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**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

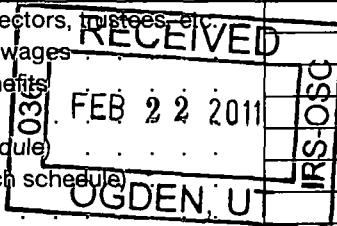
**2009**

For calendar year 2009, or tax year beginning 10/01, 2009, and ending 09/30, 20 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 <b>FREDERICK H. BEDFORD, JR. AND MARGARET S. BEDFORD CHARITABLE FOUNDATION</b>		A Employer identification number <b>13-3544702</b>
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) <b>610-559-3300</b>
	City or town, state, and ZIP code <b>EASTON, PA 18040</b>		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> 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"/>
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			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 4,544,412</b>		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	400,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	99,074	99,074		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	499,074	99,074			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	NONE			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	234			234
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	991			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	1,225			234
	25 Contributions, gifts, grants paid	358,837			358,837
26 Total expenses and disbursements. Add lines 24 and 25	360,062			359,071	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	139,012				
b Net investment income (if negative, enter -0-)		99,074			
c Adjusted net income (if negative, enter -0-)			0		



P 6

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1	Cash—non-interest-bearing . . . . .		413,757	229,686	229,686
	2	Savings and temporary cash investments . . . . .		3,266,119	3,590,193	4,314,325
	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 . . . . .		1,392	401	401
	10a	Investments—U.S. and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule) . . . . .				
	c	Investments—corporate bonds (attach schedule) . . . . .				
	11	Investments—land, buildings, and equipment: basis ▶ . . . . .				
		Less: accumulated depreciation (attach schedule) ▶ . . . . .				
	12	Investments—mortgage loans . . . . .				
	13	Investments—other (attach schedule) . . . . .				
	14	Land, buildings, and equipment: basis ▶ . . . . .				
		Less: accumulated depreciation (attach schedule) ▶ . . . . .				
	15	Other assets (describe ▶ . . . . .)				
	16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .		3,681,268	3,820,280	4,544,412
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				
<b>Net Assets or Fund Balances</b>		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>				
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .		3,681,268	3,820,280	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .		3,681,268	3,820,280	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .		3,681,268	3,820,280	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	3,681,268
2	Enter amount from Part I, line 27a . . . . .	2	139,012
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	3,820,280
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	3,820,280

**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.)
<b>1a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }		<b>2</b>	
<b>3</b> 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			<b>3</b>	

**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.

<b>1</b> 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	279,941	3,544,602	.078977
2007	267,009	4,295,486	.062160
2006	301,100	4,442,147	.067783
2005	249,558	3,930,296	.063496
2004	248,060	3,661,079	.067756
<b>2</b> Total of line 1, column (d)			<b>2</b> .340172
<b>3</b> 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			<b>3</b> .068034
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			<b>4</b> 4,345,036
<b>5</b> Multiply line 4 by line 3			<b>5</b> 295,610
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 991
<b>7</b> Add lines 5 and 6			<b>7</b> 296,601
<b>8</b> 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.			<b>8</b> 359,071

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

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>		991
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>		
<b>3</b>	Add lines 1 and 2	<b>3</b>		991
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		NONE
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>		991
<b>6</b>	<b>Credits/Payments:</b>			
<b>a</b>	2009 estimated tax payments and 2008 overpayment credited to 2009	<b>6a</b>		1,392
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		NONE
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		NONE
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>		1,392
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>		
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>		401
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2010 estimated tax</b> 401 <b>Refunded</b>	<b>11</b>		

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		✓
<b>b</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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		✓
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		✓
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		N/A
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
<b>6</b> 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?	✓	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ DE, PA		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		✓
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

