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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047

2009

Open to Public Inspection

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

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Termination
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type. See specific instructions.

C Name of organization
THOMAS SKELTON HARRISON FOUNDATION

Number and street (or P O box if mail is not delivered to street addr) | Room/suite
ONE LOGAN SQUARE | 2000

City, town or country | State | ZIP code + 4
PHILADELPHIA | PA | 19103-6996

D Employer Identification Number
23-1489839

E Telephone number
(215) 988-2503

G Gross receipts $ 151,607.

F Name and address of principal officer
DAVID ABERNETHY ONE LOGAN SQ PHILADELPHIA PA 19103

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If 'No,' attach a list (see instructions)

I Tax-exempt status ☒ 501(c) (3)◄ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ► N/A

H(c) Group exemption number ►

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ► **L** Year of Formation 1919 **M** State of legal domicile PA

Part I Summary

1 Briefly describe the organization's mission or most significant activities: FUND RESEARCH, STUDY AND OTHER ACTIVITY THAT PROMOTES SOUND MUNICIPAL GOVERNMENT AND FINANCE IN THE CITY OF PHILADELPHIA, AND FOR WORK THAT PROMOTES THE GENERAL WELFARE OF ITS INHABITANTS.

2 Check this box ► ☐ if the organization discontinued its operations or disposed of more than 25% of its assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	7
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	7
5	Total number of employees (Part V, line 2a)	5	0
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total gross unrelated business revenue from Part VIII, lcolumn (C), ine 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)		
9	Program service revenue (Part VIII, line 2g)		
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	160,243.	151,607.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		
12	Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	160,243.	151,607.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	142,500.	137,300.
14	Benefits paid to or for members (Part IX, column (A), line 4)		
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		
16a	Professional fundraising fees (Part IX, column (A), line 11e)		
b	Total fundraising expenses (Part IX, column (D), line 25) ► 0.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	16,038.	15,615.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	158,538.	152,915.
19	Revenue less expenses. Subtract line 18 from line 12	1,705.	-1,308.

		Beginning of Year	End of Year
20	Total assets (Part X, line 16)	2,841,845.	3,214,304.
21	Total liabilities (Part X, line 26)		
22	Net assets or fund balances. Subtract line 21 from line 20	2,841,845.	3,214,304.

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Part II Signature Block

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

Sign Here

► ✓ Signature of officer — Date 11/8/2010

► DAVID F. ABERNETHY, SECRETARY
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ► — Date 11/4/10 — Check if self-employed ► ☐ — Preparer's identifying number (see instructions) P00191403

Firm's name (or yours if self-employed), address, and ZIP + 4 ► BOLDEN LUPKIN PC
3093 HUNTINGDON PIKE SUITE 210
HUNTINGDON VALLEY PA 19006

EIN ► 23-2909983

Phone no ► (215) 947-3750

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

BAA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. TEEA0101 07/20/09 Form **990** (2009)

20

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission

FUND RESEARCH, STUDY AND OTHER ACTIVITY THAT PROMOTES SOUND MUNICIPAL GOVERNMENT AND FINANCE IN THE

See Form 990, Page 2, Part III, Line 1 (continued)

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If 'Yes,' describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If 'Yes,' describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code. _____) (Expenses $ 152,915. including grants of $ 137,300.) (Revenue $ 0.)

SEE ATTACHED STATEMENT

4b (Code: _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4c (Code: _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4d Other program services (Describe in Schedule O)

(Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4e Total program service expenses ► 152,915.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If 'Yes,' complete Schedule A*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2		X
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If 'Yes,' complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations** Did the organization engage in lobbying activities? *If 'Yes,' complete Schedule C, Part II*	4		X
5	**Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If 'Yes,' complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If 'Yes,' complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If 'Yes,' complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If 'Yes,' complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If 'Yes,' complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? *If 'Yes,' complete Schedule D, Part V*	10		X
11	Is the organization's answer to any of the following questions 'Yes'? *If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11		X
	• Did the organization report an amount for land, buildings and equipment in Part X, line 10? *If 'Yes,' complete Schedule D, Part VI*			
	• Did the organization report an amount for investments– other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VII*			
	• Did the organization report an amount for investments– program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VIII*			
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part IX*			
	• Did the organization report an amount for other liabilities in Part X, line 25? *If 'Yes,' complete Schedule D, Part X*			
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organizaiton's liability for uncertain tax positions under FIN 48? If *'Yes,' complete Schedule D, Part X*			
12	Did the organization obtain separate, independent audited financial statement for the tax year? *If 'Yes,' complete Schedule D, Parts XI, XII, and XIII*	12	X	
12A	Was the organization included in consolidated, independent audited financial statement for the tax year? *If 'Yes,' completing Schedule D, Parts XI, XII, and XIII is optional* (Yes / No)	12 A		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If 'Yes,' complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If 'Yes,' complete Schedule F, Part I*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If 'Yes,' complete Schedule F, Part II*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If 'Yes,' complete Schedule F, Part III*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If 'Yes,' complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If 'Yes,' complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If 'Yes,' complete Schedule G, Part III*	19		X
20	Did the organization operate one or more hospitals? *If 'Yes,' complete Schedule H*	20		X

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If 'Yes,' complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If 'Yes,' complete Schedule I, Parts I and III*	22		X
23	Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If 'Yes,' complete Schedule J*	23		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, and that was issued after December 31, 2002? *If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If 'Yes,' complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If 'Yes,' complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If 'Yes,' complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection comittee member, or to a person related to such an individual? *If 'Yes,' complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transation with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If 'Yes,' complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If 'Yes,' complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? *If 'Yes,' complete Schedule L, Part IV*	28c	X	
29	Did the organization receive more than $25,000 in non-cash contributions? *If 'Yes,' complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If 'Yes,' complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If 'Yes,' complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If 'Yes,' complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If 'Yes,' complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1*	34		X
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If 'Yes,' complete Schedule R, Part V, line 2*	35		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If 'Yes,' complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If 'Yes,' complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

			Yes	No
1a	Enter the number reported in Box 3 of form 1096, Annual Summary and Transmittal of U S Information Returns. Enter -0- if not applicable (1a: 0)			
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable (1b: 0)			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return (2a: 0)			
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return (see instructions)			
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	3a		X
b	If 'Yes' has it filed a Form 990-T for this year? *If 'No,' provide an explanation in Schedule O*	3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b	If 'Yes,' enter the name of the foreign country: ►			
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?	6a		X
b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not deductible?	6b		
7	**Organizations that may receive deductible contributions under section 170(c).**			
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d	If 'Yes,' indicate the number of Forms 8282 filed during the year (7d:)			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9	**Sponsoring organizations maintaining donor advised funds.**			
a	Did the organization make any taxable distributions under section 4966?	9a		
b	Did the organization make any distribution to a donor, donor advisor, or related person?	9b		
10	**Section 501(c)(7) organizations.** Enter:			
a	Initiation fees and capital contributions included on Part VIII, line 12 (10a:)			
b	Gross Receipts, included on Form 990, Part VIII, line 12, for public use of club facilities (10b:)			
11	**Section 501(c)(12) organizations.** Enter:			
a	Gross income from other members or shareholders (11a:)			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) (11b:)			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a		
b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year (12b:)			

