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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label
Otherwise,
print
or type.
See Specific
Instructions

Name of foundation

WARDLE FAMILY FOUNDATION

C/O WILLIAM G WARDLE, CHAIR

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

3044 BEAUMONT FARM ROAD

City or town, state, and ZIP code

CHARLOTTESVILLE, VA 22901

A Employer identification number

25-6290322

B Telephone number (see page 10 of the instructions)

(434) 984-4884

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
computationE If private foundation status was terminated
under section 507(b)(1)(A), check hereF If the foundation is in a 60-month termination
under section 507(b)(1)(B), check hereH 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) \$ 10,655,124.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see page 11 of the instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments	35,131.	35,131.		ATCH 1
4	Dividends and interest from securities	182,872.	182,872.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-108,275.			
b	Gross sales price for all assets on line 6a	3,345,196.			
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	3,772.	3,772.		ATCH 3
12	Total. Add lines 1 through 11	113,500.	221,775.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	1,975.	0.	0.	1,975.
c	Other professional fees (attach schedule) *	178,609.	103,609.		75,000.
17	Interest. ATTACHMENT 6	17,051.	17,051.		
18	Taxes (attach schedule) (see page 14 of the instructions)	3,385.	1,990.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 8	50,188.	50,188.		
24	Total operating and administrative expenses Add lines 13 through 23	251,208.	172,838.	0.	76,975.
25	Contributions, gifts, grants paid	602,500.			602,500.
26	Total expenses and disbursements. Add lines 24 and 25	853,708.	172,838.	0.	679,475.
27	Subtract line 26 from line 12	-740,208.			
a	Excess of revenue over expenses and disbursements		48,937.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)			-0-	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	173,936.	1,042,900.	1,042,900.
	3 Accounts receivable	0.		
	Less allowance for doubtful accounts	17,835.	0.	0.
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) <u>ATTCH 9</u>	10,885,280.	9,274,669.	9,612,224.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)				
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	11,077,051.	10,317,569.	10,655,124.	
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 (attach schedule)			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)				
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 and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg. and equipment fund	11,077,051.	10,317,569.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances (see page 17 of the instructions)	11,077,051.	10,317,569.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	11,077,051.	10,317,569.		

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	11,077,051.
2 Enter amount from Part I, line 27a	2	-740,208.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	10,336,843.
5 Decreases not included in line 2 (itemize) <u>ATTACHMENT 10</u>	5	19,274.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,317,569.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="font-size: 3em; margin-right: 10px;">{</div> <div> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>	2	-134,571.
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8,	<div style="display: flex; align-items: center;"> <div style="font-size: 3em; margin-right: 10px;">}</div> <div></div> </div>	3	

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 page 18 of the 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	664,461.	12,513,273.	0.053100
2007	654,643.	14,010,481.	0.046725
2006	631,795.	13,055,662.	0.048392
2005	618,700.	13,074,456.	0.047321
2004	636,173.	12,804,971.	0.049682

2 Total of line 1, column (d)	2	0.245220
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	0.049044
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	9,792,025.
5 Multiply line 4 by line 3	5	480,240.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	489.
7 Add lines 5 and 6	7	480,729.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	679,475.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)		1	489.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	489.
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	489.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 1,000.		
b Exempt foreign organizations-tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	1,000.
8 Enter any penalty for underpayment of estimated tax Check here <input 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	511.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	511. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) SC,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> WILLIAM G WARDLE, LLC Telephone no <input type="checkbox"/> 434-984-4884			
Located at <input type="checkbox"/> 2 BOAR'S HD PL ST.220 CHARLOTTESVILLE VA ZIP + 4 <input type="checkbox"/> 22903				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15			

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

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

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

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5 b**

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

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

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

6 a 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? ☐ **6 b** X

If "Yes" to 6b, file Form 8870

7 a 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? ☐ **7 b** X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 12		75,000.