**Part VII-A** Statements Regarding Activities (continued)

<b>11</b>	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)	<b>11</b>		✓
<b>12</b>	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		✓
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	<b>13</b>	✓	
<b>14</b>	The books are in care of ► JOHN F. MALLOY Telephone no. ► 610-559-3300 Located at ► P O. BOX 31 EASTON, PA ZIP+4 ► 18044			
<b>15</b>	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			<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
<b>1a</b> 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>b</b> If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	<b>1b</b>	N/A
<b>c</b> 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?	<b>1c</b>	✓
<b>2</b> 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)):		
<b>a</b> At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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.)	<b>2b</b>	N/A
<b>c</b> 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____		
<b>3a</b> 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>b</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.)	<b>3b</b>	N/A
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	✓
<b>b</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?	<b>4b</b>	✓

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

**b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?**5b**

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? ☐ 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? ☐ Yes ☒ No**6b**

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? ☐ Yes ☒ No**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
STATEMENT 1		NONE	NONE	NONE

**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 ☐

NONE

**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		NONE

**Part IX-A** Summary of Direct Charitable Activities

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

**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
<b>1</b> NONE	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b> NONE	
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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	4,192,678
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	218,526
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions) . . . . .	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	4,411,204
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	4,411,204
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) . . . . .	<b>4</b>	66,168
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	4,345,036
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	217,252

**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 )

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	217,252
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5 . . . . .	<b>2a</b>	991
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	991
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	216,261
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	216,261
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	216,261

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	359,071
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	NONE
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	359,071
<b>5</b>	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) . . . . .	<b>5</b>	991
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	358,080

**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
<b>1</b> Distributable amount for 2009 from Part XI, line 7 . . . . .				<b>216,261</b>
<b>2</b> Undistributed income, if any, as of the end of 2009:				
<b>a</b> Enter amount for 2008 only . . . . .				
<b>b</b> Total for prior years: 20____, 20____, 20____		<b>NONE</b>		
<b>3</b> Excess distributions carryover, if any, to 2009:				
<b>a</b> From 2004 . . . . .	<b>168,443</b>			
<b>b</b> From 2005 . . . . .	<b>249,558</b>			
<b>c</b> From 2006 . . . . .	<b>302,330</b>			
<b>d</b> From 2007 . . . . .	<b>267,009</b>			
<b>e</b> From 2008 . . . . .	<b>279,941</b>			
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	<b>1,267,281</b>			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4: ► \$ <b>359,071</b>				
<b>a</b> Applied to 2008, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions) . . . . .	<b>359,071</b>	<b>STATEMENT 3</b>		
<b>d</b> Applied to 2009 distributable amount . . . . .				
<b>e</b> Remaining amount distributed out of corpus . . . . .	<b>NONE</b>			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	<b>216,261</b>			<b>216,261</b>
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	<b>1,410,091</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		<b>NONE</b>		
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions . . . . .		<b>NONE</b>		
<b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions . . . . .				
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 . . . . .				
<b>7</b> 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) . . . . .	<b>NONE</b>			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	<b>NONE</b>			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	<b>1,410,091</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2005 . . . . .	<b>201,740</b>			
<b>b</b> Excess from 2006 . . . . .	<b>302,330</b>			
<b>c</b> Excess from 2007 . . . . .	<b>267,009</b>			
<b>d</b> Excess from 2008 . . . . .	<b>279,941</b>			
<b>e</b> Excess from 2009 . . . . .	<b>359,071</b>			

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

<b>1a</b> 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 . . . . .	N/A				
<b>b</b> Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
<b>2a</b> 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>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> <b>STATEMENT 2</b>				
<b>Total</b>			▶ <b>3a</b>	358,837
<b>b</b> <i>Approved for future payment</i> <b>N/A</b>				
<b>Total</b>			▶ <b>3b</b>	

Enter gross amounts unless otherwise indicated.

