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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

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

OMB No 1545-0052

2009

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
THE SAM & CHARLES FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
121 PINE STREET

City or town, state, and ZIP code
PHILADELPHIA, PA 19106

A Employer identification number
23-7919005

B Telephone number
(215)299-4638

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 217,876.

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).)

			(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	15,480.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	624.	624.		STATEMENT 1
	4	Dividends and interest from securities	3,516.	3,516.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	4,837.			
	b	Gross sales price for all assets on line 6a 50,612.				
	7	Capital gain net income (from Part IV, line 2)		4,837.		
	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				
	12	Total. Add lines 1 through 11	24,457.	8,977.		
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 3	6,115.	0.		0.
	c	Other professional fees STMT 4	1,590.	1,590.		0.
	17	Interest				
	18	Taxes STMT 5	273.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	Total operating and administrative expenses Add lines 13 through 23	7,978.	1,590.		0.
	25	Contributions, gifts, grants paid	29,210.			29,210.
	26	Total expenses and disbursements. Add lines 24 and 25	37,188.	1,590.		29,210.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	<12,731.>			
	b	Net investment income (if negative, enter -0-)		7,387.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	28,538.	34,893.	34,893.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 6	153,212.	134,127.	182,983.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers)	181,750.	169,020.	217,876.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	181,750.	169,020.	
	30	Total net assets or fund balances	181,750.	169,020.	
	31	Total liabilities and net assets/fund balances	181,750.	169,020.	

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	181,750.
2	Enter amount from Part I, line 27a	2	<12,731.>
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	1.
4	Add lines 1, 2, and 3	4	169,020.
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	169,020.

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	SEE STATEMENT A	P	VARIOUS	VARIOUS
b	SEE STATEMENT B	P	VARIOUS	VARIOUS
c	SEE STATEMENT C	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	1,198.		1,257.	<59.>
b	32,349.		22,587.	9,762.
c	17,065.		21,931.	<4,866.>
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				<59.>
b				9,762.
c				<4,866.>
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 4,837.

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	69,446.	219,192.	.316827
2007	34,440.	286,892.	.120045
2006	56,312.	268,189.	.209971
2005	42,135.	228,150.	.184681
2004	38,165.	210,425.	.181371

2	Total of line 1, column (d)	2	1.012895
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	.202579
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	163,548.
5	Multiply line 4 by line 3	5	33,131.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	74.
7	Add lines 5 and 6	7	33,205.
8	Enter qualifying distributions from Part XII, line 4	8	29,210.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter. ________ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	1	148.
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	148.
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	148.
6	Credits/Payments.		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	148.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 7	10	X	

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Part VII-A Statements Regarding Activities *(continued)*

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

Website address ▶ N/A

14 The books are in care of ▶ THE SAM & CHARLES FOUNDATION Telephone no ▶ (215)299-4638

Located at ▶ 121 PINE STREET, PHILADELPHIA, PA ZIP+4 ▶ 19106

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
If "Yes," list the years ▶ ____, ____, ____, ____				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b | |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID U'PRICHARD 121 PINE STREET PHILADELPHIA, PA 19106	OFFICER 0.00	0.	0.	0.
ALISSA U'PRICHARD 121 PINE STREET PHILADELPHIA, PA 19106	OFFICER 0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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Part 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 N/A	
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.

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	141,071.
b	Average of monthly cash balances	1b	24,968.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	166,039.
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	166,039.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,491.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	163,548.
6	Minimum investment return. Enter 5% of line 5	6	8,177.

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	8,177.
2a	Tax on investment income for 2009 from Part VI, line 5 2a 148.		
b	Income tax for 2009 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	148.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,029.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,029.
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	8,029.

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	29,210.
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	29,210.
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	29,210.

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					8,029.
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	27,736.				
b From 2005	31,339.				
c From 2006	43,619.				
d From 2007	20,455.				
e From 2008	58,744.				
f Total of lines 3a through e		181,893.			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ $ 29,210.					
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					8,029.
e Remaining amount distributed out of corpus		21,181.			
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		203,074.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see instr.				0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		27,736.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a		175,338.			
10 Analysis of line 9					
a Excess from 2005	31,339.				
b Excess from 2006	43,619.				
c Excess from 2007	20,455.				
d Excess from 2008	58,744.				
e Excess from 2009	21,181.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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 Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 8

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:

C/O BERTRAM WOLFSON ESQ. MCCAUSLAND, KEEN, & BUCKMAN, 610-341-1000
259 NORTH RADNOR-CHESTER ROAD, RADNOR, PA 19087

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

NO SPECIFICATIONS

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT F	NONE	501(C)(3)	EXEMPT ORGANIZATIONS TO HELP FUND THE OPERATIONAL BUDGETS OF THE VARIOUS	29,210.
Total			▶ 3a	29,210.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	624.	
4 Dividends and interest from securities			14	3,516.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	4,837.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		8,977.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 8,977.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee — Date 4/12/10 — Title Trustee

Paid Preparer's Use Only

Preparer's signature	Date 4/11/10	Check if self-employed ▶ ☐	Preparer's identifying number P00738401
Firm's name (or yours if self-employed), address, and ZIP code	DELOITTE TAX LLP 1700 MARKET STREET, 25TH FLOOR PHILADELPHIA, PA 19103-3984	EIN ▶ 86-1065772	Phone no. 215-246-2300

Form **990-PF** (2009)

923622
02-02-10

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

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization	Employer identification number
THE SAM & CHARLES FOUNDATION	23-7919005

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. . . ▶ $ __________

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

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

Name of organization	Employer identification number
THE SAM & CHARLES FOUNDATION	23-7919005

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DAVID & ALISSA U'PRICHARD 121 PINE STREET PHILADELPHIA, PA 19106	$ 46,483.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

THE SAM & CHARLES FOUNDATION

Employer identification number

23-7919005

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SEE ATTACHMENT G	$ 46,483.	VARIOUS

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

SAM & CHARLES FOUNDATION
12/31/2009
EIN: 23-7919005
Attachment to Schedule B

SHS	Date	Cost	Description	Fair Market on Date of Transfer Hi	Low	Mean	FMV
200	11/18/09	$658.56	ADVANCED MICRO DEVICES INC	7 33	6 70	7 015	$1,403
34	11/18/09	$526 67	MERCK & CO INC NEW	35 40	34.80	35 100	$1,193
25	12/17/09	$92 80	NVIDIA CORP	17 48	16 58	17.030	$426
300	12/18/09	$4,093 63	THE SHAW GROUP INC	30 09	29 02	29 555	$8,867
50	12/22/09	$3,130 50	APPLE INC	200.85	198 66	199 755	$9,988
200	12/22/09	$360 99	COGNIZANT TECH SOLUTIONS CL A	45.95	45 20	45 575	$9,115
200	12/23/09	$1,823 41	ADOBE SYSTEMS INC (DE)	37 37	36.86	37 115	$7,423
200	12/29/09	$1,816.98	CLEAN ENERGY FUELS CORP	15 99	15 50	15 745	$3,149
400	12/29/09	$2,976.00	LENOVO GROUP LTD SPON ADR	12 35	12 25	12 300	$4,920
	SUBTOTAL	$15,479 54				SUBTOTAL	$46,483

