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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

**2008**

Department of the Treasury  
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning **JUL 1, 2008**, and ending **JUN 30, 2009**

G Check all that apply:  Initial return  Final return  Amended return  Address change  Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>Wolstenholme Charitable Foundation</b> Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>631 Catherine St.</b> City or town, state, and ZIP code <b>Warminster, PA 18974</b>	A Employer identification number <b>23-2937483</b> B Telephone number <b>215-675-4653</b>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>3875498.</b> (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

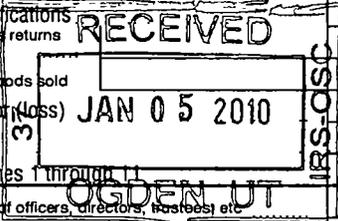
Part I	Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	63464.	63464.		Statement 1
	4 Dividends and interest from securities	76679.	76679.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	526042.			
	b Gross sales price for all assets on line 6a <b>2020642.</b>				
	7 Capital gain net income (from Part IV, line 2)		526042.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	666185.	666185.		
	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees <b>Stmt 3</b>	58168.	58168.		0.
	17 Interest				
	18 Taxes <b>Stmt 4</b>	5011.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses <b>Stmt 5</b>	149.	0.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	63328.	58168.		0.
	25 Contributions, gifts, grants paid	44500.			44500.
	26 Total expenses and disbursements. Add lines 24 and 25	107828.	58168.		44500.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	558357.			
	b Net investment income (if negative, enter -0-)		608017.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	202272.	121132.	121132.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 6	3219430.	3858052.	3754366.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	3421702.	3979184.	3875498.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	3421702.	3979184.		
30 Total net assets or fund balances	3421702.	3979184.		
31 Total liabilities and net assets/fund balances	3421702.	3979184.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3421702.
2 Enter amount from Part I, line 27a	2	558357.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3980059.
5 Decreases not included in line 2 (itemize) ▶ Federal Income Tax	5	875.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3979184.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Securities see schedule attached	P		
b Securities see schedule attached	P		
c Capital Gains Dividends			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			-215836.
b			741866.
c 12.			12.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-215836.
b			741866.
c			12.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	526042.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	882674.	4883898.	.180731
2006	286142.	5393850.	.053050
2005	218000.	4680899.	.046572
2004	85500.	4008114.	.021332
2003	189738.	2797463.	.067825

2 Total of line 1, column (d)	2	.369510
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.073902
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	3856155.
5 Multiply line 4 by line 3	5	284978.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6080.
7 Add lines 5 and 6	7	291058.
8 Enter qualifying distributions from Part XII, line 4	8	44500.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	12160.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	12160.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	12160.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	393.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed <b>See Statement 7</b>	9	12553.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6		X
7	X	
8a		
8b	X	
9		X
10		X

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>Eugene &amp; Jean Wolstenholme</u> Telephone no. ▶ <u>215-675-4653</u> Located at ▶ <u>631 Catherine St, Warminster, PA</u> ZIP+4 ▶ <u>18974</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15   <u>N/A</u>			

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A**  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If you answered "Yes" to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

5b		
6b		X
7b		

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Eugene Wolstenholme 365 W Bristol Road Southampton PA 18966	Principal Mgr 8.00	0.	0.	0.
Jean Wolstenholme 365 W Bristol Road Southampton PA 18966	principal Mgr 8.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'None'.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Table with 2 columns: Description of activities, Expenses. Row 1 contains 'N/A'.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Table with 2 columns: Description of investments, Amount. Row 1 contains 'N/A'. Row 3 contains 'All other program-related investments. See instructions.'

Total. Add lines 1 through 3 0.

**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	3731721.
b	Average of monthly cash balances	1b	183157.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3914878.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3914878.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	58723.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3856155.
6	Minimum investment return. Enter 5% of line 5	6	192808.

**Part XI** Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	192808.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	12160.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12160.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	180648.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	180648.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	180648.

**Part XII** Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	44500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	44500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	44500.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
<b>1</b> Distributable amount for 2008 from Part XI, line 7				180648.
<b>2</b> Undistributed income, if any, as of the end of 2007				
<b>a</b> Enter amount for 2007 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2008:				
<b>a</b> From 2003				
<b>b</b> From 2004				
<b>c</b> From 2005				
<b>d</b> From 2006				3418.
<b>e</b> From 2007				640131.
<b>f</b> Total of lines 3a through e	643549.			
<b>4</b> Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 44500.				
<b>a</b> Applied to 2007, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2008 distributable amount				44500.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	136148.			136148.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	507401.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	507401.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2004				
<b>b</b> Excess from 2005				
<b>c</b> Excess from 2006				
<b>d</b> Excess from 2007				507401.
<b>e</b> Excess from 2008				



**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
St Vincents Church, 654 Hatboro Rd, Richboro PA 18954		Religious organizati on	support	14500.
St Edmonds, 2130 21st Street, Philadelphia Pa 19148		Religious organizati on	support	10000.
Guatemala fund, 56 Cross County Court, Gaithersburg MD 20879		Religious organizati on	support	10000.
St Charles Seminary, 100 East Wynnewood Road, Wynnewood PA 19096		Religious organizati on	Support	10000.
<b>Total</b>				<b>▶ 3a 44500.</b>
<b>b Approved for future payment</b>				
None				
<b>Total</b>				<b>▶ 3b 0.</b>





Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Wachovia Securities	63464.
Total to Form 990-PF, Part I, line 3, Column A	63464.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Wachovia Securities	76691.	12.	76679.
Total to Fm 990-PF, Part I, ln 4	76691.	12.	76679.

Form 990-PF Other Professional Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Fees	58168.	58168.		0.
To Form 990-PF, Pg 1, ln 16c	58168.	58168.		0.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foriegn Tax withheld	5011.	0.		0.
To Form 990-PF, Pg 1, ln 18	5011.	0.		0.

