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: CUPILLARI CHARITABLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite: 1525 W WT HARRIS BLVD

City or town, state, and ZIP code: CHARLOTTE, NC 28262-8522

A Employer identification number: 14-6325049

B Telephone number (see page 10 of the instructions): (610) 655-1916

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)* ▶ $ 977,299.

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)	590,222.			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	310.	310.		STMT 1
	4 Dividends and interest from securities	15,185.	15,079.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-119,651.			
	b Gross sales price for all assets on line 6a 296,596.				
	7 Capital gain net income (from Part IV, line 2)				
	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)				
	12 **Total** Add lines 1 through 11	486,066.	15,389.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	8,557.	8,557.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	750.	NONE	NONE	750.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	382.	255.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	9,689.	8,812.	NONE	750.
	25 Contributions, gifts, grants paid	28,000.			28,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	37,689.	8,812.	NONE	28,750.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	448,377.			
	b **Net investment income** (if negative, enter -0-)		6,577.		
	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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	246,594.	NONE	
2	Savings and temporary cash investments		7,791.	7,791.
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) ▶ *		* NONE	
	Less: allowance for doubtful accounts ▶		NONE	NONE
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)		NONE	NONE
b	Investments - corporate stock (attach schedule)		NONE	NONE
c	Investments - corporate bonds (attach schedule)		NONE	NONE
11	Investments - land, buildings, and equipment basis ▶ NONE			
	Less accumulated depreciation (attach schedule) ▶		NONE	
12	Investments - mortgage loans		NONE	
13	Investments - other (attach schedule)		808,521.	969,508.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)		NONE	NONE
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	246,594.	816,312.	977,299.
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** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	246,594.	816,312.	
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			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	246,594.	816,312.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	246,594.	816,312.	

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	246,594.
2	Enter amount from Part I, line 27a	2	448,377.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	133,278.
4	Add lines 1, 2, and 3	4	828,249.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	11,937.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	816,312.

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 PART IV DETAIL			
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				
b				
c				
d				
e				

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

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** -119,651.

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	34,712.	247,836.	0.14006036250
2007	NONE	10,261.	NONE
2006			
2005			
2004			

2	**Total** of line 1, column (d)	2	0.14006036250
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	0.07003018125
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	675,064.
5	Multiply line 4 by line 3	5	47,275.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	66.
7	Add lines 5 and 6	7	47,341.
8	Enter qualifying distributions from Part XII, line 4	8	28,750.

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	132.
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	132.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	132.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
b	Exempt foreign organizations-tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c 129.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	129.
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	3.
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	

PAID VIA EFTPS

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 ▶ $ ______ (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? *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) ▶ STMT 7			
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

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

			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 ▶ N/A

14 The books are in care of ▶ WACHOVIA BANK Telephone no. ▶ (610)655-1916

Located at ▶ 600 PENN STREET, READING, PA ZIP + 4 ▶ 19603

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.

				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		X
	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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 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		X
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)*

			Yes	No
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		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
SEE STATEMENT 8		8,557.	-0-	-0-

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		NONE	NONE	NONE

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 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		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 NONE	
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 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
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	692,282.
b	Average of monthly cash balances	1b	-6,938.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	685,344.
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	NONE
3	Subtract line 2 from line 1d	3	685,344.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	10,280.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	675,064.
6	**Minimum investment return.** Enter 5% of line 5	6	33,753.

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	33,753.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	132.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	132.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	33,621.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	33,621.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	33,621.

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	28,750.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	28,750.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	28,750.

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 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				33,621.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			NONE	
b	Total for prior years 20 07 ,20 ___, 20 ___		NONE		
3	Excess distributions carryover, if any, to 2009:				
a	From 2004 ... NONE				
b	From 2005 ... NONE				
c	From 2006 ... NONE				
d	From 2007 ... NONE				
e	From 2008 ... 22,393.				
f	Total of lines 3a through e	22,393.			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 28,750.				
a	Applied to 2008, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d	Applied to 2009 distributable amount				28,750.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	4,871.			4,871.
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	17,522.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e	Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				
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)	NONE			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	17,522.			
10	Analysis of line 9:				
a	Excess from 2005 ... NONE				
b	Excess from 2006 ... NONE				
c	Excess from 2007 ... NONE				
d	Excess from 2008 ... 17,522.				
e	Excess from 2009 ...				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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 (a) 2009	Prior 3 years (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).)

