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Form **990-PF**

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

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

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

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 EDEN CHARITABLE FOUNDATION | | A Employer identification number 23-2706163 |
| | Number and street (or P O box number if mail is not delivered to street address) Room/suite STRAFFORD BLDG TWO, 200 EAGLE RD. 204 | | B Telephone number (see page 10 of the instructions) |
| | City or town, state, and ZIP code WAYNE PA 19087 | | C If exemption application is pending, check here <input type="checkbox"/> |
| | | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,280,439 (Part I, column (d) must be on cash basis) | | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

Part I Analysis of Revenue and Expenses (The

total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

| | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue | | | | |
| 1 Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| 3 Interest on savings and temporary cash investments | 417 | 417 | | |
| 4 Dividends and interest from securities | 346,187 | 346,187 | | |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 STMT 1 | -470,527 | | | |
| b Gross sales price for all assets on line 6a 4,064,939 | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 0 | | |
| 8 Net short-term capital gain | | | 0 | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns & allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) (attach schedule) | | | | |
| 11 Other income (attach schedule) | | | | |
| 12 Total. Add lines 1 through 11 | -123,923 | 346,604 | 0 | |
| Operating and Administrative Expenses | | | | |
| 13 Compensation of officers, directors, trustees, etc | 140,000 | | | 127,500 |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach schedule) STMT 2 | 15,953 | | | 15,953 |
| c Other professional fees (attach schedule) | | | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3 | 4,105 | | | 4,105 |
| 19 Depreciation (attach schedule) and depletion | | | | |
| 20 Occupancy | 5,670 | | | 5,670 |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (att sch) STMT 4 | 21,420 | 18,068 | | 3,352 |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 187,148 | 30,568 | | 156,580 |
| 25 Contributions, gifts, grants paid | 285,000 | | | 285,000 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 472,148 | 30,568 | 0 | 441,580 |
| 27 Subtract line 26 from line 12 | | | | |
| a Excess of revenue over expenses and disbursements | -596,071 | | | |
| b Net investment income (if negative, enter -0-) | | 316,036 | | |
| c Adjusted net income (if negative, enter -0-) | | | 0 | |

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | Beginning of year | End of year | |
|------------------------------------|-----|--|--|-------------------|----------------|-----------------------|
| | | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash—non-interest-bearing | | | | |
| | 2 | Savings and temporary cash investments | | 5,237,009 | 6,961,560 | 7,142,410 |
| | 3 | Accounts receivable ▶ Less allowance for doubtful accounts ▶ | | | | |
| | 4 | Pledges receivable ▶ Less allowance for doubtful accounts ▶ | | | | |
| | 5 | Grants receivable | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions) | | | | |
| | 7 | Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶ | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10a | Investments—U S and state government obligations (attach schedule) STMT 5 | | 974,115 | 481,646 | 452,354 |
| | b | Investments—corporate stock (attach schedule) SEE STMT 6 | | 3,236,641 | 1,705,033 | 1,413,442 |
| | c | Investments—corporate bonds (attach schedule) SEE STMT 7 | | 515,015 | 266,189 | 272,233 |
| | 11 | Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶ | | | | |
| | 12 | Investments—mortgage loans | | | | |
| | 13 | Investments—other (attach schedule) | | | | |
| | 14 | Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶ | | | | |
| | 15 | Other assets (describe ▶) | | | | |
| | 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | | 9,962,780 | 9,414,428 | 9,280,439 |
| Liabilities | 17 | Accounts payable and accrued expenses | | | | |
| | 18 | Grants payable | | | | |
| | 19 | Deferred revenue | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | |
| | 22 | Other liabilities (describe ▶ SEE STATEMENT 8) | | 3,010 | 50,729 | |
| | 23 | Total liabilities (add lines 17 through 22) | | 3,010 | 50,729 | |
| Net Assets or Fund Balances | | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | |
| | 24 | Unrestricted | | | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31. | | | | |
| | 27 | Capital stock, trust principal, or current funds | | 9,959,770 | 9,363,699 | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | | |
| | 30 | Total net assets or fund balances (see page 17 of the instructions) | | 9,959,770 | 9,363,699 | |
| | 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | | 9,962,780 | 9,414,428 | |

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 | 9,959,770 |
| 2 | Enter amount from Part I, line 27a | 2 | -596,071 |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 9,363,699 |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 9,363,699 |

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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 N/A | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | |
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | |
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | |
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| 2 Capital gain net income or (net capital loss) | | <div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> | 2 | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | | | 3 | |
| If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 | | | | |

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|---|--|--|---|
| 2008 | 469,926 | 9,381,353 | 0.050091 |
| 2007 | 530,696 | 10,063,042 | 0.052737 |
| 2006 | 447,532 | 9,893,650 | 0.045234 |
| 2005 | 470,901 | 9,806,469 | 0.048019 |
| 2004 | 467,808 | 9,887,145 | 0.047315 |
| 2 Total of line 1, column (d) | | | 2 0.243396 |
| 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | | | 3 0.048679 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | | | 4 8,963,155 |
| 5 Multiply line 4 by line 3 | | | 5 436,317 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 3,160 |
| 7 Add lines 5 and 6 | | | 7 439,477 |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 8 441,580 |

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

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EDEN CHARITABLE FOUNDATION**23-2706163**Page **4****Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

| | | | |
|-----------|--|-----------|--------------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 3,160 |
| 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 | 3,160 |
| 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 | 3,160 |
| 6 | Credits/Payments | | |
| a | 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a | |
| 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 | |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | 79 |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 3,239 |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | |
| 11 | Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----------|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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. | | X |
| 1c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ | | |
| 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 | | 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 | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | 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? | | 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 | | X |
| 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> 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 | | X |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