Part VI **Governance, Management and Disclosure** *For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body	1a 7		
b	Enter the number of voting members that are independent	1b 7		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		X
6	Does the organization have members or stockholders?	6		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b		X
9	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If 'Yes,' provide the names and addresses in Schedule O*	9		X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code)*

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		X
b	If 'Yes,' does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	X	
11A	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Does the organization have a written conflict of interest policy? *If 'No,' go to line 13*	12a		X
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b		
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If 'Yes,' describe in Schedule O how this is done*	12c		
13	Does the organization have a written whistleblower policy?	13		X
14	Does the organization have a written document retention and destruction policy?	14		X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a		X
b	Other officers of key employees of the organization	15b		X
	If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If 'Yes,' has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosures

17 List the states with which a copy of this Form 990 is required to be filed ►

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make these available Check all that apply.

☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:

►DAVID F. ABERNETHY ONE LOGAN SQ, STE 2000 PHILADELPHIA PA 19103-6996 (215) 988-2503

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organizations's tax year. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees. See instructions for definition of 'key employees '
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors; institutional trustees, officers; key employees, highest compensated employees; and former such persons.

[X] Check this box if the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
STEPHEN J. HARMELIN ESQ CHAIR	0.50									
ANGELL KEENE VICE-CHAIR	0.50									
DR. GEORGE L. SPAETH TREASURER	0.50									
SUSAN W. CATHERWOOD TRUSTEE	0.50									
JOAN STERN, ESQ TRUSTEE	0.50									
NAOMI M. POST, ESQ TRUSTEE	0.50									
J. WILLIAM MILLS, III TRUSTEE	0.50									
DAVID F. ABERNETHY, ESQ SECRETARY	1.50									

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(cont.)*

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Total ... ►										

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ►

		Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If 'Yes,' complete Schedule J for such individual*		X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If 'Yes' complete Schedule J for such individual*		X
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If 'Yes,' complete Schedule J for such person*		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization.

(A) Name and business address	(B) Description of Services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ►

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1a Federated campaigns 1a				
	b Membership dues 1b				
	c Fundraising events 1c				
	d Related organizations 1d				
	e Government grants (contributions) 1e				
	f All other contributions, gifts, grants, and similar amounts not included above 1f				
	g Noncash contribns included in lns 1a-1f $				
	h **Total.** Add lines 1a-1f				
PROGRAM SERVICE REVENUE	Business Code				
	2a				
	b				
	c				
	d				
	e				
	f All other program service revenue				
	g **Total.** Add lines 2a-2f				
	3 Investment income (including dividends, interest and other similar amounts)	151,607.	151,607.	0.	0.
	4 Income from investment of tax-exempt bond proceeds				
	5 Royalties				
	(i) Real / (ii) Personal				
	6a Gross Rents				
	b Less. rental expenses				
	c Rental income or (loss)				
	d Net rental income or (loss)				
	(i) Securities / (ii) Other				
	7a Gross amount from sales of assets other than inventory				
	b Less: cost or other basis and sales expenses				
	c Gain or (loss)				
	d Net gain or (loss)				
OTHER REVENUE	8a Gross income from fundraising events (not including $ of contributions reported on line 1c). See Part IV, line 18 a				
	b Less. direct expenses b				
	c Net income or (loss) from fundraising events				
	9a Gross income from gaming activities See Part IV, line 19 a				
	b Less: direct expenses b				
	c Net income or (loss) from gaming activities				
	10a Gross sales of inventory, less returns and allowances a				
	b Less: cost of goods sold b				
	c Net income or (loss) from sales of inventory				
	Miscellaneous Revenue / Business Code				
	11a				
	b				
	c				
	d All other revenue				
	e **Total.** Add lines 11a-11d				
	12 **Total revenue.** See instructions	151,607.	151,607.	0.	0.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21	134,800.	134,800.		
2 Grants and other assistance to individuals in the U S. See Part IV, line 22	2,500.	2,500.		
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal	11,615.	11,615.	0.	0.
c Accounting	4,000.	4,000.	0.	0.
d Lobbying				
e Prof fundraising svcs See Part IV, ln 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a				
b				
c				
d				
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	152,915.	152,915.	0.	0.
26 **Joint costs.** Check here ► ☐ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
ASSETS	1	Cash – non-interest-bearing	43,627.	1	42,264.
	2	Savings and temporary cash investments	10,824.	2	10,878.
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net		4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment: cost or other basis (10a) Complete Part VI of Schedule D			
	b	Less: accumulated depreciation (10b)		10c	
	11	Investments – publicly-traded securities	2,787,394.	11	3,161,162.
	12	Investments – other securities See Part IV, line 11		12	
	13	Investments – program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11		15	
	16	**Total assets** Add lines 1 through 15 (must equal line 34)	2,841,845.	16	3,214,304.
LIABILITIES	17	Accounts payable and accrued expenses		17	
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25	0.	26	0.
NET ASSETS OR FUND BALANCES		**Organizations that follow SFAS 117, check here ► ☐ and complete lines 27 through 29 and lines 33 and 34.**			
	27	Unrestricted net assets		27	
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here ► ☒ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds	2,787,394.	30	3,161,162.
	31	Paid-in or capital surplus, or land, building, and equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds	54,451.	32	53,142.
	33	Total net assets or fund balances	2,841,845.	33	3,214,304.
	34	Total liabilities and net assets/fund balances.	2,841,845.	34	3,214,304.

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990 [X] Cash [ ] Accrual [ ] Other If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b	Were the organization's financial statements audited by an independent accountant?	X	
c	If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		X
d	If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both: [X] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b	If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► **Attach to Form 990 or Form 990-EZ.** ► **See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization	Employer identification number
THOMAS SKELTON HARRISON FOUNDATION	23-1489839

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box.)

1 ☐ A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)** Enter the hospital's name, city, and state: _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An organization that normally receives (1) more than 33-1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions – subject to certain exceptions, and (2) no more than 33-1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☒ Type I **b** ☐ Type II **c** ☐ Type III – Functionally integrated **d** ☐ Type III– Other

e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box . . . . . ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i)	a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	**11g (i)**		X
(ii)	a family member of a person described in (i) above?	**11g (ii)**		X
(iii)	a 35% controlled entity of a person described in (i) or (ii) above?	**11g (iii)**		X

h Provide the following information about the supported organizations

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of Support
			Yes	No	Yes	No	Yes	No	
CITY OF PHILADELPHIA	99-9999999	6	X		X		X		137,300.
Total									137,300.

