Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [X] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: Lawrence A. Appley Foundation

Number and street (or P O box number if mail is not delivered to street address): C/O Hershey Tr Co, 1 West Chocolate Ave, Ste — Room/suite: 200

City or town, state, and ZIP code: Hershey, PA 17033

A Employer identification number: 13-6119187

B Telephone number (see page 10 of the instructions): 717-520-5667

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,702,368.38

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	322.59	322.59		
	4 Dividends and interest from securities	38,197.31	38,197.31		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	26,492.43			
	b Gross sales price for all assets on line 6a 686,155.13				
	7 Capital gain net income (from Part IV, line 2)		26,492.43		
	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) (attach schedule)				
	11 Other income (attach schedule)	2,003.17			
	12 **Total.** Add lines 1 through 11	67,015.50	65,012.33		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	14,407.78	14,407.78		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,200.00	1,200.00		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	260.29	260.29		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	15,868.07	15,868.07		
	25 Contributions, gifts, grants paid	76,000.00			76,000.00
	26 **Total expenses and disbursements** Add lines 24 and 25	91,868.07	15,868.07		76,000.00
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-24,852.57			
	b **Net investment income** (if negative, enter -0-)		49,144.26		
	c **Adjusted net income** (if negative, enter -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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	36,241.96	88,436.84	88,436.84
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)	50,131.25	24,912.50	25,707.13
	b Investments - corporate stock (attach schedule)	0.00	515,214.20	574,157.40
	c Investments - corporate bonds (attach schedule)	25,000.00	0.00	0.00
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	1,454,798.05	912,755.42	1,014,067.01
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,566,171.26	1,541,318.96	1,702,368.38
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
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	1,549,543.16		
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	16,628.10		
	30 **Total net assets or fund balances** (see page 17 of the instructions)	1,566,171.26		
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,566,171.26		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,566,171.26
2	Enter amount from Part I, line 27a	2	-24,852.57
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,541,318.69
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	1,541,318.69

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 Attached Schedule		Various	Various
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	686,155.13		659,662.70	26,492.43
b				
c				
d				
e				

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				26,492.43
b				
c				
d				
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 | 26,492.43

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8. . . . . | 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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	88,000.00	1,837,323.85	0.0479
2007	79,500.00	2,042,511.83	0.0389
2006	67,800.00	1,933,078.75	0.0351
2005	65,706.42	1,535,681.03	0.0428
2004	54,500.00	1,253,582.41	0.0435

2	**Total** of line 1, column (d)	2	0.2082
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	0.0416
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,526,581.02
5	Multiply line 4 by line 3	5	63,505.77
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	491.44
7	Add lines 5 and 6	7	63,997.21
8	Enter qualifying distributions from Part XII, line 4	8	76,000.00

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination 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 ▶ ☒ and enter 1% of Part I, line 27b	1	491.44
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	
3	Add lines 1 and 2	3	491.44
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	491.44
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 375.00		
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	375.00
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	116.44
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ **Refunded** ▶	11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0.00 (2) On foundation managers ▶ $ 0.00			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.00			
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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ New York			
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*	8b	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 on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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 page 20 of the 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?	13	X	

Website address ▶

14 The books are in care of ▶ Hershey Trust Company Telephone no ▶ 717-520-5667

Located at ▶ 1 West Chocolate Ave, Ste 200 Hershey PA ZIP + 4 ▶ 17033

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

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.

			Line	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)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ 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 page 20 of the instructions.)		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 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.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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 page 22 of the instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **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? ☐ 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** No: X
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? **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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Hershey Trust Company 1 W Choc Ave Ste 200 Hershey, PA	Trustee Part Time	14,407.78	0.00	0.00
Ronald Glosser C/O Hershey Trust Co Hershey, PA	President Part Time	0.00	0.00	0.00

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

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	1,486,749.95
b	Average of monthly cash balances	1b	63,078.50
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,549,828.45
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,549,828.45
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	23,247.43
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,526,581.02
6	**Minimum investment return.** Enter 5% of line 5	6	76,329.05

