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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

**2009**

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 , 2009, and ending , 20

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 BARRA FOUNDATION, INC.

A Employer identification number

23-6277885

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

8200 FLOURTOWN AVENUE

Room/suite

12

B Telephone number (see page 10 of the instructions)

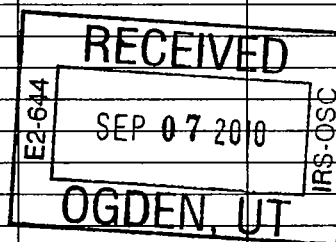
(215) 836-1030

City or town, state, and ZIP code

WYNDMOOR, PA 19038

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 foundationI Fair market value of all assets at end  
of year (from Part II, col (c), line  
16) \$ 76,915,952.  
J Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(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) (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)

|     |                                                                                               |             |            |     |            |
|-----|-----------------------------------------------------------------------------------------------|-------------|------------|-----|------------|
| 1   | Contributions, gifts, grants, etc., received (attach schedule)                                |             |            |     |            |
| 2   | Check <input type="checkbox"/> if the foundation is not required to<br>attach Sch. B. . . . . |             |            |     |            |
| 3   | Interest on savings and temporary cash investments                                            |             |            |     |            |
| 4   | Dividends and interest from securities . . . . .                                              | 1,062,901.  | 1,803,133. |     | ATCH 1     |
| 5a  | Gross rents . . . . .                                                                         |             |            |     |            |
| b   | Net rental income or (loss)                                                                   |             |            |     |            |
| 6a  | Net gain or (loss) from sale of assets not on line 10                                         | -1,384,307. |            |     |            |
| b   | Gross sales price for all<br>assets on line 6a 13,305,991.                                    |             |            |     |            |
| 7   | Capital gain net income (from Part IV, line 2)                                                |             |            |     |            |
| 8   | Net short-term capital gain . . . . .                                                         |             |            |     |            |
| 9   | Income modifications . . . . .                                                                |             |            |     |            |
| 10a | Gross sales less returns<br>and allowances . . . . .                                          |             |            |     |            |
| b   | Less Cost of goods sold . . . . .                                                             |             |            |     |            |
| c   | Gross profit or (loss) (attach schedule)                                                      |             |            |     |            |
| 11  | Other income (attach schedule)                                                                | 13,776.     | -557,509.  |     | ATCH 2     |
| 12  | Total. Add lines 1 through 11 . . . . .                                                       | -307,630.   | 1,245,624. |     |            |
| 13  | Compensation of officers, directors, trustees, etc.                                           | 97,746.     | 26,187.    |     | 71,560.    |
| 14  | Other employee salaries and wages . . . . .                                                   | 72,544.     |            |     | 72,544.    |
| 15  | Pension plans, employee benefits . . . . .                                                    | 19,603.     |            |     | 19,603.    |
| 16a | Legal fees (attach schedule) ATCH 3                                                           | 11,172.     | 0.         | 0.  | 11,172.    |
| b   | Accounting fees (attach schedule) ATCH 4                                                      | 22,650.     | 0.         | 0.  | 22,650.    |
| c   | Other professional fees (attach schedule) *                                                   | 228,392.    | 77,299.    |     | 151,093.   |
| 17  | Interest . . . . .                                                                            |             |            |     |            |
| 18  | Taxes (attach schedule) (see page 14 of the instructions) *                                   | 17,610.     | 14,893.    |     |            |
| 19  | Depreciation (attach schedule) and depletion . . . . .                                        |             |            |     |            |
| 20  | Occupancy . . . . .                                                                           |             |            |     |            |
| 21  | Travel, conferences, and meetings . . . . .                                                   | 3,988.      |            |     | 3,988.     |
| 22  | Printing and publications . . . . .                                                           |             |            |     |            |
| 23  | Other expenses (attach schedule) ATCH 7                                                       | 18,766.     | 143,481.   |     | 18,766.    |
| 24  | Total operating and administrative expenses.<br>Add lines 13 through 23 . . . . .             | 492,471.    | 261,860.   | 0.  | 371,376.   |
| 25  | Contributions, gifts, grants paid . . . . .                                                   | 2,706,643.  |            |     | 2,706,643. |
| 26  | Total expenses and disbursements. Add lines 24 and 25                                         | 3,199,114.  | 261,860.   | 0.  | 3,078,019. |
| 27  | Subtract line 26 from line 12                                                                 |             |            |     |            |
| a   | Excess of revenue over expenses and disbursements . .                                         | -3,506,744. |            |     |            |
| b   | Net investment income (if negative, enter -0-)                                                |             | 983,764.   |     |            |
| c   | Adjusted net income (if negative, enter -0-)                                                  |             |            | -0- |            |



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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 . . . . .                                                                                                            |                                                              | 159,919.              | 38,887.     | 38,887. |
|                                                                       | 2                                                                                                                         | Savings and temporary cash investments . . . . .                                                                                                 |                                                              |                       |             |         |
|                                                                       | 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 (attach schedule) ▶ . . . . .                                                                                   |                                                              |                       |             |         |
|                                                                       |                                                                                                                           | Less allowance for doubtful accounts ▶ . . . . .                                                                                                 |                                                              |                       |             |         |
|                                                                       | 8                                                                                                                         | Inventories for sale or use . . . . .                                                                                                            |                                                              |                       |             |         |
|                                                                       | 9                                                                                                                         | Prepaid expenses and deferred charges . . . . .                                                                                                  |                                                              |                       |             |         |
|                                                                       | 10 a                                                                                                                      | Investments - U S and state government obligations (attach schedule) . . . . .                                                                   |                                                              |                       |             |         |
|                                                                       | b                                                                                                                         | Investments - corporate stock (attach schedule) . . . . .                                                                                        |                                                              |                       |             |         |
|                                                                       | c                                                                                                                         | Investments - corporate bonds (attach schedule) . . . . .                                                                                        |                                                              |                       |             |         |
|                                                                       | Liabilities                                                                                                               | 11                                                                                                                                               | Investments - land, buildings, and equipment basis . . . . . |                       |             |         |
|                                                                       |                                                                                                                           | Less accumulated depreciation (attach schedule) ▶ . . . . .                                                                                      |                                                              |                       |             |         |
| 12                                                                    |                                                                                                                           | Investments - mortgage loans . . . . .                                                                                                           |                                                              |                       |             |         |
| 13                                                                    |                                                                                                                           | Investments - other (attach schedule) ATCH 8 . . . . .                                                                                           | 75,949,469.                                                  | 72,230,770.           | 76,512,393. |         |
| 14                                                                    |                                                                                                                           | Land, buildings, and equipment basis . . . . .                                                                                                   |                                                              |                       |             |         |
|                                                                       |                                                                                                                           | Less accumulated depreciation (attach schedule) ▶ . . . . .                                                                                      |                                                              |                       |             |         |
| 15                                                                    |                                                                                                                           | Other assets (describe ▶ ATCH 9 . . . . .)                                                                                                       | 59,672.                                                      | 364,672.              | 364,672.    |         |
| 16                                                                    |                                                                                                                           | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .                                           | 76,169,060.                                                  | 72,634,329.           | 76,915,952. |         |
| 17                                                                    |                                                                                                                           | Accounts payable and accrued expenses . . . . .                                                                                                  | 0.                                                           | 0.                    |             |         |
| 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 (attach schedule) . . . . .                                                                                    |                                                              |                       |             |         |
|                                                                       | 22                                                                                                                        | Other liabilities (describe ▶ ATCH 10 . . . . .)                                                                                                 | 49,791.                                                      | 21,804.               |             |         |
|                                                                       | 23                                                                                                                        | Total liabilities (add lines 17 through 22) . . . . .                                                                                            | 49,791.                                                      | 21,804.               |             |         |
| Foundations that follow SFAS 117, check here <input type="checkbox"/> | 24                                                                                                                        | Unrestricted . . . . .                                                                                                                           |                                                              |                       |             |         |
|                                                                       | 25                                                                                                                        | Temporarily restricted . . . . .                                                                                                                 |                                                              |                       |             |         |
|                                                                       | 26                                                                                                                        | Permanently restricted . . . . .                                                                                                                 |                                                              |                       |             |         |
|                                                                       | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/> |                                                                                                                                                  |                                                              |                       |             |         |
|                                                                       | 27                                                                                                                        | Capital stock, trust principal, or current funds . . . . .                                                                                       | 76,119,269.                                                  | 72,612,525.           |             |         |
|                                                                       | 28                                                                                                                        | Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .                                                                          |                                                              |                       |             |         |
|                                                                       | 29                                                                                                                        | Retained earnings, accumulated income, endowment, or other funds . . . . .                                                                       | 0.                                                           | 0.                    |             |         |
|                                                                       | 30                                                                                                                        | Total net assets or fund balances (see page 17 of the instructions) . . . . .                                                                    | 76,119,269.                                                  | 72,612,525.           |             |         |
| 31                                                                    | Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .                                | 76,169,060.                                                                                                                                      | 72,634,329.                                                  |                       |             |         |

## 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 | 76,119,269. |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | -3,506,744. |
| 3 | Other increases not included in line 2 (itemize) ▶ . . . . .                                                                                                         | 3 |             |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 72,612,525. |
| 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 | 72,612,525. |

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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<br>P-Purchase<br>D-Donation                                                    | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a</b> SEE PART IV SCHEDULE                                                                                                                                                                                                                                      |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| (e) Gross sales price                                                                                                                                                                                                                                               | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                    |                                      |                                  |
| <b>a</b>                                                                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69                                                                                                                                                                         |                                            |                                                 | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |                                      |                                  |
| (i) F M V as of 12/31/69                                                                                                                                                                                                                                            | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                 |                                      |                                  |
| <b>a</b>                                                                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>2</b> Capital gain net income or (net capital loss) . . . . .                                                                                                                                                                                                    |                                            |                                                 | <b>2</b>                                                                                        | -18,671.                             |                                  |
| <div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">           { If gain, also enter in Part I, line 7<br/>If (loss), enter -0- in Part I, line 7         </div> </div>                                                              |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)                                                                                                                                                                               |                                            |                                                 | <b>3</b>                                                                                        |                                      |                                  |
| <div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">           If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)<br/>If (loss), enter -0- in Part I, line 8. . . . .         </div> </div> |                                            |                                                 |                                                                                                 |                                      |                                  |

**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.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                            | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2008                                                                                                                                                                                            | 3,640,612.                               | 71,111,662.                                  | 0.051196                                                    |
| 2007                                                                                                                                                                                            | 3,272,564.                               | 71,581,013.                                  | 0.045718                                                    |
| 2006                                                                                                                                                                                            | 2,460,338.                               | 60,355,340.                                  | 0.040764                                                    |
| 2005                                                                                                                                                                                            | 2,664,977.                               | 55,083,116.                                  | 0.048381                                                    |
| 2004                                                                                                                                                                                            | 2,057,781.                               | 52,677,323.                                  | 0.039064                                                    |
| <b>2</b> Total of line 1, column (d) . . . . .                                                                                                                                                  |                                          |                                              | <b>2</b> 0.225123                                           |
| <b>3</b> 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 . . . . . |                                          |                                              | <b>3</b> 0.045025                                           |
| <b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .                                                                                                 |                                          |                                              | <b>4</b> 70,423,310.                                        |
| <b>5</b> Multiply line 4 by line 3 . . . . .                                                                                                                                                    |                                          |                                              | <b>5</b> 3,170,810.                                         |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .                                                                                                                   |                                          |                                              | <b>6</b> 9,838.                                             |
| <b>7</b> Add lines 5 and 6 . . . . .                                                                                                                                                            |                                          |                                              | <b>7</b> 3,180,648.                                         |
| <b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .                                                                                                                         |                                          |                                              | <b>8</b> 3,078,019.                                         |

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.