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	
<b>1</b> Program service revenue:					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments . . . . .					
<b>3</b> Interest on savings and temporary cash investments			<b>14</b>	<b>99,074</b>	
<b>4</b> Dividends and interest from securities . . . . .					
<b>5</b> Net rental income or (loss) from real estate:					
<b>a</b> Debt-financed property . . . . .					
<b>b</b> Not debt-financed property . . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income . . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory					
<b>9</b> Net income or (loss) from special events . . . . .					
<b>10</b> Gross profit or (loss) from sales of inventory . . . . .					
<b>11</b> Other revenue. <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .				<b>99,074</b>	
<b>13</b> <b>Total.</b> Add line 12, columns (b), (d), and (e) . . . . .				<b>99,074</b>	<b>99,074</b>

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

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

[illegible]

		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		✓
	(2) Other assets		✓
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		✓
	(2) Purchases of assets from a noncharitable exempt organization		✓
	(3) Rental of facilities, equipment, or other assets		✓
	(4) Reimbursement arrangements		✓
	(5) Loans or loan guarantees		✓
	(6) Performance of services or membership or fundraising solicitations		✓
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		✓
<b>d</b>	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.		

[illegible]

**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

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.

**Sign Here**

Signature of officer or trustee: John F. Malloy Date: February 7 2011 Title: PRESIDENT

Paid preparer's use only	Preparer's signature 	Date <u>2/2/11</u>	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see <b>Signature</b> on page 30 of the instructions)  P00294236

Firm's name (or yours if self-employed), address, and ZIP code	DELOITTE TAX LLP 1700 MARKET STREET, PHILADELPHIA, PA 19103	EIN ▶	86-1065772
		Phone no.	215-246-2300

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

**2009**

Name of the organization

FREDERICK H. BEDFORD, JR. AND MARGARET S.  
BEDFORD CHARITABLE FOUNDATION

Employer identification number

13 ; 3544702

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)( ) (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33⅓% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ .....

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **FREDERICK H. BEDFORD, JR. AND MARGARET S.  
BEDFORD CHARITABLE FOUNDATION**

Employer identification number  
**13 : 3544702**

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	VICTAULIC COMPANY 4901 KESSLERSVILLE ROAD EASTON, PA 18040	\$ 400,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

FREDERICK H. BEDFORD, JR. AND MARGARET S.

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT' AND OTHER ALLOWANCES
JOHN F. MALLOY P.O. BOX 31 EASTON, PA 18044-0031	PRESIDENT	NONE	NONE	NONE
PIERRE D'AFENBERG P.O. BOX 31 EASTON, PA 18044-0031	VICE PRESIDENT	NONE	NONE	NONE
MUFIE B. MURRAY 86 BLACHSIDE AVENUE GREENS FARMS, CT 06436	TREASURER	NONE	NONE	NONE
PAT FISHER P.O. BOX 31 EASTON, PA 18044-0031	SECRETARY	NONE	NONE	NONE
GRAND TOTALS		NONE	NONE	NONE

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
ACE MENTOR PROGRAM 400 MAIN STREET, SUITE 600 STAMFORD, CT 06901	NON-PF		GENERAL CHARITABLE CONTRIBUTION	10,000
ALBURTIS AREA COMMUNITY CENTER P O BOX 381 ALBURTIS, PA 18011	NON-PF		GENERAL CHARITABLE CONTRIBUTION	500
ALBURTIS VOLUNTEER FIRE DEPT 328 SOUTH MAIN STREET ALBURTIS, PA 18011	NON-PF		GENERAL CHARITABLE CONTRIBUTION	1,000
ALZHEIMER'S NORTH CAROLINA, INC 1305 NAVAHO DRIVE, STE 101 RALEIGH, NC 27609	NON-PF		GENERAL CHARITABLE CONTRIBUTION	500
AUXILIARY OF ST LUKE'S HOSPITAL 801 OSTRUM STREET BETHLEHEM, PA 18015	NON-PF		GENERAL CHARITABLE CONTRIBUTION	1,500
BOYS & GIRLS CLUB OF EASTON INC P O BOX 741 EASTON, PA 18042	NON-PF		GENERAL CHARITABLE CONTRIBUTION	2,500
CHILD ADVOCACY CENTER OF LEHIGH COUNTY, INC 740 HAMILTON STREET ALLENTOWN, PA 18101	NON-PF		GENERAL CHARITABLE CONTRIBUTION	1,438
CHILDREN'S HOME OF EASTON 25TH STREET & LEHIGH DRIVE EASTON PA 18042	NON-PF		GENERAL CHARITABLE CONTRIBUTION	7,500
ASPCA 424 EAST 92ND STREET NEW YORK, NY 10128	NON PF		GENERAL CHARITABLE CONTRIBUTION	2,500
GARRISON FOREST SCHOOL, INC 300 GARRISON FOREST ROAD OWINGS MILLS, MD 21117	NON-PF		GENERAL CHARITABLE CONTRIBUTION	2,500