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include 'unusual grants ')						
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						
3 The value of services or facilities furnished to the organization by a governmental unit without charge Do not include the value of services or facilities generally furnished to the public without charge . .						
4 **Total.** Add lines 1-through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4 . .						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income form similar sources . .						
9 Net income from unrelated business activities, whether or not the business is regularly carried on .						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support.** Add lines 7 through 10 . . .						

12 Gross receipts from related activities, etc. (see instructions) 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here . . . . . ► ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f) . . . . 14 %

15 Public support percentage from 2008 Schedule A, Part II, line 14 . . . . 15 %

16a **33-1/3 support test – 2009.** If the organization did not check the box on line 13, and the line 14 is 33-1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization. . . . ► ☐

b **33-1/3 support test – 2008.** If the organization did not check a box on line 13, or 16a, and line 15 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . ► ☐

17a **10%-facts-and-circumstances test – 2009** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ► ☐

b **10%-facts-and-circumstances test – 2008.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test The organization qualifies as a publicly supported organization . ► ☐

18 **Private foundation.** If the organization did not check a box on line, 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants.')						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income form similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included inline 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (add lns 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2009** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2008** Schedule A, Part III, line 17	18	%

19a **33-1/3 support tests – 2009.** If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

b **33-1/3 support tests – 2008.** If the organization did not check a box on line 14 or 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11, or 12.
► Attach to Form 990. ► See separate instructions

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

THOMAS SKELTON HARRISON FOUNDATION

Employer identification number

23-1489839

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or for any other purpose conferring impermissible private benefit?? ☐ Yes ☐ No

Part II Conservation Easements Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or pleasure)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

		Held at the End of the Year
a Total number of conservation easements	2a	
b Total acreage restricted by conservation easements	2b	
c Number of conservation easements on a certified historic structure included in (a)	2c	
d Number of conservation easements included in (c) acquired after 8/17/06	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easement it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.

(i) Revenues included in Form 990, Part VIII, line 1 ► $ _____

(ii) Assets included in Form 990, Part X ► $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items.

a Revenues included in Form 990, Part VIII, line 1 ► $ _____

b Assets included in Form 990, Part X ► $ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a ☐ Public exhibition
- b ☐ Scholarly research
- c ☐ Preservation for future generations
- d ☐ Loan or exchange programs
- e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements Complete if organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table:

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIV

Part V Endowment Funds Complete if organization answered 'Yes' to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment ► _____ %
- b Permanent endowment ► _____ %
- c Term endowment ► _____ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated Depreciation	(d) Book Value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)*				►

Part VII Investments—Other Securities See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives		
Closely-held equity interests		
Other		
Total. *(Column (b) must equal Form 990 Part X, col. (B) line 12.)* ►		

Part VIII Investments—Program Related (See Form 990, Part X, line 13)

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) must equal Form 990, Part X, Col (B) line 13.)* ►		

Part IX Other Assets (See Form 990, Part X, line 15)

(a) Description	(b) Book value
Total. *(Column (b) must equal Form 990, Part X, col (B), line 15)* ►	

Part X Other Liabilities (See Form 990, Part X, line 25)

(a) Description of Liability	(b) Amount
Federal Income Taxes	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ►	

2. FIN 48 Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48.

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII,column (A), line 12)	151,607.
2	Total expenses (Form 990, Part IX, column (A), line 25)	152,915.
3	Excess or (deficit) for the year Subtract line 2 from line 1	-1,308.
4	Net unrealized gains (losses) on investments	
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV)	
9	Total adjustments (net) Add lines 4 through 8	
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	-1,308.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements		1	151,607.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIV)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	151,607.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIV)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	151,607.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements		1	152,915.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIV)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	152,915.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIV)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c (This must equal Form 990, Part I, line 18)		5	152,915.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4, Part IV, lines 1b and 2b; Part V, line 4, Part X, line 2, Part XI, line 8; Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 21 or 22.
► Attatch to Form 990.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

THOMAS SKELTON HARRISON FOUNDATION

Employer identification number

23-1489839

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . ► [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SEE ATTACHED SCHEDULE							

2 Enter total number of section 501(c)(3) and government organizations ► 16

3 Enter total number of other organizations . . ► 1

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 22. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

Pt I Line 2 ALL GRANTEES ARE REQUIRED TO PROVIDE WRITTEN REPORTS DESCRIBING IN DETAIL THE

Pt I Line 2 USE OF GRANT FUNDS CONSISTENT WITH ORIGINAL SUBMISSION AND APPROVAL.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

► Complete if the organization answered 'Yes' on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
THOMAS SKELTON HARRISON FOUNDATION

Employer identification number
23-1489839

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered 'Yes' on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	(c) Corrected? No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ► $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ► $

Part II Loans to and/or From Interested Persons.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 26 or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	(b) Loan to or from the organization? From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	(e) In default? No	(f) Approved by board or committee? Yes	(f) Approved by board or committee? No	(g) Written agreement? Yes	(g) Written agreement? No
Total			► $							

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction $	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	(e) Sharing of organization's revenues? No
SEE ATTACHMENT					X

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
► Attach to Form 990.

OMB No 1545 0047

2009

Open to Public Inspection

Name of the organization

THOMAS SKELTON HARRISON FOUNDATION

Employer identification number

23-1489839

Pt VI-A, Line 8a ALL MEETINGS ARE DOCUMENTED AND MINUTES ARE RETAINED BY THE SECRETARY. THERE ARE NO SEPARATE COMMITTEES.

Pt VI-B, Line 11A THE SECRETARY AND THE TRUSTEES REVIEW THE FORM 990 BEFORE IT IS FILED WITH THE IRS

Pt VI-C, Line 19 GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS ARE PUBLISHED IN TRUSTEES REPORT AND AVAILABLE FREE UPON REQUEST.

Pt VI-A, Line 8b THERE ARE NO SEPARATE COMMITTEES.

Schedule O (Form 990), Supplemental Information to Form 990
Form 990, Page 2, Part III, Line 1 (continued)

Briefly describe the organization's mission:
CITY OF PHILADELPHIA, AND FOR WORK THAT PROMOTES THE GENERAL WELFARE OF ITS INHABITANTS.