**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<br>Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions) |            |         |         |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b                                                                                             |            | 1       | 19,675. |
| 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       |         |
| 3 Add lines 1 and 2                                                                                                                                                                                                                           |            | 3       | 19,675. |
| 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       | 19,675. |
| 6 Credits/Payments                                                                                                                                                                                                                            |            |         |         |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009                                                                                                                                                                           | 6a 21,600. |         |         |
| b Exempt foreign organizations-tax withheld at source                                                                                                                                                                                         | 6b 0.      |         |         |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                         | 6c 28,000. |         |         |
| d Backup withholding erroneously withheld                                                                                                                                                                                                     | 6d         |         |         |
| 7 Total credits and payments Add lines 6a through 6d                                                                                                                                                                                          | 7          | 49,600. |         |
| 8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> 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         | 29,925. |         |
| 11 Enter the amount of line 10 to be Credited to 2010 estimated tax 9,500. Refunded                                                                                                                                                           | 11         | 20,425. |         |

**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  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?<br>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  |
| c 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<br>(1) On the foundation \$ (2) On foundation managers \$                                                                                                                                                                                           |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$                                                                                                                                                                                                               |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>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?                                                                                                                                                                                                                                                                                      | X   |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>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<br>• By language in the governing instrument, or<br>• 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) DE, 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  |

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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 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? . . . . .                                                                                    | 13 | X |   |

Website address ☐ N/A

14 The books are in care of ☐ WILLIAM HARRAL III Telephone no ☐ (215) 836-1030  
 Located at ☐ 8200 FLOURTOWN AVE, WYNDMOOR PA ZIP + 4 ☐ 19038-7976

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

**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)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>                                                                                                                       | 1b  | X  |
| 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years <input type="checkbox"/>                                                                                                                                                                                                                     |     |    |
| 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) . . . . .                                                                                                                                                                        | 2b  | X  |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                 |     |    |
| 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) . . . . . | 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)? (see page 22 of the instructions) ☐ 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 page 22 of the instructions)? ☐ Yes ☒ No  
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? ☐ 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? ☐ Yes ☒ No  
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? ☐ Yes ☒ No

**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 (see page 22 of the instructions).**

| (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 |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| ATTACHMENT 11        |                                                           | 97,746.                                   | 0.                                                                    | 0.                                    |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). 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 ☐

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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 . . . . . NONE

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

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

**Part IX-B** Summary of Program-Related Investments (see page 23 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 NONE                                                                                                           |        |
| 2                                                                                                                |        |
| All other program-related investments. See page 24 of the instructions.                                          |        |
| 3 NONE                                                                                                           |        |
| Total. Add lines 1 through 3 . . . . .                                                                           |        |

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

|          |                                                                                                                           |           |             |
|----------|---------------------------------------------------------------------------------------------------------------------------|-----------|-------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:               |           |             |
| <b>a</b> | Average monthly fair market value of securities                                                                           | <b>1a</b> | 60,465,965. |
| <b>b</b> | Average of monthly cash balances                                                                                          | <b>1b</b> | 11,029,781. |
| <b>c</b> | Fair market value of all other assets (see page 24 of the instructions)                                                   | <b>1c</b> | 0.          |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                                     | <b>1d</b> | 71,495,746. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)                 | <b>1e</b> |             |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                                      | <b>2</b>  | 0.          |
| <b>3</b> | Subtract line 2 from line 1d                                                                                              | <b>3</b>  | 71,495,746. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | <b>4</b>  | 1,072,436.  |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4               | <b>5</b>  | 70,423,310. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                                      | <b>6</b>  | 3,521,166.  |

**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.)

|           |                                                                                                           |           |            |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 3,521,166. |
| <b>2a</b> | Tax on investment income for 2009 from Part VI, line 5                                                    | <b>2a</b> | 19,675.    |
| <b>b</b>  | Income tax for 2009 (This does not include the tax from Part VI)                                          | <b>2b</b> |            |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 19,675.    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 3,501,491. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  |            |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 3,501,491. |
| <b>6</b>  | Deduction from distributable amount (see page 25 of the instructions)                                     | <b>6</b>  |            |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 3,501,491. |

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

|          |                                                                                                                                                                     |           |            |
|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                                          |           |            |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                                                       | <b>1a</b> | 3,078,019. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                                                  | <b>1b</b> | 0.         |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                                           | <b>2</b>  | 0.         |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                                                                |           |            |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                                      | <b>3a</b> | 0.         |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                               | <b>3b</b> | 0.         |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                                   | <b>4</b>  | 3,078,019. |
| <b>5</b> | 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) | <b>5</b>  | N/A        |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                               | <b>6</b>  | 3,078,019. |

**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)<br>Corpus | (b)<br>Years prior to 2008 | (c)<br>2008 | (d)<br>2009 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2009 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 3,501,491.  |
| <b>2</b> Undistributed income, if any, as of the end of 2009                                                                                                                                |               |                            |             |             |
| <b>a</b> Enter amount for 2008 only . . . . .                                                                                                                                               |               |                            |             |             |
| <b>b</b> Total for prior years 20 07 20 06 20 05 . . . . .                                                                                                                                  |               |                            |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2009                                                                                                                                    |               |                            |             |             |
| <b>a</b> From 2004 . . . . .                                                                                                                                                                |               |                            |             | 0.          |
| <b>b</b> From 2005 . . . . .                                                                                                                                                                |               |                            |             | 0.          |
| <b>c</b> From 2006 . . . . .                                                                                                                                                                |               |                            |             | 0.          |
| <b>d</b> From 2007 . . . . .                                                                                                                                                                |               |                            |             | 508,702.    |
| <b>e</b> From 2008 . . . . .                                                                                                                                                                |               |                            |             | 127,449.    |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              | 636,151.      |                            |             |             |
| <b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ► \$ 3,078,019.                                                                                                            |               |                            |             |             |
| <b>a</b> Applied to 2008, but not more than line 2a . . . . .                                                                                                                               |               |                            |             |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .                                                                     |               |                            |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .                                                                             |               |                            |             |             |
| <b>d</b> Applied to 2009 distributable amount . . . . .                                                                                                                                     |               |                            |             | 3,078,019.  |
| <b>e</b> Remaining amount distributed out of corpus . . . . .                                                                                                                               | 0.            |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a) )                                                  | 423,472.      |                            |             | 423,472.    |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                                  | 212,679.      |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .                                                                                                          |               |                            |             |             |
| <b>c</b> 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 . . . . . |               |                            |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .                                                                                           |               |                            |             |             |
| <b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .                                                             |               |                            |             |             |
| <b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 . . . . .                                                                |               |                            |             |             |
| <b>7</b> 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) . . . . .                   |               |                            |             |             |
| <b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .                                                               |               |                            |             |             |
| <b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | 212,679.      |                            |             |             |
| <b>10</b> Analysis of line 9                                                                                                                                                                |               |                            |             |             |
| <b>a</b> Excess from 2005 . . . . .                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2006 . . . . .                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2007 . . . . .                                                                                                                                                         |               |                            |             | 85,230.     |
| <b>d</b> Excess from 2008 . . . . .                                                                                                                                                         |               |                            |             | 127,449.    |
| <b>e</b> Excess from 2009 . . . . .                                                                                                                                                         |               |                            |             |             |

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**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

ROBERT L. MCNEIL JR

**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

N/A

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

ATTACHMENT 12

**c** Any submission deadlines

NO FORMAL SUBMISSION DEADLINES

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

ATTACHMENT 13

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

| <div>Recipient</div> <div>Name and address (home or business)</div> | 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     |
|---------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|------------|
| <b>a Paid during the year</b><br>SEE ATTACHED SCHEDULE              |                                                                                                           |                                |                                  | 2,706,643. |
| <b>Total.</b>                                                       |                                                                                                           |                                | <b>▶ 3a</b>                      | 2,706,643. |
| <b>b Approved for future payment</b><br>SEE ATTACHED SCHEDULE       |                                                                                                           |                                |                                  | 619,619.   |
| <b>Total.</b>                                                       |                                                                                                           |                                | <b>▶ 3b</b>                      | 619,619.   |

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## 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)<br>Related or exempt<br>function income<br>(See page 28 of<br>the instructions) |
|-----------------------------------------------------------------------|--|---------------------------|---------------|--------------------------------------|---------------|-------------------------------------------------------------------------------------|
|                                                                       |  | (a)<br>Business code      | (b)<br>Amount | (c)<br>Exclusion code                | (d)<br>Amount |                                                                                     |
| <b>1</b> Program service revenue                                      |  |                           |               |                                      |               |                                                                                     |
| a _____                                                               |  |                           |               |                                      |               |                                                                                     |
| b _____                                                               |  |                           |               |                                      |               |                                                                                     |
| c _____                                                               |  |                           |               |                                      |               |                                                                                     |
| d _____                                                               |  |                           |               |                                      |               |                                                                                     |
| e _____                                                               |  |                           |               |                                      |               |                                                                                     |
| f _____                                                               |  |                           |               |                                      |               |                                                                                     |
| g Fees and contracts from government agencies                         |  |                           |               |                                      |               |                                                                                     |
| <b>2</b> Membership dues and assessments . . . . .                    |  |                           |               |                                      |               |                                                                                     |
| <b>3</b> Interest on savings and temporary cash investments           |  |                           |               |                                      |               |                                                                                     |
| <b>4</b> Dividends and interest from securities . . . . .             |  |                           |               | 14                                   | 1,062,901.    |                                                                                     |
| <b>5</b> Net rental income or (loss) from real estate                 |  |                           |               |                                      |               |                                                                                     |
| a Debt-financed property . . . . .                                    |  |                           |               |                                      |               |                                                                                     |
| b Not debt-financed property . . . . .                                |  |                           |               |                                      |               |                                                                                     |
| <b>6</b> Net rental income or (loss) from personal property . . . . . |  | 111000                    |               |                                      |               |                                                                                     |
| <b>7</b> Other investment income . . . . .                            |  |                           |               |                                      |               |                                                                                     |
| <b>8</b> Gain or (loss) from sales of assets other than inventory     |  |                           |               | 18                                   | -1,384,307.   |                                                                                     |
| <b>9</b> Net income or (loss) from special events . . . . .           |  |                           |               |                                      |               |                                                                                     |
| <b>10</b> Gross profit or (loss) from sales of inventory . . . . .    |  |                           |               |                                      |               |                                                                                     |
| <b>11</b> Other revenue a _____                                       |  |                           |               |                                      |               |                                                                                     |
| b PUBLICATIONS                                                        |  |                           |               | 15                                   | 8,057.        |                                                                                     |
| c OTHER                                                               |  |                           |               | 15                                   | 519.          |                                                                                     |
| d TAX REFUND                                                          |  |                           |               | 15                                   | 5,200.        |                                                                                     |
| e _____                                                               |  |                           |               |                                      |               |                                                                                     |
| <b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .           |  |                           |               |                                      | -307,630.     |                                                                                     |
| <b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .     |  |                           |               |                                      |               | -307,630.                                                                           |

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

[illegible]



**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description                                                                                                     |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold |
|----------------------------------------------|---------------------------------------|-----------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|-----------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                                                                       | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |           |
|                                              |                                       | TOTAL LONG-TERM COMMON TRUST FUND AND<br>PARTNERSHIP, S CORPORATION, AND OTHER<br>ESTATES OR TRUST GAIN OR LOSS |                          |                                |                                    |              | 1,350,354.           |           |
|                                              |                                       | TOTAL CAPITAL GAIN DISTRIBUTIONS                                                                                |                          |                                |                                    |              | 15,828.              |           |
| 1,988,882.                                   |                                       | WILMINGTON TRUST - STCG - SEE ATTACHED<br>1,776,068.                                                            |                          |                                |                                    |              | VAR<br>212,814.      | VAR       |
| 11317109.                                    |                                       | WILMINGTON TRUST - LTCL - SEE ATTACHED<br>12914776.                                                             |                          |                                |                                    |              | VAR<br>-1597667.     | VAR       |
| TOTAL GAIN (LOSS) .....                      |                                       | .....                                                                                                           |                          |                                |                                    |              | <u>-18,671.</u>      |           |

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| <u>DESCRIPTION</u>                    | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|---------------------------------------|---------------------------------------------------|--------------------------------------|
| WILMINGTON TRUST-DIVIDENDS 011113-000 | 1,062,901.                                        | 1,803,133.                           |
| TOTAL                                 | <u>1,062,901.</u>                                 | <u>1,803,133.</u>                    |

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION                      | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|----------------------------------|-----------------------------------------|-----------------------------|
| LUBERT ADLER CAPITAL R/E FUND V  |                                         | -87,871.                    |
| STOCKSPUS, LIMITED PARTNERSHIP   |                                         | 56,728.                     |
| LUBERT ADLER CAPITAL R/E FUND IV |                                         | -22,748.                    |
| COLCHESTER                       |                                         | -540,190.                   |
| LUBERT ADLER V ROYALTIES         |                                         | 85.                         |
| SANKATY SENIOR LOAN FUND         |                                         | 34,922.                     |
| MONDRIAN OTHER INCOME            |                                         | 1,565.                      |
| W.W. NORTON & COMPANY            | 8,057.                                  | 0.                          |
| OTHER INCOME                     | 519.                                    | 0.                          |
| TAX REFUND                       | 5,200.                                  | 0.                          |
| TOTALS                           | <u>13,776.</u>                          | <u>-557,509.</u>            |

ATTACHMENT 3FORM 990PF, PART I - LEGAL FEES

| <u>DESCRIPTION</u>            | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|-------------------------------|---------------------------------------------------|--------------------------------------|------------------------------------|--------------------------------|
| MAND MARBLESTONE - LEGAL SERV | 11,172.                                           |                                      |                                    | 11,172.                        |
| TOTALS                        | <u>11,172.</u>                                    | <u>0.</u>                            | <u>0.</u>                          | <u>11,172.</u>                 |

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u>      | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|-------------------------|---------------------------------------------------|--------------------------------------|------------------------------------|--------------------------------|
| SMART - ACCOUNTING FEES | 22,650.                                           |                                      |                                    | 22,650.                        |
| TOTALS                  | <u>22,650.</u>                                    | <u>0.</u>                            | <u>0.</u>                          | <u>22,650.</u>                 |

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u>             | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|--------------------------------|---------------------------------------------------|--------------------------------------|--------------------------------|
| COLONIAL CONSULTANTS - INVESTM | 62,356.                                           | 62,356.                              |                                |
| RESEARCH & CONSULTING          | 151,093.                                          | 0.                                   | 151,093.                       |
| SERVICE CHARGE                 | 638.                                              | 638.                                 |                                |
| WILMINGTON TRUST CUSTODIAL FEE | 14,305.                                           | 14,305.                              |                                |
| TOTALS                         | <u>228,392.</u>                                   | <u>77,299.</u>                       | <u>151,093.</u>                |

ATTACHMENT 6FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|--------------------|---------------------------------------------------|--------------------------------------|
| EXCISE TAXES       | 17,610.                                           | 14,893.                              |
| FOREIGN TAX        |                                                   |                                      |
| TOTALS             | <u>17,610.</u>                                    | <u>14,893.</u>                       |

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION                                                    | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | CHARITABLE<br>PURPOSES |
|----------------------------------------------------------------|-----------------------------------------|-----------------------------|------------------------|
| DUES                                                           | 6,995.                                  |                             | 6,995.                 |
| SUPPLIES, MISC EXP                                             | 3,909.                                  |                             | 3,909.                 |
| INSURANCE                                                      | 3,513.                                  |                             | 3,513.                 |
| UTILITIES- TELE & OTHER                                        | 4,349.                                  |                             | 4,349.                 |
| PARTNERSHIPS -EXPENSES RELATED<br>TO INVESTMENT/PORTFOLIO INC. |                                         | 143,481.                    |                        |
| TOTALS                                                         | 18,766.                                 | 143,481.                    | 18,766.                |

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 8

| <u>DESCRIPTION</u>                              | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|-------------------------------------------------|------------------------------|-----------------------|
| WILMINGTON TRUST COMPANY -<br>BOOK VALUE @ COST | 72,230,770.                  | 76,512,393.           |
| TOTALS                                          | <u>72,230,770.</u>           | <u>76,512,393.</u>    |

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 9

| <u>DESCRIPTION</u>          | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|-----------------------------|------------------------------|-----------------------|
| DOCUMENTS & RESEARCH PAPERS | 15,412.                      | 15,412.               |
| ANTIQUE PISTOL COLLECTION   | 33,510.                      | 33,510.               |
| ANTIQUE FURNISHINGS         | 10,750.                      | 10,750.               |
| INVESTMENT RECEIVABLE       | 305,000.                     | 305,000.              |
| TOTALS                      | <u>364,672.</u>              | <u>364,672.</u>       |

FORM 990PF, PART II - OTHER LIABILITIESATTACHMENT 10DESCRIPTIONENDING  
BOOK VALUE

INVESTMENT PURCHASE PAYABLE

21,804.