N/A

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Form 990-PF (2009) **EDEN CHARITABLE FOUNDATION****23-2706163**Page **5****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 page 20 of the instructions) | 11 | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A | 13 | X | |
| 14 | The books are in care of ► RAINER & COMPANY 2 CAMPUS BLVD., SUITE 220 Located at ► NEWTOWN SQUARE, PA | Telephone no ► 610-353-4610 ZIP+4 ► 19073 | | |
| 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 <input type="checkbox"/> | | |

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

| | | Yes | No |
|-----|--|-----|----------|
| 1a | During the year did the foundation (either directly or indirectly) | | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/> | 1b | |
| 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? N/A | 1c | |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | |
| a | At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions) 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 ► 20 , 20 , 20 , 20 | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 |

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

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

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 GRANTS TO 501C CHARITIES

285,000

2

3

4

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 N/A

2

All other program-related investments. See page 24 of the instructions

3

Total. Add lines 1 through 3



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

| | | | |
|----------|---|-----------|------------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| a | Average monthly fair market value of securities | 1a | 6,203,317 |
| b | Average of monthly cash balances | 1b | 2,896,333 |
| c | Fair market value of all other assets (see page 24 of the instructions) | 1c | 0 |
| d | Total (add lines 1a, b, and c) | 1d | 9,099,650 |
| 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 | 9,099,650 |
| 4 | Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 136,495 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 8,963,155 |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 448,158 |

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

| | | | |
|-----------|---|-----------|----------------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 448,158 |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 3,160 |
| b | Income tax for 2009 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 3,160 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 444,998 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 444,998 |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | 6 | |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7 | 444,998 |

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

| | | | |
|----------|--|-----------|----------------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes | 1a | 441,580 |
| a | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 | 1b | |
| b | Program-related investments—total from Part IX-B | | |
| 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 | 441,580 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions) | 5 | 3,160 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 438,420 |

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

Part XIII Undistributed Income (see page 26 of the instructions)

| | (a) Corpus | (b) Years prior to 2008 | (c) 2008 | (d) 2009 |
|--|---------------|----------------------------|-------------|----------------|
| 1 Distributable amount for 2009 from Part XI, line 7 | | | | 444,998 |
| 2 Undistributed income, if any, as of the end of 2009 | | | | |
| a Enter amount for 2008 only | | | | |
| b Total for prior years 20____, 20____, 20____ | | | | |
| 3 Excess distributions carryover, if any, to 2009 | | | | |
| a From 2004 | | | | 4,762 |
| b From 2005 | | | | |
| c From 2006 | | | | |
| d From 2007 | | | | 45,730 |
| e From 2008 | | | | 10,928 |
| f Total of lines 3a through e | 61,420 | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 441,580 | | | | |
| a Applied to 2008, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required—see page 26 of the instructions) | | | | |
| c Treated as distributions out of corpus (Election required—see page 26 of the instructions) | | | | |
| d Applied to 2009 distributable amount | | | | 441,580 |
| e Remaining amount distributed out of corpus | | | | |
| 5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a)) | 3,418 | | | 3,418 |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 58,002 | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions | | | | |
| e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions | | | | |
| f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 | | | | 0 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) | 1,344 | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | 56,658 | | | |
| 10 Analysis of line 9. | | | | |
| a Excess from 2005 | | | | |
| b Excess from 2006 | | | | |
| c Excess from 2007 | | | | 45,730 |
| d Excess from 2008 | | | | 10,928 |
| e Excess from 2009 | | | | |

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines
N/A

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient | 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 |
|---|---|--------------------------------|----------------------------------|----------------|
| Name and address (home or business) | | | | |
| a Paid during the year SEE SCHEDULE ATTACH | ALL GRANTS FOR | OPERATING | EXPENSES | 285,000 |
| Total | | | ► 3a | 285,000 |
| b Approved for future payment N/A | | | | |
| Total | | | ► 3b | |

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

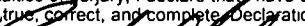
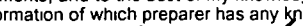



| 1 | | Yes | No |
|---|--|-----|----|
| Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | |
| a Transfers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

[illegible]

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 | | |
| | | |
| | | |
| | | |
| | | |

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.

| | | | | | | | | | | | | |
|--------------------------------|--|-----------------|---|--|--------------------------------|---|-----------------|---|--|---|--|--|
| Sign Here |  Signature of officer or trustee | | 4-7-10 Date |  Title | | | | | | | | |
| | <table border="1"> <tr> <td rowspan="2">Paid Preparer's Use Only</td> <td> Preparer's signature  </td> <td> Date 3/22/10 </td> <td> Check if self-employed <input type="checkbox"/> </td> <td> Preparer's identifying number (see Signature on page 30 of the instructions) P00183827 </td> </tr> <tr> <td colspan="3"> Firm's name (or yours if self-employed), address, and ZIP code RAINER & COMPANY 2 CAMPUS BLVD STE 220 NEWTOWN SQUARE, PA 19073-3270 </td> <td> EIN 23-2183936 Phone no 610-353-4610 </td> </tr> </table> | | | | Paid Preparer's Use Only | Preparer's signature  | Date 3/22/10 | Check if self-employed <input type="checkbox"/> | Preparer's identifying number (see Signature on page 30 of the instructions) P00183827 | Firm's name (or yours if self-employed), address, and ZIP code RAINER & COMPANY 2 CAMPUS BLVD STE 220 NEWTOWN SQUARE, PA 19073-3270 | | |
| Paid Preparer's Use Only | Preparer's signature  | Date 3/22/10 | Check if self-employed <input type="checkbox"/> | Preparer's identifying number (see Signature on page 30 of the instructions) P00183827 | | | | | | | | |
| | Firm's name (or yours if self-employed), address, and ZIP code RAINER & COMPANY 2 CAMPUS BLVD STE 220 NEWTOWN SQUARE, PA 19073-3270 | | | EIN 23-2183936 Phone no 610-353-4610 | | | | | | | | |

