



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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 OCT 1, 2008, and ending SEP 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
JOHN J. & MARJORIE M. PASSAN FOUNDATION,
INC.

A Employer identification number

23-2870593

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

Room/suite

1 PASSAN DRIVE

B Telephone number

570-654-2403

City or town, state, and ZIP code

WILKES-BARRE, PA 18702

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 ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

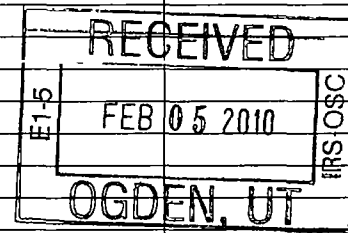
\$ 1,133,720. (Part I, column (d) must be on cash basis.)

J Accounting method: ☐ Cash ☒ Accrual☐ Other (specify)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 ☐

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).)(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	0.		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	653.	653.		STATEMENT 1
	4 Dividends and interest from securities	30,453.	30,453.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<339,902.>			
	b Gross sales price for all assets on line 6a	790,115.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	<308,796.>	31,106.			
Operating and Administrative Expenses	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				
	17 Interest				
	18 Taxes STMT 3	1,050.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	9,778.	9,778.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	10,828.	9,778.		0.
	25 Contributions, gifts, grants paid	113,650.			113,650.
26 Total expenses and disbursements. Add lines 24 and 25	124,478.	9,778.		113,650.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<433,274.>				
b Net investment income (if negative, enter -0-)		21,328.			
c Adjusted net income (if negative, enter -0-)			N/A		



24

SCANNED FEB 09 2010

**JOHN J. & MARJORIE M. PASSAN FOUNDATION,
INC.**

Form 990-PF (2008)

23-2870593

Page 2

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		48,937.	94,913.	94,913.
	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		2,463.	1,052.	1,052.
	10a	Investments - U.S. and state government obligations STMT 6		286,394.	182,395.	195,320.
	b	Investments - corporate stock STMT 7		1,072,445.	554,653.	669,024.
	c	Investments - corporate bonds STMT 8		0.	83,347.	95,324.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9		0.	60,605.	78,087.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		1,410,239.	976,965.	1,133,720.	
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		1,410,239.	976,965.	STATEMENT 5
30	Total net assets or fund balances		1,410,239.	976,965.		
31	Total liabilities and net assets/fund balances		1,410,239.	976,965.		

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	1,410,239.
2	Enter amount from Part I, line 27a	2	<433,274.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	976,965.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	976,965.

Form 990-PF (2008)

823511
01-02-09

JOHN J. & MARJORIE M. PASSAN FOUNDATION,
INC.

Form 990-PF (2008)

23-2870593 Page 3

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 SEE ATTACHED STATEMENTS				
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 790,115.		1,130,017.	<339,902.>	
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			<339,902.>	
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	<339,902.>	
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	129,500.	1,363,289.	.094991
2006	353,613.	1,768,320.	.199971
2005	151,000.	1,489,527.	.101374
2004	119,750.	1,250,092.	.095793
2003	356,598.	1,310,671.	.272073
2 Total of line 1, column (d)			.764202
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			.152840
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			1,058,179.
5 Multiply line 4 by line 3			161,732.
6 Enter 1% of net investment income (1% of Part I, line 27b)			213.
7 Add lines 5 and 6			161,945.
8 Enter qualifying distributions from Part XII, line 4			113,650.

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	427.
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	427.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	427.
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	1,052.	
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	1,052.	
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	625.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> 625. Refunded <input type="checkbox"/>	11	0.	

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
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?		
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 instructions) <input type="checkbox"/> 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)? 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-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)	X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X

Website address **N/A**

14 The books are in care of **JOHN J. PASSAN** Telephone no. **570-654-2403**
 Located at **1 PASSAN DRIVE, WILKES-BARRE, PA** ZIP+4 **18702-7320**

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** **N/A**

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	N/A	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.)	N/A	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.)	N/A	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

Form 990-PF (2008)

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)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ N/A

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

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? ☐ Yes ☒ No

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
JOHN J. PASSAN 108 LAFLIN ROAD LAFLIN, PA 18702	DIRECTOR 0.00	0.	0.	0.
ANN PASSAN 108 LAFLIN ROAD LAFLIN, PA 18702	DIRECTOR 0.00	0.	0.	0.
MICHAEL O'BOYLE 143 SOUTH HIGHLAND DRIVE JENKINS TWP, PA 18640	DIRECTOR 0.00	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

Form 990-PF (2008)

0

0.