Attachment G

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

SOURCE	AMOUNT
SMITH BARNEY - ACCT #09910	4.
SMITH BARNEY - ACCT #14518	620.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	624.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SMITH BARNEY - ACCT #09910	1,546.	0.	1,546.
SMITH BARNEY - ACCT #14518	1,970.	0.	1,970.
TOTAL TO FM 990-PF, PART I, LN 4	3,516.	0.	3,516.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,115.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	6,115.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SB - INVESTMENT ADVISORY FEES - 14518	5.	5.		0.
SB - INVESTMENT ADVISORY FEES - 09910	1,585.	1,585.		0.
O FORM 990-PF, PG 1, LN 16C	1,590.	1,590.		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 PAID	144.	0.		0.
FEDERAL TAXES PAID	129.	0.		0.
TO FORM 990-PF, PG 1, LN 18	273.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SMITH BARNEY - ACCT #14518 (SEE ATTACHMENT D)	52,728.	87,759.
SMITH BARNEY - ACCT #09910 (SEE ATTACHMENT E)	81,399.	95,224.
TOTAL TO FORM 990-PF, PART II, LINE 10B	134,127.	182,983.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 7
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
DAVID & ALISSA U'PRICHARD	121 PINE STREET PHILADELPHIA, PA 19106

FORM 990-PF PART XV - LINE 1A STATEMENT 8
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

DAVID U'PRICHARD
ALISSA U'PRICHARD

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000070	35	AXA S A SPONS ADR SALE OF RTS ON 35 0000 SHS RECORD 11/13/09 PAY 12/04/09	11/13/09	11/13/09	$ 20 29	$ 01		$ 20 28
125000080	40	CRH PLC ADR-USD SALE OF RTS ON 40.0000 SHS	03/16/09	03/16/09	66 98	01		66 97
125000110	50	DANONE SPONS ADR SALE OF RTS ON 50.0000 SHS RECORD 06/02/09 PAY 06/19/09	06/02/09	06/02/09	30 46	.01		30.45
125000140	10	DELL INC	05/22/08	02/02/09	92 81	207 98	(115 17)	
125000180	20 10	ELECTRONIC ARTS VERSUS PURCHASE(S) CGMI AND/OR ITS AFFILIATES	02/11/09 11/06/09	12/07/09	323.39 161.68	339 57 189 07	(16 18) (27.39)	
125000190	1	FIRST SOLAR INC CGMI AND/OR ITS AFFILIATES	12/03/08	10/13/09	155 08	123 75		31 33
125000250	4	RTS HSBC HOLDINGS PLC 03/31/2009	04/07/09	04/07/09	36 00	.01		35.99
125000270	30	ING GROEP NV SPONS ADR VERSUS PURCHASE(S)	08/18/09	12/07/09	276.29	396 47	(120 18)	
125000360	41	NATIONAL BK GREECE S A SPONS ADR SALE OF RTS ON 41 0000 SHS	07/27/09	07/27/09	12 55	.01		12.54
125000400	1	RIO TINTO PLC-GBP SALE OF RTS ON 1 0000 SHS	07/10/09	07/10/09	22.83	.01		22 82
Total					Ⓑ $ 1,198 38	Ⓐ $ 1,256 90	($ 278 92)	$ 220.38

Statement A

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	200	ADVANCED MICRO DEVICES INC	11/11/08	11/18/09	$ 1,439 98	$ 658.56		$ 781 42
125000020	100	CLEAN ENERGY FUELS CORP CGMI AND/OR ITS AFFILIATES	10/16/08	12/29/09	1,551.25	908 49		642.76
125000030	50	CONSTELLATION ENERGY GROUP	02/17/99	10/08/09	1,545 60	1,358 40		187.20
125000040	100	GENENTECH INC	10/07/04	03/12/09	9,286 66	4,867.61		4,419.05
125000050	200	LENOVO GROUP LTD SPON ADR CGMI AND/OR ITS AFFILIATES	05/09/06	12/29/09	2,346.52	1,545.00		801.52
125000060	34	MERCK & CO INC NEW	10/22/03	11/18/09	1,190.42	526.67		663.75
125000070	44	NATIONAL OILWELL VARCO INC	06/07/06	12/03/09	1,810 73	3,199.69	(1,388.96)	
125000080	200	PFIZER INC	12/17/04	10/12/09	3,264 75	5,270.55	(2,005.80)	
125000090	100	SANDISK CORP CGMI AND/OR ITS AFFILIATES	09/21/01	12/02/09	2,060 24	563.63		1,496.61
125000100	200	THE SHAW GROUP INC VS HIGHEST COST	10/10/08	12/18/09	5,723.33	3,167 63		2,555.70
125000110	100	VERISIGN INC CGMI AND/OR ITS AFFILIATES	10/01/02	12/03/09	2,130.24	521.24		1,609 00
Total					$ 32,349.72	$ 22,587.47	($ 3,394.78)	$ 13,157.01

9 YEAR END S

Statement B

9 YEAR END SUMMARY

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	1	TYCO INTL LTD CHF	12/21/00	12/07/09	$ 35 87	$ 78.03	($ 42.16)	
	2	VERSUS PURCHASE(S)	11/19/01		71.74	181.00	(109 26)	
	9		12/18/01		322 82	783.84	(461.02)	
	2		02/15/02		71 73	85.73	(14.00)	
125000020	15	CORE LABORATORIES N V-USD	11/28/00	10/13/09	1,580.24	319.43		1,260.81
125000030	5	CORE LABORATORIES N V-USD	11/28/00	12/07/09	532.63	106 47		426.16
	8		02/07/01		852 22	192 54		659.68
125000040	20	ALKERMES INC	12/15/00	12/07/09	178 79	625.23	(446.44)	
	10	VERSUS PURCHASE(S)	01/02/01		89.40	277.61	(188 21)	
	15	CGMI AND/OR ITS AFFILIATES	08/23/02		134.09	150.87	(16.78)	
125000050	5	AMAZON COM INC CGMI AND/OR ITS AFFILIATES	04/29/05	11/05/09	595.27	161 06		434.21
125000060	5	AMAZON COM INC CGMI AND/OR ITS AFFILIATES	04/29/05	12/07/09	675.98	161.06		514.92
125000090	10	CISCO SYS INC CGMI AND/OR ITS AFFILIATES	11/29/00	11/05/09	238.60	515.00	(276.40)	
125000100	20	CIRRUS LOGIC INC	11/28/00	12/07/09	125.39	702.04	(576.65)	
	10	VERSUS PURCHASE(S) CGMI AND/OR ITS AFFILIATES	03/14/01		62.70	216 57	(153 87)	
125000120	5	DELL INC	01/21/03	01/29/09	50 61	124.05	(73.44)	
	22		07/11/06		222 67	513.63	(290.96)	
125000130	8	DELL INC	07/11/06	01/30/09	77 75	186.77	(109 02)	
	8		11/30/07		77 75	195 24	(117 49)	
125000140	2	DELL INC	11/30/07	02/02/09	18 56	48 81	(30 25)	
125000150	4 5455	DISCOVERY COMMUNICATIONS INC	12/15/00	05/13/09	86 81	75.68		11 13
	.4545	SER A	12/27/00		8.68	6.85		1.83
125000160	4 5455	DISCOVERY COMMUNICATION INC	12/15/00	05/13/09	80.86	67 95		12 91
	4545	SER C	12/27/00		8 09	6 15		1 94
125000170	.1826	DIRECTV CL A	12/15/00	11/25/09	5.83	2 96		2.87
	.0183	MERGER 11/25/09 53045T102000	12/27/00		.58	27		.31
	.2511		03/31/08		8 02	4 89		3 13