Form 990-PF Other Expenses Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Corporate fees	149.	0.		0.
To Form 990-PF, Pg 1, ln 23	149.	0.		0.

Form 990-PF Corporate Stock Statement 6

Description	Book Value	Fair Market Value
Securities	3858052.	3754366.
Total to Form 990-PF, Part II, line 10b	3858052.	3754366.

Form 990-PF Interest and Penalties Statement 7

Tax due from Form 990-PF, Part VI	12160.
Underpayment penalty	393.
Late payment interest	61.
Late payment penalty	122.
Total Amount Due	12736.

Form 990-PF Late Payment Penalty Statement 8

Description	Date	Amount	Balance	Months	Penalty
Tax due	11/15/09	12160.	12160.	2	122.
Date filed	12/31/09		12160.		
Total late payment penalty					122.

Form 990-PF Late Payment Interest Statement 9

Description	Date	Amount	Balance	Rate	Days	Interest
Tax due	11/15/09	12160.	12160.	.0400	46	61.
Date filed	12/31/09		12221.			
Total late payment interest						61.

Form 990-PF Part XV - Line 1a Statement 10  
List of Foundation Managers

Name of Manager

Eugene Wolstenholme  
Jean Wolstenholme

**Wolstenholme Charitable Foundation**  
**Attachment to June 30, 2009 form 990-PF**

**Schedule of Capital Gains and Losses**

**Short Term**

<u>Name</u>	<u>Acq</u>	<u>Sold</u>	<u>Proceeds</u>	<u>Basis</u>	<u>Gain/loss</u>
45 Bard Inc	6/12/1989	9/4/2072	3,211	3,243	(32)
0.32 Cemex	6/9/2009	6/9/2009	3	-	3
100 Amazon.comm Inc	4/4/2009	6/15/2009	5,705	6,658	(953)
40 Credit Suisse	3/12/2009	6/5/2009	1,865	996	869
85 Interecontental	6/24/2008	6/10/2009	9,771	10,300	(529)
355 Lincare	7/15/2008	6/3/2009	7,720	9,969	(2,249)
142 Plum Creek	11/18/2008	6/17/2009	4,159	4,573	(414)
120 Precision Castparts	10/16/2008	6/18/2008	9,865	6,714	3,151
31 Regency Centers Corp	3/2/2009	6/24/2009	1,031	733	298
35 Addidas AG	3/12/2009	5/6/2009	570	564	6
250 Analog	11/14/2008	5/21/2009	5,882	4,824	1,058
58 Barclays	3/27/2009	5/15/2009	899	557	342
20 Corp Offices Pptys	1/22/2009	5/22/2009	567	533	34
75 Devry	6/20/2008	5/20/2009	3,374	4,396	(1,022)
0.45 Holcim Ltd	5/26/2009	5/26/2009	5	-	5
49 Home Pptyd	11/12/2008	5/5/2009	1,755	1,648	107
55 Logitech Int	3/12/2009	5/5/2009	785	456	329
115 Mettler Toledo	9/24/2008	5/12/2009	8,324	11,153	(2,829)
10 Mid-Amer Apt	7/14/2008	5/28/2009	345	536	(191)
125 Precision Castparts	10/16/2008	5/12/2009	9,831	7,148	2,683
60 Rayonier	8/28/2008	5/22/2009	2,307	2,583	(276)
380 Schwab Charles	6/16/2009	5/5/2009	7,084	5,291	1,793
240 Tiffany	4/8/2009	5/13/2009	6,177	5,361	816
190 Ultra petroleum	12/8/2008	5/25/2009	8,560	6,745	1,815
10 Washington post	3/12/2009	5/6/2009	3,475	3,586	(111)
455 Western union	4/14/2009	5/5/2009	7,838	6,501	1,337
77 AMB PPT	12/9/2008	4/8/2009	1,266	1,287	(21)
7 Avolon Bay	10/9/2008	4/29/2009	405	544	(139)
88 BNP Paribas	3/16/2009	4/9/2009	2,049	1,752	297
155 CH Robinson	12/19/2008	4/13/2009	7,293	7,907	(614)
32 Denso	8/25/2008	4/8/2009	2,859	2,935	(76)
0.479 Ford motor	4/9/2009	4/9/2009	2	-	2
445 Gatx	6/19/2008	4/7/2009	9,571	18,149	(8,578)
14 Home Pptyd	10/28/2008	4/23/2009	492	453	39
100 Kimco Realty	8/26/2008	4/8/2009	849	2,727	(1,878)
125 King Fisher	3/12/2009	4/15/2009	595	449	146
10 Rayonier	7/30/2008	4/8/2009	320	465	(145)
5 Regency Centers Corp	3/2/2009	4/8/2009	155	125	30
460 Schwab Charles	6/16/2009	4/14/2009	7,683	6,405	1,278
210	4/8/2009	4/29/2009	5,910	4,691	1,219
0.625 TNT	4/28/2009	4/28/2009	11	-	11
0.165 HSBC	3/23/2009	4/22/2009	1	-	1
14 Bre Properties	7/15/2008	3/26/2009	283	634	(351)
70 Devry	4/22/2008	3/12/2009	3,222	3,510	(288)
40 Douglas Emmett	3/9/2009	3/23/2009	341	263	78
7 eastgroup PPTYS	11/6/2008	3/3/2009	160	235	(75)
400 Gamestop	12/11/2008	3/27/2009	10,520	9,812	708
25 Groupe Danone	3/12/2009	3/20/2009	227	229	(2)
265 K12inc	11/13/2008	3/9/2009	3,585	5,777	(2,192)

