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Form 990-PF

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

2009

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

31-519294529112 JOAN & BERNARD SPAIN FND -
NON MGD

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

233 S. 6TH STREET

City or town, state, and ZIP code

PHILADELPHIA, PA 19106-3749

A Employer identification number

25-6728780

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) ▶ \$

1,690,606.

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				
4 Dividends and interest from securities	77,145.	69,220.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-51,160.			
b Gross sales price for all assets on line 6a 236,270.				
7 Capital gain net income (from Part IV, line 2)		NONE		
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)	662.			STMT 2
12 Total Add lines 1 through 11	26,647.	69,220.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	8,391.	4,196.		4,195.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	6,482.	6,482.		
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 (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	14,873.	10,678.		4,195.
25 Contributions, gifts, grants paid	86,000.			86,000.
26 Total expenses and disbursements Add lines 24 and 25	100,873.	10,678.		90,195.
27 Subtract line 26 from line 12	-74,226.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		58,542.		
c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

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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	41,698.	13,720.	13,720.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) . STMT 4	1,647,594.	1,601,346.	1,676,886.
	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)	1,689,292.	1,615,066.	1,690,606.	
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 ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	1,689,292.	1,615,066.	
	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)	1,689,292.	1,615,066.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,689,292.	1,615,066.		

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	1,689,292.
2 Enter amount from Part I, line 27a	2	-74,226.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,615,066.
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	1,615,066.

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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 DETAIL					
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)			2	-51,161.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
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.					

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	97,561.	1,721,549.	0.05667047525	
2007	96,124.	2,166,489.	0.04436856130	
2006	108,992.	2,079,387.	0.05241544744	
2005	93,923.	1,965,378.	0.04778877142	
2004	87,782.	1,919,836.	0.04572369723	
2 Total of line 1, column (d)			2	0.24696695264
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	0.04939339053
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4	1,436,329.
5 Multiply line 4 by line 3			5	70,945.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	585.
7 Add lines 5 and 6			7	71,530.
8 Enter qualifying distributions from Part XII, line 4			8	90,195.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	585.
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	585.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	585.
6	Credits/Payments.		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	656.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	656.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	71.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax 71. 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
1b 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
1c Did the foundation file Form 1120-POL for this year?		X
2 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
4b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
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) STMT 5		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

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

Website address **N/A**

14 The books are in care of **BERNARD SPAIN** Telephone no **(215) 322-6650**
 Located at **233 S. 6TH STREET, PHILADELPHIA, PA** ZIP + 4 **19106-3749**

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)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes	☒ No
If "Yes," list the years _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here _____		
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)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

- 5a During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No

5b N/A

- 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)

N/A

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

- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870

6b X

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

- b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

7b N/A

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
SEE STATEMENT 6		8,391.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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	1,426,825.
b	Average of monthly cash balances	1b	31,377.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,458,202.
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	NONE
3	Subtract line 2 from line 1d	3	1,458,202.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	21,873.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,436,329.
6	Minimum investment return. Enter 5% of line 5	6	71,816.

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	71,816.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	585.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	585.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	71,231.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	71,231.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	71,231.

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	90,195.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	90,195.
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	585.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	89,610.

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				71,231.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			85,881.	
b Total for prior years 20 07, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 90,195.				
a Applied to 2008, but not more than line 2a			85,881.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				4,314.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				66,917.
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)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

Form 990-PF (2009)

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

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)

2a 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:

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 <i>Paid during the year</i> SEE STATEMENT 9				
Total			▶ 3a	86,000.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Form 990-PF (2009)

