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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 DEC 1, 2008, and ending NOV 30, 2009

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation JOSEPH G. BRADLEY CHARITABLE FOUNDATION		A Employer identification number 23-7647762
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite C/O COZEN O'CONNOR 1900 MARKET STREET		B Telephone number (215) 665-4628
	City or town, state, and ZIP code PHILADELPHIA, PA 19103		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			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,134,855. (Part I, column (d) must be on cash basis.)		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	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			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	287.	287.		STATEMENT 2
	4 Dividends and interest from securities	123,094.	123,094.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-929,944.			STATEMENT 1
	b Gross sales price for all assets on line 6a	888,798.			
	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	8,400.	8,400.		STATEMENT 4	
12 Total. Add lines 1 through 11	-798,163.	131,781.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	8,150.	4,075.		4,075.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 5	5,205.	2,603.		2,602.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 6	3,420.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	16,775.	6,678.		6,677.
25 Contributions, gifts, grants paid	335,816.			335,816.	
26 Total expenses and disbursements. Add lines 24 and 25	352,591.	6,678.		342,493.	
27 Subtract line 26 from line 12	-1,150,754.				
a Excess of revenue over expenses and disbursements		125,103.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			N/A		

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

Form 990-PF (2008)

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		758.	80,475.	80,475.
	2	Savings and temporary cash investments				
	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 STMT 7	165,411.	178,602.	199,106.	
	b	Investments - corporate stock STMT 8	5,914,949.	4,674,407.	4,735,334.	
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other STMT 9	0.	0.	116,520.	
	14	Land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
	15	Other assets (describe ▶ ESTIMATED TAXES)	6,540.	3,420.	3,420.	
	16	Total assets (to be completed by all filers)	6,087,658.	4,936,904.	5,134,855.	
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	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 ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	6,087,658.	4,936,904.		
	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	6,087,658.	4,936,904.			
31	Total liabilities and net assets/fund balances	6,087,658.	4,936,904.			

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	6,087,658.
2	Enter amount from Part I, line 27a	2	-1,150,754.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,936,904.
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	4,936,904.

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 SEE SCHEDULE ATTACHED	P		
b PROCEEDS RE: SECURITIES LITIGATION	P		
c PROCEEDS RE: ENRON LITIGATION	P		
d CAPITAL GAINS DIVIDENDS			
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 868,602.		1,818,742.	-950,140.
b 1,949.			1,949.
c 7,422.			7,422.
d 10,825.			10,825.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-950,140.
b			1,949.
c			7,422.
d			10,825.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-929,944.
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	390,944.	6,791,349.	.057565
2006	380,005.	8,168,186.	.046523
2005	366,594.	7,722,140.	.047473
2004	365,464.	7,674,361.	.047621
2003	330,600.	7,444,652.	.044408

2 Total of line 1, column (d)	2	.243590
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	.048718
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	4,509,255.
5 Multiply line 4 by line 3	5	219,682.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,251.
7 Add lines 5 and 6	7	220,933.
8 Enter qualifying distributions from Part XII, line 4	8	342,493.

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 ☐ and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)		1	1,251.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 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	1,251.
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	1,251.
6 Credits/Payments			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	3,420.	
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	3,420.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ 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	2,169.	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax	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
1c 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) ☐ 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)	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 ► N/A	13	X	
14	The books are in care of ► COZEN O'CONNOR Telephone no ► (215) 665-4628 Located at ► 1900 MARKET STREET, PHILADELPHIA, PA ZIP+4 ► 19103			
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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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	1b	X
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?	☐ Yes ☒ 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?	☐ Yes ☒ 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?		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)?

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
ANDREW R. NEHRBAS	TRUSTEE			
PENN VALLEY, PA 19072	0.00	8,150.	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)

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.

Form 990-PF (2008)

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	4,474,886.
b	Average of monthly cash balances	1b	103,038.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,577,924.
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	4,577,924.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	68,669.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,509,255.
6	Minimum investment return. Enter 5% of line 5	6	225,463.

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	225,463.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	1,251.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,251.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	224,212.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	224,212.
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	224,212.

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	342,493.
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	342,493.
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	1,251.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	341,242.

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				224,212.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			335,816.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 342,493.				
a Applied to 2007, but not more than line 2a			335,816.	
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				6,677.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				217,535.
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	0.			
10 Analysis of line 9.				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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)

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				
ROMAN CATHOLIC CHURCH OF ST. MICHAEL, JERSEY CITY, NJ	NONE	NONE	FOR ORGAN RESTORATION	58,140.
ST. MARK'S EPISCOPAL CHURCH, GLENDALE, CA	NONE	NONE	FOR ORGAN RESTORATION	100,000.
STAMBAUGH AUDITORIUM, YOUNGSTOWN, OH	NONE	NONE	FOR ORGAN RESTORATION	177,676.
Total				335,816.
b Approved for future payment				
NONE				
Total				0.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SEE SCHEDULE ATTACHED	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
868,602.	1,818,742.	0.	0.	-950,140.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PROCEEDS RE: SECURITIES LITIGATION	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,949.	0.	0.	0.	1,949.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PROCEEDS RE: ENRON LITIGATION	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,422.	0.	0.	0.	7,422.