19 Liberty Property Tr	6/17/2008	3/4/2009	348	660	(312)
385 NCR Corp	8/12/2008	3/18/2009	3,507	5,275	(1,768)
255 National Oilwell	10/15/2008	3/18/2009	7,640	6,738	902
335 Owens Illiois	8/28/2008	3/5/2009	3,536	13,300	(9,764)
106 prologis	5/28/2009	3/26/2009	598	2,819	(2,221)
38 Rayonier	7/22/2008	3/2/2009	935	1,768	(833)
18 Regency Centers	2/25/2009	3/20/2009	470	516	(46)
17 Senioer Housing Prop	6/11/2008	3/6/2009	185	350	(165)
70 Tyco Electrnics	3/12/2009	3/24/2009	753	614	139
200 ultra Petro	11/10/2008	3/16/2009	7,149	8,827	(1,678)
305 Unumprovident	1/6/2009	3/5/2009	2,494	6,078	(3,584)
24000 FNMA	9/10/2008	3/11/2009	26,134	25,522	612
2000 GE Cap	5/21/2008	3/12/2008	1,342	1,859	(517)
13000 Goldman Sachs	4/8/2008	3/12/2009	11,384	13,241	(1,857)
1000 US Treas Bnd	10/29/2008	3/11/2009	1,280	1,172	108
14000 US Treas Bnd	4/14/2008	3/11/2009	15,358	14,930	428
10000 US Treas Bnd	10/28/2008	3/11/2009	10,757	10,476	281
16000 US Treas Bnd	12/17/2008	3/11/2009	17,309	17,708	(399)
10000 US Treas Bnd	5/21/2008	3/11/2009	11,369	10,621	748
1000 US Treas Bnd	10/29/2008	3/11/2009	1,127	1,053	74
15 Bre Pptys	6/10/2008	0202/09	370	714	(344)
113 Corning	5/29/2008	2/18/2009	1,232	3,101	(1,869)
105 ITC Holdings	6/2/2008	2/3/2009	4,356	5,695	(1,339)
315 Micros System	5/8/2008	2/10/2009	5,277	9,376	(4,099)
170 National Oilwell	10/15/2008	2/18/2009	4,377	4,360	17
28 Omega healthcare	10/8/2008	2/25/2009	402	454	(52)
29 Rayonier	7/18/2008	2/24/2008	823	1,336	(513)
22 Regency Centers	12/17/2008	2/10/2008	744	967	(223)
45 Reinsurance Group	4/22/2008	2/10/2009	1,531	2,290	(759)
4 Senioer Housing Prop	6/5/2008	2/25/2009	53	85	(32)
395 Shaw Comm	11/25/2008	2/9/2009	6,693	6,674	19
12 Acadia Realty	8/2/2008	1/23/2009	140	278	(138)
119 Alexandria Realty	5/19/2008	1/14/2009	1,854	3,572	(1,718)
227 Allianz SE	3/25/2008	1/15/2009	1,887	3,855	(1,968)
29 AMB PPTY	5/27/2008	1/30/2009	480	1,551	(1,071)
84 Archer Daniels	7/24/2008	1/13/2009	3,133	3,330	(197)
60 Avery Dennison	4/9/2008	1/13/2009	1,911	3,120	(1,209)
338 Banco	10/14/2008	1/20/2009	2,355	4,844	(2,489)
477 Barclays	2/13/2008	1/23/2009	1,368	14,725	(13,357)
17 Bre Pptys	3/24/2008	1/21/2009	419	823	(404)
341 Commerzbank	4/24/2008	1/15/2009	1,594	10,581	(8,987)
50 Devry	4/22/2008	1/5/2009	2,771	2,507	264
39 Douglas Emmett	12/11/2008	1/22/2009	417	465	(48)
2 Stanley Works	4/4/2008	1/14/2009	1,013	1,814	(801)
37 LaSalle Hotel Pty	12/11/2008	1/13/2009	370	408	(38)
50 National Oilwell	2/5/2008	1/15/2009	1,192	3,484	(2,292)
330 Owens Illiois	7/31/2008	1/6/2009	8,648	14,409	(5,761)
19 PS Business	11/12/2008	1/8/2009	764	789	(25)
33 Plum Creek Timber	1/29/2008	1/14/2009	984	1,372	(388)
21 Regency Centers	12/17/2008	1/28/2009	827	923	(96)
885 Service Corp	3/26/2008	1/13/2009	4,161	9,045	(4,884)
27 Sovran Self Storage	10/9/2008	1/14/2009	691	935	(244)
30 Taubman	12/11/2008	1/2/2009	699	795	(96)
2000 Avnet Inc	4/15/2008	1/13/2009	1,960	2,148	(188)
2000 Beckman	9/11/2008	1/13/2009	1,950	2,293	(343)
2000 Carnival Corp	7/21/2008	1/5/2009	1,817	2,095	(278)
4000 Carnival Corp	7/18/2008	1/13/2009	2,520	2,447	73

