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

2009

Department 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 changeUse the IRS
label
Otherwise,
print
or type
See Specific
Instructions

Name of foundation

THE AILEEN K. AND BRIAN L. ROBERTS
FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

C/O COMCAST 1701 JOHN F. KENNEDY BLVD.

Room/suite

City or town, state, and ZIP code

PHILADELPHIA, PA 19103

A Employer identification number

23-2787654

B Telephone number

(215) 246-2474

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 9,257,878. (Part I, column (d) must be on cash basis)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)**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	1,388,470.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	98,865.	98,865.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<47.>			
	b Gross sales price for all assets on line 6a	3,289,960.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<23,955.>	<23,955.>		STATEMENT 2
	12 Total. Add lines 1 through 11	1,463,333.	74,910.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	3,200.	500.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes	75,803.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	248.	0.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	79,251.	500.		0.
	25 Contributions, gifts, grants paid	2,449,060.			2,449,060.
	26 Total expenses and disbursements. Add lines 24 and 25	2,528,311.	500.		2,449,060.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,064,978.>			
	b Net investment income (if negative enter -0-)		74,410.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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FOUNDATION**

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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	124,652.	77,687.	77,687.
	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			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	616,272.	2,497,092.	6,840,389.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	Liabilities	13 Investments - other STMT 8	4,596,073.	2,421,356.
14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)		5,336,997.	4,996,135.	9,257,878.
17 Accounts payable and accrued expenses				
Liabilities	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 ▶ ☐ 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 ▶ ☒ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	5,336,997.	4,996,135.	
30 Total net assets or fund balances		5,336,997.	4,996,135.	
31 Total liabilities and net assets/fund balances		5,336,997.	4,996,135.	

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	5,336,997.
2 Enter amount from Part I, line 27a	2	<1,064,978.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	724,116.
4 Add lines 1, 2, and 3	4	4,996,135.
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	4,996,135.

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 1,336,880.4 SHS PRUDENTIAL INSTL LIQUIDITY			
b PORTFOLIO	P	VARIOUS	VARIOUS
c 1,953,119.5 SHS PRUDENTIAL INSTL LIQUIDITY			
d PORTFOLIO	P	VARIOUS	VARIOUS
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 1,336,866.		1,336,883.	<17.>
c			
d 1,953,094.		1,953,124.	<30.>
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			<17.>
c			
d			<30.>
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	<47.>
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	1,241,700.	8,724,870.	.142317
2007	383,795.	10,736,918.	.035745
2006	374,771.	4,970,953.	.075392
2005	394,527.	2,198,443.	.179457
2004	648,678.	1,297,657.	.499884

2 Total of line 1, column (d)	2	.932795
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	.186559
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	8,788,420.
5 Multiply line 4 by line 3	5	1,639,559.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	744.
7 Add lines 5 and 6	7	1,640,303.
8 Enter qualifying distributions from Part XII, line 4	8	2,449,060.

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)		1	744.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	744.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	744.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 37,240.	7	37,240.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	36,496.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☒ 36,496. Refunded ☒			

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 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. ☒ \$ 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		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 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	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		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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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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>BRIAN L. ROBERTS</u> Telephone no ► <u>215-286-7530</u> Located at ► <u>COMCAST CORP. 1701 JOHN F. KENNEDY BLVD. 52ND FL.</u> ZIP+4 ► <u>19103</u>			
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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ► ☐	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?	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.) <u>N/A</u>	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) <u>N/A</u>	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 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
AILEEN K. ROBERTS	PRESIDENT			
1701 JOHN F. KENNEDY BLVD, 52ND FL.				
PHILADELPHIA, PA 19103	1.00	0.	0.	0.
BRIAN L. ROBERTS	VICE PRESIDENT			
1701 JOHN F. KENNEDY BLVD, 52ND FL.				
PHILADELPHIA, PA 19103	0.00	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

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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	7,577,269.
b	Average of monthly cash balances	1b	328,457.
c	Fair market value of all other assets	1c	1,016,528.
d	Total (add lines 1a, b, and c)	1d	8,922,254.
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	8,922,254.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	133,834.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,788,420.
6	Minimum investment return. Enter 5% of line 5	6	439,421.

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	439,421.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	744.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	744.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	438,677.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	438,677.
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	438,677.

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	2,449,060.
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	2,449,060.
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	744.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,448,316.

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.

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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				438,677.
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	600,221.			
b From 2005	296,498.			
c From 2006	165,066.			
d From 2007				
e From 2008	879,906.			
f Total of lines 3a through e	1,941,691.			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ \$	2,449,060.			
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				438,677.
e Remaining amount distributed out of corpus	2,010,383.			
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	3,952,074.			
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	600,221.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	3,351,853.			
10 Analysis of line 9:				
a Excess from 2005	296,498.			
b Excess from 2006	165,066.			
c Excess from 2007				
d Excess from 2008	879,906.			
e Excess from 2009	2,010,383.			

