Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2009

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

The Elizabeth B. and Arthur E. Roswell Foundation, Inc.
c/o AFS, 10 E. Baltimore St. #1101
Baltimore, MD 21202-1620

A Employer identification number: 52-1490498

B Telephone number (see the instructions): 410-347-7201

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: [X] 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, column (c), line 16)* ► $ 8,815,334.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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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 the instructions).)*

	Line	(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 (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	249.	249.		
	4 Dividends and interest from securities	239,959.	239,959.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-250,279.			
	b Gross sales price for all assets on line 6a 2,106,919.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	-10,071.	240,208.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages	17,410.			17,410.
	15 Pension plans, employee benefits	7,237.			7,237.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	23,877.	2,438.		21,439.
	c Other prof fees (attach sch) See St 2	30,460.	30,460.		
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Stm 3	10,798.	10,798.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	3,456.			3,456.
	21 Travel, conferences, and meetings	30.			30.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 4	331.			331.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	93,599.	43,696.		49,903.
	25 Contributions, gifts, grants paid Part XV	393,500.			393,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	487,099.	43,696.	0.	443,403.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-497,170.			
	b **Net investment income** (if negative, enter -0-)		196,512.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	9,979.	9,979.	9,979.
	2 Savings and temporary cash investments	139,981.	502,729.	502,729.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S. and state government obligations (attach schedule)	164,200.	249,805.	249,788.
	b Investments — corporate stock (attach schedule). Statement 5	6,961,468.	6,165,725.	7,802,605.
	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)	400,000.	250,000.	250,000.
	14 Land, buildings, and equipment. basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► See Statement 6)	13.	233.	233.
	16 **Total assets** (to be completed by all filers — see instructions Also, see page 1, item I)	7,675,641.	7,178,471.	8,815,334.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ 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			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	7,675,641.	7,178,471.	
	30 **Total net assets or fund balances** (see the instructions)	7,675,641.	7,178,471.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	7,675,641.	7,178,471.	

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	7,675,641.
2	Enter amount from Part I, line 27a	2	-497,170.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	7,178,471.
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	7,178,471.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Statement 7			
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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	-250,279.
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 the instructions). If (loss), enter -0- in Part I, line 8	3	-2,039.

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 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 (column (b) divided by column (c))
2008	543,359.	8,905,535.	0.061014
2007	585,707.	11,296,980.	0.051846
2006	513,031.	10,467,823.	0.049010
2005	572,229.	10,137,113.	0.056449
2004	500,139.	9,800,040.	0.051034

2	**Total** of line 1, column (d)	2	0.269353
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	0.053871
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	7,404,915.
5	Multiply line 4 by line 3	5	398,910.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,965.
7	Add lines 5 and 6	7	400,875.
8	Enter qualifying distributions from Part XII, line 4	8	443,403.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instr.)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b			1	1,965.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	1,965.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,965.
6	Credits/Payments				
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	7,138.		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	7,138.
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	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	5,173.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ► 5,173.	**Refunded** ►		11	0.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	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.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ► MD			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

Part VII-A | Statements Regarding Activities *Continued*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► Sandra L. Glock, CPA Telephone no. ► 410-347-7201

Located at ► 10 E. Baltimore St. Ste 1101 Baltimore MD ZIP + 4 ► 21202-1620

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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

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

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

				Yes	No
1 a	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 the instructions)?		1 b	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?		1 c		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? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .	☐ Yes ☒ No			
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 the instructions.)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__ .				
3 a	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.)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		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 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 instructions)?		**5b**	N/A	
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? *If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).*	N/A. ☐ Yes ☐ No			
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? *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?		**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 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	0	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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 ►				0

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 instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
First Manhattan 437 Madison Avenue New York, NY 10022-7002	Investment Mgmt	30,460.
Total number of others receiving over $50,000 for professional services	►	0

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ►	0.