Statement C

2009 YEAR END SUMMARY

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000180	10	ELECTRONIC ARTS	09/16/05	12/07/09	$ 161.70	$ 604.56	($ 442 86)	
	5	VERSUS PURCHASE(S)	05/03/06		80 85	268 28	(187 43)	
	10	CGMI AND/OR ITS AFFILIATES	03/06/07		161.70	494.79	(333 09)	
	5		05/27/08		80.85	246.28	(165.43)	
125000200	5	GENENTECH INC	01/24/03	01/30/09	405 55	95.06		310 49
125000210	15	GENENTECH INC	01/24/03	03/26/09	1,425.00	285.17		1,139 83
125000220	35	GENERAL ELECTRIC CO	12/12/00	12/07/09	563 83	1,849.49	(1,285.66)	
	10	VERSUS PURCHASE(S)	08/08/01		161.10	415.95	(254.85)	
125000230	30	GROUPE DANONE SPONS ADR	12/11/00	01/12/09	352.76	198.21		154 55
125000240	.1666	RTS HSBC HOLDINGS PLC	Various	03/16/09	1.41			1 41
		03/31/2009						
		CASH IN LIEU OF .16666						
		RECORD 03/13/09 PAY 03/16/09						
125000260	35	HOME DEPOT INC	12/12/00	05/28/09	792 97	1,580 53	(787.56)	
125000270	20	ING GROEP NV SPONS ADR	11/29/00	12/07/09	184 19	716.28	(532 09)	
	10	VERSUS PURCHASE(S)	09/20/01		92 10	230.52	(138 42)	
125000280	4	RTS ING GROEP	Various	12/23/09	9.39			9.39
		EXP 12/11/2009						
125000290	30	INTEL CORP	12/06/00	11/03/09	553 36	960 91	(407.55)	
		CGMI AND/OR ITS AFFILIATES						
125000300	10	IRELAND BANK SPONS ADR-EUR	12/05/00	01/22/09	17.13	350.00	(332.87)	
125000310	5	IRELAND BANK SPONS ADR-EUR	12/05/00	01/23/09	9.60	175 00	(165.40)	
125000320	10	L 3 COMMUNICATIONS HLDGS INC	07/11/01	12/07/09	826.17	331.99		494.18
125000330	.202	LIBERTY MEDIA	12/15/00	11/20/09	6.48	3 64		2.84
	0202	FROM: 53071M500000	12/27/00		.65	33		32
	.2778		03/31/08		8.91	6.01		2 90
125000340	4.5455	LIBERTY GLOBAL INC SER C	12/15/00	05/13/09	68.19	97.70	(29 51)	
	4545		12/27/00		6.82	8 84	(2 02)	
125000350	.202	LIBERTY MEDIA CORP LIBERTY	12/15/00	11/20/09	72	5 12	(4 40)	
	0202	STARZ SER A	12/27/00		07	46	(.39)	
	2778	FROM 53071M500000	03/31/08		.99	8.46	(7 47)	
125000370	12	NESTLE S A SPONSORED ADR	12/14/00	01/12/09	430 32	256 20		174.12
125000380	38	PFIZER INC	12/06/04	07/09/09	543.39	1,034.36	(490 97)	
125000390	27	PFIZER INC	12/06/04	07/10/09	383 60	734.94	(351 34)	
125000410	10	ROYAL DUTCH SHELL PLC ADR	11/29/00	03/13/09	452 21	609 38	(157 17)	
	5	CL A	05/10/01		226.10	297.86	(71.76)	

Statement C

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000420	7	SK TELECOM LTD SPON ADR	12/19/00	06/18/09	$ 107 44	$ 177.74	($ 70.30)	
125000430	23	SK TELECOM LTD SPON ADR	12/19/00	07/01/09	357.38	584 00	(226.62)	
125000440	5	SEARS HOLDINGS CORPORATION	01/04/08	11/25/09	358.40	513 67	(155.27)	
	1	CGMI AND/OR ITS AFFILIATES	01/10/08		71.68	98.48	(26.80)	
	1		01/11/08		71 68	98.26	(26.58)	
125000450	1	SEARS HOLDINGS CORPORATION CGMI AND/OR ITS AFFILIATES	01/11/08	12/02/09	73.47	98.25	(24 78)	
125000460	18	TEVA PHARMACEUTICAL INDS LTD ADR	01/23/04	05/13/09	816.01	509.34		306.67
125000470	5	TEXAS INSTRUMENTS INC	11/28/00	02/19/09	75.99	202.41	(126.42)	
125000480	20	TIME WARNER INC	11/27/00	02/19/09	153 79	882 54	(728.75)	
	10		04/11/02		76 90	198.60	(121.70)	
	35		10/07/02		269.14	395.53	(126 39)	
125000490	5	WPP PLC ADR	03/18/02	09/01/09	205 89	281.15	(75.26)	
	5	CGMI AND/OR ITS AFFILIATES	11/20/03		205.88	234.75	(28.87)	
Total				Ⓑ	$ 17,065.44 Ⓐ	$ 21,930.77	($ 10,791.93)	5,926.60

2009 YEAR E

Statement C

Common stocks & options

Citi Investment Research & Analysis (CIRA), Morgan Stanley & Co. Incorporated (Morgan Stanley) and Standard & Poor's research ratings may be shown for certain securities. All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance. Because the research report contains more complete information regarding the analyst's opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating. Where a particular company is covered by both CIRA and Morgan Stanley, you can and should view both research reports CIRA and Morgan Stanley research reports may contain different or conflicting information about the subject companies of such research reports because they are prepared separately from each other CIRA stock recommendations include an investment rating and a risk rating The Investment Rating Code (1, 2 or 3) is a function of CIRA's expectation of total return (forecast price appreciation and dividend yield within the next twelve months) and a Risk Rating The Risk Rating (L, M, H or S) represents the stock's expected risk, taking into account price volatility and fundamental criteria Please refer to the end of this statement for a guide describing CIRA ratings. Morgan Stanley and Standard & Poor's research ratings have been normalized by these providers to a 1 (Buy), 2 (Hold), and 3 (Sell) Morgan Stanley Smith Barney is not the author of, does not take responsibility for, and does not guarantee the accuracy, completeness, or timeliness of research prepared by Standard & Poor's.

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
200	ADOBE SYSTEMS INC (DE) **Rating:** Morgan Stanley : 1 S&P : 1	ADBE	08/01/02	$ 1,823.41	$ 8 86	$ 36.78	$ 7,356.00	$ 5,532.59 LT		
60	APPLE INC **Rating:** Citigroup · 1H Morgan Stanley : 1 S&P : 1	AAPL	03/22/06	3,130.50	61.48	210 732	10,536 60	7,406.10 LT		
100	ASTRAZENECA PLC SPON ADR **Rating:** Citigroup . 2M Morgan Stanley . 2 S&P : 2	AZN	06/02/97	3,582.00	35.82	46 94	4,694.00	1,112.00* LT	4 452	209.00
100	CLEAN ENERGY FUELS CORP **Rating:** S&P*Quantitative : 3	CLNE	10/16/08	908.49	9 059	15 41	1,541.00	632.51 LT		
200	COGNIZANT TECH SOLUTIONS CL A **Rating:** Citigroup : 1H S&P 1	CTSH	09/21/01	360.99	1 75	45 33	9,066.00	8,705.01 LT		
200	LENOVO GROUP LTD SPON ADR	LNVGY	05/23/06	1,431.00	6.85	12.35	2,470.00	1,039.00 LT	.17	4.20
25	NVIDIA CORP **Rating:** Citigroup · 1S Morgan Stanley : 3 S&P : 2	NVDA	01/17/03	92.80	4.166	18 68	467.00	374.20 LT		
100	THE SHAW GROUP INC **Rating:** Citigroup : 2S S&P · 1	SHAW	07/15/03	926.00	8.90	28.75	2,875.00	1,949 00 LT		
136	SYNGENTA AG ADR	SYT	07/01/98	788.19	7.02	56 27	7,652.72	6,864 53* LT		
59	**Rating:** Citigroup 1L		07/01/98	-30 88	01	56 27	3,319 93	3,350 81* LT		
195	S&P*Quantitative · 3			757.31	3 884		10,972.65	10,216 34	1.547	169.85
82	TORONTO DOMINION BANK-NEW **Rating:** Morgan Stanley 1 S&P*Quantitative 1	TD	03/31/08	5,042 49	62 123	62 72	5,143 04	100.55 LT	3 70	190.32