6000 Eastman Kodak	3/19/2008	1/13/2009	5,100	5,753	(653)
1000 Flextronics	1/25/2008	1/13/2009	870	975	(105)
6000 Gilead Sciences	5/1/2008	1/13/2009	7,950	8,272	(322)
2000 Hasbro	12/16/2008	1/13/2009	2,500	2,667	(167)
6000 Intl Game	3/17/2008	1/13/2009	5,745	5,850	(105)
6000 Linear Tech	4/8/2008	1/13/2009	5,340	5,911	(571)
8000 Nabors	5/8/2008	1/13/2009	6,830	7,504	(674)
3000 Nextel Comm	1/28/2008	1/13/2009	2,708	2,944	(236)
1000 On Semiconductor	8/20/2008	1/13/2009	860	1,164	(304)
4000 prologis	5/22/2008	1/13/2009	1,920	3,944	(2,024)
1000 TJX	1/24/2008	1/13/2009	748	1,075	(327)
6000 Transocean	1/25/2008	1/13/2009	5,340	6,541	(1,201)
2000 US Treas Bnd	10/29/2008	1/23/2009	2,606	2,344	262
34000 US Treas Bnd	4/14/2008	1/15/2009	38,056	36,832	1,224
6000 Tech Data	5/21/2008	1/13/2009	4,710	5,769	(1,059)
2000 Teva Pharm	9/5/2008	1/13/2009	2,190	2,280	(90)
2000 Teva Pharm	12/17/2008	1/13/2009	2,400	2,540	(140)
4000 Unted Auto Group	8/19/2008	1/13/2009	2,570	2,918	(348)
84 Allianz se-adr	3/25/2008	12/17/2008	867	1,577	(710)
25 Amazon.com Inc	8/2/2007	6/16/2008	2,043	2,112	(69)
2000 Amazon.comm Inc	6/20/2008	8/26/2008	2,127	2,235	(108)
65 AMB PPTY Corp	Var	9/25/008	3,040	3,508	(468)
115 AIG	VAr	11/21/2008	177	4,969	(4,792)
255 Bally Tech	8/7/2008	10/8/2008	5,121	8,417	(3,296)
200 Berry	11/1/2007	8/27/2008	8,724	9,175	(451)
40 Brandywine Tr	var	7/18/2008	565	932	(367)
105 CBL & Assoc	Var	8/5/2008	2,126	3,147	(1,021)
0.5 Centrica PLC	8/26/2008	10/10/2008	9	-	9
4000 Chesapeake Energy	var	9/5/2008	5,474	4,628	846
0.779 CIT Group INC	12/18/2008	12/18/2008	3	-	3
10 Commscope Inc	1/7/2008	10/31/2008	149	437	(288)
210 CNX	4/24/2008	7/9/2008	7,545	8,710	(1,165)
2000 Countrywide Fin	6/4/2008	10/15/2008	2,000	1,903	97
10 CRH PLC ADR	1/8/2008	9/16/2008	251	357	(106)
10 Daimler	1/8/2008	7/24/2008	596	855	(259)
14 Danske Bank	1/8/2008	11/26/2008	82	274	(192)
38 DBS group	5/13/2008	10/23/2008	1,108	2,241	(1,133)
121 Developers Divers	var	10/14/2008	3,318	4,184	(866)
1000 devon energy	11/29/2007	7/24/2007	1,533	1,626	(93)
191 Diamondrock	var	11/12/2008	784	2,659	(1,875)
420 Dolan Media	var	10/10/2008	3,175	8,473	(5,298)
33 Douglas Emmett	var	7/14/2008	676	771	(95)
27 Eon-ag-spon	11/15/2007	7/9/2008	1,799	1,778	21
6000 Elec Data Syst	5/1/2008	10/29/2008	6,000	5,944	56
5 Eli Lilly	1/8/2008	10/27/2008	156	282	(126)
175 Equitable Resource	var	10/7/2008	4,563	12,909	(8,346)
6000 Fed Ntl Mtg	1/7/2008	9/10/2008	6,231	6,318	(87)
1000 Flextronics	1/25/2008	12/31/2008	874	975	(101)
36 Freeport	var	12/9/2008	715	4,204	(3,489)
0.636 Gdf Suez	7/25/2008	7/25/2008	42	-	42
140 Gen-Probe	10/15/2007	7/31/2008	7,600	9,817	(2,217)
121 General Growth	var	10/27/2008	453	4,909	(4,456)
338 Group Danone	var	11/6/2008	4,248	5,682	(1,434)
530 Hcc Ins	var	7/16/2008	10,387	12,492	(2,105)
34 HCP	var	9/22/2008	1,221	1,159	62
225 Icon pub	10/23/2008	12/15/2008	4,438	5,782	(1,344)
45 Idex corp	1/7/2008	8/28/2008	1,678	1,529	149

260 Idexx Lab	var	10/28/2008	9,244	13,704	(4,460)
250 Interactive Brokers	var	7/29/2008	6,570	8,366	(1,796)
480 Int Game	10/8/2008	10/14/2008	6,822	6,651	171
300 Intersil	var	10/15/2008	3,831	7,621	(3,790)
2000 Istar	6/30/2008	10/7/2008	810	1,500	(690)
15 Landstar	1/7/2008	12/19/2008	530	595	(65)
7 Lehman bros	var	9/18/2008	9	6,129	(6,120)
500 Liberty Ent	10/30/2008	11/24/2008	5,395	7,745	(2,350)
345 Librty Global	var	8/7/2008	9,990	13,193	(3,203)
46 Liberty Prop	var	9/8/2008	1,766	1,572	194
110 Lufkin Inds	6/12/2008	12/8/2008	4,082	8,707	(4,625)
35 Markel Corp	var	11/3/2008	12,698	12,880	(182)
70 McDermott	var	12/9/2008	596	3,524	(2,928)
4000 Merrill Lynch senior note	5/9/2008	9/15/2008	3,960	4,530	(570)
395 Merrill Lynch	var	10/31/2008	7,691	14,975	(7,284)
5 micros system	1/7/2008	12/12/2008	80	160	(80)
5 Mid-America	10/18/2007	8/15/2008	267	254	13
133 Mitsubishi Corp	var	9/25/2008	6,320	9,435	(3,115)
64 Nationwide Health	var	12/16/2008	1,696	2,016	(320)
260 Nrg Energy	Var	7/24/2008	9,122	10,791	(1,669)
43 Omega	Var	12/16/2008	620	716	(96)
260 Patterson-uti	6/12/2008	7/10/2008	8,412	8,625	(213)
410 Perkinelmer	Var	12/5/2008	6,347	10,336	(3,989)
270 Philadelphia cons	Var	7/15/2008	8,969	8,339	630
350 Pioneer	var	11/7/2008	8,688	25,527	(16,839)
120 Plum Creek	1/29/2008	10/30/2008	4,221	5,053	(832)
11 Posco	4/8/2008	9/25/2008	1,139	1,401	(262)
8000 Prudential	Var	12/15/2008	8,000	7,885	115
615 Qiagen	var	8/24/2008	12,157	13,314	(1,157)
160 Range Resources	Var	8/19/2008	6,764	9,741	(2,977)
88 Senior Housing Prop	Var	12/15/2008	1,113	1,884	(771)
17 Starwood Hotels	Var	7/3/2008	644	947	(303)
160 Texas Indus	Var	10/20/2008	5,261	8,199	(2,938)
108 Thompson	Var	10/3/2008	305	1,646	(1,341)
68 UDR	Var	8/4/2008	1,710	1,474	236
57 Upm-Kymmene	1/8/2008	10/24/2008	691	1,109	(418)
4000 US Treas Notes 2/17	Var	10/29/2008	4,227	4,248	(21)
2000 US Treas Notes 5/17	10/29/2008	11/18/2008	2,159	2,105	54
3000 US Treas Bond	10/29/2008	12/11/2008	4,044	3,517	527
15000 US Treas Notes 8/12	1/7/2008	10/28/2008	16,284	15,842	442
9000 US Treas Notes 5/13	10/28/2008	12/10/2008	9,633	9,428	205
10 Vail Resorts	1/7/2008	7/8/2008	383	519	(136)
39.45 Wachovia	10/12/2007	10/2/2008	165	2,016	(1,851)
400 XTO Energy	8/27/2008	10/28/2008	11,965	20,847	(8,882)
<b>Total Short Term Gains (Losses)</b>			<b>780,086</b>	<b>995,922</b>	<b>(215,836)</b>

