Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning DEC 1, 2009 , and ending NOV 30, 2010

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: JOSEPH G. BRADLEY CHARITABLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: C/O COZEN O'CONNOR 1900 MARKET STREET

City or town, state, and ZIP code: PHILADELPHIA, PA 19103

A Employer identification number: 23-7647762

B Telephone number: (215) 665-4628

C If exemption application is pending, check here ▶☐

D 1 Foreign organizations, check here ▶☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 5,547,737.

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

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

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

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	76.	76.		STATEMENT 1
	4 Dividends and interest from securities	109,505.	109,505.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-47,688.			
	b Gross sales price for all assets on line 6a 2,145,608.				
	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)				
	11 Other income	8,640.	8,640.		STATEMENT 3
	12 Total Add lines 1 through 11	70,533.	118,221.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	10,123.	5,061.		5,062.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	9,145.	4,573.		4,572.
	b Accounting fees				
	c Other professional fees				
	17 Interest	23.	23.		0.
	18 Taxes STMT 5	1,459.	208.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses Add lines 13 through 23	20,750.	9,865.		9,634.
	25 Contributions, gifts, grants paid	217,535.			217,535.
	26 Total expenses and disbursements. Add lines 24 and 25	238,285.	9,865.		227,169.
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	-167,752.			
	b Net investment income (if negative, enter -0-)		108,356.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	80,475.	78,152.	78,152.
	2 Savings and temporary cash investments			
	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			
	7 Other notes and loans receivable ▶			
	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	178,602.		
	b Investments - corporate stock STMT 6	4,674,407.	4,636,924.	5,264,516.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	0.	51,907.	202,900.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ ESTIMATED TAXES)	3,420.	2,169.	2,169.
	16 **Total assets** (to be completed by all filers)	4,936,904.	4,769,152.	5,547,737.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31**			
	27 Capital stock, trust principal, or current funds	4,936,904.	4,769,152.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	4,936,904.	4,769,152.	
	31 **Total liabilities and net assets/fund balances**	4,936,904.	4,769,152.	

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	4,936,904.
2	Enter amount from Part I, line 27a	2	-167,752.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,769,152.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,769,152.

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				
b	SEE ATTACHED STATEMENT			
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	2,145,608.		2,193,296.	-47,688.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				-47,688.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } — 2 — -47,688.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 — 3 — N/A

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 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	341,242.	4,509,255.	.075676
2007	390,944.	6,791,349.	.057565
2006	380,005.	8,168,186.	.046523
2005	366,594.	7,722,140.	.047473
2004	365,464.	7,674,361.	.047621

2	**Total** of line 1, column (d)	2	.274858
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	.054972
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,265,063.
5	Multiply line 4 by line 3	5	289,431.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,084.
7	Add lines 5 and 6	7	290,515.
8	Enter qualifying distributions from Part XII, line 4	8	227,169.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	2,167.
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	2,167.
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	2,167.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 2,169.		
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	2,169.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	2.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 2. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ COZEN O'CONNOR Telephone no ▶ (215) 665-4628

Located at ▶ 1900 MARKET STREET, PHILADELPHIA, PA ZIP+4 ▶ 19103

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 | N/A

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see 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. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

			Yes	No
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)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
ANDREW R. NEHRBAS PENN VALLEY, PA 19072	TRUSTEE 0.00	10,123.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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 ▶		0

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

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,290,543.
b	Average of monthly cash balances	1b	54,699.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,345,242.
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	5,345,242.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	80,179.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,265,063.
6	**Minimum investment return** Enter 5% of line 5	6	263,253.

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

1	Minimum investment return from Part X, line 6			1	263,253.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,167.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,167.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	261,086.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	261,086.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	261,086.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	227,169.
b	Program-related investments - total from Part IX-B	1b	0.
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	227,169.
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	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	227,169.