Attachment D

Reserved Client
Financial Management Account

December 1 - December 31, 2009

THE SAM AND CHARLES FOUNDATION

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
100	WAL-MART STORES INC	WMT	10/31/00	$ 4,624 65	$ 45 312	$ 53 45	$ 5,345.00	$ 720 35 LT		
100	Rating: Citigroup . 2M		07/19/02	4,683 40	45 90	53.45	5,345 00	661.60 LT		
200	Morgan Stanley : 1 S&P . 1			9,308.05	46.64		10,890.00	1,381.95	2.039	218.00
Total common stocks and options			A	$ 27,363.04		B	$ 66,811.29	$ 0.00 ST $ 38,448.26 LT	1.20	$ 791.37

Exchange traded & closed end funds

Citi Investment Research & Analysis (CIRA) ratings may be shown for certain closed-end funds. All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance. Because the research report contains more complete information regarding the analyst's opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating. CIRA closed-end fund recommendations include an investment rating and a risk rating. The Investment Rating code (1,2, 3) is based upon CIRA's expectation of the security's performance relative to its peer group of closed-end funds. The Risk Rating (L, M, H or S) represents the fund's expected risk, taking into account the quality and liquidity of the underlying securities, financial leverage and foreign currency exposure Please refer to the end of this statement for a guide describing CIRA ratings

Closed end investment companies are grouped below by portfolio designations Gain/Loss is provided to assist in tax preparation It is not intended to calculate investment returns or performance

Consulting Group Research (CGR) conducts on-going research on a wide variety of exchange-traded funds for certain investment advisory programs. Your individual exchange-traded fund holdings in your brokerage account may or may not be covered by CGR. Please contact your Financial Advisor for further information regarding whether your exchange-traded fund holdings are covered by CGR.

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
200	ROYCE VALUE TRUST INC	RVT	09/05/97	$ 3,124 05	$ 15.312	$ 10 79	$ 2,158.00	($ 966.05) LT		
5	Equity portfolio		12/06/04	94 15	18.83	10 79	53 95	(40 20) LT		
4			03/07/05	74 68	18.67	10.79	43.16	(31.52) LT		
4			06/06/05	72 00	18 00	10 79	43 16	(28 84) LT		
4			09/06/05	76 52	19.13	10.79	43.16	(33.36) LT		
4			12/06/05	76.88	19.22	10.79	43 16	(33.72) LT		
4			03/06/06	80 40	20 10	10 79	43 16	(37 24) LT		
5			06/06/06	91 50	18 30	10.79	53 95	(37 55) LT		
5			09/06/06	97 60	19 52	10 79	53 95	(43.65) LT		
5			12/06/06	104 05	20 81	10 79	53 95	(50 10) LT		
5			03/06/07	105.70	21.14	10 79	53 95	(51 75) LT		
5			06/06/07	107.50	21 50	10.79	53.95	(53 55) LT		
6			09/06/07	114 60	19 10	10 79	64 74	(49.86) LT		
6			12/06/07	106 20	17 70	10 79	64 74	(41 46) LT		
8			03/06/08	123 12	15.39	10 79	86 32	(36.80) LT		
7			06/06/08	118 30	16 90	10 79	75 53	(42.77) LT		

Attachment D

THE SAM AND CHARLES FOUNDATION

Exchange traded & closed end funds *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
7	ROYCE VALUE TRUST INC	RVT	09/08/08	$ 103 11	$ 14 73	$ 10 79	$ 75.53	($ 27 58) LT		
15	Equity portfolio		12/08/08	115 20	7.68	10 79	161 85	46 65 LT p		
15			03/06/09	91 05	6 07	10 79	161.85	70 80 ST		
314				4,876.61	15.531		3,388.06	(1,488.65)		
Total closed end fund equity allocation							$ 3,388.06			
Total exchange traded funds and closed end funds				Ⓐ $ 4,876.61 ✓			Ⓑ $ 3,388.06	$ 70.80 ST ($ 1,659.35) LT		$ 0.00

Preferred stocks

Citi Investment Research & Analysis (CIRA) ratings may be shown for certain securities In addition, Standard & Poor's research ratings may be shown for certain securities. CIRA is not the author of, does not take responsibility for, and does not guarantee the accuracy, completeness, or timeliness of research prepared by Standard & Poor's All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance CIRA stock recommendations include an investment rating and risk rating. The Investment Rating Code (1, 2 or 3) is a function of CIRA's expectation of total return (forecast price appreciation and dividend yield within the next 12 months) and a Risk Rating The Risk Rating (L, M, H or S) represents the stock's expected risk, taking into account price volatility and fundamental criteria. Please refer to the end of this statement for a guide describing CIRA ratings

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
400	JP MORGAN CHASE CAPITAL 6.20% Rated BBB +	JPMPRY	12/17/04	$ 10,308.00	$ 25.77	$ 24.05	$ 9,620.00	($ 688.00) LT	6.444%	$ 620.00
400	PUBLIC STORAGE (MD) 6.45% PFD PERPETUAL Rated BBB	PSAPRX	12/17/04	10,180.00	25.45	22 349	8,939.60	(1,240.40) LT	7.215	645.00
Total preferred stocks				Ⓐ $ 20,488.00 ✓			Ⓑ $ 18,559.60	$ 0.00 ST ($ 1,928.40) LT	6.81	$ 1,265.00
Total portfolio value				ΣA = 52,728			ΣB = 87,759	$ 70.80 ST $ 34,960.50 LT	1.76	$ 2,071.47

**Based on information supplied by client or other financial institution, not verified by us.*

p *The cost basis information provided is an estimate We have requested, and are awaiting receipt of, the final cost basis allocation information from the issuer*

Attachment D

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
1 9692	COVIDIEN PLC DUBLIN-USD	COV	12/21/00	$ 125 03	$ 63.492	$ 47.89	$ 94 30	($ 30.73) LT		
2 4615			11/19/01	181 27	73 642	47 89	117 88	(63.39) LT		
9 1077			12/18/01	645.43	70 866	47 89	436 17	(209.26) LT		
2 4616			02/15/02	85.86	34 879	47 89	117.89	32.03 LT		
4			07/18/07	174.09	43.522	47 89	191.56	17.47 LT		
20				1,211 68	60 584		957.80	(253.88)		
44 6241	SEAGATE TECHNOLOGY -USD	STX	11/30/00	680 34	15 295	18.19	811 71	131.37 LT		
7 3759			04/27/01	162 60	22 116	18.19	134 17	(28.43) LT		
18			05/07/07	399 59	22.199	18.19	327.42	(72 17) LT		
70				1,242 53	17.76		1,273.30	30.77	1 503	14.40
110	WEATHERFORD INTERNATIONAL LTD -CHF	WFT	06/27/02	1,261 15	11 465	17 91	1,970.10	708.95 LT		
1.9692	TYCO ELECTRONICS LTD	TEL	12/21/00	115.10	58 45	24 55	48 34	(66.76) LT		
2 4615			11/19/01	166.88	67.796	24.55	60 43	(106.45) LT		
9.1077			12/18/01	594 20	65.241	24 55	223 59	(370.61) LT		
2.4616			02/15/02	79.04	32.109	24 55	60 43	(18 61) LT		
4			11/09/07	131 48	32 87	24.55	98.20	(33.28) LT		
20				1,086 70	54.335		490.99	(595.71)	2.606	12.80
.9692	TYCO INTL LTD CHF	TYC	12/21/00	75.63	78 031	35.68	34.58	(41.05) LT		
.4615			11/19/01	41.77	90.501	35.68	16.47	(25.30) LT		
.1077			12/18/01	9 38	87.093	35 68	3 84	(5.54) LT		
.4616			02/15/02	19 79	42.866	35 68	16 47	(3.32) LT		
2				146.57	73.285		71.36	(75.21)	2.242	1.80
20	UBS AG (NEW)	UBS	06/13/03	537.60	26 88	15 51	310 20	(227.40) LT	8.11	25.16
30	ASML HLDG NV NEW YORK REG Exchange rate: 1.4406000 Shares traded in: EURO Monetary Unit	ASML	09/19/08	635.61	21.187	34.09	1,022.70	387.09 LT	1.636	16.74
2	CORE LABORATORIES N V-USD	CLB	02/07/01	48.14	24 067	118.12	236.24	188.10 LT	.338	.80
6	AKAMAI TECHNOLOGIES INC	AKAM	07/10/09	110.65	18.442	25 34	152 04	41.39 ST		
4			07/13/09	74 81	18.703	25 34	101 36	26.55 ST		
15			07/30/09	247.71	16.514	25 34	380 10	132 39 ST		
5			08/18/09	89 22	17.843	25.34	126 70	37 48 ST		
30				522.39	17.413		760 20	237 81		
15	AMAZON COM INC	AMZN	04/29/05	483.17	32.211	134 52	2,017 80	1,534 63 LT		
25	AMGEN INC	AMGN	01/05/01	1,457 05	58 281	56 57	1,414 25	(42 80) LT		

