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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation: William Bass Charitable Foundation

A Employer identification number: 23-2339056

Number and street (or P O box number if mail is not delivered to street address): 200 Four Falls Corporate Center

Room/suite: 400

B Telephone number: 610-941-2349

City or town, state, and ZIP code: West Conshohocken, PA 19428

C If exemption application is pending, check here ▶ ☐

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 432859.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	169.	169.		Statement 1
	4 Dividends and interest from securities	16949.	16949.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-7990.			
	b Gross sales price for all assets on line 6a 631168.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	9128.	17118.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 3	6395.	6395.		0.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 4	194.	194.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	6589.	6589.		0.
	25 Contributions, gifts, grants paid	22500.			22500.
	26 Total expenses and disbursements Add lines 24 and 25	29089.	6589.		22500.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-19961.			
	b Net investment income (if negative, enter -0-)		10529.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	104155.	114196.	114196.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	521.	310.	310.
	10a Investments - U S and state government obligations			
	b Investments - corporate stock Stmt 5	312213.	282422.	291571.
	c Investments - corporate bonds Stmt 6	24355.	24355.	26782.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	441244.	421283.	432859.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	441244.	421283.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	441244.	421283.	
	31 **Total liabilities and net assets/fund balances**	441244.	421283.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	441244.
2	Enter amount from Part I, line 27a	2	-19961.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	421283.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	421283.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	UBS 1099- See Attached		Various	Various
b	UBS 1099- See Attached		Various	Various
c	Tootsie Roll Indust		10/01/08	10/28/09
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	589203.		572062.	17141.
b	41635.		67096.	-25461.
c	330.			330.
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				17141.
b				-25461.
c				330.
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-7990.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	33750.	494005.	.068319
2007	37400.	564454.	.066259
2006	38693.	516862.	.074861
2005	25800.	518552.	.049754
2004	49452.	534277.	.092559

2	Total of line 1, column (d)	2	.351752
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.070350
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	381407.
5	Multiply line 4 by line 3	5	26832.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	105.
7	Add lines 5 and 6	7	26937.
8	Enter qualifying distributions from Part XII, line 4	8	22500.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	211.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	211.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	211.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 521.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	521.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	310.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 310. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Burton K. Stein, Esquire Telephone no ▶610-941-2349
Located at ▶200 Four Falls Corp. Center, Suite 400, West Cons ZIP+4 ▶19428

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ _____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
	If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Rosalind Bass #4D, 101 Cheswold Lane Haverford, PA 19041	President 0.50	0.	0.	0.
Robert Bass Cozen O'Connor- 1900 Market Street Philadelphia, PA 19103	Vice-President 1.00	0.	0.	0.
Jerome Bass 8 Lee Road Chestnut Hill, MA 02467	Secretary 0.25	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2009)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	257230.
b	Average of monthly cash balances	1b	129985.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	387215.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	387215.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5808.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	381407.
6	**Minimum investment return.** Enter 5% of line 5	6	19070.

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

1	Minimum investment return from Part X, line 6			1	19070.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	211.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	211.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	18859.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	18859.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	18859.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	22500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	22500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	22500.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				18859.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004 16535.				
b From 2005 470.				
c From 2006 13764.				
d From 2007 10570.				
e From 2008 9529.				
f Total of lines 3a through e	50868.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 22500.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				18859.
e Remaining amount distributed out of corpus	3641.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	54509.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	16535.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	37974.			
10 Analysis of line 9				
a Excess from 2005 470.				
b Excess from 2006 13764.				
c Excess from 2007 10570.				
d Excess from 2008 9529.				
e Excess from 2009 3641.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

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

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

1 **Information Regarding Foundation Managers:**

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

Rosalind Bass

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

None

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 7				
Total			▶ 3a	22500.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	169.	
4 Dividends and interest from securities			14	16949.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	523000	-7990.			
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-7990.		17118.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	9128.