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

| Whom Sold | Description | | Date Sold | Date Acquired | How Received | | Cost | Expense | Depreciation | Net Gain / Loss |
|--------------------------------|-------------|-----------|-----------|---------------|--------------|----------|---------|---------|--------------|-----------------|
| | | | | | Sale Price | Received | | | | |
| CD-HIGHLAND BANK | 4.6% | 3/20/14 | 1/20/09 | \$ | PURCHASE | | 100,000 | \$ | \$ | |
| CD- COMMUNITY WEST BANK | | 3/10/08 | | | PURCHASE | | | | | |
| CD-THE WASHINGTON | 3.5% | 2/20 | 1/05/09 | | PURCHASE | | 98,430 | | | 570 |
| FEDERAL NATL MTG ASSOC - MULTI | | 5/03/04 | 2/20/09 | | PURCHASE | | 18,900 | | | 100 |
| CD-GMAC BK MIDVALE UT | 4.850% | 10/04/07 | 2/02/09 | | PURCHASE | | 50,000 | | | |
| FED HOME LN BK | 5% | 6/19/08 | 3/09/09 | | PURCHASE | | 49,729 | | | 271 |
| FED NATHL MTG ASSOC | 4.5% | 2/6/1 | 3/19/09 | | PURCHASE | | 54,995 | | | 5 |
| CD-PROVIDENT | 5.00% | 3/12/2015 | 3/27/09 | | PURCHASE | | 43,650 | | | 1,350 |
| CD-MIDFIRST BANK | 5.50% | 9/21/17 | 3/02/09 | | PURCHASE | | 75,000 | | | |
| FED HOME LN MTG | - 4% | 2/15/16 | 3/23/09 | | PURCHASE | | 99,000 | | | |
| CD-WESTERN BANK | PUERTO RICO | 4.6% | 3/27/09 | | PURCHASE | | 100,000 | | | |
| FED NATIONAL MORT | 5.45% | 4/12/09 | 4/01/09 | | PURCHASE | | 99,000 | | | |
| CD-KEY BANK NA OHIO | 5.25% | 5/1/09 | 4/13/09 | | PURCHASE | | 149,993 | | | 7 |
| FED HOME LOAN MORT | 4.0% | 2/15/16 | 5/01/08 | | PURCHASE | | 52,496 | | | -2,496 |
| CD-BANKERS BANK ATLANTA | 3.85% | 3/7/12 | 5/05/09 | | PURCHASE | | 99,995 | | | 5 |
| CD-AMERICAN NATIONAL BANK | 4.75% | 5/15 | 3/7/12 | | PURCHASE | | 47,601 | | | 2,399 |
| GOLDMAN SACHS GROUP | 6.65% | 5/15/09 | 5/15/09 | | PURCHASE | | 50,000 | | | |
| | | 6/11/99 | 5/15/09 | | PURCHASE | | 121,849 | | | 3,151 |

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description | | | How Received | | Expense | Depreciation | Net Gain / Loss |
|---------------------------|-------------------|-----------|--------------|----|---------|--------------|-----------------|
| Whom Sold | Date Acquired | Date Sold | Sale Price | | | | |
| FED HOME LOAN MORT | 5.4% 11/28/17 | | PURCHASE | | | | |
| | 1/25/08 | 5/28/09 | \$ 150,000 | \$ | | | |
| CD-CITIZENS BANK | 5.1% 1/25/18 | | PURCHASE | | | | |
| | 1/18/08 | 5/29/09 | 100,000 | | | | |
| CD-KEY BANK | 5.0% 6/12/09 | | PURCHASE | | | | |
| | 6/03/02 | 6/12/09 | 50,000 | | | | |
| CD-KEY BANK | 5.0% 6/12/09 | | PURCHASE | | | | |
| | 4/28/05 | 6/12/09 | 25,000 | | | | |
| FED NATIONAL MORT | 4.0% 12/19/12 | | PURCHASE | | | | |
| | 1/07/09 | 6/19/09 | 100,000 | | | | |
| CD-KEY BANK | 5.0% 6/26/09 | | PURCHASE | | | | |
| | 7/13/05 | 6/26/09 | 10,306 | | | | |
| CD-LEHMAN BROS | 4.15% 6/30/09 | | PURCHASE | | | | |
| | 8/23/04 | 6/30/09 | 20,000 | | | | |
| CD-FIRST BUSINESS MADISON | 4.5% 7/13/ | | PURCHASE | | | | |
| | 3/07/06 | 7/13/09 | 10,000 | | | | |
| CD-TREASURY BANK | 4.0% 7/16/09 | | PURCHASE | | | | |
| | 3/09/06 | 7/16/09 | 20,000 | | | | |
| CD-TREASURY BANK | 4.0% 7/23/09 | | PURCHASE | | | | |
| | 5/23/06 | 7/23/09 | 55,000 | | | | |
| CD-EUROBANK HATO REY | 3.95% 7/28/09 | | PURCHASE | | | | |
| | 6/25/07 | 7/28/09 | 55,000 | | | | |
| CD-JP MORGAN CHASE | .52% (MONTHLY) 8/ | | PURCHASE | | | | |
| | 7/19/06 | 8/04/09 | 100,000 | | | | |
| CD-GEAGAU SAVINGS | 4.0% 2/13/09 | | PURCHASE | | | | |
| | 2/01/08 | 8/12/09 | 70,000 | | | | |
| CD - CORUS BANK | 4.05% 2/16/10 | | PURCHASE | | | | |
| | 8/05/03 | 9/18/09 | 85,000 | | | | |
| FED HOME LOAN | 3.5% 6/24/14 | | PURCHASE | | | | |
| | 8/10/09 | 9/24/09 | 150,000 | | | | |
| CD - COUNTRYWIDE BK | 3.70% 9/30 | | PURCHASE | | | | |
| | 4/19/06 | 9/30/09 | 10,000 | | | | |
| FED HOME LN MTG | - 4.5% - 2/15/17 | | PURCHASE | | | | |
| | 2/04/08 | 10/19/09 | 150,000 | | | | |