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

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	9,757,011.
b	Average of monthly cash balances	1b	184,131.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	9,941,142.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,941,142.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	149,117.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,792,025.
6	Minimum investment return. Enter 5% of line 5	6	489,601.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	489,601.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	489.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	489.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	489,112.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	489,112.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	489,112.

Part XII Qualifying Distributions (see page 25 of the 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	679,475.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	679,475.
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 (see page 26 of the instructions)	5	489.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	678,986.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				489,112.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				38,797.
f Total of lines 3a through e	38,797.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$				679,475.
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				489,112.
e Remaining amount distributed out of corpus	190,363.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	229,160.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	229,160.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				38,797.
e Excess from 2009				190,363.

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

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

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

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 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 page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

N/A

c Any submission deadlines

N/A

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

N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED DETAIL SCHEDULE				602,500.
Total.			3a	602,500.
b Approved for future payment				
Total			3b	

Form 990-PF (2009)

TAX SCHEDULE - FORM 990PF
WARDLE FAMILY FOUNDATION
EIN 25-6290322

December 31, 2009

PART XV - SUPPLEMENTARY INFORMATION
Line 3 - Grants and Contributions Paid During the Year

NAME AND ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE	AMOUNT
Boys & Girls Clubs of Central Virginia P O Box 707 Charlottesville, VA 22902	N/A	Public	Contribution to Capital Campaign	5,000
Boys & Girls Clubs of the Lowcountry 17-B Marshellen Dr Beaufort, SC 29902	N/A	Public	Contribution for Project Learn at Sheldon Boys & Girls Club	10,000
Bridges to Community, Inc 95 Croton Ave Ossining, NY 10562	N/A	Public	Contribution for Small Business Loans, Financial Assistance for Students and School Construction in Nicaragua	25,000
Bucks County Free Library 491 Arthur Ave Perkasie, PA 18944	N/A	Public	Contribution to General Fund	500
Building Goodness Foundation P O Box 4325 Charlottesville, VA 22905	N/A	Public	Contribution for Water and Sanitation Project in Honduras	10,000
Child Abuse Prevention Association P O Box 531 Beaufort, SC 29901	N/A	Public	Contribution to General Fund	10,000
Children, Youth & Family Services, Inc 1000 E High St Charlottesville, VA 22902	N/A	Public	Contribution to Capital Campaign	5,000
Citizens Opposed to Domestic Abuse P O Box 1775 Beaufort, SC 29901	N/A	Public	Contribution to General Fund	10,000
Foothills Child Advocacy Center 1000 E High St, Suite A Charlottesville, VA 22902	N/A	Public	Contribution for Abuse Prevention Services	10,000
Franciscan Center P O Box 682 St Helena Island, SC 29920	N/A	Public	Contribution to General Fund	500
Grand View Health Foundation 700 Lawn Ave Sellersville, PA 18960	N/A	Public	Contribution to Capital Campaign and for Hospice Services	33,000
Greater Riverside Dollars for Scholars 10773 Hole Ave Riverside CA 92505	N/A	Public	Contribution to General Fund	30,000

TAX SCHEDULE - FORM 990PF
WARDLE FAMILY FOUNDATION
EIN 25-6290322

December 31, 2009

PART XV - SUPPLEMENTARY INFORMATION
Line 3 - Grants and Contributions Paid During the Year

