINE 2:

THE FINANCIAL ACCOUNTING STANDARDS BOARD ACCOUNTING STANDARDS CODIFICATION
ON INCOME TAXES CLARIFIES RECOGNITION, MEASUREMENT, PRESENTATION AND
DISCLOSURE RELATING TO UNCERTAIN TAX POSITIONS. BREATHE EVALUATES TAX
POSITIONS FOR RECOGNITION BY DETERMINING WHETHER EVIDENCE INDICATES THAT
IT IS MORE LIKELY THAN NOT THAT A POSITION WILL BE SUSTAINED IF EXAMINED
BY TAXING AUTHORITIES. AS OF JUNE 30, 2013 AND 2012, BREATHE IS UNAWARE
OF ANY UNRECOGNIZED TAX BENEFITS OR UNCERTAIN TAX POSITIONS. BREATHE'S

Part XIII Supplemental Information (continued)

FEDERAL TAX RETURNS FOR TAX YEARS 2010 AND BEYOND REMAIN SUBJECT TO
EXAMINATION BY THE INTERNAL REVENUE SERVICE.

Multiple horizontal lines for supplemental information.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

2012

Open to Public
Inspection

**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.

Name of the organization

BREATHE PENNSYLVANIA

Employer identification number
25-0965587

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

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
UNIVERSITY OF PITTSBURGH C/O JENNIFER M. BOMBERGER, PHD - 450 TECHNOLOGY DR., 416 BRIDGESIDE POINT II - PGH, PA 15219	25-0965591	501(C)(3)	10,000.	0	FMV		SEE SCHEDULE O FOR ADDITIONAL INFORMATION
ALLEGHENY-SINGER RESEARCH INSTITUTE - P.O. BOX 951765 - CLEVELAND, OH 44193-0019	25-1320493	501(C)(3)	10,000.	0	FMV		SEE SCHEDULE O FOR ADDITIONAL INFORMATION

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

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

Schedule I (Form 990) (2012)

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

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 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

BREATHE PENNSYLVANIA

Employer identification number

25-0965587

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

COMMUNITY THAT IS ABLE TO IDENTIFY AND ADDRESS TB IN THE REGION. THIS PROGRAM IS BASED ON THE PREMISE THAT IF HEALTH CARE FRONT LINE STAFF ARE UP TO DATE ON THEIR KNOWLEDGE OF TB, THEN THEY ARE BETTER ABLE TO MEET BOTH THE CARE AND SAFETY NEEDS OF THE COMMUNITY.

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

AND SCHOOL SUSPENSION, TO REDUCE TOBACCO USE AMONG YOUTH.

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

PENNSYLVANIA WITH A DIAGNOSIS OF A CHRONIC LUNG DISEASE. ITS PRIMARY GOAL IS TO MAINTAIN OR IMPROVE THE QUALITY OF LIFE FOR ALL PEOPLE WITH LUNG IMPAIRMENT BY PROVIDING MATERIALS AND DIRECT SERVICES TO THEM AND THEIR "CIRCLE OF CARE." CAMP HUFF-N-PUFF IS DESIGNED FOR YOUTH WHO HAVE A MEDICAL DIAGNOSIS OF ASTHMA, AND IS STAFFED WITH A DEDICATED GROUP OF VOLUNTEER PHYSICIANS, NURSES, AND RESPIRATORY THERAPISTS WHO WORK ALONGSIDE CAMP COUNSELORS TO ENSURE THAT ALL CAMPERS HAVE A SAFE AND FUN EXPERIENCE. THE SMOOTH SAILING PROGRAM IS DESIGNED TO REDUCE ANXIETY AMONG PARTICIPANTS ABOUT TRAVELING WITH MEDICAL EQUIPMENT AND CARE NEEDS. THIS UNIQUE PROGRAM IS OFFERED TO ADULTS ACROSS THE COMMONWEALTH WHO HAVE SPECIAL MEDICAL NEEDS DUE TO A SERIOUS RESPIRATORY CONDITION AND PREFER TO TRAVEL WITH A GROUP THAT PROVIDES MEDICAL SUPERVISION AND KNOWLEDGE ALONGSIDE OPPORTUNITIES FOR RECREATION AND RELAXATION.

