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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 NOV 1, 2008, and ending OCT 31, 2009

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

Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of foundation CHARLES AND FIGA KLINE FOUNDATION		A Employer identification number 23-6262315
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number 610-437-4077
	5050 TILGHMAN STREET COMMERCE CORPORATE 115		C If exemption application is pending, check here <input type="checkbox"/>
	City or town, state, and ZIP code ALLENTOWN, PA 18104		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 7,350,648. (Part I, column (d) must be on cash basis)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	2,140.	2,140.		STATEMENT 2
4	Dividends and interest from securities	236,482.	236,482.		STATEMENT 3
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-239,967.			STATEMENT 1
b	Gross sales price for all assets on line 6a	2,639,852.			
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	-1,345.	238,622.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 4	101.	0.		0.
b	Accounting fees STMT 5	3,325.	0.		0.
c	Other professional fees				
17	Interest				
18	Taxes STMT 6	5,269.	0.		0.
19	Depreciation and depletion				
20	Occupancy	3,125.	0.		0.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	32,522.	0.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	44,342.	0.		0.
25	Contributions, gifts, grants paid	365,916.			365,916.
26	Total expenses and disbursements. Add lines 24 and 25	410,258.	0.		365,916.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-411,603.			
b	Net investment income (if negative, enter -0-)		238,622.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	57,947.	266,271.	266,271.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	6,669,520.	7,084,377.	7,084,377.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	6,727,467.	7,350,648.	7,350,648.	
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	6,727,467.	7,350,648.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	6,727,467.	7,350,648.	
31 Total liabilities and net assets/fund balances	6,727,467.	7,350,648.		

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	6,727,467.
2 Enter amount from Part I, line 27a	2	-411,603.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	1,034,784.
4 Add lines 1, 2, and 3	4	7,350,648.
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	7,350,648.

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 2,639,852.		2,879,819.	-239,967.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			-239,967.

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	-239,967.
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	447,931.	8,567,356.	.052283
2006	570,544.	8,897,121.	.064127
2005	455,945.	8,423,139.	.054130
2004	416,579.	8,349,470.	.049893
2003	381,179.	8,305,284.	.045896

2 Total of line 1, column (d)	2	.266329
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	.053266
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	6,810,388.
5 Multiply line 4 by line 3	5	362,762.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,386.
7 Add lines 5 and 6	7	365,148.
8 Enter qualifying distributions from Part XII, line 4	8	365,916.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,386.
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	2,386.
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	2,386.
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	4,900.	
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	4,900.	
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	2,514.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax <input checked="" type="checkbox"/> 2,514. Refunded <input type="checkbox"/> 0.	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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 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) <u>PA</u>		
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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>STEWART FURMANSKY</u> Telephone no. ► <u>610-437-4077</u> Located at ► <u>5050 TILGHMAN STREET, SUITE 115, ALLENTOWN, PA</u> ZIP+4 ► <u>18104</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		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
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? If "Yes," list the years ► _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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
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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BARNET H. FRAENKEL	VICE PRESIDENT			
4336 FARMINGTON COURT				
ALLENTOWN, PA 18104	5.00	0.	0.	0.
ROBERTO FISCHMANN	SECRETARY			
3003 TURNER STREET				
ALLENTOWN, PA 18104	5.00	0.	0.	0.
STEWART FURMAN SKY	PRESIDENT			
1343 DEERFIELD DRIVE				
ALLENTOWN, PA 18104	5.00	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

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

(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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	6,682,317.
b	Average of monthly cash balances	1b	231,783.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,914,100.
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	6,914,100.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	103,712.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,810,388.
6	Minimum investment return. Enter 5% of line 5	6	340,519.

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	340,519.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	2,386.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,386.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	338,133.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	338,133.
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	338,133.

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	365,916.
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	365,916.
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	2,386.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	363,530.

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.

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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				338,133.
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				
b From 2004	30,704.			
c From 2005	39,453.			
d From 2006	134,600.			
e From 2007	29,301.			
f Total of lines 3a through e	234,058.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 365,916.				
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				338,133.
e Remaining amount distributed out of corpus	27,783.			
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	261,841.			
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	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	261,841.			
10 Analysis of line 9:				
a Excess from 2004	30,704.			
b Excess from 2005	39,453.			
c Excess from 2006	134,600.			
d Excess from 2007	29,301.			
e Excess from 2008	27,783.			