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6		1	76,329.05
2a	Tax on investment income for 2009 from Part VI, line 5	2a 491.44		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	491.44
3	Distributable amount before adjustments Subtract line 2c from line 1		3	75,837.61
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	75,837.61
6	Deduction from distributable amount (see page 25 of the instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	75,837.61

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	76,000.00
b	Program-related investments - total from Part IX-B	1b	
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	76,000.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	76,000.00

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				75,837.61
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			69,970.22	
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 76,000.00				
a Applied to 2008, but not more than line 2a			69,970.22	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				6,029.78
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				69,807.83
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [X] 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 page 28 of the 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
a *Paid during the year*				
See Attached Schedule				76,000.00
Total . . . . ▶ **3a**				76,000.00
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	322.86	
4 Dividends and interest from securities			14	38,197.31	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				38,520.17	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 38,520.17

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 4/30/10 Title: President

Paid Preparer's Use Only

Preparer's signature	[signature] Date 4/21/10	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00294289
Firm's name (or yours if self-employed), address, and ZIP code	Hershey Trust Company One West Chocolate Ave, Suite 200 Hershey, PA 17033	EIN ▶ 23-0692150	Phone no 717-520-5667

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Lawrence A. Appley Foundation, Inc
Statement attached to and made part of Form 990PF
For calendar year 2009

EIN # 13-6119187

Part XV, Grants and Contnbutions Paid Dunng the Year

Recipient	*Status*	*Purpose*	*Amount*
Pilgnm Place 660 Avery Road Claremont, CA 91711		Chantable	5,000 00
OPEN M 941 Pnnceton Street Akron, OH		Chantable	5,000 00
Coachella Valley Rescue Mission 47-518 Van Buren Indio, CA 92201		Chantable	5,000 00
Calvin Taylor Foundation Box 51417 Bowling Green, KY 42102		Chantable	1,000 00
Ohio Wesleyan College 61 S Sandusky Street Delaware, OH 43015		Educational	5,000 00
Lindsey Wilson College 210 Lindsey Wilson Street Columbia, KY 42728		Educational	5,000 00
Stan Hywet Hall & Gardens 714 North Portage Path Akron, OH 44303		Chantable	5,000 00
Interval Brotherhood Home 3445 South Main Street Akron, OH 44319		Chantable	2,500 00
Guideposts 39 Seminary Hill Road Carmel, NY 10512		Religious	3,500 00
Richard Exley Ministnes Inc 7732 South 69th East Place Tulsa, OK 74133-3408		Religious	1,000 00
BWF, Inc 11460 Parkchester Dnve Dallas, TX 75230		Chantable	1,000 00
Keystone Area Council Inc, BSA One Baden Powell Lane Mechanicsburg, PA 17055		Chantable	500 00
Lake Tahoe Wildlife Care Inc 1485 Cherry Hills Circle South Lake Tahoe, CA 96150		Chantable	10,000 00
Alyssa's Hike for Hearts Inc 2899 Lynn Road Kent, OH 44313		Chantable	500 00
Alice Lloyd College 100 Purpose Road Pippa Passes, KY 41844		Educational	1,000 00

Global Connection International 9250 E Costilla Avenue, Suite 600 Greenwood Village, CO 80112	Charitable	500 00
Kent State University Foundation PO Box 5190 Kent, OH 44242	Educational	500 00
Brass Band of the Western Reserve PO Box 3241 Massillon, OH 44648	Charitable	500 00
Hershey Prayer Fellowship Hershey, PA 17033	Religious	500 00
DesertArc 73-255 Country Club Drive Palm Desert, CA 92260	Charitable	250 00
FEBC PO Box 1 La Mirada, CA 90637	Charitable	1,000 00
The Chapel 135 Fir Hill Akron, OH 44304	Charitable	2,500 00
Champions for Life PO Box 761101 Dallas, TX 75376	Charitable	500 00
Dunamis Ministries 1012 Empyrean Way Los Angeles, CA 90061	Religious	12,500 00
Betty Ford Center Foundation 39000 Bob Hope Drive Rancho Mirage, CA 92270	Charitable	500 00
Stephen Tong Evangelistic Ministries PO Box 823 Carmel, IN 46082	Religious	500 00
Shaw Fesitval 800 Fleet Bank Building 12 Fountain Plaza Buffalo, NY 14202-2292	Charitable	1,000 00
Arlington Christian Academy 539 South Arlington Street Akron, OH 44306	Educational	1,000 00
Emanuel Christian Academy 1650 Diagonal Road Akron, OH 44320	Educational	1,000 00
Burnham Ministries International PO Box 811625 Boca Raton, FL 33481	Religious	1,000 00
Ranch Recoverry Center 7885 Annandale Avenue Desert Hot Springs, CA 02240	Charitable	250 00
Palm Desert Presbyterian Church 47321 State Highway 74 Palm Desert, CA 92260-5946	Charitable	1,000 00
Total		76,000 00

