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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
FRED & JANET BRUBAKER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO BOX 1330

City or town, state, and ZIP code
SOMERSET PA 15501

A **Employer identification number**
25-6401741

B Telephone number (see page 10 of the instructions)

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) ▶ $ 399,438

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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	296	296		
	4	Dividends and interest from securities	8,036	8,036		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-10,014			
	b	Gross sales price for all assets on line 6a 50,052				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	-1,682	8,332	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	2,435	2,435		
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 1	560	560		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att. sch) STMT 2	88	88		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	3,083	3,083		0
	25	Contributions, gifts, grants paid	17,700			17,700
	26	**Total expenses and disbursements.** Add lines 24 and 25	20,783	3,083	0	17,700
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-22,465			
	b	**Net investment income** (if negative, enter -0-)		5,249		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Form **990-PF** (2009)

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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	1,732	118	118
	2 Savings and temporary cash investments	49,151	52,980	52,980
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (att schedule) ▶			
	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 (attach schedule)			
	b Investments—corporate stock (attach schedule) SEE STMT 3	333,173	346,340	346,340
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	384,056	399,438	399,438
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)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	384,056	399,438	
	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			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	384,056	399,438	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	384,056	399,438	

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	384,056
2	Enter amount from Part I, line 27a	2	-22,465
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4	3	37,847
4	Add lines 1, 2, and 3	4	399,438
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	399,438

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 WORKSHEET			
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) 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				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-10,014
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	3	-1,240

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	25,934	429,503	0.060381
2007	20,000	466,517	0.042871
2006	17,000	399,693	0.042533
2005	17,000	363,172	0.046810
2004	18,000	338,398	0.053192

2	Total of line 1, column (d)	2	0.245787
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	0.049157
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	367,749
5	Multiply line 4 by line 3	5	18,077
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	52
7	Add lines 5 and 6	7	18,129
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	17,700

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 ▶ ☐ 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		1	105
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	105
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	105
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 80		
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	80
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	25
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 page 19 of the 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 ▶ $ _____ (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	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 page 19 of the 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 **SEE STMT 5**	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 on page 27)? 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 6**	10	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SOMERSET TRUST CO Telephone no. ▶

PO BOX 1330

Located at ▶ SOMERSET, ZIP+4 ▶ 15501

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 ▶ 20 , 20 , 20 , 20			
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) 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 ▶ 20 , 20 , 20 , 20			
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

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes	☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	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 (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
I. FRED BRUBAKER	SOMERSET	TRUSTEE			
607 TAYMAN AVE.	PA 15501	0.50	0	0	0
JANET M. BRUBAKER	SOMERSET	TRUSTEE			
607 TAYMAN AVE.	PA 15501	0.50	0	0	0
SOMERSET TRUST CO.	SOMERSET	TRUSTEE			
PO BOX 1330	PA 15501	1.00	2,435	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 ▶

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

3 **Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 24 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 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

DAA

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	321,900
b	Average of monthly cash balances		1b	51,449
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	373,349
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	373,349
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)		4	5,600
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	367,749
6	**Minimum investment return.** Enter 5% of line 5		6	18,387

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	18,387
2a	Tax on investment income for 2009 from Part VI, line 5	2a 105		
b	Income tax for 2009. (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	105
3	Distributable amount before adjustments Subtract line 2c from line 1		3	18,282
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	18,282
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	18,282

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	17,700
b	Program-related investments—total from Part IX-B	1b	
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	17,700
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	17,700

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				18,282
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			17,672	
b Total for prior years 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 17,700				
a Applied to 2008, but not more than line 2a			17,672	
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				28
e Remaining amount distributed out of corpus				
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				
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				18,254
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				
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a 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			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a 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 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))