COMMUNITY FIRE COMPANY OF FORKS TWP P O BOX 584 EASTON, PA 18040	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,500
COMMUNITIES IN SCHOOLS IN L V INC P O BOX 772 ALLENTOWN, PA 18105	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500
COMMUNITY SERVICES FOR CHILDREN, INC 1520 HANOVER AVENUE ALLENTOWN, PA 18109	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500
DESALES UNIVERSITY 2755 STATION AVENUE CENTER VALLEY, PA 18034	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,500
THE FORKS OF THE DELAWARE SHAD FISHING TOURNAMENT P O BOX 807 EASTON, PA 18044-0907	NON-PF	GENERAL CHARITABLE CONTRIBUTION	600
FOUNDRY EDUCATIONAL FOUNDATION 1695 NORTH PENNY LANE SCHAUMBURG, IL 60173	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000
FRANKLIN TOWNSHIP VOLUNTEER FIRE CO 1 & 2 P O BOX 43 BROADWAY, NJ 08808	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500
FRANKLIN TOWNSHIP RESCUE SQUAD P O BOX 224 BROADWAY, NJ 08808	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500
GIRL SCOUTS-GREAT VALLEY COUNCIL, INC 2633 MORAVIAN AVENUE ALLENTOWN, PA 18103	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500
GREENS FARMS ACADEMY 35 BEACHSIDE AVENUE GREENS FARMS, CT 06436	NON-PF	GENERAL CHARITABLE CONTRIBUTION	25,000
HUGH MOORE HISTORICAL PARK & MUSEUMS, INC 30 CENTRE SQUARE EASTON, PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000
LAFAYETTE COLLEGE 307 MARKLE HALL EASTON, PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5,000

LEHIGH VALLEY CHILD CARE, INC 1550 HANOVER AVENUE ALLENTOWN, PA 18109-2354	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000
LEHIGH VALLEY HEALTH NETWORK 1247 SOUTH CEDAR CREST BOULEVARD, SUITE 200 ALLENTOWN, PA 18103	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5,000
LELAND RESCUE SQUAD 9866 WAYNE STREET NE LELAND, NC 28451	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500
LELAND VOLUNTEER FIRE DEPARTMENT 1004 VILLAGE ROAD NE LELAND, NC 28451	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500
MACUNGIE AMBULANCE CORP P O BOX 114 MACUNGIE, PA 18062	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500
MAYO CLINIC FOUNDATION 200 FIRST STREET SW ROCHESTER, MN 55905	NON-PF	GENERAL CHARITABLE CONTRIBUTION	10,000
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10021	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5,000
MILLER KEYSTONE MEMORIAL BLOOD CENTER 1465 VALLEY CENTER PARKWAY BETHLEHEM, PA 18020	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000
MINSI TRAILS COUNCIL BSA P O BOX 20624 LEHIGH VALLEY, PA 18002-0624	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY 1251 SOUTH CEDAR CREST BOULEVARD, SUITE 102C ALLENTOWN, PA 18103	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000
NATURE CONSERVANCY 32 SOUTH EWING STREET HELENA, MT 59601	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5,000
NAVASSA VOLUNTEER FIRE DEPARTMENT 336 MAIN STREET NAVASSA, NC 28451	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500