Lawrence A. Appley Foundation, Inc
Statement attached to and made part of Form 990PF
For calendar year 2009

EIN # 13-6119187

Part 1, Line 12 Other Income

Federal Tax Refund	2,003.17

Part 1, Line 16b Accounting Fees

Hershey Trust Company - preparation of 2008 Form 990 PF	1,200 00

Part 1, Line 23 Other Expenses

FedEx - tax return shipment	10 29
New York State Department of Law - charitable registration	250 00
	260 29

Lawrence A. Appley Foundation, Inc
Statement attached to and made part of Form 990PF
For calendar year 2009

EIN # 13-6119187

Part 2, Line 10a Investments US and State Government Obligations

Asset	*Beginning of Year Book Value*	*End of Year Book Value*	*Market Value*
25,000 Federal Home Loan Bank 5 67% due 2/26/09	25,218 75	0 00	0 00
25,000 Federal Farm Credit Bank 5 93% due 7/6/10	24,912 50	24,912 50	25,707 13
	50,131 25	24,912 50	25,707 13

Part 2, Line 10b Corporate Stocks

96 shs Abbott Laboratories	0 00	4,320 96	5,183 04
249 shs ABM Industries Inc	0 00	5,176 71	5,144 34
178 shs Adobe Systems Inc	0 00	5,808 14	6,546 84
142 shs Alberto-Culver Co	0 00	3,633 78	4,159 18
73 shs Allergan Inc	0 00	3,845 64	4,599 73
142 shs ALLETE Inc	0 00	4,492 88	4,640 56
356 shs American Eagle Outfitters Inc	0 00	5,297 28	6,044 88
178 shs American Financial Group Inc	0 00	4,344 98	4,441 10
178 shs AmSurg Corp	0 00	3,720 20	3,919 56
53 shs Apache Corp	0 00	4,226 75	5,468 01
71 shs Apollo Group Inc	0 00	4,754 87	4,301 18
178 shs Arthur J Gallagher Inc	0 00	3,956 94	4,006 78
178 shs Avnet Inc	0 00	4,391 26	5,368 48
89 shs Badger Meter Inc	0 00	3,421 16	3,543 98
71 shs Bard C R Inc	0 00	5,076 50	5,530 90
213 shs Barnes Group Inc	0 00	2,947 92	3,599 70
107 shs Baxter International Inc	0 00	5,847 55	6,278 76
82 shs Becton Dickinson & Co	0 00	5,882 68	6,466 52
89 shs Best Buy Co Inc	0 00	3,252 95	3,511 94
178 shs BJ Service Company	0 00	2,707 38	3,310 80
107 shs BJ's Wholesale Club Inc	0 00	3,740 72	3,499 97
142 shs BMC Software Inc	0 00	4,866 34	5,694 20
124 shs Brady Corp Inc	0 00	3,536 48	3,721 24
231 shs Bristol Myers Squibb Inc	0 00	4,943 40	5,832 75
71 shs Bunge Ltd	0 00	4,974 26	4,531 93
107 shs CACI International Inc	0 00	4,851 38	5,226 95
142 shs Campbell Soup Inc	0 00	4,335 26	4,799 60
107 shs Carbo Ceramics Inc	0 00	4,330 29	7,294 19
178 shs Casey's General Stores Inc	0 00	4,978 66	5,679 98
178 shs CenturyLink	0 00	5,443 24	6,445 38
93 shs Church & Dwight Co Inc	0 00	5,471 19	5,621 85
62 shs Clorox Company	0 00	3,698 92	3,782 00
160 shs Coach Inc	0 00	4,689 60	5,844 80
178 shs ConAgra Foods Inc	0 00	3,501 26	4,102 90
89 shs ConocoPhillips	0 00	4,000 55	4,545 23
71 shs Cubic Corp	0 00	2,844 97	2,648 30
142 shs Darden Restaurants Inc	0 00	4,759 84	4,979 94
142 shs DENTSPLY International	0 00	4,339 52	4,994 14
142 shs Diamond Foods Inc	0 00	3,978 84	5,046 68
71 shs Dionex Corp	0 00	4,578.79	5,245 48
71 shs DST Systems Inc	0 00	3,075 01	3,092 05
178 shs Dynamex Inc	0 00	2,750 10	3,221 80
142 shs Emerson Electric Co	0 00	5,225 60	6,049 20

