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

2009

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

For calendar year **2009**, or tax year beginning , **2009**, and ending , **20**

G Check all that apply Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation Thomas L. Cline Foundation		A Employer identification number 41-2086932
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) 717-255-8015
	City or town, state, and ZIP code Mechanicsburg, PA 17050		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>

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) ▶ \$ 3,287,188.18

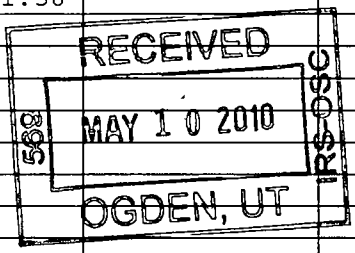
J Accounting method Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis)

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

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)
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	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments	1,748.31	1,748.31		
4 Dividends and interest from securities	80,381.38	80,381.38		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-16,471.53			
b Gross sales price for all assets on line 6a 549,548.51				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	65,658.16	82,129.69		
13 Compensation of officers, directors, trustees, etc.	9,595.68	9,595.68		
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,100.00	1,100.00		
c Other professional fees (attach schedule)	15,599.51	15,599.51		
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	26,295.19	26,295.19		
25 Contributions, gifts, grants paid	276,300.00			276,300.00
26 Total expenses and disbursements. Add lines 24 and 25	302,595.19	26,295.19		276,300.00
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-236,937.03			
b Net investment income (if negative, enter -0-)		55,834.50		
c Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	209,474.71	168,430.94	168,430.94
	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)	323,296.88	125,000.00	132,443.56
	b	Investments - corporate stock (attach schedule)	1,767,961.38	1,670,506.02	1,969,457.07
	c	Investments - corporate bonds (attach schedule)	573,928.75	598,787.75	627,360.83
	11	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)	379,605.84	454,605.82	389,495.78	
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)	3,254,267.56	3,017,330.53	3,287,188.18	
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	3,173,033.15	3,004,286.96	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	81,234.41	13,043.57	
	30	Total net assets or fund balances (see page 17 of the instructions)	3,254,267.56	3,017,330.53	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,254,267.56	3,017,330.53	

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	3,254,267.56
2	Enter amount from Part I, line 27a	2	-236,937.03
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,017,330.53
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	3,017,330.53

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 Attached Schedule				Various	Various
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 549,548.51		566,020.04	-16,471.53		
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			-16,471.53		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-16,471.53	
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.					

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	223,754.20	3,625,260.62	0.0617
2007	360,279.50	4,148,828.37	0.0868
2006	233,187.68	3,865,494.36	0.0603
2005	233,914.98	3,290,396.36	0.0711
2004	132,365.00	2,670,840.17	0.0496
2 Total of line 1, column (d)			2 0.3295
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 0.0659
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 3,077,671.77
5 Multiply line 4 by line 3			5 202,818.57
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 558.35
7 Add lines 5 and 6			7 203,376.92
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			8 276,300.00

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	558.35
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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	558.35
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	558.35
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6 a	1,054.20	
b Exempt foreign organizations-tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d		7	1,054.20
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	495.85
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ▶ 495.85 Refunded ▶		11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
<i>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</i>		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 0.00 (2) On foundation managers ▶ \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0.00		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
<i>If "Yes," attach a detailed description of the activities</i>		
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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
<i>If "Yes," attach the statement required by General Instruction T</i>		
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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ Pennsylvania		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	X		
14	The books are in care of ▶ <u>Hershey Trust Company</u> Telephone no ▶ <u>717-520-5667</u> Located at ▶ <u>1 W Chocolate Ave Ste 200 Hershey, PA</u> ZIP + 4 ▶ <u>17033</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>			

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

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

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

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 -----	
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 -----	
2 -----	
All other program-related investments. See page 24 of the instructions	
3 -----	
Total. Add lines 1 through 3 ▶	

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	2,853,292.69
b	Average of monthly cash balances	1b	271,247.18
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,124,539.87
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	
3	Subtract line 2 from line 1d	3	3,124,539.87
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	46,868.10
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,077,671.77
6	Minimum investment return. Enter 5% of line 5	6	153,883.59

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	153,883.59
2a	Tax on investment income for 2009 from Part VI, line 5	2a	558.35
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	558.35
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	153,325.24
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	153,325.24
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	153,325.24

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	276,300.00
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	276,300.00
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	558.35
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	275,741.65

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				153,325.24
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
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	139,709.70			
e From 2008	44,982.77			
f Total of lines 3a through e	184,692.47			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 276,300.00				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				153,325.24
e Remaining amount distributed out of corpus	122,974.76			
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	307,667.23			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	307,667.23			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007	139,709.70			
d Excess from 2008	44,982.77			
e Excess from 2009	122,974.76			

