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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2008

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 10/01, 2008, and ending 09/30, 2009
G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

FREDERICK H. BEDFORD, JR. AND MARGARET S.
BEDFORD CHARITABLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

C/O VICTAULIC COMPANY
4901 KESSLERSVILLE ROAD
City or town, state, and ZIP code

EASTON, PA 18040

A Employer identification number

13-3544702

B Telephone number (see page 10 of the instructions)

(610) 559-3300

C If exemption application is pending, check here ☐D 1 Foreign organizations check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ☐ \$ 4,160,575.
J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc. received (attach schedule)	400,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	100,839.	100,839.		
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	500,839.	100,839.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	NONE			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	1,297.			1,297.
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	1,008.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	2,305.			1,297.
25 Contributions, gifts, grants paid	278,644.			278,644.
26 Total expenses and disbursements. Add lines 24 and 25	280,949.			279,941.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	219,890.			
b Net investment income (if negative, enter -0-)		100,839.		
c Adjusted net income (if negative, enter -0-)			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions

Form 990-PF (2008)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		272,210.	413,757.	413,757.
	2	Savings and temporary cash investments		3,190,280.	3,266,119.	3,745,426.
	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 (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	NONE	1,392.	1,392.	
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,462,490.	3,681,268.	4,160,575.		
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 (attach schedule)				
	22	Other liabilities (describe ▶)	1,112.			
23	Total liabilities (add lines 17 through 22)	1,112.				
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	3,461,378.	3,681,268.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
30	Total net assets or fund balances (see page 17 of the instructions)	3,461,378.	3,681,268.			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,462,490.	3,681,268.			

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	3,461,378.
2	Enter amount from Part I, line 27a	2	219,890.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,681,268.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,681,268.

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					
b					
c					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2		
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.					

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 page 18 of the 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	267,009.	4,295,486.	0.062160
2006	301,100.	4,442,147.	0.067783
2005	249,558.	3,930,296.	0.063496
2004	248,060.	3,661,079.	0.067756
2003	228,823.	3,421,027.	0.066887
2 Total of line 1, column (d)			2 0.328082
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 0.065616
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 3,544,602.
5 Multiply line 4 by line 3			5 232,583.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,008.
7 Add lines 5 and 6			7 233,591.
8 Enter qualifying distributions from Part XII, line 4			8 279,941.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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)	1	1,008.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	2	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	1,008.
3 Add lines 1 and 2	4	NONE
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	1,008.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6 Credits/Payments		
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	2,400.
b Exempt foreign organizations-tax withheld at source	6b	NONE
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	2,400.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,392.
11 Enter the amount of line 10 to be Credited to 2009 estimated tax	11	1,392. Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) DE, PA,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2008)

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

5 a 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)? (see page 22 of the instructions) ☐ 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 page 22 of the instructions)? ☐ Yes ☒ No **5 b** N/A

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? ☐ Yes ☒ No **N/A**

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6 a 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 **6 b** X

If you answered "Yes" to 6b, also file Form 8870

7 a 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? ☐ Yes ☒ No **7 b** X

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 (see page 22 of the instructions).**

(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
SEE STATEMENT 1		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). 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 ☐ NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services NONE

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.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2008)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	3,465,146.
b	Average of monthly cash balances	1b	133,435.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,598,581.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,598,581.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	53,979.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,544,602.
6	Minimum investment return. Enter 5% of line 5	6	177,230.

Part XI Distributable Amount (see page 25 of the 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	177,230.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	1,008.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,008.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	176,222.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	176,222.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	176,222.

Part XII Qualifying Distributions (see page 25 of the 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	279,941.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	279,941.
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 (see page 26 of the instructions)	5	1,008.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	278,933.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				176,222.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only				
b Total for prior years 20 06, 20 20		NONE		
3 Excess distributions carryover, if any, to 2008				
a From 2003 95,497.				
b From 2004 249,168.				
c From 2005 249,558.				
d From 2006 302,330.				
e From 2007 267,009.				
f Total of lines 3a through e	1,163,562.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 279,941.				
a Applied to 2007, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	279,941.	(SEE STATEMENT ATTACHED)		
d Applied to 2008 distributable amount				
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2008 . (If an amount appears in column (d), the same amount must be shown in column (a))	176,222.			176,222.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,267,281.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c 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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	1,267,281.			
10 Analysis of line 9				
a Excess from 2004 168,443.				
b Excess from 2005 249,558.				
c Excess from 2006 302,330.				
d Excess from 2007 267,009.				
e Excess from 2008 279,941.				