2008.05000 JOHN J. & MARJORIE M. PASSA FOUNDPA1

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	966,598.
b	Average of monthly cash balances	1b	107,695.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,074,293.
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	1,074,293.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,114.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,058,179.
6	Minimum investment return. Enter 5% of line 5	6	52,909.

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	52,909.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	427.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	427.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	52,482.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	52,482.
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	52,482.

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	113,650.
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	113,650.
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	113,650.

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.

Form 990-PF (2008)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				52,482.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	291,868.			
b From 2004	57,774.			
c From 2005	78,562.			
d From 2006	266,471.			
e From 2007	62,386.			
f Total of lines 3a through e	757,061.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$	113,650.			
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				52,482.
e Remaining amount distributed out of corpus	61,168.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	818,229.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	291,868.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	526,361.			
10 Analysis of line 9:				
a Excess from 2004	57,774.			
b Excess from 2005	78,562.			
c Excess from 2006	266,471.			
d Excess from 2007	62,386.			
e Excess from 2008	61,168.			

**JOHN J. & MARJORIE M. PASSAN FOUNDATION,
INC.**

Form 990-PF (2008)

23-2870593 Page 10

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV	Supplementary Information (continued)
----------------	--

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 10				
Total			▶ 3a	113,650.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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
	(a) Business code	(b) Amount	(c) Exclu- sion 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	653.	
4 Dividends and interest from securities			14	30,453.	
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			18	<339,902.>	
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)		0.		<308,796.>	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 <308,796.>	

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Part XVII 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
N/A		

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.

Sign Here

Signature of officer or trustee

Date _____

DIRECTOR

Title

Preparer's
signature

MICHAEL O'BOYLE

Date _____

1/20/10

☐ Check if self-employed

Preparer's identifying number

Firm's name (or yours
if self-employed),
address, and ZIP code

JACOB & O'BOYLE, LLP
400 THIRD AVENUE
KINGSTON, PA 18704

EIN ▶	
Phone no	570-288-6486

Form 990-PF (2008)

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	4390 SHS AVIS BUDGET GR	P	VARIOUS	10/07/08
b	900 SHS SPRINT NEXTEL	P	VARIOUS	10/07/08
c	1300 SHS SOVEREIGN BANCORP	P	07/15/08	10/14/08
d	25M US TREASURY NOTE	P	07/09/08	10/14/08
e	1063 SHS MERRILL LYNCH	P	07/30/08	10/21/08
f	3525 SHS NAT'L CITY CORP	P	07/24/08	10/21/08
g	1140 SHS FINC'L SELECT	P	10/21/08	01/21/09
h	375 SHS ISHARES	P	11/14/08	03/05/09
i	156.861 SHS VANGUARD	P	VARIOUS	04/15/09
j	1000 SHS EBAY	P	07/23/08	06/04/09
k	520 SHS ENERGY ETF	P	10/07/08	06/08/09
l	1250 SHS CITIGROUP	P	10/21/08	06/25/09
m	550 SHS BB&T CORP	P	10/21/08	09/09/09
n	565 SHS AMERICAN INT'L GR	P	VARIOUS	10/07/08
o	801 SHS BROADRIDGE FINCL	P	VARIOUS	10/07/08

(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 19,539.		48,680.	<29,141.>
b 4,680.		13,772.	<9,092.>
c 4,798.		8,358.	<3,560.>
d 24,151.		24,301.	<150.>
e 20,169.		29,553.	<9,384.>
f 10,333.		16,473.	<6,140.>
g 9,373.		18,430.	<9,057.>
h 11,620.		15,626.	<4,006.>
i 1,349.		1,334.	15.
j 17,933.		25,833.	<7,900.>
k 15,825.		16,704.	<879.>
l 3,753.		18,159.	<14,406.>
m 14,747.		18,487.	<3,740.>
n 2,138.		34,960.	<32,822.>
o 10,784.		14,154.	<3,370.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<29,141.>
b			<9,092.>
c			<3,560.>
d			<150.>
e			<9,384.>
f			<6,140.>
g			<9,057.>
h			<4,006.>
i			15.
j			<7,900.>
k			<879.>
l			<14,406.>
m			<3,740.>
n			<32,822.>
o			<3,370.>

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 }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