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

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

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

	Tax year		Prior 3 years		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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	Foundaton status of recipient	Purpose of grant or contribution	Amount
a Paid during the year World T.E.A.M. Sports 132 Turnpike Rd Ste 300 Southborough, MA 01772		Public	Charitable	300.00
Harrisburg Area Community College Foundation 731 Old Harrisburg Rd Gettysburg, PA 17325		Public	Educational	100,000.00
Cristo Rey School - Baltimore 420 S Chester Street Baltimore, MD 21231		Pubic	Educational	75,000.00
S Central Community Action Programs Inc 153 N Stratton Street Gettysburg, PA 17325		Public	Charitable	26,000.00
Northern VA Therapeutic Riding Program PO Box 184 Clifton, VA 20124		Public	Charitable	75,000.00
Total.				▶ 3a 276,300.00
b Approved for future payment				
Total.				▶ 3b

Thomas L. Ciline Foundation
Statement attached to and made part of Form 990PF
For calendar year 2009

EIN # 41-2086932

Part I, Line 16b, Accounting Fees
Hershey Trust Company - preparation of 2008 Form 990PF
1,100.00

Part I, Line 16c, Other Professionals
Hershey Trust Company - investment management
15,599.51

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For calendar year 2009

EIN # 41-2086932

Part II, Balance Sheet

Line 10a, US Government Obligations

Shares/ Par Value	Asset	Beginning Book Value	Ending Book Value	Market Value
50,000	U S Treasury Nts 4.5% due 11/15/15	48,296 88	0 00	0 00
50,000	Federal Home Loan Mtg 4.375% 07/30/09	50,000 00	0 00	0 00
50,000	Federal Home Loan Mtg 4.000% 09/22/09	50,000 00	0 00	0 00
50,000	Federal Home Loan Bank 4.10% 12/07/09	50,000 00	0 00	0 00
50,000	Federal Home Loan Mtg 4.500% 12/16/10	50,000 00	50,000 00	51,796 88
75,000	Federal Home Loan Mtg 4.500% 04/02/14	75,000 00	75,000 00	80,646 68
Total Line 10a		<u>323,296 88</u>	<u>125,000 00</u>	<u>132,443 56</u>

Line 10b, Corporate Stock

2,000	ABM Industries Inc.	34,282 20	34,282 20	41,320 00
1,500	Aeropostale Inc	25,380 00	25,360 00	51,075 00
1,500 0	American Eagle Outfitters Inc	24,349 92	24,349 92	25,470 00
750 0	American Water Works	0 00	14,547 31	16,807 50
500	Amgen Inc	39,797 70	39,797 70	28,285 00
1,600	AmSurg Corp	41,671 78	41,671 78	35,232 00
1,000	Avnet Inc	26,051 00	26,051 00	30,160 00
615	Baxter International Inc	34,648 36	34,648 36	36,088 20
400	Becton Dickinson & Co	0 00	26,712 00	31,544 00
1,125	Brinker International Inc	31,024 64	0 00	0 00
1,200	Casey's General Stores Inc	28,207 20	28,207 20	38,292 00
1,000	Citrix Systems Inc	27,806 00	0 00	0 00
440	Clorox Company	25,479 60	25,479 60	26,840 00
2,000	Cubic Corp	35,640 00	35,640 00	74,600 00
600	Darden Restaurants	0 00	19,361 00	21,042 00
2,250	Diodes Inc	36,200 11	0 00	0 00
800	DST Systems Inc	30,515 00	30,515 00	34,840 00
1,200	Elizabeth Arden Inc	26,254 00	0 00	0 00
2,100	Fulton Financial Corporation	32,596 11	32,596 11	18,312 00
400	Genzyme Corporation	28,145 00	0 00	0 00
2,000	Glacier Bancorp Inc	39,783 50	39,783 50	27,440 00
200	Goldman Sachs Group Inc	0 00	22,972 60	33,768 00
800	Graco Inc	31,264 80	31,264 80	22,856 00
1,000	Hain Celestial Group Inc.	16,315 00	16,315 00	17,010 00
2,100	Harleysville National Corporation	40,363 24	0 00	0 00
1,500	Hawaiian Electric Industries Inc	34,548 00	34,548 00	31,350 00
1,000	Helmerich & Payne Inc	33,746 00	33,746 00	39,880 00
700	Henry Schein, Inc.	22,630 77	22,630 77	36,820 00
1,000	Honeywell International Inc	42,086 20	42,086 20	39,200 00
2,042 277	Host Hotels & Resorts Inc	17,848 00	17,848 00	23,833 37
400	Kimberly-Clark Corp.	20,143 96	20,143 96	25,484 00
400	Kohls Corporation	20,496 36	20,496 36	21,572 00
600	Laboratory Corp of Amer Hldgs	18,804 00	18,804 00	44,904 00
600	Lowe's Companies Inc	17,205 00	17,205 00	14,034 00
1,000	McAfee Inc	26,232 00	26,232 00	40,570 00
1,200	Microchip Technology Inc	33,998 20	33,998 20	34,860 00
700	Monsanto Company	7,837 37	0 00	0 00
930	Neogen Corp	11,648 25	0 00	0 00
600	Norfolk Southern Corporation	34,439 40	34,439 40	31,452 00
800	Occidental Petroleum Corp	32,767 00	32,767 00	65,080 00
700	Patterson Companies Inc	26,488 00	23,177 00	19,586 00
1,200	Paychex Inc	45,768 80	45,768 80	36,768 00
600	PepsiCo Inc	35,376 00	35,376 00	38,480 00