NAME AND ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE	AMOUNT
Hope Haven of the Lowcountry P O Box 2502 Beaufort, SC 29901	N/A	Public	Contribution to General Fund	10,000
Holy Trinity School 11 N Whittlesey Ave Wallingford, CT 06492	N/A	Public	Contribution to Thea Grinold Memorial Fund	5,000
Indian Valley Boys & Girls Club P O Box 103 Lansdale, PA 19446	N/A	Public	Contribution to General Fund and for Scholarships for Camp	25,000
Make a Wish Foundation of Philadelphia & Southeastern Pennsylvania 512 Township Line Rd , Suite 133 Blue Bell, PA 19422	N/A	Public	Contribution to General Fund	500
Mars Home for Youth Foundation 521 Route 228 Mars, PA 16046	N/A	Public	Contribution to Capital Campaign	25,000
New Kensington Youth Programs, Inc 288 Elmtree Rd New Kensington, PA 15068	N/A	Public	Contribution to General Fund	5,000
North Penn YMCA 608 E Main St Lansdale, PA 19446	N/A	Public	Contribution to General Fund	1,000
Northern Home for Children 5301 Ridge Ave Philadelphia, PA 19128	N/A	Public	Contribution to Capital Campaign	25,000
Piedmont Family YMCA 442 Westfield Rd Charlottesville, VA 22901	N/A	Public	Contribution to Capital Campaign	25,000
Shelter for Help in Emergency P O Box 3013 University Station Charlottesville, VA 22903	N/A	Public	Contribution to General Fund and Capital Campaign	10,000
Society of St Vincent de Paul c/o St Peter's Catholic Church 70 Lady's Island Dr Beaufort, SC 29902	N/A	Public	Contribution to General Fund	1,000

TAX SCHEDULE - FORM 990PF
WARDLE FAMILY FOUNDATION
EIN 25-6290322

December 31, 2009

PART XV - SUPPLEMENTARY INFORMATION
Line 3 - Grants and Contributions Paid During the Year

NAME AND ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE	AMOUNT
Teen Challenge 5445 Chicago Ave Riverside, CA 92507	N/A	Public	Contribution to General Fund	10,000
Transcultural Adoptive Families P O Box 13069 Pittsburgh, PA 15243	N/A	Public	Contribution to General Fund	1,000
United Way of the Lowcountry, Inc P O Box 202 Beaufort, SC 29901	N/A	Public	Contribution to General Fund and for Computer Equipment for Jasper Boys & Girls Club, St Helena Island Youth Project and Abuse Prevention Initiative	110,000
United Way - Thomas Jefferson Area 806 E High St Charlottesville, VA 22902	N/A	Public	Contribution for Initiative for Effective Nonprofits and Smart Beginnings Early Childhood Development Initiative	20,000
Upper Bucks YMCA - 451 California Rd Quakertown, PA 18951	N/A	Public	Contribution to Capital Campaign	100,000
Valley Points Family YMCA 800 Constitution Blvd New Kensington PA 15068	N/A	Public	Contribution to General Fund	5,000
Waterlines 302 E Coronado Rd Santa Fe, NM 87505	N/A	Public	Contribution for Water Projects in Panama	25,000
YMCA of Beaufort County 1801 Richmond Ave Port Royal, SC 29935	N/A	Public	Contribution to General Fund	50,000
Total 2009 Charitable Contributions				602,500

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				-11,002.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				-58,223.	
126,299.		15000 SHARES ISHARE INC MSCI 147,750.				09/16/2004 -21,451.	02/02/2009
64,860.		1000 SHARES EXXON MOBIL CORP 32,970.				02/12/2003 31,890.	03/09/2009
91,159.		4000 SHARES RAYONIER INC 195,866.				07/13/2007 -104,707.	03/09/2009
18.		TIME WARNER CABLE CASH IN LIEU 103.				03/12/1999 -85.	04/02/2009
7.		TIME WARNER INC CASH IN LIEU 36.				03/12/1999 -29.	04/03/2009
88,258.		2000 SHARES PHILIP MORRIS INTL 44,590.				12/26/2002 43,668.	07/06/2009
2,304,034.		CREDIT SUISSE 2101- SEE ATTACHED 1,826,642.				VAR 477,392.	VAR
18.		TIME WARNER CABLE CASH IN LIEU 0.				VAR 18.	04/02/09
5,146.		245.299 SHARES DWS GLOBAL THEMATIC FUND 3,490.				12/24/2008 1,656.	11/10/2009
683,145.		32561.736 SHARES DWS GLOBAL THEMATIC FUN 1,175,306.				VAR -492,161.	11/10/2009
74.		CLASS ACTION PROCEEDS 0.				VAR 74.	05/07/2009
25,107.		1000 SHARES ENBRIDGE ENERGY PARTNERS 26,718.				05/22/2001 -1,611.	03/12/2009
TOTAL GAIN (LOSS)						<u>-134,571.</u>	