#### Long Term

225 Ansys	2/7/2005	6/19/2009	7,331	4,304	3,027
130 Bard	5/22/2008	6/16/2009	9,279	11,990	(2,711)
72 Credit Suisse	1/24/2008	6/5/2009	3,357	3,919	(562)
82 Emerson Electric	7/16/2003	6/25/2009	2,647	2,807	(160)
12 Essex Property	4/4/2007	6/4/2009	829	1,527	(698)
17 Federal Rlty	1/18/1904	1/1/1904	948	1,341	(393)
122 Heineken N V	10/2/2003	6/4/2009	2,181	1,798	383
43 Roche Holdings	4/19/2007	6/17/2009	1,414	2,059	(645)

103 host Hotels	2/15/2007	6/8/2009	970	2,538	(1,568)
39 Hutchison Whampoa	2/8/2005	6/19/2009	1,274	1,766	(492)
132 BAE Systems	5/15/2007	6/25/2009	2,970	4,665	(1,695)
45 Microsoft	4/3/2002	6/18/2009	1,060	1,171	(111)
100 Koninklijke Phillips	2/8/2005	6/16/2009	1,835	2,700	(865)
88 Plum Creek	2/7/2008	6/17/2009	2,577	3,590	(1,013)
24 SL Green Rlty	2/6/2007	6/8/2009	610	3,018	(2,408)
21 Total SA Spons ADR	1/2/2003	6/15/2009	1,144	751	393
34 Washington RE	1/10/2008	6/4/2009	773	1,064	(291)
215 AON	5/1/2007	5/27/2009	7,735	8,535	(800)
146 Addidas AG	1/22/2008	5/6/2009	2,379	3,736	(1,357)
46 Basf	2/8/2005	5/15/2009	1,733	1,612	121
33 Boston properties	5/8/2005	5/4/2009	1,594	2,345	(751)
175 Comcast	2/7/2005	5/19/2009	2,455	3,656	(1,201)
38 Canon	10/2/2003	5/13/2009	1,308	1,216	92
50 Devry	4/22/2008	5/20/2009	2,249	2,507	(258)
125 E.ON-AG	11/15/2007	5/7/2009	4,203	8,398	(4,195)
73 Embraer	4/5/2007	5/14/2009	1,298	3,467	(2,169)
54 Fdereal Rlty	2/8/2005	5/4/2009	2,850	3,121	(271)
415 Logitech Int	8/20/2007	5/1/2009	5,837	11,225	(5,388)
20 Mid-Amer Apt	1/10/2008	5/28/2009	691	959	(268)
9 Nitto	6/12/2007	5/1/2009	2,304	4,800	(2,496)
46 Perusahaan	2/5/2007	5/14/2009	1,241	1,930	(689)
69 Plum Creek	2/7/2008	5/19/2009	2,358	2,816	(458)
84 Publicis Gr	8/15/2007	5/16/2009	2,718	3,591	(873)
82 sanofi Aventis	12/3/2002	5/22/2009	2,514	3,366	(852)
67 Royal Dutch	1/13/2006	5/1/2009	3,124	4,868	(1,744)
168 Telus	1/2/2008	5/1/2009	4,286	7,538	(3,252)
9 Toyota	2/8/2005	5/8/2009	719	698	21
3 Toyota	2/8/2005	5/9/2009	240	239	1
45 Vornado Realty	6/13/2006	5/21/2009	2,106	5,222	(3,116)
35 Washington post	2/7/2008	5/6/2009	12,165	27,031	(14,866)
22 Washington Realty	7/7/2007	5/25/2009	479	689	(210)
25000 US Treasury Bonds	1/7/2008	5/6/2009	31,239	29,352	1,887
33 Avalon Bay	7/27/2007	4/14/2009	1,812	3,718	(1,906)
20 BP PI	1/27/2005	4/8/2009	774	1,233	(459)
45 H&R Block	2/7/2005	4/1/2009	806	1,067	(261)
16 Boston properties	2/8/2005	4/21/2009	689	949	(260)
105 Credit Suisse	1/24/2008	4/17/2009	3,570	5,112	(1,542)
34 Denso	1/8/2008	4/8/2009	3,038	5,039	(2,001)
18 Equity Res	8/17/2006	4/8/09	345	852	(507)
647 Ericson	8/6/2007	4/5/2009	5,757	10,018	(4,261)
13 Essex Property	2/16/2007	4/14/2009	825	1,763	(938)
47 Fujifilm	2/8/2005	4/27/2009	1,258	1,819	(561)
13 HCP	10/23/2007	4/8/2009	239	433	(194)
299 host Hotels	1/31/2006	4/23/2009	2,143	4,960	(2,817)
11 Kimko	3/18/2008	4/8/2009	93	386	(293)
707 Kingfisher	1/8/2008	4/15/2009	3,368	6,199	(2,831)
27 Macerich	2/8/2005	4/8/2005	248	1,601	(1,353)
35 Mack Cali	1/25/2007	4/21/2009	658	1,587	(929)
150 Novartis	1/31/2006	4/21/2009	5,323	8,062	(2,739)
42 Prudential	9/28/2009	4/7/2009	435	1,261	(826)
170 Roper Inds	3/10/2008	4/27/2009	7,730	9,140	(1,410)
41 SL Green Rlty	2/8/2005	4/29/2009	737	3,798	(3,061)
60 sanofi Aventis	7/2/2002	4/8/2009	1,662	1,386	276