4942(j)(5)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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
a <i>Paid during the year</i> SEE STATEMENT 2				
Total			▶ 3a	278,644.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1 Program service revenue				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			14	100,839.
4 Dividends and interest from securities				
5 Net rental income or (loss) from real estate				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property .				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory				
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory . .				
11 Other revenue a _____				
b _____				
c _____				
d _____				
e _____				
12 Subtotal Add columns (b), (d), and (e)				100,839.
13 Total Add line 12, columns (b), (d), and (e)				100,839.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

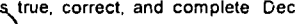

<p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p>		Yes	No
	1a(1)		X
	1a(2)		X
	1b(1)		X
	1b(2)		X
	1b(3)		X
	1b(4)		X
	1b(5)		X
	1b(6)		X
	1c		X

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge			
	 Signature of officer or trustee		2/15/10 Date	
Paid Preparer's Use Only	 Preparer's signature		2/8/10 Date	
	Firm's name (or yours if self-employed), address, and ZIP code DELOITTE TAX LLP 1700 MARKET STREET PHILADELPHIA, PA 19103		Check if self-employed <input type="checkbox"/> Preparer's identifying number (See Signature on page 30 of the instructions) P00294234 EIN 86-1065772 Phone no 215 246 2300	

Form **990-PF** (2008)

Schedule of Contributors

OMB No 1545-0047

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

2008

Name of the organization

FREDERICK H. BEDFORD, JR. AND MARGARET S.
BEDFORD CHARITABLE FOUNDATION

Employer identification number

13-3544702

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) **taxable** private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

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

Special Rules

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

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

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

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **FREDERICK H. BEDFORD, JR. AND MARGARET S.
BEDFORD CHARITABLE FOUNDATION**

Employer identification number
13-3544702

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	VICTAULIC COMPANY 4901 KESSLERSVILLE ROAD EASTON, PA 18040	\$ 400,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN F. MALLOY P.O. BOX 31 EASTON, PA 18044-0031	PRESIDENT	NONE	NONE	NONE
PIERRE D'ARENBERG P.O. BOX 31 EASTON, PA 18044-0031	VICE PRESIDENT	NONE	NONE	NONE
MUFFIE B. MURRAY 86 BEACHSIDE AVENUE GREENS FARMS, CT 06436	TREASURER	NONE	NONE	NONE
PAT FISHER P.O. BOX 31 EASTON, PA 18044-0031	SECRETARY	NONE	NONE	NONE
GRAND TOTALS		NONE	NONE	NONE

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED WAY OF CAPE FEAR PO BOX 1503 WILMINGTON, NC 28402-1503	NON-PF	GENERAL CHARITABLE CONTRIBUTION	7,100.
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10021	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5,000.
DESALES UNIVERSITY 2755 STATION AVENUE CENTER VALLEY, PA 18034	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,000.
STATE THEATRE CENTER FOR THE ARTS, INC. 453 NORTHAMPTON STREET EASTON, PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5,000.
THIRD STREET ALLIANCE FOR WOMEN & CHILDREN 41 NORTH 3RD STREET EASTON, PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,000.
CARL & EMILY WELLER CENTER FOR HEALTH EDUCATION 325 NORTHAMPTON STREET EASTON, PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,500.
CHILDREN'S HOME OF EASTON 25TH ST. & LEHIGH DRIVE EASTON, PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	7,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATURE CONSERVANCY 32 S. EWING STREET HELENA, MT 59601	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5,000.
THE FORKS OF THE DELAWARE SHAD FISHING TOURNAMENT P.O. BOX 907 EASTON, PA 18044-0907	NON-PF	GENERAL CHARITABLE CONTRIBUTION	600.
ALBURTIS VOLUNTEER FIRE DEPARTMENT 328 S. MAIN STREET ALBURTIS, PA 18011	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000.
LELAND RESCUE SQUAD 9866 WAYNE STREET NE. LELAND, NC 28451	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500.
HUGH MOORE HISTORICAL PARK AND MUSEUMS, INC. 30 CENTRE SQUARE EASTON, PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 1251 S. CEDAR CREST BLVD., SUITE 102C ALLENTOWN, PA 18103	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000.
NORTHAMPTON COUNTY AREA COMMUNITY COLLEGE 3835 GREEN POND ROAD BETHLEHEM, PA 18020	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GREENS FARMS ACADEMY 35 BEACHSIDE AVENUE GREENS FARMS, CT 06436	GENERAL CHARITABLE CONTRIBUTION	30,000.
FRANKLIN TOWNSHIP FIRE CO. 1 & 2 P.O. BOX 43 BROADWAY, NJ 08808	GENERAL CHARITABLE CONTRIBUTION	500.
FRANKLIN TOWNSHIP RESCUE SQUAD PO BOX 224 BROADWAY, NJ 08808	GENERAL CHARITABLE CONTRIBUTION	500.
ALBERTIS AREA COMMUNITY CENTER P.O. BOX 381 ALBERTIS, PA 18011	GENERAL CHARITABLE CONTRIBUTION	500.
BOYS & GIRLS CLUB OF EASTON, INC. P.O. BOX 741 EASTON, PA 18042	GENERAL CHARITABLE CONTRIBUTION	2,000.
CHILD ADVOCACY CENTER OF LEHIGH COUNTY, INC. 740 HAMILTON STREET ALLENTOWN, PA 18101	GENERAL CHARITABLE CONTRIBUTION	1,944.
COMMUNITY FIRE COMPANY OF FORKS TWP. P.O. BOX 584 EASTON, PA 18040	GENERAL CHARITABLE CONTRIBUTION	1,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