JSA

9E17301 000

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ENBRIDGE ENERGY PARTNERS, LP	33.	33.
PLAINS ALL AMERICAN PIPELINE, LP	23.	23.
SPECIAL OPPORTUNITIES FUND II LLC	9,238.	9,238.
DEUTSCHE BANK PRIVATE EQUITY ASIA II	1,709.	1,709.
DEUTSCHE BANK PRIVATE EQUITY GLOBAL II	24,128.	24,128.
TOTAL	35,131.	35,131.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DB ALEX BROWN - 5XP-875522	118,573.	118,573.
DB ALEX BROWN - 5XP-009114	11.	11.
PLAINS ALL AMERICAN PIPELINE, LP	86.	86.
SPECIAL OPPORTUNITIES FUND II LLC	2,028.	2,028.
DEUTSCHE BANK PRIVATE EQUITY GLOBAL II	6,715.	6,715.
DEUTSCHE BANK PRIVATE EQUITY ASIA II	3,792.	3,792.
CREDIT SUISSE 2QN-002101	51,667.	51,667.
TOTAL	182,872.	182,872.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PLAINS ALL AMERICAN PIPELINE, LP	25,172.	25,172.
ENBRIDGE ENERGY PARTNERS, LP	-3,400.	-3,400.
SPECIAL OPPORTUNITIES FUND II LLC	9,198.	9,198.
DEUTSCHE BANK PRIVATE EQUITY GLOBAL II	-302.	-302.
DEUTSCHE BANK PRIVATE EQUITY GLOBAL V	-12,596.	-12,596.
DEUTSCHE BANK PRIVATE EQUITY GLOBAL INTL	-13,993.	-13,993.
DEUTSCHE BANK PRIVATE EQUITY ASIA SELECT	-307.	-307.
TOTALS	3,772.	3,772.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ECKMAN & DANOVITZ	1,975.			1,975.
TOTALS	1,975.	0.	0.	1,975.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
DEUTSCHE BANK FEES	39,596.	39,596.	
MANAGEMENT FEE	75,000.		75,000.
SPECIAL OPPORTUNITIES FUND II	26,497.	26,497.	
DEUTSCHE BANK PRIVATE EQ GL II	19,015.	19,015.	
CREDIT SUISSE FEES	18,501.	18,501.	
TOTALS	178,609.	103,609.	75,000.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SPECIAL OPPORTUNITIES FUND II	1,481.	1,481.
DEUTSCHE BANK PRIVATE EQ GL II	8,359.	8,359.
DEUTSCHE BANK PRIVATE EQ ASIA	7,211.	7,211.
TOTALS	17,051.	17,051.

ATTACHMENT 7

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES - BROKER	965.	965.
FT - SPECIAL OPPORTUNITIES II	82.	82.
FT - DEUTSCHE BANK PR EQ GL II	321.	321.
FT - PLAINS ALL AMERICAN PIPE	432.	432.
FT - DEUTSCHE BANK PR EQ ASIA	190.	190.
EXCISE TAX	1,395.	0.
TOTALS	3,385.	1,990.