Attachment E

Reserved
Client Statement

December 1 - December 31, 2009

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
25	ANADARKO PETROLEUM CORP	APC	07/06/06	$ 1,179.21	$ 47.168	$ 62.42	$ 1,560.50	$ 381.29 LT		
10			09/25/06	416.10	41.61	62.42	624.20	208.10 LT		
35				1,595.31	45.58		2,184.70	589.39	.576	12.60
25	ATLAS COPCO AB SPONS ADR NEW RPSTG CL B -USD	ATLCY	09/17/09	304.19	12.167	13.05	326.25	22.06 ST		
5			10/28/09	58.71	11.741	13.05	65.25	6.54 ST		
30				362.90	12.097		391.50	28.60	2.015	7.89
25	AUTODESK INC	ADSK	09/05/06	851.90	34.075	25.41	635.25	(216.65) LT		
15	AXA S.A.SPONS ADR	AXA	12/01/00	509.53	33.968	23.68	355.20	(154.33) LT		
10			05/09/01	299.00	29.90	23.68	236.80	(62.20) LT		
5			08/18/09	109.21	21.841	23.68	118.40	9.19 ST		
5			08/19/09	110.32	22.063	23.68	118.40	8.08 ST		
35				1,028.06	29.373		828.80	(199.26)	1.929	16.00
20	BASF SE COMMON STOCK	BASFY	12/11/00	413.59	20.679	62.10	1,242.00	828.41 LT	3.046	37.82
15	BP PLC SPONS ADR	BP	11/30/00	706.68	47.112	57.97	869.55	162.87 LT	5.796	50.40
20	BED BATH & BEYOND	BBBY	01/13/05	815.39	40.769	38.61	772.20	(43.19) LT		
10			08/06/08	287.60	28.759	38.61	386.10	98.50 LT		
30				1,102.99	36.766		1,158.30	55.31		
30	BIOGEN IDEC INC	BIIB	12/21/00	1,784.95	59.498	53.50	1,605.00	(179.95) LT		
20			01/09/04	841.56	42.077	53.50	1,070.00	228.44 LT		
50				2,626.51	52.53		2,675.00	48.49		
1	BLACKROCK INC	BLK	03/20/09	114.34	114.34	232.20	232.20	117.86 ST		
1			03/30/09	126.04	126.042	232.20	232.20	106.16 ST		
2				240.38	120.19		464.40	224.02	1.343	6.24
5	BROADCOM CORP CL A	BRCM	07/14/06	140.39	28.078	31.47	157.35	16.96 LT		
10			11/07/07	331.50	33.15	31.47	314.70	(16.80) LT		
15				471.89	31.459		472.05	.16		
40	CRH PLC ADR-USD	CRH	12/21/00	715.00	17.875	27.33	1,093.20	378.20 LT	3.388	37.04
5	CVS CAREMARK CORP	CVS	10/22/08	143.14	28.627	32.21	161.05	17.91 LT		
5			10/23/08	145.34	29.068	32.21	161.05	15.71 LT		
5			11/06/08	149.83	29.965	32.21	161.05	11.22 LT		
15			05/28/09	440.21	29.347	32.21	483.15	42.94 ST		
5			11/19/09	154.71	30.942	32.21	161.05	6.34 ST		
5			11/20/09	157.21	31.441	32.21	161.05	3.84 ST		
40				1,190.44	29.761		1,288.40	97.96	.946	12.20

Attachment E

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
31	CABLEVISION SYSTEMS CORP	CVC	11/28/00	$ 1,173.20	$ 37.845	$ 25 82	$ 800.42	($ 372.78) LT		
10	CABLEVISION NY GROUP CL A		08/21/01	376.60	37 66	25 82	258 20	(118.40) LT		
41				1,549.80	37.80		1,058.62	(491.18)	1.549	16.40
30	CANON INC ADR	CAJ	12/05/00	791.83	26.394	42.32	1,269.60	477.77 LT	2.511	31.89
5	CELGENE CORP	CELG	12/05/08	255.16	51 031	55 68	278 40	23 24 LT		
5			01/30/09	266 17	53.233	55.68	278 40	12.23 ST		
5			05/28/09	208 07	41 614	55.68	278.40	70 33 ST		
15				729.40	48.627		835.20	105.80		
5	CISCO SYS INC	CSCO	11/29/00	257.50	51.50	23.94	119.70	(137.80) LT		
15			02/01/01	572.81	38.187	23.94	359.10	(213 71) LT		
45			05/10/01	856.17	19.026	23.94	1,077.30	221.13 LT		
65				1,686.48	25.946		1,556.10	(130.38)		
10	COCA-COLA CO	KO	01/10/01	588.85	58.885	57.00	570.00	(18.85) LT		
5			05/15/01	227.73	45.546	57.00	285.00	57.27 LT		
10			01/29/03	403.75	40.374	57 00	570.00	166.25 LT		
10			02/27/07	476.10	47.61	57 00	570.00	93.90 LT		
35				1,696.43	48.469		1,995.00	298.57	2.877	57.40
59 6363	COMCAST CORP CL A - SPL	CMCSK	11/28/00	1,543.09	26.032	16.01	954.78	(588.31) LT		
22.3637			08/02/02	285.09	12.825	16.01	358.04	72.95 LT		
41			10/05/09	597.07	14.562	16.01	656.41	59.34 ST		
123				2,425.26	19.717		1,969.23	(456.02)	2.361	46.49
20	CREE INC	CREE	05/01/06	600.77	30.038	56.37	1,127 40	526.63 LT		
50	DANONE SPONS ADR	DANOY	12/11/00	330.34	6.606	12.19	609.50	279.16 LT	1.894	11 55
10	DIAGEO PLC SPON ADR-NEW	DEO	11/16/01	442 53	44.252	69.41	694.10	251.57 LT		
5			11/18/02	216.71	43 342	69.41	347 05	130 34 LT		
15				659.24	43.949		1,041.15	381.91	3.263	33.98
50	WALT DISNEY CO	DIS	12/01/00	1,463.84	29.276	32.25	1,612.50	148.66 LT	1.085	17.50
17 778	DIRECTV CL A	DTV	12/15/00	287 93	16 362	33.35	592.90	304.97 LT		
1.7776			12/27/00	26.04	14.80	33.35	59 28	33.24 LT		
24.4444			03/31/08	475.99	19 672	33.35	815.22	339 23 LT		
44				789.96	17.954		1,467.40	677.44		
2	DOLBY LABORATORIES INC	DLB	10/16/08	56.94	28.468	47 73	95 46	38.52 LT		
8	CLASS A		01/12/09	255.61	31.951	47 73	381.84	126.23 ST		
4			01/13/09	127.98	31.995	47 73	190 92	62.94 ST		
14				440.53	31 466		668 22	227 69		

