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Form **990-EZ**Department of the Treasury
Internal Revenue Service**Short Form
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)

- Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.
- The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-1150

2009**Open to Public
Inspection**

A For the 2009 calendar year, or tax year beginning _____, and ending _____										
B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Termination ☐ Amended return ☐ Application pending	<table border="1" style="width:100%"> <tr> <td style="width:10%">Please use IRS label or print or type. See Specific Instructions.</td> <td> C Name of organization TRI-STATE REAL ESTATE INVESTORS, INC </td> <td> D Employer identification number 23-2578464 </td> </tr> <tr> <td colspan="2"> Number and street (or P.O. box, if mail is not delivered to street address) Room/suite P.O. Box 55 </td> <td> E Telephone number 215-712-2525 </td> </tr> <tr> <td colspan="2"> City or town, state or country, and ZIP + 4 LINE LEXINGTON PA 18932 </td> <td> F Group Exemption Number _____ </td> </tr> </table>	Please use IRS label or print or type. See Specific Instructions.	C Name of organization TRI-STATE REAL ESTATE INVESTORS, INC	D Employer identification number 23-2578464	Number and street (or P.O. box, if mail is not delivered to street address) Room/suite P.O. Box 55		E Telephone number 215-712-2525	City or town, state or country, and ZIP + 4 LINE LEXINGTON PA 18932		F Group Exemption Number _____
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- Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

I Website: ► WWW.DIGONLINE.ORG	G Accounting method ☒ Cash ☐ Accrual Other (specify) ► _____
J Tax-exempt status (check only one) — ☒ 501(c) (6) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527	H Check ☒ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)
K Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.	
L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts. If \$500,000 or more, file Form 990 instead of Form 990-EZ. ► \$ 190,004	

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	
	2	Program service revenue including government fees and contracts	2	45,034
	3	Membership dues and assessments	3	116,538
	4	Investment income	4	11,359
	5a	Gross amount from sale of assets other than inventory	5a	
	b	Less cost or other basis and sales expenses	5b	
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6	Special events and activities (complete applicable parts of Schedule G) If any amount is from gaming, check here ☐		
	a	Gross revenue (not including \$ _____ of contributions reported on line 1)	6a	
b	Less direct expenses other than fundraising expenses	6b		
c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c		
7a	Gross sales of inventory, less returns and allowances	7a		
b	Less cost of goods sold	7b		
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8	Other revenue (describe ► See Statement 2)	8	17,073	
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	190,004	
Expenses	10	Grants and similar amounts paid (attach schedule)	10	
	11	Benefits paid to or for members	11	
	12	Salaries, other compensation, and employee benefits	12	9,948
	13	Professional fees and other payments to independent contractors	13	60,881
	14	Occupancy, rent, utilities, and maintenance	14	40,635
	15	Printing, publications, postage, and shipping	15	15,747
	16	Other expenses (describe ► See Statement 3)	16	96,413
17	Total expenses. Add lines 10 through 16	17	223,624	
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	-33,620
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	959,492
	20	Other changes in net assets or fund balances (attach explanation) See Statement 4	20	20,592
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	946,464

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

		(A) Beginning of year	(B) End of year
22	Cash, savings, and investments	748,498	714,781
23	Land and buildings	23	
24	Other assets (describe ► See Statement 5)	211,090	231,683
25	Total assets	959,588	946,464
26	Total liabilities (describe ► See Statement 6)	96	0
27	Net assets or fund balances (line 27 of column (B) must agree with line 21)	959,492	946,464

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form **990-EZ** (2009)

Expenses

(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others)

Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, or other relevant information for each program title.

28a	124,232
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29a

30a

31a

32	124,232
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32

(a) Name and address

(e) Expense account and other allowances

DAA

Part V Other Information (Note the statement requirements in the instructions for Part V.)

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		X
34 Were any changes made to the organizing or governing documents? If "Yes," attached a conformed copy of the changes		X
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T		
a Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		X
37a Enter amount of political expenditures, direct or indirect, as described in the instr 37a		
b Did the organization file Form 1120-POL for this year?		X
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		X
b If "Yes," complete Schedule L, Part II and enter the total amount involved 38b		
39 Section 501(c)(7) organizations Enter		
a Initiation fees and capital contributions included on line 9 39a		
b Gross receipts, included on line 9, for public use of club facilities 39b		
40a Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911 40a , section 4912 40a , section 4955 40a		
b Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or is it 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 40b		
c Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 40c		
d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization 40d		
e All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T 40e		X
41 List the states with which a copy of this return is filed 41 None		
42a The organization's books are in care of 42a Treasurer Telephone no 42a 215-348-9504 P.O. Box 55 Located at 42a Line Lexington, PA ZIP + 4 42a 18932		
b 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)? 42b		X
If "Yes," enter the name of the foreign country 42b _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
c At any time during the calendar year, did the organization maintain an office outside of the U S ? 42c		X
If "Yes," enter the name of the foreign country 42c _____		
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here 43 and enter the amount of tax-exempt interest received or accrued during the tax year 43		
44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ 44		X
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ 45		X

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

	Yes	No
46 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	46	
47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	47	
48 Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48	
49a Did the organization make any transfers to an exempt non-charitable related organization?	49a	
b If "Yes," was the related organization a section 527 organization?	49b	

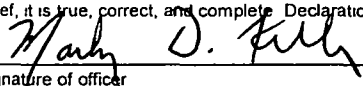
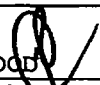
50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances

f Total number of other employees paid over \$100,000 **▶** _____**51** Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000 **▶** _____

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 officer) is based on all information of which preparer has any knowledge.						
	 Signature of officer MARLON KELLER Type or print name and title		Date 5/12/10 TREASURER				
Paid Preparer's Use Only	Preparer's signature	 RICHARD UNDERWOOD	Date	02/17/10	Check if self-employed ☐	Preparer's Identifying Number (See instr.)	P00006104
	Firm's name (or yours if self-employed), address, and ZIP + 4	Ellenoff, Underwood & Norman 25 W Court St Doylestown, PA 18901			EIN	23-2588313	
				Phone no	215-348-9504		

May the IRS discuss this return with the preparer shown above? See instructions **▶** ☐ Yes ☐ No