N/A

-

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 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

1 Information Regarding Foundation Managers:

- NONE

- NONE

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.

- CHARLES AND FIGA KLINE FOUNDATION, 610-437-4077
5050 TILGHMAN STREET COMERCE CORPORATE CTR 115, ALLENTOWN, PA 18104

- NO SPECIAL FORM REQUIRED

- SEPTEMBER 30

- NONE**

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 <i>Paid during the year</i>				
SEE STATEMENT 9				
Total			3a	365,916.
b <i>Approved for future payment</i>				
NONE				
Total			3b	0.

Part XVII	Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations
------------------	--



- | | | Yes | No |
|----------|--|-----|----|
| 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? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| 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. | | |

[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) is based on all information of which preparer has any knowledge.

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) is based on all information of which preparer has any knowledge.			
	 Signature of officer or trustee		12-31-09 Date	PRESIDENT Title
Paid Preparer's Use Only	Preparer's signature 		Date 12/18/09	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP code CAMPBELL RAPPOLD & YURASITS LLP 1033 S CEDAR CREST BLVD ALLENTOWN, PA 18103-5443		Preparer's identifying number EIN 12-18-09 Phone no. (610) 435-7489	

Form **990-PF** (2008)

CHARLES AND FIGA KLINE FOUNDATION

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 ARTISAN INTERNATIONAL FUND	P	09/06/05	VARIOUS
b COLUMBIA VALUE AND RESTRUCTURING FUND	P	09/06/05	VARIOUS
c HARBOR CAPITAL APPRECIATION FUND	P	09/06/05	VARIOUS
d MAIRS AND POWER GROWTH FUND, INC	P	09/06/05	VARIOUS
e INSTITUTIONAL ADVISORS LARGE CAP FUND	P	05/28/09	VARIOUS
f GOLDMAN SACHS STRUCTURES INTERNATIONAL EQUITY FUN	P	06/03/09	06/03/09
g ALLSTATE LIFE GL DATED 4/24/08 5.375% 4/30/2013	P	04/24/08	09/16/09
h CLOROX CO DTD 12/3/04 5% 1/15/2015	P	12/03/04	VARIOUS
i COSTCO WHSL CORP 5.5% DTD 2/20/07, 3/15/2017	P	02/20/07	12/22/08
j CREDIT SUISSE FB USA INC 6.125%	P	05/06/09	08/13/09
k GENERAL ELECTRIC CO DTD 1/28/03 5% 2/1/13	P	01/28/03	08/13/09
l GLAXOSMITHLINE CAP INC. DTD 5/13/08 5.65% 5/5/18	P	05/13/08	08/13/09
m GOLDMAN SACHS GROUP INC DTD 11/15/02 5.5% 11/15/1	P	11/15/02	08/13/09
n HOUSEHOLD FINANCE CORP DTD 10/23/01 6.375% 10/15/	P	10/23/01	05/05/09
o SBC COMMUNICATIONS INC DTD 8/18/04 5.625% 6/15/20	P	08/18/04	08/13/09

(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 194,344.		272,694.	-78,350.
b 376,156.		490,123.	-113,967.
c 386,140.		440,276.	-54,136.
d 41,499.		46,696.	-5,197.
e 27,666.		23,613.	4,053.
f 6,916.		5,844.	1,072.
g 21,259.		20,125.	1,134.
h 52,247.		48,943.	3,304.
i 53,312.		49,960.	3,352.
j 21,197.		21,070.	127.
k 26,001.		25,618.	383.
l 10,515.		10,059.	456.
m 20,914.		20,826.	88.
n 83,912.		92,339.	-8,427.
o 15,727.		15,264.	463.

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			-78,350.
b			-113,967.
c			-54,136.
d			-5,197.
e			4,053.
f			1,072.
g			1,134.
h			3,304.
i			3,352.
j			127.
k			383.
l			456.
m			88.
n			-8,427.
o			463.