TOTALS

21,804.

## THE BARRA FOUNDATION, INC.

23-6277885

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

| <u>NAME AND ADDRESS</u>                                              | <u>TITLE AND AVERAGE HOURS PER<br/>WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS<br/>TO EMPLOYEE<br/>BENEFIT PLANS</u> | <u>EXPENSE ACCT<br/>AND OTHER<br/>ALLOWANCES</u> |
|----------------------------------------------------------------------|-----------------------------------------------------------------|---------------------|--------------------------------------------------------|--------------------------------------------------|
| ROBERT L. MCNEIL, JR<br>8200 FLOURTOWN AVENUE<br>WYNDMOOR, PA 19038  | DIRECTOR<br>3.00                                                | 0.                  | 0.                                                     | 0.                                               |
| WILLIAM HARRAL III<br>8200 FLOURTOWN AVENUE<br>WYNDMOOR, PA 19038    | PRES, DIR, TRES.<br>25.00                                       | 90,746.             | 0.                                                     | 0.                                               |
| ROBERT P HAUPTFUHRER<br>8200 FLOURTOWN AVENUE<br>WYNDMOOR, PA 19038  | DIRECTOR<br>2.00                                                | 7,000.              | 0.                                                     | 0.                                               |
| SEYMOUR S PRESTON III<br>8200 FLOURTOWN AVENUE<br>WYNDMOOR, PA 19038 | CHM, DIR<br>5.00                                                | 0.                  | 0.                                                     | 0.                                               |
| HARRY E. CERINO<br>8200 FLOURTOWN AVENUE<br>WYNDMOOR, PA 19038       | DIRECTOR<br>1.00                                                | 0.                  | 0.                                                     | 0.                                               |
| ROBERT L. MCNEIL III<br>8200 FLOURTOWN AVENUE<br>WYNDMOOR, PA 19038  | DIRECTOR<br>2.00                                                | 0.                  | 0.                                                     | 0.                                               |

## THE BARRA FOUNDATION, INC.

23-6277885

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11 (CONT'D)

| <u>NAME AND ADDRESS</u>                                             | <u>TITLE AND AVERAGE HOURS PER<br/>WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS<br/>TO EMPLOYEE<br/>BENEFIT PLANS</u> | <u>EXPENSE ACCT<br/>AND OTHER<br/>ALLOWANCES</u> |
|---------------------------------------------------------------------|-----------------------------------------------------------------|---------------------|--------------------------------------------------------|--------------------------------------------------|
| COLLIN F. MCNEIL<br>8200 FLOURTOWN AVENUE<br>WYNDMOOR, PA 19038     | DIRECTOR<br>1.00                                                | 0.                  | 0.                                                     | 0.                                               |
| JOANNA M. LEWIS<br>8200 FLOURTOWN AVENUE<br>WYNDMOOR, PA 19038      | DIRECTOR<br>1.00                                                | 0.                  | 0.                                                     | 0.                                               |
| VICTORIA M. LE VINE<br>8200 FLOURTOWN AVENUE<br>WYNDMOOR, PA 19038  | DIRECTOR<br>1.00                                                |                     |                                                        |                                                  |
| LOWELL S. THOMAS, JR<br>8200 FLOURTOWN AVENUE<br>WYNDMOOR, PA 19038 | SECRETARY, DIRECTOR<br>3.00                                     | 0.                  | 0.                                                     | 0.                                               |
| HERMAN R. HUTCHINSON<br>8200 FLOURTOWN AVENUE<br>WYNDMOOR, PA 19038 | DIRECTOR<br>1.00                                                | 0.                  | 0.                                                     | 0.                                               |
| A. LOUIS DENTON<br>8200 FLOURTOWN AVE.<br>WYNDMOOR, PA 19038        | VP, DIRECTOR<br>3.00                                            | 0.                  | 0.                                                     | 0.                                               |
|                                                                     | GRAND TOTALS                                                    | 97,746.             | 0.                                                     | 0.                                               |

ATTACHMENT 12

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

INITIAL CONTACT BY A 1-2 PAGE LETTER ONLY, DESCRIBING THE PROJECT,  
ORGANIZATION, BUDGET, ETC.

ATTACHMENT 13990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

MOST GRANTS ARE RESTRICTED TO THE GREATER PHILADELPHIA COMMUNITY. PRIMARY FIELDS OF INTEREST ARE: 1)HUMAN SERVICES 2)ARTS & CULTURE 3)HEALTH AND EDUCATION. IN GENERAL, THE FOUNDATION DOES NOT PROVIDE SUPPORT FOR ONGOING OPERATING EXPENSES, BUDGET DEFICITS, ENDOWMENT OR CAPITAL CAMPAIGNS (INCLUDING CONSTRUCTION, EQUIPMENT, RENOVATION OR REPAIRS), PUBLICATIONS, EXHIBITIONS OR CATALOGUES, INTERNATIONAL PROGRAMS AND INSTITUTIONS, OR INDIVIDUAL SCHOLARSHIPS OR FELLOWSHIPS.

**SCHEDULE D**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

► **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

**2009**

Name of estate or trust

THE BARRA FOUNDATION, INC.

Employer identification number

23-6277885

**Note:** Form 5227 filers need to complete *only* Parts I and II

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

| (a) Description of property<br>(Example 100 shares 7% preferred of "Z" Co)                                                                 | (b) Date acquired<br>(mo., day, yr.) | (c) Date sold<br>(mo., day, yr.) | (d) Sales price | (e) Cost or other basis<br>(see page 4 of the instructions) | (f) Gain or (loss) for the entire year<br>Subtract (e) from (d) |
|--------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|-----------------|-------------------------------------------------------------|-----------------------------------------------------------------|
| <b>1a</b>                                                                                                                                  |                                      |                                  |                 |                                                             |                                                                 |
|                                                                                                                                            |                                      |                                  |                 |                                                             |                                                                 |
|                                                                                                                                            |                                      |                                  |                 |                                                             |                                                                 |
|                                                                                                                                            |                                      |                                  |                 |                                                             |                                                                 |
|                                                                                                                                            |                                      |                                  |                 |                                                             |                                                                 |
| <b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b                                                           |                                      |                                  |                 |                                                             | <b>1b</b> 212,814.                                              |
| <b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824                                                           |                                      |                                  |                 |                                                             | <b>2</b>                                                        |
| <b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts                                      |                                      |                                  |                 |                                                             | <b>3</b>                                                        |
| <b>4</b> Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet              |                                      |                                  |                 |                                                             | <b>4</b> ( )                                                    |
| <b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back |                                      |                                  |                 |                                                             | <b>5</b> 212,814.                                               |

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

| (a) Description of property<br>(Example 100 shares 7% preferred of "Z" Co)                                                                   | (b) Date acquired<br>(mo., day, yr.) | (c) Date sold<br>(mo., day, yr.) | (d) Sales price | (e) Cost or other basis<br>(see page 4 of the instructions) | (f) Gain or (loss) for the entire year<br>Subtract (e) from (d) |
|----------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|-----------------|-------------------------------------------------------------|-----------------------------------------------------------------|
| <b>6a</b>                                                                                                                                    |                                      |                                  |                 |                                                             |                                                                 |
|                                                                                                                                              |                                      |                                  |                 |                                                             |                                                                 |
|                                                                                                                                              |                                      |                                  |                 |                                                             |                                                                 |
|                                                                                                                                              |                                      |                                  |                 |                                                             |                                                                 |
|                                                                                                                                              |                                      |                                  |                 |                                                             |                                                                 |
| <b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b                                                              |                                      |                                  |                 |                                                             | <b>6b</b> -1,597,667.                                           |
| <b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824                                                        |                                      |                                  |                 |                                                             | <b>7</b>                                                        |
| <b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts                                         |                                      |                                  |                 |                                                             | <b>8</b> 1,350,354.                                             |
| <b>9</b> Capital gain distributions                                                                                                          |                                      |                                  |                 |                                                             | <b>9</b> 15,828.                                                |
| <b>10</b> Gain from Form 4797, Part I                                                                                                        |                                      |                                  |                 |                                                             | <b>10</b>                                                       |
| <b>11</b> Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet               |                                      |                                  |                 |                                                             | <b>11</b> ( )                                                   |
| <b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back |                                      |                                  |                 |                                                             | <b>12</b> -231,485.                                             |

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

**Part III Summary of Parts I and II****Caution: Read the instructions before completing this part**

|           |                                                                     | (1) Beneficiaries' (see page 5) | (2) Estate's or trust's | (3) Total |
|-----------|---------------------------------------------------------------------|---------------------------------|-------------------------|-----------|
| <b>13</b> | <b>Net short-term gain or (loss)</b> . . . . .                      | <b>13</b>                       |                         | 212,814.  |
| <b>14</b> | <b>Net long-term gain or (loss):</b>                                |                                 |                         |           |
| a         | Total for year . . . . .                                            | <b>14a</b>                      |                         | -231,485. |
| b         | Unrecaptured section 1250 gain (see line 18 of the wrksh) . . . . . | <b>14b</b>                      |                         |           |
| c         | 28% rate gain . . . . .                                             | <b>14c</b>                      |                         |           |
| <b>15</b> | <b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . | <b>15</b>                       |                         | -18,671.  |

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

**Part IV Capital Loss Limitation**

|           |                                                                                                                                                                                       |           |           |
|-----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|
| <b>16</b> | Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the <b>smaller</b> of<br>a The loss on line 15, column (3) or b \$3,000 . . . . . | <b>16</b> | ( 3,000 ) |
|-----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

|           |                                                                                                                                                                                                                                                         |           |  |  |
|-----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|--|
| <b>17</b> | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .                                                                                                                                                                         | <b>17</b> |  |  |
| <b>18</b> | Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .                                                                                                                                                               | <b>18</b> |  |  |
| <b>19</b> | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .                                                                                    | <b>19</b> |  |  |
| <b>20</b> | Add lines 18 and 19 . . . . .                                                                                                                                                                                                                           | <b>20</b> |  |  |
| <b>21</b> | If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . . .                                                                                                                                               | <b>21</b> |  |  |
| <b>22</b> | Subtract line 21 from line 20. If zero or less, enter -0- . . . . .                                                                                                                                                                                     | <b>22</b> |  |  |
| <b>23</b> | Subtract line 22 from line 17. If zero or less, enter -0- . . . . .                                                                                                                                                                                     | <b>23</b> |  |  |
| <b>24</b> | Enter the <b>smaller</b> of the amount on line 17 or \$2,300 . . . . .                                                                                                                                                                                  | <b>24</b> |  |  |
| <b>25</b> | Is the amount on line 23 equal to or more than the amount on line 24?<br><input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26, go to line 27 and check the "No" box<br><input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . . | <b>25</b> |  |  |
| <b>26</b> | Subtract line 25 from line 24 . . . . .                                                                                                                                                                                                                 | <b>26</b> |  |  |
| <b>27</b> | Are the amounts on lines 22 and 26 the same?<br><input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the <b>smaller</b> of line 17 or line 22 . . . . .                                  | <b>27</b> |  |  |
| <b>28</b> | Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .                                                                                                                                                                                | <b>28</b> |  |  |
| <b>29</b> | Subtract line 28 from line 27 . . . . .                                                                                                                                                                                                                 | <b>29</b> |  |  |
| <b>30</b> | Multiply line 29 by 15% ( 15 ) . . . . .                                                                                                                                                                                                                | <b>30</b> |  |  |
| <b>31</b> | Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .                                                                            | <b>31</b> |  |  |
| <b>32</b> | Add lines 30 and 31 . . . . .                                                                                                                                                                                                                           | <b>32</b> |  |  |
| <b>33</b> | Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .                                                                            | <b>33</b> |  |  |
| <b>34</b> | <b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .                                                                                          | <b>34</b> |  |  |

Schedule D (Form 1041) 2009

Department of the Treasury  
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).

