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

**2009**

Department of the Treasury  
Internal Revenue Service

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

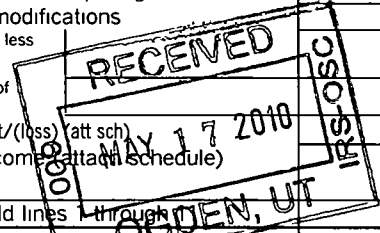
**For calendar year 2009, or tax year beginning , 2009, and ending ,**

**G** Check all that apply:  Initial return  Initial Return of a former public charity  Final return  
 Amended return  Address change  Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>THE FIDELIO FOUNDATION</b>	<b>A</b> Employer identification number 03-6074145
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 2826 MT CARMEL AVE	<b>B</b> Telephone number (see the instructions) (215) 771-5755
	City or town State ZIP code GLENSIDE PA 19038	<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>H</b> Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>D 1</b> Foreign organizations, check here <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 561,412.	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)				
<b>REVENUE</b>				
<b>1</b> Contributions, gifts, grants, etc. received (att sch)	70,000.			
<b>2</b> Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b> Interest on savings and temporary cash investments	26.	26.	26.	
<b>4</b> Dividends and interest from securities	6,770.	6,770.	6,770.	
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)		L-6a Stmt		
<b>6a</b> Net gain/(loss) from sale of assets not on line 10	5,530.			
<b>b</b> Gross sales price for all assets on line 6a	27,708.			
<b>7</b> Capital gain net income (from Part IV, line 2)		5,530.		
<b>8</b> Net short-term capital gain			16.	
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit/(loss) (att sch)				
<b>11</b> Other income (attach schedule)				
<b>12 Total.</b> Add lines 1 through 11	82,326.	12,326.	6,812.	
<b>ADMINISTRATIVE EXPENSES</b>				
<b>13</b> Compensation of officers, directors, trustees, etc				
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees (attach schedule)				
<b>b</b> Accounting fees (attach sch)	1,350.	1,350.	1,350.	
<b>c</b> Other prof fees (attach sch)				
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule)(see instr) See Line 18 Stmt	552.	552.	552.	
<b>19</b> Depreciation (attach sch) and depletion				
<b>20</b> Occupancy	8,400.	8,400.	8,400.	
<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule)	4,500.	4,500.	4,500.	
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	14,802.	14,802.	14,802.	
<b>25</b> Contributions, gifts, grants paid	49,850.			49,850.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	64,652.	14,802.	14,802.	49,850.
<b>27 Subtract line 26 from line 12:</b>				
<b>a Excess of revenue over expenses and disbursements</b>	17,674.			
<b>b Net investment income</b> (if negative, enter -0-)		0.		
<b>c Adjusted net income</b> (if negative, enter -0-)			0.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	52,762.	75,545.	75,545.
	2 Savings and temporary cash investments	7,402.	0.	0.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	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 (attach schedule)			
	b Investments – corporate stock (attach schedule) L-10b Stmt	768,413.	770,706.	485,867.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers – see instructions Also, see page 1, item l)	828,577.	846,251.	561,412.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)			
FUNDS ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	828,577.	846,251.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see the instructions)	828,577.	846,251.		
31 Total liabilities and net assets/fund balances (see the instructions)	828,577.	846,251.		

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	828,577.
2 Enter amount from Part I, line 27a	2	17,674.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	846,251.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	846,251.

**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 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a 1000 SH CROWN HOLDINGS INC	D	12/30/05	12/21/09
b BANCO SANTANDER SPON ADR (CASH IN LIEU)	P	02/12/09	02/12/09
c BANK OF AMERICA CORP (CASH IN LIEU)	P	01/05/09	01/05/09
d SOVEREIGN BANCORP INC	P	02/15/08	02/04/09
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 25,044.		19,530.	5,514.
b 5.		0.	5.
c 11.		0.	11.
d 2,648.		2,648.	0.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			5,514.
b			5.
c			11.
d			0.
e			

2 Capital gain net income or (net capital loss). <span style="float: right;">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	5,530.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <span style="float: right;">[ If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 ]</span>	3	

**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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	34,850.	679,273.	0.051305
2007	71,034.	666,837.	0.106524
2006	47,453.	549,215.	0.086402
2005	10,000.	409,454.	0.024423
2004	10,000.	342,678.	0.029182

2 Total of line 1, column (d)	2	0.297836
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.059567
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	536,957.
5 Multiply line 4 by line 3	5	31,985.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	31,985.
8 Enter qualifying distributions from Part XII, line 4	8	49,850.