I. FRED & JANET BRUBAKER

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

N/A

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

N/A

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

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				
COLONIAL WILLIAMSBURG FOU PO BOX 1776 WILLIAMSBURG VA 23187		PROMOTE	HISTORIC PRESERVATION	1,000
CHILDREN'S AID HOME & SOC PO BOX 1195 SOMERSET PA 15501		PROMOTE	THE CARE OF CHILDREN	1,000
SOMERSET HOSPITAL 225 SOUTH CENTER AVE, SOMERSET PA 15501		PROMOTE	HEALTH SERVICES	4,000
CONEMAUGH HEALTH FOUNDATI 1086 FRANKLIN AVE JOHNSTOWN PA 15905		PROMOTE	HEALTH SERVICES	1,000
NEXT STEP CENTER 406 STOYSTOWN ROAD SOMERSET PA 15501		PROMOTE	SOCIAL SERVICES	1,000
SHIPPENSBURG UNIVERSITY 1871 OLD MAIN DRIVE SHIPPENSBURG PA 17257			PROMOTE EDUCATION	1,000
LAUREL ARTS 214 S. HARRISON AVE SOMERSET PA 15501			PROMOTION OF THE ARTS	5,000
SOMERSET VOL FIRE DEPART PO BOX 121 SOMERSET PA 15501			PROMOTE PUBLIC SAFETY	1,000
ALLEGHENY GENERAL HOSP 320 EAST NORTH AVE PITTSBURGH PA 15212		PROMOTE	HEALTH SERVICES	700
BOYS & GIRLS CLUB BOX 752 SOMERSET PA 15501		PROMOTE	WELFARE OF CHILDREN	2,000
Total			▶ 3a	17,700
b Approved for future payment N/A				
Total			▶ 3b	

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) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	296	
4 Dividends and interest from securities			14	8,036	
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			14	-10,014	
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		-1,682	0
13 **Total.** Add line 12, columns (b), (d), and (e)				13	-1,682

(See worksheet in line 13 instructions on page 28 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) (See page 29 of the instructions)
N/A	

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 nonchantable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a nonchantable exempt organization	1b(1)		X
	(2) Purchases of assets from a nonchantable 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 nonchantable 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: Ann B. Person Sr. VP & TP Date: 5/10/10 Title: Sr. VP & Trust Officer

Paid Preparer's Use Only

Preparer's signature: Margaret Petrella CPA Date: 5/6/10 Check if self-employed ▶ ☒ Preparer's identifying number (see Signature on page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code: BULOW, HOTTLE & CO. 950 E MAIN ST SOMERSET, PA 15501-2005 EIN ▶ 25-1188995 Phone no 814-445-8961

DAA

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

For calendar year 2009 or tax year beginning , and ending

2009

Name

FRED & JANET BRUBAKER FOUNDATION

Employer Identification Number

25-6401741

	(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)
(1)	BED BATH & BEYOND	P	10/14/08	08/12/09
(2)	DENBURY RESOURCES	P	04/13/09	09/03/09
(3)	DENBURY RESOURCES	P	07/21/09	09/03/09
(4)	DOLLAR TREE	P	03/14/08	02/20/09
(5)	DOVER CORP	P	12/29/08	09/22/09
(6)	FTI CONSULTING	P	12/29/08	12/18/09
(7)	FOREST OIL	P	04/13/09	12/09/09
(8)	GAMESTOP	P	09/10/09	12/09/09
(9)	HARRIS STRATEX NETWORKS	P	05/26/09	06/05/09
(10)	HARRIS STRATEX NETWORKS	P	05/26/09	06/12/09
(11)	MOHAWK INDUSTRIES	P	09/12/08	08/12/09
(12)	O'REILLY AUTOMOTIVE	P	08/21/08	07/23/09
(13)	RICHIE BROS AUCTIONEERS	P	04/13/09	12/18/09
(14)	SPDR S&P BIOTECH	P	08/13/08	04/13/09
(15)	STEC	P	10/08/09	11/16/09

	(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)
(1)	216		170	46
(2)	1,303		1,543	-240
(3)	290		321	-31
(4)	279		213	66
(5)	500		399	101
(6)	136		130	6
(7)	131		110	21
(8)	765		922	-157
(9)	4		20	-16
(10)	50		172	-122
(11)	252		350	-98
(12)	943		667	276
(13)	804		760	44
(14)	650		950	-300
(15)	779		1,615	-836

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))
(1)				46
(2)				-240
(3)				-31
(4)				66
(5)				101
(6)				6
(7)				21
(8)				-157
(9)				-16
(10)				-122
(11)				-98
(12)				276
(13)				44
(14)				-300
(15)				-836