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Whom Sold | Description | | Date Sold | Date Acquired | How Received | | Cost | Expense | Depreciation | Net Gain / Loss |
|----------------------------------|-------------|-----------|-----------|---------------|--------------|----------|------|---------|--------------|-----------------|
| | | | | | Sale Price | PURCHASE | | | | |
| FED NATIONAL MTG ASSOC | - 4.12% | - 5/6 | 4/07/09 | 11/06/09 | \$ | 100,000 | \$ | 103,882 | \$ | -3,882 |
| CD - UNITED BANK OSSEO | - 3.5% | - 12/6 | 4/29/09 | 12/07/09 | | 100,000 | | 100,000 | | |
| HILTON HOTELS CORPORATION | - 7.2% | - 1 | 5/27/99 | 12/15/09 | | 125,000 | | 126,977 | | -1,977 |
| FED HOME LOAN BANKS | - 4.5% | - 12/17/1 | 5/05/09 | 12/17/09 | | 100,000 | | 104,318 | | -4,318 |
| CAMPBELL SOUP | | | 1/01/08 | 8/26/09 | | 32,999 | | 18,804 | | 14,195 |
| DIAMONDS TRUST SERIES 1 | | | 6/15/07 | 10/06/09 | | 30,364 | | 43,143 | | -12,779 |
| DIAMONDS TRUST SERIES 1 | | | 1/03/08 | 10/06/09 | | 96,088 | | 130,470 | | -34,382 |
| DIAMONDS TRUST SERIES 1 | | | 1/07/08 | 10/06/09 | | 36,898 | | 56,877 | | -19,979 |
| GENERAL ELECTRIC COMPANY | | | 5/18/99 | 8/26/09 | | 35,199 | | 16,940 | | 18,259 |
| ISHARES TR INDEX 1000VAL | | | 6/15/07 | 10/06/09 | | 21,603 | | 35,760 | | -14,157 |
| ISHARES TR INDEX 1000VAL | | | 6/15/07 | 10/06/09 | | 16,203 | | 26,823 | | -10,620 |
| ISHARES TR INDEX 1000VAL | | | 6/15/07 | 10/06/09 | | 5,401 | | 8,942 | | -3,541 |
| ISHARES TR INDEX 1000VAL | | | 6/15/07 | 10/06/09 | | 91,815 | | 152,065 | | -60,250 |
| ISHARES TR INDEX RUSSELL 1000GRW | | | 6/15/07 | 10/07/09 | | 67,517 | | 90,795 | | -23,278 |
| ISHARES TR INDEX RUSSELL 2000 | | | 6/15/07 | 10/06/09 | | 76,698 | | 110,006 | | -33,308 |
| ISHARES TR INDEX RUSSELL 3000 | | | 6/15/07 | 10/07/09 | | 5,987 | | 8,921 | | -2,934 |
| ISHARES TR INDEX RUSSELL 3000 | | | 6/15/07 | 10/07/09 | | 35,921 | | 53,532 | | -17,611 |