23-1489839

ATTACHMENT TO 2009 FORM 990 & SCHEDULE A
THOMAS SKELTON HARRISON FOUNDATION

Part VIII, Line 3 - Income

During 2009, the Foundation received payments totaling $151,552.21 from Mellon Bank, N.A., 1735 Market Street, Philadelphia, Pennsylvania 19102, Substitute Trustee of the Residuary Estate of Thomas Skelton Harrison, Deceased. That payment consisted of 4.5 percent of the average total value of all assets held by Mellon as Trustee on December 31, 2006, 2007 and 2008. The Foundation was paid 4.5 percent of that averaged value according to an election made by the Foundation consistent with applicable law. The assets were derived from assets originally left in trust (the "Trust") by the decedent, Thomas Skelton Harrison, in his will (the "Will"). Mellon is the Trustee of those assets as the immediate successor to Girard Bank and the ultimate successor to the Northern Trust Company, the original trustee named in the Will. The Foundation also received $55.56 in interest during 2009, on a savings account created to serve as a reserve for contingencies pursuant to a provision in the Will.

PART III - Statement of Program Service Accomplishments

The Foundation awards grants funded by the payments it receives from the Trust created by the Will. Grants are awarded to individuals and organizations that apply for such grants in accordance with criteria and procedures established by the Trustees consistent with requirements contained in the Will. Generally, grants are made to fund research, study and other activity that promotes sound municipal government and finance in the City of Philadelphia, and for work that promotes the general welfare of its inhabitants, as set forth in Section 13 of the Will, a copy of which is attached. In 2009, grant payments were made to the organizations and/or individuals listed in the table below, for the projects described and in the amounts stated. Each applicant provided evidence of its tax exempt status and/or charitable purpose.

SCHEDULE I, PART II – 2009 Grants Paid

GRANTEE	DESCRIPTION OF PROJECT	AMOUNT OF GRANT
Adoption Center of Delaware Valley	Waiting Child Features Program, a public awareness and recruitment program for potential adoptive parents.	$5,000
Bethesda Project	Repairs to Bainbridge home for formerly homeless men, as required by Philadelphia Housing Authority to continue Section 8 subsidies.	$10,300

The Career Wardrobe	Dressing and Image Consultation Program, providing free professional clothing and related services to low-income women attempting to enter the workforce.	$5,000
Children's Literacy Initiative (CLI)	Funding to support development of one new Model Classroom in a Philadelphia kindergarten or first grade.	$10,000
Committee of Seventy	Production of a "high-quality" training video for volunteers participating in the Committee's non-partisan Voter Assistance Program.	$12,500
Historic Philadelphia Inc.	Funding to establish a volunteer constituency of support to Franklin Square to help facilitate programming and green space enhancement.	$6,500
History Making Production LLC (The Library Company of Philadelphia, Fiscal Agent)	Development and planning work, including story "treatment" and production of "pilot" episode, for documentary film on the history of Philadelphia.	$10,000
Institute for Study of Civic Values	Funding for efforts to build public support and work directly with the City to design re-entry systems, to help ex-offenders become responsible members of the community.	$5,000
Joseph Glancz	Funding to acquire copyright clearances for "Philadelphia Originals," a book compiling historical facts and profiles of prominent personalities in Philadelphia history.	$2,500
Moore College of Art & Design	Continued funding for the Youth Artists' Workshop Scholarship Program and special workshop for youth with disabilities.	$10,000
Pennsylvania Immigration and Citizenship Coalition (PICC)	Continued funding for the Immigrant Access Project, to promote access to public services for immigrants and non-English speaking citizens.	$5,500

Pennsylvania Prison Society	PhillyRenew Program, which provides assistance to former offenders in Philadelphia so they can become productive members of society and not return to prison.	$10,000
People's Emergency Center	Support for advocacy of sound policies and adequate funding to assist homeless families and children.	$5,000
Philadelphia VIP	Staffing and resources for Philadelphia Foreclosure Rescue Effort (Philly FReE), a program to assist indigent and distressed homeowners in foreclosure proceedings.	$7,500
Support Center for Child Advocates	Continued funding for Outcomes Measurement Project, establishing systems for data-driven evaluation of outcomes and strategies in child advocacy.	$7,500
Urban Tree Connection (UTC)	Expansion of open-space reclamation projects in the Haddington and North Central sections of Philadelphia.	$5,000
WHYY-FM91	Funding for "It's Our City," a public engagement, issue-driven initiative utilizing broadcast and Internet resources and citizen forums.	$10,000
Women's Law Project	Additional funding for Domestic Violence Assistance Project, which provides information and assistance to individuals filing petitions for protections from abuse ("PFA") orders.	$10,000
TOTAL		**$137,300**

PART X, Line 11 - Schedule of Investments

The assets of the Trust are held and invested by the corporate trustee, Mellon Bank N.A. The Foundation has no control over those investment decisions. The Trust's holdings, as of December 31, 2009, are set forth on the attached Investment Summary from the Mellon Bank Trust and Investment Department, Account Number 124-J00, dated December 31, 2009.

PART VII, Section A – List of Officers, Directors & Trustees

In 2009, the following persons served as members of the Foundation's Board of Trustees:

1. Stephen J. Harmelin, Esquire (Chair), Dilworth Paxson LLP, The Mellon Bank Center, 1735 Market Street, Philadelphia, PA 19109, appointed by the Philadelphia Court of Common Pleas.

2. Angell Keene (Vice-Chair), 1038 Hazelwood Drive, Philadelphia, PA 19141, appointed by the Philadelphia Court of Common Pleas.

3. Dr. George L. Spaeth (Treasurer), Wills Eye Hospital, Ninth and Walnut Streets, Philadelphia, PA 19106, appointed by the College of Physicians.

4. Susan W. Catherwood, 622 Rose Lane, Bryn Mawr, PA 19010, appointed by the University of Pennsylvania.

5. Joan Stern, Esquire, Blank Rome LLP, One Logan Square, Philadelphia PA 19103, appointed by the Franklin Institute.

6. Naomi M. Post, Esquire, Post Street Consulting, 1421 North 13th Street, Philadelphia, PA 19122, appointed by the Philadelphia Court of Common Pleas.

7. J. William Mills, III, PNC Bank, 1600 Market Street, Third Floor, Philadelphia PA 19103, appointed by the Greater Philadelphia Chamber of Commerce.

The only officer of the Foundation who is not also a Trustee is David F. Abernethy, Esquire, who serves as Secretary by appointment of the Trustees.

The Trustees meet several times each year to review reports, consider and approve applications for grants, and to meet with selected applicants for grants. None of the Trustees is compensated for service to the Foundation. The Secretary keeps the Foundation's books and records, corresponds with applicants for grants, reports to the Trustees on the Foundation's business and financial status, arranges meetings and otherwise handles the legal and business affairs of the Foundation. The Secretary is not individually compensated for his work for the Foundation but his law firm is reimbursed for his time at an agreed hourly rate up to an annual cap of $10,000. Time in excess of that cap is provided by the Secretary and his firm without charge. There is no capital stock outstanding.