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 the instructions)**

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary - see instr.)		
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	0.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	0.
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	0.
6	Credits/Payments		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6 a	247.
b	Exempt foreign organizations – tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	247.
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	247.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax Refunded	11	247.

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) PA - Pennsylvania		
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? <i>If 'No,' attach explanation</i>	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	X	

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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 . . . . . <b>N/A</b>	13	X	
14	The books are in care of <b>MARIO MELE TRUSTEE</b> Telephone no. <b>(215) 224-8888</b> Located at <b>2826 MT. CARMEL AVENUE, GLENSIDE PA</b> ZIP + 4 <b>19038</b>			
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 . . . . . <b>15</b>			

**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
<b>1 a</b>	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>b</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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	
<b>c</b>	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 2009?	1 c	X
<b>2</b>	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))		
<b>a</b>	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <b>20__ , 20__ , 20__ , 20__</b>		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 the instructions)	2 b	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>20__ , 20__ , 20__ , 20__</b>		
<b>3 a</b>	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>b</b>	If 'Yes,' did it have excess business holdings in 2009 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 2009)	3 b	
<b>4 a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
<b>b</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 2009?	4 b	X

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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)? (see instructions)  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

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?

If 'Yes' to 6b, 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?

5b		
6b		X
7b		X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARIO V. MELE 1240 PINETOWN ROAD, FT WASHINGTON PA 19034	TRUSTEE 5.00	0.	0.	0.
CAROLINE D. BRATIC 3750 MAIN STREET UNIT 203 PHILA PA 19128	TRUSTEE 1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

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

None

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

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

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

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 <u>INFORMAL MEETINGS WITH OFFICIALS OF THE ARCHDIOCESE OF PHILA</u> <u>INFORMAL MEETINGS WITH OFFICIALS OF UNIVERSITIES AND ORGANIZATIONS</u> <u>THAT RECEIVED CONTRIBUTIONS</u>	0.
2 -----	
3 -----	
4 -----	

**Part IX-B** Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 -----	
2 -----	
All other program-related investments See instructions 3 -----	

Total. Add lines 1 through 3 ▶

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1 a</b>	477,279.
<b>b</b> Average of monthly cash balances	<b>1 b</b>	67,855.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1 c</b>	
<b>d</b> Total (add lines 1a, b, and c)	<b>1 d</b>	545,134.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1 e</b>	
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	545,134.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	8,177.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	536,957.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	26,848.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	26,848.
<b>2a</b> Tax on investment income for 2009 from Part VI, line 5	<b>2 a</b>	0.
<b>b</b> Income tax for 2009 (This does not include the tax from Part VI)	<b>2 b</b>	
<b>c</b> Add lines 2a and 2b	<b>2 c</b>	0.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	26,848.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	26,848.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	26,848.

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

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
<b>a</b> Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	<b>1 a</b>	49,850.
<b>b</b> Program-related investments – total from Part IX-B	<b>1 b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3 a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3 b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	49,850.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	0.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	49,850.

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				26,848.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			33,695.	
b Total for prior years. 20 07, 20 __, 20 __		32,826.		
3 Excess distributions carryover, if any, to 2009				
a From 2004	0.			
b From 2005	3,148.			
c From 2006	27,151.			
d From 2007	44,136.			
e From 2008	34,850.			
f Total of lines 3a through e	109,285.			
4 Qualifying distributions for 2009 from Part XII, line 4: \$ 49,850.				
a Applied to 2008, but not more than line 2a			33,695.	
b Applied to undistributed income of prior years (Election required - see instructions)		16,155.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2009 distributable amount				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	26,848.			26,848.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	82,437.			
b Prior years' undistributed income. Subtract line 4b from line 2b		16,671.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions		16,671.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	82,437.			
10 Analysis of line 9.				
a Excess from 2005	0.			
b Excess from 2006	3,451.			
c Excess from 2007	44,136.			
d Excess from 2008	34,850.			
e Excess from 2009	0.			