Attachment E

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
30	EBAY INC	EBAY	03/22/07	$ 974 48	$ 32 482	$ 23 53	$ 705 90	($ 268 58) LT		
5			05/29/08	149 84	29 968	23 53	117.65	(32.19) LT		
35				1,124 32	32 123		823.55	(300 77)		
4 8889	EXPEDIA INC	EXPE	02/21/03	102 29	21.397	25.73	125.79	23 50 LT		
17 1111			01/26/04	512.60	30 638	25 73	440.27	(72 33) LT		
18			04/15/08	431 70	23 983	25.73	463 14	31 44 LT		
5			05/27/08	108.38	21.675	25 73	128 65	20 27 LT		
45				1,154 97	25.666		1,157.85	2.88		
1	FIRST SOLAR INC	FSLR	12/03/08	123.74	123.743	135 40	135 40	11.66 LT		
2			02/25/09	219.55	109.774	135.40	270.80	51.25 ST		
3				343.29	114.43		406.20	62.91		
15	FLUOR CORP NEW	FLR	05/13/09	671 94	44 796	45.04	675 60	3.66 ST		
1			07/06/09	47.15	47.146	45.04	45.04	(2.11) ST		
16				719.09	44.943		720.64	1.55	1.11	8.00
40	FOREST LABORATORIES INC	FRX	01/03/01	1,228.24	30.706	32.11	1,284 40	56.16 LT		
20			03/21/01	516.58	25.829	32 11	642.20	125 62 LT		
60				1,744.82	29.08		1,926.60	181.78		
10	FREEPORT MCMORAN COPPER & GOLD CL B	FCX	04/01/09	392.48	39 248	80.29	802 90	410 42 ST		
5			06/17/09	249 83	49.965	80.29	401 45	151.62 ST		
1			07/06/09	46 62	46 615	80.29	80 29	33.67 ST		
16				688.93	43.058		1,284.84	595.71	.747	9.60
25	GENZYME CORP	GENZ	12/27/00	1,112 91	44 516	49 01	1,225.25	112.34 LT		
5	GLAXOSMITHKLINE PLC SP ADR	GSK	12/01/00	281 21	56 242	42.25	211.25	(69.96) LT		
5			04/15/03	193 38	38 676	42.25	211 25	17.87 LT		
5			04/14/04	201.40	40.279	42 25	211 25	9.85 LT		
15				675 99	45.066		633.75	(42.24)	4.39	27.83
40	GRUPO TELEVISA SA DE CV SPON ADR	TV	12/04/00	462.31	11.557	20 76	830.40	368.09 LT	.741	6.16
10	HSBC HLDG PLC SP ADR NEW	HBC	12/13/00	752.79	75.279	57 09	570 90	(181.89) LT	2.977	17.00
5	HOME DEPOT INC	HD	12/12/00	225 79	45 158	28 93	144 65	(81.14) LT		
40			01/14/08	1,010 52	25 262	28 93	1,157 20	146.68 LT		
45				1,236 31	27 474		1,301.85	65.54	3.11	40.50
25	HONDA MOTOR CO LTD ADR-NEW	HMC	05/28/04	540 16	21 606	33 90	847 50	307.34 LT	.997	8.45
447	HONG KONG&CHINA GAS SP ADR	HOKCY	11/29/00	393 77	884	2.46	1,099.62	705 85 LT	1.829	20.12

Attachment E

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
10	HUTCHISON WHAMPOA LTD-ADR	HUWHY	12/20/00	$ 621.25	$ 62 125	$ 34 40	$ 344.00	($ 277 25) LT		
5			11/18/03	181 50	36 30	34.40	172 00	(9 50) LT		
15				802.75	53.517		516.00	(286.75)	3.127	16.14
48	ING GROEP NV SPONS ADR	ING	12/17/09	300.78	6 266	9 81	470.88	170.10 ST		
15	INTEL CORP	INTC	12/06/00	480.46	32 03	20.40	306 00	(174 46) LT		
15			04/09/02	433 26	28 884	20.40	306.00	(127 26) LT		
20			04/21/03	370.40	18 52	20 40	408.00	37.60 LT		
25			09/28/04	494.74	19.789	20.40	510.00	15.26 LT		
75				1,778.86	23.718		1,530.00	(248.86)	2.745	42.00
5	JOHNSON & JOHNSON	JNJ	01/04/01	241.56	48 312	64.41	322 05	80.49 LT		
10			03/29/01	439.21	43 921	64 41	644.10	204.89 LT		
5			11/07/03	244.02	48.804	64.41	322.05	78.03 LT		
5			02/27/07	317.70	63 54	64 41	322.05	4.35 LT		
25				1,242.49	49.70		1,610.26	367.76	3.043	49.00
15	JUNIPER NETWORKS INC	JNPR	10/22/08	277.78	18.518	26.67	400 05	122.27 LT		
3			11/06/08	50 35	16.782	26 67	80.01	29.66 LT		
2			11/07/08	34 23	17 112	26.67	53.34	19.11 LT		
5			11/21/08	70 41	14 082	26 67	133.35	62 94 LT		
5			02/02/09	72.13	14.425	26.67	133.35	61 22 ST		
15			02/19/09	223.76	14.917	26.67	400.05	176.29 ST		
45				728.66	16.192		1,200.15	471.49		
15	KONINKLIJKE PHILIPS	PHG	12/12/00	598.13	39 875	29.44	441 60	(156.53) LT		
15	ELECTRONCIS NS SPON ADR NEW		07/11/01	371.47	24 764	29.44	441.60	70.13 LT		
30				969.60	32 32		883.20	(86.40)	2.707	23.91
15	L 3 COMMUNICATIONS HLDGS INC	LLL	07/11/01	497.99	33.199	86 95	1,304.26	806.26 LT	1 61	21.00
4.5455	LIBERTY GLOBAL INC CLASS A	LBTYA	12/15/00	103 21	22 705	21 89	99.50	(3 71) LT		
.4545			12/27/00	9 33	20 528	21 89	9.95	62 LT		
5				112.54	22 508		109.45	(3.09)		
24 5455	LIBERTY MEDIA HLDG CORP	LINTA	12/15/00	555.38	23.045	10 84	266 07	(289.31) LT		
2 4545	INTERACTIVE SER A		12/27/00	50 25	20 851	10 84	26.61	(23 64) LT		
17			03/17/08	272 84	16 049	10.84	184 28	(88 56) LT		
44				878.47	19.965		476.96	(401.51)		
4 5455	LIBERTY MEDIA HLDG CORP CAP	LCAPA	12/15/00	60 64	13 34	23 88	108 55	47 91 LT		
4545	SER A		12/27/00	5 49	12 079	23 88	10 85	5 36 LT		
5				66 13	13 226		119.40	53 27		

