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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

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

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Use the IRS label Otherwise, print or type See Specific Instructions	Name of foundation ROBERTA AND ERNEST SCHELLER, JR. FAMILY FOUNDATION		A Employer identification number 23-7828732
	Number and street (or P.O. box number if mail is not delivered to street address) ONE SOUTH CHURCH STREET, 4TH FLOOR		B Telephone number (570) 455-9408
	City or town, state, and ZIP code HAZLETON, PA 18201		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,850,274. (Part I, column (d) must be on cash basis)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	0.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	114,767.	98,633.		STATEMENT 1
	4 Dividends and interest from securities	12,381.	12,381.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-13,668.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	-429,023.	234,841.		STATEMENT 3	
12 Total Add lines 1 through 11	-315,543.	345,855.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	8,020.	0.		0.
	c Other professional fees				
	17 Interest	5,152.	0.		0.
	18 Taxes STMT 5	8,349.	3,499.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	59,675.	56,208.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	81,196.	59,707.		0.
25 Contributions, gifts, grants paid	469,015.			469,015.	
26 Total expenses and disbursements Add lines 24 and 25	550,211.	59,707.		469,015.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-865,754.				
b Net investment income (if negative, enter -0-)		286,148.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		23,058.	53,421.	53,421.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 7		10,217,512.	9,321,395.	9,794,905.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 8)		1,948.	1,948.	1,948.	
16	Total assets (to be completed by all filers)		10,242,518.	9,376,764.	9,850,274.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		10,242,518.	9,376,764.	
30	Total net assets or fund balances		10,242,518.	9,376,764.		
31	Total liabilities and net assets/fund balances		10,242,518.	9,376,764.		

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	10,242,518.
2	Enter amount from Part I, line 27a	2	-865,754.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	9,376,764.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,376,764.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a BAUPOST LTD. PTSHP K-1 FLOW-THRU	P	VARIOUS	VARIOUS
b BAUPOST LTD. PTSHP K-1 FLOW-THRU	P	VARIOUS	VARIOUS
c VANGUARD	P	VARIOUS	VARIOUS
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			-24,273.
b			587.
c			10,018.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-24,273.
b			587.
c			10,018.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-13,668.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	720,932.	9,697,796.	.074340
2007	527,554.	7,272,636.	.072540
2006	497,871.	4,801,329.	.103694
2005	443,685.	4,147,207.	.106984
2004	405,911.	3,732,693.	.108745

2 Total of line 1, column (d)	2	.466303
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.093261
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	8,791,366.
5 Multiply line 4 by line 3	5	819,892.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,861.
7 Add lines 5 and 6	7	822,753.
8 Enter qualifying distributions from Part XII, line 4	8	469,015.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	5,723.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	5,723.
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	5,723.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	173.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	11,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	11,173.
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	5,450.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 5,450. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
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		
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

N/A

Part VII-A Statements Regarding Activities (continued)

11. At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12. Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13. Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	

14. The books are in care of ► DENNIS R. MOORE, CPA Telephone no ► (570) 455-9408
Located at ► ONE SOUTH CHURCH STREET, HAZLETON, PA ZIP+4 ► 18201

15. Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ERNEST SCHELLER, JR. 730 CANTERBURY LANE VILLANOVA, PA 19085	CHAIRMAN 1.00	0.	0.	0.
ROBERTA SCHELLER 730 CANTERBURY LANE VILLANOVA, PA 19085	TRUSTEE 1.00	0.	0.	0.
LISA SCHELLER 751 BENNER ROAD ALLENTOWN, PA 18104	TRUSTEE 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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

0

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 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2009)

ROBERTA AND ERNEST SCHELLER, JR.
FAMILY FOUNDATION
Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	8,894,941.
b	Average of monthly cash balances	1b	28,356.
c	Fair market value of all other assets	1c	1,948.
d	Total (add lines 1a, b, and c)	1d	8,925,245.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,925,245.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	133,879.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,791,366.
6	Minimum investment return. Enter 5% of line 5	6	439,568.

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

1	Minimum investment return from Part X, line 6	1	439,568.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	5,723.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,723.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	433,845.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	433,845.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	433,845.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	469,015.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	469,015.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	469,015.

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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				433,845.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	227,660.			
b From 2005	249,552.			
c From 2006	298,233.			
d From 2007	220,356.			
e From 2008	273,882.			
f Total of lines 3a through e	1,269,683.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$	469,015.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				433,845.
e Remaining amount distributed out of corpus	35,170.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,304,853.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	227,660.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,077,193.			
10 Analysis of line 9:				
a Excess from 2005	249,552.			
b Excess from 2006	298,233.			
c Excess from 2007	220,356.			
d Excess from 2008	273,882.			
e Excess from 2009	35,170.			