Form 990-PF

Capital Gains and Losses for Tax on Investment Income

For calendar year 2009 or tax year beginning , and ending

2009

Name

FRED & JANET BRUBAKER FOUNDATION

Employer Identification Number

25-6401741

	(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)
(1)	AMDOCS LTD	P	07/17/06	07/10/09
(2)	AMDOCS LTD	P	03/28/07	07/10/09
(3)	AMDOCS LTD	P	04/17/07	07/10/09
(4)	WILLIS GROUP HOLDINGS	P	04/17/06	07/23/09
(5)	WILLIS GROUP HOLDINGS	P	06/06/06	08/28/09
(6)	WILLIS GROUP HOLDINGS	P	08/19/08	08/28/09
(7)	BALL	P	06/09/06	08/05/09
(8)	CHURCH & DWIGHT	P	02/15/06	07/21/09
(9)	CULLEN FROST BANKERS	P	03/12/07	08/10/09
(10)	CULLEN FORST BANKERS	P	05/23/07	08/10/09
(11)	DAVITA	P	04/17/07	07/21/09
(12)	DAVITA	P	04/17/07	08/12/09
(13)	DAVITA	P	04/17/07	08/25/09
(14)	DOLLAR TREE	P	03/14/08	05/05/09
(15)	DOVER	P	07/21/05	09/22/09

	(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)
(1)	868		1,416	-548
(2)	402		704	-302
(3)	593		1,026	-433
(4)	672		915	-243
(5)	538		730	-192
(6)	564		698	-134
(7)	777		574	203
(8)	391		234	157
(9)	1,996		2,039	-43
(10)	893		920	-27
(11)	191		228	-37
(12)	571		626	-55
(13)	826		911	-85
(14)	764		479	285
(15)	1,578		1,650	-72

	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))
(1)				-548
(2)				-302
(3)				-433
(4)				-243
(5)				-192
(6)				-134
(7)				203
(8)				157
(9)				-43
(10)				-27
(11)				-37
(12)				-55
(13)				-85
(14)				285
(15)				-72

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

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

2009

Name

FRED & JANET BRUBAKER FOUNDATION

Employer Identification Number

25-6401741

	(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)
(1)	FTI CONSULTING	P	11/14/08	12/18/09
(2)	FACTSET RESEARCH SYSTEMS	P	05/14/08	10/07/09
(3)	FEDERATED INVESTORS	P	06/15/06	10/07/09
(4)	FEDERATED INVESTORS	P	10/18/06	10/07/09
(5)	FISERV WISCONSIN	P	07/21/05	10/07/09
(6)	FOREST OIL	P	07/21/05	12/09/09
(7)	HCC INSURANCE HOLDINGS	P	08/15/05	08/12/09
(8)	HCC INSURANCE HOLDINGS	P	08/15/05	12/18/09
(9)	HARRIS	P	12/15/06	05/11/09
(10)	HASBRO	P	08/21/08	08/28/09
(11)	HASBRO	P	08/21/08	10/07/09
(12)	HORNBECK OFFSHORE	P	03/17/06	03/12/09
(13)	INGRAM MICRO	P	11/17/05	08/18/09
(14)	INGRAM MICRO	P	11/29/05	08/18/09
(15)	ISHARES MORNINGSTAR MID GROWTH	P	11/19/07	05/05/09

	(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)
(1)	1,091		1,032	59
(2)	965		935	30
(3)	975		1,190	-215
(4)	693		939	-246
(5)	622		577	45
(6)	524		805	-281
(7)	645		698	-53
(8)	786		810	-24
(9)	1,005		1,631	-626
(10)	252		327	-75
(11)	736		981	-245
(12)	566		1,638	-1,072
(13)	952		1,065	-113
(14)	952		1,097	-145
(15)	176		287	-111

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))
(1)				59
(2)				30
(3)				-215
(4)				-246
(5)				45
(6)				-281
(7)				-53
(8)				-24
(9)				-626
(10)				-75
(11)				-245
(12)				-1,072
(13)				-113
(14)				-145
(15)				-111