Under the Will the residuary estate is vested in the corporate trustee, Mellon Bank, N.A. That trustee is responsible for investing the principal and turning over the income to the Thomas Skelton Harrison Foundation. The Foundation and its Trustees have no responsibility for the Trust, except to spend the payments received from the Trust by making grants and other expenditures that promote the purposes outlined in the Will.

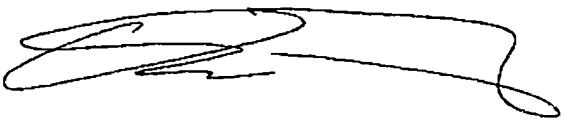
Mellon Bank furnishes the Foundation with detailed quarterly statements of income, transactions, and the Trust's investments and their market value. The Secretary and/or Treasurer of the Foundation meets periodically with a representative of Mellon Bank to review the status of investments held by the Trust. Securities are not purchased on margin, nor are loans taken out to purchase any investment.

SCHEDULE L, Part IV

The Secretary of the Foundation, David F. Abernethy, Esquire, and his law firm, Drinker Biddle & Reath LLP, provide legal counsel and administrative services to the Foundation in return for a fee approved by the Trustees, as described above. In 2009, the total fee for professional services paid to Drinker Biddle & Reath LLP in 2009 was $10,000, calculated on the basis of an agreed hourly rate for time provided by the Secretary and his staff, capped in accordance with an agreement set forth above, with time in excess of the cap provided without charge. The Foundation also reimbursed Drinker Biddle & Reath for certain costs and expenses (*e.g.*, photocopying, postage, duplicating, etc.) incurred in the administration of the Foundation's affairs or the provision of legal services to the Foundation, to the extent those costs were advanced by the firm. The Foundation pays certain administrative expenses directly by check rather than having them advanced by its counsel.

* * * *

The foregoing statement is certified to be true and correct.



David F. Abernethy
Secretary

Dated: September 7, 2010

2009 GRANTEES – CONTACTS, EIN AND EXEMPT STATUS

Mr. Edward Schwartz
Institute for the Study of Civic Values
1218 Chestnut Street
Room 702
Philadelphia, PA 19107

23-7335254
501c3

Ms. Linda Porch
Director of Development
Moore College of Art & Design
20th Street & The Parkway
Philadelphia, PA 19103-1179

23-1352236
501c3

Ms. J. Regan Cooper, MSS, MLSP
Executive Director
Pennsylvania Immigration and Citizenship Coalition
2100 Arch Street
7th Floor
Philadelphia, PA 19103

83-0379943
501c3

Ms. Trish Downey
Interim Director of Development
People's Emergency Center
325 North 39th Street
Philadelphia, PA 19104-4656

23-2017882
501c3

Sara Woods, Esquire
Executive Director
Philadelphia VIP
42 S. 15th Street
Fourth Floor
Philadelphia, PA 19102

23-2210390
501c3

Mr. Ken Mullner
Executive Director
Adoption Center of Delaware Valley
1500 Walnut Street
Suite 701
Philadelphia, PA 19102

23-2484926
501c3

Ms. Sheri K. Cole
Executive Director
The Career Wardrobe
1211 Chestnut Street
Suite 205
Philadelphia, PA 19107

23-2900156
501c3

Ms. Linda Katz
Executive Director
Children's Literacy Initiative
2314 Market Street
3rd Floor
Philadelphia, PA 19103

23-2515768
501c3

Mr. William J. Marrazzo
President and CEO
WHYY, Inc.
Independence Mall West
150 North Sixth Street
Philadelphia, PA 19106

23-1438083
501c3

Frank Cervone, Esquire
Executive Director
Support Center for Child Advocates
1900 Cherry Street
Philadelphia, PA 19103-1405

23-2048664
501c3

Ms. Nancy Green
Director of Development
Bethesda Project
1630 South Street
Philadelphia, PA 19146

23-2209338
501c3

Mr. Saul Wiener
Urban Tree
5125 Woodbine Avenue
Philadelphia, PA 19131-2404

23-2889697
501c3

Carol E. Tracy
Executive Director
Women's Law Project
125 South Ninth Street
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Philadelphia, PA 19107

23-7354667
501c3

Mason Barnett
PA Prison Society
Prison Society Headquarters
245 North Broad Street
Suite 300
Philadelphia, PA 19107

23-1352267
501c3

Amy Needle
President & CEO
Historic Philadelphia, Inc.
150 S. Independence Mall West
Suite 550
Philadelphia, PA 19106

23-2764558
501c3

Loretta Depka
Vice President for Development and Operations
The Committee of Seventy
8 Penn Center
1628 JFK Boulevard
Suite 1002
Philadelphia, PA 19103

23-0487205
501c3

Library Company of Philadelphia
Agent for History Making Productions
1314 Locust Street
Philadelphia, PA 19107

23-1370444

FORM 990 THOMAS SKELTON HARRISON FOUNDATION 23-1489839

PART X - BALANCE SHEET, LINE 11 (B)

Asset detail

Cash and cash equivalents

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
15,566.82	BNY Mellon Money Market Fund CL M (Principal Holding)	$ 1.0000	$ 15,566.82	$ 15,566.82		$ 4.67	0.0%	0.5%
49,841.32	BNY Mellon Money Market Fund CL M (Income Holding)	1.0000	49,841.32	49,841.32		14.95	0.0	1.6
	Principal Cash							
	Income Cash							
Total cash and cash equivalents			**$ 65,408.14**	**$ 65,408.14**	**$ 0.00**	**$ 19.62**		**2.1%**

Fixed income

Taxable

Taxable funds

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
17,683.947	BNY Mellon Intermediate Bond Fund Class M Shares	$ 12.7600	$ 225,647.16	$ 214,543.09	$ 11,104.07	$ 8,965.76	4.0%	7.1%
Total taxable taxable funds			**$ 225,647.16**	**$ 214,543.09**	**$ 11,104.07**	**$ 8,965.76**		**7.1%**

Other fixed income

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
44,933.183	BNY Mellon Bond Fund Class M Shares	$ 12.8800	$ 578,739.40	$ 551,972.27	$ 26,767.13	$ 24,623.38	4.3%	18.3%
Total taxable other fixed income			**$ 578,739.40**	**$ 551,972.27**	**$ 26,767.13**	**$ 24,623.38**		**18.3%**
Total taxable fixed income			**$ 804,386.56**	**$ 766,515.36**	**$ 37,871.20**	**$ 33,589.14**		**25.5%**
Total fixed income			**$ 804,386.56**	**$ 766,515.36**	**$ 37,871.20**	**$ 33,589.14**		**25.5%**

