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
HEUER FOUNDATION 16376-0
C/O WILMINGTON TRUST COMPANY

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1100 NORTH MARKET STREET

City or town, state, and ZIP code
WILMINGTON, DE 19890-0900

A Employer identification number
51-0255378

B Telephone number
(302)651-1343

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) ▶$ 2,863,745.

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				
	4 Dividends and interest from securities	88,952.	88,952.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	62,574.			
	b Gross sales price for all assets on line 6a 1,164,048.				
	7 Capital gain net income (from Part IV, line 2)		62,574.		
	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	159.	159.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	151,685.	151,685.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	21,204.	10,602.		10,602.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	275.	275.		0.
	c Other professional fees STMT 4	30,000.	0.		30,000.
	17 Interest				
	18 Taxes STMT 5	5,050.	5,050.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	756.	756.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	57,285.	16,683.		40,602.
	25 Contributions, gifts, grants paid	286,000.			286,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	343,285.	16,683.		326,602.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<191,600.>			
	b **Net investment income** (if negative, enter -0-)		135,002.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.** Form **990-PF** (2009)

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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	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	548,047.	84,036.	84,036.
	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			
	b Investments - corporate stock STMT 7	2,638,887.	2,900,910.	2,779,709.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,186,934.	2,984,946.	2,863,745.
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 ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	3,186,934.	2,984,946.	
	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**	3,186,934.	2,984,946.	
	31 **Total liabilities and net assets/fund balances**	3,186,934.	2,984,946.	

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	3,186,934.
2	Enter amount from Part I, line 27a	2	<191,600.>
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	1.
4	Add lines 1, 2, and 3	4	2,995,335.
5	Decreases not included in line 2 (itemize) ▶ COMMON TRUST FUND ADJ	5	10,389.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,984,946.

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 ATTACHED	P		
b	SHORT TERM GAINS FROM COMMON TRUST FUNDS	P		
c	LONG TERM GAINS FROM COMMON TRUST FUNDS	P		
d	CAPITAL GAINS DIVIDENDS			
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	1,154,055.		1,101,474.	52,581.
b	4,180.			4,180.
c	4,333.			4,333.
d	1,480.			1,480.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				52,581.
b				4,180.
c				4,333.
d				1,480.
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	62,574.
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	210,233.	2,754,611.	.076320
2007	241,209.	3,587,030.	.067245
2006	409,212.	4,126,187.	.099174
2005	717,007.	4,289,137.	.167168
2004	608,092.	4,495,654.	.135262

2	**Total** of line 1, column (d)	2	.545169
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	.109034
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,934,060.
5	Multiply line 4 by line 3	5	319,912.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,350.
7	Add lines 5 and 6	7	321,262.
8	Enter qualifying distributions from Part XII, line 4	8	326,602.

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	1,350.
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	1,350.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,350.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 2,000.		
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	2,000.
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	650.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 650. **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) ▶ DE			
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 ▶ WILMINGTON TRUST CO Telephone no. ▶ (302) 651-1343

Located at ▶ 1100 NORTH MARKET STREET, WILMINGTON, DE ZIP+4 ▶ 19890-0900

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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
WILMINGTON TRUST COMPANY 1100 NORTH MARKET STREET WILMINGTON DE	TRUSTEE 1.00	21,204.	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	2,848,181.
b	Average of monthly cash balances	1b	130,560.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,978,741.
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	2,978,741.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	44,681.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,934,060.
6	**Minimum investment return.** Enter 5% of line 5	6	146,703.

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	146,703.
2a	Tax on investment income for 2009 from Part VI, line 5 2a 1,350.		
b	Income tax for 2009. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	1,350.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	145,353.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	145,353.
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	145,353.

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	326,602.
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	326,602.
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	1,350.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	325,252.

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					145,353.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				0.	
b Total for prior years: ____, ____, ____			0.		
3 Excess distributions carryover, if any, to 2009:					
a From 2004	140,122.				
b From 2005	528,240.				
c From 2006	208,349.				
d From 2007	65,898.				
e From 2008	210,233.				
f **Total** of lines 3a through e		1,152,842.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $	326,602.				
a Applied to 2008, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2009 distributable amount					145,353.
e Remaining amount distributed out of corpus		181,249.			
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		1,334,091.			
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					0.
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		140,122.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		1,193,969.			
10 Analysis of line 9:					
a Excess from 2005	528,240.				
b Excess from 2006	208,349.				
c Excess from 2007	65,898.				
d Excess from 2008	210,233.				
e Excess from 2009	181,249.				