► **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

2009

Name of estate or trust

THE BARRA FOUNDATION, INC.

Employer identification number

23-6277885

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**[illegible]

|                                                                                                    |          |
|----------------------------------------------------------------------------------------------------|----------|
| <b>1b Total.</b> Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . . | 212,814. |
|----------------------------------------------------------------------------------------------------|----------|

**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.**

Schedule D-1 (Form 1041) 2009

Employer identification number

(a) Description of property (Example  
100 sh 7% preferred of "Z" Co )

(b) Date  
acquired  
(mo , day, yr )(c) Date sold  
(mo , day, yr )

**(d) Sales price**  
(see page 4 of the  
instructions)

**(e) Cost or other basis**  
(see page 4 of the  
instructions)

**(f) Gain or (loss)**  
Subtract (e) from (d)

11,317,109.

12,914,776.

-1,597,667.

|                                                                                                    |             |
|----------------------------------------------------------------------------------------------------|-------------|
| <b>6b Total.</b> Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . . | -1,597,667. |
|----------------------------------------------------------------------------------------------------|-------------|

Schedule D-1 (Form 1041) 2009

CUST FOR THE BARRA FOUNDATION MK-011113-000  
Schedule D Detail of Short-term Capital Gains and Losses

| Description                | Date<br>Acquired | Date<br>Sold | Gross Sales<br>Price | Cost or Other<br>Basis | Short-term<br>Gain/Loss |
|----------------------------|------------------|--------------|----------------------|------------------------|-------------------------|
| 8510.526 PIMCO FUNDS LOW   | 01/31/2008       | 01/28/2009   | 80,594.68            | 86,467.18              | -5,872.50               |
| DURATION FUND              |                  |              |                      |                        |                         |
| 2726.657 PIMCO FUNDS LOW   | 07/31/2008       | 01/28/2009   | 25,821.44            | 27,089.65              | -1,268.21               |
| DURATION FUND              |                  |              |                      |                        |                         |
| 83538.012 MORGAN STANLEY   | 07/02/2008       | 05/14/2009   | 1349974.28           | 1158711.32             | 191,262.96              |
| INSTITUTIONAL FUND INC EME |                  |              |                      |                        |                         |
| 5502.86 MORGAN STANLEY     | 12/19/2008       | 05/14/2009   | 88,926.22            | 76,874.96              | 12,051.26               |
| INSTITUTIONAL FUND INC EME |                  |              |                      |                        |                         |
| 506.99 HARRIS ASSOCIATES   | 12/18/2008       | 05/29/2009   | 8,005.37             | 6,955.90               | 1,049.47                |
| INVESTMENT TRUST OAKMARK G |                  |              |                      |                        |                         |
| 6022.618 PIMCO FUNDS LOW   | 09/30/2008       | 08/28/2009   | 61,009.12            | 57,002.80              | 4,006.32                |
| DURATION FUND              |                  |              |                      |                        |                         |
| 3420.311 PIMCO FUNDS LOW   | 03/31/2009       | 08/28/2009   | 34,647.75            | 32,954.82              | 1,692.93                |
| DURATION FUND              |                  |              |                      |                        |                         |
| 8294.556 PIMCO FUNDS LOW   | 11/28/2008       | 09/01/2009   | 84,106.79            | 76,553.85              | 7,552.94                |
| DURATION FUND              |                  |              |                      |                        |                         |
| 660.255 PIMCO FUNDS LOW    | 03/31/2009       | 09/01/2009   | 6,694.99             | 6,352.46               | 342.53                  |
| DURATION FUND              |                  |              |                      |                        |                         |
| 3421.157 PIMCO FUNDS TOTAL |                  |              |                      |                        |                         |
| RETURN FUND INSTITUTIONAL  | 09/30/2009       | 10/08/2009   | 37,461.67            | 37,359.03              | 102.64                  |
| 2967.559 PIMCO FUNDS TOTAL |                  |              |                      |                        |                         |
| RETURN FUND INSTITUTIONAL  | 10/30/2009       | 11/19/2009   | 32,643.15            | 32,465.10              | 178.05                  |
| 7583.313 PIMCO FUNDS TOTAL |                  |              |                      |                        |                         |
| RETURN FUND INSTITUTIONAL  | 07/31/2009       | 11/30/2009   | 83,719.78            | 81,170.31              | 2,549.47                |
| 2310.603 PIMCO FUNDS TOTAL |                  |              |                      |                        |                         |
| RETURN FUND INSTITUTIONAL  | 11/30/2009       | 12/10/2009   | 25,139.36            | 25,509.06              | -369.70                 |
| 917.431 PIMCO FUNDS TOTAL  |                  |              |                      |                        |                         |
| RETURN FUND INSTITUTIONAL  | 12/09/2009       | 12/18/2009   | 10,000.00            | 9,990.82               | 9.18                    |
| 2775.208 PIMCO FUNDS TOTAL |                  |              |                      |                        |                         |
| RETURN FUND INSTITUTIONAL  | 12/09/2009       | 12/29/2009   | 30,000.00            | 30,222.02              | -222.02                 |
| 2790.485 PIMCO FUNDS TOTAL |                  |              |                      |                        |                         |
| RETURN FUND INSTITUTIONAL  | 12/09/2009       | 12/31/2009   | 30,137.24            | 30,388.38              | -251.14                 |
|                            |                  |              |                      |                        |                         |
|                            |                  |              |                      |                        |                         |
| <b>Totals</b>              |                  |              | 1988882.00           | 1776068.00             | 212,814.00              |

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CUST FOR THE BARRA FOUNDATION MK-0111113-000  
Schedule D Detail of Long-term Capital Gains and Losses

| Description                       | Date<br>Acquired | Date<br>Sold | Gross Sales<br>Price | Cost or Other<br>Basis | Long-term<br>Gain/Loss |
|-----------------------------------|------------------|--------------|----------------------|------------------------|------------------------|
| 15% RATE CAPITAL GAINS (LOSSES)   |                  |              |                      |                        |                        |
| 72463.768 HARRIS ASSOCIATES       |                  |              |                      |                        |                        |
| INVESTMENT TRUST OAKMARK G        | 11/03/2003       | 01/28/2009   | 1000000.00           | 1727764.61             | -727,764.61            |
| 94359.438 PIMCO FUNDS LOW         |                  |              |                      |                        |                        |
| DURATION FUND                     | 01/30/2007       | 01/28/2009   | 893,583.88           | 932,927.27             | -39,343.39             |
| 125077.871 MORGAN STANLEY         |                  |              |                      |                        |                        |
| INSTITUTIONAL FUND INC EME        | 12/31/2002       | 05/14/2009   | 2021258.40           | 2528360.90             | -507,102.50            |
| 175077.07 HARRIS ASSOCIATES       |                  |              |                      |                        |                        |
| INVESTMENT TRUST OAKMARK G        | 11/03/2003       | 05/29/2009   | 2764466.94           | 3125125.70             | -360,658.76            |
| 213722. PIMCO FUNDS LOW DURATION  | 06/30/2006       | 05/29/2009   | 2096612.82           | 2105847.99             | -9,235.17              |
| 13092. PIMCO FUNDS LOW DURATION   | 06/30/2006       | 06/01/2009   | 127,908.84           | 128,694.36             | -785.52                |
| 67441.413 PIMCO FUNDS LOW         |                  |              |                      |                        |                        |
| DURATION FUND                     | 06/30/2006       | 08/28/2009   | 683,181.51           | 662,871.64             | 20,309.87              |
| 17308.526 PIMCO FUNDS TOTAL       |                  |              |                      |                        |                        |
| RETURN FUND INSTITUTIONAL         | 09/02/2005       | 09/01/2009   | 186,759.00           | 188,588.40             | -1,829.40              |
| 689.455 PIMCO FUNDS TOTAL         |                  |              |                      |                        |                        |
| RETURN FUND INSTITUTIONAL         | 09/02/2005       | 09/09/2009   | 7,439.22             | 7,450.40               | -11.18                 |
| 43154.185 PIMCO FUNDS TOTAL       |                  |              |                      |                        |                        |
| RETURN FUND INSTITUTIONAL         | 09/02/2005       | 10/08/2009   | 472,538.33           | 466,333.53             | 6,204.80               |
| 9149.131 PIMCO FUNDS TOTAL        |                  |              |                      |                        |                        |
| RETURN FUND INSTITUTIONAL         | 09/02/2005       | 10/13/2009   | 100,000.00           | 98,867.51              | 1,132.49               |
| 1831.502 PIMCO FUNDS TOTAL        |                  |              |                      |                        |                        |
| RETURN FUND INSTITUTIONAL         | 09/02/2005       | 10/22/2009   | 20,000.00            | 19,791.61              | 208.39                 |
| 6123.35 PIMCO FUNDS TOTAL RETURN  |                  |              |                      |                        |                        |
| FUND INSTITUTIONAL CLASS          | 09/02/2005       | 11/19/2009   | 67,356.85            | 66,170.26              | 1,186.59               |
| 906.618 PIMCO FUNDS TOTAL         |                  |              |                      |                        |                        |
| RETURN FUND INSTITUTIONAL         | 09/02/2005       | 11/27/2009   | 10,000.00            | 9,797.11               | 202.89                 |
| 37706.542 PIMCO FUNDS TOTAL       |                  |              |                      |                        |                        |
| RETURN FUND INSTITUTIONAL         | 09/02/2005       | 11/30/2009   | 416,280.22           | 405,999.68             | 10,280.54              |
| 16071.75 PIMCO FUNDS TOTAL RETURN |                  |              |                      |                        |                        |
| FUND INSTITUTIONAL CLASS          | 12/12/2007       | 12/10/2009   | 174,860.64           | 170,412.06             | 4,448.58               |
| 25450.256 PIMCO FUNDS TOTAL       |                  |              |                      |                        |                        |
| RETURN FUND INSTITUTIONAL         | 12/21/2007       | 12/31/2009   | 274,862.76           | 269,772.71             | 5,090.05               |
| Totals                            |                  |              |                      |                        |                        |

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Grants & contributions paid during year

| <u>Recipient Name</u>                         | <u>Recipient Address</u> | <u>Relation</u> | <u>Status</u> | <u>Purpose</u>        | <u>Amount</u> |
|-----------------------------------------------|--------------------------|-----------------|---------------|-----------------------|---------------|
| Abington Art Center                           | Abington, PA             | N/A             | Public        | General               | 2,500         |
| Academy of Community Music                    | Fort Washington, PA      | N/A             | Public        | General               | 2,500         |
| Academy of Music                              | Phila , PA               | N/A             | Public        | General               | 20,000        |
| Academy of Natural Sciences                   | Phila , PA               | N/A             | Public        | General               | 17,000        |
| Academy of Natural Sciences                   | Phila , PA               | N/A             | Public        | Head Start in Science | 46,497        |
| Academy of Vocal Arts                         | Phila , PA               | N/A             | Public        | General               | 2,500         |
| ACPPA Artists Cooperative                     | Norristown, PA           | N/A             | Public        | General               | 2,000         |
| Acting Without Boundaries                     | Bryn Mawr, PA            | N/A             | Public        | General               | 2,500         |
| Adoption Center of DE Valley                  | Phila , PA               | N/A             | Public        | General               | 2,000         |
| Adults w/Developmental Disabilities           | Jenkintown, PA           | N/A             | Public        | General               | 2,000         |
| After School Activities Partners              | Phila , PA               | N/A             | Public        | General               | 2,500         |
| Aid for Friends                               | Phila , PA               | N/A             | Public        | General               | 2,500         |
| Allens Lane Art Center                        | Phila , PA               | N/A             | Public        | General               | 2,000         |
| Alpha Pregnancy Services                      | Phila , PA               | N/A             | Public        | General               | 2,500         |
| Alzheimer's Association                       | Phila , PA               | N/A             | Public        | General               | 2,500         |
| Ambler Area YMCA                              | Ambler, PA               | N/A             | Public        | General               | 2,000         |
| American Diabetes Assoc                       | Phila , PA               | N/A             | Public        | General               | 2,500         |
| American Philosophical Society                | Phila , PA               | N/A             | Public        | General               | 5,000         |
| American Philosophical Society                | Phila , PA               | N/A             | Public        | Database Collection   | 32,510        |
| American Red Cross                            | Phila , PA               | N/A             | Public        | General               | 22,500        |
| American Theater Arts for Youth               | Phila PA                 | N/A             | Public        | General               | 5,000         |
| Arden Theatre Company                         | Phila PA                 | N/A             | Public        | General               | 2,500         |
| Arthritis Foundation                          | Phila , PA               | N/A             | Public        | East PA Chapter       | 2,500         |
| Art-Reach                                     | Phila , PA               | N/A             | Public        | General               | 2,500         |
| Arts & Business Council of Phila              | Phila , PA               | N/A             | Public        | General               | 2,000         |
| ASE Academy                                   | Phila., PA               | N/A             | Public        | Ase Futures           | 33,400        |
| Associated Services for Blind                 | Phila , PA               | N/A             | Public        | General               | 2,500         |
| Astral Artistic Services                      | Phila , PA               | N/A             | Public        | General               | 3,500         |
| Athenaeum of Philadelphia                     | Phila , PA               | N/A             | Public        | General               | 7,500         |
| Atwater Kent Museum                           | Phila , PA               | N/A             | Public        | General               | 7,500         |
| Augustinian Defenders of Rights of the Poor   | Phila., PA               | N/A             | Public        | General               | 2,000         |
| Awbury Arboretum Association                  | Phila , PA               | N/A             | Public        | General               | 2,500         |
| Baker Industries                              | Paoli, PA                | N/A             | Public        | General               | 7,500         |
| John Bartram Association                      | Phila , PA               | N/A             | Public        | General               | 2,500         |
| Benchmark School                              | Media, PA                | N/A             | Public        | General               | 2,500         |
| Bethesda Project                              | Phila , PA               | N/A             | Public        | General               | 7,500         |
| Boys & Girls Clubs of Martin County           | Stuart, FL               | N/A             | Public        | General               | 2,500         |
| Boys & Girls Clubs of Philadelphia            | Phila , PA               | N/A             | Public        | General               | 2,500         |
| Brandywine Conservancy                        | Chadds Ford, PA          | N/A             | Public        | General               | 3,000         |
| Brandywine Valley Assoc                       | West Chester, PA         | N/A             | Public        | General               | 2,000         |
| Breakthrough of Greater Phila                 | Phila , PA               | N/A             | Public        | General               | 2,000         |
| Bristol Riverside Theatre                     | Bristol, PA              | N/A             | Public        | General               | 2,000         |
| Broad Street Ministry                         | Phila, PA                | N/A             | Public        | General               | 23,500        |
| Broad Street Ministry                         | Phila, PA                | N/A             | Public        | Quixote project       | 36,000        |
| Bryn Mawr Hospital                            | Bryn Mawr, PA            | N/A             | Public        | General               | 2,000         |
| Bryn Mawr Rehab Hospital Foundation           | Paoli, PA                | N/A             | Public        | General               | 2,000         |
| Bucks County Council for Aic & Drug Education | Doylestown, PA           | N/A             | Public        | General               | 2,000         |
| CADE (Corp Alliance for Drug Education)       | Bala Cynwyd, PA          | N/A             | Public        | General               | 2,000         |
| Calcutta House                                | Phila., PA               | N/A             | Public        | General               | 2,500         |
| Camp Dreamcatcher                             | Kennett Square, PA       | N/A             | Public        | General               | 2,500         |
| Canine Partners for Life                      | Cochranville, PA         | N/A             | Public        | General               | 2,500         |
| Career Wardrobe                               | Phila , PA               | N/A             | Public        | General               | 3,000         |
| CARIE                                         | Phila , PA               | N/A             | Public        | General               | 3,000         |