Lawrence A. Appley Foundation, Inc
Statement attached to and made part of Form 990PF
For calendar year 2009

EIN # 13-6119187

Part IV, Capital Gains and Losses for Tax on Investment Income

Asset	How Acquired	Date Acquired	Date Sold	Sales Price	Cost	Gain or Loss
8 Common Trust Fd - Fixed Income	P	2/28/2002	1/7/2009	8,275 28	8,237 07	38 21
3 Common Trust Fd - Fixed Income	P	6/28/2002	1/7/2009	3,103 23	3,092 43	10 80
3 Common Trust Fd - Fixed Income	P	6/28/2002	1/7/2009	3,103 23	3,092.43	10 80
9 Common Trust Fd - Fixed Income	P	12/31/2003	1/7/2009	9,309 69	9,313 77	(4 08)
8 Common Trust Fd - Fixed Income	P	12/31/2003	1/7/2009	8,275 28	8,278 96	(3 68)
14 Common Trust Fd - Fixed Income	P	12/31/2003	1/7/2009	14,481 73	14,488 21	(6 48)
213 shs Altera Corp	P	7/24/2009	12/28/2009	4,849 48	4,070 43	779 05
75 shs Citrix Systems Inc	P	7/24/2009	9/28/2009	2,890 02	2,664 75	225 27
32 shs Citrix Systems Inc	P	7/24/2009	9/29/2009	1,241 07	1,136 96	104 11
178 shs Gentex Corp	P	7/24/2009	10/26/2009	3,081 58	2,581 00	500.58
213 shs Harleysville National Corp	P	7/24/2009	7/31/2009	1,181.65	852 00	329 65
36 shs Monsanto Corp	P	7/24/2009	10/29/2009	2,514 98	3,029 76	(514 78)
71 shs Mosaic Co	P	7/24/2009	9/8/2009	3,717 20	3,794.95	(77.75)
89 shs Murphy Oil Corp	P	7/24/2009	12/28/2009	4,886 86	5,215 40	(328.54)
213 shs Schering - Plough Corp	P	7/24/2009	11/3/2009	2,236 50	2,431 69	(195 19)
267 shs Southwest Bancorp	P	7/24/2009	12/28/2009	1,879 63	2,670.00	(790 37)
89 shs Universal Forest Products Inc	P	7/24/2009	12/28/2009	3,317 83	3,924 90	(607 07)
431 Common Trust Fd - Value Equity	P	3/30/2001	7/24/2009	153,033 78	123,639.18	29,394 60
414 Common Trust Fd - Value Equity	P	4/30/2001	7/24/2009	146,997 64	122,965 25	24,032 39
101 Common Trust Fd - Value Equity	P	6/29/2001	7/24/2009	35,861 74	29,998.08	5,863 66
137 Common Trust Fd - Value Equity	P	1/31/2002	7/24/2009	48,644 15	42,613 83	6,030 32
140 Common Trust Fd - Value Equity	P	1/31/2002	7/24/2009	49,709 35	43,546 98	6,162 37
127 Common Trust Fd - Value Equity	P	1/31/2002	7/24/2009	45,093 48	39,503 45	5,590 03
81 Common Trust Fd - Value Equity	P	3/28/2002	7/24/2009	28,760 41	22,720 31	6,040 10
15 Common Trust Fd - Value Equity	P	6/28/2002	7/24/2009	5,326 00	4,613 33	712 67
15 Common Trust Fd - Value Equity	P	6/28/2002	7/24/2009	5,326 00	4,613 34	712 66
86 Common Trust Fd - Value Equity	P	10/31/2002	7/24/2009	30,535 74	24,015 58	6,520 16
12 Common Trust Fd - Value Equity	P	12/31/2003	7/24/2009	4,260 80	3,488 95	771 85
12 Common Trust Fd - Value Equity	P	12/31/2003	7/24/2009	4,260 80	3,488.94	771 86
25,000 pv FHLB 5 67% due 2/26/09	P	1/25/2002	2/26/2009	25,000 00	25,218 75	(218 75)
25,000 pv Merrill Lynch 6% due 2/17/09	P	12/11/2001	2/17/2009	25,000 00	25,000 00	0 00
Common Trust Fund Gain/loss Allocations	P	Various	Various		65,362 02	(65,362 02)
Totals				686,155 13	659,662 70	26,492 43