N/A

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

N/A

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 STATEMENT 14				
Total . . . . ▶ **3a**				28,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
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	310.	
4 Dividends and interest from securities			14	15,185.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-119,651.	
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)				-104,156.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -104,156.

(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.)
	NOT APPLICABLE

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

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

Thomas G. Cupillari | 9-19-10 | Co-Trustee

Signature of officer or trustee THOMAS G. CUPILLARI | Date | Title

Paid Preparer's Use Only

Preparer's signature Brandi A. Dotson	Date 9-19-10	Check if self-employed ☐	Preparer's identifying number (See **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code	WACHOVIA BANK N.A., CO-TRUSTEE 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28288-1161	EIN ▶ 94-3080771 Phone no	

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

CUPILLARI CHARITABLE FOUNDATION

Employer identification number

14-6325049

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 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) and 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 its 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)

Name of organization: CUPILLARI CHARITABLE FOUNDATION

Employer identification number: 14-6325049

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	RITA F. CUPILLARI ESTATE FIRST NATIONAL TRUST COMPANY HUNTINGDON, PA 16652-1526	$ 590,222.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization: CUPILLARI CHARITABLE FOUNDATION

Employer identification number: 14-6325049

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SCHEDULE ATTACHED	$ 309,235.	06/04/2009

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					1,350.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,000.	
		1000. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES					03/09/2007	07/01/2009
28,691.00		39,170.00					-10,479.00	
		305. AGILENT TECHNOLOGIES INC COM PROPERTY TYPE: SECURITIES					03/09/2007	07/01/2009
6,271.00		9,687.00					-3,416.00	
		100. ALCOA INC COM PROPERTY TYPE: SECURITIES					03/09/2007	07/01/2009
1,032.00		3,320.00					-2,288.00	
		63. AMERICAN INTERNATIONAL GROUP, INC PROPERTY TYPE: SECURITIES					03/09/2007	07/01/2009
1,140.00		87,028.00					-85,888.00	
		200. AMGEN INC COM W/RTS ATTACHED EXP 03 PROPERTY TYPE: SECURITIES					03/09/2007	07/01/2009
10,556.00		12,172.00					-1,616.00	
		78. ANADARKO PETE CORP COM W/RIGHTS ATTA PROPERTY TYPE: SECURITIES					03/09/2007	07/01/2009
3,485.00		3,179.00					306.00	
		600. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES					03/09/2007	07/01/2009
39,917.00		41,082.00					-1,165.00	
		200. COCA-COLA CO COM PROPERTY TYPE: SECURITIES					03/09/2007	07/01/2009
9,832.00		9,514.00					318.00	
		150. COLGATE-PALMOLIVE CO COM PROPERTY TYPE: SECURITIES					03/09/2007	07/01/2009
10,813.00		9,995.00					818.00	
		400. W W GRAINGER INC COM W/RIGHTS ATTAC PROPERTY TYPE: SECURITIES					03/09/2007	07/01/2009
32,795.00		30,632.00					2,163.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1600. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES					03/09/2007	07/01/2009
61,822.00		64,176.00					-2,354.00	
		300. LILLY ELI & CO COM W/RTS EXP 7/28/2 PROPERTY TYPE: SECURITIES					03/09/2007	07/01/2009
10,515.00		15,777.00					-5,262.00	
		400. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES					03/09/2007	07/01/2009
23,319.00		17,660.00					5,659.00	
		200. PPG INDS INC COM W/RTS ATTACHED EXP PROPERTY TYPE: SECURITIES					03/09/2007	07/01/2009
8,758.00		13,594.00					-4,836.00	
		550. PFIZER INC COM W/RTS ATTACHED EXP 1 PROPERTY TYPE: SECURITIES					03/09/2007	07/01/2009
8,178.00		13,976.00					-5,798.00	
		200. UNION PAC CORP COM PROPERTY TYPE: SECURITIES					03/09/2007	07/01/2009
10,584.00		9,874.00					710.00	
		2. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES					07/02/2008	07/01/2009
62.00		72.00					-10.00	
		300. XCEL ENERGY INC COM PROPERTY TYPE: SECURITIES					03/09/2007	07/01/2009
5,610.00		7,029.00					-1,419.00	
		37. VERIGY LTD COM PROPERTY TYPE: SECURITIES					03/09/2007	07/01/2009
461.00		944.00					-483.00	
		548. CENTURYTEL INC COM PROPERTY TYPE: SECURITIES					03/09/2007	07/02/2009
16,587.00		21,884.00					-5,297.00	
		200. STAPLES INC COM W/INVISIBLE RTS TO PROPERTY TYPE: SECURITIES					03/09/2007	07/06/2009
3,816.00		5,206.00					-1,390.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		.2 AMERICAN INTERNATIONAL GROUP, INC PROPERTY TYPE: SECURITIES					03/09/2007	07/13/2009
2.00		276.00					-274.00	
TOTAL GAIN(LOSS)							-119,651.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WACHOVIA PT MONEY MARKET		310.	310.
	TOTAL	310.	310.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AMERICAN CENTURY EQUITY INCOME-I#338	546.	546.
ARTIO GLOBAL HIGH INCOME-I #1525	693.	587.
COCA-COLA CO COM	82.	82.
EMBARQ CORP-W/I COM	275.	275.
EVERGREEN INTRINSIC VALUE I FD #517	900.	900.
FIDELITY DIVERSIFIED INTL FD	269.	269.
GOLDEN LARGE CAP CORE FUND-I	526.	526.
HARBOR INTERNATIONAL FUND	68.	68.
ISHARES MSCI EAFE INDEX FD	1,257.	1,257.
LAUDUS MONDRIAN INTL FI-INST #2940	861.	861.
MUNDER MIDCAP CORE GROWTH FD-Y #32	178.	178.
PIMCO LOW DURATION FD INSTL CL	999.	999.
PIMCO MODERATE DURATION-INST #120	2,351.	2,351.
PIMCO FDS PAC INVT MGMT SER HIGH YLD FD	2,015.	2,015.
PIMCO EMERG MKTS BD-INST #137	1,136.	1,136.
ROWE T PRICE BLUE CHIP GROWTH FD INC	149.	149.
STAPLES INC COM W/INVISIBLE RTS TO PUR S	17.	17.
VANGUARD BD INDEX FD INC SHORT TERM BOND	454.	454.
VANGUARD INFLAT PROTECT SEC FD #119	603.	603.
VANGUARD EMERGING MARKETS ETF	1,195.	1,195.
CRM MIDCP VAL INST	199.	199.
XCEL ENERGY INC COM	74.	74.
FIRST NATIONAL TRUST COMPANY	338.	338.
TOTAL	15,185.	15,079.