Form .990-PF

Capital Gains and Losses for Tax on Investment Income

For calendar year 2009 or tax year beginning , and ending

2009

Name

FRED & JANET BRUBAKER FOUNDATION

Employer Identification Number

25-6401741

	(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)
(1)	ISHARES MORNINGSTAR MID GROWTH	P	11/19/07	09/22/09
(2)	ISHARES MORNINGSTAR MID GROWTH	P	06/26/08	09/22/09
(3)	L3 COMMUNICATIONS	P	07/21/05	04/13/09
(4)	L3 COMMUNICATIONS	P	07/21/05	04/21/09
(5)	LABORATORY CORP OF AMERICA	P	11/17/05	06/12/09
(6)	MDU RESOURCES	P	10/15/07	02/20/09
(7)	NASDAQ OMX GROUP	P	10/18/06	05/11/09
(8)	ONEOK	P	03/24/06	05/20/09
(9)	PATTERSON-UTI ENERGY	P	07/21/05	03/12/09
(10)	PETSMART	P	12/18/07	05/20/09
(11)	PETSMART	P	12/18/07	06/03/09
(12)	SPDR S&P BIOTECH	P	12/18/07	04/13/09
(13)	HENRY SCHEIN	P	07/21/05	12/18/09
(14)	TECO ENERGY	P	08/16/06	03/12/09
(15)	VANGUARD SMALL CAP	P	11/19/07	03/27/09

	(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)
(1)	1,214		1,624	-410
(2)	714		958	-244
(3)	702		760	-58
(4)	728		760	-32
(5)	494		406	88
(6)	813		1,470	-657
(7)	835		1,517	-682
(8)	530		583	-53
(9)	440		1,480	-1,040
(10)	1,554		1,751	-197
(11)	808		1,004	-196
(12)	1,068		1,364	-296
(13)	1,079		902	177
(14)	693		1,125	-432
(15)	353		629	-276

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))
(1)				-410
(2)				-244
(3)				-58
(4)				-32
(5)				88
(6)				-657
(7)				-682
(8)				-53
(9)				-1,040
(10)				-197
(11)				-196
(12)				-296
(13)				177
(14)				-432
(15)				-276

Form **990-PF**

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Name

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Employer Identification Number

25-6401741

	(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)
(1)	VERIZON COMMUNICATIONS	D	12/20/93	05/08/09
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	(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)
(1)	8,361		8,229	132
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

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))
(1)				132
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING	$ 560	$ 560	$	$
TOTAL	$ 560	$ 560	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
ADVERTISING	69	69		
ADMINISTRATION EXPENSE	19	19		
TOTAL	$ 88	$ 88	$ 0	$ 0

Statement 3 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
800 SHARES BRIGGS & STRATTON	$ 14,072	$ 14,968	MARKET	$ 14,968
1400 SHARES COLGATE PALMOLIVE	95,956	115,010	MARKET	115,010
1000 SHARES EXXON MOBIL	79,830	68,190	MARKET	68,190
800 SHARES ITT INDUSTRIES	36,792	39,792	MARKET	39,792
600 SHARES ORACLE CORP	10,638	14,718	MARKET	14,718
220 SHARES PEPCO HOLDINGS	3,907	3,707	MARKET	3,707
544 SHARES VERIZON COMMUNICATIONS	27,968	18,023	MARKET	18,023
18 SHARES DOLLAR TREE	1,834	869	MARKET	869
41 SHRES DOVER CORP	1,350		MARKET	
37 SHARES FISERV INC	1,819	1,794	MARKET	1,794
78 SHARES FORSET OIL	462	1,736	MARKET	1,736
27 SHARES HCC INSURANCE HOLDINGS	2,167	755	MARKET	755
116 SHARES INGRAM MICRO	1,553		MARKET	
20 SHARES L3 COMMUNICATIONS	1,476		MARKET	
49 SHARES PATTERSON-UTI ENERGY	564		MARKET	
21 SHARES HENRY SCHEIN	1,541	1,105	MARKET	1,105
88 SHARES AMDOCS LTD	1,610		MARKET	
69 SHARES WILLIS GROUP	1,717		MARKET	
33 SHARES BALL	2,038	1,706	MARKET	1,706
29 SHARES CHURCH & DWIGHT	2,020	1,753	MARKET	1,753
65 SHARES FEDERATED INVESTORS	1,102		MARKET	
36 SHARES HARRIS	1,370		MARKET	
48 SHARES HORNBECK OFFSHORE	784		MARKET	
41 SHARES IDEARC	3		MARKET	
43 SHARES NASDAQ STOCK MARKET	1,063		MARKET	
34 SHARES ONEOK	1,077	1,515	MARKET	1,515
71 SHARES TECO ENERGY	877		MARKET	

