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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation
PASQUALE AND ROSE PROCACCI FAMILY CHARITABLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 500 S.E. MIZNER BOULEVARD
Room/suite: 408A

City or town, state, and ZIP code: BOCA RATON FL 33432

A Employer identification number: 65-6435795

B Telephone number (see page 10 of the instructions): 561-393-8875

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 442,696

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	11	11	11	
4	Dividends and interest from securities	16,243	16,243	16,243	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	-63,192			
b	Gross sales price for all assets on line 6a 371,106				
7	Capital gain net income (from Part IV, line 2)		155		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns & allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	-46,938	16,409	16,254	
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) Stmt 2	5,080	5,080		
c	Other professional fees (attach schedule) Stmt 3	2,792	2,792		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) Stmt 4	19	19		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	7,891	7,891		0
25	Contributions, gifts, grants paid	90,000			90,000
26	**Total expenses and disbursements.** Add lines 24 and 25	97,891	7,891	0	90,000
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-144,829			
b	**Net investment income** (if negative, enter -0-)		8,518		
c	**Adjusted net income** (if negative, enter -0-)			16,254	

Operating and Administrative Expenses

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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	53,891	16,957	16,957
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (att schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule) See Stmt 5	499,086	425,739	425,739
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	552,977	442,696	442,696
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 ▶ See Statement 6)	9,034	9,034	
	23 **Total liabilities** (add lines 17 through 22)	9,034	9,034	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	543,943	433,662	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	543,943	433,662	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	552,977	442,696	

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	543,943
2	Enter amount from Part I, line 27a	2	-144,829
3	Other increases not included in line 2 (itemize) ▶ See Statement 7	3	34,548
4	Add lines 1, 2, and 3	4	433,662
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	433,662

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	LPL - CAP GAIN DISTRIBUTIONS			
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	155			155
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				155
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	155
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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	114,806	619,937	0.185190
2007	130,000	963,025	0.134991
2006	50,000	799,850	0.062512
2005	303,559	750,833	0.404296
2004	50,000	964,289	0.051852

2	Total of line 1, column (d)	2	0.838841
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	0.167768
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	441,304
5	Multiply line 4 by line 3	5	74,037
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	85
7	Add lines 5 and 6	7	74,122
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	90,000

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	85
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	85
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	85
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
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	
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	85
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b,** attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ _____ (2) On foundation managers ▶ $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? **N/A**	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ FL			
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 on page 27)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A . Statements Regarding Activities (continued)

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

Website address ▶ N/A

14 The books are in care of ▶ M. COHEN & ASSOCIATES, P.A. Telephone no ▶ 954-731-5555

Located at ▶ 2101 W. COMMERCIAL BLVD., #4800 FT. LAUDERDALE, FL ZIP+4 ▶ 33309

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

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes	☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		N/A	5b	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes	☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROSE PROCACCI 500 SE MIZNER BLVD #408A BOCA RATON FL 33432	TRUSTEE 1.00	0	0	0
PHILIP PROCACCI 925 S FEDERAL HWY #400 BOCA RATON FL 33432	TRUSTEE 1.00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

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	411,599
b	Average of monthly cash balances		1b	36,425
c	Fair market value of all other assets (see page 24 of the instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	448,024
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	448,024
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)		4	6,720
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	441,304
6	**Minimum investment return.** Enter 5% of line 5		6	22,065

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	22,065
2a	Tax on investment income for 2009 from Part VI, line 5	2a 85		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	85
3	Distributable amount before adjustments Subtract line 2c from line 1		3	21,980
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	21,980
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	21,980

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	90,000
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	90,000
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	85
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	89,915

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				21,980
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 43,497				
b	From 2005 268,899				
c	From 2006 12,024				
d	From 2007 83,820				
e	From 2008 84,197				
f	**Total** of lines 3a through e	492,437			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 90,000				
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				21,980
e	Remaining amount distributed out of corpus	68,020			
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	560,457			
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				0
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)	43,497			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	516,960			
10	Analysis of line 9				
a	Excess from 2005 268,899				
b	Excess from 2006 12,024				
c	Excess from 2007 83,820				
d	Excess from 2008 84,197				
e	Excess from 2009 68,020				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BRCH FOUNDATION INC. 745 MEADOWS ROAD BOCA RATON FL 33486		501 (C) 3	COMMUNITY HEALTHCARE SERVICES	50,000
ST JOAN OF ARC CHURCH 370 SW THIRD STREET BOCA RATON FL 33432		501 (C) 3	SUPPORT MINISTRY FAMILY LIFE & SPORT	30,000
DREXEL UNIVERSITY COLLEGE 3141 CHESTNUT STREET #310 PHILADELPHIA PA 19104		501 (C) 3	SUPPORT MEDICAL EDUCATION & RESEARCH	10,000
Total			▶ 3a	90,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	11	
4 Dividends and interest from securities			14	16,243	
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	155	-63,347
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		16,409	-63,347
13 **Total.** Add line 12, columns (b), (d), and (e)				13	-46,938