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

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

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

- b 85% of line 2a

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

- a "Assets" alternative test - enter:
(1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income

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

NONE

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

NONE

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

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

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

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

- c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE STATEMENT 9				
Total			► 3a	469,015.
b <i>Approved for future payment</i>				
NONE				
Total			► 3b	0.

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

[illegible]

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer or trustee <u><i>Dennis R. Moore</i></u>		Date <u>11/8/10</u>		Title <u>Chairman</u>	
	Preparer's signature <u><i>Dennis R. Moore</i></u>		Date <u>11/2/10</u>		Check if self-employed <input type="checkbox"/>	
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code <u>DENNIS R. MOORE & ASSOCIATES, LLC</u> <u>ONE S. CHURCH ST, 400 RENAISSANCE CTR</u> <u>HAZLETON, PA 18201</u>				EIN <u>15-1111111</u>	
					Phone no. <u>(570) 455-9408</u>	

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

SOURCE	AMOUNT
BAUPOST LIMITED PARTNERSHIP 1983 B-1	98,633.
BAUPOST LIMITED PARTNERSHIP 1983 B-1	12,986.
BAUPOST LIMITED PARTNERSHIP 1983 B-1	3,148.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	114,767.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BAUPOST LIMITED PARTNERSHIP 1983 B-1	4,252.	0.	4,252.
BAUPOST LIMITED PARTNERSHIP 1983 B-1	0.	0.	0.
VANGUARD TOTAL BOND MKT INDEX INV	8,129.	0.	8,129.
TOTAL TO FM 990-PF, PART I, LN 4	12,381.	0.	12,381.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME	6,335.	6,335.	
ORDINARY INCOME	-519,146.	0.	
INCOME FROM REAL ESTATE ACTIVITIES	-7,664.	-7,664.	
INCOME FROM REAL ESTATE ACTIVITIES	-10,460.	0.	
INCOME FROM OTHER RENTAL ACTIVITIES	31.	31.	
OTHER PORTFOLIO INCOME	225,908.	225,908.	
NET SEC. 1231 GAIN	-1,001.	-1,001.	
NET SEC. 1231 GAIN	-10,463.	0.	
BAUPOST LTD PTSHP K-1 FLOW-THRU UBI - CAPITAL GAIN	957.	0.	
INCOME FROM OTHER RENTAL ACTIVITIES	-101.	0.	
ROYALTIES	1,994.	1,994.	
OTHER PORTFOLIO INCOME	-124,651.	0.	
OTHER PORTFOLIO INCOME	9,238.	9,238.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-429,023.	234,841.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROFESSIONAL FEES	8,020.	0.		0.	
TO FORM 990-PF, PG 1, LN 16B	8,020.	0.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	3,474.	3,474.		0.	
FEDERAL TAXES	4,850.	0.		0.	
STATE TAXES	25.	25.		0.	
TO FORM 990-PF, PG 1, LN 18	8,349.	3,499.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER PORTFOLIO EXPENSES	56,208.	56,208.		0.	
MISCELLANEOUS FEES	0.	0.		0.	
NON-DEDUCTIBLE EXPENSES	1,280.	0.		0.	
SECTION 59(E)(2)	2,187.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	59,675.	56,208.		0.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BAUPOST LIMITED PARTNERSHIP 1983 B-1	COST	9,276,659.	9,749,077.
VANGUARD BOND MKT INDEX INV	COST	44,736.	45,828.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,321,395.	9,794,905.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
STATE TAXES RECEIVABLE	1,948.	1,948.	1,948.
TO FORM 990-PF, PART II, LINE 15	1,948.	1,948.	1,948.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ACADEMY IN MANAYUNK 169 CONARROE ST PHILADELPHIA, PA 19127	NONE CHARITABLE	PUBLIC	5,000.
ALBRIGHT COLLEGE 1621 N. 13TH ST READING, PA 19604	NONE CHARITABLE	PUBLIC	3,000.
AMERICAN ASSOC BEN-GURION UNIVERSITY 300 N WASHINGTON STREET JENKINTOWN, PA	NONE CHARITABLE	PUBLIC	33,200.
AMERICAN FOUNDATION FOR AGING RESEARCH NEW YORK, NY	NONE CHARITABLE	PUBLIC	1,000.
B'NAI VAIL CONGREGATION VAIL, CO	NONE CHARITABLE	PUBLIC	7,000.
BETH ISRAEL TEMPLE	NONE CHARITABLE	PUBLIC	500.
BRAVO - VAIL VALLEY MUSIC FESTIVAL VAIL, CO	NONE CHARITABLE	PUBLIC	3,000.
BREASTCANCER.ORG 111 FORREST AVENUE 1R NARBERTH, PA 19072	NONE CHARITABLE	PUBLIC	4,000.