**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 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )  
 MARIO MELE FT WASHINGTON PA 19034

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest  
 NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

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

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

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

c Any submission deadlines:

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

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
STEWARDS OF ST JOHN NEUMANN 222 N. 17TH ST PHILA PA 19103		NON RELATED	RELIGIOUS EDUCATION	0.
HOLY REDEEMER HEALTH SYSTEMS 521 MOREDON DR HUNTINGDON VALLEY PA 19006		NON RELATED	RELIGIOUS EDUCATION	25,000.
VILLANOVA UNIVERSITY 800 LANCASTER AVE VILLANOVA PA 19085		NON RELATED	RELIGIOUS EDUCATION	0.
LASALLE UNIVERSITY 1900 WEST OLNEY AVE PHILA PA 19141		NON RELATED	RELIGIOUS EDUCATION	1,000.
UNIVERSITY OF PITTSBURGH 200 SOUTH CRAIG ST PITT. PA 15260		NON RELATED	EDUCATION HIGHER	10,000.
LEGATUS PHILA CHAPTER 2640 GOLDEN GATE PKWY NAPLES FL 34105		NON RELATED	EDUCATION RELIGIOUS	2,850.
GREATER PRINCETON YOUTH ORCH PO BOX 3037 PRINCETON NJ 08543		NON RELATED	MUSIC EDUCATION	1,000.
CARDINAL DOUGHERTY HIGH SCHOOL 6301 N SECOND STREET PHILA PA 19120		NON RELATED	RELIGIOUS EDUCATION	0.
OPERA COMPANY OF PHILA 1420 LOCUST STREET PHILA PA 19102		NON RELATED	MUSIC EDUCATION	5,000.
See Line 3a statement				5,000.
<b>Total</b>				<b>▶ 3a 49,850.</b>
<i>b Approved for future payment</i>				
<b>Total</b>				<b>▶ 3b</b>





**Schedule B**  
**(Form 990, 990-EZ,**  
**or 990-PF)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

**2009**

Name of the organization

THE FIDELIO FOUNDATION

Employer identification number

03-6074145

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)(\_\_\_\_) (enter number) organization  
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation  
 4947(a)(1) nonexempt charitable trust treated as a private foundation  
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule –**

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

**Special Rules –**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

**Caution:** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

**BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

THE FIDELIO FOUNDATION

03-6074145

**Part I** Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	FIDELIO INSURANCE COMPANY ----- 2826 MT. CARMEL AVE. ----- GLENSIDE PA 19038 -----	\$ 60,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	DENTAL DELIVERY SYSTEMS, INC. ----- 2826 MT. CARMEL AVE. ----- GLENSIDE PA 19038 -----	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- ----- -----	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- ----- -----	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- ----- -----	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- ----- -----	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name <b>THE FIDELIO FOUNDATION</b>	Employer Identification Number <b>03-6074145</b>
---------------------------------------	---

**Asset Information:**

Description of Property 1000 SH CROWN HOLDINGS INC  
 Date Acquired 12/30/05 How Acquired Donated  
 Date Sold 12/21/09 Name of Buyer PNC INVESTMENTS  
 Sales Price: 25,044. Cost or other basis (do not reduce by depreciation) 19,530.  
 Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
 Total Gain (Loss): 5,514. Accumulation Depreciation \_\_\_\_\_

Description of Property BANCO SANTANDER SPON ADR (CASH IN LIEU)  
 Date Acquired: 02/12/09 How Acquired: Purchased  
 Date Sold 02/12/09 Name of Buyer PNC INVESTMENTS  
 Sales Price: 5. Cost or other basis (do not reduce by depreciation) \_\_\_\_\_  
 Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
 Total Gain (Loss): 5. Accumulation Depreciation \_\_\_\_\_

Description of Property BANK OF AMERICA CORP (CASH IN LIEU)  
 Date Acquired 01/05/09 How Acquired Purchased  
 Date Sold 01/05/09 Name of Buyer PNC INVESTMENTS  
 Sales Price 11. Cost or other basis (do not reduce by depreciation) \_\_\_\_\_  
 Sales Expense \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
 Total Gain (Loss) 11. Accumulation Depreciation \_\_\_\_\_

Description of Property SOVEREIGN BANCORP INC  
 Date Acquired 02/15/08 How Acquired. Purchased  
 Date Sold 02/04/09 Name of Buyer. PNC INVESTMENTS  
 Sales Price 2,648. Cost or other basis (do not reduce by depreciation) 2,648.  
 Sales Expense \_\_\_\_\_ Valuation Method. \_\_\_\_\_  
 Total Gain (Loss): 0. Accumulation Depreciation \_\_\_\_\_

Description of Property \_\_\_\_\_  
 Date Acquired \_\_\_\_\_ How Acquired \_\_\_\_\_  
 Date Sold \_\_\_\_\_ Name of Buyer \_\_\_\_\_  
 Sales Price \_\_\_\_\_ Cost or other basis (do not reduce by depreciation) \_\_\_\_\_  
 Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
 Total Gain (Loss). \_\_\_\_\_ Accumulation Depreciation \_\_\_\_\_