Attachment E

Ref: 00001607 00013012

MorganStanley
SmithBarney

Reserved
Client Statement

December 1 - December 31, 2009

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
1 6162	LIBERTY MEDIA CORP LIBERTY	LSTZA	12/15/00	$ 40 96	$ 28 511	$ 46.15	$ 74 59	$ 33.63 LT		
.1616	STARZ SER A		12/27/00	3.71	25.804	46.15	7.46	3.75 LT		
2.2222			03/31/08	67.71	34 276	46 15	102 55	34 84 LT		
4				112.38	28.095		184.60	72.22		
10	METTLER TOLEDO INTL INC	MTD	11/28/00	484.95	48 495	104 99	1,049.90	564 95 LT		
5			03/22/02	225 86	45.171	104.99	524 95	299.09 LT		
15				710.81	47.387		1,574.85	864.04		
30	MICROSOFT CORP	MSFT	12/05/00	895.44	29.848	30.48	914.40	18 96 LT		
15			02/17/05	385.53	25.701	30.48	457 20	71.67 LT		
45				1,280.97	28.466		1,371.60	90.63	1.706	23.40
10	MITSUBISHI UFJ FINANCIAL	MTU	04/12/05	87.31	8 73	4.92	49.20	(38 11) LT		
10	GROUP INC ADR		08/23/05	100 00	9.999	4.92	49 20	(50.80) LT		
15			01/18/06	197.98	13.198	4.92	73.80	(124.18) LT		
25			05/09/06	416.20	16 648	4.92	123 00	(293 20) LT		
60				801.49	13.358		295.20	(506.29)	2.216	6.54
25	NASDAQ OMX GROUP INC	NDAQ	05/08/08	974.94	38.997	19 82	495.50	(479.44) LT		
5			06/11/08	159.42	31.884	19 82	99.10	(60 32) LT		
5			07/09/08	124 31	24.861	19 82	99.10	(25.21) LT		
5			12/02/09	97.37	19.473	19.82	99.10	1.73 ST		
40				1,356.04	33.901		792.80	(563.24)		
25.625	NATIONAL BK GREECE S A	NBG	08/02/05	187.84	7.437	5.21	133 51	(54 33) LT		
5.125	SPONS ADR		08/03/05	38.47	7.614	5.21	26.70	(11.77) LT		
10.25			08/04/05	76.22	7.544	5.21	53 40	(22.82) LT		
41				302.53	7.379		213.61	(88.92)	2.399	5.13
2.1429	NATIONAL OILWELL VARCO INC	NOV	03/07/01	65 21	31.939	44.09	94.48	29.27 LT		
4 2857			06/28/01	130 42	31 939	44.09	188.96	58 54 LT		
4.2857			08/09/01	130.42	31.939	44.09	188 96	58.54 LT		
4 2857			10/12/01	130.42	31 939	44 09	188 96	58.54 LT		
15				456.47	30.431		661.36	204.89		
12.6666	NESTLE S A SPONSORED ADR	NSRGY	12/14/00	270 43	21.638	48.35	612 43	342 00 LT		
12 3334			01/24/02	275 77	22 662	48 35	596.32	320 55 LT		
25				546.20	21.848		1,208 75	662.55	1.862	20.10
40	NEWS CORP CLASS B NEW	NWS	12/08/00	707.50	17.687	15.92	636 80	(70.70) LT		
10			11/26/02	134 95	13 495	15 92	159 20	24 25 LT		
50				842 45	16.849		796 00	(46.45)	753	6 00

Attachment E

Reserved
Client Statement

December 1 - December 31, 2009

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
20	NIPPON TEL & TEL SPON ADR	NTT	12/06/00	$ 856.05	$ 42 802	$ 19 74	$ 394 80	($ 461.25) LT		
5			01/19/05	107.46	21.492	19 74	98 70	(8.76) LT		
25				963.51	38.54		493.50	(470.01)	2.907	14.35
5	NOKIA CORP SPONSORED ADR	NOK	01/03/01	217 50	43 50	12.85	64.25	(153.25) LT		
15			02/23/01	313.08	20.871	12 85	192 75	(120.33) LT		
20			10/05/04	288 00	14.40	12.85	257 00	(31.00) LT		
40				818 58	20.465		514.00	(304.58)	3.058	15.72
35	NOMURA HOLDINGS INC ADR	NMR	11/29/01	483.00	13 80	7.40	259.00	(224.00) LT		
10			10/12/04	132.86	13 286	7 40	74 00	(58.86) LT		
7			08/18/09	60.47	8 638	7.40	51.80	(8 67) ST		
8			08/19/09	68.38	8.547	7.40	59.20	(9.18) ST		
60				744.71	12 412		444.00	(300.71)	1.636	7.26
15	NOVARTIS AG ADR	NVS	12/06/00	622.50	41 50	54 43	816.45	193.95 LT	2.671	21.81
15	NOVO-NORDISK A S ADR	NVO	12/01/00	295.45	20 517	63.85	957.75	662.30 LT	1.224	11.73
10	NUCOR CORP	NUE	04/02/09	430.36	43.035	46.65	466.50	36.14 ST		
3			09/10/09	140.35	46.783	46.65	139.95	(.40) ST		
13				570.71	43.901		606.45	35.74	3 086	18.72
27	NVIDIA CORP	NVDA	05/30/08	660 39	24.458	18 68	504.36	(156 03) LT		
13			06/02/08	319.64	24.587	18.68	242 84	(76.80) LT		
40				980.03	24.501		747.20	(232.83)		
10	ORIX CORP SPONS ADR	IX	03/24/05	682.52	68.251	34.16	341.60	(340.92) LT	.974	3.33
35	PALL CORP	PLL	08/04/06	912.78	26.079	36 20	1,267.00	354.22 LT	1.602	20.30
20	PEPSICO INC	PEP	12/01/00	846 02	42.30	60.80	1,216.00	369 98 LT		
5			01/26/04	234.37	46.874	60.80	304 00	69.63 LT		
25				1,080.39	43.216		1,520.00	439.61	2.96	45.00
15	PETROBRAS	PBR	03/13/09	447.15	29 809	47.68	715.20	268.05 ST	.748	5.34
25	PROCTER & GAMBLE CO	PG	01/30/01	785.18	32.046	60 63	1,515.75	730.57 LT	2.902	44.00
5	QUALCOMM INC	QCOM	10/07/08	205 37	41 073	46 26	231.30	25 93 LT		
5			10/10/08	189.41	37.882	46 26	231.30	41.89 LT		
5			10/28/08	181.37	36.273	46 26	231 30	49.93 LT		
5			05/28/09	212 49	42 498	46.26	231.30	18 81 ST		
5			11/06/09	218 40	43.679	46 26	231 30	12 90 ST		
25				1,007.04	40 282		1,156.50	149 46	1.469	17.00
1	RIO TINTO PLC-GBP	RTP	06/22/05	125 47	125 477	215 39	215.39	89.92 LT	2 525	5 44

Attachment E

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
6	ROCHE HLDG LTD SPON ADR	RHHBY	09/15/08	$ 250.10	$ 41.683	$ 42.20	$ 253 20	$ 3 10 LT		
4			09/16/08	163 72	40.93	42.20	168.80	5 08 LT		
10			03/27/09	327.59	32 758	42 20	422 00	94.41 ST		
20				741 41	37 071		844.00	102.59	1.575	13.30
20	SANDISK CORP	SNDK	09/28/04	554.74	27.737	28 99	579 80	25 06 LT		
18			01/07/09	226 99	12 61	28.99	521 82	294 83 ST		
38				781.73	20.572		1,101.62	319.89		
20	SAP AG SPONS ADR-USD	SAP	12/07/00	763.47	38 173	46 81	936.20	172.73 LT	2.371	22 20
15	SCHWAB CHARLES CORP	SCHW	01/29/09	209.69	13.979	18 82	282.30	72.61 ST		
5			01/30/09	68.36	13.672	18.82	94 10	25.74 ST		
20			02/19/09	259.99	12 999	18 82	376.40	116.41 ST		
40				538.04	13.451		752 80	214.76	1.275	9.60
2	SEARS HOLDINGS CORPORATION	SHLD	01/11/08	196 51	98.255	83 45	166 90	(29 61) LT		
3			03/14/08	281.99	93.997	83.45	250.35	(31.64) LT		
2			05/22/08	179.79	89 896	83.45	166.90	(12 89) LT		
7				658.29	94.041		584.15	(74.14)		
10	SHIRE PLC ADR	SHPGY	03/06/08	601.20	60 119	58.70	587.00	(14.20) LT	.505	2 97
5	SMITH & NEPHEW PLC SP ADR	SNN	04/12/05	250.99	50.198	51.25	256.25	5.26 LT		
5			01/03/06	235.06	47 011	51.25	256.25	21.19 LT		
5			05/12/06	213 25	42.65	51 25	256.25	43 00 LT		
15				699.30	46.62		768.75	69.45	1.324	10.19
15	SUNCOR ENERGY INC NEW	SU	10/28/09	509.43	33.962	35.31	529.65	20.22 ST		
15	TELEFONICA S.A. SPON ADR	TEF	11/30/00	566.88	47 06	83 52	1,252 80	685.92 LT	4.127	51.71
10	TESCO PLC SPONSORED ADR	TSCDY	06/22/05	179.00	17.90	20.57	205 70	26 70 LT		
20			05/15/06	361.68	18.083	20.57	411.40	49 72 LT		
30				540.68	18.023		617.10	76.42	2.712	16.74
40	TEXAS INSTRUMENTS INC	TXN	11/28/00	1,619 29	40 482	26.06	1,042.40	(576 89) LT		
15			06/20/02	366.40	24 426	26 06	390 90	24.50 LT		
55				1,985.69	36.103		1,433.30	(552.39)	1.841	26.40
10	TOTAL S A SPONS ADR	TOT	10/07/02	337.15	33 714	64.04	640.40	303.25 LT	4.337	27.78
5	TREND MICRO INC SPON ADR	TMICY	08/04/05	167.82	33 563	38 06	190.30	22 48 LT		
10			01/12/06	375 54	37.554	38 06	380 60	5 06 LT		
15				543.36	36.224		570.90	27 54	2.335	13.34
35	UNITED OVERSEAS BANK LTD SPONS ADR	UOVEY	06/22/05	612.50	17 50	27 94	977 90	365 40 LT	2.963	28 98