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Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.		
a	Average monthly fair market value of securities	1a	7,287,813.
b	Average of monthly cash balances	1b	229,867.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	7,517,680.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,517,680.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	112,765.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,404,915.
6	**Minimum investment return.** Enter 5% of line 5	6	370,246.

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

1	Minimum investment return from Part X, line 6			1	370,246.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,965.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,965.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	368,281.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	368,281.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	368,281.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	443,403.
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	443,403.
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 instructions)	5	1,965.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	441,438.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				368,281.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years: 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 . . 13,259.				
b From 2005 . . 75,345.				
c From 2006				
d From 2007 . . . 27,888.				
e From 2008 . . . 102,752.				
f Total of lines 3a through e . .	219,244.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► $ 443,403.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				368,281.
e Remaining amount distributed out of corpus	75,122.			
5 Excess distributions carryover applied to 2009 . *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	294,366.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	13,259.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	281,107.			
10 Analysis of line 9:				
a Excess from 2005 . . 75,345.				
b Excess from 2006				
c Excess from 2007 27,888.				
d Excess from 2008 102,752.				
e Excess from 2009 75,122.				

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

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

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

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

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year – see instructions.)**

1 Information Regarding Foundation Managers:

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

See Attached Schedule

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

None

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

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

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

See Statement 8

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Schedule Attached ,			Unrestricted gift	393,500.
Total ► **3a**				393,500.
b *Approved for future payment*				
See Schedule Attached ,			Unrestricted gift	22,000.
Total ► **3b**				22,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	249.	
4 Dividends and interest from securities			14	239,959.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-250,279.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-10,071.	

13 Total. Add line 12, columns (b), (d), and (e) 13 -10,071.

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

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule.

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

SIGN HERE

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

► Anne Patterson 5/12/10 ► Asst Secr/Treasurer

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only				
Preparer's signature ►	Sandra L Glock Sandra L. Glock	Date 5/12/10	Check if self-employed ► ☐	Preparer's Identifying number (See Signature in the instrs) P00251373
Firm's name (or yours if self-employed), address, and ZIP code ►	ATAPCO FINANCIAL SERVICES, INC. 10 E BALTIMORE STREET STE 1101 BALTIMORE, MD 21202-1620		EIN ► 52-2174671 Phone no ► 410-347-7114	

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees-Atapco Financial Svcs	$ 23,800.	$ 2,380.		$ 21,420.
Misc Charge - First Manhattan	58.	58.		
Professional Service Fees - Passed Thru	19.			19.
Total	$ 23,877.	$ 2,438.	$ 0.	$ 21,439.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Counsel Fees- First Manhattan	$ 30,460.	$ 30,460.		
Total	$ 30,460.	$ 30,460.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax	$ 10,798.	$ 10,798.		
Total	$ 10,798.	$ 10,798.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dues & Subscriptions	$ 4.			$ 4.
Equipment Maintenance	140.			140.
Miscellaneous	20.			20.
Office Renovations	25.			25.
Supplies	142.			142.
Total	$ 331.	$ 0.	$ 0.	$ 331.

Statement 5
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Corporate Stock	Cost	$ 6,165,725.	$ 7,802,605.
	Total	$ 6,165,725.	$ 7,802,605.

Statement 6
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Div & Income Receivable	$ 233.	$ 233.
Total	$ 233.	$ 233.