178 shs Empire District Electric Co	0 00	3,312 58	3,333 94
124 shs EQT Corp	0 00	4,640 08	5,446.08
142 shs Family Dollar Stores Inc	0 00	4,417 62	3,951.86
71 shs Flour Corp	0 00	3,791.40	3,197 84
71 shs FPL Group Inc	0 00	4,263.55	3,750.22
142 shs Gardner Denver Inc	0 00	4,068.30	6,042 10
213 shs Glacier Bancorp Inc	0 00	3,250 38	2,922 36
107 shs Global Payments Inc	0 00	4,529 31	5,763 02
36 shs Goldman Sachs Group Inc	0 00	5,929.92	6,078 24
152 shs Graco Inc	0 00	3,812 16	4,342 64
178 shs Hawaiin Electric Industries Inc	0 00	3,070 50	3,720 20
124 shs Heinz H J Co	0 00	4,781 44	5,302 24
142 shs Helmerich & Payne Inc	0 00	4,846 46	5,662 96
107 shs Henry Schein Inc	0 00	5,362 84	5,628 20
178 shs Honeywell International Inc	0 00	6,050 22	6,977 60
249 shs Horace Mann Educators Corp	0 00	2,890 89	3,112 50
150 shs Hormel Foods Corp	0 00	5,742 40	6,152 00
302 shs Intel Corp	0 00	5,846 72	6,160 80
71 shs Johnson & Johnson	0 00	4,367 21	4,573 11
160 shs Johnson Controls Inc	0 00	3,992 00	4,358 40
98 shs Kaydon Corp	0 00	3,598 56	3,504 48
71 shs Kellogg Co	0 00	3,402 32	3,777 20
107 shs Kimberly Clark Co	0 00	6,208 14	6,816 97
124 shs Kraft Foods Co	0 00	3,486 88	3,370 32
71 shs Laboratory Corp of Amer Holdings	0 00	4,869 89	5,313 64
71 shs Landauer Inc	0 00	4,778 30	4,359.40
98 shs Lennox International Inc	0 00	3,470 18	3,825 92
53 shs Lockheed Martin Corp	0 00	3,926.24	3,993 55
142 shs Lowes Companies Inc	0 00	3,124 00	3,321 38
101 shs Matthews International Corp	0 00	3,057 27	3,578 43
107 shs McAfee Inc	0 00	4,731 54	4,340 99
142 shs McCormick & Company Inc	0 00	4,684 58	5,130 46
71 shs McGraw-Hill Companies Inc	0 00	2,309.63	2,379 21
123 shs Merck & Co Inc	0 00	3,318 40	4,494 42
178 shs Microchip Technology Inc	0 00	4,811 34	5,170.90
267 shs Neogen Corp	0 00	5,256 34	6,303 87
142 shs Nordon Corp	0 00	6,314 74	8,687 56
71 shs Occidental Petroleum Corp	0 00	5,142 53	5,775 85
124 shs Omincom Group Inc	0 00	4,232 12	4,854 60
213 shs Oracle Corp	0 00	4,756 29	5,224 89
124 shs Otter Tail Corp	0.00	3,093 80	3,077 68
89 shs Owens & Minor Inc	0 00	3,985 42	3,820 77
178 shs Papa Johon's International Inc	0 00	4,752 60	4,158 08
213 shs Park Electrochemical Corp	0 00	5,103 48	5,887 32
178 shs Patterson Companies Inc	0 00	4,295.14	4,980 44
178 shs Paychex Inc	0 00	4,663 60	5,453 92
89 shs PepsiCo Inc	0 00	5,020 49	5,411 20
356 shs Pfizer Inc	0 00	5,866 88	6,475 64
124 shs Pharmaceutical Product Development Inc	0 00	2,470 08	2,906 56
142 shs Piedmont Natural Gas Inc	0 00	3,548 58	3,798 50
178 shs PriceSmart Inc	0 00	2,896 06	3,636 54
213 shs Qlogic Corp	0 00	2,849 94	4,019 31
89 shs QUALCOMM Inc	0 00	4,214 15	4,117 14
107 shs Quality Systems Inc	0 00	5,885 00	6,719 60
222 shs Raymond James Financial Inc	0 00	4,324 56	5,276 94
137 shs Rofin-Sinar Technologies Inc	0 00	2,881 11	3,234 57
178 shs Sensient Technologies Corp	0 00	4,380 58	4,681.40
178 shs Skywest Inc	0 00	2,116 42	3,011.76
107 shs Smith International Inc	0 00	2,777 72	2,907.19
53 shs Smucker J M Company	0 00	2,681 27	3,272 75
267 shs Sonic Corp	0 00	2,803 50	2,688.69
142 shs Southern Copper Corp	0 00	3,638 04	4,673 22
160 shs St Mary Land & Exploration Co	0 00	3,857 60	5,478 40
302 shs SWS Group Inc	0 00	4,258 20	3,654 20