Equities

U.S. common stocks

Energy

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
230	Apache Corp (APA)	$ 103.1700	$ 23,729.10	$ 27,491.13	$ -3,762.03	$ 138.00	0 6%	0.8%
340	Conocophillips (COP)	51.0700	17,363.80	23,523.40	-6,159.60	680 00	3.9	0.6
530	Exxon Mobil Corp (XOM)	68.1900	36,140 70	45,593 76	-9,453 06	890.40	2.5	1 1
330	Halliburton Co (HAL)	30.0900	9,929.70	12,673.96	-2,744.26	118.80	1.2	0.3
340	Hess Corporation (HES)	60.5000	20,570.00	25,160 84	-4,590.84	136 00	0.7	0.7
140	Occidental Petroleum Corp (OXY)	81.3500	11,389.00	7,774.05	3,614.95	184.80	1.6	0.4
430	Xto Energy Inc (XTO)	46.5300	20,007.90	24,696.74	-4,688 84	215.00	1.1	0.6
Total energy			$ 139,130.20	$ 166,913.88	$ -27,783.68	$ 2,363.00		4.4%

Materials

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
190	DU Pont (E I) De Nemours And (DD) Company	$ 33.6700	$ 6,397.30	$ 5,067.28	$ 1,330.02	$ 311.60	4.9%	0.2%
130	Praxair Inc (PX)	80.3100	10,440.30	10,502.61	-62.31	208.00	2.0	0 3
Total materials			$ 16,837.60	$ 15,569.89	$ 1,267.71	$ 519.60		0.5%

Industrials

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
520	Tyco International LTD (TYC)	$ 35.6800	$ 18,553.60	$ 15,171.57	$ 3,382.03	$ 416.00	2.2%	0.6%
260	Cummins Inc (CMI)	45.8600	11,465.00	8,529.12	2,935 88	175.00	1.5	0.4
110	Danaher Corp (DHR)	75.2000	8,272.00	7,980.11	291.89	17.60	0.2	0.3
130	Fedex Corp (FDX)	83.4500	10,848.50	7,911.57	2,936.93	57.20	0.5	0 3
1,220	General Electric Company (GE)	15.1300	18,458.60	33,895.69	-15,437.09	488.00	2.6	0.6
330	Honeywell Intl Inc (HON)	39.2000	12,936.00	17,281.17	-4,345.17	399.30	3.1	0.4
370	Kbr Inc (KBR)	19.0000	7,030.00	6,437.37	592.63	74.00	1 1	0.2

Industrials
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
250	Norfolk Southern Corporation (NSC)	52.4200	13,105.00	12,421.91	683.09	340.00	2.6	0 4
180	Parker Hannifin Corp (PH)	53.8800	9,698.40	7,082.92	2,615.48	180.00	1.9	0.3
150	Raytheon Co (RTN)	51.5200	7,728.00	7,642.54	85 46	186.00	2.4	0.2
580	Textron Inc (TXT)	18.8100	10,909.80	18,321.58	-7,411.78	46.40	0.4	0.4
Total industrials			$ 129,004.90	$ 142,675.55	$ -13,670.65	$ 2,379.50		4.1%

Consumer discretionary

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
260	Autoliv Inc (ALV)	$ 43.3600	$ 11,273.60	$ 7,357.03	$ 3,916.57	$ 0.00	0.0%	0.4%
850	Home Depot Inc (HD)	28.9300	24,590.50	20,802.92	3,787.58	765.00	3 1	0 8
690	Limited Brands Inc (LTD)	19.2400	13,275.60	12,382.47	893.13	414.00	3.1	0.4
1,420	News Corp Inc (NWS) Cls B	15.9200	22,606.40	23,588.17	-981.77	170.40	0.8	0 7
290	Omnicom Group Inc (OMC)	39.1500	11,353.50	11,790.99	-437.49	174.00	1.5	0.4
460	Target Corp (TGT)	48.3700	22,250.20	18,725.04	3,525.16	312.80	1.4	0.7
306	Time Warner Inc (TWX)	29.1400	8,916.84	5,987.73	2,929.11	229.50	2.6	0 3
120	Whirlpool Corp (WHR)	80.6600	9,679.20	7,845.90	1,833.30	206.40	2.1	0 3
Total consumer discretionary			$ 123,945.84	$ 108,480 25	$ 15,465.59	$ 2,272.10		3.9%

Consumer staples

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
810	Cvs Caremark Corporation (CVS)	$ 32.2100	$ 26,090.10	$ 30,355.01	$ -4,264.91	$ 247.05	1.0%	0.8%
490	Coca Cola Enterprises Inc (CCE)	21.2000	10,388.00	10,489.09	-101.09	156.80	1.5	0.3
330	Pepsico Inc (PEP)	60.8000	20,064.00	22,300.81	-2,236.81	594.00	3.0	0.6
400	Philip Morris International Inc (PM)	48.1900	19,276.00	18,307.09	968.91	928.00	4.8	0.6
270	The Procter & Gamble Company (PG)	60 6300	16,370.10	17,843.37	-1,473.27	475.20	2.9	0.5

Consumer staples
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
340	Unilever PLC (UL) Spnsrd ADR New	31.9000	10,846.00	10,480.64	365 36	341.70	3.2	0.3
Total consumer staples			$ 103,034.20	$ 109,776.01	$ -6,741.81	$ 2,742.75		3.3%

Healthcare

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
280	Amgen Inc (AMGN)	$ 56.5700	$ 15,839.60	$ 15,276.54	$ 563.06	$ 0.00	0.0%	0.5%
230	Cigna Corp (CI)	35.2700	8,112.10	5,678.61	2,433.49	9.20	0.1	0.3
280	Hospira Inc (HSP)	51.0000	14,280.00	10,626.07	3,653 93	0 00	0.0	0 5
340	Human Genome Sciences Inc (HGSI)	30.5800	10,397.20	9,645.03	752.17	0.00	0.0	0.3
180	McKesson Corporation (MCK)	62.5000	11,250.00	9,281.42	1,968.58	86.40	0.8	0.4
260	Medtronic Inc (MDT)	43.9800	11,434.80	11,960.88	-526.08	213.20	1.9	0.4
680	Merck & Co Inc (MRK)	36.5400	24,847.20	13,926.15	10,921.05	1,033.60	4.2	0.8
1,850	Pfizer Inc (PFE)	18.1900	33,651.50	32,108.95	1,542.55	1,332.00	4 0	1.1
370	Thermo Fisher Scientific Inc. (TMO)	47.6900	17,645.30	17,654.78	-9 48	0.00	0.0	0 6
360	Vertex Pharmaceuticals Inc (VRTX)	42.8500	15,426.00	10,006.82	5,419.18	0.00	0.0	0.5
Total healthcare			$ 162,883.70	$ 136,165.25	$ 26,718.45	$ 2,674.40		5.2%