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Whom Sold | Description | Date Acquired | Date Sold | How Received | | Cost | Expense | Depreciation | Net Gain / Loss |
|--------------------------------------|-------------|---------------|-----------|--------------|----------|---------|---------|--------------|-----------------|
| | | | | Sale Price | PURCHASE | | | | |
| ISHARES TR INDEX RUSSELL 3000 | | 6/15/07 | 10/07/09 | \$ 17,961 | PURCHASE | 26,769 | \$ | \$ | -8,808 |
| ISHARES TR INDEX RUSSELL 3000 | | 6/15/07 | 10/07/09 | 17,961 | PURCHASE | 26,772 | | | -8,811 |
| ISHARES TR INDEX RUSSELL 3000 | | 6/15/07 | 10/07/09 | 17,961 | PURCHASE | 26,775 | | | -8,814 |
| ISHARES TR INDEX RUSSELL MCP GR | | 6/15/07 | 10/07/09 | 44,912 | PURCHASE | 64,147 | | | -19,235 |
| ISHARES TR INDEX RUSSELL MCP VL | | 6/15/07 | 10/07/09 | 40,463 | PURCHASE | 64,968 | | | -24,505 |
| ISHARES TR INDEX RUSSELL MCP VL | | 6/15/07 | 10/07/09 | 50,579 | PURCHASE | 81,116 | | | -30,537 |
| ISHARES TR RSSL MCRCP IDX | | 6/15/07 | 10/07/09 | 18,813 | PURCHASE | 30,850 | | | -12,037 |
| ISHARES TR RSSL MCRCP IDX | | 6/15/07 | 10/07/09 | 18,813 | PURCHASE | 30,865 | | | -12,052 |
| MIDCAP SPDR TR UNIT | | 1/03/08 | 11/04/09 | 11,988 | PURCHASE | 16,608 | | | -4,620 |
| MIDCAP SPDR TR UNIT | | 1/17/08 | 11/04/09 | 47,952 | PURCHASE | 66,436 | | | -18,484 |
| MIDCAP SPDR TR UNIT | | 9/04/08 | 11/04/09 | 23,976 | PURCHASE | 33,218 | | | -9,242 |
| MIDCAP SPDR TR UNIT | | 11/20/08 | 11/04/09 | 71,928 | PURCHASE | 99,655 | | | -27,727 |
| SPDR TRUST UNIT SERIES 1 BOOK ENTRY | | 6/15/07 | 10/07/09 | 71,496 | PURCHASE | 107,289 | | | -35,793 |
| SPDR TRUST UNIT SERIES 1 BOOK ENTRY | | 1/03/08 | 10/07/09 | 71,496 | PURCHASE | 101,129 | | | -29,633 |
| CALL ISHARES TR RUSSELL 3000 MAY @ 6 | | 2/05/09 | 5/09/09 | 250 | PURCHASE | | | | 250 |
| CALL ISHARES TR MSCI EAFE INDEX | | 2/05/09 | 3/09/09 | 375 | PURCHASE | | | | 375 |
| CALL ISHARES TR RUSSELL 2000 MAR @ 5 | | 2/05/09 | 3/09/09 | 144 | PURCHASE | | | | 144 |

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description | | | How Received | | Cost | Expense | Depreciation | Net Gain / Loss |
|-------------------------------|---------------|---------------|--------------|--------|------|---------|--------------|-----------------|
| Whom Sold | Date Acquired | Date Sold | Sale Price | | | | | |
| CALL ISHARES TR RUSSELL MCP V | 6/23/09 | JUL @ 7/09/09 | PURCHASE | \$ 360 | \$ | | | 360 |
| CALL GENERAL ELECTRIC COMPANY | 6/23/09 | SEP @ 9/09/09 | PURCHASE | 330 | | | | -230 |
| CALL MIDCAP SPDR TR | JUL @ 110 | | PURCHASE | 533 | | | | 533 |
| CALL MIDCAP SPDR TR | SEP @ 120 | 7/09/09 | PURCHASE | 806 | | | | -7,338 |
| CALL ISHARES TR RSSL MCRCP ID | SEP @ 6/25/09 | 9/09/09 | PURCHASE | 300 | | | | -2,010 |
| CALL ISHARES TR RUSSELL1000 | NOV @ 55 | 7/02/09 | PURCHASE | 600 | | | | -3,125 |
| CALL MIDCAP SPDR TR | AUG @ 115 | 7/22/09 | PURCHASE | 1,053 | | | | -741 |
| CALL ISHARES TR RUSSELL 2000 | SEP @ 6 | 7/22/09 | PURCHASE | 273 | | | | -2,067 |
| CALL DIAMONDS TR | SEP @ 97 | 7/22/09 | PURCHASE | 480 | | | | -1,632 |
| CALL CAMPBELL SOUP COMPANY | SEP @ 32 | 7/23/09 | PURCHASE | 300 | | | | 300 |
| CALL ISHARES TR RUSSELL 2000 | SEP @ 6 | 7/23/09 | PURCHASE | 280 | | | | -2,198 |
| CALL DIAMONDS TR | OCT @ 102 | 7/28/09 | PURCHASE | 425 | | | | 255 |
| CALL ISHARES TR RUSSELL NOV | @ 35 | 7/28/09 | PURCHASE | 540 | | | | -360 |
| CALL ISHARES TR RUSSELL1000 | NOV @ 49 | 7/28/09 | PURCHASE | 300 | | | | -598 |
| CALL SPDR TR UNIT SER 1 | OCT @ 112 | 7/28/09 | PURCHASE | 420 | | | | 408 |
| CALL ISHARES TR RUSSELL MCP | AUG @ 40 | 7/28/09 | PURCHASE | 440 | | | | -275 |
| CALL ISHARES TR RUSSELL1000 | SEP @ 54 | 7/28/09 | PURCHASE | 600 | | | | -3,940 |