| <u>Recipient Name</u>                            | <u>Recipient Address</u> | <u>Relation</u> | <u>Status</u> | <u>Purpose</u>                       | <u>Amount</u> |
|--------------------------------------------------|--------------------------|-----------------|---------------|--------------------------------------|---------------|
| Carson Valley Children's Aid                     | Flourtown, PA            | N/A             | Public        | General                              | 2,500         |
| Center for Emerging Visual Artists               | Phila , PA               | N/A             | Public        | General                              | 2,500         |
| Center for Literacy                              | Phila, PA                | N/A             | Public        | General                              | 2,000         |
| Center in the Park                               | Phila , PA               | N/A             | Public        | General                              | 5,000         |
| Center on Hearing & Deafness                     | West Chester, PA         | N/A             | Public        | General                              | 2,000         |
| Center School                                    | Abington, PA             | N/A             | Public        | General                              | 2,000         |
| Chamber Orchestra of Phila                       | Phila , PA               | N/A             | Public        | General                              | 5,000         |
| Chester County Futures                           | West Chester, PA         | N/A             | Public        | General                              | 3,000         |
| Chestnut Hill Community Fund                     | Phila , PA               | N/A             | Public        | General                              | 2,500         |
| Chestnut Hill Historical Soc                     | Phila , PA               | N/A             | Public        | General                              | 2,000         |
| Chestnut Hill Meals on Wheels                    | Phila , PA               | N/A             | Public        | General                              | 2,000         |
| Children's Hospital Foundation                   | Phila , PA               | N/A             | Public        | General                              | 3,500         |
| Children's Cnsls Treatment Center                | Phila , PA               | N/A             | Public        | General                              | 2,500         |
| Children's Literacy Initiative                   | Phila , PA               | N/A             | Public        | General                              | 5,000         |
| Children's Scholarship Fund                      | Phila , PA               | N/A             | Public        | General                              | 2,500         |
| CHOICE                                           | Phila , PA               | N/A             | Public        | General                              | 2,500         |
| Church of the Advocate                           | Phila, PA                | N/A             | Public        | Soup Kitchen                         | 2,000         |
| City Year Philadelphia                           | Phila , PA               | N/A             | Public        | General                              | 2,500         |
| Clay Studio                                      | Phila , PA               | N/A             | Public        | General                              | 3,000         |
| The Clinic                                       | Phoenixville, PA         | N/A             | Public        | General                              | 2,500         |
| Cliveden of the National Trust                   | Phila , PA               | N/A             | Public        | General                              | 2,000         |
| College of Physicians                            | Phila , PA               | N/A             | Public        | General                              | 2,000         |
| College of Physicians                            | Phila, PA                | N/A             | Public        | Planning Grant                       | 51,600        |
| College Settlement Camps                         | Horsham, PA              | N/A             | Public        | General                              | 3,000         |
| Common Market                                    | Phila , PA               | N/A             | Public        | General                              | 15,000        |
| Community Action Agency, DE County               | Media, PA                | N/A             | Public        | General                              | 2,000         |
| Community Education Center                       | Phila , PA               | N/A             | Public        | General                              | 2,500         |
| Community Housing Services                       | Lansdale, PA             | N/A             | Public        | General                              | 2,000         |
| Community Learning Center                        | Phila , PA               | N/A             | Public        | General                              | 2,500         |
| Community Outreach Partnership                   | Phila , PA               | N/A             | Public        | General                              | 2,000         |
| Community Partnership School                     | Phila , PA               | N/A             | Public        | General                              | 51,500        |
| Community Volunteers in Medicine                 | West Chester, PA         | N/A             | Public        | Planning Grant                       | 23,250        |
| Community Women's Education Project              | Phila , PA               | N/A             | Public        | General                              | 2,000         |
| Conservation Center for Art & Historic Artifacts | Phila , PA               | N/A             | Public        | General                              | 5,000         |
| Conservation Center for Art & Historic Artifacts | Phila , PA               | N/A             | Public        | Special Projects                     | 75,000        |
| Contact Greater Phila                            | Richboro, PA             | N/A             | Public        | General                              | 2,000         |
| Council of Foundations                           | Washington, DC           | N/A             | Public        | General                              | 7,530         |
| Cradles to Crayons                               | Horsham, PA              | N/A             | Public        | General                              | 3,000         |
| Crefeld School                                   | Phila , PA               | N/A             | Public        | Citizenship Curriculum               | 10,600        |
| Crime Victims Center of Chester County           | West Chester, PA         | N/A             | Public        | General                              | 2,000         |
| Crossroads School                                | Paoli, PA                | N/A             | Public        | General                              | 2,500         |
| Curio Theatre Company                            | Phila, PA                | N/A             | Public        | General                              | 2,000         |
| Curbs Institute of Music                         | Phila , PA               | N/A             | Public        | General                              | 2,500         |
| Darlington Arts Center                           | Garnet Valley, PA        | N/A             | Public        | General                              | 2,000         |
| Delaware Valley Science Fairs                    | Phila , PA               | N/A             | Public        | General                              | 2,000         |
| Diversified Community Services                   | Phila , PA               | N/A             | Public        | General                              | 2,000         |
| The Doe Fund                                     | Phila, PA                | N/A             | Public        | Ready, Willing & Able                | 2,000         |
| Domestic Abuse Project                           | Media, PA                | N/A             | Public        | General                              | 3,000         |
| Dragonfly Forest                                 | Conshohocken, PA         | N/A             | Public        | General                              | 2,000         |
| Drexel University                                | Phila , PA               | N/A             | Public        | Sim Team Project                     | 32,000        |
| Drexel University                                | Phila, PA                | N/A             | Public        | 11th St. Clinic Environmental Health | 44,987        |
| Drexel University                                | Phila, PA                | N/A             | Public        | Families with Cancer                 | 32,380        |
| Drexel Univ School of Medicine                   | Phila , PA               | N/A             | Public        | Health Outreach                      | 2,000         |
| Dunbar Child Care Center                         | Hobe Sound, FL           | N/A             | Public        | General                              | 2,500         |
| East Park Revitalization                         | Phila, PA                | N/A             | Public        | General                              | 2,000         |
| Easter Seal Society                              | Conshohocken, PA         | N/A             | Public        | General                              | 2,000         |
| Eastern State Penitentiary-Historic Trust        | Phila, PA                | N/A             | Public        | General                              | 2,000         |
| Economy League of Greater Phila                  | Phila , PA               | N/A             | Public        | General                              | 2,000         |

| <u>Recipient Name</u>                   | <u>Recipient Address</u> | <u>Relation</u> | <u>Status</u> | <u>Purpose</u>                    | <u>Amount</u> |
|-----------------------------------------|--------------------------|-----------------|---------------|-----------------------------------|---------------|
| Educating Communities for Parenting     | Phila , PA               | N/A             | Public        | General                           | 2,000         |
| 1812 Productions                        | Phila , PA               | N/A             | Public        | General                           | 2,000         |
| Enchantment Theatre                     | Glenside, PA             | N/A             | Public        | General                           | 2,500         |
| Encore Series, Inc                      | Phila , PA               | N/A             | Public        | Philly Pops                       | 2,000         |
| Episcopal Community Services            | Phila , PA               | N/A             | Public        | General                           | 5,000         |
| Episcopal Community Services            | Phila , PA               | N/A             | Public        | St Barnabas Vocational Assistance | 19,000        |
| Esperanza Health Center                 | Phila , PA               | N/A             | Public        | General                           | 2,000         |
| Fabnc Workshop                          | Phila , PA               | N/A             | Public        | General                           | 2,500         |
| Fairmount Park Art Association          | Phila , PA               | N/A             | Public        | General                           | 2,000         |
| Family & Community Service of DE Valley | Media, PA                | N/A             | Public        | General                           | 2,000         |
| Family Planning Council                 | Phila , PA               | N/A             | Public        | Straight Up Program               | 15,000        |
| Feeling Blue Suicide Prevention         | Radnor, PA               | N/A             | Public        | General                           | 2,000         |
| Fleisher Art Memorial                   | Phila , PA               | N/A             | Public        | General                           | 3,000         |
| Fort Mifflin on the Delaware            | Phila , PA               | N/A             | Public        | General                           | 2,500         |
| Foundation Center                       | New York, NY             | N/A             | Public        | General                           | 2,000         |
| Foundation for Self-Taught Am Artists   | Phila , PA               | N/A             | Public        | General                           | 2,000         |
| Foundation of St Andrew's Soc of Phila  | Phila , PA               | N/A             | Public        | General                           | 3,500         |
| Fox Chase Cancer Center                 | Phila , PA               | N/A             | Public        | General                           | 3,500         |
| Franklin Institute                      | Phila , PA               | N/A             | Public        | General                           | 5,000         |
| Free Library of Phila Foundation        | Phila , PA               | N/A             | Public        | General                           | 5,000         |
| Free Library of Phila Foundation        | Phila , PA               | N/A             | Public        | Fraktur Project                   | 40,533        |
| Friends of Chestnut Hill Library        | Phila , PA               | N/A             | Public        | General                           | 2,000         |
| Friends of Laurel Hill Cemetery         | Phila , PA               | N/A             | Public        | General                           | 2,000         |
| Gateway Employment Resources            | Phila , PA               | N/A             | Public        | General                           | 2,500         |
| Gesu School                             | Phila , PA               | N/A             | Public        | General                           | 2,000         |
| Greater Philadelphia Cares              | Phila , PA               | N/A             | Public        | General                           | 2,000         |
| Greater Phila Cultural Alliance         | Phila , PA               | N/A             | Public        | General                           | 2,500         |
| Greater Phila Scholastic Golf Assoc     | Phila , PA               | N/A             | Public        | First Tee Program                 | 2,000         |
| Greater Phila Urban Coalition           | Phila , PA               | N/A             | Public        | Philadelphia Reads                | 2,000         |
| Green Tree Community Foundation         | Phila , PA               | N/A             | Public        | General                           | 2,500         |
| Habitat for Humanity                    | Phila , PA               | N/A             | Public        | General                           | 2,000         |
| Hand-Crafters, Inc                      | Thorndale, PA            | N/A             | Public        | General                           | 2,000         |
| Highlands Historical Society            | Fort Washington, PA      | N/A             | Public        | General                           | 2,000         |
| Historic Germantown                     | Phila , PA               | N/A             | Public        | Planning Grant                    | 53,300        |
| Historic New England                    | Boston, MA               | N/A             | Public        | General                           | 2,500         |
| Historic Rittenhouse Town               | Phila , PA               | N/A             | Public        | General                           | 2,500         |
| Historical Society of PA                | Phila , PA               | N/A             | Public        | General                           | 5,000         |
| Historical Society of PA                | Phila , PA               | N/A             | Public        | Digitization-Civil War collection | 131,886       |
| HMS School                              | Phila , PA               | N/A             | Public        | General                           | 2,000         |
| Hobe Sound Child Care Center            | Hobe Sound, FL           | N/A             | Public        | General                           | 2,000         |
| Hobe Sound Community Chest              | Hobe Sound, FL           | N/A             | Public        | General                           | 5,000         |
| Hobe Sound Public Library               | Hobe Sound, FL           | N/A             | Public        | General                           | 2,000         |
| Hope Partnership for Education          | Phila , PA               | N/A             | Public        | General                           | 20,000        |
| Independence Seaport Museum             | Phila , PA               | N/A             | Public        | General                           | 3,000         |
| Inglis House Foundation                 | Phila , PA               | N/A             | Public        | General                           | 2,000         |
| Institute for Safe Families             | Phila , PA               | N/A             | Public        | General                           | 2,000         |
| Institute for Safe Families             | Phila , PA               | N/A             | Public        | Parent Transformations            | 23,333        |
| Inn Dwelling                            | Phila , PA               | N/A             | Public        | General                           | 32,500        |
| Institute of Contemporary Art           | Phila , PA               | N/A             | Public        | General                           | 2,000         |
| Inter-Act Theatre Company               | Phila , PA               | N/A             | Public        | General                           | 2,000         |
| International House                     | Phila , PA               | N/A             | Public        | General                           | 2,000         |
| Juntos/Casde los Soles                  | Phila , PA               | N/A             | Public        | General                           | 2,000         |
| Kelly Anne Dolan Fund                   | Ambler, PA               | N/A             | Public        | General                           | 2,500         |
| KenCrest Centers                        | Plymouth Meeting, PA     | N/A             | Public        | SPOE Process                      | 56,500        |
| Keystone Hospice                        | Phila , PA               | N/A             | Public        | General                           | 3,000         |
| Kids Smiles, Inc.                       | Phila , PA               | N/A             | Public        | General                           | 2,000         |
| Kimmel Center                           | Phila , PA               | N/A             | Public        | General                           | 5,000         |
| Kimmel Center                           | Phila , PA               | N/A             | Public        | Arts Partners                     | 65,865        |