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

CHARLES AND FIGA KLINE FOUNDATION

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 VERIZON PENNSYLVANIA SER A DTD 11/13/01 5.65% 11/	P	11/13/01	08/13/09
b WACHOVIA CORP DTD 7/31/06 5.7% 8/1/13	P	04/13/09	08/13/09
c WAL-MART STORES DTD 4/5/07, 5.375%, 4/5/17	P	04/05/07	08/13/09
d WELLS FARGO & CO DTD 9/5/02 5.125% 9/1/12	P	09/05/02	04/13/09
e FNMA POOL #820341	P	09/01/05	VARIOUS
f FNMA POOL #773486	P	08/01/04	VARIOUS
g FNMA POOL #255770	P	06/01/05	VARIOUS
h FNMA POOL #255857	P	07/01/05	VARIOUS
i FNMA POOL #804777	P	12/01/04	VARIOUS
j FNMA POOL #745191	P	12/01/05	VARIOUS
k FNMA POOL #742859	P	09/01/03	VARIOUS
l FNMA POOL #257204	P	04/02/08	VARIOUS
m FNMA POOL #966756	P	01/01/08	VARIOUS
n FNMA NOTE DATED 10/1/07 6% 10/1/2037	P	10/01/07	VARIOUS
o FHLMC POOL #A67770	P	05/01/07	VARIOUS

(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 26,107.		26,107.	0.
b 10,338.		9,417.	921.
c 15,758.		15,122.	636.
d 80,766.		88,305.	-7,539.
e 23,641.		23,316.	325.
f 21,482.		21,616.	-134.
g 25,410.		25,593.	-183.
h 125,843.		124,243.	1,600.
i 125,494.		123,462.	2,032.
j 18,245.		18,306.	-61.
k 4,424.		4,413.	11.
l 36,576.		37,091.	-515.
m 6,701.		6,704.	-3.
n 23,747.		23,444.	303.
o 6,629.		6,558.	71.

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			0.
b			921.
c			636.
d			-7,539.
e			325.
f			-134.
g			-183.
h			1,600.
i			2,032.
j			-61.
k			11.
l			-515.
m			-3.
n			303.
o			71.

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

2

3

CHARLES AND FIGA KLINE FOUNDATION

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 FHLMC POOL #J07161	P	02/01/08	VARIOUS
b FHLMC POOL # G02518	P	12/01/06	VARIOUS
c FHLMC POOL #A74270	P	02/01/08	VARIOUS
d FGLMC POOL #19100	P	02/01/04	VARIOUS
e FGLMC POOL #19101	P	02/01/04	VARIOUS
f GNMA POOL #637348	P	12/01/04	VARIOUS
g GNMA POOL #11040	P	11/19/08	VARIOUS
h FNMA POOL #930487	P	01/21/09	VARIOUS
i FNMA POOL #745019	P	01/21/09	VARIOUS
j FHLMC POOL #J09458	P	03/01/09	VARIOUS
k FNMA NOTE DATED 2/16/07 5.55% 2/16/2017	P	02/16/07	08/06/09
l FNMA NOTE DATED 4/17/08 3.5% 4/28/2011-2009	P	04/17/08	VARIOUS
m FNMA NOTE DATED 3/2/09 2% 3/2/2011	P	03/02/09	08/06/09
n FHLB NOTE DATED 6/22/07 5.5% 08/13/2014FHLB NOTE	P	06/22/07	08/13/09
o FHLB NOTE DATED 11/1/06 4.875% 11/18/2011	P	11/01/06	12/22/08

(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 29,058.		29,239.	-181.
b 28,148.		28,535.	-387.
c 5,878.		5,985.	-107.
d 16,188.		15,804.	384.
e 8,306.		8,140.	166.
f 8,748.		8,718.	30.
g 598.		607.	-9.
h 11,145.		11,430.	-285.
i 9,256.		9,466.	-210.
j 3,414.		3,469.	-55.
k 71,744.		70,377.	1,367.
l 70,241.		70,038.	203.
m 70,462.		70,000.	462.
n 16,451.		15,296.	1,155.
o 70,460.		67,283.	3,177.

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			-181.
b			-387.
c			-107.
d			384.
e			166.
f			30.
g			-9.
h			-285.
i			-210.
j			-55.
k			1,367.
l			203.
m			462.
n			1,155.
o			3,177.