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RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
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COMMUNITIES IN SCHOOLS IN L.V. INC. P.O. BOX 772 ALLENTOWN, PA 18105	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500.
COMMUNITY SERVICES FOR CHILDREN, INC. 1520 HANOVER AVENUE ALLENTOWN, PA 18109	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500.
GIRL SCOUTS-GREAT VALLEY COUNCIL, INC. 2633 MORAVIAN AVENUE ALLENTOWN, PA 18103	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500.
LAFAYETTE COLLEGE 307 MARKLE HALL EASTON, PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,500.
LEHIGH UNIVERSITY 27 MEMORIAL DRIVE WEST BETHLEHEM, PA 18015-3086	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,500.
LELAND VOLUNTEER FIRE DEPARTMENT 1004 VILLAGE ROAD NE LELAND, NC 28451	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500.
BARRINGTON AREA UNITED WAY P.O. BOX 733 BARRINGTON, IL 60011-0733	NON-PF	GENERAL CHARITABLE CONTRIBUTION	67.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MILLER KEYSTONE MEMORIAL BLOOD CENTER 1465 VALLEY CENTER PKWY BETLEHEM, PA 18020	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000.
MINSI TRAILS COUNCIL BSA P.O. BOX 20624 LEHIGH VALLEY, PA 18002-0624	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5,000.
NAVASSA VOLUNTEER FIRE DEPARTMENT 336 MAIN STREET NAVASSA, NC 28451	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500.
UNITED WAY OF GREATER PLYMOUTH COUNTY 928 WEST CHESTNUT STREET BROCKTON, MA 02301	NON-PF	GENERAL CHARITABLE CONTRIBUTION	262.
PROJECT OF EASTON, INC. 330 FERRY STREET EASTON, PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,500.
SAFE HARBOR EASTON 536 BUSHKILL STREET EASTON, PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,000.
SPCA OF NORTHAMPTON COUNTY 1165 ISLAND PARK ROAD EASTON, PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AUXILIARY OF ST. LUKE'S HOSPITAL 801 OSTRUM STREET BETHLEHEM, PA 18015	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,500.
TURNING POINT OF LEHIGH VALLEY, INC. P.O. BOX 5355 BETHLEHEM, PA 18015	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000.
TWO RIVERS HEALTH & WELLNESS FOUNDATION 1101 NORTHAMPTON ST., SUITE 101 EASTON, PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000.
UNITED WAY OF THE BAY AREA 221 MAIN STREET SUITE 300 SAN FRANCISCO, CA 94105	NON-PF	GENERAL CHARITABLE CONTRIBUTION	71.
UNITED WAY OF GREATER LEHIGH VALLEY 2200 AVENUE A, 3RD FL BETHLEHEM, PA 18017	NON-PF	GENERAL CHARITABLE CONTRIBUTION	120,788.
UNITED WAY OF LONG ISLAND 819 GRAND BLVD. DEER PARK, NY 11729-5703	NON-PF	GENERAL CHARITABLE CONTRIBUTION	192.
UNITED WAY OF METROPOLITAN ATLANTA 100 EDGEWOOD AVENUE, NE ATLANTA, GA 30303-3026	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,957.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED WAY OF NATIONAL CAPITAL AREA 1725 I STREET, NW, SUITE 200 WASHINGTON, DC 20006	GENERAL CHARITABLE CONTRIBUTION	40.
UNITED WAY OF GREATER HOUSTON P.O. BOX 3247 HOUSTON, TX 77253	GENERAL CHARITABLE CONTRIBUTION	475.
VALLEY YOUTH HOUSE 827-829 LINDEN STREET ALLENTOWN, PA 18101	GENERAL CHARITABLE CONTRIBUTION	7,500.