CAPITAL GAINS DIVIDENDS FROM PART IV	10,825.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-929,944.

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

SOURCE	AMOUNT
JANNEY MONTGOMERY SCOTT LLC	85.
MORGAN STANLEY SMITH BARNEY LLC	202.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	287.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JANNEY MONTGOMERY SCOTT LLC	39,909.	0.	39,909.
MORGAN STANLEY SMITH BARNEY LLC	94,010.	10,825.	83,185.
TOTAL TO FM 990-PF, PART I, LN 4	133,919.	10,825.	123,094.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
KINDER MORGAN ENERGY PARTNERS, LP	8,400.	8,400.	
TOTAL TO FORM 990-PF, PART I, LINE 11	8,400.	8,400.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WOLFBLOCK, LLP	5,205.	2,603.		2,602.
TO FM 990-PF, PG 1, LN 16A	5,205.	2,603.		2,602.

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	3,420.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	3,420.	0.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
SEE SCHEDULE ATTACHED	X		178,602.	199,106.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			178,602.	199,106.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			178,602.	199,106.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED			4,674,407.	4,735,334.
TOTAL TO FORM 990-PF, PART II, LINE 10B			4,674,407.	4,735,334.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
KINDER MORGAN ENERGY PARTNERS LP	COST	0.	116,520.	
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	116,520.	

Joseph G. Bradley Charitable Foundation
Legg Mason Investment Account
30-Nov-09

US GOVERNMENT BONDS DESCRIPTION	# OF SHARES 11/30/2009	COST 11/30/2009	MARKET VALUE 11/30/2009
US Treasury Stripped Nt 11/15/10	100,000.00	92,387.76	99,813.00
US Treasury Stripped Nt 11/15/11	100,000.00	86,213.93	99,293.00
Total US Government Bonds		178,601.69	199,106.00

Joseph G. Bradley Charitable Foundation
Legg Mason Investment Account
30-Nov-09

STOCK DESCRIPTION	# OF SHARES 11/30/2009	COST 11/30/2009	MARKET VALUE 11/30/2009
Altria Group Inc.	1,000.00	21,745.29	18,810.00
Apple Inc.	800.00	68,595.09	159,928.00
Arch Coal Inc.	2,000.00	29,967.08	41,720.00
Baxter International Corp.	2,000.00	27,075.15	109,100.00
Boeing Company	500.00	25,846.89	26,205.00
Caterpillar Inc.	1,500.00	99,157.83	87,585.00
Chevron Corporation	1,000.00	53,796.75	78,040.00
Clean Energy Fuels Corp	4,000.00	59,707.00	46,800.00
Clinical Data Inc.	2,000.00	33,846.80	31,220.00
Comcast Corp 7% Pfd	1,500.00	37,500.00	36,960.00
Conoco Phillips	2,000.00	26,222.74	103,540.00
Corporate Office Properties Trust	1,500.00	22,668.70	51,285.00
Deere & Co.	2,000.00	71,666.13	107,020.00
Dendreon Corp	1,000.00	25,497.36	27,340.00
Deutsche Bank Capital Tr V	1,000.00	25,000.00	24,590.00
Disney Walt Company	2,000.00	52,385.20	60,440.00
Dominion Resources	500.00	16,684.58	18,190.00
Ebay Inc.	2,000.00	84,828.60	48,940.00
Exxon Mobil Corp	2,500.00	30,156.75	187,675.00
First Eagle Global Fund CI C	1,754.09	70,164.49	68,935.57
FPL Group Inc.	1,000.00	53,475.65	51,970.00
General Cable Corp	2,500.00	166,875.97	73,400.00
General Electric Co.	2,500.00	94,398.64	40,050.00
Glacier Bancorp Inc.	2,343.00	27,868.55	30,646.44
Hewlett Packard Co	3,500.00	85,694.76	171,710.00
Honeywell Intl Inc	500.00	29,022.15	19,235.00
Illinois Tool Works Inc	1,000.00	49,237.00	48,640.00
Independent Bank Corp	3,000.00	17,684.50	61,350.00
Investors Real Estate Trust	5,000.00	41,250.00	44,050.00
ITT Corp	1,000.00	50,326.49	51,720.00
KBR Inc	2,500.00	54,864.53	46,575.00
Legg Mason Emerging Markets Trust	4,993.01	95,351.20	98,262.35
Legg Mason Growth Trust	6,714.01	146,925.60	119,509.44
Legg Mason Opportunity Trust	9,601.45	177,302.54	86,221.00
Legg Mason Partners Aggressive Growth Fund	489.48	50,000.00	35,986.27
Legg Mason Partners Financial Services Fund	26,128.98	312,510.93	252,144.63
Legg Mason Partners Short-Term Bond Fund CI C	90,721.12	369,372.30	335,668.15
Legg Mason Special Investment Trust	12,613.11	446,184.77	320,246.81
Legg Mason Value Trust	3,879.93	169,413.24	138,280.70
Loomis Sayles Strategic Income Fund	7,924.32	114,488.84	108,880.11
Merck & Co Inc.	2,000.00	23,853.23	72,420.00
Merrill Lynch Capital Trust II 6.45% Pfd	2,000.00	50,000.00	35,540.00
Metro Bancorp Inc.	5,000.00	62,007.00	53,350.00