Financials

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
220	Ameriprise Financial Inc (AMP)	$ 38.8200	$ 8,540.40	$ 4,284.15	$ 4,256.25	$ 149.60	1.8%	0.3%
1,520	Bank Of America Corporation (BAC)	15 0600	22,891.20	19,682.03	3,209.17	60.80	0.3	0.7
40	Blackrock Inc (BLK)	232.2000	9,288.00	6,013.52	3,274 48	124.80	1 3	0 3
230	Chubb Corp (CB)	49.1800	11,311.40	10,958.03	353.37	322.00	2.9	0.4
686	First Horizon National Corp (FHN)	13.3980	9,191.03	7,014.62	2,176 41	0.00	0.0	0.3
90	Franklin Res Inc (BEN)	105.3500	9,481.50	4,684.88	4,796.62	79.20	0 8	0.3
675	JP Morgan Chase & Co (JPM)	41.6700	28,127.25	22,637.74	5,489.51	135.00	0.5	0.9

Financials
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
430	Morgan Stanley (MS)	29.6000	12,728.00	11,635.15	1,092.85	86.00	0.7	0.4
380	Schwab Charles Corp New (SCHW)	18.8200	7,151.60	5,613.46	1,538.14	91.20	1 3	0 2
450	Wells Fargo & Company (WFC)	26.9900	12,145.50	11,572 50	573.00	90 00	0.7	0 4
Total financials			$ 130,855.88	$ 104,096.08	$ 26,759.80	$ 1,138.60		4.1%

Information technology

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
290	Accenture PLC (ACN)	$ 41.5000	$ 12,035.00	$ 10,332.96	$ 1,702.04	$ 217.50	1.8%	0.4%
27	Aol Inc (AOL)	23.2800	628.56	424.83	203.73	0.00	0.0	0.0
190	Alliance Data Sys Corp (ADS)	64.5900	12,272.10	10,673 42	1,598.68	0.00	0.0	0 4
180	Apple Inc (AAPL)	210.7320	37,931.76	27,894.94	10,036.82	0.00	0.0	1.2
1,240	Cisco Systems Inc (CSCO)	23.9400	29,685.60	25,935.37	3,750.23	0.00	0.0	0.9
1,020	E M C Corp Mass (EMC)	17.4700	17,819.40	15,085.36	2,734.04	0.00	0.0	0.6
50	Google Inc (GOOG)	619 9800	30,999.00	22,561.76	8,437.24	0.00	0.0	1.0
500	Hewlett Packard Co (HPQ)	51.5100	25,755.00	22,189.60	3,565.40	160 00	0.6	0.8
130	International Business Machines (IBM) Corporation	130.9000	17,017.00	13,781.01	3,235.99	286.00	1.7	0.5
250	Juniper Networks Inc (JNPR)	26.6700	6,667.50	3,763.53	2,903.97	0.00	0.0	0.2
630	Microsoft Corporation (MSFT)	30.4800	19,202.40	16,653.78	2,548.62	327.60	1.7	0.6
780	Oracle Corp (ORCL)	24.5300	19,133.40	15,183.66	3,949 74	156.00	0 8	0 6
100	Visa Inc-Class A Shrs (V)	87.4600	8,746.00	4,628.83	4,117.17	50.00	0.6	0.3
Total information technology			$ 237,892.72	$ 189,109.05	$ 48,783.67	$ 1,197.10		7.5%

Telcommunications services

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
770	At & T Inc (T)	$ 28.0300	$ 21,583.10	$ 26,845.62	$ -5,262.52	$ 1,293.60	6.0%	0.7%
Total telcommunications services			$ 21,583.10	$ 26,845.62	$ -5,262.52	$ 1,293.60		0.7%

Utilities

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
280	Exelon Corp (EXC)	$ 48.8700	$ 13,683.60	$ 21,057.14	$ -7,373.54	$ 588.00	4.3%	0.4%
380	Sempra Energy (SRE)	55.9800	21,272.40	19,993.01	1,279.39	592.80	2.8	0.7
Total utilities			$ 34,956.00	$ 41,050.15	$ -6,094 15	$ 1,180.80		1.1%
Total U.S. common stocks			$ 1,100,124.14	$ 1,040,681.73	$ 59,442.41	$ 17,761.45		34.8%

Mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
16,949.561	BNY Mellon Mid Cap Stock Fund (MPMCX) Class M Shares	$ 9.5400	$ 161,698.81	$ 192,055.94	$ -30,357.13	$ 1,050.87	0 7%	5.1%
Total mid cap			$ 161,698.81	$ 192,055.94	$ -30,357.13	$ 1,050.87		5.1%

Small cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
8,376.464	BNY Mellon Small Cap Stock Fund (MPSSX) Class M Shares	$ 9.3500	$ 78,319.94	$ 99,125.84	$ -20,805.90	$ 92.14	0 1%	2.5%
Total small cap			$ 78,319.94	$ 99,125.84	$ -20,805.90	$ 92.14		2.5%

International-developed

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
30,855.309	BNY Mellon International Fund (MPITX) Class M Shares	$ 10.4300	$ 321,820.87	$ 305,525.16	$ 16,295.71	$ 7,806.39	2.4%	10.2%
510	Vale SA (VALE)	29.0300	14,805.30	16,168.66	-1,363.36	114.75	0.8	0.5
Total international-developed			$ 336,626.17	$ 321,693.82	$ 14,932.35	$ 7,921.14		10.7%

Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
14,453.213	BNY Mellon Emerging Markets Fund (MEMKX) Class M Shares	$ 10.1900	$ 147,278.24	$ 138,664.03	$ 8,614.21	$ 1,083.99	0.7%	4.7%
Total emerging markets			**$ 147,278.24**	**$ 138,664.03**	**$ 8,614.21**	**$ 1,083.99**		**4.7%**
Total equities			**$ 1,824,047.30**	**$ 1,792,221.36**	**$ 31,825.94**	**$ 27,909.59**		**57.7%**

Other assets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,000	Ishares S&P Gsci Commodity-Indexed Trust	$ 31.8200	$ 63,640.00	$ 51,640.00	$ 12,000.00	$ 0.00	0.0%	2.0%
312,175.29	Mellon Optima L/S Strategy FD LLC	1.0000	312,175.29	310,000.00	2,175.29	0.00	0.0	9.9
71.723	Defenders Multi-Strategy Hedge Fund LLC	1,275.8018	91,504.33	100,000.00	-8,495.67	0.00	0.0	2.9
Total other assets			**$ 467,319.62**	**$ 461,640.00**	**$ 5,679.62**	**$ 0.00**		**14.8%**
Total assets			**$ 3,161,161.62**	**$ 3,085,784.85**	**$ 75,376.76**	**$ 61,518.35**		**100.0%**

Section 13 of the Will of Thomas Skelton Harrison

The following is the text of Section 13 of the Will of Thomas Skelton Harrison, which establishes the Foundation and the Trust that funds it, outlines the procedures for appointment of Trustees, establishes rules governing eligibility to serve as a Trustee, and sets forth, in subsections (e) and (f), the criteria that the Trustees are to apply in making grants from the income received from the Trust:

THIRTEENTH: It is my will, and I direct, that after my decease there shall be constituted a board of trustees, which shall be entitled to receive the income of the above mentioned residuary estate from the Northern Trust Company, trustee appointed under the preceding clause of this my will.