FORM 990, PART VI, SECTION A, LINE 4: THIS ORGANIZATION CHANGED ITS NAME

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

Schedule O (Form 990 or 990-EZ) (2012)

232211
01-04-13

Name of the organization

BREATHE PENNSYLVANIA

Employer identification number

25-0965587

TO BREATHE PENNSYLVANIA. THE ORGANIZATION'S GOVERNING DOCUMENTS HAVE BEEN
UPDATED TO REFLECT THE NAME CHANGE.

FORM 990, PART VI, SECTION B, LINE 11: THE FORM 990 IS REVIEWED BY THE
EXECUTIVE DIRECTOR AND THE CONTROLLER.

FORM 990, PART VI, SECTION B, LINE 12C: DIRECTORS ARE REQUIRED TO ANNUALLY
DISCLOSE CONFLICTS BY SIGNING A CONFLICT OF INTEREST DISCLOSURE STATEMENT
LISTING ALL POTENTIAL AND ACTUAL CONFLICTS OF INTEREST, EVEN IF THEY ARE
QUESTIONABLE. THE ORGANIZATION RESERVES THE RIGHT TO MAKE THE FINAL
DETERMINATION WITH REGARD TO ALL POTENTIAL AND ACTUAL CONFLICTS OF
INTEREST.

FORM 990, PART VI, SECTION B, LINE 15: THE EXECUTIVE DIRECTOR'S
COMPENSATION IS REVIEWED BY THE EXECUTIVE COMMITTEE USING THE STAFF
PERFORMANCE EVALUATION FORM.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATIONS GOVERNING
DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE MADE
AVAILABLE TO THE PUBLIC UPON REQUEST.

SCHEDULE A, PART C, LINE 17

BREATHE PENNSYLVANIA IS A PUBLICLY SUPPORTED ORGANIZATION UNDER THE
FACTS AND CIRCUMSTANCES TEST OF TREASURY REGULATION 1.170A-9(E)(3).

(I) TEN PERCENT OF SUPPORT LIMITATION

BREATHE PENNSYLVANIA NORMALLY RECEIVES A SUBSTANTIAL AMOUNT OF

Name of the organization

BREATHE PENNSYLVANIA

Employer identification number

25-0965587

GOVERNMENTAL OR PUBLIC SUPPORT. AS INDICATED IN SCHEDULE A, PART II,
THE PUBLIC SUPPORT PERCENTAGE FOR THE PERIOD 2008 THROUGH 2012 WAS
25.07%.

(II) ATTRACTION OF PUBLIC SUPPORT

BREATHE PENNSYLVANIA IS ORGANIZED AND OPERATED TO ATTRACT NEW AND
ADDITIONAL PUBLIC OR GOVERNMENTAL SUPPORT ON A CONTINUOUS BASIS.

BREATHE PENNSYLVANIA IS DEDICATED TO THE PREVENTION AND CONTROL OF LUNG
DISEASE THROUGH EDUCATION, TRAINING, DIRECT SERVICES, RESEARCH FUNDING
AND ADVOCACY.

(III) PERCENTAGE OF PUBLIC SUPPORT

BREATHE PENNSYLVANIA RECEIVED 25.07% OF ITS FUNDING FROM PUBLIC OR
GOVERNMENTAL SOURCES DURING THE PERIOD 2008 THROUGH 2012. THE
ORGANIZATION GENERATED \$3,258,648 OF INVESTMENT INCOME DURING THE YEAR
ENDED JUNE 30, 2013.