140 Silgan holdings	7/25/2007	4/22/2009	6,997	7,946	(949)
35 Simon Gr	2/8/2005	4/23/2009	1,644	2,218	(574)
52 Statoilhydro	2/8/2005	4/8/2009	902	820	82
24 Toyota	10/14/2004	4/24/2009	1,949	1,799	150
213 Vodafone	7/29/2005	4/8/2009	3,862	5,244	(1,382)
25 Washington RE	7/27/2007	4/17/2009	525	718	(193)
5534 Advisors Ser Tr	2/21/2007	3/11/2009	44,659	53,514	(8,855)
21 Camden Pprty	4/4/2005	3/18/2009	477	1,114	(637)
129 Citigroup	1/8/2008	3/11/2009	205	6,050	(5,845)
135 Diageo PLC	2/7/2005	3/20/2009	5,824	7,574	(1,750)
28 Digital realty Tr	8/14/2006	3/4/2006	752	857	(105)
75 Emerson Electric	2/13/2003	3/30/2009	2,080	1,753	327
42 ENI S PA	9/2/2003	3/6/2009	1,333	1,404	(71)
583 Ericson	4/23/2007	3/20/2009	4,760	11,462	(6,702)
8 Essex Prperty Tr	2/16/2007	3/26/2009	486	1,154	(668)
290 Groupe Danone	1/17/2008	3/20/2009	2,638	5,065	(2,427)
46 host Hotels	2/8/2005	3/24/2009	209	736	(527)
142 Kimco	1/10/2008	3/20/2009	1,074	5,794	(4,720)
15 Mid-Amer Apt	11/13/2007	3/3/2009	352	767	(415)
11 Nationided Health	1/10/2008	3/4/2008	222	339	(117)
55 Novartis	1/10/2008	3/4/2009	2,087	2,660	(573)
70 Pactiv	8/13/2007	3/12/2009	809	2,045	(1,236)
58 Prologis	1/10/2008	3/26/2009	326	3,460	(3,134)
96 Royal Dutch	9/2/2003	3/20/2009	4,341	5,046	(705)
16 Teva Pharm	1/8/2008	3/12/2009	711	728	(17)
65 Tyco Elect	2/8/2005	3/24/2009	700	2,184	(1,484)
26 Ventas	7/28/2006	3/4/2009	580	2,184	(1,604)
11000 Astrazeneca	9/6/2007	3/11/2009	11,726	10,969	757
16000 Bellsouth	4/26/2007	3/12/2009	16,023	15,763	260
11000 Conoco	4/26/2007	3/12/2009	10,554	13,185	(2,631)
47000 Fed Home Loan	1/18/2007	3/11/2009	51,533	48,984	2,549
15000 Morgan Stanley	6/7/2005	3/12/2009	11,461	14,782	(3,321)
8000 US Treasury Bonds	7/23/2007	3/11/2009	9,742	8,288	1,454
16000 US Treasury Bonds	1/18/2007	3/11/2009	20,416	18,356	2,060
15000 US Treasury Bonds	1/18/2006	3/11/2009	18,347	16,950	1,397
20000 US Treasury Bonds	10/23/2006	3/11/2009	20,492	19,759	733
19000 US Treasury Bonds	11/27/2007	3/11/2009	19,819	19,679	140
11000 Verizon Global	4/21/2005	3/12/2009	11,770	12,691	(921)
610 Dean Foods	1/28/2009	2/13/2009	12,346	17,395	(5,049)
20 Diageo PLC	2/7/2005	2/12/2009	1,010	1,124	(114)
15 Equity Res	4/24/2006	2/2/2009	345	687	(342)
150 Ericson	4/11/2007	2/20/2009	1,265	2,897	(1,632)
61 General Elect	7/16/2003	2/6/2009	677	1,677	(1,000)
29 Kimco	5/15/2009	2/3/2009	403	1,030	(627)
110 Lab Corp	8/28/2007	2/3/2009	6,614	8,211	(1,597)
550 Kingfisher	1/31/2007	2/6/2009	2,320	5,216	(2,896)
25 Micro Sysytems	1/7/2008	2/10/2009	426	800	(374)
245 National Instrument	1/7/2008	2/5/2009	5,084	7,697	(2,613)
72 Nestles A Reg	2/8/2005	2/13/2009	2,324	1,878	446
170 Philip Morris	5/2/2003	2/27/2009	5,767	4,060	1,707
187 Prudential PLC	7/20/2007	2/24/2009	1,447	5,583	(4,136)
7 Ventas	7/28/2009	2/25/2009	170	250	(80)
21 Washington RE	7/13/2007	2/9/2009	535	683	(148)
110 Weatherford Intl	7/13/2007	2/6/2009	1,307	3,040	(1,733)