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 ▶ [X] 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:

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
a *Paid during the year*				
SEE STATEMENT 8				
Total			▶ 3a	286,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) 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					
4 Dividends and interest from securities			14	88,952.	
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	159.	
8 Gain or (loss) from sales of assets other than inventory			18	62,574.	
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.		151,685.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 151,685.

(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

▶ [signature] | 3/23/10 | ▶ Trust officer

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶	Date	Check if self-employed ▶ ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code ▶		EIN ▶	
		Phone no.	

Report Cover Page

WILMINGTON TRUST

Investment Detail

Across Account(s) combine Principal and Income
As of November 30, 2010

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM Market
Base Currency - U.S. Dollar										
Common Stocks And Convertibles										
Energy										
BAKER HUGHES COMMON	294.0000	15,335.04	.54	52.1600	13,975.57	47 5360	1,359.47	176.40	1.15	
EXXON MOBIL CORPORATION COMMON		.00			.00		.00	.00		
OCCIDENTAL PETROLEUM CORP COMMON	191.0000	16,840 47	.59	88.1700	14,753.62	77.2441	2,086.85	290.32	1.72	
WEATHERFORD INTERNATIONAL LTD	504.0000	10,286.64	.36	20.4100	8,425.48	16.7172	1,861.16	.00		
TOTAL Energy	**989.0000**	**42,462.15**	**1.48**		**37,154.67**		**5,307.48**	**466.72**		
Consumer Staples										
COCA COLA ENTERPRISES INC	553.0000	13,354.95	.47	24.1500	9,045.79	16.3577	4,309.16	265.44	1 99	
CVS/CAREMARK CORPORATION	724.0000	22,444.00	.78	31 0000	20,446.58	28.2411	1,997.42	253.40	1.13	
MCDONALD'S CORPORATION COMMON	154.0000	12,058.20	.42	78.3000	10,236.09	66.4681	1,822.11	375.76	3 12	
PEPSICO INCORPORATED COMMON	195.0000	12,602.85	.44	64.6300	12,082.59	61 9620	520.26	374.40	2.97	
TOTAL Consumer Staples	**1,626.0000**	**60,460.00**	**2.11**		**51,811.05**		**8,648.95**	**1,269.00**		
Health Care										
BARD C R INCORPORATED COMMON	217.0000	18,412.45	.64	84.8500	17,944.66	82.6943	467.79	156.24	.85	
COVIDIEN LTD	403.0000	16,954.21	.59	42.0700	16,996.83	42.1758	(42.62)	322.40	1.90	
ROCHE HOLDINGS LTD SPONSORED ADR	281.0000	9,712.48	.34	34.5640	10,849.35	38.6098	(1,136.87)	325.96	3.36	
ST JUDE MEDICAL COMMON	539.0000	20,853.91	.73	38.6900	19,980.45	37.0695	873.46	.00		
STRYKER CORP COMMON	308.0000	15,427.72	.54	50.0900	14,117.96	45.8375	1,309.76	184.80	1.20	
TOTAL Health Care	**1,748.0000**	**81,360.77**	**2.84**		**79,889.25**		**1,471.52**	**989.40**		
Consumer Discretionary										
CARNIVAL CORP	313.0000	12,930.03	.45	41.3100	11,400.63	36.4237	1,529.40	125.20	.97	
GENERAL MOTORS CO	302 0000	10,328.40	.36	34.2000	10,143.09	33.5864	185.31	.00		
HARMAN INTERNATIONAL INDUSTRIES COMMON	246.0000	10,723 14	.37	43 5900	8,744.09	35.5451	1,979.05	.00		
HERTZ GLOBAL HOLDINGS INC COMMON	1,157.0000	14,184.82	.50	12.2600	12,060.80	10.4242	2,124.02	.00		
KROGER COMPANY COMMON	535.0000	12,599.25	.44	23.5500	11,249.65	21.0274	1,349.60	224.70	1.78	
MANPOWER WISCONSIN COMMON	199.0000	11,207 68	.39	56.3200	6,643.12	33.3825	4,564.56	147.26	1 31	
REPUBLIC SERVICES INC COMMON	484.0000	13,619.76	.48	28.1400	14,397.60	29.7471	(777.84)	387.20	2 84	
STANLEY BLACK & DECKER INC	304.0000	18,097.12	.63	59.5300	15,806.47	51.9950	2,290.65	413.44	2.28	