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	1300 SHS LEGGETT & PLATT	P	VARIOUS	10/07/08
b	3265 SHS SPRINT NEXTEL	P	VARIOUS	10/07/08
c	1064 SHS TYCO INT'L	P	VARIOUS	10/07/08
d	2915 SHS SOVEREIGN BANCORP	P	VARIOUS	10/14/08
e	40 M US TREASURY NOTE	P	09/26/07	10/14/08
f	600 SHS FREDDIE MAC	P	VARIOUS	10/21/08
g	118 SHS M&T BANK	P	01/08/97	10/21/08
h	1800 SHS NAT'L CITY CORP	D	VARIOUS	10/21/08
i	81 SHS PHH CORP	P	VARIOUS	10/21/08
j	1160 SHS DISNEY CO	P	VARIOUS	11/10/08
k	1245 SHS VIACOM INC	P	VARIOUS	11/10/08
l	500 SHS FANNIE MAE	D	12/30/96	12/03/08
m	1000 SHS DIRECTV	P	VARIOUS	12/19/08
n	570 SHS GEN'L MILLS	P	04/10/07	12/19/08
o	550 SHS WASTE MGMT	P	VARIOUS	12/19/08

(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	24,627.		27,340.	<2,713.>
b	16,977.		57,400.	<40,423.>
c	28,545.		23,838.	4,707.
d	10,759.		57,894.	<47,135.>
e	41,738.		39,965.	1,773.
f	567.		35,156.	<34,589.>
g	9,375.		10,136.	<761.>
h	5,276.		35,359.	<30,083.>
i	677.		1,160.	<483.>
j	26,012.		25,053.	959.
k	23,122.		51,837.	<28,715.>
l	384.		19,750.	<19,366.>
m	22,394.		14,899.	7,495.
n	34,414.		33,449.	965.
o	17,532.		12,612.	4,920.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<2,713.>
b			<40,423.>
c			4,707.
d			<47,135.>
e			1,773.
f			<34,589.>
g			<761.>
h			<30,083.>
i			<483.>
j			959.
k			<28,715.>
l			<19,366.>
m			7,495.
n			965.
o			4,920.

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

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

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	5831.643 SHS VANGUARD	P	03/19/08	04/15/09
b	240 SHS ABBOTT LAB	P	12/27/02	04/20/09
c	450 SHS JOHNSON & JOHNSON	P	VARIOUS	04/20/09
d	1800 SHS MICROSOFT	P	VARIOUS	04/20/09
e	360 SHS ABBOTT LAB	P	VARIOUS	06/10/09
f	40M FED HOME LOAN BANK	P	09/26/07	06/22/09
g	350 SHS M&T BANK	P	VARIOUS	06/24/09
h	532 SHS COVIDIEN LTD	P	VARIOUS	07/22/09
i	590 SHS HONEYWELL INC	P	10/01/03	07/22/09
j	300 SHS JOHNSON & JOHNSON	P	VARIOUS	08/07/09
k	2126 SHS SYMANTEC	P	VARIOUS	08/07/09
l	900 SHS ADP	D	08/02/06	08/24/09
m	500 SHS WASTE MGMT	P	VARIOUS	08/24/09
n	1000 SHS LEGGETT & PLATT	D	VARIOUS	10/07/08
o	749 SHS PHH CORP	D	06/01/07	10/21/08

(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 50,162.		57,500.	<7,338.>
b 10,577.		8,256.	2,321.
c 23,796.		18,539.	5,257.
d 33,598.		40,960.	<7,362.>
e 15,949.		13,647.	2,302.
f 40,000.		39,733.	267.
g 16,151.		29,754.	<13,603.>
h 19,010.		11,141.	7,869.
i 19,738.		15,265.	4,473.
j 18,034.		17,453.	581.
k 33,028.		37,347.	<4,319.>
l 35,244.		35,764.	<520.>
m 15,081.		12,763.	2,318.
n 18,940.		16,828.	2,112.
o 6,262.		23,369.	<17,107.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<7,338.>
b			2,321.
c			5,257.
d			<7,362.>
e			2,302.
f			267.
g			<13,603.>
h			7,869.
i			4,473.
j			581.
k			<4,319.>
l			<520.>
m			2,318.
n			2,112.
o			<17,107.>

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

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

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 12 SHS M&T BANK		D	11/07/95	10/21/08
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 954.		1,026.	<72.>
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<72.>
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	<339,902.>
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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
COLUMBIA MONEY MARKET FUND	3.
SCHWAB MONEY MARKET FUND	650.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	653.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE BONDS	3,956.	0.	3,956.
CORPORATE SECURITIES	14,852.	0.	14,852.
GOVT NOTES AND BONDS	11,645.	0.	11,645.
TOTAL TO FM 990-PF, PART I, LN 4	30,453.	0.	30,453.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2007 990PF EXCISE TAX	1,050.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,050.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	9,138.	9,138.		0.
BANK CUSTODIAL FEES	640.	640.		0.
TO FORM 990-PF, PG 1, LN 23	9,778.	9,778.		0.