| <u>Recipient Name</u>                                | <u>Recipient Address</u> | <u>Relation</u> | <u>Status</u> | <u>Purpose</u>            | <u>Amount</u> |
|------------------------------------------------------|--------------------------|-----------------|---------------|---------------------------|---------------|
| Lankenau Institute for Research                      | Palm Beach, FL           | N/A             | Public        | General                   | 2,000         |
| Lantern Theater Company                              | Wynnewood, PA            | N/A             | Public        | General                   | 2,500         |
| Library Co of Phila                                  | Phila, PA                | N/A             | Public        | General                   | 2,000         |
| Library Co of Phila                                  | Phila, PA                | N/A             | Public        | General                   | 5,000         |
| Library Co of Phila                                  | Phila, PA                | N/A             | Public        | Philadelphia Film Project | 70,000        |
| Little Keswick Foundation                            | Keswick, VA              | N/A             | Public        | General                   | 10,500        |
| Living Beyond Breast Cancer                          | Phila, PA                | N/A             | Public        | General                   | 2,500         |
| MacGuffin Theatre                                    | Phila, PA                | N/A             | Public        | General                   | 2,500         |
| Main Line Art Center                                 | Haverford, PA            | N/A             | Public        | General                   | 2,500         |
| Maine Community Foundation                           | Ellsworth, ME            | N/A             | Public        | Pen Bryn Fund             | 14,500        |
| Make-A-Wish Foundation                               | Plymouth Meeting, PA     | N/A             | Public        | General                   | 3,000         |
| Mann Center for Performing Arts                      | Phila, PA                | N/A             | Public        | General                   | 3,000         |
| MANNA                                                | Phila, PA                | N/A             | Public        | General                   | 5,000         |
| Manna on Main Street                                 | Lansdale, PA             | N/A             | Public        | General                   | 2,000         |
| Maternal Wellness Center                             | Phila, PA                | N/A             | Public        | General                   | 2,000         |
| Mendelssohn Club                                     | Phila, PA                | N/A             | Public        | General                   | 2,000         |
| Mercy Neighborhood Ministries                        | Phila, PA                | N/A             | Public        | General                   | 17,000        |
| Metropolitan Ballet Company                          | Abington, PA             | N/A             | Public        | General                   | 2,000         |
| Metropolitan Career Center                           | Phila, PA                | N/A             | Public        | General                   | 5,000         |
| Mid-Atlantic Arts Foundation                         | Phila, PA                | N/A             | Public        | Philadelphia Artists      | 2,500         |
| Mid-Atlantic Blind Golf Association                  | Phila, PA                | N/A             | Public        | General                   | 2,500         |
| Mill at Anselma Education Trust                      | Chester Springs, PA      | N/A             | Public        | General                   | 2,000         |
| Mill Creek Farm/Taste of Everything                  | Phila, PA                | N/A             | Public        | General                   | 2,000         |
| Mommy's Light Lives On Fund                          | Lionville, PA            | N/A             | Public        | General                   | 2,000         |
| Montgomery County Assoc for Blind                    | Norristown, PA           | N/A             | Public        | Access Vision             | 2,000         |
| Montgomery Theater                                   | Souderton, PA            | N/A             | Public        | General                   | 2,000         |
| Moore College of Art                                 | Phila, PA                | N/A             | Public        | Gallenes                  | 3,000         |
| Morris Arboretum                                     | Phila, PA                | N/A             | Public        | General                   | 5,000         |
| Moss Rehab Hospital                                  | Phila, PA                | N/A             | Public        | General                   | 2,000         |
| Narberth Community Theater                           | Narberth, PA             | N/A             | Public        | General                   | 2,000         |
| National Clearinghouse for Defense of Battered Women | Phila, PA                | N/A             | Public        | General                   | 2,000         |
| National Constitution Center                         | Phila, PA                | N/A             | Public        | General                   | 5,000         |
| National Foundation for Celiac Awareness             | Ambler, PA               | N/A             | Public        | General                   | 2,500         |
| National Multiple Sclerosis Society                  | Phila, PA                | N/A             | Public        | General                   | 2,000         |
| National Museum of American Jewish History           | Phila, PA                | N/A             | Public        | General                   | 2,000         |
| National Philanthropic Trust                         | Phila, PA                | N/A             | Public        | Cenno Fund                | 11,000        |
| National Nursing Centers Consortium                  | Phila, PA                | N/A             | Public        | Students Run Philly Style | 2,000         |
| National Transplant Association                      | Radnor, PA               | N/A             | Public        | General                   | 2,500         |
| Nationalities Service Center                         | Phila, PA                | N/A             | Public        | Refugee Health Education  | 88,828        |
| Need In Deed                                         | Phila, PA                | N/A             | Public        | General                   | 4,500         |
| Neighborhood Interfaith Movement                     | Phila, PA                | N/A             | Public        | General                   | 2,000         |
| Neighbor to Neighbor                                 | Sharon Hill, PA          | N/A             | Public        | General                   | 2,000         |
| Network of Victim Assistance                         | Jamison, PA              | N/A             | Public        | General                   | 2,000         |
| NetworkArts                                          | Phila, PA                | N/A             | Public        | General                   | 2,000         |
| New Horizons Senior Center                           | Narberth, PA             | N/A             | Public        | General                   | 2,000         |
| Norms Square Neighborhood Project                    | Phila, PA                | N/A             | Public        | General                   | 5,000         |
| North Light Community Center                         | Phila, PA                | N/A             | Public        | General                   | 4,000         |
| NSCDA/PA                                             | Phila, PA                | N/A             | Public        | Stenton Historic House    | 2,500         |
| NW Philadelphia Interfaith Network                   | Phila, PA                | N/A             | Public        | General                   | 12,000        |
| Opera Company of Phila                               | Phila, PA                | N/A             | Public        | General                   | 7,500         |
| Opera North                                          | Phila, PA                | N/A             | Public        | General                   | 2,000         |
| Other Carpenter                                      | Phila, PA                | N/A             | Public        | General                   | 2,500         |
| Overington House                                     | Phila, PA                | N/A             | Public        | General                   | 3,000         |
| PA School for the Deaf                               | Phila, PA                | N/A             | Public        | General                   | 2,500         |
| Painted Bride Art Center                             | Phila, PA                | N/A             | Public        | General                   | 3,000         |
| Pasion Y Arte                                        | Phila, PA                | N/A             | Public        | General                   | 2,000         |
| Pathways to Housing                                  | Phila, PA                | N/A             | Public        | General                   | 15,000        |
| Pegasus Riding Academy                               | Phila, PA                | N/A             | Public        | General                   | 2,000         |

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|----------------------------------------------|--------------------------|-----------------|---------------|------------------------------|---------------|
| Pennington School                            | Pennington, NJ           | N/A             | Public        | General                      | 10,000        |
| Pennsbury Society                            | Morrisville, PA          | N/A             | Public        | General                      | 2,000         |
| Pennsylvania Academy of Fine Arts            | Phila , PA               | N/A             | Public        | General                      | 7,500         |
| Pennsylvania Ballet                          | Phila , PA               | N/A             | Public        | General                      | 7,500         |
| Pennsylvania Bible Society                   | Phila , PA               | N/A             | Public        | General                      | 5,000         |
| Pennsylvania Horticultural Society           | Phila , PA               | N/A             | Public        | General                      | 3,000         |
| People's Emergency Center                    | Phila , PA               | N/A             | Public        | General                      | 5,000         |
| People's Light & Theatre Company             | Malvern, PA              | N/A             | Public        | General                      | 2,000         |
| Phila Boys Choir & Chorale                   | Phila , PA               | N/A             | Public        | General                      | 2,000         |
| Phila Dance Co                               | Phila , PA               | N/A             | Public        | General                      | 7,500         |
| Phila Chamber Music Society                  | Phila , PA               | N/A             | Public        | General                      | 5,000         |
| Phila Dance Projects                         | Phila , PA               | N/A             | Public        | General                      | 2,000         |
| Philadelphia Education Fund                  | Phila , PA               | N/A             | Public        | General                      | 2,500         |
| Phila Futures                                | Phila , PA               | N/A             | Public        | General                      | 2,500         |
| Phila Live Arts Festival                     | Phila , PA               | N/A             | Public        | General                      | 2,000         |
| Phila Mural Arts Advocates                   | Phila , PA               | N/A             | Public        | General                      | 3,500         |
| Phila Outward Bound                          | Phila , PA               | N/A             | Public        | General                      | 2,000         |
| Phila Physicians for Social Responsibility   | Phila , PA               | N/A             | Public        | Peaceful Posse               | 15,000        |
| Phila Ronald McDonald House                  | Phila , PA               | N/A             | Public        | General                      | 2,000         |
| Phila Senior Center                          | Phila , PA               | N/A             | Public        | General                      | 2,500         |
| Philadelphia Singers                         | Phila., PA               | N/A             | Public        | General                      | 2,000         |
| Phila Society for Preservation of Landmarks  | Phila PA                 | N/A             | Public        | General                      | 2,500         |
| Phila Theatre Co                             | Phila , PA               | N/A             | Public        | General                      | 2,500         |
| Philadelphia Museum of Art                   | Phila PA                 | N/A             | Public        | General                      | 15,000        |
| Philadelphia Orchestra Association           | Phila , PA               | N/A             | Public        | General                      | 10,000        |
| Philadelphia VIP Inc                         | Phila , PA               | N/A             | Public        | General                      | 2,000         |
| Philadelphia Young Playwrights               | Phila., PA               | N/A             | Public        | General                      | 2,000         |
| Philadelphia Youth Network                   | Phila , PA               | N/A             | Public        | Work Ready Program           | 50,000        |
| Philadelphia Youth Orchestra                 | Phila , PA               | N/A             | Public        | General                      | 2,000         |
| Philagrafika                                 | Phila , PA               | N/A             | Public        | Contemporary Art w/History   | 100,000       |
| Philly Fellows                               | Phila , PA               | N/A             | Public        | General                      | 2,500         |
| Pig Iron Theatre Company                     | Phila , PA               | N/A             | Public        | General                      | 2,000         |
| Planned Parenthood of SE PA                  | Phila , PA               | N/A             | Public        | General                      | 5,000         |
| Please Touch Museum                          | Phila , PA               | N/A             | Public        | General                      | 7,500         |
| Police Athletic League                       | Phila , PA               | N/A             | Public        | Education programs           | 2,000         |
| Polish American Social Services              | Phila , PA               | N/A             | Public        | General                      | 2,000         |
| Potter's House Mission                       | Phila , PA               | N/A             | Public        | General                      | 2,000         |
| Presby's Inspired Life                       | Lafayette Hill, PA       | N/A             | Public        | 58th & Greenway              | 2,000         |
| Presbyterian Children's Village              | Rosemont, PA             | N/A             | Public        | General                      | 2,000         |
| Print Center                                 | Phila., PA               | N/A             | Public        | General                      | 2,500         |
| Project Forward Leap                         | Phila , PA               | N/A             | Public        | General                      | 2,000         |
| Project H O M E                              | Phila PA                 | N/A             | Public        | General                      | 7,500         |
| Project Rainbow                              | Phila , PA               | N/A             | Public        | General                      | 3,500         |
| Providence Center                            | Phila , PA               | N/A             | Public        | General                      | 2,000         |
| Public Citizens for Children & Youth         | Phila , PA               | N/A             | Public        | General                      | 2,500         |
| Quest Therapeutics                           | West Chester, PA         | N/A             | Public        | General                      | 2,000         |
| Radnor Conservancy                           | Radnor, PA               | N/A             | Public        | General                      | 2,000         |
| Recording for Blind & Dyslexic               | Bryn Mawr, PA            | N/A             | Public        | General                      | 5,000         |
| Resources for Human Development              | Phila , PA               | N/A             | Public        | Phila Public School Notebook | 2,000         |
| Resources for Human Development              | Phila , PA               | N/A             | Public        | Yes! And                     | 2,000         |
| Retired and Senior Volunteer Program         | Plymouth Meeting, PA     | N/A             | Public        | General                      | 2,500         |
| Rosenbach Museum & Library                   | Phila , PA               | N/A             | Public        | General                      | 3,500         |
| Royer-Greaves School for Blind               | Paoli, PA                | N/A             | Public        | General                      | 2,500         |
| Safe Harbor of Greater West Chester          | West Chester, PA         | N/A             | Public        | General                      | 2,000         |
| Salvation Army                               | Phila , PA               | N/A             | Public        | General                      | 7,500         |
| Schuykill Center for Environmental Education | Phila , PA               | N/A             | Public        | General                      | 2,500         |
| Scribe Video Center                          | Phila , PA               | N/A             | Public        | General                      | 2,000         |
| Sebastian Riding Academy                     | Collegeville, PA         | N/A             | Public        | General                      | 2,000         |