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description | | Date Acquired | Date Sold | How Received | | Cost | Expense | Depreciation | Net Gain / Loss |
|-------------------------------------|-----------|------------------|--------------|-----------------|----------|-------|---------|--------------|--------------------|
| | | | | Sale Price | PURCHASE | | | | |
| CALL ISHARES TR MSCI EAFE IDX | DEC @ | 7/28/09 | 12/09/09 | \$ | PURCHASE | | \$ | \$ | 375 |
| CALL ISHARES TR RUSSELL 3000 | NOV @ 6 | | | | PURCHASE | | | | |
| CALL MIDCAP SPDR TR | SEP @ 118 | 8/06/09 | 11/09/09 | | PURCHASE | 180 | | | 300 |
| CALL ISHARES TR RUSSELL SEP @ 40 | | 8/19/09 | 9/09/09 | | PURCHASE | 7,449 | | | -4,550 |
| CALL ISHARES TR RUSSELL 3000 | SEP @ 6 | 8/24/09 | 9/09/09 | | PURCHASE | 2,761 | | | -1,221 |
| CALL MIDCAP SPDR TR | DEC @ 124 | 8/24/09 | 9/09/09 | | PURCHASE | 2,380 | | | -1,050 |
| CALL ISHARES TR INDEX DEC @ 50 | | 9/15/09 | 12/09/09 | | PURCHASE | 7,813 | | | 169 |
| CALL ISHARES TR RUSSELL NOV @ 40 | | 9/15/09 | 12/09/09 | | PURCHASE | 8,700 | | | -360 |
| CALL ISHARES TR RSSL MCRCP DEC @ 37 | | 9/16/09 | 11/09/09 | | PURCHASE | 4,279 | | | -649 |
| CALL MIDCAP SPDR TR | DEC @ 125 | 9/16/09 | 12/09/09 | | PURCHASE | 1,140 | | | 2,320 |
| CALL ISHARES TR RUSSELL1000 | NOV @ 55 | 9/16/09 | 12/09/09 | | PURCHASE | 3,770 | | | 5,353 |
| CALL ISHARES TR RUSSELL 3000 | NOV @ 6 | 9/17/09 | 11/09/09 | | PURCHASE | 5,300 | | | -260 |
| CALL ISHARES TR RUSSELL 2000 | NOV @ 6 | 9/17/09 | 11/09/09 | | PURCHASE | 3,870 | | | -940 |
| CALL ISHARES TR RUSSELL 2000 | NOV @ 6 | 9/17/09 | 11/09/09 | | PURCHASE | 1,300 | | | 1,313 |
| CALL DIAMONDS TR NOV @ 100 | | 9/18/09 | 11/09/09 | | PURCHASE | | | | 3,108 |
| CALL GENERAL ELECTRIC COMPANY | DEC @ | 9/18/09 | 11/09/09 | | PURCHASE | 7,056 | | | -3,584 |
| CALL CAMPBELL SOUP COMPANY | NOV @ 35 | 9/21/09 | 12/09/09 | | PURCHASE | | | | 688 |
| | | 9/21/09 | 11/09/09 | | PURCHASE | | | | 240 |

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Whom Sold | Description | Date Acquired | Date Sold | How Received | | Cost | Expense | Depreciation | Net Gain / Loss |
|--------------------------------------|-------------|---------------|-----------|--------------|--------------|-------|---------|--------------|-----------------|
| | | | | Sale Price | Received | | | | |
| CALL SPDR TR UNIT SER NOV 116 | | 10/20/09 | 11/09/09 | \$ | PURCHASE | | | | |
| CALL ISHARES TR INDEX DEC @ 36 | | 11/23/09 | 12/09/09 | | PURCHASE | | \$ | | 533 |
| CALL SPDR TR UNIT SER 1 DEC @ 117 | | 11/24/09 | 12/09/09 | | PURCHASE | 1,530 | | | -540 |
| CALL ISHARES TR INDEX DEC @ 63 | | 11/24/09 | 12/09/09 | | PURCHASE | | | | 299 |
| CALL ISHARES TR RSSL MCRCP DEC @ 37 | | 12/17/09 | 12/09/09 | | PURCHASE | | | | 560 |
| CALL DIAMONDS TR JAN @ 104 | | 12/17/08 | 1/09/09 | | PURCHASE | | | | 1,930 |
| CALL SPDR TR UNIT SER 1 FEB @ 114 | | 12/17/08 | 2/09/09 | | PURCHASE | | | | 500 |
| CALL MIDCAP SPDR TR MAR @ 131 | | 12/17/08 | 3/09/09 | | PURCHASE | | | | 510 |
| CALL ISHARES TR RUSSELL 2000 FEB @ 6 | | 12/17/08 | 2/09/09 | | PURCHASE | | | | 807 |
| CALL ISHARES TR RUSSELL 3000 FEB @ 6 | | 12/17/08 | 2/09/09 | | PURCHASE | | | | 693 |
| TOTAL | | | | \$ 4,064,939 | \$ 4,535,466 | \$ 0 | \$ 0 | \$ 0 | 500 |
| | | | | | | | | | -470,527 |

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

| Description | Total | | Net Investment | | Adjusted Net | | Charitable Purpose | |
|-------------|-------|--------|----------------|---|--------------|---|--------------------|--------|
| | | | | | | | | |
| | \$ | 15,953 | \$ | | \$ | | \$ | 15,953 |
| TOTAL | \$ | 15,953 | \$ | 0 | \$ | 0 | \$ | 15,953 |

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

| Description | Total | Net Investment | Adjusted Net | Charitable Purpose |
|-------------|----------|-------------------|-----------------|-----------------------|
| | \$ 4,105 | \$ | \$ | \$ 4,105 |
| TOTAL | \$ 4,105 | \$ 0 | \$ 0 | \$ 4,105 |

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

| Description | Total | Net Investment | Adjusted Net | Charitable Purpose |
|-----------------|-----------|-------------------|-----------------|-----------------------|
| EXPENSES | | | \$ | |
| OFFICE EXPENSE | 1,170 | | | 1,170 |
| TELEPHONE | 514 | | | 514 |
| INSURANCE | 1,668 | | | 1,668 |
| CONSULTING FEES | 18,068 | 18,068 | | |
| TOTAL | \$ 21,420 | \$ 18,068 | \$ 0 | \$ 3,352 |