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
N/A	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a 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

▶ Rose Procacci 3-29-2010 ▶
Signature of officer or trustee Date Title

Paid Preparer's Use Only

Preparer's signature ▶ Mark L. Cohen CPA	Date 03/21/10	Check if self-employed ▶ ☐	Preparer's identifying number (see Signature on page 30 of the instructions) P01048204
Firm's name (or yours if self-employed), address, and ZIP code ▶ M. COHEN & ASSOCIATES, P.A. 2101 WEST COMMERCIAL BLVD., SUITE 4800 FORT LAUDERDALE, FL 33309			EIN ▶ 59-2659934 Phone no 954-731-5555

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
AT&T	2/25/03	9/29/09	Purchase $ 12,254	$ 7,253	$	$	$ 5,001
ALTRIA GROUP INC	3/17/04	9/29/09	Purchase 3,048	2,163			885
ARTISAN MID CAP FD	3/27/07	7/23/09	Purchase 9,841	13,870			-4,029
ARTIO INTL EQTY II	12/18/08	10/07/09	Purchase 19,276	16,479			2,797
COLUMBIA MARISCO 21ST	3/27/07	2/23/09	Purchase 23,047	45,719			-22,672
COLUMBIA MARISCO 21ST	6/22/07	2/23/09	Purchase 176	376			-200
COLUMBIA MARISCO 21ST	6/22/07	2/23/09	Purchase 309	660			-351
COLUMBIA MARISCO 21ST	12/14/07	2/23/09	Purchase 76	175			-99
COLUMBIA MARISCO 21ST	12/14/07	2/23/09	Purchase 362	833			-471
EXELON CORPORATION	2/25/03	9/29/09	Purchase 12,007	6,095			5,912
EXXON MOBIL CORP	11/13/03	8/19/09	Purchase 13,616	7,198			6,418
FED MDT SML CAP GRWTH	6/10/09	10/07/09	Purchase 13,725	12,202			1,523
HARRIS ASSOC OAKMRK	2/25/03	2/23/09	Purchase 16,198	21,832			-5,634
ISHARES TR MSCI EMERGING	8/29/08	2/23/09	Purchase 16,050	30,127			-14,077
ISHS DJ US RL EST INDEX	8/29/08	2/23/09	Purchase 16,861	41,729			-24,868
KENSINGTON INTL REAL EST	6/26/08	2/23/09	Purchase 144	325			-181
KENSINGTON INTL REAL EST	5/15/06	2/23/09	Purchase 13,926	35,000			-21,074
KENSINGTON INTL REAL EST	12/18/06	2/23/09	Purchase 33	100			-67

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
KENSINGTON INTL REAL EST	12/18/06	2/23/09	Purchase $ 194	$ 580	$	$	$ -386
KENSINGTON INTL REAL EST	1/04/07	2/23/09	Purchase 142	431			-289
KENSINGTON INTL REAL EST	7/02/07	2/23/09	Purchase 52	160			-108
KENSINGTON INTL REAL EST	12/27/07	2/23/09	Purchase 43	117			-74
KRAFT FOODS CL A	12/27/07	9/29/09	Purchase 823	2,231			-1,408
KRAFT FOODS CL A	3/17/04	9/29/09	Purchase 10,802	7,835			2,967
OPPENHEIMER DEV MKTS	6/10/09	10/07/09	Purchase 8,358	6,980			1,378
PIMCO FDS TOTL RET	2/23/09	6/10/09	Purchase 42,153	41,537			616
PIMCO FDS TOTL RET	2/23/09	7/16/09	Purchase 31,842	30,630			1,212
PIMCO FDS TOTL RET	2/23/09	11/13/09	Purchase 19,665	18,123			1,542
PPL CORP	2/25/03	8/19/09	Purchase 18,522	11,175			7,347
PHILIP MORRIS INTL INC	3/17/04	8/19/09	Purchase 13,698	8,699			4,999
PHILIP MORRIS INTL INC	3/17/04	9/29/09	Purchase 7,243	4,349			2,894
TEMPLTN GLBL INVT BRIC	6/21/06	2/23/09	Purchase 16,436	25,000			-8,564
TEMPLTN GLBL INVT BRIC	12/19/06	2/23/09	Purchase 24	46			-22
TEMPLTN GLBL INVT BRIC	12/19/06	2/23/09	Purchase 67	130			-63
TEMPLTN GLBL INVT BRIC	5/17/07	2/23/09	Purchase 215	470			-255
TEMPLTN GLBL INVT BRIC	12/12/07	2/23/09	Purchase 9	26			-17