Statement 7
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	570 Ascent Media Corp	Purchased	9/29/2008	6/06/2009
2	1 US Treasury Bill	Purchased	10/16/2008	4/16/2009
3	150000 US Treasury Bill	Purchased	4/16/2009	10/14/2009
4	10000 US Treasury Bill	Purchased	4/16/2009	9/23/2009
5	450000 US Treasury Bill	Purchased	6/19/2009	10/27/2009
6	2400 Bank of America Com	Purchased	11/19/2007	6/09/2009
7	5900 Bemis Inc	Purchased	9/22/2006	8/04/2009
8	4000 Bemis Inc	Purchased	9/22/2006	6/12/2009
9	15700 Lubys Cafe. Inc.	Purchased	3/31/2005	6/12/2009
10	5000 Microsoft	Purchased	3/24/2005	10/29/2009
11	5000 Novartis ADR	Purchased	11/03/2004	8/04/2009
12	2600 Novartis ADR	Purchased	11/03/2004	5/19/2009
13	2500 Rockwell Collins Inc. Com	Purchased	10/22/2008	12/24/2009
14	150 SOI1stJB	Purchased	12/31/2004	12/29/2009
15	20 SOI4thFL	Purchased	12/31/2004	3/06/2009
16	4933 Time Warner Inc Com	Purchased	4/02/2008	11/23/2009
17	30000 US Treasury Bill	Purchased	4/28/2005	10/14/2009
18	Tme Warner Cash in Lieu	Purchased	4/02/2008	11/23/2009

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	14,866.		18,238.	-3,372.				$ -3,372.
2	165,000.		164,200.	800.				800.
3	150,000.		149,772.	228.				228.
4	10,000.		9,985.	15.				15.
5	449,968.		449,678.	290.				290.
6	28,507.		111,325.	-82,818.				-82,818.
7	155,472.		192,976.	-37,504.				-37,504.
8	99,386.		130,832.	-31,446.				-31,446.
9	66,393.		122,298.	-55,905.				-55,905.

Statement 7 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
10	143,386.		122,175.	21,211.				$ 21,211.
11	222,789.		260,272.	-37,483.				-37,483.
12	103,767.		135,341.	-31,574.				-31,574.
13	139,542.		89,612.	49,930.				49,930.
14	150,000.		150,000.	0.				0.
15	20,000.		20,000.	0.				0.
16	157,831.		200,542.	-42,711.				-42,711.
17	29,997.		29,952.	45.				45.
18	15.		0.	15.				15.
							Total	$-250,279.

Statement 8
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	Dr. Arthur E. Roswell
Care Of:	Ms. Betsy Ringel
Street Address:	BPG, 10 East Baltimore St. Ste 1111
City, State, Zip Code:	Baltimore, MD 21202-1620
Telephone:	
Form and Content:	Letter
Submission Deadlines:	None
Restrictions on Awards:	This organization does not make gifts or grants to individuals.

Federal Supporting Detail

The Elizabeth B. and Arthur E. Roswell Foundation, Inc.

52-1490498

Other Income Producing Activities
Interest on savings & cash investments

JP Morgan	$	147.
First Manhattan		102.
Total	$	249.

Other Income Producing Activities
Dividends/interest from securities.

JP Morgan MMF	$	55.
Brookfield Asset Mgmt		1,274.
Northfork Bancorp		424.
Chubb Corp		1,400.
PMI Group		47.
Canadian Natural Res LTD		810.
Bank of America		48.
Old Republic Intl Corp		13,532.
Wells Fargo		4,802.
BP		94,799.
IShares Emerging Mkt		12,059.
IShares Small Growth		2,760.
IShares Small Value		8,635.
Rockwell Collins		2,400.
Bemis Inc		4,455.
American Express		5,040.
Johnson & Johnson		9,264.
Time Warner		2,775.
Comcast Corp		3,339.
Microsoft		4,550.
Erst Bank		3,602.
Sanvik		8,780.
SKF Frueher AB Svenska		6,027.
Nestle SA		11,133.
Novartis ADR		13,029.
State of Israel Bonds		24,920.
Total	$	239,959.

Balance Sheet
Savings and temporary cash investments

First Manhattan	$	163,852.
JP Morgan		338,877.
Total	$	502,729.

Balance Sheet
U.S. and state government obligations (Form 990-PF)[O]

US Treasury	$	249,805.
Total	$	249,805.

Balance Sheet
Other (Form 990-PF)[O]

SOI 6th MacCabee	$	20,000.
SOI 3rd JB		130,000.
SOI 1st JB		50,000.
SOI Floating		50,000.
Total	$	250,000.