CUPILLARI CHARITABLE FOUNDATION 14-6325049

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	750.			750.
TOTALS	750.	NONE	NONE	750.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	127.	
FOREIGN TAXES ON QUALIFIED FOR	207.	207.
FOREIGN TAXES ON NONQUALIFIED	48.	48.
TOTALS	382.	255.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ADJ MV/COST ON SECURITIES CONTRIBUTED		133,277.
ROUNDING		1.
	TOTAL	133,278.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
BOOK VALUE ADJUSTMENT		11,937.
	TOTAL	11,937.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
PA

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
THOMAS G CUPILLARI
ADDRESS:
126 HIGHLAND AVE
FACTORYVILLE, PA 16148
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

OFFICER NAME:
SANDRA J CUPILLARI
ADDRESS:
126 HIGHLAND AVE
FACTORYVILLE, PA 18419
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:
KRISTIN CUPILLARI
ADDRESS:
515 E 85TH ST APT 10A
NEW YORK, NY 10028
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:
WELLS FARGO BANK, N.A.
ADDRESS:
1525 W WT HARRIS BLVD
CHARLOTTE, NC 28282-1116
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 8,333.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
FIRST NATIONAL TRUST COMPANY
ADDRESS:
ONE F.N.B. BLVD
HERMITAGE, PA
COMPENSATION .... 224.