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

2

3

CHARLES AND FIGA KLINE FOUNDATION

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 FHLMC NOTE DATED 10/21/05 4.75% 11/17/2015	P	10/21/05	08/13/09
b FHLMC NOTE DATED 4/30/08 5% 4/30/2018-2009	P	04/30/08	04/30/09
c FHLMC NOTE DATED 6/12/08 5% 7/1/2013-2009	P	06/12/08	01/16/09
d FHLMC NOTE DATED 3/5/04 5.2% 3/5/2019-2009	P	03/05/04	08/13/09
e FHLMC NOTE DATED 6/2/08 4.5% 6/12/2013-2009	P	06/02/08	01/16/09
f GNMA NOTED DATED 9/1/08 6% 9/15/2038	P	09/01/08	08/13/09
g US TREAS INFLATION INDEX BD DATED 7/15/08 1.375%	P	12/22/08	VARIOUS
h JP MORGAN CHASE & CO DATED 2/23/09 2.2% 6/15/2012	P	04/30/09	08/13/09
i GENERAL ELECTRIC CAP DATED 12/9/08 3% 12/9/2011	P	12/09/08	08/13/09
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 10,554.		10,237.	317.
b 70,000.		69,836.	164.
c 66,178.		65,000.	1,178.
d 70,000.		69,803.	197.
e 70,983.		70,000.	983.
f 8,006.		8,097.	-91.
g 4,768.		4,736.	32.
h 15,000.		15,177.	-177.
i 15,300.		15,399.	-99.
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			317.
b			164.
c			1,178.
d			197.
e			983.
f			-91.
g			32.
h			-177.
i			-99.
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	-239,967.
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 GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ARTISAN INTERNATIONAL FUND			PURCHASED	09/06/05	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
194,344.	272,694.	0.	0.	-78,350.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COLUMBIA VALUE AND RESTRUCTURING FUND			PURCHASED	09/06/05	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
376,156.	490,123.	0.	0.	-113,967.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HARBOR CAPITAL APPRECIATION FUND			PURCHASED	09/06/05	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
386,140.	440,276.	0.	0.	-54,136.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MAIRS AND POWER GROWTH FUND, INC	41,499.	46,696.	0.	0.	-5,197.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
INSTITUTIONAL ADVISORS LARGE CAP FUND	27,666.	23,613.	0.	0.	4,053.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GOLDMAN SACHS STRUCTURES INTERNATIONAL EQUITY FUND	6,916.	5,844.	0.	0.	1,072.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ALLSTATE LIFE GL DATED 4/24/08 5.375% 4/30/2013	21,259.	20,125.	0.	0.	1,134.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
COLORX CO DTD 12/3/04 5% 1/15/2015	PURCHASED	12/03/04	VARIOUS		
	52,247.	48,943.	0.	0.	3,304.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
COSTCO WHSL CORP 5.5% DTD 2/20/07, 3/15/2017	PURCHASED	02/20/07	12/22/08		
	53,312.	49,960.	0.	0.	3,352.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
CREDIT SUISSE FB USA INC 6.125%	PURCHASED	05/06/09	08/13/09		
	21,197.	21,070.	0.	0.	127.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
GENERAL ELECTRIC CO DTD 1/28/03 5% 2/1/13	PURCHASED	01/28/03	08/13/09		
	26,001.	25,618.	0.	0.	383.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GLAXOSMITHLINE CAP INC. DTD 5/13/08 5.65% 5/5/18	PURCHASED	05/13/08	08/13/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,515.	10,059.	0.	0.	456.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
GOLDMAN SACHS GROUP INC DTD 11/15/02 5.5% 11/15/14	PURCHASED	11/15/02	08/13/09	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,914.	20,826.	0.	0.	88.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
HOUSEHOLD FINANCE CORP DTD 10/23/01 6.375% 10/15/11	PURCHASED	10/23/01	05/05/09	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
83,912.	92,339.	0.	0.	-8,427.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SBC COMMUNICATIONS INC DTD 8/18/04 5.625% 6/15/2016	PURCHASED	08/18/04	08/13/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,727.	15,264.	0.	0.	463.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
VERIZON PENNSYLVANIA SER A DTD 11/13/01 5.65% 11/15/11	PURCHASED	11/13/01	08/13/09		
	26,107.	26,107.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
WACHOVIA CORP DTD 7/31/06 5.7% 8/1/13	PURCHASED	04/13/09	08/13/09		
	10,338.	9,417.	0.	0.	921.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
WAL-MART STORES DTD 4/5/07, 5.375%, 4/5/17	PURCHASED	04/05/07	08/13/09		
	15,758.	15,122.	0.	0.	636.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
WELLS FARGO & CO DTD 9/5/02 5.125% 9/1/12	PURCHASED	09/05/02	04/13/09		
	80,766.	88,305.	0.	0.	-7,539.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
FNMA POOL #820341				PURCHASED	09/01/05	VARIOUS
	23,641.	23,316.	0.	0.		325.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
FNMA POOL #773486				PURCHASED	08/01/04	VARIOUS
	21,482.	21,616.	0.	0.		-134.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
FNMA POOL #255770				PURCHASED	06/01/05	VARIOUS
	25,410.	25,593.	0.	0.		-183.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
FNMA POOL #255857				PURCHASED	07/01/05	VARIOUS
	125,843.	124,243.	0.	0.		1,600.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
FNMA POOL #804777	PURCHASED	12/01/04	VARIOUS		
	125,494.	123,462.	0.	0.	2,032.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
FNMA POOL #745191	PURCHASED	12/01/05	VARIOUS		
	18,245.	18,306.	0.	0.	-61.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
FNMA POOL #742859	PURCHASED	09/01/03	VARIOUS		
	4,424.	4,413.	0.	0.	11.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