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 ATTACHED STATEMENT	N/A		TO HELP FUND THE ORGANIZATIONS' OPERATIONAL	2,449,060.
Total				▶ 3a 2,449,060.
b Approved for future payment NONE				
Total				▶ 3b 0.

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations)

923621
02-02-10

- Form
- 990-PF**
- (2009)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No. 1545-0047

2009

Name of the organization

THE AILEEN K. AND BRIAN L. ROBERTS
FOUNDATION

Employer identification number

23-2787654

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

THE AILEEN K. AND BRIAN L. ROBERTS
FOUNDATION

Employer identification number

23-2787654

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BRIAN L. ROBERTS 1701 JOHN F. KENNEDY BLVD. 52ND FLOOR PHILADELPHIA, PA 19103	\$ 1,388,470.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

THE AILEEN K. AND BRIAN L. ROBERTS
FOUNDATION

Employer identification number

23-2787654

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	86,000 SHS COMCAST CORPORATION A SPECIAL STOCK	\$ 1,388,470.	12/31/09
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

THE AILEEN K AND BRIAN L ROBERTS FOUNDATION
 CHARITABLE CONTRIBUTIONS
 FOR YEAR ENDED 12/31/09
 EIN: 23-2787654

Check No.	Name of Recipient	Foundation Status Of Recipient	Total Paid	Purpose
1908	Academy of Music	Public Charity	4,500	To fund the recipient's operating budget
Electronic Funds Transfer	Barnes's Foundation	Public Charity	40,000	To fund the recipient's operating budget
1964	Barney's Fund	Public Charity	500	To fund the recipient's operating budget
1914	Breast Cancer org	Public Charity	1,000	To fund the recipient's operating budget
1921	Brown Sports Foundation	Public Charity	150	To fund the recipient's operating budget
1941	Brown University	Public Charity	25,000	To fund the recipient's operating budget
1911	Center for Loss and Bereavement	Public Charity	5,000	To fund the recipient's operating budget
1905	Chestnut Hill Community Association	Public Charity	100	To fund the recipient's operating budget
1979	Chestnut Hill Community Fund	Public Charity	100	To fund the recipient's operating budget
1936 and 1895 1934 and 1957 1970	Children's Hospital of Philadelphia	Public Charity	403,300	To fund the recipient's operating budget
1926 and 1928	City Squash	Public Charity	600	To fund the recipient's operating budget
1969	Commonwealth Youth Choirs	Public Charity	20,000	To fund the recipient's operating budget
1944 and 1958	Congregation Beh Or	Public Charity	19,115	To fund the recipient's operating budget
1945	Cooper Hewitt National Design Museum	Public Charity	5,000	To fund the recipient's operating budget

Check No	Name of Recipient	Foundation Status Of Recipient	Total Paid	Purpose
1903	Cuddle My Kids	Public Charity	500	To fund the recipient's operating budget
1907	Foundation for Self Taught Artists	Public Charity	1,000	To fund the recipient's operating budget
1963 and 1904 and 1981	Friends of St Malachy	Public Charity	2,300	To fund the recipient's operating budget
1971 and 1900	Germantown Academy	Public Charity	5,000	To fund the recipient's operating budget
1930	Hackley School	Public Charity	15,000	To fund the recipient's operating budget
1913 and 1974	Hope Partnership for Education	Public Charity	2,000	To fund the recipient's operating budget
1939	International Rescue Committee	Public Charity	12,000	To fund the recipient's operating budget
1909	Jen Giorno C/O Faith, Hope, and A Cure	Public Charity	1,000	To fund the recipient's operating budget
1917	Jewish Agency for Israel - North America	Public Charity	187,500	To fund the recipient's operating budget
1978	J. Wood Platt Caddie Scholarship	Public Charity	250	To fund the recipient's operating budget
1929	Komen NC Triangle Affiliate	Public Charity	500	To fund the recipient's operating budget
1927	Lost Tree Foundation	Public Charity	2,000	To fund the recipient's operating budget
1918 and 1920 1947 and 1953 1965	Maccabi USA/Sports for Israel	Public Charity	119,472	To fund the recipient's operating budget
1954	Maccabi USA/World Union	Public Charity	33,334	To fund the recipient's operating budget
1931	Martha's Vineyard Hebrew Center	Public Charity	10,000	To fund the recipient's operating budget
1968 and 1894	Martha's Vineyard Hospital	Public Charity	994,956	To fund the recipient's operating budget