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GENERAL ADMINISTRATIVE EXPENSE	6,176.	6,176.
ENBRIDGE ENERGY PARTNERS, LP	15.	15.
SPECIAL OPPORTUNITIES FUND II	6,775.	6,775.
DEUTSCHE BANK PRIVATE EQ GL II	2,347.	2,347.
DEUTSCHE BANK PRIVATE EQ ASIA	32,788.	32,788.
OTHER EXPENSES	247.	247.
MISCELLANEOUS EXPENSES	1,840.	1,840.
TOTALS	50,188.	50,188.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
5,000 ABBOTT LABORATORIES	211,556.	269,950.
7,250 ALTRIA GROUP	70,934.	142,318.
3,125 COVIDIEN LTD SHS	0.	0.
DB PRIVATE EQUITY ASIA II LP	582,969.	540,146.
7,000 AMGEN INC.	463,015.	395,990.
16,000 AQUA AMERICA INC.	175,200.	280,160.
5,000 BP PLC	193,500.	289,850.
7,000 ENBRIDGE ENERGY PTRS,LP	-19,846.	375,830.
5,250 PHILIP MORRIS INTL INC	117,047.	252,998.
4,000 EMC CORP.	310,996.	69,880.
4,000 RAYONIER INC COM	0.	0.
7,500 PLAINS ALL AMER PIPE,LP	95,436.	396,375.
3,300 INTERNATIONAL BUSINESS	0.	0.
DB PRIVATE EQUITY GLOBAL II LP	755,144.	581,183.
10,000 STEREOTAXIS INC	71,220.	39,300.
15,000 ORACLE CORP.	266,415.	368,100.
32561.736 DWS GLOBAL THEMATIC	0.	0.
DB PRIVATE EQUITY GLOBAL V	392,163.	324,738.
DB PRIVATE EQUITY GLOBAL INTL	864,466.	704,984.
10,000 QUALCOMM INC.	0.	0.
5,333 TIME WARNER, INC.	428,514.	155,404.
3,125 TYCO INTERNATIONAL INC.	0.	0.
2,500 UNIVEST CORP PA	0.	0.
SPECIAL OPPORTUNITIES II LLC	783,206.	842,700.
7,600 WEATHERFORD INTL LTD	179,669.	136,268.
12,000 MORGAN STANLEY EMERGING	205,190.	164,160.
1,500 DEVON ENERGY CORP	0.	0.
3,000 EXXON MOBIL CORP	98,910.	204,570.
5,000 TEVA PHARMACEUTICALS IND	266,719.	280,900.
1,000 SHIRE PHARMACEUTICALS	57,399.	58,700.
10,000 COMCAST CORP NEW CL A	0.	0.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 9 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
10,000 WALT DISNEY COMPANY	248,092.	322,500.
7,748 LIBERTY MEDIA CAP	0.	0.
1437 LIBERTY GLOBAL A	0.	0.
5,500 SCHERING-PLOUGH CORP	0.	0.
15,000 ISHARES INC MSCI JAPAN	0.	0.
7,749 DIRECTV COM CL A	166,822.	258,429.
8,700 DOW CHEM CO	249,255.	240,381.
7,600 NEWELL RUBBERMAID INC	0.	0.
28,000 EATON VANCE ADV GLO	554,166.	384,440.
23,000 VANGUARD INDEX FDS	1,296,832.	1,296,510.
3,600 HALLIBURTON CO COM	100,296.	108,324.
3,171 MERCK & CO INC	59,361.	115,868.
484 AOL INC COM	30,023.	11,268.
TOTALS	9,274,669.	9,612,224.

ATTACHMENT 10FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

PARTNERSHIP BOOK/TAX BASIS ADJUSTMENT

19,274.

TOTAL

19,274.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CORINNE G WARDLE 710 BLUEFISH ROAD FRIPP ISLAND, SC 29920	TRUSTEE-VICE CHAIR	0.	0.	0.
ROBERT B WARDLE 922 ROUTE 113 SELLERSVILLE, PA 18960	TRUSTEE	0.	0.	0.
MEGAN W NEARY 365 KANE BOULEVARD PITTSBURGH, PA 15243	TRUSTEE	0.	0.	0.
WILLIAM G. WARDLE 3044 BEAUMONT FARM ROAD CHARLOTTESVILLE, VA 22901	TRUSTEE-CHAIR, SEC	0.	0.	0.
DOUGLAS G WARDLE 9 QUARTERDECK LANE FRIPP ISLAND, SC 29920	TRUSTEE	0.	0.	0.
GRAND TOTALS		0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
WILLIAM G. WARDLE LLC 3044 BEAUMONT FARM ROAD CHARLOTTESVILLE, PA 22901	MANAGEMENT SERVICES	75,000.
	TOTAL COMPENSATION	<u>75,000.</u>