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|------------------------------------------|--------------------------|-----------------|---------------|--------------------------------------|---------------|
| Securty on Campus                        | Chalfont, PA             | N/A             | Public        | General                              | 2,000         |
| Senior Law Center                        | Phila , PA               | N/A             | Public        | General                              | 2,000         |
| Senior Lifestyles                        | Phila , PA               | N/A             | Public        | Brighten Place                       | 2,000         |
| Settlement Music School                  | Phila PA                 | N/A             | Public        | General                              | 7,500         |
| Shnners Hospitals                        | Phila , PA               | N/A             | Public        | General                              | 2,000         |
| Siloam Ministries                        | Phila , PA               | N/A             | Public        | General                              | 15,000        |
| Singing City                             | Phila , PA               | N/A             | Public        | General                              | 2,500         |
| Smith Memorial Playground                | Phila , PA               | N/A             | Public        | General                              | 17,000        |
| Society Hill Playhouse                   | Phila , PA               | N/A             | Public        | School Programs                      | 2,500         |
| Southern Home Services                   | Phila , PA               | N/A             | Public        | General                              | 2,000         |
| Special Equestrians                      | Warrington, PA           | N/A             | Public        | General                              | 2,000         |
| Spiral Q Puppet Theater                  | Phila , PA               | N/A             | Public        | General                              | 2,000         |
| SquashSmarts, Inc                        | Phila, PA                | N/A             | Public        | General                              | 2,000         |
| St Catherine Laboure Medical Clinic      | Phila , PA               | N/A             | Public        | General                              | 5,000         |
| St Christopher's Foundation for Children | Phila , PA               | N/A             | Public        | General                              | 2,000         |
| Stapeley Health Center                   | Phila , PA               | N/A             | Public        | General                              | 7,500         |
| Starfinder Foundation                    | Phila , PA               | N/A             | Public        | General                              | 2,500         |
| Steppingstone Foundaton                  | Phila , PA               | N/A             | Public        | General                              | 5,000         |
| Storybook Musical Theatre                | Abington, PA             | N/A             | Public        | General                              | 2,000         |
| Summer Search                            | Phila , PA               | N/A             | Public        | General                              | 2,500         |
| Sunday Breakfast Rescue Mission          | Phila , PA               | N/A             | Public        | General                              | 5,000         |
| Supportive Older Women's Network         | Phila , PA               | N/A             | Public        | General                              | 2,000         |
| Surrey Services for Seniors              | Berwyn, PA               | N/A             | Public        | General                              | 2,000         |
| Taller Puertorriqueno                    | Phila , PA               | N/A             | Public        | General                              | 3,000         |
| Teach for America                        | Phila , PA               | N/A             | Public        | General                              | 7,500         |
| Teenagers, Inc                           | Phila , PA               | N/A             | Public        | General                              | 2,000         |
| Temple University                        | Phila PA                 | N/A             | Public        | Kids Write & Create                  | 56,470        |
| Temple University                        | Phila PA                 | N/A             | Public        | Arts At your Side                    | 37,819        |
| Temple University                        | Phila , PA               | N/A             | Public        | Time Out Program                     | 2,000         |
| Temple University                        | Phila , PA               | N/A             | Public        | Youth Violence Prevention            | 44,679        |
| Theatre Alliance of Philadelphia         | Phila , PA               | N/A             | Public        | General                              | 2,000         |
| Theatre Exile                            | Phila , PA               | N/A             | Public        | General                              | 2,000         |
| Thomcroft Therapeutic Horseback Riding   | Malvern, PA              | N/A             | Public        | General                              | 2,500         |
| Tree House Books                         | Philadelphia, PA         | N/A             | Public        | General                              | 2,000         |
| Trustees of University of PA             | Philadelphia, PA         | N/A             | Public        | Brdging the Gap - Summer Internships | 9,000         |
| Trustees of University of PA             | Philadelphia, PA         | N/A             | Public        | MCEAS Graduate Student Conferenec    | 8,500         |
| Twilight Wish Foundation                 | Fountainville, PA        | N/A             | Public        | General                              | 2,000         |
| Tyler School of Art                      | Philadelphia, PA         | N/A             | Public        | In Loving Memory project             | 23,025        |
| Unemployment Information Center          | Phila , PA               | N/A             | Public        | General                              | 2,000         |
| United Negro College Fund                | Phila , PA               | N/A             | Public        | General                              | 5,000         |
| United Way of Martin County              | Stuart, FL               | N/A             | Public        | General                              | 2,000         |
| United Way of SE PA                      | Phila , PA               | N/A             | Public        | 11th Street Clinic                   | 10,000        |
| University City Science Center           | Phila , PA               | N/A             | Public        | Esther Klein Gallery                 | 2,000         |
| University of PA Museum                  | Phila , PA               | N/A             | Public        | General                              | 2,000         |
| University of Pennsylvania Press         | Phila , PA               | N/A             | Public        | Philadelphia Encyclopedia Conference | 21,300        |
| University of Pennsylvania -WXPB         | Phila , PA               | N/A             | Public        | Musicians on Call                    | 2,000         |
| University of the Arts                   | Phila , PA               | N/A             | Public        | General                              | 2,500         |
| University of the Sciences               | Phila , PA               | N/A             | Public        | General                              | 7,500         |
| Upper Main Line YMCA                     | Berwyn, PA               | N/A             | Public        | General                              | 5,000         |
| Valley Youth House                       | Phila, PA                | N/A             | Public        | General                              | 2,000         |
| Victim Services Center                   | Normstown, PA            | N/A             | Public        | General                              | 2,500         |
| Village of Arts & Humanities             | Phila , PA               | N/A             | Public        | General                              | 5,000         |
| VNA of Greater Phila                     | Phila , PA               | N/A             | Public        | General                              | 2,000         |
| Vox Populi                               | Phila, PA                | N/A             | Public        | General                              | 2,000         |
| Wagner Free Institute of Science         | Phila , PA               | N/A             | Public        | General                              | 5,000         |
| Walnut Street Theater                    | Phila , PA               | N/A             | Public        | General                              | 3,000         |
| Wayne Art Center                         | Wayne, PA                | N/A             | Public        | General                              | 3,000         |
| West Phila Cultural Alliance             | Phila , PA               | N/A             | Public        | General                              | 2,000         |

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|------------------------------------------|--------------------------|-----------------|---------------|----------------------|---------------|
| Whosoever Gospel Mission                 | Phila , PA               | N/A             | Public        | General              | 2,500         |
| Why Not Prosper                          | Norristown, PA           | N/A             | Public        | General              | 2,000         |
| WHYY-TV 12                               | Phila., PA               | N/A             | Public        | General              | 5,000         |
| Widener University Law School            | Chester, PA              | N/A             | Public        | Medical/Legal Clinic | 26,250        |
| Willow Grove Community Development Corp  | Willow Grove, PA         | N/A             | Public        | General              | 2,000         |
| Wilis Eye Hospital                       | Phila , PA               | N/A             | Public        | General              | 2,500         |
| Wilma Theater                            | Phila PA                 | N/A             | Public        | General              | 3,000         |
| Winterthur Museum                        | Winterthur, DE           | N/A             | Public        | General              | 5,000         |
| Wissahickon Charter School               | Phila , PA               | N/A             | Public        | Planning Grant       | 45,300        |
| Wistar Institute                         | Phila., PA               | N/A             | Public        | General              | 11,500        |
| Women In Transition                      | Phila , PA               | N/A             | Public        | General              | 2,000         |
| Women's Committee-Phila Museum of Art    | Phila , PA               | N/A             | Public        | Craft Show           | 5,000         |
| Women's Community Revitalization Project | Phila PA                 | N/A             | Public        | General              | 4,500         |
| Women's Resource Center                  | Wayne, PA                | N/A             | Public        | General              | 2,000         |
| Women's Way                              | Phila , PA               | N/A             | Public        | General              | 2,000         |
| Woodlynde School                         | Strafford, PA            | N/A             | Public        | Library Project      | 28,000        |
| Woodmere Art Museum                      | Phila , PA               | N/A             | Public        | General              | 3,000         |
| Wyck Association                         | Phila , PA               | N/A             | Public        | General              | 2,000         |
| YMCA of Philadelphia                     | Phila , PA               | N/A             | Public        | General              | 2,000         |
| Young Audiences of E PA                  | Normstown, PA            | N/A             | Public        | General              | 2,000         |
| Youth Service, Inc                       | Phila , PA               | N/A             | Public        | Safe Place           | 2,000         |
| Zoological Soc of Phila                  | Phila , PA               | N/A             | Public        | General              | 10,000        |
| Total                                    |                          |                 |               |                      | 2,709,822     |

As of 12/22/09



## Independent Auditors' Report

To the Board of Directors of  
The Barra Foundation, Inc.

We have audited the accompanying statements of assets, liabilities and fund balance – modified cash basis of The Barra Foundation, Inc. ("Foundation") as of December 31, 2009 and 2008 and the related statements of support, revenues and expenses and changes in fund balance – modified cash basis for the years then ended. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note 1, the Foundation's policy is to prepare its financial statements using the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly in all material respects, the assets, liabilities and fund balance – modified cash basis of The Barra Foundation, Inc. as of December 31, 2009 and 2008 and its support, revenues and expenses and changes in fund balance – modified cash basis for the years then ended on the basis of accounting described in Note 1.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying schedules of operating expenses for the years ended December 31, 2009 and 2008 are presented for the purposes of additional analysis and are not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

*Smart and Associates, LLP*

February 12, 2010

SMART and Associates, LLP  
Certified Public Accountants

80 Lancaster Avenue | Devon, PA 19333 | 610.254.0700 | Fax 610.254.5293 | [www.smartgrp.com](http://www.smartgrp.com)

SMART and Associates, LLP and SMART Business Advisory and Consulting, LLC have an alternative practice structure  
The two companies are separate and independent legal entities that work together to meet clients' business needs SMART Business Advisory and Consulting, LLC is not a licensed CPA firm

**THE BARRA FOUNDATION, INC.**  
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December 31, 2009 and 2008

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**THE BARRA FOUNDATION, INC.**  
**Statements of Assets, Liabilities and Fund Balance – Modified Cash Basis**  
**December 31, 2009 and 2008**

|                                    | <u>2009</u>                | <u>2008</u>                |
|------------------------------------|----------------------------|----------------------------|
| <b>ASSETS</b>                      |                            |                            |
| Cash                               | \$ 38,887                  | \$ 159,919                 |
| Investments, at cost               | 72,230,770                 | 75,949,469                 |
| Investment receivable              | 305,000                    | -                          |
| Other assets                       | <u>59,672</u>              | <u>59,672</u>              |
| Total assets                       | <u><u>\$72,634,329</u></u> | <u><u>\$76,169,060</u></u> |
| <b>LIABILITIES</b>                 |                            |                            |
| Investment purchase payable        | <u>\$ 21,804</u>           | <u>\$ 49,791</u>           |
| <b>FUND BALANCE</b>                |                            |                            |
| Fund balance, unrestricted         | <u>72,612,525</u>          | <u>76,119,269</u>          |
| Total liabilities and fund balance | <u><u>\$72,634,329</u></u> | <u><u>\$76,169,060</u></u> |

*The accompanying notes are an integral part of these financial statements*

**THE BARRA FOUNDATION, INC.**

Statements of Support, Revenues and Expenses and Changes in Fund Balance – Modified Cash Basis  
For the years ended December 31, 2009 and 2008

|                                                                                                          | <u>2009</u>                | <u>2008</u>                |
|----------------------------------------------------------------------------------------------------------|----------------------------|----------------------------|
| Support and revenues:                                                                                    |                            |                            |
| Investment income:                                                                                       |                            |                            |
| Dividends and interest, net of custodial fees of<br>\$14,305 and \$17,547 in 2009 and 2008, respectively | \$ 1,048,596               | \$ 1,753,532               |
| Net realized gain on sales of investments                                                                | <u>-</u>                   | <u>186,958</u>             |
| Investment income                                                                                        | <u>1,048,596</u>           | <u>1,940,490</u>           |
| Contributions                                                                                            | <u>-</u>                   | <u>10,000,000</u>          |
| Other income:                                                                                            |                            |                            |
| Publication reimbursements                                                                               | 8,057                      | 7,703                      |
| Other                                                                                                    | <u>8,898</u>               | <u>2,414</u>               |
| Other income                                                                                             | <u>16,955</u>              | <u>10,117</u>              |
| Total support and revenues                                                                               | <u>1,065,551</u>           | <u>11,950,607</u>          |
| Expenses and losses:                                                                                     |                            |                            |
| Operating expenses                                                                                       | 478,166                    | 426,059                    |
| Contributions, gifts and grants                                                                          | 2,709,822                  | 3,357,453                  |
| Net realized loss on sales of investments                                                                | <u>1,384,307</u>           | <u>-</u>                   |
| Total expenses and losses                                                                                | <u>4,572,295</u>           | <u>3,783,512</u>           |
| Change in fund balance                                                                                   | (3,506,744)                | 8,167,095                  |
| Fund balance at beginning of year                                                                        | <u>76,119,269</u>          | <u>67,952,174</u>          |
| Fund balance at end of year                                                                              | <u><u>\$72,612,525</u></u> | <u><u>\$76,119,269</u></u> |

*The accompanying notes are an integral part of these financial statements*

## THE BARRA FOUNDATION, INC.

Notes to Financial Statements  
December 31, 2009 and 2008

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### 1. Nature of Activities and Summary of Significant Accounting Policies:

This summary of significant accounting policies of The Barra Foundation, Inc. ("Foundation") is presented to assist in the understanding of the Foundation's financial statements. The financial statements and notes are representations of the Foundation's management who is responsible for their integrity and objectivity.