Balance Sheet - Investments
Beginning of year amount
Corporate Stock

Novartis ADR	$	395,613.
SKF FRUEHER SVENSKA		249,050.
Old Republic Intl Corp		285,494.
Sandvik Ab Shrs Stock		324,652.
Microsoft		244,350.
Nestle SA		315,422.
West Marine		60,901.
Berkshire Hathaway Inc Del Cl B New		302,872.
CANADIAN NATURAL RESOURCES		170,217.
Discovery Comm Ser C		108,708.
Discovery Comm Ser A		108,708.
Liberty Global Inc		128,078.
Liberty Global C		53,029.
Liberty Global A		22,142.
Comcast		263,398.
Comcast Corp		127,372.
ComcastCorp		136,026.
Ascent Media Corp		11,400.
Time Warner Inc Com		266,618.
Lubys Café Inc		122,298.
Johnson Johnson Co		274,852.
American Express Co		342,752.
Bank of America Com		111,325.
Wells Fargo		322,220.
Erste Bank Der Oester Spar		230,686.
PMI GROUP INC		56,525.
Bemis Inc		323,808.
Rockwell Collins Inc Com		89,612.
IShares Emerging Mkts		412,452.
BP		363,481.
IShares Small Value		500,633.
IShares Small Growth		500,176.
Total	$	7,224,870.

Balance Sheet - Investments
End of year amount
Corporate Stock

SKF FRUEHER SVENSKA	$	249,050.
Old Republic Intl Corp		285,494.
Sandvik Ab Shrs Stock		324,652.
Microsoft		122,175.
Nestle SA		315,422.
West Marine		60,901.
Berkshire Hathaway Inc Del Cl B New		302,872.

Balance Sheet - Investments (continued)
End of year amount
Corporate Stock

Canadian Natural Resources	$	170,216.
Weight Watchers Intl Inc		185,101.
Discovery Comm Ser C		108,468.
Discovery Comm Ser A		102,110.
Liberty Global Inc		128,078.
Liberty Global C		53,029.
Liberty Global A		22,142.
Comcast Corp		127,372.
ComcastCorp		136,026.
Time Warner Cable Inc Com		66,076.
Johnson Johnson Co		274,852.
Chubb Corporation		80,726.
American Express Co		342,752.
Wells Fargo Co		322,220.
Erste Bank Der Oester Spar		284,313.
PMI GROUP INC		56,525.
Brookfield Asset Mgt A		127,367.
Wabco Hldgs Inc Com		141,044.
IShares Emerging Mkts		412,452.
BP		363,481.
IShares Small Value		500,633.
IShares Small Growth		500,176.
Total	$	6,165,725.

Balance Sheet - Investments
Fair market value at end of year (Form 990-PF)
Corporate Stock

SKF FRUEHER SVENSKA	$	242,410.
Old Republic Intl Corp		199,796.
Sandvik Ab Shrs Stock		265,290.
Microsoft		152,450.
Nestle SA		437,049.
West Marine		50,778.
Berkshire Hathaway Inc Del Cl B New		338,458.
Canadian Natural Resources		165,485.
Weight Watchers Intl Inc		195,372.
Discovery Comm Ser C		151,164.
Discovery Comm Ser A		174,819.
Liberty Global Inc		74,494.
Liberty Global C		73,110.
Liberty Global A		28,067.
Comcast		141,624.
ComcastCorp		70,812.
Time Warner Cable Inc Com		51,241.
Johnson Johnson Co		309,168.
Chubb Corporation		98,360.
American Express Co		283,640.
Wells Fargo Co		264,502.
Erste Bank Der Oester Spar		225,600.
PMI GROUP INC		47,376.
Brookfield Asset Mgt A		150,824.
Wabco Hldgs Inc Com		201,162.
IShares Emerging Mkts		751,357.
BP		1,635,566.
IShares Small Value		475,348.