Check No.	Name of Recipient	Foundation Status Of Recipient	Total Paid	Purpose
1973 and 1899	Martha's Vineyard Museum	Public Charity	20,000	To fund the recipient's operating budget
1919 and 1960	Moore College of Art and Design	Public Charity	7,500	To fund the recipient's operating budget
1956	National Urban Squash	Public Charity	16,667	To fund the recipient's operating budget
1980	Need in Deed	Public Charity	1,000	To fund the recipient's operating budget
1937	New York Foundation For The Arts	Public Charity	10,000	To fund the recipient's operating budget
1933	Pan-Massachusetts Challenge	Public Charity	1,500	To fund the recipient's operating budget
1962	Philadelphia Museum of Art	Public Charity	9,550	To fund the recipient's operating budget
1976 and 1898	Philadelphia Theatre Company	Public Charity	40,000	To fund the recipient's operating budget
1986	Philadelphia Jewish Sports Hall	Public Charity	5,000	To fund the recipient's operating budget
1938	Project Home	Public Charity	10,000	To fund the recipient's operating budget
1932	Pura Vida Partners	Public Charity	2,500	To fund the recipient's operating budget
1901 and 1983	Sherriff's Meadow Foundation	Public Charity	1,000	To fund the recipient's operating budget
1959	Squash Smarts	Public Charity	16,666	To fund the recipient's operating budget
1967	The AGBU Armenian Orphan Fund	Public Charity	1,000	To fund the recipient's operating budget
1923	The American Cancer Society	Public Charity	500	To fund the recipient's operating budget

Check No	Name of Recipient	Foundation Status Of Recipient	Total Paid	Purpose
1922	The Farm Institute	Public Charity	1,000	To fund the recipient's operating budget
1934	The Friends of Akim USA	Public Charity	5,000	To fund the recipient's operating budget
1942	The Morris Arboretum	Public Charity	2,500	To fund the recipient's operating budget
1966 and 1982 1985 and 1893	Trustees of University of Pennsylvania	Public Charity	136,000	To fund the recipient's operating budget
1915	U S. Squash	Public Charity	25,000	To fund the recipient's operating budget
1916 and 1961	United Way	Public Charity	80,000	To fund the recipient's operating budget
1910	VGC Foundation	Public Charity	500	To fund the recipient's operating budget
1972 and 1902	Vineyard House	Public Charity	20,000	To fund the recipient's operating budget
1977 and 1975	William Penn Charter School	Public Charity	125,000	To fund the recipient's operating budget
Total Charitable Contributions			<u>2,449,060</u>	

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545 1709

▶ File a separate application for each return

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

Do not complete **Part II** unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

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

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization THE AILEEN K. AND BRIAN L. ROBERTS FOUNDATION	Employer identification number 23-2787654
	Number, street, and room or suite no. If a P O box, see instructions C/O COMCAST 1701 JOHN F. KENNEDY BLVD. 52 FL.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions PHILADELPHIA, PA 19103	

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

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

BRIAN L. ROBERTS - COMCAST CORP. 1701 JOHN F. KENNEDY

- The books are in the care of ▶ **BLVD. 52ND FL. - PHILADELPHIA, PA 19103**

Telephone No. ▶ **215-286-7530**

FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 16, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ▶ ☒ calendar year **2009** or
- ▶ ☐ tax year beginning _____, and ending _____

- 2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	37,240.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	37,240.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CENTENNIAL REAL ESTATE FUND	340.	0.	340.
WELLS FARGO	98,525.	0.	98,525.
TOTAL TO FM 990-PF, PART I, LN 4	98,865.	0.	98,865.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CENTENNIAL REAL ESTATE FUND	<23,955.>	<23,955.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<23,955.>	<23,955.>	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
THE FAIRMAN GROUP	3,200.	500.		0.
TO FORM 990-PF, PG 1, LN 16B	3,200.	500.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AMOUNT PAID WITH 2008 U.S. FORM 990-PF	37,538.	0.		0.
2009 U.S. ESTIMATED TAX PAYMENT	37,240.	0.		0.
ADDITIONAL AMOUNT PAID TO IRS	1,025.	0.		0.
TO FORM 990-PF, PG 1, LN 18	75,803.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK FEES	248.	0.			0.
TO FORM 990-PF, PG 1, LN 23	248.	0.			0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
UNREALIZED LOSS ON CONTRIBUTED ASSETS		492,350.	
MISCELLANEOUS		16.	
CHARITABLE DISTRIBUTIONS MADE IN 2009 CLEARED 2010		231,750.	
TOTAL TO FORM 990-PF, PART III, LINE 3		724,116.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
WELLS FARGO - 2,332 SHS AMAZON	756.	313,700.	
WELLS FARGO - 413 SHS GOOGLE	627.	256,052.	
WELLS FARGO - 391,670 SHS COMCAST	2,495,709.	6,270,637.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,497,092.	6,840,389.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO - PRUDENTIAL INSTL MONEY MARKET	COST	1,323,276.	1,323,274.
CENTENNIAL REAL ESTATE FUND	COST	1,098,080.	1,016,528.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,421,356.	2,339,802.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 9

NAME OF CONTRIBUTOR

ADDRESS

BRIAN L. ROBERTS

1701 JOHN F. KENNEDY BLVD, 52ND FLOOR
PHILADELPHIA, PA 19103