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Form **990-PF**

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

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning **07/01/09**, and ending **06/30/10**

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 Walter & Sarah Diener Foundation Inc.		A Employer identification number 52-1357403
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 1110 Bonifant Street 401		B Telephone number (see page 10 of the instructions) 301-587-1120
	City or town, state, and ZIP code Silver Spring MD 20910		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,461,895		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	8,880	8,880	8,880	
4 Dividends and interest from securities	18,773	18,773	18,773	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10 Stmt 1	-54,930			
b Gross sales price for all assets on line 6a 177,796				
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns & allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) Stmt 2	-15,421	-15,421	-15,421	
12 Total. Add lines 1 through 11	-42,698	12,232	12,232	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See Stmt 3	1,760	1,760	1,760	1,760
b Accounting fees (attach schedule) Stmt 4	6,288	6,288	6,288	6,288
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att sch)				
24 Total operating and administrative expenses. Add lines 13 through 23	8,048	8,048	8,048	8,048
25 Contributions, gifts, grants paid	16,000			16,000
26 Total expenses and disbursements. Add lines 24 and 25	24,048	8,048	8,048	24,048
27 Subtract line 26 from line 12	-66,746			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		4,184		
c Adjusted net income (if negative, enter -0-)			4,184	

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

Form 990-PF (2009)

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	29,012	10,461	10,461
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule) Stmt 5	194,308	183,350	196,317
	b Investments—corporate stock (attach schedule) See Stmt 6	838,187	863,020	799,081
	c Investments—corporate bonds (attach schedule) See Stmt 7	85,196	85,196	88,677
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule) See Statement 8	322,246	366,631	366,631
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶ See Statement 9)	812	728	728
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,469,761	1,509,386	1,461,895
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> 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	1,469,761	1,509,386	
	30 Total net assets or fund balances (see page 17 of the instructions)	1,469,761	1,509,386	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,469,761	1,509,386	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,469,761
2 Enter amount from Part I, line 27a	2	-66,746
3 Other increases not included in line 2 (itemize) ▶ See Statement 10	3	161,301
4 Add lines 1, 2, and 3	4	1,564,316
5 Decreases not included in line 2 (itemize) ▶ See Statement 11	5	54,930
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,509,386

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 N/A				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		<div style="border: 1px solid black; padding: 2px;"> 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 </div>		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	47,806	1,115,703	0.042848
2007	53,060	1,373,446	0.038633
2006	48,580	1,381,397	0.035167
2005	61,033	1,360,703	0.044854
2004	75,270	1,379,017	0.054582

2 Total of line 1, column (d)	2	0.216084
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	0.043217
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,086,902
5 Multiply line 4 by line 3	5	46,973
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	42
7 Add lines 5 and 6	7	47,015
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	24,048

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	84
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	84
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	84
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	812
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	812
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	728
11	Enter the amount of line 10 to be Credited to 2010 estimated tax 728 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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? Website address ► N/A	13	X	
14	The books are in care of ► FOUNDATION 1110 BONIFANT STREET Located at ► SILVER SPRING, MD	Telephone no ► 301-587-1120 ZIP+4 ► 20910		
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 <input type="checkbox"/>		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A 1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	N/A 3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)? Organizations relying on a current notice regarding disaster assistance check here**N/A****5b****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
MARILYN COHEN	SILVER SPRING	DIRECTOR			
14800 PENNFIELD CIRCLE	MD 20906-1578	1.00	0	0	0
FREDERICK COHEN	SILVER SPRING	DIRECTOR			
14800 PENNFIELD CIRCLE	MD 20906-1578	1.00	0	0	0
LEWIS K. KEST	SILVER SPRING	DIRECTOR			
1110 BONIFANT STREET	MD 20910	1.00	0	0	0
JEFFERY COHEN	ROCKVILLE,	DIRECTOR			
5802 NICHOLSON LANE	MD 20852	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	1,094,940
b	Average of monthly cash balances	1b	8,514
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	1,103,454
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	1,103,454
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	16,552
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,086,902
6	Minimum investment return. Enter 5% of line 5	6	54,345