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

Kind of Property		Description				P or D	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 LONG-TERM CAPITAL GAIN DIVIDENDS					227.	
9,098.00		626. CERADYNE INC DEL PROPERTY TYPE: SECURITIES 37,625.00					01/24/2008	03/06/2009
		84. CHURCH & DWIGHT INC PROPERTY TYPE: SECURITIES 3,138.00					03/30/2006	03/11/2009
3,977.00		195. COPART INC PROPERTY TYPE: SECURITIES 4,923.00					11/21/2008	03/11/2009
5,540.00		66. TELEFLEX INC PROPERTY TYPE: SECURITIES 3,263.00					04/15/2008	03/11/2009
2,879.00		1195. NEUSTAR INC PROPERTY TYPE: SECURITIES 36,227.00					05/04/2007	05/08/2009
23,045.00		362. DONALDSON INC PROPERTY TYPE: SECURITIES 12,932.00					06/29/2007	05/13/2009
11,672.00		729. MEDNAX INC PROPERTY TYPE: SECURITIES 32,061.00					07/05/2006	06/01/2009
29,849.00		340. ARES CAP CORP PROPERTY TYPE: SECURITIES 3,380.00					07/02/2008	06/23/2009
2,620.00		195. MICROCHIP TECHNOLOGY INC PROPERTY TYPE: SECURITIES 4,617.00					02/12/2003	06/23/2009
4,148.00		65. WILEY JOHN & SONS INC CL A PROPERTY TYPE: SECURITIES 2,745.00					12/27/2007	06/23/2009
2,135.00							-610.00	

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

Kind of Property		Description				P or D	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)	
12,244.00		685. EXTERRAN HOLDINGS INC PROPERTY TYPE: SECURITIES 24,691.00					10/31/2005 -12,447.00	08/24/2009
15,763.00		371. NATCO GROUP INC-A PROPERTY TYPE: SECURITIES 16,901.00					09/10/2008 -1,138.00	08/25/2009
17,882.00		653. MINE SAFETY APPLIANCES CO PROPERTY TYPE: SECURITIES 25,756.00					07/28/2006 -7,874.00	09/10/2009
1,270.00		52. HENRY JACK & ASSOC INC PROPERTY TYPE: SECURITIES 826.00					09/12/2002 444.00	09/21/2009
4,987.00		110. NATCO GROUP INC-A PROPERTY TYPE: SECURITIES 4,564.00					09/10/2008 423.00	10/06/2009
8,607.00		183. NATCO GROUP INC-A PROPERTY TYPE: SECURITIES 7,592.00					09/10/2008 1,015.00	10/23/2009
20,864.00		455. NATCO GROUP INC-A PROPERTY TYPE: SECURITIES 8,385.00					03/13/2009 12,479.00	11/04/2009
183.00		4. NATCO GROUP INC-A PROPERTY TYPE: SECURITIES 166.00					09/10/2008 17.00	11/04/2009
12,936.00		345. MATTHEWS INTL CORP PROPERTY TYPE: SECURITIES 14,105.00					12/09/2008 -1,169.00	11/09/2009
3,219.00		60. WORLD FUEL SVCS CORP PROPERTY TYPE: SECURITIES 2,633.00					03/08/2007 586.00	11/10/2009
4,238.00		79. WORLD FUEL SVCS CORP PROPERTY TYPE: SECURITIES 3,417.00					03/08/2007 821.00	11/10/2009

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

Kind of Property		Description				P or D	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)	
13,027.00		1091. ARES CAP CORP PROPERTY TYPE: SECURITIES 10,846.00					07/02/2008	11/24/2009
							2,181.00	
4,972.00		224. BLACKBAUD INC PROPERTY TYPE: SECURITIES 4,816.00					06/30/2008	12/02/2009
							156.00	
2,989.00		70. DONALDSON INC PROPERTY TYPE: SECURITIES 2,295.00					06/29/2007	12/04/2009
							694.00	
3,206.00		105. EATON VANCE CORP 00 PROPERTY TYPE: SECURITIES 1,532.00					09/12/2002	12/04/2009
							1,674.00	
14,693.00		735. RPM INC OHIO PROPERTY TYPE: SECURITIES 17,995.00					06/20/2008	12/21/2009
							-3,302.00	
TOTAL GAIN (LOSS)							----- -51,161. =====	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	77,145.	69,220.
	-----	-----
TOTAL	77,145.	69,220.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND	662.