NEW BETHANY MINISTRIES 337 WEST WYANDOTTE STREET BETHLEHEM, PA 18015	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000
NEW YORK AND PRESBYTERIAN HOSPITAL 177 FORT WASHINGTON AVENUE NEW YORK, NY 10032	NON-PF	GENERAL CHARITABLE CONTRIBUTION	30,000
NORTHAMPTON COUNTY AREA COMMUNITY COLLEGE 3835 GREEN POND ROAD BETHLEHEM, PA 18020	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,500
THE AMERICAN FRIENDS OF THE PARIS OPERA AND BALLET 972 FIFTH AVENUE NEW YORK, NY 10075	NON-PF	GENERAL CHARITABLE CONTRIBUTION	30,000
THE PENNSYLVANIA STATE UNIVERSITY 221 LEONHARD BUILDING UNIVERSITY PARK, PA 16802	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,500
PENNSYLVANIA COLLEGE OF TECHNOLOGY FOUNDATION INC 1 COLLEGE AVENUE WILLIAMSPORT, PA 17701	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,500
PROJECT OF EASTON, INC 330 FERRY STREET EASTON, PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,500
ST LUKES HOSPITAL 801 OSTRUM STREET BETHLEHEM, PA 18015	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5,000
SAFE HARBOR EASTON 536 BUSHKILL STREET EASTON, PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,000

SISTERS OF ST. JOSEPH 1020 WEST STATE STREET BADEN, PA 15005-1342	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5,000
STATE THEATRE CENTER FOR THE ARTS, INC 453 NORTHAMPTON STREET EASTON, PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5,000
SUFFOLK UNIVERSITY 8 ASHBURTON PLACE BOSTON, MA 02108-2770	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5,000
THIRD STREET ALLIANCE FOR WOMEN AND CHILDREN 41 NORTH THIRD STREET EASTON, PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,000
TURNING POINT OF LEHIGH VALLEY INC P O BOX 5355 BETHLEHEM PA 18015	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000
TWO RIVERS HEALTH & WELLNESS FOUNDATION 1101 NORTHAMPTON STREET, SUITE 101 EASTON, PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,000
BARRINGTON AREA UNITED WAY P O BOX 733 BARRINGTON, IL 60011-0733	NON-PF	GENERAL CHARITABLE CONTRIBUTION	67
FOX VALLEY UNITED WAY 40 WEST DOWNER PLACE AURORA, IL 60506	NON-PF	GENERAL CHARITABLE CONTRIBUTION	100
UNITED WAY OF THE BAY AREA 221 MAIN STREET, SUITE 300 SAN FRANCISCO, CA 94105	NON-PF	GENERAL CHARITABLE CONTRIBUTION	71
UNITED WAY OF BRISTOL, TN-VA P O BOX 696 BRISTOL, TN 37621-0696	NON-PF	GENERAL CHARITABLE CONTRIBUTION	150
UNITED WAY OF CAPE FEAR P O BOX 1503 WILMINGTON, NC 28402-1503	NON-PF	GENERAL CHARITABLE CONTRIBUTION	6,950
UNITED WAY OF COLLIER COUNTY, INC 848 FIRST AVENUE NORTH, #240 NAPLES, FL 34102	NON-PF	GENERAL CHARITABLE CONTRIBUTION	210