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	54,345
2a	Tax on investment income for 2009 from Part VI, line 5	2a	84
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	84
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	54,261
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	54,261
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	54,261

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	24,048
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	24,048
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	24,048

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				54,261
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	7,437			
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	7,437			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 24,048				
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				24,048
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	7,437			7,437
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				22,776
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or☐ 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(e) Total

(a) 2009

(b) 2008

(c) 2007

(d) 2006

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

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 See Statement 12				16,000
Total			▶ 3a	16,000
b Approved for future payment N/A				
Total			▶ 3b	

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

Description		How		Date	Date	Cost	Expense	Depreciation	Net
		Whom Sold	Date Acquired	Sold	Price				
REDEMPTION OG	LORD ABBETT LG C		12/23/03	1/08/10	\$	54,571	\$	\$	-14,111
GENERAL ELECTRIC			11/19/04	7/24/09	Purchase	3,617			-2,476
GENERAL ELECTRIC			2/06/07	7/24/09	Purchase	3,737			-2,575
GENERAL ELECTRIC			6/15/07	7/24/09	Purchase	7,778			-5,443
GENERAL ELECTRIC			2/06/08	7/24/09	Purchase	6,960			-4,611
WELLS FARGO			2/07/05	1/08/10	Purchase	6,124			-461
WELLS FARGO			2/06/08	1/08/10	Purchase	9,181			-617
BANK OF AMERICA 64 SHS			12/12/08	8/14/09	Purchase	944			82
AMEREN CORP 200 SHS			12/29/04	8/14/09	Purchase	9,950			-4,821
AMEREN CORP 200 SHS			12/29/04	10/30/09	Purchase	9,950			-5,041
BANK OF AMERICA 200SHS			6/20/08	8/14/09	Purchase	5,722			-2,457
GENERAL ELECTRIC CO			2/11/08	8/14/09	Purchase	13,695			-8,315
GENERAL ELECTRIC CO			8/01/08	12/18/09	Purchase	5,815			-2,794
GENERAL ELECTRIC CO			10/03/08	12/18/09	Purchase	6,907			-2,303
BANK OF AMERICA 200 SHS			12/12/08	2/18/10	Purchase	2,951			50
BB & T CORP			4/24/09	3/10/09	Purchase	11,837			3,190
ASTRAZENECA PLC SPONAD			2/06/08	3/12/10	Purchase	8,370			291

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Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
BANK OF AMERICA 200 SHS		12/12/08	3/26/10	\$	Purchase 3,508	\$ 2,951	\$	\$	557
BANK OF AMERICA 300 SHS		12/12/08	3/12/10		Purchase 4,979	4,426			553
CITIZENS SOUTH BANKING		2/13/09	3/26/10		Purchase 2,962	3,097			-135
BB & T CORP		3/27/09	4/21/10		Purchase 17,088	9,628			7,460
BP PLC SPON ADR		3/13/09	6/09/10		Purchase 5,932	7,740			-1,808
BP PLC SPON ADR		3/20/09	6/09/10		Purchase 8,897	12,299			-3,402
BP PLC SPON ADR		4/24/09	6/04/10		Purchase 18,733	24,476			-5,743
Total				\$ 177,796	\$ 232,726	\$ 0	\$ 0	\$ 0	\$ -54,930

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books		Net Investment Income		Adjusted Net Income	
RIVEDALE TOWNE APARTMENT	\$	14,487	\$	14,487	\$	14,487
WHITFIELD TOWNE APARTMENT		-29,018		-29,018		-29,018
ENTERPRSE GP HOLDINGS L.P.		-890		-890		-890
Total	\$	-15,421	\$	-15,421	\$	-15,421