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2009

Name of estate or trust **WARDLE FAMILY FOUNDATION**
C/O WILLIAM G WARDLE, CHAIR

Employer identification number
25-6290322

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	479,048.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	-11,002.
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5	468,046.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-544,394.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	-58,223.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	-602,617.

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

Schedule D (Form 1041) 2009

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

	(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		468,046.
14 Net long-term gain or (loss):			
a Total for year	14a		-602,617.
b Unrecaptured section 1250 gain (see line 18 of the wrkst)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		-134,571.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2009

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

2009

Name of estate or trust

WARDLE FAMILY FOUNDATION

Employer identification number

25-6290322

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

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	479,048.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	-544,394.
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Schedule D-1 (Form 1041) 2009

Recipient's Name and Address:
WARDLE FAMILY FOUNDATION
3044 BEAUMONT FARM RD

Account Number: 2QN-002101
Recipient's Identification
Number 25-6290322

2009 TAX and
YEAR-END STATEMENT
Duplicate Statement as of 03/19/2010

TRANSACTIONS WE DO NOT REPORT TO THE IRS

(Continued)

Securities Purchased. Securities purchased through your account during 2009 are displayed in this section. We provide this information to you because you will need it to calculate a gain or loss upon disposition of the securities. The net cost displayed includes commissions and fees. If the security purchased is a debt instrument, the net cost does not include accrued interest purchased. Accrued interest purchased is reported separately in this section of your Tax Information Statement. The cost of securities purchased during 2009 should be reported on your tax return in the year in which the securities are sold or redeemed on IRS Form 1040, Schedule D.

SCHEDULE of REALIZED GAINS and LOSSES

Disposition Date	Acquisition Date	Closing Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss
10/07/09	06/24/03	SELL	DEVON ENERGY CORP NEW COM	DVN	1,500,000	41,091.04	98,754.00	57,662.96
11/04/09	01/26/00	SELL	LIBERTY GLOBAL INC COM SER A	LBTYA	899,900	40,900.62	19,298.98	(21,601.64)
11/04/09	11/15/02	SELL	LIBERTY GLOBAL INC COM SER A	LBTYA	36,000	353.17	772.05	418.88
11/04/09	11/15/02	SELL	LIBERTY GLOBAL INC COM SER A	LBTYA	1,100	10.80	23.59	12.79
11/04/09	11/20/02	SELL	LIBERTY GLOBAL INC COM SER A	LBTYA	500,000	7,872.61	10,722.85	2,850.24
11/04/09	04/17/00	SELL	ORACLE CORP COM	ORCL	5,000,000	174,115.00	104,400.00	(69,715.00)
11/05/09	06/24/04	CLEU	MERCK & CO INC NEW COM	MRK	0.850	15.91	27.93	12.02
11/05/09	06/24/04	RDMG	SCHERING PLOUGH MERGER EFF 11/3/09	806605101	2,328.150	43,582.97	57,750.00	14,167.03
11/13/09	06/22/06	SELL	NEWELL RUBBERMAID INC COM	NWL	7,600,000	199,104.80	111,959.40	(87,145.40)
11/13/09	04/17/00	SELL	ORACLE CORP COM	ORCL	4,000,000	139,292.00	88,920.00	(50,372.00)
11/24/09	01/26/00	CLEU	LIBERTY ENTMT INC COM SER A STK MGR	53045T102	0.200	7.10	2.50	(4.60)
11/24/09	01/26/00	CLEU	LIBERTY MEDIA CORP NEW LIBERTY STARZ	LSTZA	0.800	39.96	2.50	(37.46)
11/25/09	01/26/00	CLEU	DIRECTV COM CL A	DTV	0.095	3.03	3.02	(0.01)
12/04/09	12/26/02	SELL	TYCO ELECTRONICS LTD SWITZERLAND	TEL	3,125,000	58,752.30	73,253.44	14,501.14
12/04/09	02/24/04	SELL	COMCAST CORP NEW CL A SPL	CMCSK	10,000,000	192,733.33	150,100.00	(42,633.33)