FNMA POOL #257204	PURCHASED	04/02/08	VARIOUS		
	36,576.	37,091.	0.	0.	-515.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
FNMA POOL #966756	PURCHASED	01/01/08	VARIOUS		
	6,701.	6,704.	0.	0.	-3.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
FNMA NOTE DATED 10/1/07 6% 10/1/2037	PURCHASED	10/01/07	VARIOUS		
	23,747.	23,444.	0.	0.	303.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
FHLMC POOL #A67770	PURCHASED	05/01/07	VARIOUS		
	6,629.	6,558.	0.	0.	71.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
FHLMC POOL #J07161	PURCHASED	02/01/08	VARIOUS		
	29,058.	29,239.	0.	0.	-181.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FHLMC POOL # G02518	28,148.	28,535.	0.	PURCHASED	12/01/06	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FHLMC POOL #A74270	5,878.	5,985.	0.	PURCHASED	02/01/08	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FGLMC POOL #19100	16,188.	15,804.	0.	PURCHASED	02/01/04	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FGLMC POOL #19101	8,306.	8,140.	0.	PURCHASED	02/01/04	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
GNMA POOL #637348	PURCHASED	12/01/04	VARIOUS		
	8,748.	8,718.	0.	0.	30.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
GNMA POOL #11040	PURCHASED	11/19/08	VARIOUS		
	598.	607.	0.	0.	-9.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
FNMA POOL #930487	PURCHASED	01/21/09	VARIOUS		
	11,145.	11,430.	0.	0.	-285.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
FNMA POOL #745019	PURCHASED	01/21/09	VARIOUS		
	9,256.	9,466.	0.	0.	-210.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 03/01/09	(F) DATE SOLD VARIOUS
FHLMC POOL #J09458	3,414.	3,469.	0.		0.	-55.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 02/16/07	(F) DATE SOLD 08/06/09
FNMA NOTE DATED 2/16/07 5.55% 2/16/2017	71,744.	70,377.	0.		0.	1,367.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 04/17/08	(F) DATE SOLD VARIOUS
FNMA NOTE DATED 4/17/08 3.5% 4/28/2011-2009	70,241.	70,038.	0.		0.	203.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 03/02/09	(F) DATE SOLD 08/06/09
FNMA NOTE DATED 3/2/09 2% 3/2/2011	70,462.	70,000.	0.		0.	462.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
FHLB NOTE DATED 6/22/07 5.5% 08/13/2014 NOTE DATED 11/1/06 4.875% 11/18	PURCHASED	06/22/07	08/13/09		
	16,451.	15,296.	0.	0.	1,155.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
FHLB NOTE DATED 11/1/06 4.875% 11/18/2011	PURCHASED	11/01/06	12/22/08		
	70,460.	67,283.	0.	0.	3,177.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
FHLMC NOTE DATED 10/21/05 4.75% 11/17/2015	PURCHASED	10/21/05	08/13/09		
	10,554.	10,237.	0.	0.	317.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
FHLMC NOTE DATED 4/30/08 5% 4/30/2018-2009	PURCHASED	04/30/08	04/30/09		
	70,000.	69,836.	0.	0.	164.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
FHLMC NOTE DATED 6/12/08 5% 7/1/2013-2009	PURCHASED	06/12/08	01/16/09		
	66,178.	65,000.	0.	0.	1,178.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
FHLMC NOTE DATED 3/5/04 5.2% 3/5/2019-2009	PURCHASED	03/05/04	08/13/09		
	70,000.	69,803.	0.	0.	197.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
FHLMC NOTE DATED 6/2/08 4.5% 6/12/2013-2009	PURCHASED	06/02/08	01/16/09		
	70,983.	70,000.	0.	0.	983.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
GNMA NOTED DATED 9/1/08 6% 9/15/2038	PURCHASED	09/01/08	08/13/09		
	8,006.	8,097.	0.	0.	-91.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
US TREAS INFLATION INDEX BD DATED 7/15/08 1.375% 7/15/2018	PURCHASED	12/22/08	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,768.	4,736.	0.	0.	32.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JP MORGAN CHASE & CO DATED 2/23/09 2.2% 6/15/2012	PURCHASED	04/30/09	08/13/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,000.	15,177.	0.	0.	-177.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GENERAL ELECTRIC CAP DATED 12/9/08 3% 12/9/2011	PURCHASED	12/09/08	08/13/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,300.	15,399.	0.	0.	-99.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-239,967.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
NATIONAL PENN BANK CASH MANAGEMENT #1	2,140.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,140.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
EQUITY FUNDS	79,743.	0.	79,743.
FIXED INCOME FUNDS	149,364.	0.	149,364.
OTHER	7,375.	0.	7,375.
TOTAL TO FM 990-PF, PART I, LN 4	236,482.	0.	236,482.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
E. KELLER KLINE III ESQ.	101.	0.		0.
TO FM 990-PF, PG 1, LN 16A	101.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CAMPBELL RAPPOLD & YURASITS- AUDIT OF FIN. STATEMTS. & PREP. OF FORM	3,325.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	3,325.	0.		0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAXES	5,269.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	5,269.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COMPENSATION - CUSTODIAN	31,569.	0.		0.	
INSURANCE PREMIUM	953.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	32,522.	0.		0.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
EQUITY FUNDS - SEE SCHEDULE	FMV	2,597,807.	2,597,807.	
FIXED INCOME FUNDS - SEE SCHEDULE	FMV	4,236,580.	4,236,580.	
OTHER - SEE SCHEDULE	FMV	249,990.	249,990.	
TOTAL TO FORM 990-PF, PART II, LINE 13		7,084,377.	7,084,377.	