TOTAL COMPENSATION: 8,557.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
FRIENDS OF THE POOR
ADDRESS:
P.O. BOX 1481
SCRANTON, PA 18509
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
HOME FOR THE AGED OF THE
LITTLE SISTERS OF THE POOR
ADDRESS:
2500 ADAMS AVE.
SCRANTON, PA 18509
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
LOYOLA SCHOOL
ADDRESS:
980 PARK AVE.
NEW YORK, NY 10028
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
THE PIARIST SCHOOL
ADDRESS:
HIGHWAY 80
MARTIN, KY 41649
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
REGIS HIGH SCHOOL
ADDRESS:
44 E. 84TH STREET
NEW YORK, NY 10028
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ST. JOSEPH'S CENTER
ADDRESS:
2010 ADAMS AVE.
SCRANTON, PA 18509
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
COLLEGE OF THE HOLY CROSS
ADDRESS:
ONE COLLEGE STREET
WORCESTER, MA 01616
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
LACKAWANNA ASTRONOMICAL SOCIETY
ADDRESS:
1047 MOHAWK STREET
SCRANTON, PA 18508
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
SCRANTON PREPARATORY SCHOOL
ADDRESS:
1000 WYOMING AVE.
SCRANTON, PA 18509
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ST. FRANCIS OF ASSISI KITCHEN
ADDRESS:
500 PENN AVENUE
SCRANTON, PA 18509
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
ALLIED SERVICES FOUNDATION
ADDRESS:
100 AGINGTON EXECUTIVE PARK
CLARKS SUMMIT, PA 18411
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
KEYSTONE COLLEGE
ADDRESS:
ONE COLLEGE GREEN
LA PLUME, PA 18440
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 7,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ARC OF NORTHEASTERN PA
ADDRESS:
115 MEADOW AVE.
SCRANTON, PA 18505
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
BROADWAY THEATRE LEAGUE OF
SCRANTON, INC
ADDRESS:
108 N. WASHINGTON ST.
SCRANTON, PA 18503
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ORBISONIA-ROCKHILL FURNACE
HISTORICAL SOCIETY, INC.
ADDRESS:
P.O. BOX 382
ORBISONIA, PA 17243
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID .... 500.

TOTAL GRANTS PAID: 28,000.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust: CUPILLARI CHARITABLE FOUNDATION

Employer identification number: 14-6325049

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a	SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			1,350.

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-10.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	1,340.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			1,000.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-121,991.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-120,991.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			1,340.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-120,991.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-119,651.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 (3,000)

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover.*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*
- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: CUPILLARI CHARITABLE FOUNDATION

Employer identification number: 14-6325049

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 2. VERIZON COMMUNICATIONS COM	07/02/2008	07/01/2009	62.00	72.00	-10.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -10.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
CUPILLARI CHARITABLE FOUNDATION	14-6325049

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1000. ADOBE SYS INC COM	03/09/2007	07/01/2009	28,691.00	39,170.00	-10,479.00
305. AGILENT TECHNOLOGIES INC COM	03/09/2007	07/01/2009	6,271.00	9,687.00	-3,416.00
100. ALCOA INC COM	03/09/2007	07/01/2009	1,032.00	3,320.00	-2,288.00
63. AMERICAN INTERNATIONAL GROUP, INC	03/09/2007	07/01/2009	1,140.00	87,028.00	-85,888.00
200. AMGEN INC COM W/RTS ATTACHED EXP 03/21/2007	03/09/2007	07/01/2009	10,556.00	12,172.00	-1,616.00
78. ANADARKO PETE CORP COM W/RIGHTS ATTACHED EXPIRING	03/09/2007	07/01/2009	3,485.00	3,179.00	306.00
600. CHEVRONTEXACO CORP COM	03/09/2007	07/01/2009	39,917.00	41,082.00	-1,165.00
200. COCA-COLA CO COM	03/09/2007	07/01/2009	9,832.00	9,514.00	318.00
150. COLGATE-PALMOLIVE CO COM	03/09/2007	07/01/2009	10,813.00	9,995.00	818.00
400. W W GRAINGER INC COM W/RIGHTS ATTACHED EXP 5/15/	03/09/2007	07/01/2009	32,795.00	30,632.00	2,163.00
1600. HEWLETT-PACKARD CO COM	03/09/2007	07/01/2009	61,822.00	64,176.00	-2,354.00
300. LILLY ELI & CO COM W/RTS EXP 7/28/2008	03/09/2007	07/01/2009	10,515.00	15,777.00	-5,262.00
400. MCDONALDS CORP COM	03/09/2007	07/01/2009	23,319.00	17,660.00	5,659.00
200. PPG INDS INC COM W/RTS ATTACHED EXP 04/30/20	03/09/2007	07/01/2009	8,758.00	13,594.00	-4,836.00
550. PFIZER INC COM W/RTS ATTACHED EXP 10/15/2007	03/09/2007	07/01/2009	8,178.00	13,976.00	-5,798.00
200. UNION PAC CORP COM	03/09/2007	07/01/2009	10,584.00	9,874.00	710.00
300. XCEL ENERGY INC COM	03/09/2007	07/01/2009	5,610.00	7,029.00	-1,419.00
37. VERIGY LTD COM	03/09/2007	07/01/2009	461.00	944.00	-483.00
548. CENTURYTEL INC COM	03/09/2007	07/02/2009	16,587.00	21,884.00	-5,297.00
200. STAPLES INC COM W/INVISIBLE RTS TO PUR SHS	03/09/2007	07/06/2009	3,816.00	5,206.00	-1,390.00
.2 AMERICAN INTERNATIONAL GROUP, INC	03/09/2007	07/13/2009	2.00	276.00	-274.00
6b **Total**. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					-121,991.00