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
TEMPLTN GLBL INVT BRIC	12/12/07	2/23/09	Purchase $ 51	$ 152	$	$	$ -101
TEMPLTN GLBL INVT BRIC	12/12/07	2/23/09	Purchase 220	658			-438
THIRD AVE VALUE FD INC	10/07/09	12/14/09	Purchase 13,481	12,738			743
TWEEDY BROWNE GLBL VALUE	3/31/03	2/23/09	Purchase 10,379	10,667			-288
TWEEDY BROWNE GLBL VALUE	12/30/03	2/23/09	Purchase 501	693			-192
TWEEDY BROWNE GLBL VALUE	12/29/04	2/23/09	Purchase 296	487			-191
TWEEDY BROWNE GLBL VALUE	12/29/05	2/23/09	Purchase 258	485			-227
TWEEDY BROWNE GLBL VALUE	12/29/06	2/23/09	Purchase 216	475			-259
TWEEDY BROWNE GLBL VALUE	12/29/06	2/23/09	Purchase 265	583			-318
TWEEDY BROWNE GLBL VALUE	12/31/07	2/23/09	Purchase 309	657			-348
TWEEDY BROWNE GLBL VALUE	12/31/07	2/23/09	Purchase 1,865	3,970			-2,105
TWEEDY BROWNE GLBL VALUE	1/02/09	2/23/09	Purchase 525	583			-58
TWEEDY BROWNE GLBL VALUE	1/02/09	2/23/09	Purchase 1,348	1,495			-147
Total			$ 370,951	$ 434,298	$ 0	$ 0	$ -63,347

Federal Statements

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	$ 5,080	$ 5,080	$	$
Total	$ 5,080	$ 5,080	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT MANAGEMENT FEES	$ 2,792	$ 2,792	$	$
Total	$ 2,792	$ 2,792	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES PAID ON DIVIDENDS	$ 19	$ 19	$	$
Total	$ 19	$ 19	$ 0	$ 0

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ALTRIA GROUP INC	$ 7,635	$ 8,441	Market	$ 8,441
AT&T INC	14,491	12,614	Market	12,614
BANK OF AMERICA CORP	22,496	9,864	Market	9,864
EXELON CORPORATION	12,190	11,729	Market	11,729
EXXON MOBIL CORP	17,995	20,457	Market	20,457
FOSTER WHEELER LIMITED	11,030	14,720	Market	14,720
FREEPORT MCMORAN COPPER & GOLD	8,253	10,759	Market	10,759
FULTON FINANCIAL CORP PA	33,361	22,890	Market	22,890
I SHARES TR DOW JONES US RE INDEX FD	41,729		Cost	
I SHARES TR MSCI EMERGING MKT IND FD	30,127		Cost	
KRAFT FOODS CL A	7,836		Cost	
MEDCO HEALTH SOLUTIONS INC	5,248	25,564	Market	25,564
PHILIP MORRIS INTERNATIONAL INC	17,397	7,228	Market	7,228
PPL CORP	11,174		Cost	
ARTIO GLOBAL INVT FUND INTL EQUITY		8,831	Market	8,831
ARTISAN MID CAP FUND	47,909	28,103	Market	28,103
BRIDGEWAY FDS INC AGGRESSIVE INV II		18,057	Market	18,057
COLUMBIA FUNDS MARISCO 21ST CENTURY	47,764		Cost	
FEDERATED MDT SERIES SMALL CAP GRWTH		13,149	Market	13,149
HARRIS ASSOC INVT TR OAKMARK INTL FD	21,832		Cost	
HIGHMARK FDS SMALL CAP VAL CL FIDUC	33,373	26,139	Market	26,139
IVY FUND GLOBAL NAT RES FD		27,705	Market	27,705
JULIUS BAER INV FDS INTL EQUITY FDII	23,805		Cost	
MAINSTAY FUNDS HIGH YIELD CORP BOND		71,801	Market	71,801
TWEEDY BROWNE FUND INC GLOBAL VALUE	18,016		Cost	
KENSINGTON FUNDS INTL REAL ESTATE A	38,944		Cost	
OPPENHEIMER DEVELOPING MKTS FUNDS		17,744	Market	17,744

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
PIMCO FD PAC INVT MGMT TOTL RET FD	$	$ 69,944	Market	$ 69,944
TEMPLETON GLOBAL INVESTMNT TRUST A	26,481		Cost	
Total	$ 499,086	$ 425,739		$ 425,739

Statement 6 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
DUE TO ROSE PROCACCI	$ 9,034	$ 9,034
Total	$ 9,034	$ 9,034

Statement 7 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
ADJUST INVESTMENTS TO TAX BASIS	$ 34,548
Total	$ 34,548

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
LPL FINANCIAL	$ 11		14	
Total	$ 11			

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
LPL FINANCIAL	$ 16,243		14	
Total	$ 16,243			