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Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
JONATHAN ACKERMAN ESQ	\$ 1,760	\$ 1,760	\$ 1,760	\$ 1,760
Total	\$ 1,760	\$ 1,760	\$ 1,760	\$ 1,760

Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
L.K.KEST & ASSOCIATES T/R & ACCTG 6.30.08	\$ 6,288	\$ 6,288	\$ 6,288	\$ 6,288
Total	\$ 6,288	\$ 6,288	\$ 6,288	\$ 6,288

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
UBS - PAINE WEBBER	\$ 0	\$ 0	\$ 0	\$ 0
Total	\$ 0	\$ 0	\$ 0	\$ 0

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Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
GNMA POOLS	\$ 64,522	\$ 53,564		\$ 59,234
US. TREASURY NOTE 3.1255				
FNMA CALL 4.75% MAT 2.21.13	51,064	51,064		55,877
FNMA 4.3755 MAT 3/15/13	24,666	24,666		27,242
FHLMC CALL 5% MAT 2/18/15				
FNMA CALL 5% MAT 8/05/16				
FNMA CALL 5.5%MAT 8/20/19				
FNMA 5.25% MATURES 8/10/12				
	54,056	54,056		53,964
Total	\$ 194,308	\$ 183,350		\$ 196,317

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
LORD ABBOTT LARGE CAP	\$ 149,908	\$ 95,812		\$ 66,865
LORD ABBETT AFFL FD CL.A.	171,573	205,018		141,707
ABBOTT LABS		27,697		23,390
AFLACC INC		8,471		8,534
AGL RESOURCES INC		3,496		3,582
AMERICAN ELECRTI POWERCO		16,170		16,150
ASTRAZENECA PLC SPOM ADR	37,549	38,303		47,130
A.T & T, INC.	42,340	42,340		38,704
AMEREN CORP	19,900			
BANK AMERICA CORP	24,371	7,377		7,185
BP PLC SPON ADR	41,515			
B B & T CORP	30,166	8,701		13,155

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
BOB EVANS FARMS INS				
	\$	\$	6,431	\$ 4,924
BRIISTOL MYERS SQUIBB CO			6,152	7,482
BRITISH AMERICAN TOBACCO PL GB			6,099	6,330
COCA COLA CO.COM			11,170	10,024
CON EDISON CO HOLDING CO			13,826	12,930
COLGATE PALMOLIVE CO				
	30,254	30,254		39,380
CITIZENS SOUTH BANKING CORP				
	3,097			
EXXON MOBIL CORP				
	10,028	10,028		11,414
GENERAL ELECTRIC CORP				
	54,725	6,214		7,210
J,P,MORGAN CHASE				
	8,960	8,960		10,983
HUNT J B TRANS SVCS				
	2,388	2,388		3,267
JOHNSON & JOHNSON COM.				
	71,035	71,035		70,872
MARATHON OIL CORP				
		6,160		6,218
MCDONALD CORP				
	10,937	10,937		13,174
MICROSOFT CORP				
	9,646	9,646		11,505
NATIONAL PLC NEW SPON ADR				
		12,098		11,049
NOVARTIS AG SPON ADR				
		9,279		9,664
PROCTOR & GAMBLE CO				
	55,702	55,702		59,980
RAYTHEON				
		9,349		9,678
RPM INTERNL (DELA)				
		12,033		12,488
SOUTHERN CO.				
		6,425		6,656
SPECTRA ENERGY CORP				
		6,842		6,021
SUPERTVALUE INC				
		11,501		10,035
TOTSL S.A. FRANCE SPON ADR				
		7,571		5,420
UNILEVER NY NEW NETHRLANDS SPON ADR				
	7,337	7,337		8,196
UNITED PARCEL SERVICE INC CL B				
		9,896		5,689