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

LAUDUS MONDRIAN INTL FI-INST #2940	23.00	
PIMCO LOW DURATION FD INSTL CL	49.00	
PIMCO MODERATE DURATION-INST #120	1,277.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		1,350.00

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

LAUDUS MONDRIAN INTL FI-INST #2940	45.00	
PIMCO LOW DURATION FD INSTL CL	7.00	
PIMCO MODERATE DURATION-INST #120	272.00	
VANGUARD BD INDEX FD INC SHORT TERM BOND INDE	2.00	
WESTPORT FDS SMALL CAP FD CL I	674.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		1,000.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		1,000.00

CUPILLARI CHARITABLE FOUNDATION
Non-Cash Asset Contributions from the Estate of Rita F. Cupillari

# shs	ASSET	TAX COST	MARKET VALUE
1000	Adobe sys Inc	39,170.00	29,060 00
305	Agilent Technologies Inc	9,686.80	5,895.65
100	Alcoa Inc	3,320.00	1,007.00
1264	American Intl Grp	87,304.48	1,858.48
200	Amgen Inc	12,172.00	10,384.00
78	Anadarko Petroleum Corp	3,178.50	3,669.90
600	Chevron Corp	41,082.00	40,956.00
200	Coca-Cola Co	9,514.00	9,818.00
150	Colgate-Palmolive Co	9,994 50	10,626.00
400	Embarq Corp	21,884.00	16,912.00
710.28	Fidelity Diversified Intl Fd	26,266.15	16,869 15
400	WW Grainger Inc	30,632.00	33,128 00
1600	Hewlett-Packard Co	64,176.00	57,008.00
300	Lilly Eli & Co	15,777 00	10,380 00
400	McDonalds Corp	17,660.00	24,396.00
200	PPG Industries Inc	13,594.00	8,920 00
550	Pfizer Inc	13,975.50	8,189.50
200	Union Pacific Corp	9,874.00	10,358.00
2	Verizon Communications	72.49	59.18
300	Xcel Energy Inc	7,029.00	5,280 00
37	Verigy Ltd	943.87	436 60
200	Staples Inc	5,206.00	4,024 00
		442,512.29	309,235 46

RUN SEP 09 10
AT 9:44 AM

WELLS FARGO BANK, N.A.
INVEST AFC/AFP INTERFACE

AS OF 05/31/10

DETAIL LIST
SELECTED ACCOUNTS 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR [redacted] CUPILLARI CHAR AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	PRINCIPAL =========					
	DEPOSIT ACCOUNTS ----------------					
997981006	WACHOVIA PT MONEY MARKET		3,824.49	3,824.49		
TOTAL	DEPOSIT ACCOUNTS		3,824.49	3,824.49		
	CLOSED-END FUND - EQUITY ------------------------					
464287465	ISHARES MSCI EAFE INDEX FD	1,297	54,382.99	71,698.16	54,382.99	54,382.99
922042858	VANGUARD EMERGING MARKETS ETF	1,962	59,268.89	80,442.00	59,268.89	59,268.89
TOTAL	CLOSED-END FUND - EQUITY	3,259	113,651.88	152,140.16	113,651.88	113,651.88
	MUTUAL FUNDS - FIXED TAXABLE ----------------------------					
04315J860	ARTIO GLOBAL HIGH INC-I	1,697.893	14,500.00	17,199.66	14,500.00	14,500.00
51855Q655	LAUDUS MONDRIAN INTERNATIONAL FIXED INCOME FUND	2,775.686	30,000.00	31,170.95	30,000.00	30,000.00
693390304	PIMCO LOW DURATION FD/UNITED STATES INST CL	6,572.295	65,000.00	67,628.92	65,000.00	65,000.00
693390593	PIMCO MODERATE DURATION FD INST CL	8,548.23	85,000.00	89,585.45	85,000.00	85,000.00
693390841	PIMCO HIGH YIELD FD INSTL CL	4,636.973	33,500.00	40,805.36	33,500.00	33,500.00
693391559	PIMCO EMERGING MARKETS BOND FD INS CL	3,272.867	30,000.00	33,775.99	30,000.00	30,000.00
921937207	VANGUARD SHORT-TERM BOND INDEX FD INV CL	2,148.438	22,000.00	22,386.72	22,000.00	22,000.00
922031869	VANGUARD INFLATION-PROTECTED SECURITIES FD IV CL	2,887.455	35,000.00	36,237.56	35,000.00	35,000.00
TOTAL	MUTUAL FUNDS - FIXED TAXABLE	32,539.837	315,000.00	338,790.61	315,000.00	315,000.00