WOMEN'S 5K CLASSIC - C/O W ROTHROCK ALVIN H. BUTZ, INC. P.O. BOX 509 ALLENTOWN, PA 18105	GENERAL CHARITABLE CONTRIBUTION	500.
SISTERS OF ST. JOSEPH 1020 W. STATE STREET BADEN, PA 15005-1342	GENERAL CHARITABLE CONTRIBUTION	5,000.
MAYO CLINIC FOUNDATION 200 FIRST ST. SW ROCHESTER, MN 55905	GENERAL CHARITABLE CONTRIBUTION	10,000.
THE UNITED WAY OF CENTRAL MARYLAND, INC. P.O. BOX 1576 BALTIMORE, MD 21203-1576	GENERAL CHARITABLE CONTRIBUTION	25.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED WAY OF GREATER CLEVELAND 1331 EUCLID AVENUE CLEVELAND, OH 44115-1819	NON-PF	GENERAL CHARITABLE CONTRIBUTION	39.
UNITED WAY OF WARREN COUNTY, INC. 22 KYHARTS LANE, 2ND FLOOR WASHINGTON, NJ 07882-4301	NON-PF	GENERAL CHARITABLE CONTRIBUTION	100.
PENNSYLVANIA STATE UNIVERSITY 221 LEONHARD BLDG. UNIVERSITY PARK, PA 16802	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,500.
WATER FOR PEOPLE - USA 6666 W. QUINCY AVENUE DENVER, CO 80235-3011	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,100.
AMERICAN CANCER SOCIETY 2202 WRIGHTSVILLE AVENUE SUITE 111 WILMINGTON, NC 28403	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500.
BERKLEE COLLEGE OF MUSIC, INC. 1140 BOYLSTON STREET BOSTON, MA 02215	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5,000.
PENN COLLEGE OF TECHNOLOGY FOUNDATION, INC. 1 COLLEGE AVENUE WILLIAMSPORT, PA 17701	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MECA (MISSION FOR EDUCATING CHILDREN WITH AUTISM) 640 HERRS LANE DOWNTOWN, PA 19335	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500.
ACE MENTOR PROGRAM 400 MAIN STREET, SUITE 600 STAMFORD, CT 06901	NON-PF	GENERAL CHARITABLE CONTRIBUTION	10,000.
MACUNGIE AMBULANCE CORP P.O. BOX 114 MACUNGIE, PA 18062	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500.
NEW BETHANY MINISTRIES 337 WYANDOTTE STREET BETHLEHEM, PA 18015	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000.
THE SALVATION ARMY P.O. BOX 937 EASTON, PA 18044	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000.
SOMERSET COUNTY UNITED WAY P.O. BOX 6835 BRIDGEWATER, NJ 08807	NON-PF	GENERAL CHARITABLE CONTRIBUTION	234.
UNITED WAY OF GREATER KANSAS CITY 1080 WASHINGTON STREET KANSAS CITY, MO 64105-2216	NON-PF	GENERAL CHARITABLE CONTRIBUTION	150.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED WAY OF GREATER ST. LOUIS, INC. 901 N 11TH STREET ST LOUIS, MO 63101	GENERAL CHARITABLE CONTRIBUTION	125.
UNITED WAY OF MONROE COUNTY P.O. BOX 790 TANNERSVILLE, PA 18372	GENERAL CHARITABLE CONTRIBUTION	725.
ALZHEIMER'S DISEASE & RELATED DISORDERS ASSOC., EASTERN NORTH CAROLINA CHAPTER 400 OBERLIN ROAD RALEIGH, NC 27605-1351	GENERAL CHARITABLE CONTRIBUTION	500.
UNITED WAY OF BRISTOL, TN-VA P.O. BOX 696 BRISTOL, TN 37621-0696	GENERAL CHARITABLE CONTRIBUTION	150.
	TOTAL CONTRIBUTIONS PAID	278,644.

Frederick H. Bedford, Jr. and Margaret S. Bedford Charitable Foundation
Federal I.D. No. 13-3544702
For the Year Ended September 30, 2009

Statement Pursuant to Regulation Section 53.4942(a)-3(d)2

The Bedford Foundation is hereby electing to designate all current year qualifying distributions as distributions out of the Foundation's corpus in accordance with Regulation Section 53.4942(a)-3(d)2.