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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

TZEDAKAH FOUNDATION

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

42 W. LANCASTER AVENUE, 2ND FLOOR

Room/suite

City or town, state, and ZIP code

ARDMORE, PA 19003-1311

A Employer identification number

23-3090755

B Telephone number

610-795-1000

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

J Accounting method

☒ Cash☐ Accrual☐ Other (specify)

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

\$ 1,421,459. (Part I, column (d) must be on cash basis.)

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)

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

1,655.

1,655.

STATEMENT 1

4 Dividends and interest from securities

2,297.

2,297.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

<29,568.>

b Gross sales price for all assets on line 6a

61,324.

7 Capital gain net income (from Part IV, line 2)

0.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

22,280.

22,280.

STATEMENT 3

12 Total. Add lines 1 through 11

<3,336.>

26,232.

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

STMT 4

2,500.

0.

2,500.

c Other professional fees

17 Interest

18 Taxes

STMT 5

<11,582.>

0.

<11,582.>

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 6

934.

919.

15.

24 Total operating and administrative expenses. Add lines 13 through 23

<8,148.>

919.

<9,067.>

25 Contributions, gifts, grants paid

302,858.

302,858.

26 Total expenses and disbursements. Add lines 24 and 25

294,710.

919.

293,791.

27 Subtract line 26 from line 12

<298,046.>

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

25,313.

c Adjusted net income (if negative, enter -0-)

N/A

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,075.	1,110,488.	1,110,488.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	10,000.		
	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 8	321,776.	240,884.	110,760.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	419,338.	360,793.	200,211.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	1,302,864.	0.	0.
	16 Total assets (to be completed by all filers)	2,057,053.	1,712,165.	1,421,459.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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 ▶ ☐			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	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	2,057,053.	1,712,165.	
30 Total net assets or fund balances	2,057,053.	1,712,165.		
31 Total liabilities and net assets/fund balances	2,057,053.	1,712,165.		

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	2,057,053.
2 Enter amount from Part I, line 27a	2	<298,046.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,759,007.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	46,842.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,712,165.

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 LANDREY'S RESTAURANT	P	06/26/07	12/16/09
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 61,324.		90,892.	<29,568.>
b			
c			
d			
e			

(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			<29,568.>
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	<29,568.>
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	372,988.	2,215,846.	.168328
2007	497,961.	2,617,387.	.190251
2006	568,802.	2,616,668.	.217376
2005	321,721.	2,559,654.	.125689
2004	382,740.	1,510,523.	.253382

2 Total of line 1, column (d)	2	.955026
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	.191005
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,406,616.
5 Multiply line 4 by line 3	5	268,671.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	253.
7 Add lines 5 and 6	7	268,924.
8 Enter qualifying distributions from Part XII, line 4	8	293,791.

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	253.
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	253.
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	253.
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	400.	
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	400.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	147.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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

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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 ► N/A	13	X	
14	The books are in care of ► STEVEN H. ERLBAUM Telephone no ► 610-795-1000 Located at ► 42 W. LANCASTER AVENUE, 2ND FLOOR, ARDMORE, PA ZIP+4 ► 19003-1311			
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	N/A	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)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b X

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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
STEVEN H. ERLBAUM 42 W. LANCASTER AVENUE 2ND FLOOR ARDMORE, PA 190031311	CO-TRUSTEE 1.00	0.	0.	0.
AMY ERLBAUM 922 MT. PLEASANT ROAD BRYN MAWR, PA 190101825	CO-TRUSTEE 0.50	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
N/A	0.00	0.	0.	0.

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	333,463.
b	Average of monthly cash balances	1b	1,094,574.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	1,428,037.
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	1,428,037.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,421.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,406,616.
6	Minimum investment return. Enter 5% of line 5	6	70,331.

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	70,331.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	253.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	253.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	70,078.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	70,078.
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	70,078.

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	293,791.
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	293,791.
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	253.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	293,538.

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				70,078.
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	313,244.			
b From 2005	207,195.			
c From 2006	451,079.			
d From 2007	378,649.			
e From 2008	262,363.			
f Total of lines 3a through e	1,612,530.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	293,791.			
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				70,078.
e Remaining amount distributed out of corpus	223,713.			
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	1,836,243.			
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	313,244.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,522,999.			
10 Analysis of line 9				
a Excess from 2005	207,195.			
b Excess from 2006	451,079.			
c Excess from 2007	378,649.			
d Excess from 2008	262,363.			
e Excess from 2009	223,713.			