800	Pfizer Inc.	24,567 72	24,567 72	14,552 00
2,000	Pharmaceutical Product Development Inc	31,422 16	31,422 16	46,880 00
2,200	PowerShares QQQ	82,043 80	82,043 80	100,650 00
300	QUALCOMM Inc	0 00	13,961 88	13,878 00
1,100	S&P 500 Depository Receipts	128,784 99	128,784 99	122,584 00
800	Schering-Plough Corp	14,607 60	0 00	0 00
1,200	Semiconductor HOLDERS Trust	44,123 20	0 00	0 00
1,000	Smucker (JM) Company	40,958 78	40,958 78	61,750 00
1,800	Sonic Corp	34,872 00	34,872 00	18,126 00
1,500	Southern Copper Corp	0 00	31,344 44	49,365 00
2,500	Standex International Corp	0 00	50,345 82	50,225 00
1,000	Thermo Fisher Scientific Corp	23,054 16	23,054 16	47,690 00
800	Tidewater Inc.	22,884 40	22,884 40	38,360 00
1,200	Tiffany & Co	41,304 40	41,304 40	51,600 00
1,600	Union Pacific Corp.	51,839 00	51,839 00	102,240 00
1,500	Unated Natural Foods Inc	43,505 90	43,505 90	40,110 00
800	V. F. Corp	26,196 80	40,794 80	58,592 00
1,000	Worthington Industries	19,978 00	0 00	0 00
Total Line 10b		<u>1,767,961 38</u>	<u>1,670,506 02</u>	<u>1,969,457 07</u>

Line 10 c, Corporate Bonds

75,000	IBM Corp 4.250% 09/15/09	76,422 00	0 00	0 00
50,000	Berkshire Hathaway Fin 4.125% due 1/15/10	49,898 50	49,898 50	50,048 65
75,000	Coca-Cola Co 5.750% 3/15/11	81,506 25	81,506 25	79,510 73
50,000	Kimberly-Clark Corp 5.625% 02/15/12	52,214 50	52,214 50	53,868 20
50,000	General Electric Co 5% due 2/1/13	49,950 00	49,950 00	52,898 00
75,000	Johnson & Johnson 3.8% due 5/15/13	71,812 50	71,812 50	78,979 95
75,000	McCormick & Co 5.25% due 9/1/13	0 00	75,840 00	81,046 05
50,000	Goldman Sachs Group Inc 5.150% due 1/15/14	0 00	49,975 00	52,893 05
50,000	Abbott Labs 4.35% due 3/15/14	0 00	50,810 00	52,557 70
75,000	Wm Wrigley Jr Co 4.65% due 7/15/15	0 00	65,475 00	73,781 25
50,000	J P Morgan Chase & Co 5.150% due 10/1/15	0 00	51,306 00	51,777 25
Total Line 10 c		<u>381,803 75</u>	<u>598,787 75</u>	<u>627,360 83</u>

Line 13, Other Investments

5,266 302	EuroPacific Growth Fund	193,738 21	218,738 19	201,910 02
15,464.613	GMO Foreign Fund III	185,867 63	235,867 63	187,585 76
Total Line 13		<u>379,605 84</u>	<u>454,605 82</u>	<u>389,495 78</u>