TOTALS	662.
	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CITI CONSULTING FEES	6,482.	6,482.
TOTALS	6,482.	6,482.
	=====	=====

31-519294529112 JOAN & BERNARD SPAIN FND -
FORM 990PF, PART II - CORPORATE STOCK
=====

25-6728780

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED STATEMENT	1,601,346.	1,676,886.
	-----	-----
TOTALS	1,601,346.	1,676,886.
	=====	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

PA

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

OFFICER NAME:

CITIBANK TRUST-DELAWARE N.A

ADDRESS:

666 5TH AVENUE, FLOOR 12B

NEW YORK, NY 10103

TITLE:

AGENT, AS REQ'D

COMPENSATION

8,391.

OFFICER NAME:

JOAN SPAIN

ADDRESS:

233 S 6TH STREET

PHILADELPHIA, PA 19106

TITLE:

TRUSTEE, AS REQ'D

OFFICER NAME:

BERNARD SPAIN

ADDRESS:

233 S 6TH STREET

PHILADELPHIA, PA 19106

TITLE:

TRUSTEE, AS REQ'D

TOTAL COMPENSATION:

8,391.

=====

RECIPIENT NAME:
PHILADELPHIA MUSEUM OF
ART
ADDRESS:
PO BOX 7646
PHILADELPHIA, PA 19101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 51,500.

RECIPIENT NAME:
THE ASSOCIATED ALUMNI -
CENTRAL HIGH SCHOOL
ADDRESS:
P.O. BOX 26580
PHILADELPHIA, PA 19141
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
TRANSPLANT FOUNDATION
C/O KEITH MAYER
ADDRESS:
401 NORTH 3RD STREET
PHILADELPHIA, PA 19123
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
ALZHEIMER'S ASSOCIATION OF
DELAWARE VALLEY
ADDRESS:
399 MARKET ST., STE. 102
PHILADELPHIA, PA 19106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
PAWS ADOPTION CENTER
ATTN: DANA SPAIN
ADDRESS:
100 NORTH 2ND STREET
PHILADELPHIA, PA 19106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 6,500.

RECIPIENT NAME:
FOUNDATION FOR BREAST
AND PROSTATE HEALTH
ADDRESS:
1616 WALNUT ST., STE. 1520
PHILADELPHIA, PA 19103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

THE DEVEREUX FOUNDATION

ADDRESS:

444 DEVEREUX DR., P.O. BOX 638
VILLANOVA, PA 19085

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 500.

TOTAL GRANTS PAID: 86,000.
=====

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

31-519294529112 JOAN & BERNARD SPAIN FND -

Employer identification number

25-6728780

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	9,645.
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	
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	9,645.

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					
LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			227.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-61,033.
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	
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	-60,806.

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

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		9,645.
14	Net long-term gain or (loss):			
a	Total for year	14a		-60,806.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		-51,161.

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:	
a	The loss on line 15, column (3) or b \$3,000	16 (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? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ 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? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ 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