WILMINGTON TRUST

Investment Detail

Across Account(s) combine Principal and Income
As of November 30, 2010

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM Market
VIACOM INC CLASS B	530.0000	20,049.90	.70	37.8300	15,755.69	29.7277	4,294.21	318.00	1 59	
TOTAL Consumer Discretionary	**4,070.0000**	**123,740.10**	**4.32**		**106,201.14**		**17,538.96**	**1,615.80**		
Industrials										
AVERY DENNISON CORPORATION COMMON	282.0000	10,586.28	.37	37.5400	10,647.16	37.7559	(60.88)	225.60	2.13	
COOPER INDUSTRIES PLC CL A	289.0000	15,750.50	.55	54.5000	12,476.91	43.1727	3,273.59	312 12	1.98	
GENERAL ELECTRIC CO COMMON	980.0000	15,513.40	.54	15 8300	15,231 72	15.5426	281.68	470.40	3.03	
UNITED TECHNOLOGIES CORP COMMON	182.0000	13,699.14	.48	75.2700	12,651.86	69.5157	1,047.28	309.40	2.26	
WESTERN UNION CO	627.0000	11,060.28	.39	17.6400	9,345.79	14 9056	1,714.49	150.48	1.36	
TOTAL Industrials	**2,360.0000**	**66,609.60**	**2.33**		**60,353.44**		**6,256.16**	**1,468.00**		
Information Technology										
BMC SOFTWARE COMMON	335.0000	14,874.00	.52	44.4000	7,823 93	23.3550	7,050.07	.00		
CISCO SYSTEMS COMMON	571.0000	10,940.36	.38	19.1600	13,741.46	24.0656	(2,801.10)	.00		
GOOGLE INC CLASS A	27.0000	15,004.17	.52	555.7100	13,124.94	486.1089	1,879.23	.00		
HEWLETT-PACKARD CO COMMON	403.0000	16,897.79	.59	41.9300	17,081.13	42.3849	(183.34)	128.96	.76	
MICROSOFT CORP COMMON	582.0000	14,699.87	.51	25.2575	13,824.86	23 7541	875 01	372.48	2 53	
TYCO INTERNATIONAL LTD	624.0000	23,643.36	.83	37.8900	15,802.33	25.3242	7,841.03	575.95	2.44	
YAHOO! INC COMMON	836.0000	13,221.34	.46	15.8150	12,399.18	14.8316	822.16	00		
TOTAL Information Technology	**3,378.0000**	**109,280.89**	**3.82**		**93,797.83**		**15,483.06**	**1,077.39**		
Financials										
AMERICAN EXPRESS CO COMMON	258.0000	11,150.76	.39	43.2200	10,180 32	39.4586	970.44	185.76	1 67	
BANK OF AMERICA CORP COMMON	797.0000	8,727.15	.30	10.9500	9,159.52	11.4925	(432.37)	31.88	.37	
BLACKROCK INC COMMON	72.0000	11,736.00	.41	163.0000	11,900.34	165.2825	(164 34)	288.00	2.45	
CITIGROUP INC COMMON	2,196.0000	9,223.20	.32	4.2000	8,350 29	3.8025	872.91	.00		
NYSE EURONEXT	457.0000	12,485 24	.44	27.3200	13,587.61	29.7322	(1,102.37)	548.40	4 39	
PRUDENTIAL FINANCIAL INC COMMON	120.0000	6,081.60	21	50 6800	6,070.95	50.5912	10.65	138.00	2 27	
SUNTRUST BANKS COMMON	272.0000	6,353.92	.22	23.3600	7,046.98	25.9080	(693.06)	10.88	.17	
VISA INC CLASS A SHARES	178.0000	13,145.30	46	73.8500	13,070 02	73.4271	75.28	106.80	81	
WELLS FARGO & CO NEW COMMON	639.0000	17,387.19	.61	27.2100	15,398.24	24.0974	1,988.95	127.80	.74	
TOTAL Financials	**4,989.0000**	**96,290.36**	**3.36**		**94,764.27**		**1,526.09**	**1,437.52**		
Utilities										
AMERICAN ELECTRIC POWER CO COMMON	347.0000	12,353.20	.43	35.6000	10,833.93	31.2217	1,519.27	638.48	5.17	