(IV) SOURCES OF SUPPORT

BREATHE PENNSYLVANIA MEETS THE TEN PERCENT-OF-SUPPORT LIMITATION OF
TREASURY REGULATION 1.170A-9(E)(3)(I). BREATHE PENNSYLVANIA HAS BEEN
PROVIDING SERVICES TO LOCAL COMMUNITIES FOR MORE THAN 90 YEARS. IT
ORIGINATED AS A GRASS ROOTS SOCIETY TO FIGHT TUBERCULOSIS AND HAS
EVOLVED TO OFFER PROGRAMS FOR ADULTS WITH CHRONIC LUNG DISEASE,
CHILDREN WITH ASTHMA AND THEIR PARENTS, ADULTS AND ADOLESCENTS WHO
WOULD LIKE TO QUIT SMOKING, HEALTH PROFESSIONALS WHO REQUIRE THE MOST

Name of the organization

BREATHE PENNSYLVANIA

Employer identification number

25-0965587

CURRENT INFORMATION ON TUBERCULOSIS, INFLUENZA, AND OTHER LUNG DISEASES, AS WELL AS ANYONE WISHING TO LEARN MORE ABOUT THEIR LUNGS AND HOW TO KEEP THEM HEALTHY.

(V) REPRESENTATIVE GOVERNING BODY

SECTION 2. OF THE BY LAWS ADOPTED OCTOBER 28, 2009 PROVIDE THAT THE BOARD OF DIRECTORS SHALL CONSIST OF SUCH A NUMBER OF PERSONS AS THE BOARD SHALL DETERMINE FROM TIME TO TIME. THE MEMBERS OF THE BOARD SHALL BE REPRESENTATIVE, BY RESIDENCE, OF THE SEVERAL COUNTIES OR LARGER GEOGRAPHICAL AREAS SERVED BY THE CORPORATION, APPORTIONED AMONG THEM IN A MANNER DETERMINED BY THE BOARD, PROVIDED THAT THE MAXIMUM NUMBER OF DIRECTORS SHALL NOT EXCEED THIRTY (30) AT ANY TIME.

(VI) AVAILABILITY OF PUBLIC FACILITIES OR SERVICES

BREATHE PENNSYLVANIA SUPPORTS A WIDE RANGE OF PROGRAMS AND SERVICES INCLUDING BREATHING PARTNERS, SMOKING CESSATION PROGRAMS; TUBERCULOSIS TREATMENT, TESTING, AND CONTROL; AND INFLUENZA IMMUNIZATION PROMOTION. MOST NOTABLE AMONG THE CHILDRENS PROGRAMS ARE PARENTS OF CHILDREN WITH ASTHMA (POCWA); CAMP BREATHE E-Z AND CAMP HUFF N PUFF; AND SMOKELESS SATURDAY.

IN ADDITION TO THESE, THE ORGANIZATION SUPPORTS LOCAL, STATE AND NATIONAL LEVEL RESEARCH WITH GRANTS TO FIGHT LUNG DISEASE AND IMPROVE THE LIVES OF INDIVIDUALS WHO SUFFER CHRONIC LUNG DISEASE. BREATHE PENNSYLVANIA HELPED ESTABLISH THE PULMONARY DIVISION AT THE UNIVERSITY OF PITTSBURGH MEDICAL CENTER TO PIONEER TREATMENTS FOR LUNG DISEASE.

Name of the organization

BREATHE PENNSYLVANIA

Employer identification number

25-0965587

THE ORGANIZATION ALSO SUPPORTS CAREER INVESTIGATOR GRANTS AT THE
 UNIVERSITY OF PITTSBURGH ASTHMA CENTER AND INVESTIGATIVE GRANTS AT
 OTHER RESEARCH INSTITUTIONS SEEKING SOLUTIONS FOR PULMONARY DISEASE
 PROBLEMS.

Depreciation and Amortization 990
 (Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return: **BREATHE PENNSYLVANIA**
 Business or activity to which this form relates: **FORM 990 PAGE 10**
 Identifying number: **25-0965587**

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	44,050.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		<input type="checkbox"/>

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	44,050.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No

Table with columns (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation deduction, (i) Elected section 179 cost. Includes rows 25-29.

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

Table for Section B with columns (a) through (f) Vehicle. Rows 30-36 covering miles driven and personal use availability.

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

Table for Section C with questions 37-41 and Yes/No columns.

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

Table for Part VI with columns (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year. Includes rows 42-44.

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

JULY 23, 2013

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

Breathe Pennsylvania

I, Carol Aichele, Secretary of the Commonwealth of Pennsylvania
do hereby certify that the foregoing and annexed is a true and correct
copy of
ARTICLES OF AMENDMENT-NONPROFIT filed on May 7, 2013
which appear of record in this department.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office to
be affixed, the day and year above
written.