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2009

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a

Name of estate or trust

Employer identification number

31-519294529112 JOAN & BERNARD SPAIN FND -

25-6728780

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	9,645.00
---	----------

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

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

31-519294529112 JOAN & BERNARD SPAIN FND -

25-6728780

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

(a) Description of property (Example 100% 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 626. CERADYNE INC DEL	01/24/2008	03/06/2009	9,098.00	37,625.00	-28,527.00
84. CHURCH & DWIGHT INC	03/30/2006	03/11/2009	3,977.00	3,138.00	839.00
1195. NEUSTAR INC	05/04/2007	05/08/2009	23,045.00	36,227.00	-13,182.00
362. DONALDSON INC	06/29/2007	05/13/2009	11,672.00	12,932.00	-1,260.00
729. MEDNAX INC	07/05/2006	06/01/2009	29,849.00	32,061.00	-2,212.00
195. MICROCHIP TECHNOLOGY INC	02/12/2003	06/23/2009	4,148.00	4,617.00	-469.00
65. WILEY JOHN & SONS INC CL A	12/27/2007	06/23/2009	2,135.00	2,745.00	-610.00
685. EXTERRAN HOLDINGS INC	10/31/2005	08/24/2009	12,244.00	24,691.00	-12,447.00
653. MINE SAFETY APPLIANCES CO	07/28/2006	09/10/2009	17,882.00	25,756.00	-7,874.00
52. HENRY JACK & ASSOC INC	09/12/2002	09/21/2009	1,270.00	826.00	444.00
110. NATCO GROUP INC-A	09/10/2008	10/06/2009	4,987.00	4,564.00	423.00
183. NATCO GROUP INC-A	09/10/2008	10/23/2009	8,607.00	7,592.00	1,015.00
4. NATCO GROUP INC-A	09/10/2008	11/04/2009	183.00	166.00	17.00
60. WORLD FUEL SVCS CORP	03/08/2007	11/10/2009	3,219.00	2,633.00	586.00
79. WORLD FUEL SVCS CORP	03/08/2007	11/10/2009	4,238.00	3,417.00	821.00
1091. ARES CAP CORP	07/02/2008	11/24/2009	13,027.00	10,846.00	2,181.00
224. BLACKBAUD INC	06/30/2008	12/02/2009	4,972.00	4,816.00	156.00
70. DONALDSON INC	06/29/2007	12/04/2009	2,989.00	2,295.00	694.00
105. EATON VANCE CORP 00	09/12/2002	12/04/2009	3,206.00	1,532.00	1,674.00
735. RPM INC OHIO	06/20/2008	12/21/2009	14,693.00	17,995.00	-3,302.00
6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b					-61,033.00

Schedule D-1 (Form 1041) 2009

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

CLASS ACTION PROCEEDS

227.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

227.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

227.00

=====

990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years

Asset Detail Section

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Asset Detail

Description	Shares/Par Value	Market Value	Tax Cost	Gain/Loss		Percent of Market Value
				Unrealized	Estimated Annual Income	
Common Equity Securities						
Domestic Common Stocks						
Airgas Inc CUSIP: 009363102	283.00	\$13,470.80	\$13,312.75	\$158.05	\$203.76	1.56%
Ansys Inc CUSIP: 03662Q105	870.00	\$37,810.20	\$27,507.40	\$10,302.80	\$0.00	4.38%
Ares Cap Corp CUSIP: 04010L103	2,169.00	\$27,004.05	\$21,563.11	\$5,440.94	\$3,036.60	3.13%
Blackbaud Inc CUSIP: 09227Q100	1,456.00	\$34,405.28	\$31,305.60	\$3,099.68	\$582.40	3.99%
Brown & Brown Inc CUSIP: 115236101	1,614.00	\$29,003.58	\$35,001.40	-\$5,997.82	\$500.34	3.36%
Church & Dwight Inc CUSIP: 171340102	721.00	\$43,584.45	\$30,444.44	\$13,140.01	\$403.76	5.05%
Clarcor Inc CUSIP: 179895107	755.00	\$24,492.20	\$26,384.46	-\$1,892.26	\$294.45	2.84%
Copart Inc CUSIP: 217204106	972.00	\$35,594.64	\$15,770.13	\$19,824.51	\$0.00	4.12%
Dolby Laboratories Inc CUSIP: 25659T107	434.00	\$20,714.82	\$16,456.89	\$4,257.93	\$0.00	2.40%
Donaldson Inc CUSIP: 257651109	596.00	\$25,353.84	\$11,085.60	\$14,268.24	\$274.16	2.94%
Dresser-Rand Group Inc CUSIP: 261608103	1,395.00	\$44,095.95	\$43,055.84	\$1,040.11	\$0.00	5.09%
Eaton Vance Corp CUSIP: 278265103	859.00	\$26,122.19	\$12,531.95	\$13,590.24	\$549.76	3.03%