Recipient's Name and Address:

WARDLE FAMILY FOUNDATION
3044 BEAUMONT FARM RD

Account Number: 2QN-002101

Recipient's Identification
Number 25-6290322

2009 TAX and
YEAR-END STATEMENT
Duplicate Statement as of 03/19/2010

TRANSACTIONS WE DO NOT REPORT TO THE IRS

SCHEDULE of REALIZED GAINS and LOSSES

(Continued)

(Continued)

Disposition Date	Acquisition Date	Closing Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss
12/04/09	10/17/02	SELL	QUALCOMM INC	QCOM	2,000,000	36,161.00	89,840.00	53,679.00
12/04/09	12/31/03	SELL	TEVA PHARMACEUTICAL INDUSTRIES LTD ADR	TEVA	2,000,000	57,220.00	107,590.20	50,370.20
12/04/09	03/12/99	SELL	TIME WARNER CABLE INC COM	TWC	501,300	71,973.23	21,201.23	(50,772.00)
12/04/09	06/04/99	SELL	TIME WARNER CABLE INC COM	TWC	334,680	53,996.98	14,154.46	(39,842.52)
12/04/09	06/20/05	SELL	TIME WARNER CABLE INC COM	TWC	502,020	25,040.64	21,231.68	(3,808.96)
12/04/09	11/02/07	SELL	UNIVEST CORP PA	UVSP	2,500,000	51,514.50	41,725.25	(9,789.25)
12/14/09	12/26/02	SELL	COVIDIEN PLC SHS	COV	3,125,000	63,817.50	147,056.88	83,239.38
12/14/09	07/25/02	SELL	INTERNATIONAL BUSINESS MACHS CORP	IBM	3,300,000	226,614.96	428,247.27	201,632.31
12/14/09	01/26/00	SELL	LIBERTY MEDIA CORP NEW LIBERTY STARZ	LSTZA	359,160	17,940.60	17,423.61	(516.99)
12/14/09	11/15/02	SELL	LIBERTY MEDIA CORP NEW LIBERTY STARZ	LSTZA	14,400	155.25	698.57	543.32
12/14/09	11/15/02	SELL	LIBERTY MEDIA CORP NEW LIBERTY STARZ	LSTZA	0.440	4.74	21.35	16.61
12/14/09	11/20/02	SELL	LIBERTY MEDIA CORP NEW LIBERTY STARZ	LSTZA	200,000	3,460.92	9,702.42	6,241.50
12/14/09	01/12/05	SELL	LIBERTY MEDIA CORP NEW LIBERTY STARZ	LSTZA	200,000	4,498.81	9,702.42	5,203.61
12/14/09	10/17/02	SELL	QUALCOMM INC	QCOM	8,000,000	144,644.00	358,880.00	214,236.00
12/14/09	12/31/03	SELL	TEVA PHARMACEUTICAL INDUSTRIES LTD ADR	TEVA	3,200,000	91,552.00	170,960.32	79,408.32
12/14/09	12/31/03	SELL	TEVA PHARMACEUTICAL INDUSTRIES LTD ADR	TEVA	2,800,000	80,108.00	149,590.28	69,482.28
12/15/09	03/12/99	CLEU	AOL INC COM	AOL	0.818	64.55	17.77	(46.78)
Total Long Term						1,826,642.32	2,304,033.97	477,391.65

Sales of Business Property
(Also Involuntary Conversions and Recapture Amounts
Under Sections 179 and 280F(b)(2))
▶ Attach to your tax return. ▶ See separate instructions.