FYE: 12/31/2009

Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

| Description | Beginning of Year | End of Year | Basis of Valuation | Fair Market Value |
|---------------------------|----------------------|-------------------|-----------------------|----------------------|
| US GOVERNMENT OBLIGATIONS | \$ 974,115 | \$ 481,646 | COST | \$ 452,354 |
| TOTAL | <u>\$ 974,115</u> | <u>\$ 481,646</u> | | <u>\$ 452,354</u> |

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

| Description | Beginning of Year | End of Year | Basis of Valuation | Fair Market Value |
|-------------------------------|----------------------|---------------------|-----------------------|----------------------|
| INVESTMENTS - CORPORATE STOCK | \$ 207,621 | \$ 171,877 | COST | \$ 166,148 |
| INVESTMENTS - INDEX FUNDS | 1,146,452 | 489,694 | COST | 482,646 |
| INVESTMENTS - MUTUAL FUNDS | 1,882,568 | 1,043,462 | COST | 764,648 |
| TOTAL | <u>\$ 3,236,641</u> | <u>\$ 1,705,033</u> | | <u>\$ 1,413,442</u> |

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

| Description | Beginning of Year | End of Year | Basis of Valuation | Fair Market Value |
|-------------------------------|----------------------|-------------------|-----------------------|----------------------|
| INVESTMENTS - CORPORATE BONDS | \$ 515,015 | \$ 266,189 | COST | \$ 272,233 |
| TOTAL | <u>\$ 515,015</u> | <u>\$ 266,189</u> | | <u>\$ 272,233</u> |

Statement 8 - Form 990-PF, Part II, Line 22 - Other Liabilities

| Description | Beginning of Year | End of Year |
|-----------------------------------|----------------------|------------------|
| UNEXPIRED OPTIONS - COVERED CALLS | \$ 3,010 | \$ 50,729 |
| TOTAL | <u>\$ 3,010</u> | <u>\$ 50,729</u> |

Federal Statements**Taxable Interest on Investments**

| <u>Description</u> | <u>Amount</u> | <u>Unrelated Business Code</u> | <u>Exclusion Code</u> | <u>Postal Code</u> |
|------------------------|---------------|------------------------------------|---------------------------|------------------------|
| RAYMOND JAMES MONEY FD | \$ 417 | | 14 | PA |
| TOTAL | \$ 417 | | | |

Taxable Dividends from Securities

| <u>Description</u> | <u>Amount</u> | <u>Unrelated Business Code</u> | <u>Exclusion Code</u> | <u>Postal Code</u> |
|------------------------|---------------|------------------------------------|---------------------------|------------------------|
| RAYMOND JAMES 51961646 | \$ 43,321 | | 14 | PA |
| RAYMOND JAMES 14048173 | 302,866 | | 14 | PA |
| TOTAL | \$ 346,187 | | | |

EDEN CHARITABLE FOUNDATION

December 31, 2009

SCHEDULE OF CHARITABLE CONTRIBUTIONS

| | |
|---|----------|
| AARK WILDLIFE REHAB EDUCATION CENTER | \$ 1,000 |
| AMERICAN RED CROSS | 5,000 |
| ATHENAEUM OF PHILADELPHIA | 500 |
| ATWATER KENT MUSEUM | 500 |
| BIG BROTHERS, BIG SISTERS OF BUCKS CTY | 2,500 |
| BOWAN'S HILL WILDFLOWER PRESERVE | 2,000 |
| BRYN MAWR HOSPITAL | 5,000 |
| BRYN MAWR REHAB | 5,000 |
| BUCKS COUNTY AUDOBON SOCIETY | 4,000 |
| CAPE MAY BIRD OBSERVATORY | 1,000 |
| CAPE MAY COUNTY PARK AND ZOO | 1,000 |
| CRADLE OF LIBERTY COUNCIL, BSA | 2,500 |
| CRUMMER SCHOOL OF BUSINESS (ROLLINS) | 1,500 |
| DANCE THEATER OF PA | 500 |
| DOYLESTOWN HOSPITAL | 10,000 |
| DOYLESTOWN PRESBYTERIAN CHURCH | 5,000 |
| DREXEL UNIVERSITY | 10,000 |
| EBENEZER MAXWELL MANSION | 10,000 |
| ELWYN, INC. | 10,000 |
| FLORIDA KEYS LAND & SEA TRUST | 1,000 |
| FLORIDA KEYS WILD BIRD CENTER | 1,000 |
| FOUNDATION PA MEDICAL SOCIETY | 5,000 |
| FOX CHASE CANCER CENTER | 5,000 |
| GIRLS SCOUTS OF S.E. PA | 2,500 |
| GOOD SAMARITAN CHURCH | 12,500 |
| HAWK MOUNTAIN SANCTUARY ASSOCIATION | 1,000 |
| IVY HILL THERAPEUTIC | 500 |
| LANKENAU HOSPITAL | 5,000 |
| LEHIGH UNIVERSITY | 1,500 |
| LYNN UNIVERSITY | 10,000 |
| MAIN LINE MEALS ON WHEELS | 3,000 |
| MAITLAND ART CENTER | 500 |
| MARCH OF DIMES, HAWKEYE DIVISION OF PA | 7,000 |
| MORAVIAN COLLEGE | 5,000 |
| MOTE MARINE | 1,500 |
| NEW HANOVER UNITED METHODIST CHURCH | 7,000 |
| OUR LADY OF MT. CARMEL CHURCH | 3,500 |
| PA BIBLE SCHOOL | 2,500 |
| PALMER THEOLOGICAL SEMINARY | 2,500 |
| PAOLI MEMORIAL HOSPITAL | 7,500 |
| PARTNERS IN MINISTRY / SWARTHMORE COLLEGE | 5,000 |
| | <hr/> |
| SUBTOTAL (CARRIED FORWARD) | 167,000 |