Balance Sheet - Investments (continued)
Fair market value at end of year (Form 990-PF)
Corporate Stock

IShares Small Growth	$	547,283.
Total	$	7,802,605.

THE ELIZABETH B. AND ARTHUR E. ROSWELL FOUNDATION, INC.
10 EAST BALTIMORE STREET, SUITE 1101, BALTIMORE, MD 21202-1620
FORM 990-PF FOR THE CALENDAR YEAR 2009
52-1490498

Page 6, Part VIII, Item I - Name, address and title of officers, directors and trustees

Name and Address	Title & Average Hours	Compensation	Benefits	Exp Allow.
Elizabeth B Roswell 10 E Baltimore Street Suite 1101 Baltimore, MD 21202-1620	Trustee and Chairman of the Board, Time Varies	None	None	None
Arthur E. Roswell 10 E Baltimore Street Suite 1101 Baltimore, MD 21202-1620	Trustee and President Time Varies	None	None	None
Robert A. Roswell 10 E. Baltimore Street Suite 1101 Baltimore, MD 21202-1620	Trustee and Vice Pres Time Varies	None	None	None
Marjorie B Roswell 10 E Baltimore Street Suite 1101 Baltimore, MD 21202-1620	Trustee and Vice Pres. Time Varies	None	None	None
Judith E Weinstein 10 E Baltimore Street Suite 1101 Baltimore, MD 21202-1620	Trustee and Vice Pres. Time Varies	None	None	None
Barbara S. Roswell 10 E Baltimore Street Suite 1101 Baltimore, MD 21202-1620	Trustee and Vice Pres. Time Varies	None	None	None
Kenneth C. Weinstein 10 E. Baltimore Street Suite 1101 Baltimore, MD 21202-1620	Trustee and Vice Pres Time Varies	None	None	None
Jill Robinson 10 E. Baltimore Street Suite 1101 Baltimore, MD 21202-1620	Secretary Time Varies	None	None	None
Anne A. Patterson 10 E. Baltimore Street Suite 1101 Baltimore, MD 21202-1620	Treasurer and Assistant Secretary Time Varies	None	None	None
Sandra L. Glock 10 E. Baltimore Street Suite 1101 Baltimore, MD 21202-1620	Assistant Treasurer Time Varies	None	None	None

THE ELIZABETH B. AND ARTHUR E. ROSWELL FOUNDATION, INC.
10 EAST BALTIMORE STREET, SUITE 1111, BALTIMORE, MD 21202
FORM 990-PF FOR CALENDAR YEAR 2009
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Page 10, Part XV, Line 3a – Contributions, gifts, grants, etc., paid during the year