29 Alexandria RE	4/11/2007	1/13/2009	1,708	2,973	(1,265)
315 Allianceberstein	2/28/2007	1/20/2009	5,571	24,738	(19,167)
28 Ameriprise Financial	1/2/2004	1/21/2009	528	925	(397)
235 Banco	10/22/2007	1/20/2009	1,637	4,678	(3,041)
18 Bre Pptys	1/10/2008	1/21/2009	444	771	(327)
17 Bunge Ltd	7/11/2007	1/14/2009	1,037	1,953	(916)
1039 Douglas Emmet	1/10/2008	1/22/2009	408	993	(585)
4 Stanley Works	3/23/2007	1/14/2009	2,026	4,184	(2,158)
56 HSBC Holdings	1/19/2006	1/14/2009	2,343	4,493	(2,150)
43 host Hotels	2/8/2005	1/23/2009	240	688	(448)
26 Kimco	4/26/2006	1/13/2009	429	945	(516)
6 Lucent Tech	7/16/2007	1/14/2009	2,145	6,033	(3,888)
195 JP Morgan	11/15/2002	1/23/2009	4,499	5,242	(743)
1 Prudential	7/20/2007	1/13/2009	11	30	(19)
18 public storage inc	3/21/2006	1/6/2009	1,291	1,673	(382)
29 SL Green Rlty	2/8/2005	1/26/2009	459	1,583	(1,124)
740 Service Corp Internatl	1/7/2008	1/13/2009	3,581	8,427	(4,846)
31 Valw Capital	7/9/2007	1/31/2009	865	1,611	(746)
143 Vodafone	5/13/2005	1/9/2009	2,990	4,081	(1,091)
8000 ADC Tele	7/9/2007	1/13/2009	4,060	7,726	(3,666)
2000 Allergan	11/30/2007	1/13/2009	1,995	2,408	(413)
9000 Agere	7/11/2007	1/13/2009	8,888	9,146	(258)
2000 Beckman Coulter	10/22/2007	1/16/2009	1,950	2,327	(377)
2000 Costco	7/18/2007	1/13/2009	2,213	2,843	(630)
2000 Danaher Corp	7/8/2007	1/13/2009	1,680	2,278	(598)
2000 Equinix	12/18/2007	1/13/2009	1,550	2,197	(647)
4000 Intl Game Tech	7/9/2007	1/13/2009	3,830	3,920	(90)
6000 Omnicom	7/11/2007	1/13/2009	5,400	6,257	(857)
9000 Nextel	7/18/2009	1/13/2009	8,124	8,954	(830)
5000 On Semiconductor	9/12/2007	1/13/2009	4,300	6,452	(2,152)
1000 TJX Companies	7/12/2007	1/13/2009	748	953	(205)
2000 Transocean	12/19/2007	1/13/2009	1,780	2,118	(338)
14000 US Treasury Bonds	1/7/2008	1/15/2009	15,670	14,786	884
2000 Teva Pharm	1/2/2008	1/13/2009	2,190	2,261	(71)
4000 Wyeth	2/7/2007	1/13/2009	3,960	4,220	(260)
79 Adidas	11/9/2006	10/6/2008	1,855	1,928	(73)
5120 Advisors Ser	var	11/12/2008	52,483	51,574	909
849 Aegon V	var	10/13/2008	6,562	13,329	(6,767)
410 Albemarle	var	9/12/2008	14,539	15,496	(957)
30 Alexandria Real Estate	var	11/24/2008	1,319	2,366	(1,047)
231 Allianz	var	12/17/2008	2,872	5,082	(2,210)
248 Altria Group	var	12/19/2008	3,769	2,644	1,125
349 American Int	var	11/21/2008	1,622	23,224	(21,602)
51 Anheuser Busch	var	8/22/2008	3,456	2,584	872
145 AON	5/1/2007	12/4/2008	6,120	5,630	490
160 Arch Cap	var	10/10/2008	9,377	9,177	200
7 Avalon bay	7/27/2007	9/10/2008	704	765	(61)
153 BP PLC	var	12/10/2008	5,037	6,213	(1,176)
56 Brandywine Reality	var	7/18/2008	830	1,830	(1,000)
102 Bre Properties	var	11/18/2008	3,317	5,537	(2,220)
16 Bunge LTD	7/11/2007	9/5/2008	1,661	1,838	(177)
28 Camden Prop	var	8/15/2008	1,432	1,318	114
340 Celanese Corp	var	10/9/2008	6,512	10,782	(4,270)
215 Commscope	var	10/31/2008	3,202	11,035	(7,833)
42000 Countywide	var	8/11/2008	40,032	41,692	(1,660)
50 Covidien	var	11/14/2008	1,923	1,715	208