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
VALERO ENERGY CORP NEW	\$	\$ 9,718		\$ 8,990
WELLS FARGO & CO NEW	30,073	14,769		12,800
WESTAR ENERGY INC		11,132		10,805
3 M CO	26,683	26,683		39,495
Total	\$ 838,187	\$ 863,020		\$ 799,081

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
CORPORATE PREF. SECURITIES	\$	\$		\$
GOLDMAN SACHS BANK NY USA 4% 3/18/	80,000	80,000		84,025
METLIFE INC SERIES B	5,196	5,196		4,652
Total	\$ 85,196	\$ 85,196		\$ 88,677

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
RIVERDALE TOWNE	\$ 203,473	\$ 201,473		\$ 201,473
WHITFIELD TOWNE	118,773	165,158		165,158
Total	\$ 322,246	\$ 366,631		\$ 366,631

Statement 9 - Form 990-PF, Part II, Line 15 - Other Assets

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
PREPAID FED. TAX	\$ 812	\$ 728	\$ 728
Total	\$ 812	\$ 728	\$ 728

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<u>Description</u>	<u>Amount</u>
1611	\$ 2,699
reinvested capital	112,217
additioanl conrtibution to whitfield interest	46,385
Total	<u>\$ 161,301</u>

Statement 11 - Form 990-PF, Part III, Line 5 - Other Decreases

<u>Description</u>	<u>Amount</u>
net capital losses	\$ 54,930
Total	<u>\$ 54,930</u>

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Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
BAIS YAAKOV SCHOFOR GIRLS	11111 PARK HEIGHTS AVE				
OWINGS MILLS MD 21117	NONE			CONTRIBUTION	2,750
AVON BREAST CANCER FND.	1 AVON PLAZA			CONTRIBUTION	1,000
RYE NY 10580	NONE			CONTRIBUTION	
AVON BREAST CANCER FND.	1 AVON PLAZA			CONTRIBUTION	
RYE NY 10580	NONE			CONTRIBUTION	
DIENER SCHOOL	11510 FALLS ROAD			CONTRIBUTION	1,500
POTOMAC MD 20854	NONE			CONTRIBUTION	
E.I.F. REVLOK CANCER WALK	NONE			CONTRIBUTION	
HAR ZION AGUDATH ACHIM	1840 UNIVERSITY BLVD.			CONTRIBUTION	
SILVER SPING MD 20902	NONE			CONTRIBUTION	
HEBREW HOME OF GREATER	6121 MONTROSE ROAD			CONTRIBUTION	
ROCVILLE, MD 20852-4856	NONE			CONTRIBUTION	
JEWISH FOUNDATION FOR	1500 EAST JEFFERSON S TRE			CONTRIBUTION	
ROCKVILLE MD 20852-3839	NONE			CONTRIBUTION	
KESHER ISRAELCONGREGATION	2801 N - STREET N.W.			CONTRIBUTION	10,000
WASHINGTON DC 20007	NONE			CONTRIBUTION	
KOLLEL ZICHRON AMROM	NONE			CONTRIBUTION	
SILVER SPRING MD	358 CHESNUT HILL AVENUE			CONTRIBUTION	
N.E.I. INSTITUTE OF	NONE			CONTRIBUTION	
BRIGHTON MA 02135	REHOVBEIT YITZCHOC 1			CONTRIBUTION	
OHR YAAKOV YESHIVA	NONE			CONTRIBUTION	
HAR NOF, JERUSALEM	10101 CONNECTICUT AVENUE			CONTRIBUTION	
TEMPLE EMANUEL CONGREGATI	NONE			CONTRIBUTION	
KENSINGTON MD	35 ROSEWOOD LANE			CONTRIBUTION	
TORAH INSTITUTE OF	NONE			CONTRIBUTION	
OWINGS MILLS MD 21117	2010 LINDEN LANE			CONTRIBUTION	
YESHIVA OF GREATER	NONE			CONTRIBUTION	750
SILVER SPRING MD 20910				CONTRIBUTION	16,000
Total					