(See worksheet in line 13 instructions to verify calculations)

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

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a nonchantable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a nonchantable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee — Date: 5/11/10 — Title: Vice-President

Paid Preparer's Use Only

Preparer's signature: Burton K. Kittner — Date: 5/11/2010 — Check if self-employed ☐ — Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: Cozen O'Connor, 200 Four Falls Corporate Center, #400, West Conshohocken, PA 19428 — EIN — Phone no 610-941-2349

Form **990-PF** (2009)

923622
02-02-10

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Interest	169.
Total to Form 990-PF, Part I, line 3, Column A	169.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Miscellaneous Diviend	56.	0.	56.
Net Accrued Interest Received	147.	0.	147.
Non Div Distribution	58.	0.	58.
UBS Financial Services	10502.	0.	10502.
UBS Financial Services	5886.	0.	5886.
Universal Health Div not on 1099	300.	0.	300.
Total to Fm 990-PF, Part I, ln 4	16949.	0.	16949.

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Cozen O'Connor	6395.	6395.		0.
To Fm 990-PF, Pg 1, ln 16a	6395.	6395.		0.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2008 Excise Tax	194.	194.		0.
To Form 990-PF, Pg 1, ln 18	194.	194.		0.

Form 990-PF Corporate Stock Statement 5

Description	Book Value	Fair Market Value
1000 shs Alcoa Inc	0.	0.
2000 shs CBS Corp New CL B	0.	0.
1000 shs Coca Cola Co	0.	0.
9 shs Fairpoint Commuications	0.	0.
2000 shs General Electric Co	0.	0.
1000 shs H J Heinz Co	0.	0.
700 shs Pepsico Inc	0.	0.
3000 shs Sara Lee Corp	0.	0.
2000 shs CBS Corp 6.75% Preferred	0.	0.
1000 shs Citigroup 8.124% Preferred	0.	0.
1500 shs AT&T	37222.	42045.
3000 shs General Electric Co	53021.	45390.
1000 shs Genuine Parts Co	36455.	37960.
1500 shs PPL	45525.	48465.
800 shs Southern Co	25585.	26656.
1500 shs Sysco Corp	37713.	41910.
500 shs Universal Health Realty Income	15325.	16015.
1000 shs Verizon Communications	31576.	33130.
Total to Form 990-PF, Part II, line 10b	282422.	291571.

Form 990-PF Corporate Bonds Statement 6

Description	Book Value	Fair Market Value
25000 Weyerhaeuser Bond, 7.25%	24355.	26782.
Total to Form 990-PF, Part II, line 10c	24355.	26782.

Form 990-PF Grants and Contributions Paid During the Year Statement 7

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
CIMC -Cambridge Insight Meditation Center 331 Broadway Cambridge, MA 02139	N/A Charitable	Public 501(c)(3)	2000.
Congregation Rodeph Shalom 615 North Broad Street Philadelphia, PA 19123	N/A Charitable	Public 501(c)(3)	4500.
Rx HAT - c/o Burton K. Stein, Esq 200 Four Falls Corp Ctr, #400 West Conshohocken, PA 19428	N/A Charitable	Public 501(c)(3)	500.
Jewish Federation of Philadelphia 2100 Arch Street Philadelphia, PA 19103	N/A Charitable	Public 501(c)(3)	4000.
Pennsylvania Ballet 1819 JFK Blvd, Suite 210 Philadelphia, PA 19103	N/A Charitable	Public 501(c)(3)	2500.
William Penn Charter School 3000 W. School House Lane Philadelphia, PA 19144	N/A Charitable	Public 501(c)(3)	5000.
Jewish Funds for Justice 330 Seventh Ave., Suite 1902 New York, NY 10001	N/A Charitable	Public 501(c)(3)	2000.
Carolina Ballet 3401-131 Atlantic Avenue Raleigh, NC 27604	N/A Charitable	Public 501(c)(3)	2000.
Total to Form 990-PF, Part XV, line 3a			22500.

UBS Financial Services Inc.

2009 Consolidated Form 1099

P06L355751-X1

2009 Realized Gain/Loss Summary (Includes sale proceeds not reported on Form 1099-B)

This Realized Gain/Loss Summary is not a tax reporting document and has not been submitted to the IRS If your sale amount matches the amount on Form 1099-B, which is reported to the IRS, it is marked as such Please rely on the confirmations previously provided to you as your official activity record

Estimated 2009 Gain/Loss for transactions with trade dates through 12/31/09 has been incorporated into this statement Realized gain/loss is based on the sales amount less the cost basis Please note that gain or loss recognized on the sale or redemption of certain Structured Products may be ordinary, and not capital, gain or loss Please check with your tax advisor and/or read the tax-related disclosure materials associated with those products Note that the Original Cost Basis column is only populated for transactions of securities that have had their basis reduced due to premium amortization or increased due to OID accretion