115 Crh	var	9/16/2008	2,891	4,354	(1,463)
45 Daimler	var	7/24/2008	2,682	2,898	(216)
415 Danske	var	11/26/2008	2,434	6,677	(4,243)
80 DBS Group	10/17/2007	10/23/2008	2,332	4,747	(2,415)
210 Dell	var	10/17/2008	2,763	6,380	(3,617)
168 Devel Devers	var	9/10/2008	5,147	7,543	(2,396)
3000 Devon Energy	7/9/2007	7/24/2008	4,599	4,989	(390)
171 Diageo	var	11/7/2008	10,408	8,008	2,400
29 Digital Reality	8/14/2006	6/25/2008	1,164	823	341
67 Eli Lilly	v	10/27/2008	2,086	3,702	(1,616)
13 Encana	2/8/2005	7/16/2008	1,045	391	654
60 Eni S p a	var	12/17/2008	3,065	1,736	1,329
76 Entergy	7/10/2007	9/8/2008	4,513	4,990	(477)
165 Equitable resources	4/11/2007	10/7/2008	4,302	8,242	(3,940)
115 Equity Residential	var	12/16/2008	3,570	4,225	(655)
283 Ericson	var	12/11/2008	2,163	5,426	(3,263)
38 Essex Prop	var	12/16/2008	4,164	3,959	205
88000 Fed Natl	1/26/2007	9/10/2008	91,394	91,202	192
6000 Flextronics	var	12/31/2008	5,245	6,001	(756)
22 Freeport-Morgan	8/1/2007	8/20/2008	2,873	3,024	(151)
115 General Electric	var	7/24/2008	3,365	2,630	735
239 General Growth	var	10/6/2008	3,566	11,704	(8,138)
52 Groupe Danone	10/22/2007	11/6/2008	546	859	(313)
149 Hcp	var	8/25/2008	4,867	5,238	(371)
94 Health Care	var	10/2/2008	3,641	4,126	(485)
215 Heico	var	10/2/2008	6,989	8,050	(1,061)
46 HSBC	var	12/8/2008	2,989	3,856	(867)
37 Hutchinson	2/8/2005	7/18/2008	1,806	1,669	137
575 Idex	var	8/28/2008	21,829	18,308	3,521
116 Intel	var	10/27/2008	1,674	1,850	(176)
270 Intersil	var	10/15/2008	3,448	7,122	(3,674)
109 Intesa	var	10/23/2008	2,456	2,704	(248)
50 Kimco	var	11/20/2008	611	1,842	(1,231)
195 Landstar	8/15/2007	12/19/2008	6,895	8,363	(1,468)
2000 Lockheed	7/11/2007	7/17/2008	2,759	2,700	59
265 Logitech	var	11/12/2008	3,680	7,089	(3,409)
27 Macerich	2/8/2005	10/22/2008	1,041	1,601	(560)
280 micro sys	var	12/12/2008	4,473	6,150	(1,677)
33 Mid Amer	var	12/17/2008	1,120	1,665	(545)
155 nat instr	12/13/2007	7/31/2008	5,315	4,473	842
244 Nestle	var	9/24/2008	10,647	5,854	4,793
240 Novartis	var	12/17/2008	12,332	9,814	2,518
68 NTT	8/10/2007	12/12/2008	1,273	983	290
240 Pactiv	8/31/2007	11/11/2008	5,812	7,010	(1,198)
172 Prologis	var	11/7/2008	2,615	7,457	(4,842)
133 Prudential	7/20/2007	7/24/2008	2,890	4,007	(1,117)
4 Public Storage	3/21/2006	12/11/2008	284	325	(41)
185 Range Res	var	8/18/2008	7,794	6,744	1,050
16 Rio Tinto	8/29/2007	12/9/2008	1,175	4,190	(3,015)
59 Royal Dutch	var	12/17/2008	3,283	2,628	655
85 Siemens	var	10/15/2008	6,337	7,686	(1,349)
150 Silgan	var	8/5/2008	7,786	8,636	(850)
28 Simon	2/8/2005	11/18/2008	1,283	1,775	(492)
153 Singapore	var	10/16/2008	2,582	3,018	(436)
35 SI Green	2/8/2005	11/17/2008	1,518	1,910	(392)
280 Sprint	var	10/17/2008	896	5,683	(4,787)
492 Sumitomo	1/25/2006	10/20/2008	2,495	5,327	(2,832)

47 Suez	7/25/2006	7/9/2008	3,133	1,937	1,196
58 Teva	var	12/4/2008	2,535	2,142	393
497 Thomson	var	10/3/2008	1,406	9,298	(7,892)
2000 TJX	7/12/2007	11/13/2008	1,436	1,905	(469)
145 TJX cos	var	8/27/2008	5,193	3,361	1,832
245 TNT	var	7/8/2008	7,689	6,547	1,142
30 Tyco	var	7/31/2008	1,351	1,619	(268)
30 Tyco electronics	var	7/15/2008	1,041	1,211	(170)
77000 US treasury notes	10/3/2007	12/17/2008	79,920	77,923	1,997
8000 US Treasury bonds	1/18/2008	10/29/2008	9,085	9,040	45
52 Unilever	var	12/8/2008	1,200	1,247	(47)
37 Unilever Plc	var	7/10/2008	1,046	658	388
362 UPM	var	10/24/2008	4,985	7,283	(2,298)
8000 US treasury Notes	var	10/29/2008	8,668	8,048	620
220 Vail	var	7/8/2008	8,530	9,343	(813)
67 Ventas	var	12/24/2008	1,787	2,157	(370)
11 Vornado	var	7/16/2008	992	1,048	(56)
43.55 Wachovia	var	10/2/2008	182	2,094	(1,912)
46 Washington	var	12/12/2008	1,330	1,565	(235)
Adjustment to gains					1,045,302
<b>Total Long Term Gains or (Losses)</b>			<b>1,240,556</b>	<b>1,543,992</b>	<b>741,866</b>

# Application for Extension of Time To File an Exempt Organization Return

▶ 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.

## 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.

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits.

Type or print  File by the due date for filing your return. See instructions.	Name of Exempt Organization <b>Wolstenholme Charitable Foundation</b>	Employer identification number <b>23-2937483</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>631 Catherine St.</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>Warminster, PA 18974</b>	

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

- |   |   |                                    |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

### Eugene & Jean Wolstenholme

- The books are in the care of ▶ **631 Catherine St - Warminster, PA 18974**  
Telephone No. ▶ **215-675-4653** FAX No. ▶ \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ 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 will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **February 15, 2010**, 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, 2008**, and ending **JUN 30, 2009**.

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

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

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