A handwritten signature in cursive script, reading "Carol Aichele".

Secretary of the Commonwealth

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

**Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)**

Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name	Theresa A. Schrecengost, Pa.C.P., RP Tucker Arensberg, P.C.		
Address	1500 One PPG Place		
City	State	Zip Code	
Pittsburgh,	PA	15222	

Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-NONPROFIT 4 Page(s)



Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
American Respiratory Alliance of Western Pennsylvania

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
<u>435 6th Avenue</u>	<u>Pittsburgh</u>	<u>PA</u>	<u>15219</u>	<u>Allegheny Co.</u>

(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

3. The statute by or under which it was incorporated:
PA Nonprofit Corporation Law

4. The date of its incorporation:
4/28/1941

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersedes the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

1st day of May

2013

AMERICAN RESPIRATORY ALLIANCE OF
WESTERN PENNSYLVANIA

Name of Corporation

[Signature]
Signature

President
Title

EXHIBIT A

Article One of the Corporation Articles of Incorporation shall be amended to read as follows in its entirety:

The name of the corporation is Breathe Pennsylvania

BUS_EST:351387-1 023804-133383

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JULY 23, 2013

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

Breathe Pennsylvania

I, Carol Aichele, Secretary of the Commonwealth of Pennsylvania
do hereby certify that the foregoing and annexed is a true and correct
copy of
CHANGE OF REGISTERED OFFICE - Domestic filed on June 6, 2013
which appear of record in this department.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office to
be affixed, the day and year above
written.

A handwritten signature in cursive script, reading "Carol Aichele".

Secretary of the Commonwealth

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

Statement of Change of Registered Office (15 Pa.C.S.)

- Domestic Business Corporation (§ 1507)
- Foreign Business Corporation (§ 4144)
- Domestic Nonprofit Corporation (§ 5507)
- Foreign Nonprofit Corporation (§ 6144)
- Domestic Limited Partnership (§ 8506)

Name <u>Theresa Schrecengost, Pa.C.P., RP</u>		
<u>Tucker Arensberg, P.C.</u>		
Address		
<u>1500 One PPG Place</u>		
City	State	Zip Code
<u>Pittsburgh,</u>	<u>PA</u>	<u>15222</u>

Commonwealth of Pennsylvania
 DOMESTIC - CHANGE OF REGISTERED OFFICE 2 Page(s)



Fee: \$70

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1. The name is:
Breathe Pennsylvania

2. The (a) address of its initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street	City	State	Zip	County
<u>435 6th Avenue</u>	<u>Pittsburgh</u>	<u>PA</u>	<u>15219</u>	<u>Allegheny</u>

(b) Name of Commercial Registered Office Provider _____ County _____
 c/o: _____

3. Complete part (a) or (b):

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:

Number and street	City	State	Zip	County
<u>201 Smith Drive, Suite E, Cranberry Township, PA</u>	<u>16066</u>	<u>Butler</u>		

(b) The registered office of the corporation or limited partnership shall be provided by:
 c/o: _____
 Name of Commercial Registered Office Provider _____ County _____

4. *Strike out if a limited partnership:*

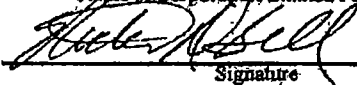
Such change was authorized by the Board of Directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned has caused this Statement of Change of Registered Office to be signed by a duly authorized officer thereof this

6th day of June 2013.

Breathe Pennsylvania

Name of Corporation/Limited Partnership



Signature

President

Title

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. BREATHE PENNSYLVANIA	Employer identification number (EIN) or 25-0965587
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 201 SMITH DRIVE, NO. E	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CRANBERRY TOWNSHIP, PA 16066	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

TAMI ROCK

• The books are in the care of ▶ **201 SMITH DR, SUITE E - CRANBERRY TWP, PA 16066**
 Telephone No ▶ **724-772-1750** FAX No. ▶ **724-772-1180**

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 18, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **JUL 1, 2012**, and ending **JUN 30, 2013**

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)