DETAIL LIST
SELECTED ACCOUNTS 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR [redacted] CUPILLARI CHAR AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	MUTUAL FUNDS - EQUITY					
025076209	AMERICAN CENTURY EQUITY INCOME FD INST CL	3,717.472	20,000.00	24,386.62	20,000.00	20,000.00
30023D671	EVERGREEN EQUITY TR INTRINSIC VALUE FD CL I FUND #517	11,851.595	90,000.00	112,116.09	90,000.00	90,000.00
34984T881	GOLDEN LARGE CORE VALUE FD INS	4,207.573	30,000.00	39,509.11	30,000.00	30,000.00
626124242	MUNDER MID CAP CORE GROWTH FD CL Y	2,159.274	37,500.00	48,972.33	37,500.00	37,500.00
77954Q106	T ROWE PRICE BLUE CHIP GROWTH FD	4,268.457	110,000.00	139,877.34	110,000.00	110,000.00
92934R769	WILMINGTON CRM MID CAP VALUE FD INSTL CL	1,685.942	33,500.00	40,900.95	33,500.00	33,500.00
961323409	WESTPORT FDS SELECT CAP FD CL I	2,362.487	39,000.00	48,383.73	39,000.00	39,000.00
TOTAL	MUTUAL FUNDS - EQUITY	30,252.8	360,000.00	454,146.17	360,000.00	360,000.00
	MUTUAL FUNDS - INTERNATIONAL EQUITY					
315910802	FIDELITY DIVERSIFIED INTERNATIONAL FD	710.28	16,869.15	19,887.84	26,266.15	26,266.15
411511306	HARBOR INTERNATIONAL FUND INS CL	82.804	3,000.00	4,543.46	3,000.00	3,000.00
TOTAL	MUTUAL FUNDS - INTERNATIONAL EQUITY	793.084	19,869.15	24,431.30	29,266.15	29,266.15
	PRINCIPAL CASH		0.00	0.00		
*********	PRINCIPAL TOTAL	66,844.721	812,345.52	973,332.73	817,918.03	817,918.03
	INCOME					
	DEPOSIT ACCOUNTS					
997981006	WACHOVIA PT MONEY MARKET		3,788.32	3,788.32		
TOTAL	DEPOSIT ACCOUNTS		3,788.32	3,788.32		
	INCOME CASH		178.14	178.14		
*********	INCOME TOTAL		3,966.46	3,966.46	0.00	0.00
	ASSET FILE TOTAL	66,844.721	816,311.98	977,299.19	817,918.03	817,918.03

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization	**Employer identification number**
	CUPILLARI CHARITABLE FOUNDATION	14-6325049
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 1525 W WT HARRIS BLVD	
	City, town or post office, state, and ZIP code For a foreign address, see instructions CHARLOTTE, NC 28262-8522	

Check type of return to be filed (file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ WACHOVIA BANK

Telephone No. ▶ (610)655-1916 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . ▶ [ ] . If it is for part of the group, check this box . . ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/16, 2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year ______ or
▶ [X] tax year beginning 02/04, 2009 , and ending 12/31, 2009 .

2 If this tax year is for less than 12 months, check reason: [X] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 129.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	**3b**	$
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 129.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part** II and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of Exempt Organization	Employer identification number
File by the extended due date for filing the return See instructions	CUPILLARI CHARITABLE FOUNDATION	14-6325049
	Number, street, and room or suite no If a P O. box, see instructions. 1525 W WT HARRIS BLVD	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHARLOTTE, NC 28262-8522	

Check type of return to be filed (File a separate application for each return).

[ ] Form 990	[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 6069
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 4720	[ ] Form 8870
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ WACHOVIA BANK
  Telephone No. ▶ (610)655-1916 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15/2010.

5 For calendar year ______, or other tax year beginning 02/04/2009, and ending 12/31/2009.

6 If this tax year is for less than 12 months, check reason: [X] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL INFORMATION IS NEEDED IN ORDER TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 129.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 129.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶

WACHOVIA BANK N.A., CO-TRUSTEE

1525 W W.T. HARRIS BLVD. D1114-044

CHARLOTTE, NC 28288-1161