The cost basis of the oldest security lot (first-in, first-out or FIFO method of accounting) is assigned to a sale to calculate Gain/Loss unless you identified a specific lot (a "versus purchase" or "VSP" order) when you placed your sell order. An asterisk (*) indicates a UBS Financial Services adjustment to cost basis The number "1" indicates cost basis information has been provided by a source other than UBS Financial Services. Gain/Loss may not have been adjusted for all capital changes Gain/Loss values that may be subject to Wash Sale provisions are not indicated here "Earnings" in the Purchase Date column indicates the position sold was acquired on various dates through dividend reinvestment and that the Gain/Loss has been aggregated

Cost basis for coupon tax-exempt municipal securities (including securities subject to AMT) has been adjusted for mandatory amortization of bond premium The OID amount reported on your Form 1099-OID is not adjusted for Market Discount, Acquisition Premium, or Bond Premium Therefore, the amortization and accretion adjustments used here may not be consistent with the Form 1099-OID amount because the reporting requirements are different.

Gain/Loss from short sale closings are reported as short-term regardless of the holding period of property used to close the short position Clients should consult their tax advisors as to whether exceptions may apply in their particular case to change this classification The potential application of the "Constructive Sale" provisions (Sec 1259) for short-against-the box transactions is not considered Clients should discuss the possible application of these provisions with their tax advisor

	Purchase	Sale	Gains	Losses	Net Gain/Loss
Short-term Gain/Loss:	$ 572,061.55	$ 589,203.12	$ 37,835.87	$ -20,694.30	$ 17,141.57
Long-term Gain/Loss:	67,095.45	41,635.10		-25,460 35	-25,460.35
Unclassified Gain/Loss:		330.09			
Sub Total:	**$ 639,157.00**	**$ 630,838.22**	**$ 37,835.87**	**$ -46,154.65**	**$ -8,318.78**
Activity with Gain/Loss not calculated due to missing information:	$	$ 330.09	$	$	$
Total:	**$ 639,157.00**	**$ 631,168.31**	**$ 37,835.87**	**$ -46,154.65**	**$ -8,318.78**

Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
ALCOA INC	Trade	500.000		10/07/08	01/02/09	6,117.34	8,880.25	-2,762 91		Y
	Trade	500.000		10/15/08	01/02/09	6,117.34	5,840 25	277 09		Y
CAMPBELL SOUP CO	Trade	500.000		11/03/09	11/23/09	17,194 30	15,905.25	1,289 05		Y
CBS CORP NEW CL B	Trade	1,000.000		08/26/08	08/03/09	8,784.52	16,457.63	-7,673.11		Y
	Trade	1,000.000		08/26/08	08/07/09	10,638.07	16,457.63	-5,819 56		Y
COCA COLA CO COM	Trade	500.000		09/19/08	06/02/09	24,724.11	26,605 25	-1,881.14		Y
	Trade	500.000		09/22/08	07/01/09	24,610.11	25,755.25	-1,145.14		Y