Asset Detail Section (continued)

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Factset Resh Sys Inc CUSIP: 303075105	366.00	\$24,108.42	\$14,286.11	\$9,822.31	\$292.80	2.79%
Federated Invs Inc PA CUSIP: 314211103	1,175.00	\$32,312.50	\$21,988.36	\$10,324.14	\$1,128.00	3.74%
Heico Corp New CUSIP: 422806208	759.00	\$27,293.64	\$22,661.62	\$4,632.02	\$91.08	3.16%
Henry Jack & Assoc Inc Com CUSIP: 426281101	1,736.00	\$40,171.04	\$27,566.28	\$12,604.76	\$590.24	4.65%
Immucor Inc CUSIP: 452526106	1,585.00	\$32,080.40	\$39,796.23	-\$7,715.83	\$0.00	3.72%
ITT EDL Svcs Inc Com CUSIP: 45068B109	231.00	\$22,166.76	\$21,569.12	\$597.64	\$0.00	2.57%
Landstar Sys Inc CUSIP: 515098101	926.00	\$35,901.02	\$38,631.99	-\$2,730.97	\$166.68	4.16%
Mettler-Toledo Intl Inc Com CUSIP: 592688105	243.00	\$25,512.57	\$10,204.15	\$15,308.42	\$0.00	2.96%
Microchip Technology Inc CUSIP: 595017104	1,045.00	\$30,357.25	\$24,743.20	\$5,614.05	\$1,421.20	3.52%
National Instrs Corp CUSIP: 636518102	1,025.00	\$30,186.25	\$21,454.48	\$8,731.77	\$492.00	3.50%
RBC Bearings Inc CUSIP: 75524B104	1,045.00	\$25,424.85	\$24,562.89	\$861.96	\$0.00	2.95%
Standard Pkg Corp CUSIP: 853790103	1,432.00	\$22,740.16	\$25,727.74	-\$2,987.58	\$0.00	2.63%
Stericycle Inc CUSIP: 858912108	370.00	\$20,412.90	\$21,055.26	-\$642.36	\$0.00	2.36%
Technic Corp CUSIP: 878377100	477.00	\$32,703.12	\$28,983.65	\$3,719.47	\$496.08	3.79%

Asset Detail Section (continued)

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Teleflex Inc Com CUSIP: 879369106	632 00	\$34,058.48	\$31,099.22	\$2,959.26	\$859 52	3.95%
Wiley John & Sons Inc CL A CUSIP: 968223206	805.00	\$33,713 40	\$32,539.31	\$1,174.09	\$450 80	3.91%
World Fuel Svcs Corp CUSIP: 981475106	980 00	\$26,254.20	\$21,192.30	\$5,061.90	\$147 00	3.04%
Total Common Equity Securities		\$857,048.96	\$712,481.48	\$144,567.48	\$11,980.63	99.29%
Cash Equivalents						
Invested Cash						
Citibank Custody Premium Plus Mda CUSIP: 130995004	5,276 00	\$5,276 00	\$5,276 00	\$0 00	\$13.19	0.61%
Citibank Custody Premium Plus Mda CUSIP: 130995004	843.39	\$843.39	\$843 39	\$0 00	\$2 11	0.10%(i)
Total Cash Equivalents		\$6,119 39	\$6,119.39	\$0.00	\$15.30	0.71%
Total All Assets		\$863,168.35	\$718,600.87	\$144,567.48	\$11,995.93	100.00%

Your holdings are valued using the most current prices available to us. For Alternative Investments, unrealized gain/loss and original tax cost (excluding acquisition costs) are shown for information purposes only and do not reflect any adjustments necessitated by annual K-1 forms. Consult your tax advisor regarding use of this information. Estimated income for Alternative Investments and certain non-publicly traded Partnerships cannot be accurately forecasted and is therefore not listed.