#### Nature of Activities

The Foundation is operated exclusively for charitable, scientific, literary and educational purposes. The Foundation promotes the advancement and diffusement of knowledge and its effective application to human interest by making grants, loans, donations, gifts, contributions and other expenditures as are appropriate to carry out the programs of the Foundation in the areas of particular interest: education, human services, health, and arts and culture.

#### Basis of Accounting

The Foundation's policy is to prepare its financial statements on a modified cash basis. Under this basis, support and revenues are recognized when received rather than when earned, and expenses are generally recognized when paid rather than when incurred. Consequently, accounts receivable, trade accounts payable, accrued expenses and changes in the fair value of investments are not included in the financial statements. The Foundation's modifications to the cash basis include recognizing the purchase and donations of investments and works of art as assets. Contributions of works of art by the Foundation are recognized as an expense in the period contributed. Accordingly, the accompanying financial statements are not intended to present the financial position and results of operations in conformity with accounting principles generally accepted in the United States of America.

#### Investments

Investments are stated at cost. Cost is determined using the fair market value at the date purchased or received from the donor. Realized gains and losses from the sale of investments are recognized as of the trade date when the respective investments are sold.

#### Other Assets

Included in other assets are works of art, historical documents and other collectibles that have been recorded at cost at the date of purchase.

#### Income Taxes

The Foundation is organized as a private foundation under Section 501(c)(3) of the Internal Revenue Code ("IRC"). As a private foundation, the Foundation is subject to a Federal excise tax of up to 2% on investment income, net of investment expenses, and on net realized gains on sales and redemptions of securities, as defined in the IRC.

However, the Foundation pays a reduced federal excise tax rate of 1% in those years when its qualifying distributions exceed its assets for the year multiplied by the average percentage payout of the applicable base period plus 1% of net investment income. The Foundation has not applied for status as a private operating foundation pursuant to Section 4940(e) of the IRC.

**THE BARRA FOUNDATION, INC.**  
Notes to Financial Statements, continued  
December 31, 2009 and 2008

1. Nature of Activities and Summary of Significant Accounting Policies, continued:

Income Taxes, continued

The Foundation receives a qualifying distribution expense on IRS Form 990 PF for the original cost basis of certain exempt-purpose assets acquired. If these exempt-purpose assets are subsequently donated to another exempt organization, the Foundation receives an additional qualifying distribution which is limited to the excess of the asset's fair value at the date of donation over the original cost basis of the asset. If these exempt-purpose assets are subsequently sold, then the Foundation's required distributable amounts are increased by the original cost basis of the asset sold.

Credit Risk

Total cash balances are insured by the FDIC up to \$250,000 per bank. At times, the Foundation's cash balances may exceed the FDIC insured limits.

Subsequent Events

The Foundation has evaluated events and transactions subsequent to the balance sheet date through the time that these financial statements were available to be issued on February 12, 2010. Based on this evaluation, the Foundation is not aware of any events or transactions that occurred subsequent to the balance sheet date but prior to February 12, 2010 that would require recognition or disclosure in its financial statements.

2. Contributions:

There were no contributions, gifts or grants in 2009. In 2008, contributions, gifts, and grants included the contribution of historical assets with a cost basis, which approximated fair value, of \$8,800 and a year-end cash contribution of \$10,000,000. There were no sales of historical assets in 2009 and 2008.

3. Excise Taxes:

During 2009 and 2008, the Foundation made quarterly estimated payments of excise taxes totaling \$17,610 and \$25,693, respectively. Additionally, in 2008, the Foundation made net payments of \$5,067 related to prior period tax returns.

4. Investments:

Investments consisted of the following:

|                             | December 31, 2009    |                      |
|-----------------------------|----------------------|----------------------|
|                             | Cost                 | Fair value           |
| Cash and money market funds | \$ 9,982,796         | \$ 9,982,796         |
| Mutual equity funds         | 22,464,341           | 22,893,052           |
| Mutual bond funds           | 10,541,961           | 11,844,311           |
| Pooled fund account (a)     | 3,015,324            | 6,199,230            |
| Limited partnerships (b)    | 26,226,348           | 25,593,004           |
|                             | <u>\$ 72,230,770</u> | <u>\$ 76,512,393</u> |

**THE BARRA FOUNDATION, INC.**  
Notes to Financial Statements, continued  
December 31, 2009 and 2008

4. Investments, continued:

|                             | December 31, 2008    |                      |
|-----------------------------|----------------------|----------------------|
|                             | Cost                 | Fair value           |
| Cash and money market funds | \$ 14,446,477        | \$ 14,446,477        |
| Mutual equity funds         | 31,446,578           | 23,634,108           |
| Mutual bond funds           | 11,989,742           | 12,476,029           |
| Pooled fund account (a)     | 3,015,324            | 6,199,230            |
| Limited partnerships (b)    | 15,051,348           | 13,852,165           |
|                             | <u>\$ 75,949,469</u> | <u>\$ 70,608,009</u> |

(a) The pooled fund account invests in publicly traded securities

(b) The limited partnership investments consist of six partnerships that invest in publicly traded securities and two partnerships that invest in real estate.

The Foundation committed to invest \$1,500,000 in a real estate limited partnership. Through 2009, the Foundation has invested \$1,140,000.

The Foundation committed to invest \$2,500,000 in a limited partnership. The Foundation invested \$750,000 and \$800,000 in 2009 and 2008, respectively.

5. Employee Retirement Plan:

In 2004, the Foundation established a defined benefit plan for its employees and has fulfilled its commitment to fund \$300,000 to the plan. In 2009, the defined benefit plan was terminated. In conjunction with the termination of the Plan, \$19,603 was required to be contributed by the Foundation in 2009.

6. Commitments and Contingencies:

The Foundation has committed to fund grants approximating \$620,000 to various organizations in the future.

During 2007, the Foundation awarded a challenge grant of \$125,000 to a local museum. The grant will be returned in full to the Foundation if the museum is unsuccessful in obtaining matching funds from outside sources. In 2008, the matching funds were obtained from an outside source

## **SUPPLEMENTAL SCHEDULES**

**THE BARRA FOUNDATION, INC.**  
**Schedules of Operating Expenses**  
**For the years ended December 31, 2009 and 2008**

|                                 | <u>2009</u>              | <u>2008</u>              |
|---------------------------------|--------------------------|--------------------------|
| Conference, travel and meetings | \$ 3,988                 | \$ 5,600                 |
| Director fees                   | 7,000                    | 7,000                    |
| Dues                            | 6,995                    | 6,995                    |
| Excise taxes                    | 17,610                   | 30,760                   |
| Insurance                       | 3,513                    | 3,257                    |
| Investment fees                 | 62,356                   | 64,920                   |
| Office supplies                 | 3,909                    | 8,371                    |
| Other fees                      | 637                      | 624                      |
| Personnel costs                 | 163,290                  | 157,787                  |
| Professional fees               | 33,823                   | 30,706                   |
| Research and consulting         | 151,093                  | 105,885                  |
| Telephone                       | 2,943                    | 2,728                    |
| Utilities                       | 1,406                    | 1,426                    |
| Retirement plan                 | <u>19,603</u>            | <u>-</u>                 |
|                                 | <u><u>\$ 478,166</u></u> | <u><u>\$ 426,059</u></u> |

**THE BARRA FOUNDATION**

**23-627788!**

**990-PF 2009  
Part XV, 3b**

**Grants Approved For Future Payment**

| <b><u>Recipient Name</u></b>       | <b><u>Recipient Address</u></b> | <b><u>Amount</u></b> |
|------------------------------------|---------------------------------|----------------------|
| Academy of Natural Sciences        | Philadelphia, PA                | 46,497 00            |
| AVA/Opera Company                  | Philadelphia, PA                | 39,730 00            |
| Bridging the Gaps/Covenant House   | Philadelphia, PA                | 25,000 00            |
| Drexel Families with Cancer        | Philadelphia, PA                | 103,140 00           |
| Historical Soc Of PA               | Philadelphia, PA                | 65,933 00            |
| Institute for Safe Families        | Philadelphia, PA                | 46,666 00            |
| Living Beyond Breast Cancer        | Philadelphia, PA                | 40,000 00            |
| Nationalities Service Center       | Philadelphia, PA                | 44,414 00            |
| Temple University - Youth Violence | Philadelphia, PA                | 44,679 00            |
| Temple University - Kids Write     | Philadelphia, PA                | 28,235 00            |
| Tyler School of Art                | Philadelphia, PA                | 69,075 00            |
| Widener School of Law              | Chester, PA                     | 26,250.00            |
| Women's Therapy Center             | Philadelphia, PA                | 40,000 00            |
| Total                              |                                 | <b>619,619.00</b>    |

Form **8868**

(Rev. April 2009)

Department of the Treasury  
Internal Revenue Service**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 ☒ **X**
  - 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](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*

|                                                               |                                                                                                                      |  |                                                     |
|---------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|--|-----------------------------------------------------|
| File by the due date for filing your return. See instructions | Name of Exempt Organization <b>THE BARRA FOUNDATION, INC.</b>                                                        |  | Employer identification number<br><b>23-6277885</b> |
|                                                               | Number, street, and room or suite no. If a P.O. box, see instructions<br><b>8200 FLOURTOWN AVENUE</b>                |  |                                                     |
|                                                               | City, town or post office, state, and ZIP code. For a foreign address, see instructions<br><b>WYNDMOOR, PA 19038</b> |  |                                                     |
|                                                               |                                                                                                                      |  |                                                     |

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

|                                                 |                                                                   |                                    |
|-------------------------------------------------|-------------------------------------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

- The books are in the care of ▶ **WILLIAM HARRAL III**

Telephone No ▶ **215 836-1030**

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 **08/15, 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

|                                                                                                                                                                                                                              |           |            |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>3a</b> 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                                                                    | <b>3a</b> | \$ 49,600. |
| <b>b</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                                               | <b>3b</b> | \$ 21,600. |
| <b>c Balance Due.</b> 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 | <b>3c</b> | \$ 28,000. |

**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

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

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

o If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

o If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

|                                                                                       |                                                                                                               |                                              |
|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| Type or print<br>File by the extended due date for filing the return See instructions | Name of Exempt Organization<br>THE BARRA FOUNDATION, INC.                                                     | Employer identification number<br>23-6277885 |
|                                                                                       | Number, street, and room or suite no. If a P.O. box, see instructions<br>8200 FLOURTOWN AVENUE                | For IRS use only                             |
|                                                                                       | City, town or post office, state, and ZIP code. For a foreign address, see instructions<br>WYNDMOOR, PA 19038 |                                              |

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

|                                      |                                                                  |                                      |                                    |
|--------------------------------------|------------------------------------------------------------------|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990    | <input checked="" type="checkbox"/> Form 990-PF                  | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720   | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above)     | <input type="checkbox"/> Form 5227   |                                    |

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

o The books are in the care of ☒ WILLIAM HARRAL III

Telephone No ☒ 215 836-1030

FAX No. ☐

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

o 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 is for

4 I request an additional 3-month extension of time until 11/15/2010

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

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

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED IN ORDER TO FILE A

COMPLETE AND ACCURATE TAX RETURN.

|                                                                                                                                                                                                                                    |       |         |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|---------|
| 8a 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                                                                                 | 8a \$ | 49,600. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 | 8b \$ | 49,600. |
| c <b>Balance Due.</b> Subtract line 8b from line 8a. 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       | 8c \$ |         |

### Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature   
SMART BUS. ADV. AND CONSULTING, LLC  
80 LANCASTER AVENUE  
DEVON, PA 19333

Title ☒ CPA

Date ☒ 8/11/10

Form 8868 (Rev 4-2009)