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Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
CSX CORP NTS 07.375% 020119 DTD012009 FC080109 M\W +50BP	Trade	25,000.000		02/05/09	08/13/09	27,808 50	23,961 00	3,847.50		Y
DU PONT DE NEMOURS	Trade	500.000		02/10/09	03/26/09	11,705 68	11,865.25	-159.57		Y
FLOWERS FOODS INC	Trade	1,000.000		11/11/09	12/02/09	22,964 15	22,141 25	822.90		Y
HEINZ H J CO	Trade	400.000		12/05/08	01/02/09	15,518.61	14,335.25	1,183.36		Y
	Trade	300.000		12/09/08	01/02/09	11,638.96	11,047.25	591.71		Y
	Trade	300.000		12/15/08	01/02/09	11,638.96	10,927.25	711.71		Y
KRAFT FOODS INC CL A	Trade	1,000.000		10/08/09	10/27/09	26,704 06	26,335.25	368 81		Y
LILLY ELI & CO	Trade	400.000		05/05/09	05/07/09	14,194.38	13,905.25	289.13		Y
MARATHON OIL CORP 06.000% 100117 DTD092707 FC040108 MW@+20BP BE	Trade	25,000.000		01/06/09	08/13/09	25,926 75	21,649.25	4,277 50		Y
MCDONALDS CORP	Trade	400.000		08/06/09	11/13/09	25,182.10	22,125.25	3,056.85		Y
	Trade	400.000		10/28/09	11/16/09	25,534.09	23,576.45	1,957.64		Y
MERCK & CO **NAME CHANGE: 11/ 2009**	Trade	400.000		02/27/09	03/13/09	10,559 49	10,088.45	471 04		Y
PEPSICO INC	Trade	400.000		10/14/08	09/02/09	22,491.22	21,927.25	563 97		Y
	Trade	100.000		12/15/08	09/02/09	5,622.80	5,148 42	474.38		Y
	Trade	200.000		12/15/08	09/04/09	11,477.60	10,296 83	1,180.77		Y
	Trade	300.000		02/10/09	09/04/09	17,216.40	15,075.25	2,141.15		Y
PPL CORP	Trade	800.000		08/04/09	10/09/09	23,889.21	24,153.25	-264.04		Y
	Trade	400.000		08/13/09	10/09/09	11,944 61	11,777.25	167.36		Y
PROGRESS ENERGY INC.	Trade	500.000		05/20/09	06/18/09	18,620 27	17,410 25	1,210 02		Y
SARA LEE CORP	Trade	2,000.000		11/05/08	02/03/09	20,504.63	21,405.25	-900.62		Y
	Trade	1,000.000		11/06/08	07/13/09	9,949 57	9,645 25	304.32		Y

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Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
SARA LEE CORP	Trade	500.000		04/02/09	07/13/09	4,974.79	4,251.31	723.48		Y
	Trade	1,500 000		04/02/09	07/15/09	15,254.35	12,753.94	2,500.41		Y
	Trade	1,500.000		09/01/09	09/25/09	16,799.31	14,422.63	2,376.68		Y
	Trade	1,500.000		09/01/09	09/30/09	16,544.32	14,422.63	2,121.69		Y
SUNOCO INC	Trade	500.000		06/16/09	08/04/09	12,867.04	12,955.25	-88.21		Y
	Trade	500 000		07/06/09	08/04/09	12,867.04	11,125.25	1,741.79		Y
SYSCO CORP	Trade	500.000		09/24/09	12/11/09	14,519.37	12,727.63	1,791.74		Y
WAL MART STORES INC	Trade	500.000		08/06/09	08/25/09	26,099.07	24,705.25	1,393.82		Y
Total Short-Term Gain/Loss						**589,203.12**	**572,061.55**	**17,141.57**		

Long-Term Gain/Loss

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
CBS CORP NEW	Trade	300.000		12/28/07	07/06/09	5,143.74	5,749.58	-605.84		Y
6.750%	Trade	700.000		12/28/07	07/13/09	12,064.79	13,415.68	-1,350.89		Y
DUE 03/27/56 CALLABLE	Trade	1,000 000		03/04/08	07/15/09	17,416.78	22,855.25	-5,438.47		Y
CITIGROUP INC SER AA 8.125% PREFERRED CLBL PAR VALUE - 25 00 USD	Trade	1,000 000		01/22/08	03/09/09	7,009.49	25,000.00	-17,990.51		Y
FAIRPOINT COMMUNICATIONS INC	Trade	9 000		03/14/08	12/28/09	.30	74.94	-74.64		Y
Total Long-Term Gain/Loss						**41,635.10**	**67,095.45**	**-25,460.35**		

UBS Financial Services Inc.

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Unclassified Gain/Loss

This section includes securities that cannot be classified as short-term or long-term due to missing information or the product is one for which a gain/loss calculation is not provided This section may also include securities not reported on Form 1099-B, as well as securities classified as a percentage of both short-term and long-term holding periods, the "60/40 rule" Broad-Based Index options may also be subject to Mark-to-Market rules Please consult your tax advisor for proper tax treatment of these types of transactions

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
TOOTSIE ROLL INDUST	Trade	15 000	[redacted] -	10/1/08	10/28/09	330.09	330.00	-0- Not Calculated-	Not calculated	Y
Total Unclassified Gain/Loss						**330.09**	330.00	-0-		