Attachment E

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
50	UNITEDHEALTH GROUP INC	UNH	01/04/01	$ 671.42	$ 13.428	$ 30.48	$ 1,524 00	$ 852.58 LT		
15			05/01/08	494 39	32.959	30 48	457 20	(37.19) LT		
10			10/16/09	245 10	24.51	30 48	304 80	59 70 ST		
75				1,410.91	18.812		2,286.00	875.09	.098	2.25
5	VERTEX PHARMACEUTICALS INC	VRTX	11/18/08	132.92	26.584	42 85	214.25	81.33 LT		
17.5	VODAFONE GROUP PLC SPONS ADR NEW	VOD	11/30/00	679 49	38.828	23 09	404.08	(275.41) LT		
4.375			05/11/01	143 00	32.685	23.09	101.02	(41 98) LT		
13 125			03/12/02	292 39	22 277	23 09	303 06	10 67 LT		
35				1,114.88	31.854		808.16	(306.72)	5.591	45.19
20	WAL-MART DE MEXICO SA DE CV SPON ADR	WMMVY	12/13/00	226 25	11.312	44.95	899.00	672.75 LT	.972	8.74
20	YAHOO INC	YHOO	03/20/09	273 31	13 665	16.78	335.60	62 29 ST		
25			03/27/09	333.06	13 322	16.78	419.50	86.44 ST		
10			12/02/09	153.31	15.33	16.78	167.80	14.49 ST		
55				759.68	13 812		922.90	163.22		
Total common stocks and options				$81,399.17			$96,223.74	$3,114.53 ST $10,710.04 LT	1.39	$1,327.17

[illegible]

Attachment E

THE SAM & CHARLES FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 12/31/09
EIN: 27-7919005

DATE	NAME AND ADDRESS OF RECIPIENT	FOUNDATION STATUS OF RECIPIENT	RECIPIENT RELATIONSHIP	PURPOSE OF GRANT OR CONTRIBUTION	TOTAL PAID
2-Feb-09	The Wilma Theater 265 South Broad Street Philadelphia, PA 19107-5659	501(c)3	NONE	To Fund the Recipients Operating Budget	$2,750
2-Feb-09	The International Center for Clubhouse Development 425 West 47th Street New York, NY 10036	501(c)3	NONE	To Fund the Recipients Operating Budget	$1,000
2-Feb-09	The International House of Philadelphia 3701 Chestnut Street Philadelphia, PA 19104-3195	501(c)3	NONE	To Fund the Recipients Operating Budget	$5,000
3-Feb-09	The Philadelphia Orchestra 260 South Broad Street Philadelphia, PA 19102-5080	501(c)3	NONE	To Fund the Recipients Operating Budget	$600
5-Feb-09	The Southern Poverty Law Center 400 Washington Ave Montgomery, AL, 36104	501(c)3	NONE	To Fund the Recipients Operating Budget	$500
7-Feb-09	Society Hill Civic Association 241 South 6th Street Philadelphia, PA 19106-3727	501(c)3	NONE	To Fund the Recipients Operating Budget	$50
10-Feb-09	WHYY 150 North 6th Street Philadelphia, PA 19106	501(c)3	NONE	To Fund the Recipients Operating Budget	$300
2-Feb-09	Renaissance Foundation Caron Renaissance Foundation 7789 NW Beacon Square Blvd Boca, Raton, FL 33487	501(c)3	NONE	To Fund the Recipients Operating Budget	$1,000
2-Feb-09	Foundation Sante 54 Afias Street, Psychiko Athens 15452 Greece	501(c)3	NONE	To Fund the Recipients Operating Budget	$1,000
13-Mar-09	Philadelphia Museum of Art P O Box 7646 Philadelphia, PA 19101-7646	501(c)3	NONE	To Fund the Recipients Operating Budget	$200
18-Mar-09	Americans for Peace Now 1101 14th Street NW, Sixth Floor Washington, DC 20005	501(c)3	NONE	To Fund the Recipients Operating Budget	$100
24-Jun-09	Philadelphia Museum of Art P O Box 7646 Philadelphia, PA 19101-7646	501(c)3	NONE	To Fund the Recipients Operating Budget	$150
25-Jun-09	WHYY 150 North 6th Street Philadelphia, PA 19106	501(c)3	NONE	To Fund the Recipients Operating Budget	$500
10-Oct-09	Friends of Louis I Kahn Park 11th and Pine Streets Philadelphia, PA 19107	501(c)3	NONE	To Fund the Recipients Operating Budget	$50

Attachment F

THE SAM & CHARLES FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 12/31/09
EIN: 27-7919005

DATE	NAME AND ADDRESS OF RECIPIENT	FOUNDATION STATUS OF RECIPIENT	RECIPIENT RELATIONSHIP	PURPOSE OF GRANT OR CONTRIBUTION	TOTAL PAID
11-Dec-09	The International House of Philadelphia 3701 Chestnut Street Philadelphia, PA 19104-3195	501(c)3	NONE	To Fund the Recipients Operating Budget	$5,000
1-Dec-09	Scleroderma Research Foundation 220 Montgomery Street, Suite 1411 San Francisco, CA 94104	501(c)3	NONE	To Fund the Recipients Operating Budget	$9,500
2-Dec-09	The Painted Bride Art Center 230 Vine Street Philadelphia, PA 19106-1293	501(c)3	NONE	To Fund the Recipients Operating Budget	$200
2-Dec-09	The University of Pennsylvania 3451 Walnut Street Philadelphia, PA 19104	501(c)3	NONE	To Fund the Recipients Operating Budget	$60
4-Dec-09	Americans for Peace Now 1101 14th Street NW, Sixth Floor Washington, DC 20005	501(c)3	NONE	To Fund the Recipients Operating Budget	$100
4-Dec-09	The Southern Poverty Law Center 400 Washington Ave Montgomery, AL, 36104	501(c)3	NONE	To Fund the Recipients Operating Budget	$500
5-Dec-09	UCSB Foundation University of California, San Diego 9500 Gilman Drive La Jolla, CA 95093	501(c)3	NONE	To Fund the Recipients Operating Budget	$100
6-Dec-09	Doctors of the World USA 80 Maiden Lane New York, NY 10038	501(c)3	NONE	To Fund the Recipients Operating Budget	$500
9-Dec-09	Society Hill Civic Association 241 South 6th Street Philadelphia, PA 19106-3727	501(c)3	NONE	To Fund the Recipients Operating Budget	$50
					$29,210

Attachment F