EDEN CHARITABLE FOUNDATION

December 31, 2009

SCHEDULE OF CHARITABLE CONTRIBUTIONS

(Continued)

| | |
|--|-------------------|
| SUBTOTAL (BROUGHT FORWARD) | \$ 167,000 |
| PENN HOME | 3,000 |
| PHILADELPHIA BIBLICAL UNIVERSITY | 5,000 |
| PHILADELPHIA HIGH SCHOOL FOR GIRLS | 1,000 |
| SALVATION ARMY | 5,000 |
| SAN FRANCISCO - I HAVE A DREAM | 3,500 |
| ST. JOSEPH'S ACADEMY OF FOOD MARKETING | 10,000 |
| ST. MARY MAGDELAN | 2,000 |
| SURREY SERVICES FOR SENIORS | 2,500 |
| THE FRANKLIN INSTITUTE | 5,000 |
| URSINUS COLLEGE | 12,500 |
| USO OF PHILADELPHIA | 5,000 |
| VFMA & COLLEGE | 2,500 |
| WETLANDS INSTITUTE | 1,000 |
| WILLIAMSON FREE SCHOOL | 10,000 |
| WILSON COLLEGE | 35,000 |
| WYNNFIELD PRESBYTERIAN CHURCH | 10,000 |
| ZOOLOGICAL SOCIETY OF PHILADELPHIA | 5,000 |
| TOTAL | <u>\$ 285,000</u> |

EDEN CHARITABLE FOUNDATION

#23-2706163

December 31, 2009**US GOVERNMENT SECURITIES**

| | <u>Cost</u> | <u>Market Value</u> | <u>Unrealized Gain or (Loss)</u> |
|--|----------------|-------------------------|--|
| Government Securities. | | | |
| GNMA #101240 - 12% - 2013 | 445 | 410 | (35) |
| Federal Natl Mtge Assn Notes - 7.25% - 1/15/10 | 173,135 | 150,329 | (22,806) |
| Federal Natl Mtge Assn Notes - 4.10% - 3/19/13 | 155,829 | 151,171 | (4,658) |
| Federal Home Loan Mtg Corp - 3.50% - 9/15/14 | 152,237 | 150,444 | (1,793) |
| TOTAL GOVERNMENT SECURITIES | <u>481,646</u> | <u>452,354</u> | <u>(29,292)</u> |

EDEN CHARITABLE FOUNDATION
#23-2706163
December 31, 2009
INVESTMENTS - CORPORATE STOCK

| | <u>Cost</u> | <u>Market Value</u> | <u>Unrealized Gain or (Loss)</u> |
|----------------------------------|----------------|-------------------------|--|
| Individual Stocks: | | | |
| 40 Shares - Supervalve Inc. | 1,169 | 508 | (661) |
| 75 Shares - Time Warner Inc | 5,637 | 3,104 | (2,533) |
| 2,928 Shares - Alcatel Lucent | 76,586 | 9,721 | (66,865) |
| 1,200 Shares - Campbell Soup Co. | 18,804 | 40,560 | 21,756 |
| 9,000 Shares - General Electric | 52,479 | 102,884 | 50,405 |
| 300 Shares - Time Warner Inc. | 17,202 | 9,371 | (7,831) |
| TOTAL INDIVIDUAL STOCKS | <u>171,877</u> | <u>166,148</u> | <u>(5,729)</u> |

EDEN CHARITABLE FOUNDATION**#23-2706163****December 31, 2009****INVESTMENTS - INDEX FUNDS**

| | <u>Cost</u> | <u>Market Value</u> | <u>Unrealized Gain or (Loss)</u> |
|-------------------------------|----------------|-------------------------|--|
| Index Funds | | | |
| Diamond Trust Series 1 | 141,142 | 166,512 | 25,370 |
| Mid Cap SPDR TR Unit Series 1 | 208,579 | 171,262 | (37,317) |
| S P D R Trust Units Series 1 | 139,973 | 144,872 | 4,899 |
| TOTAL INDEX FUNDS | <u>489,694</u> | <u>482,646</u> | <u>(7,048)</u> |

EDEN CHARITABLE FOUNDATION
#23-2706163
December 31, 2009
INVESTMENTS - CORPORATE BONDS

| | <u>Cost</u> | <u>Market Value</u> | <u>Unrealized Gain or (Loss)</u> |
|---|----------------|-------------------------|--|
| Corporate Bonds: | | | |
| Ford Motor Credit - 7.375% - Due Feb 2011 | 52,541 | 51,020 | (1,521) |
| Sears Roebuck Acceptance Global Notes - 6 75% - 8/15/11 | 74,542 | 75,187 | 645 |
| Verizon Penn - 5.65% - 11/15/11 | 50,231 | 52,985 | 2,754 |
| John Hancock Life Ins Co - 3.85% - 3/15/12 | 18,126 | 19,854 | 1,728 |
| NM Boeing Capital - 6.35% - 4/15/12 | 31,214 | 31,822 | 608 |
| NM Bank America Corp. - 6 00% - 5/15/12 | 20,400 | 20,951 | 551 |
| NM Bank America Corp. - 4 80% - 9/15/12 | 19,135 | 20,414 | 1,279 |
| TOTAL CORPORATE BONDS | <u>266,189</u> | <u>272,233</u> | <u>6,044</u> |