Microsoft Corp	2,000.00	53,687.46	58,820 00
NII Holdings Inc Class B	1,000.00	64,553.76	29,800.00
Northrim Bancorp Inc.	1,050.00	26,186 32	16,873 50
Online Resources Corp.	4,000.00	40,861.45	22,000.00
Parker-Hannifin Corp	1,050.00	61,180.10	56,658.00
Pepsico Inc	2,000.00	30,888.66	124,440 00
Petrobras	1,000.00	53,883 00	51,280.00
Philip Morris Intl	1,000.00	49,550.75	48,090 00
PNC Capital Trust E	2,000 00	50,000.00	50,000.00
PNC Financial Services Group Inc.	1,500 00	80,971.34	85,515.00
PPG Industries Inc.	2,000.00	39,880.00	118,860.00
Royce Fund-Pennsylvania Mutual Fund	20,921 97	169,559.85	170,723.25
Schlumberger Ltd	500.00	46,394.38	31,945.00
Seligman Premium Technology Growth Fund	1,500 00	30,000.00	30,000.00
Sterling Bancshares Capital Trust I	1,000 00	25,000.00	21,500.00
Technitrol Inc.	4,000.00	96,618.02	20,240 00
TICC Capital Corp	7,500.00	40,084.54	42,000 00
United Technologies Corp	1,000 00	65,267.16	67,240.00
Zimmer Holdings Inc.	1,000.00	79,219 60	59,170 00

Total Stocks		4,674,406.71	4,735,334.22
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Joseph G. Bradley Charitable Foundation
Legg Mason Investment Account
30-Nov-09

DESCRIPTION	# OF SHARES	SALE PRICE	COST	GAIN (LOSS)
Alcoa Inc.	2,000	22,863.64	65,831.05	(42,967.41)
Beazer Homes USA Inc.	1,000	4,686.15	49,089.78	(44,403.63)
Bristol Myers Squibb Company	2,000	43,833.66	44,157.59	(323.93)
Chesapeake Energy Corp	2,000	42,755.65	65,515.45	(22,759.80)
Citigroup Inc	2,000	5,831.09	95,731.34	(89,900.25)
Comcast Corp Cl A	3,000	44,591.84	16,000.00	28,591.84
Coventry Health Care Inc.	1,500	34,150.63	48,801.99	(14,651.36)
Diana Shipping Inc.	1,500	25,418.68	54,424.28	(29,005.60)
Firstenergy Corp	1,000	45,881.81	77,282.48	(31,400.67)
Frontline Ltd	1,000	22,533.43	61,092.80	(38,559.37)
Gamestop Corp	2,000	53,611.62	82,743.62	(29,132.00)
Henderson European Focus Cund Cl C	3,149.327	38,894.19	89,560.33	(50,666.14)
International Game Technology	2,000	40,443.82	58,253.43	(17,809.61)
Legg Mason Inc	2,000	55,667.03	229,601.60	(173,934.57)
Legg Mason Partners Global Income Fund	5,731.717	37,600.06	54,016.35	(16,416.29)
Legg Mason Partners Short-Term Bond Fund Cl C	13,586.957	50,000.00	63,709.41	(13,709.41)
NV Energy Inc.	3,500	40,538.54	56,361.99	(15,823.45)
NYSE Euronext	1,000	26,371.15	74,533.00	(48,161.85)
Omnicom Group Inc.	1,000	33,412.07	54,632.43	(21,220.36)
Pioneer Natural Resources Co	1,000	43,297.57	73,636.79	(30,339.22)
Powershares Wilderhill Clean Energy Portfolio	2,000	20,996.94	42,764.12	(21,767.18)
Ryland Group Inc.	1,000	19,336.06	56,852.09	(37,516.03)
Sandisk Corp	1,000	19,303.89	52,851.96	(33,548.07)
Sequenom Inc.	1,000	5,642.21	14,830.50	(9,188.29)
Sina Corp	1,000	32,827.71	57,824.66	(24,996.95)
TICC Capital Corp	11,983.864	58,112.83	178,643.27	(120,530.44)
		868,602.27	1,818,742.31	(950,140.04)