(a) This board of trustees shall be composed of seven men, citizens of the commonwealth of Pennsylvania, and residents of or doing business in the city of Philadelphia, who shall be selected and appointed severally and respectively by the board of trustees, managers, governors or directors, as the case may be, of the following corporations or institutions:

The Franklin Institute of the State of Pennsylvania for the Promotion of the Mechanic Arts

The Law Association of Philadelphia

The College of Physicians

The City Club of Philadelphia

The Board of Trade

The Board of City Trusts

The University of Pennsylvania

(b) Each of the above named electoral bodies shall select its trustee preferably from its own membership, or from the membership of the society or corporation represented by it, but other persons not connected with such society or corporation may be chosen. But no person shall be elected or shall serve a trustee who occupies any office, elected or appointed, salaried, or unsalaried, of the state of Pennsylvania or city of Philadelphia, excepting members of the board of city trusts, other than those who are members thereof ex officio. And if any trustee after his appointment as such shall accept any such office, he shall, ipso facto, cease to be such trustee, and his place shall be filled as though he were deceased.

(c) Each of said trustees shall be elected for a term of three years. When and as such trustee shall die or resign or accept office as above stated, the electoral body by which he was elected shall elect his successor for a term of three years. The trustees shall serve without any salary or compensation but may rent a suitable office for the transaction of their business and employ any necessary assistants, experts and legal counsel.

(d) Should any electoral body fail to appoint its representative trustee for a period of six months after the right to do so shall accrue, or if any electoral body shall lose its existence, then any of the courts of common pleas of Philadelphia county or any court which may hereafter be constituted exercising the same jurisdiction, shall have the power on application made to such court by the trustees otherwise appointed, to select some suitable person to act upon the said board of trustees for a period of three years, and so on from time to time.

(e) The board of trustees thus constituted shall use and apply the income received by it from time to time for the following uses and purposes:

1. To secure the honest and impartial enforcement of the terms of all contracts made by the city of Philadelphia providing for the furnishing by contractors of labor, or for the erection of buildings, the construction of public improvements, the cleaning of streets, the removal of refuse, including the proper method of carting ashes and garbage &c., the furnishing of water, gas, electricity or transportation facilities or the performance of any other work, or the finishing of any other supplies of any kind or nature for the said city.

2. To obtain the prompt prosecution of and just punishment of all persons guilty of violating contracts with said city or of peculation from its funds either directly or indirectly.

3. To investigate municipal affairs in the city of Philadelphia, and obtain and disseminate information in relation thereto, to aid the officers of departments of the city by advice as to the methods of municipal work, to frame proper legislation in regard thereto, and to aid in the inauguration or conduct of movements for municipal reform and generally for such purposes as will contribute towards the improvement of governmental conditions in the city of Philadelphia.

4. To assist in any special investigation in aid of any special public movement, in the investigation of any department of the city, to assist in the prosecution of any class of frauds or crimes, including frauds against the election laws, and in any other public service that they may deem proper.

5. To further the immediate adoption by the city of Philadelphia of a wise, clear and accurate system of bookkeeping and accounting, including as a feature thereof, the frequent publication of lucid statements as to its financial condition.

6. But it is my will that the funds at the disposal of said Board shall never be used to further the interests of any political party, or to secure the election of any officer of the municipal government, or for any similar purpose, it being my intention that this fund shall be used for the express purposes of this trust, and not as an instrument of partisan politics, for which reason I have endeavored to have the trustees selected by the most representative and public spirited corporate bodies of the city of Philadelphia.

(f) And if it shall be found that the income at any time or from time to time accumulates beyond the needs of the board of trustees in the performance of the above purposes and a prudent reserve for sudden and unexpected contingencies, so that some of the income thus accumulated may safely be used for other public purposes, the trustees are authorized to expend such sum in their discretion in such a way as may tend to promote the health, comfort and general welfare of the citizens of the city of Philadelphia, bearing however in mind the special purposes for which this trust fund is established as indicating the way in which such expenditures should be made. And no expenditure of any of the funds at the disposal of the board of trustees shall be made for any purpose except by the vote of the majority of the entire board.

Form **8868**
(Rev April 2009)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

OMB No 1545-1709

- 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 Form 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

File by the due date for filing your return See instructions

Name of Exempt Organization	Employer identification number
THOMAS SKELTON HARRISON FOUNDATION	23-1489839

Number, street, and room or suite number If a P O box, see instructions
ONE LOGAN SQUARE

City, town or post office, state, and ZIP code For a foreign address, see instructions
PHILADELPHIA PA 19103-6996

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

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

- The books are in the care of ► DAVID F. ABERNETHY

Telephone No ► (215) 988-2503 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 Aug 16, 20 10, to file the exempt organization return for the organization named above The extension is for the organization's return for·

► [X] calendar year 20 09 or

► [ ] tax year beginning _____, 20 ___, and ending _____, 20 ___

2 If this tax year is for less than 12 months, check reason: [ ] 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**	$ 0.
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**	$ 0.
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**	$ 0.

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

BAA 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

File by the extended due date for filing the return See instructions

Name of Exempt Organization
THOMAS SKELTON HARRISON FOUNDATION

Number, street, and room or suite number If a P O box, see instructions
ONE LOGAN SQUARE, #2000

City, town or post office, state, and ZIP code For a foreign address, see instructions
PHILADELPHIA PA 19103-6996

Employer identification number
23-1489839

For IRS use only

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

[X] Form 990	[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 6069
[ ] Form 990-BL	[ ] Form 990-T (section 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 care of ► DAVID F. ABERNETHY
  Telephone No ► (215) 988-2503 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 Nov 15, 20 10.

5 For calendar year 2009 , or other tax year beginning _____ , 20 __ , and ending _____ , 20 __

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

7 State in detail why you need the extension TAXPAYER NEEDS ADDITIONAL TIME TO COMPILE THE INFORMATION NEEDED TO FILE AN ACCURATE AND COMPLETE TAX REUTRN.

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	$ 0.
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	$ 0.
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 instrs	8c	$ 0.

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 ► Rochelle Jenkins Title ► CPA Date ► 8/10/10