WILMINGTON TRUST

Investment Detail

Across Account(s) combine Principal and Income
As of November 30, 2010

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM Market
EDISON INTERNATIONAL COMMON	375.0000	13,852 50	.48	36.9400	13,103 53	34.9427	748.97	472.50	3 41	
SEMPRA ENERGY COMMON	166.0000	8,314.94	.29	50.0900	7,968.55	48.0033	346.39	258.96	3 11	
TOTAL Utilities										
	888.0000	**34,520.64**	**1.21**		**31,906.01**		**2,614.63**	**1,369.94**		
Miscellaneous										
CAREFUSION CORP	582.0000	13,310.34	46	22.8700	14,220.48	24.4338	(910.14)	.00		
TALISMAN ENERGY INC COMMON	636.0000	12,198.48	.43	19.1800	9,226.87	14.5077	2,971.61	147.55	1.21	
TOTAL Miscellaneous										
	1,218.0000	**25,508.82**	**.89**		**23,447.35**		**2,061.47**	**147.55**		
TOTAL Common Stocks And Convertibles										
	21,266.0000	**640,233.33**	**22.36**		**579,325.01**		**60,908.32**	**9,841.32**		
Mutual Funds										
ISHARES TRUST RUSSELL 2000 INDEX FUND	3,300.0000	240,075.00	8.38	72.7500	167,419.84	50.7333	72,655.16	2,607.00	1 09	
VANGUARD EMERGING MARKETS ETF	1,810.0000	82,427.40	2.88	45.5400	73,834.25	40.7924	8,593.15	986.45	1.20	
VANGUARD HIGH YIELD CORP ADM	27,612.8130	156,288.52	5.46	5.6600	127,295.07	4.6100	28,993.45	12,011.57	7.69	
WILMINGTON MULTI-MANAGER INTERNATIONAL-I	133,818.0990	942,079.42	32.90	7.0400	1,271,604.28	9.5025	(329,524 86)	12,445.08	1.32	
WILMINGTON MULTI-MANAGER REAL ASSET FUND INSTITUTIONAL	12,088.9860	159,453.73	5.57	13.1900	153,167.45	12.6700	6,286.28	5,838.98	3.66	
TOTAL										
	178,629.8980	**1,580,324.07**	**55.18**		**1,793,320.89**		**(212,996.82)**	**33,889.08**		
TOTAL Mutual Funds										
	178,629.8980	**1,580,324.07**	**55.18**		**1,793,320.89**		**(212,996.82)**	**33,889.08**		
Common/Collective/Pooled Funds										
Fixed Income Common Trust Funds										
STATUTORY CONS. TR FUND FIX INC	13,565.0619	559,151.85	19.53	41.2200	528,264.23	38.9430	30,887.62	19,940.64	3.57	
TOTAL Fixed Income Common Trust Funds										
	13,565.0619	**559,151.85**	**19.53**		**528,264.23**		**30,887.62**	**19,940.64**		
TOTAL Common/Collective/Pooled Funds										
	13,565.0619	**559,151.85**	**19.53**		**528,264.23**		**30,887.62**	**19,940.64**		

WILMINGTON TRUST

Investment Detail

Across Account(s) combine Principal and Income

As of November 30, 2010

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM Market
Short-Term Investments										
WILMINGTON TRUST CO. DEPOSIT SWEEP	84,035.6900	84,035.69	2.93	1.0000	84,035.69	1.0000	.00	252.13	.30	
TOTAL	**84,035.6900**	**84,035.69**	**2.93**		**84,035.69**		**.00**	**252.13**		
TOTAL Short-Term Investments	**84,035.6900**	**84,035.69**	**2.93**		**84,035.69**		**.00**	**252.13**		
TOTAL Base Currency - U.S. Dollar	**297,496.6499**	**2,863,744.94**	**100.00**		**2,984,945.82**		**(121,200.88)**	**63,923.17**		

+ *Unknown*
^ *Incomplete*
* *A period end market value is unavailable Last provided value is displayed.*
*** Only investments held as of the specified date appear on this report.***

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GAIN DIVIDENDS	1,480.	1,480.	0.
CORPORATE INTEREST	15,920.	0.	15,920.
DOMESTIC DIVIDENDS	38,919.	0.	38,919.
FOREIGN DIVIDENDS	20,952.	0.	20,952.
US GOV INTEREST	13,161.	0.	13,161.
TOTAL TO FM 990-PF, PART I, LN 4	90,432.	1,480.	88,952.