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DAMON RUNYON CANCER RESEARCH FOUNDATION 1 EXCHANGE PLAZA 55 BROADWAY NEW YORK, NY 10006	NONE CHARITABLE	PUBLIC	7,900.
FLOW THROUGH FROM BAUPOST	NONE CHARITABLE	PUBLIC	1,131.
FRANKLIN INSTITUTE 222 N 20TH ST PHILADELPHIA, PA 19103	NONE CHARITABLE	PUBLIC	27,000.
GEORGIA TECH FOUNDATION, INC. 760 SPRING ST NW SUITE 400 ATLANTA, GA 30308	NONE CHARITABLE	PUBLIC	8,500.
HARDING UNIVERSITY 915 E. MARKET AVE SEARCY, AK 72143	NONE CHARITABLE	PUBLIC	3,000.
HUNTINGTON UNIVERSITY 2303 COLLEGE AVENUE HUNTINGTON, IN 46750	NONE CHARITABLE	PUBLIC	3,000.
JEWISH FEDERATION OF GREATER PHILADELPHIA 2100 ARCH STREET PHILADELPHIA, PA 19103	NONE CHARITABLE	PUBLIC	4,000.
KINGS COLLEGE 133 N RIVER STREET WILKES BARRE, PA 18711	NONE CHARITABLE	PUBLIC	6,000.
LEHIGH CARBON COMMUNITY COLLEGE FOUNDATION 4525 EDUCATION PARK DR SCHNECKSVILLE, PA 18078	NONE CHARITABLE	PUBLIC	300,000.
MAHANAY AREA SCHOOL DISTRICT 1 GOLDEN BEAR DR MAHANAY CITY, PA 17948	NONE CHARITABLE	PUBLIC	3,000.

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MARIAN HIGH SCHOOL 166 MARIAN AVE TAMAQUA, PA 18252	NONE CHARITABLE	PUBLIC	3,000.
MARYWOOD UNIVERSITY 2300 ADAMS AVE SCRANTON, PA 18509	NONE CHARITABLE	PUBLIC	3,000.
MISERICORDIA UNIVERSITY 301 LAKE ST DALLAS, PA 18612	NONE CHARITABLE	PUBLIC	2,000.
MUSEUM OF AMERICAN JEWISH HISTORY 55 NORTH 5TH STREET PHILADELPHIA, PA 191062197	NONE CHARITABLE	PUBLIC	5,000.
NATIONAL CONSTITUTION CENTER 525 ARCH ST PHILADELPHIA, PA 19106	NONE CHARITABLE	PUBLIC	1,787.
PANTHER VALLEY AREA HIGH SCHOOL 1 LANSFORD CT LANSFORD, PA 18232	NONE CHARITABLE	PUBLIC	3,000.
PENNSYLVANIA INSTITUTE OF TECHNOLOGY 800 MANCHESTER AVE MEDIA, PA 19063	NONE CHARITABLE	PUBLIC	2,500.
PHILABUNDANCE 3616 S GALLOWAY ST PHILADELPHIA, PA 19148	NONE CHARITABLE	PUBLIC	500.
SALVATION ARMY 105 W BROAD ST TAMAQUA, PA 18252	NONE CHARITABLE	PUBLIC	1,000.
TAMAQUA AREA SCHOOL DISTRICT 138 W BROAD ST TAMAQUA, PA 18252	NONE CHARITABLE	PUBLIC	3,000.

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THE NATIONAL LIBERTY MUSEUM 321 CHESTNUT ST PHILADELPHIA, PA 19106	NONE CHARITABLE	PUBLIC	1,467.
UNITED WAY PHILADELPHIA, PA	NONE CHARITABLE	PUBLIC	3,000.
UNIVERSITY OF TEXAS AT EL PASO 500 W. UNIVERSITY AVE EL PASO, TX 79968	NONE CHARITABLE	PUBLIC	3,000.
WILKES UNIVERSITY 84 W SOUTH ST WILKES BARRE, PA 18766	NONE CHARITABLE	PUBLIC	3,000.
UNIVERSITY OF PITTSBURG PITTSBURG, PA 15260	NONE CHARITABLE	PUBLIC	4,500.
XAVIER UNIVERSITY 3800 VICTORY PARK CINCINNATI, OH 45207	NONE CHARITABLE	PUBLIC	3,000.
ADAMS COUNTY COMMUNITY FOUNDATION 102 N. 2ND STREET DECATUR, IN 46733	NONE CHARITABLE	PUBLIC	3,030.
UNIVERSITY OF THE SCIENCES 600 S. 43RD STREET PHILADELPHIA, PA 19104	NONE CHARITABLE	PUBLIC	3,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

469,015.