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EIN # 41-2086932

Part IV, Capital Gains and Loss for Tax on Investment Income

Asset	How Acquired	Date Acquired	Date Sold	Gross Proceeds	Cost Basis	Gain or Loss
843 shs Brinker International Inc	P	2/6/2006	11/12/2009	11,346 49	23,312 88	(11,966 39)
282 shs Brinker International Inc	P	2/7/2006	11/12/2009	3,795 62	7,711 76	(3,916 14)
302 shs Citrix Systems Inc	P	11/23/2005	9/29/2009	11,712 59	8,397 41	3,315 18
698 shs Citrix Systems Inc	P	11/23/2005	9/28/2009	26,896 39	19,408 59	7,487 80
400 shs Diodes Inc	P	7/21/2005	7/30/2009	7,394 81	6,396 45	998 36
450 shs Diodes Inc	P	7/21/2005	8/20/2009	9,391 75	7,196 01	2,195 74
600 shs Diodes Inc	P	7/21/2005	7/31/2009	11,105 71	9,594 67	1,511 04
352 shs Diodes Inc	P	7/21/2005	7/29/2009	6,337 20	5,628 87	708 33
258 shs Diodes Inc	P	9/6/2005	7/29/2009	4,644 88	4,181 40	463 48
190 shs Diodes Inc	P	9/7/2005	7/29/2009	3,420 65	3,202 71	217 94
1,000 shs Elizabeth Arden Inc	P	5/26/2005	3/16/2009	5,009 97	21,320 00	(16,310 03)
200 shs Elizabeth Arden Inc	P	8/2/2005	3/16/2009	1,001 99	4,934 00	(3,932 01)
50,000 pv Fed Home Loan Bks 4 100% 12/07/09	P	12/16/2004	1/20/2009	50,000 00	50,000 00	0 00
50,000 pv Fed Home Loan Mtg 4 000% 09/22/09	P	10/1/2004	9/22/2009	50,000 00	50,000 00	0 00
50,000 pv Fed Home Loan Mtg 4 375% 07/30/09	P	7/30/2004	7/30/2009	50,000 00	50,000 00	0 00
300 shs Genzyme Corporation	P	7/21/2005	2/27/2009	18,593 29	21,201 00	(2,607 71)
100 shs Genzyme Corporation	P	8/30/2005	2/27/2009	6,197 77	6,944 00	(746 23)
889 5 shs Harleysville National Corporation	P	5/14/2003	7/27/2009	4,558 07	15,840 00	(11,281 93)
0 5 shs Harleysville National Corporation	P	9/28/2004	7/27/2009	2 62	10 22	(7 60)
233 shs Harleysville National Corporation	P	7/29/2005	7/27/2009	1,221 43	4,941 72	(3,720 29)
441 shs Harleysville National Corporation	P	8/19/2005	7/27/2009	2,311 80	8,964 00	(6,652 20)
136 shs Harleysville National Corporation	P	10/24/2005	7/27/2009	712 94	2,601 30	(1,888 36)
420 shs Harleysville National Corporation	P	12/29/2005	7/27/2009	2,201 72	8,006 00	(5,804 28)
0 277 shs Host Hotels & Resorts Inc	P	9/17/2003	12/31/2009	3 23	2 75	0 48
75,000 pv IBM Corp 4 250% 09/15/09	P	8/8/2003	9/15/2009	75,000 00	76,422 00	(1,422 00)
700 shs Monsanto Company	P	7/7/2003	10/29/2009	48,902 31	7,837 37	41,064 94
930 shs Neogen Corp	P	5/18/2006	1/30/2009	24,244 03	11,648 25	12,595 78
100 shs Patterson Companies Inc	P	3/21/2007	2/19/2009	2,041 09	3,311 00	(1,269 91)
800 shs Schering-Plough Corp	P	7/7/2003	5/29/2009	19,407 49	14,607 60	4,799 89
1,000 shs Semiconductor HOLDERS Trust	P	12/6/2005	3/13/2009	18,195 90	36,881 00	(18,685 10)
200 shs Semiconductor HOLDERS Trust	P	3/1/2006	3/13/2009	3,639 18	7,242 20	(3,603 02)
50,000 pv U S Treasury Note 4 500% 11/15/15	P	7/2/2007	4/16/2009	57,414 06	48,296 88	9,117 18
1,000 shs Worthington Industries	P	10/24/2005	7/30/2009	12,843 53	19,978 00	(7,134 47)

549,548 51 566,020 04 (16,471 53)

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For calendar year 2009

EIN # 41-2086932

Part VIII, Line 1 Information about Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

<i>(a) Name and Address</i>	<i>(b) Title and average hours per week</i>	<i>(c) Compensation</i>	<i>(d) Contributions to benefits plans</i>	<i>(e) Expense Account</i>
Clarence E. Asbury 415 Fallowfield Rd Camp Hill, PA 17011	Treasurer Part Time	2,250.00	0.00	0.00
Jane F Cline 710 Haines Ave Waycross, GA 31501	President Part Time	2,500.00	0.00	0.00
Barry G Cline 11701 Yates Ford Road Fairfax, VA 22039	Vice President Part Time	2,250.00	0.00	345.68
Keefer Wood Allen & Rahal, LLP 210 Walnut St PO Box 11963 Harrisburg, PA 17108	Secretary Part Time	2,250.00	0.00	0.00
9,250.00			0.00	345.68