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

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				261,086.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			217,535.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 227,169.				
a Applied to 2008, but not more than line 2a			217,535.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				9,634.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				251,452.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010** Subtract lines 7 and 8 from line 6a	0.			
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 instructions and Part VII-A, question 9) N/A

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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 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:

TO FOUNDATION

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

NO SPECIAL FORM

c Any submission deadlines

NONE

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

DISTRIBUTIONS LIMITED TO ORGANIZATIONS THAT CARRY OUT THE PURPOSE OF THE FOUNDATION

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				
ST. MARK'S EPISCOPAL CHURCH, GLENDALE, CA	NONE	NONE	FOR ORGAN RESTORATION	100,000.
STAMBAUGH AUDITORIUM, YOUNGSTOWN, OH	NONE	NONE	FOR ORGAN RESTORATION	117,535.
Total			▶ 3a	217,535.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

923611 02-02-10

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	76.	
4 Dividends and interest from securities			14	109,505.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	8,640.	
8 Gain or (loss) from sales of assets other than inventory			18	-47,688.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		70,533.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 70,533.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Andrew R [illegible] TTEE 3/24/11

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	[signature]	Date 7/1/11	Check if self-employed ▶ ☐	Preparer's identifying number P00813[illegible]
Firm's name (or yours if self employed), address and ZIP code	COZEN O'CONNOR 1900 MARKET STREET PHILADELPHIA, PA 19103-3508	EIN ▶	Phone no. 215-665-4628

Form 990-PF (2009)

923622 02-02-10

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo , day, yr.)
1a	SEE SCHEDULE ATTACHED	P		
b	ACE LIMITED LITIGATION PROCEEDS	P		
c	MERRILL LYNCH LITIGATION PROCEEDS	P		
d	HENDERSON NATIONAL BANK PROCEEDS	P		
e	UNITED HEALTH LITIGATION PROCEEDS	P		
f	LUMINENT CLASS ACTION PROCEEDS	P		
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	2,139,208.		2,193,296.	-54,088.
b	2.			2.
c	501.			501.
d	169.			169.
e	3,154.			3,154.
f	2,574.			2,574.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-54,088.
b				2.
c				501.
d				169.
e				3,154.
f				2,574.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	-47,688.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

923591
04-24-09

Joseph G. Bradley Charitable Foundation
Legg Mason Investment Account
30-Nov-10

DESCRIPTION	# OF SHARES	SALE PRICE	COST	GAIN (LOSS)
Altria Group Inc	1,000	20,069 18	21,745 29	(1,676 11)
Arch Coal Inc	2,000	46,912 53	29,967 08	16,945 45
Boeing Company	500	36,592 48	25,846 89	10,745 59
Caterpillar Inc	500	35,454 05	33,052 61	2,401 44
Clean Energy Fuels Corp	6,000	119,018 75	100,574 47	18,444 28
Clinical Data Inc	2,000	39,492 69	33,846 80	5,645 89
Deere & Co	1,000	60,314 11	35,833 07	24,481 04
Dendreon Corp	1,000	31,633 59	25,497 36	6,136 23
Disney Walt Company	2,000	61,933 91	52,385 20	9,548 71
Dominion Resources	500 000	20,525 05	16,684 58	3,840 47
Ebay Inc	2,000	41,275 23	84,828 60	(43,553 37)
First Eagle Global Fund Cl C	1,770	67,570 06	70,808 24	(3,238 18)
Foster Wheeler AG	1,500	34,261 11	45,352 48	(11,091 37)
General Electric Co.	2,500	43,620 11	94,398 64	(50,778 53)
Harsco Corp	1,500	32,149 32	46,751 30	(14,601 98)
Independent Bank Corp	1,000	23,573 06	4,809 50	18,763 56
Investors Real Estate Trust	5,000	45,612 85	41,250 00	4,362 85
KBR Inc	2,500	64,363 91	54,864 53	9,499 38
Legg Mason Western Asset Short-Term Bond Fund	19,947	75,000 00	81,219 54	(6,219 54)
Market Vectors ETF Tr Gold Miners Fund	1,000	46,434 40	44,389 79	2,044 61
Mead Johnson Nutrition Company	1,000	49,894 10	46,776 90	3,117.20
Metro Bancorp Inc.	5,000	57,120 26	62,007 00	(4,886 74)
MTS Systems Corp	1,500	55,366 98	45,274 72	10,092 26
NII Holdings Inc Class B	1,000	40,613 80	64,553 76	(23,939 96)
Nutrisystem Inc	6,000	124,279 69	114,001 98	10,277 71
Online Resources Corp	10,000	43,168 86	68,117 90	(24,949 04)
Packaging Corp of America	3,000	68,399 13	65,816 74	2,582 39
Parker-Hannifin Corp	1,050	73,728 46	61,180 10	12,548 36
Petrohawk Corp	1,500	25,207 46	36,032 00	(10,824 54)
PNC Financial Services Group Inc	1,500	84,752 80	80,971 34	3,781 46
PPG Industries Inc	1,000	66,306 51	19,945 00	46,361 51
Schlumberger Ltd	500	30,047 73	46,394 38	(16,346 65)
Seligman Premium Technology Growth Fund	3,000	59,280 27	60,296 52	(1,016 25)
South Jersey Industries Inc	2,000	84,961 07	78,955 00	6,006 07
Successfactors Inc	1,500	37,728 31	32,183 00	5,545 31
Technitrol Inc	12,000	47,390 54	131,772 88	(84,382 34)
Tetra Tech Inc	1,500	31,937 32	32,931 46	(994 14)
US Treasury Stripped Nt 11/15/10	100,000 000	100,000 00	100,000 00	-
US Treasury Stripped Nt 11/15/11	100,000 000	99,550 00	91,479 53	8,070 47
Westport Innovations Inc	1,000	13,668 46	10,500 00	3,168 46
		2,139,208 14	2,193,296 18	(54,088 04)