Name(s) shown on return
WARDLE FAMILY FOUNDATION
C/O WILLIAM G WARDLE, CHAIR

Identifying number
25-6290322

1 Enter the gross proceeds from sales or exchanges reported to you for 2009 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions).

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year (see instructions)

2	(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)

3 Gain, if any, from Form 4684, line 43

4 Section 1231 gain from installment sales from Form 6252, line 26 or 37

5 Section 1231 gain or (loss) from like-kind exchanges from Form 8824

6 Gain, if any, from line 32, from other than casualty or theft

7 Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows

Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9. Skip lines 8, 9, 11, and 12 below.

Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below.

8 Nonrecaptured net section 1231 losses from prior years (see instructions)

9 Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions).

Part II Ordinary Gains and Losses (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less)

ATTACHMENT 13						26,296.

11 Loss, if any, from line 7

12 Gain, if any, from line 7 or amount from line 8, if applicable

13 Gain, if any, from line 31

14 Net gain or (loss) from Form 4684, lines 35 and 42a

15 Ordinary gain from installment sales from Form 6252, line 25 or 36

16 Ordinary gain or (loss) from like-kind exchanges from Form 8824

17 Combine lines 10 through 16

18 For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below. For individual returns, complete lines a and b below.

a If the loss on line 11 includes a loss from Form 4684, line 39, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23. Identify as from "Form 4797, line 18a." See instructions.

b Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a. Enter here and on Form 1040, line 14.

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255
(see instructions)

19	(a) Description of section 1245, 1250, 1252, 1254, or 1255 property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)
A			
B			
C			
D			

These columns relate to the properties on lines 19A through 19D		Property A	Property B	Property C	Property D
20	Gross sales price (Note: See line 1 before completing)	20			
21	Cost or other basis plus expense of sale	21			
22	Depreciation (or depletion) allowed or allowable	22			
23	Adjusted basis Subtract line 22 from line 21	23			
24	Total gain Subtract line 23 from line 20	24			
25	If section 1245 property:				
a	Depreciation allowed or allowable from line 22	25a			
b	Enter the smaller of line 24 or 25a	25b			
26	If section 1250 property If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291				
a	Additional depreciation after 1975 (see instructions)	26a			
b	Applicable percentage multiplied by the smaller of line 24 or line 26a (see instructions)	26b			
c	Subtract line 26a from line 24 If residential rental property or line 24 is not more than line 26a, skip lines 26d and 26e	26c			
d	Additional depreciation after 1969 and before 1976	26d			
e	Enter the smaller of line 26c or 26d	26e			
f	Section 291 amount (corporations only)	26f			
g	Add lines 26b, 26e, and 26f	26g			
27	If section 1252 property Skip this section if you did not dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership)				
a	Soil, water, and land clearing expenses	27a			
b	Line 27a multiplied by applicable percentage (see instructions)	27b			
c	Enter the smaller of line 24 or 27b	27c			
28	If section 1254 property:				
a	Intangible drilling and development costs, expenditures for development of mines and other natural deposits, mining exploration costs, and depletion (see instructions)	28a			
b	Enter the smaller of line 24 or 28a	28b			
29	If section 1255 property:				
a	Applicable percentage of payments excluded from income under section 126 (see instructions)	29a			
b	Enter the smaller of line 24 or 29a (see instructions)	29b			

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30

30	Total gains for all properties Add property columns A through D, line 24	30	
31	Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b Enter here and on line 13	31	
32	Subtract line 31 from line 30 Enter the portion from casualty or theft on Form 4684, line 37 Enter the portion from other than casualty or theft on Form 4797, line 6	32	

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less
(see instructions)

	(a) Section 179	(b) Section 280F(b)(2)
33	Section 179 expense deduction or depreciation allowable in prior years	33
34	Recomputed depreciation (see instructions)	34
35	Recapture amount Subtract line 34 from line 33 See the instructions for where to report	35

Form 4797 (2009)

[illegible]