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

N/A

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)**1 Information Regarding Foundation Managers:**

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

STEVEN H. ERLBAUM

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

NONE

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

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

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

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

- c Any submission deadlines

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	1,655.		
4 Dividends and interest from securities			14	2,297.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			01	22,280.		
8 Gain or (loss) from sales of assets other than inventory			18	<29,568.>		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		<3,336.>		0.
13 Total. Add line 12, columns (b), (d), and (e)						<3,336.>

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Part XVII

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

- | | | Yes | No |
|----------|--|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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

Date _____

Title

Preparer's
signature

~~JEFFREY A. LIPSCHUTZ~~

Date _____

Check if self-employed

Preparer's identifying number

Firm's name (or yours if self-employed),
address, and ZIP code

RSM MCGLADREY, INC. 11/11
512 TOWNSHIP LINE RD ONE VALLEY SQ 250
BLUE BELT, PA 19422

EIN ►

Phone no 215.641.8600

Form 990-PF (2009)

Tzedakah Foundation
2009 - 990PF
23-3090755

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Abramson Center for Jewish Life 1425 Horsham Road North Wales, PA, 19454-1320	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 200 00
AFMDA David Adom ARMDI PO Box 52158 Philadelphia, PA, 19115	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 1,000 00
Alzheimer's Association, Delaware Valley Chapter 399 Market Street Suite 102 Philadelphia, PA, 19106	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 100 00
American Catholic Historical Society 263 South Fourth Street Philadelphia, PA 19106	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 1,000 00
Andrew McDonough B+ Foundation 101 Rockland Circle Wilmington, DE, 19803	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 1,000 00
Animal Rescue Foundation of SE PA 1167 W Baltimore Pike #222 Media, PA, 19064	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 100 00
Arlene Fran Zelnick Scholarship Fund Katz Educational Fund 8000 Main Street Voorhees, NJ, 08043	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 100 00
Auerbach CAJE 7607 Old York Road Melrose Park, PA, 19027	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 8,333 00
Carmelite Monestary 1400 W 66th Avenue Philadelphia, PA, 19126	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 500 00
Caroline's On My Mind PO Box 18051 Spartanburg, SC, 29318	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 500 00
Chabad of the Main Line 625 Montgomery Ave Merion, PA, 19066	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 1,000 00
Chai Lifeline 151 W 30th Street New York, NY, 10001	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 1,000 00
Children's Hospital Foundation 220 Church Road Ardmore, PA, 19003	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 250 00

Tzedakah Foundation

2009 - 990PF

23-3090755

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Cis B Golder Quality of Life Grant c/o LBBC 354 W Lancaster Ave, Ste 224 Haverford, PA, 19041	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 500 00
Crohns and Colitis Foundation 367 E Street Road Trevose, PA, 19053	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 1,000 00
Damon Runyan Cancer Research Foundation 55 Broadway, Ste 302 New York, NY, 10006	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 16,884 00
David Horowitz Freedom Center 14148 Magnolia Blvd, Suite 103 Sherman Oaks, CA, 91423	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 7,500 00
Etz Chaim Center for Jewish Studies 1420 Walnut Street #1008 Phila , PA, 19102	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 1,000 00
Families of SMA 925 Busse Road Elk Grove, IL, 60007	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 100 00
Gan Israel Country Day Camp Attn Rabbi Gerber 1360 West Indian Creek Drive Wynnewood, PA, 19096	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 11,800 00
Gold Foundation c/o Roy Goldberg 9315 Amherst Ave Margate City, NJ, 08402-1133	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 2,000 00
Guideline Services 4032 Spruce Street Philadelphia, PA 19104	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 1,000 00
Hadassah of Greater Philadelphia 1518 Walnut Street Philadelphia, PA, 19102-3419	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 5,555 67
Institute for Cancer and Blood Diseases Hahnemann University Broad and Vine Streets Philadelphia, PA, 19102	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 200 00
Jack Berrettini Memorial Fund 450 E Lancaster Ave Haverford, PA 19041	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 1,000 00
Jewish Federation- Israel Emergency Fund 2100 Arch Street #700 Philadelphia, PA 19103-1300	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 100,000 00

**Tzedakah Foundation
2009 - 990PF
23-3090755**

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JRA 125 Montgomery Avenue Suite A3 Bala Cynwyd, PA, 19004	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 25,600 00
Leukemia & Lymphoma Society 2 International Plaza- Suite 245 Philadelphia, PA, 19113	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 1,000 00
Little Sisters of the Poor 5300 Chester Avenue Philadelphia, PA, 19143	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 500 00
Lubavitch House at Penn Attn Rabbi Ephraim Levin 4037 Pine Street Philadelphia, PA, 19104	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 180 00
Main Line Art Center 746 Panmure Road Haverford, PA, 19041	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 250 00
MANNA 2323 Ranstead Street Philadelphia, PA, 19103	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 1,000 00
Middle East Forum 1500 Walnut Street Suite 1050 Philadelphia, PA, 19102	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 500 00
Minding Your Mind 42 W Lancaster Avenue, Fl 2 Ardmore, PA, 19003	Common management-IRS Section 501(c)(3)	Charitable contribution	\$ 28,605 00
Mission Kids Abbie Newman, Exec Director P O Box 706 Norristown, PA, 19404	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 1,000 00
National Liberty Museum 321 Chestnut Street Philadelphia, PA, 19106-2779	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 10,000 00
National Parkinson's Foundation 1501 N W 9th Avenue Miami, FL, 33136	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 1,000 00
No Kidding, Me Too! 210 West Hamilton Ave Suite 229 State College, PA, 16801	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 2,500 00
Oakland Care Center-Scholarship Fund c/o Scholarship Fund 20 Breakneck Road Oakland, NJ, 07436	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 1,000 00