UNITED WAY OF GREATER CLEVELAND 1331 EUCLID AVENUE CLEVELAND, OH 44115-1819	NON-PF	GENERAL CHARITABLE CONTRIBUTION	56
UNITED WAY OF GREATER HOUSTON P O BOX 3247 HOUSTON, TX 77253	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500
UNITED WAY OF GREATER KANSAS CITY 1080 WASHINGTON STREET KANSAS CITY, MO 64105-2216	NON-PF	GENERAL CHARITABLE CONTRIBUTION	300
UNITED WAY OF GREATER LEHIGH VALLEY 2200 AVENUE A, 3RD FLOOR BETHLEHEM, PA 18017	NON-PF	GENERAL CHARITABLE CONTRIBUTION	125,827
UNITED WAY OF GREATER PLYMOUTH COUNTY 928 WEST CHESTNUT STREET, 2ND FLOOR BROCKTON, MA 02301	NON-PF	GENERAL CHARITABLE CONTRIBUTION	399
UNITED WAY OF GREATER ST LOUIS, INC 910 NORTH 11TH STREET ST LOUIS, MO 63101	NON-PF	GENERAL CHARITABLE CONTRIBUTION	90
UNITED WAY OF HORRY COUNTY, INC P O BOX 673 CONWAY, SC 29528-0673	NON-PF	GENERAL CHARITABLE CONTRIBUTION	250
UNITED WAY OF LONG ISLAND 819 GRAND BOULEVARD DEER PARK, NY 11729-5703	NON-PF	GENERAL CHARITABLE CONTRIBUTION	210
UNITED WAY OF METROPOLITAN ATLANTA 100 EDGEWOOD AVENUE, NE ATLANTA, GA 30303-3028	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,500
UNITED WAY OF METROPOLITAN TARRANT COUNTY P O BOX 4448 FORT WORTH, TX 76164-0448	NON-PF	GENERAL CHARITABLE CONTRIBUTION	100
UNITED WAY OF MONROE COUNTY P O BOX 790 TANNERSVILLE, PA 18372-0790	NON-PF	GENERAL CHARITABLE CONTRIBUTION	700
UNITED WAY OF NATIONAL CAPITAL AREA 1725 I STREET, NW, SUITE 200 WASHINGTON, DC 20006	NON-PF	GENERAL CHARITABLE CONTRIBUTION	75

VALLEY OF THE SUN UNITED WAY P O BOX 10748 PHOENIX, AZ 85064-0748	NON-PF	GENERAL CHARITABLE CONTRIBUTION	400
UNITED WAY OF WARREN COUNTY, INC 22 KYHARTS LANE, 2ND FLOOR WASHINGTON, NJ 07882-4301	NON-PF	GENERAL CHARITABLE CONTRIBUTION	145
VALLEY YOUTH HOUSE 827-829 LINDEN STREET ALLENTOWN, PA 18101	NON-PF	GENERAL CHARITABLE CONTRIBUTION	8,800
VIA OF THE LEHIGH VALLEY, INC 338 WEST SPRUCE STREET BETHLEHEM, PA 18018	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000
VOLUNTEER CENTER OF THE LEHIGH VALLEY 2121 CITY LINE ROAD BETHLEHEM, PA 18017	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000
WATER FOR PEOPLE - USA 6666 WEST QUINCY AVENUE DENVER, CO 80235-3011	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,800
WDIY COMMUNITY PUBLIC RADIO 301 BROADWAY BETHLEHEM, PA 18018	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500
THE CARL & EMILY WELLER CENTER FOR HEALTH EDUCATION 325 NORTHAMPTON STREET EASTON, PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	3,000
WILSON AREA PARTNERS IN EDUCATION FOUNDATION, INC 2040 WASHINGTON BOULEVARD EASTON, PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,100
WOMEN'S 5K CLASSIC P O BOX 509 ALLENTOWN, PA 18105	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500
		TOTAL CONTRIBUTIONS PAID	<u>358,837</u>

**Frederick H. Bedford, Jr. and Margaret S. Bedford Charitable Foundation**  
**Federal I.D. No. 13-3544702**  
**For the Year Ended September 30, 2010**

**Statement Pursuant to Regulation Section 53.4942(a)-3(d)2**

The Bedford Foundation is hereby electing to designate all current year qualifying distributions as distributions out of Foundation's corpus in accordance with Regulation Section 53.4942(a)-3(d)2.