FORM 990-PF	OTHER INCOME	STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
REFUND	159.	159.	
TOTAL TO FORM 990-PF, PART I, LINE 11	159.	159.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEE	275.	275.		0.
TO FORM 990-PF, PG 1, LN 16B	275.	275.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUSTEE MEETING	30,000.	0.		30,000.
TO FORM 990-PF, PG 1, LN 16C	30,000.	0.		30,000.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN DIVIDEND TAX WITHELD	5,050.	5,050.		0.
TO FORM 990-PF, PG 1, LN 18	5,050.	5,050.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMON TRUST FUND EXPENSES	743.	743.		0.
ADR EXPENSE	13.	13.		0.
TO FORM 990-PF, PG 1, LN 23	756.	756.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - CORPORATE STOCK	2,900,910.	2,779,709.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,900,910.	2,779,709.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ARTHUR ASHE FOUNDATION 4842 RIDGE AVENUE PHILADELPHIA, PA 19129	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	5,000.
CHILDREN'S SPECIALIZED HOSPITAL/FOUNDATION 150 NEW PROVIDENCE ROAD MOUNTAINSIDE, NJ 07092	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	1,000.
COMMUNITY FOOD CONNECTIONS P.O. BOX 22216 PHOENIX, AZ 85028	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	7,500.
DREW UNIVERSITY 36 MADISON AVENUE MADISON, NJ 07940	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	4,000.
ED SNIDER YOUTH HOCKEY FOUNDATION 3601 S BROAD STREET PHILADELPHIA, PA 19148	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	3,000.
EMERALD KIDSPORTS 2190 POLK ST EUGENE, OR 97405	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	1,000.
FIRST BOOK 1319 F STREET NW SUITE 1000 WASHINGTON, DC 20004	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	3,000.
GLADWYNE FIRE COMPANY 1044 BLACK ROCK ROAD GLADWYNE, PA 19035	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	5,000.

HARRISVILLE UNITED METHODIST CHURCH P.O. BOX 424 HARRISVILLE, PA 16038	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	1,000.
HAWK MOUNTAIN SANCTUARY 1700 HAWK MOUNTAIN ROAD KEMPTON, PA 19529	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	5,000.
JEANETTE PRESBYTERIAN CHURCH	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	1,000.
MEMPHIS ACADEMY OF SCIENCE & ENGINEERING 20 SOUTH DUDLEY ST MEMPHIS, TN 38103	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	1,000.
MILL AT ANSELMA 1730 CONESTOGA ROAD, PO BOX 42 CHECTER SPRINGS, PA 19425	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	5,000.
MISHAWAKA CHRISTIAN ATHLETIC CLUB MISHAWAKA, IN	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	1,000.
OPERA COMPANY OF PHILADELPHIA 1420 LOCUST STREET SUITE 210 PHILADELPHIA, PA 19102	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	75,000.
PHILADELPHIA ORCHESTRA 260 S BROAD STREET, SUITE 1600 PHILADELPHIA, PA 19102	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	50,000.
SAMARITAN COUNSELING CENTER 2911 ZELDA ROAD MONTGOMERY, AL 36106	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	1,000.
SOCIETY OF MSKCC 1233 YORK AVENUE NEW YORK, NY 10065	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	2,500.

ST PAULS EPISCOPAL CHURCH OF RIVERSIDE	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	2,500.
SWEET BRIAR COLLEGE 764 ELIJAH ROAD SWEET BRIAR, VA 24595	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	50,000.
TEXAS 4000 FOR CANCER P.O. BOX 202315 DALLAS, TX 75320-2315	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	5,000.
THE CRAIG SCHOOL 10 TOWER HILL RD MOUNTAIN LAKES, NJ 07046	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	2,000.
THE WINTSTON SCHOOL 5707 ROYAL LANE DALLAS, TX 75229	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	2,000.
UNION LEAGUE OF PHILADELPHIA 140 SOUTH BROAD STREET PHILADELPHIA, PA 19102	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	50,000.
UNIVERSITY OF RICHMOND 28 WESTHAMPTON WAY RICHMOND, VA 23173	NONE GENERAL PURPOSES	TAX EXEMPT CHARITY	2,500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			286,000.