Attachment to Form 990-PF
Part IV Line 1a

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
JANNEY MONTGOMERY SCOTT LLC	76.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	76.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JANNEY MONTGOMERY SCOTT LLC	109,328.	0.	109,328.
MORGAN STANLEY SMITH BARNEY LLC	177.	0.	177.
TOTAL TO FM 990-PF, PART I, LN 4	109,505.	0.	109,505.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
KINDER MORGAN ENERGY PARTNERS, LP	8,640.	8,640.	
TOTAL TO FORM 990-PF, PART I, LINE 11	8,640.	8,640.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WOLFBLOCK, LLP	4,639.	2,320.		2,319.
COZEN O'CONNOR	4,506.	2,253.		2,253.
TO FM 990-PF, PG 1, LN 16A	9,145.	4,573.		4,572.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	1,251.	0.		0.
FOREIGN TAXES	208.	208.		0.
TO FORM 990-PF, PG 1, LN 18	1,459.	208.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	4,636,924.	5,264,516.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,636,924.	5,264,516.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
KINDER MORGAN ENERGY PARTNERS LP	COST	0.	140,900.
BOARDWALK PIPELINE PARTNERS LP	COST	51,907.	62,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		51,907.	202,900.

Joseph G. Bradley Charitable Foundation
Legg Mason Investment Account
30-Nov-10

STOCK DESCRIPTION	# OF SHARES 11/30/2010	COST 11/30/2010	MARKET VALUE 11/30/2010
Abbott Labororatories	1,300 00	70,972 77	60,463 00
Activision Blizzard Inc	3,000 00	35,937 85	35,220 00
Apple Inc	800 00	68,595 09	248,920 00
Assured Guaranty Limited	1,500 00	30,539 00	25,515 00
Baxter International Corp	2,000 00	27,075 15	97,100 00
Caterpillar Inc	1,000 00	66,105 22	84,600 00
Chevron Corporation	1,000 00	53,796 75	80,970 00
Clinical Data Inc	5,000 00	83,018 19	91,400 00
Comcast Corp 7% Pfd	1,500 00	37,500 00	38,460 00
Conoco Phillips	2,000 00	26,222 74	120,340 00
Corporate Office Properties Trust	1,500 00	22,668 70	50,865 00
Cytec Industries Inc	1,500 00	70,983 86	71,745 00
Deere & Co	1,000 00	35,833 06	74,700 00
Deutsche Bank Capital Tr V	1,000 00	25,000 00	26,290 00
Exxon Mobil Corp	2,500 00	30,156 75	173,900 00
General Cable Corp	2,500 00	166,875 97	81,975 00
Glacier Bancorp Inc	2,343 00	27,868 55	31,232 19
Green Mountain Coffee Roasters Inc	3,000 00	81,927 02	111,240 00
Guess Inc	1,000 00	40,175 31	47,250 00