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ASSOCIATION FOR THE BLIND & VISUALLY IMPAIRED	NONE UNRESTRICTED	PUBLIC	1,000.
BOYS & GIRLS CLUB OF ALLENTOWN	NONE UNRESTRICTED	PUBLIC	1,000.
COMMUNITY MIKVAH	NONE UNRESTRICTED	PUBLIC	1,500.
CONGREGATION AM HASALAH	NONE UNRESTRICTED	PUBLIC	2,500.
CONGREGATION KENESETH ISRAEL	NONE UNRESTRICTED	PUBLIC	10,000.
CONGREGATION SONS OF ISRAEL	NONE UNRESTRICTED	PUBLIC	10,000.
HILLSIDE SCHOOL	NONE UNRESTRICTED	PUBLIC	500.
INSTITUTE FOR JEWISH CHRISTIAN STUDIES	NONE UNRESTRICTED	PUBLIC	2,000.
JEWISH COMMUNITY CENTER OF ALLENTOWN	NONE UNRESTRICTED	PUBLIC	100,000.
JEWISH DAY SCHOOL OF ALLENTOWN	NONE UNRESTRICTED	PUBLIC	30,000.

CHARLES AND FIGA KLINE FOUNDATION

23-6262315

JEWISH FAMILY SERVICES OF ALLENTOWN	NONE UNRESTRICTED	PUBLIC	4,000.
JEWISH FEDERATION OF LEHIGH VALLEY	NONE UNRESTRICTED	PUBLIC	165,000.
LEHIGH COUNTY MEALS ON WHEELS	NONE UNRESTRICTED	PUBLIC	750.
LEHIGH UNIVERSITY - (HILLEL SOCIETY)	NONE UNRESTRICTED	PUBLIC	2,500.
MUHLENBERG (HILLEL SOCIETY)	NONE UNRESTRICTED	PUBLIC	2,500.
PINEMERE CAMP	NONE UNRESTRICTED	PUBLIC	4,666.
TEMPLE BETH EL	NONE UNRESTRICTED	PUBLIC	22,500.
UNITED WAY OF THE GREATER LEHIGH VALLEY	NONE UNRESTRICTED	PUBLIC	5,000.
MILLER-KEYSTONE BLOOD CENTER	NONE UNRESTRICTED	PUBLIC	500.

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

365,916.