124 shs Syntel Inc	0 00	4,574.36	4,715 72
160 shs Sysco Corporation	0 00	3,686 40	4,470 40
71 shs Techne Corp	0.00	4,434 66	4,867 76
107 shs Thermo Fisher Scientific Inc	0 00	4,749 73	5,102 83
110 shs Tidewater Inc	0 00	5,239 30	5,274 50
107 shs Tiffany & Co	0 00	3,196 09	4,601.00
267 shs TradeStation Group Inc	0 00	2,160 03	2,106 63
178 shs Trinity Industries Inc	0 00	2,783 92	3,104 32
142 shs United Natural Foods Inc	0 00	3,720 40	3,797.08
53 shs United Parcel Service Inc	0 00	2,830 20	3,040 61
121 shs Urban Outfitters Inc	0 00	2,718.87	4,233 79
149 shs Valley National Bancorp	0 00	1,951 90	2,105 37
160 shs Wolverine World Wide Inc	0 00	3,766 40	4,355 20
196 shs World Fuel Services Inc	0 00	4,058 18	5,250.84
142 shs Zilinx Inc	0.00	3,048 74	3,558.52
44 shs Alcon Inc	0 00	5,629.36	7,231 40
142 shs Tim Hortons Inc	0 00	3,835 42	4,332.42
	0 00	515,214 20	574,157 40

Part 2, Line 10c Investments Corporate Bonds

25,000 Merrill Lynch & Co 6 0% due 2/17/09	25,000 00	0 00	0 00
	25,000 00	0 00	0 00

Part 2, Line 13 Investments - Other

25,918 281 shs Chase Growth Fund	0 00	332,599 92	405,880 28
6,248 units Common Trust Fund - Growth Equity	397,045 85	0 00	0 00
1,571 units Common Trust Fund - Value Equity	473,548 71	0 00	0 00
2,429 063 shs EuroPacific Growth Fund	71,950 02	71,950 02	93,130 28
7,983 371 shs GMO Foreign Fund IV	93,769 55	93,769 55	96,838.29
43,586 289 shs Touchstone Intermediate Fixed Income Fd	0 00	379,406 45	380,072 44
1,744 834 shs Vanguard Intm-Term Inv Grade Fd	0 00	15,029 48	16,785 30
2,017 037 shs Vanguard Short-Term Inv Grade Fd	0 00	20,000 00	21,360 42
411 units Common Trust Fund - Fixed Income	418,483 92	0 00	0 00
	1,454,798 05	912,755 42	1,014,067 01