Statement 3 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
55 SHARES CULLEN FROST	$ 2,787	$	MARKET	$
67 SHARES TRAVELERS	3,028	3,341	MARKET	3,341
31 SHARES DAVITA	1,537		MARKET	
52 SHARES MDU RESOURCES	1,122		MARKET	
30 SHARES ISHARES	1,600		MARKET	
36 SHARES VANGUARD SMALL CAP	1,895	2,155	MARKET	2,155
107 SHARES PETSMART	1,974		MARKET	
37 SHARES SPDR S&P BIOTECH ETF	1,984		MARKET	
60 SHARES BED BATH & BEYOND	1,678	2,317	MARKET	2,317
39 SHARES CH ROBINSON WORLDWIDE	2,146	2,290	MARKET	2,290
30 SHARES DIGITAL REALTY TRUST	986	1,508	MARKET	1,508
39 SHARES DIONEX	1,256	2,881	MARKET	2,881
25 SHARES FTI CONSULTING	1,072	1,179	MARKET	1,179
35 SHARES FACTSET RESEARCH SYSTEMS	2,212	2,305	MARKET	2,305
14 SHARES FAIRPOINT COMMUNICATIONS	46		MARKET	
36 SHARES HASBRO	1,050		MARKET	
26 SHARES LABORATORY CORP OF AMERICA	2,190	1,946	MARKET	1,946
24 SHARES MOWHAWK	1,246	1,142	MARKET	1,142
39 SHARES O'REILLY AUTOMOTIVE	1,906	1,487	MARKET	1,487
36 SHARES J M SCMUCKER	1,561	2,223	MARKET	2,223
28 SHARES WESTAMERICA BANCORP	1,432	1,550	MARKET	1,550
155 SHARES XCEL ENERGY	2,875	3,289	MARKET	3,289
57 SHARES CHECKPOINT SOFTWARE		1,931	MARKET	1,931
40 SHARES AFFILIATED MANAGERS GROUP		2,694	MARKET	2,694
28 SHARES DOLBY LABORATORIES		1,336	MARKET	1,336
43 SHARES EASTGROUP PROPERTIES		1,646	MARKET	1,646
47 SHARES FASTENAL		1,957	MARKET	1,957

Statement 3 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
26 SHARES GAMESTOP	$	$ 570	MARKET	$ 570
73 SHARES GRACO		2,086	MARKET	2,086
45 SHARES GUESS		1,904	MARKET	1,904
34 SHARES GYMBOREE		1,480	MARKET	1,480
104 SHARES HEARTLAND EXPRESS		1,588	MARKET	1,588
38 SHARES MCAFEE		1,542	MARKET	1,542
52 SHARES MICROS SYSTEMS		1,614	MARKET	1,614
35 SHARES RICHIE BROS AUCTIONEERS		785	MARKET	785
44 SHARES SL GREEN REALTY		2,211	MARKET	2,211
79 SHARES STEEL DYNAMICS		1,400	MARKET	1,400
119 SHARES TCF FINANCIAL		1,621	MARKET	1,621
40 SHARES TIFFANY & CO		1,720	MARKET	1,720
42 SHARES WHITING PETROLEUM		3,001	MARKET	3,001
TOTAL	$ 333,173	$ 346,340		$ 346,340

Statement 4 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
REFUND FEDERAL EXCISE TAX	$ 734
APPRECIATION ON ASSETS	37,113
TOTAL	$ 37,847

Statement 5 - Form 990-PF, Part VII-A, Line 8b - Not Filing with Attorney General Explanation

Description
EXEMPT - CONTRIBUTIONS LESS THAN $ 25,000

Statement 6 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

Name	Address	City, State, Zip
I. FRED & JANET BRUBAKER	607 TAYMAN AVE	SOMERSET PA 15501