Description of Property \_\_\_\_\_  
 Date Acquired \_\_\_\_\_ How Acquired: \_\_\_\_\_  
 Date Sold \_\_\_\_\_ Name of Buyer \_\_\_\_\_  
 Sales Price. \_\_\_\_\_ Cost or other basis (do not reduce by depreciation) \_\_\_\_\_  
 Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
 Total Gain (Loss) \_\_\_\_\_ Accumulation Depreciation \_\_\_\_\_

Description of Property \_\_\_\_\_  
 Date Acquired \_\_\_\_\_ How Acquired \_\_\_\_\_  
 Date Sold \_\_\_\_\_ Name of Buyer \_\_\_\_\_  
 Sales Price. \_\_\_\_\_ Cost or other basis (do not reduce by depreciation) \_\_\_\_\_  
 Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
 Total Gain (Loss). \_\_\_\_\_ Accumulation Depreciation \_\_\_\_\_

Description of Property: \_\_\_\_\_  
 Date Acquired \_\_\_\_\_ How Acquired: \_\_\_\_\_  
 Date Sold \_\_\_\_\_ Name of Buyer \_\_\_\_\_  
 Sales Price: \_\_\_\_\_ Cost or other basis (do not reduce by depreciation) \_\_\_\_\_  
 Sales Expense. \_\_\_\_\_ Valuation Method \_\_\_\_\_  
 Total Gain (Loss). \_\_\_\_\_ Accumulation Depreciation \_\_\_\_\_

**Miscellaneous Statement**

ADDITIONAL INFORMATION

PART VII-A LINE 10 SUBSTANTIAL CONTRIBUTORS

MARIO MELE

1240 PINETOWN ROAD

FT WASHINGTON PA 19034

Total

Form 990-PF, Page 1, Part I, Line 18

**Line 18 Stmt**

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
EXCESS TAX NET INVEST INCOME	500.	500.	500.	
FOREIGN TAX ON DIVIDEND INCOME	52.	52.	52.	
<b>Total</b>	<u>552.</u>	<u>552.</u>	<u>552.</u>	

Form 990-PF, Page 11, Part XV, line 3a

**Line 3a statement**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<i>a Paid during the year</i> ST CHARLES BORREMEO SEMINARY 100 E. WYNNEWOOD ROAD WYNNEWOOD PA 19096		NON RELATED	RELIGIOUS EDUCATION	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> X 0.
ST ALPHONSUS CHURCH 33 CONWELL DRIVE MAPLE GLEN PA 19002		NON RELATED	RELIGIOUS EDUCATION	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> X 5,000.
ACADEMY OF MUSIC 1420 LOCUST STREET PHILA PA 19102		NON RELATED	MUSIC EDUCATION	Person or Business <input type="checkbox"/> <input type="checkbox"/> 0.
VERDI BAND 241 E. AIRY AVE NORRISTOWN PA 19401		NON RELATED	MUSIC EDUCATION	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> X 0.
<b>Total</b>				<u>5,000.</u>

Form 990-PF, Page 1, Part I

**Line 16b - Accounting Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SEGAL & CO., LTD	ACCOUNTING, TAX RETURN	1,350.	1,350.	1,350.	
<b>Total</b>		<u>1,350.</u>	<u>1,350.</u>	<u>1,350.</u>	

Form 990-PF, Page 2, Part II, Line 10b

**L-10b Stmt**

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
AMREP CORPORATION	21,822.	20,550.
AQUA AMERICA (FORMERLY PHILA SUBURBAN)	67,004.	64,192.
TASTY BAKING COMPANY	8,853.	6,730.
DISCOVER FINANCIAL SERV	11,881.	14,710.
PFIZER CORP	30,705.	18,190.
BANCO SANTANDER S A (FORMERLY SOVEREIGN BANCORP)	22,433.	5,524.
LOEWS CORP	27,840.	43,620.
MRV COMMUNICATIONS	38,400.	7,100.
MERCK&COMPANY	32,220.	36,540.
PROCERA NETWORKS	114,519.	57,770.
AMERICAN TOWER	27,100.	43,210.
MICRON TECH INC	26,620.	21,120.
PARTICLE DRILLING	14,699.	24.
ADVANTA	14,038.	100.
HUNTINGDON BANCSHARES	63,403.	18,250.
BANK OF AMERICA (FORMERLY MERRILL LYNCH)	25,847.	6,461.
MORGAN STANLEY	83,145.	44,400.
SPRINT	19,927.	3,660.
STARBUCKS	48,835.	43,814.
TELKONET	26,422.	2,712.
PENN NATIONAL GAMING	44,993.	27,190.
Total	<u>770,706.</u>	<u>485,867.</u>