Tzedakah Foundation

2009 - 990PF

23-3090755

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
P E F Israel Endowment Funds, Inc 317 Madison Avenue, Suite 607 New York, NY 10017	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 1,000 00
Philadelphia Spirit Softball 10u 3414 Tyson Ave Philadelphia, PA, 19149	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 500 00
Philadelphia Spirit Softball 14u Black 3414 Tyson Ave Philadelphia, PA, 19149	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 500 00
PMC-Jimmy Fund c/o The Shapiros 905 Randolph Street Canton, MA, 02021	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 1,000 00
South Jersey Gator Softball Organization c/o Sportz Central 300 Beningo Blvd Bellmawr, NJ 08031	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 1,000 00
Temple Beth Hillel-Beth El 1001 Remington Road Wynnewood, PA, 19096	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 9,600 00
The Asthma Camp of Greater Lehigh Valley 2121 City Line Rd Bethlehem, PA, 18017	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 100 00
The Chevra 2002 Ludlow Street Philadelphia, PA 19002	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 18,000 00
The Free Library of Philadelphia 1901 Vine street Philadelphia, PA, 19103	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 100 00
The Jed Foundation 220 Fifth Avenue 9th Floor New York, NY, 10001	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 6,500 00
Tikvah/AJMI PO Box 52730 Philadelphia, PA, 19115	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 12,800 00
Trustees of the University of Pennsylvania Institute for Diabetes, Obesity and Metabolism c/o Carol Forte, Development Office Philadelphia, PA, 19104	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 10,000 00
Urban Blazers Foundation 2929 Arch Street, Suite 1600 Philadelphia, PA, 19104	None - IRS Section 501 (c) (3)	Charitable contribution	\$ 5,000 00
			<u><u>\$ 302,857.67</u></u>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BENEFICIAL SAVINGS BANK	1,655.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,655.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST:	0.	0.	0.
ARCHIPELAGO HOLDINGS, LTD	24.	0.	24.
BAY POND PARTNERS LP	17.	0.	17.
DEUTSCHE BANK ALEX BROWN	2,228.	0.	2,228.
GSC PARTNERS CDO INVS II LP	4.	0.	4.
UBS	24.	0.	24.
TOTAL TO FM 990-PF, PART I, LN 4	2,297.	0.	2,297.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PFIC INCOME - GSC PARTNERS CDO INVESTORS II LP	22,280.	22,280.	
TOTAL TO FORM 990-PF, PART I, LINE 11	22,280.	22,280.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	2,500.	0.		2,500.
TO FORM 990-PF, PG 1, LN 16B	2,500.	0.		2,500.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX REFUND - 990-PF	<5,982.>	0.		<5,982.>
FEDERAL EXCISE TAX REFUND - 990-T	<5,600.>	0.		<5,600.>
TO FORM 990-PF, PG 1, LN 18	<11,582.>	0.		<11,582.>

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	190.	190.		0.
PA REGISTRATION	15.	0.		15.
PORTFOLIO DEDUCTIONS-K-1-GSC PARTNERS CDO INVESTORS II LP	729.	729.		0.
TO FORM 990-PF, PG 1, LN 23	934.	919.		15.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
DIFFERENCE BETWEEN BOOK LOSS AND TAXABLE INCOME FROM GSC PARTNERS CDO INV	46,842.
TOTAL TO FORM 990-PF, PART III, LINE 5	46,842.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DESTINY MATERNITY, INC.	178,725.	95,000.
LANDRY'S RESTAURANTS	0.	0.
ONSTREAM MEDIA CORP	52,159.	5,760.
STATE OF ISRAEL BONDS	10,000.	10,000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	240,884.	110,760.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GSC PARTNERS CDO INVESTORS II LP	FMV	360,793.	200,211.
TOTAL TO FORM 990-PF, PART II, LINE 13		360,793.	200,211.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FINAL DISTRIBUTIONS DUE FROM TERMINATED PARTNERSHIP INVESTMENTS	1,302,864.	0.	0.
TO FORM 990-PF, PART II, LINE 15	1,302,864.	0.	0.