FORM 990-PF	OTHER FUNDS	STATEMENT	5
DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR	
RETAINED EARNINGS	1,410,239.	976,965.	
TOTAL TO FORM 990-PF, PART II, LINE 29	1,410,239.	976,965.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
100M FHLB	X		101,264.	108,164.
50M FEDERAL FARM CR	X		50,031.	53,858.
30M FHLB	X		31,100.	33,298.
TOTAL U.S. GOVERNMENT OBLIGATIONS			182,395.	195,320.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			182,395.	195,320.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
1840 SHS CISCO SYSTEMS	31,923.	43,314.	
2540 SHS CA	52,611.	55,855.	
1000 SHS DIRECTV	14,171.	27,580.	
1830 SHS INTEL	36,463.	35,813.	
700 SHS OIL&GAS EQUIP	15,250.	19,390.	
1400 SHS S&P HOME BUILDERS	19,382.	21,042.	
450 SHS ARGIBUSINESS	16,514.	17,388.	
760 SHS BRIC	24,760.	29,587.	
740 SHS CONSUMER DISCRETION	16,511.	20,328.	
600 SHS ENTERPRISE PRODUCTS	13,293.	16,992.	
270 SHS FREEPRT-MCMRAN	16,128.	18,525.	
800 SHS GEN'L ELECTRIC	15,155.	13,136.	
225 SHS GOLD TRUST	19,255.	22,241.	
350 SHS IBOXX HIGH YIELD	26,959.	30,222.	
465 SHS I SHARES TRUST	19,302.	20,827.	
300 SHS KINDER MORGAN ENERGY	14,127.	16,206.	

800 SHS LATIN AMERICA 40	22,670.	34,328.
370 SHS MKT VECTORS STEEL	15,999.	19,510.
1000 SHS MSCI EMERGING MARK	31,399.	38,910.
520 SHS N AM NATURAL RESOURCE	15,405.	16,838.
1265 SHS NVIDIA CORP	16,008.	19,013.
1500 SHS POWERSHARES USX	23,275.	34,575.
675 SHS S&P INDUSTRIAL	16,499.	17,780.
855 SHS S&P METALS & MINING	27,355.	39,022.
675 SHS SPDR MATERIALS	15,780.	20,884.
450 SHS MORGAN CHASE	18,459.	19,718.
TOTAL TO FORM 990-PF, PART II, LINE 10B	554,653.	669,024.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
25M AT&T INC BOND	21,219.	26,084.
20M GOLDMAN SACHS BOND	17,570.	21,273.
25M ORACLE CORP BOND	23,893.	26,918.
20M UST INFL IDX BOND	20,665.	21,049.
TOTAL TO FORM 990-PF, PART II, LINE 10C	83,347.	95,324.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
-------------	-------------------	-----------	---

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
385 SHS OIL&GAS EXP	COST	15,838.	19,546.
770 SHS I SHARES TR S&P	COST	31,560.	40,302.
450 SHS MSCI PAC EX JAPAN	COST	13,207.	18,239.
TOTAL TO FORM 990-PF, PART II, LINE 13		60,605.	78,087.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
KEYSTONE COLLEGE ONE COLLEGE GREEN, LA PLUME, PA 18440	CHARITABLE		5,000.
KING'S COLLEGE 133 RIVER ST., WILKES-BARRE, PA 18711	CHARITABLE		1,000.
PENN STATE UNIVERSITY OLD ROUTE 115, LEHMAN, PA 18627	CHARITABLE		6,075.
ST JUDE'S CHILDREN'S RESEARCH HOSPITAL 120 S. FRANKLIN ST., WILKES-BARRE, PA 18701	CHARITABLE		5,000.
UNITED WAY OF WYOMING VALLEY 8 W. MARKET ST., WILKES-BARRE, PA 18702	CHARITABLE		7,500.
WYOMING SEMINARY 2201 SPRAGUE AVE., KINGSTON, PA 18704	CHARITABLE		1,000.
MISERICORDIA UNIVERSITY OFFICE OF DEVELOPMENT, 301 LAKE ST., DALLAS, PA 18612	CHARITABLE		10,000.
AMERICAN CANCER SOCIETY 190 WELLES ST., FORTY FORT, PA 18704	CHARITABLE		1,000.
JEWISH FAMILY SERVICES 71 NORTHAMPTON ST., WILKES-BARRE, PA 18701	CHARITABLE		1,000.

COLUMBIA UNIVERSITY MEDICAL
CENTER
630 WEST 168TH ST., NEW YORK, NY CHARITABLE
10032

25,000.

MUSEUM OF BIBLICAL ART
1865 BROADWAY, NEW YORK, NY 10023 CHARITABLE

50,000.

WILKES UNIVERSITY
84 WEST SOUTH ST., WILKES-BARRE, CHARITABLE
PA 18766

1,075.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

113,650.