Henderson Global Equity Income Fund Class C	10,865 06	70,863 61	76,272 74
Hewlett Packard Co	3,500 00	85,694 76	146,755 00
Honeywell Intl Inc	1,000 00	51,871 83	49,710 00
Illinois Tool Works Inc	1,000 00	49,237 00	47,630 00
Independent Bank Corp	2,000 00	12,875 00	48,580 00
Ingersol Rand PLC	2,000 00	80,342 43	82,000 00
ITT Corp	2,000 00	103,792 29	92,000 00
Lance Inc	5,000 00	110,705 91	117,050 00
Legg Mason Batterymarch Emerging Markets Trust	4,993 01	95,351 20	113,141 51
Legg Mason Capital Mgmt Growth Trust	6,714 01	146,925 60	131,661 81
Legg Mason Capital Mgmt Opportunity Trust	9,601 45	177,302 54	99,086 94
Legg Mason Capital Mgmt Special Invesment Trust	12,613 11	446,184 77	368,933 40
Legg Mason Capital Mgmt Value Trust	3,899 48	170,110 35	143,540 00
Legg Mason Clearbridge Aggressive Growth Fund	489 48	50,000 00	44,522 73
Legg Mason Partners Financial Services Fund	26,128 98	312,510 93	269,389 76
Legg Mason Western Asset Short-Term Bond Fund C	72,647 70	295,251 32	283,326 04
Loomis Sayles Strategic Income Fund	8,318 27	120,120 58	122,195 31
Market Vectors ETF Tr Rare Earth Strategic	2,000 00	41,414 12	39,880 00
Merck & Co Inc	2,000 00	23,853 23	68,940 00
Merrill Lynch Capital Trust II 6 45% Pfd	2,000 00	50,000 00	45,300 00
Microsoft Corp	3,500 00	93,235 98	88,401 25
Nextera Energy Inc	1,000 00	53,475 65	50,620 00
Northrim Bancorp Inc	1,050 00	26,186 32	19,834 50
Oracle Corp	2,000 00	52,478 75	54,090 00
Pepsico Inc	2,000 00	30,888 66	129,260 00
Petrobras	1,000 00	53,883 00	32,440 00
Philip Morris Intl	1,000 00	49,550 75	56,890 00
PNC Capital Trust E	2,000 00	50,000 00	51,160 00
PPG Industries Inc	1,000 00	19,935 00	77,960 00
Qualcomm Inc	2,000 00	89,285 21	93,640 00
Research In Motion Limited	450 00	32,544 85	27,823 50
Robert Half International Inc	1,500 00	42,399 89	41,580 00
Royce Fund-Pennsylvania Mutual Fund	20,921 97	169,559 85	207,545 91
Sprint Nextel Corp	10,000 00	38,707 00	37,800 00
Sterling Bancshares Capital Trust I	1,000 00	25,000 00	25,050 00
Tasty Baking Company	3,000 00	21,831 26	18,900 00
TICC Capital Corp	7,500 00	40,084 54	79,050 00
United Technologies Corp	1,000 00	65,267 16	75,270 00
Western Union Company	6,000 00	107,731 31	105,840 00
Zimmer Holdings Inc	1,000 00	79,219 60	49,260 00
Total Stocks		**4,636,924 23**	**5,264,515.59**

Attachment to Form 990-PF
Part II Line 10b