Organization Name	City, State	Amount
1000 Friends of Maryland	Baltimore, MD	$4,500
American Society for the Protection of Nature in Israel	Great Neck, NY	18,000
Artemis Communications	Stevenson, MD	10,000
Awbury Arboretum Association	Philadelphia, PA	5,000
Barefoot Artists	Philadelphia, PA	1,500
The Book Thing	Baltimore, MD	1,000
Business Alliance for Local Living Economies	San Francisco, CA	5,000
The Business Center at New Covenant Campus	Philadelphia, PA	1,000
The Cancer Project	Washington, DC	6,000
CeaseFire Pennsylvania Education Fund	Philadelphia, PA	2,500
Center for Progressive Leadership	Washington, DC	5,000
Center in the Park, Inc.	Philadelphia, PA	1,000
Commonwealth Youth Choirs	Philadelphia, PA	1,000
Electronic Frontier Foundation	San Francisco, CA	12,500
Environmental Defense Incorporated	New York, NY	15,000
Environmental Grantmakers Association	New York, NY	500
Food Studies Institute	Trumansburg, NY	10,000
The Franklin Institute	Philadelphia, PA	5,000
Friends of the Wissahickon	Philadelphia, PA	1,000
Fusion Partnerships, Inc.	Baltimore, MD	5,000
Global Greengrants Fund	Boulder, CO	6,500
The Green Building Institute	Jessup, MD	1,000
Herring Run Watershed Association	Baltimore, MD	10,000
Hillel of Greater Baltimore, Inc.	Baltimore, MD	15,000
Inn Dwelling	Philadelphia, PA	5,000
Interfaith Hospitality Network of Somerset County, Inc.	Somerville, NJ	2,000
Irvine Natural Science Center	Owings Mills, MD	1,500
League of Conservation Voters Education Fund	Washington, DC	4,000
Learning Independence Through Computers, Inc.	Baltimore, MD	13,000
The Loading Dock	Baltimore, MD	2,000
Lyme Disease Association, Inc.	Jackson, NJ	2,000
Maryland Environmental Service	Millersville, MD	5,000
Maryland Food Bank, Inc.	Baltimore, MD	2,000
Maryland NARAL Educational Fund	Silver Spring, MD	10,000
MAZON, Inc.	Los Angeles, CA	5,000
Mount Airy Community Services Corporation	Philadelphia, PA	2,500
Mount Sinai School of Medicine of New York University	New York, NY	50,000
NARAL Pro-Choice America Foundation	Washington, DC	5,000
National Alliance for Research on Schizophrenia and Depression	Great Neck, NY	4,500
The Nature Conservancy	Arlington, VA	12,500
Neighborhood Interfaith Movement, Inc.	Philadelphia, PA	12,000
New Israel Fund	Washington, DC	4,000
Northwest Philadelphia Interfaith Hospitality Network, Inc.	Philadelphia, PA	5,000

THE ELIZABETH B. AND ARTHUR E. ROSWELL FOUNDATION, INC.
10 EAST BALTIMORE STREET, SUITE 1111, BALTIMORE, MD 21202
FORM 990-PF FOR CALENDAR YEAR 2009
52-1490498

Page 10, Part XV, Line 3a – Contributions, gifts, grants, etc., paid during the year

Organization Name	City, State	Amount
Parks & People Foundation for Baltimore Recreation & Parks	Baltimore, MD	$12,500
Philabundance	Philadelphia, PA	5,000
Philadelphia Citizens for Children and Youth	Philadelphia, PA	10,000
Philadelphia Mural Arts Advocates	Philadelphia, PA	2,500
Planned Parenthood Southeastern Pennsylvania	Philadelphia, PA	10,000
Please Touch Museum	Philadelphia, PA	5,000
Safe Horizons of Somerset	Hillsborough, NJ	8,000
The Sentencing Project	Washington, DC	5,000
Temple University	Philadelphia, PA	9,000
Village of Mt. Airy	Philadelphia, PA	2,500
WHYY	Philadelphia, PA	2,000
Women's Health and Counseling Center	Somerville, NJ	4,500
Women's Medical Fund	Philadelphia, PA	10,000
WXPN Radio	Philadelphia, PA	7,500
Your Public Radio Corporation	Baltimore, MD	5,000
Zoological Society of Philadelphia	Philadelphia, PA	5,000
TOTAL		**$393,500**

All grants or contributions are made to qualified 501(c)(3) organizations.

Purpose of grants or contributions listed above – Unrestricted gift for charitable purpose.

THE ELIZABETH B. AND ARTHUR E. ROSWELL FOUNDATION, INC.
10 EAST BALTIMORE STREET, SUITE 1111, BALTIMORE, MD 21202
FORM 990-PF FOR CALENDAR YEAR 2009
52-1490498

Page 10, Part XV, Line 3b – Grants and Contributions Approved for Future Payments

Organization Name	City, State	Balance
Neighborhood Interfaith Movement, Inc.	Philadelphia, PA	$12,000
Northwest Philadelphia Interfaith Hospitality Network, Inc.	Philadelphia, PA	10,000
TOTAL		**$22,000**

All grants or contributions are made to qualified 501(c)(3) organizations.

Purpose of grants or contributions listed above – Unrestricted gift for charitable purpose.