17.

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

2010

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation
THE BECKET FAMILY FOUNDATION
C/O ALANE BECKET

A Employer identification number
20-5259379

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 1342

B Telephone number
610-644-6469

City or town, state, and ZIP code
MALVERN, PA 19355-0682

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: ☒ 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)* ▶$ 2,046,844.

J Accounting method: ☒ 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	0.		N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	97,042.	97,042.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,986.			
	b Gross sales price for all assets on line 6a 509,263.				
	7 Capital gain net income (from Part IV, line 2)		3,986.		
	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	-4,382.	-4,382.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	96,646.	96,646.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 3	13,659.	13,659.		0.
	17 Interest				
	18 Taxes STMT 4	342.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	84.	0.		72.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	14,085.	13,659.		72.
	25 Contributions, gifts, grants paid	66,000.			66,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	80,085.	13,659.		66,072.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	16,561.			
	b **Net investment income** (if negative, enter -0-)		82,987.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2010)

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	66,300.	122,390.	122,390.
	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 6	821,042.	1,073,786.	1,116,856.
	c	Investments - corporate bonds STMT 7	969,581.	681,019.	701,151.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	52,259.	45,965.	101,399.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ DIVIDEND RECEIVABLE)	2,465.	5,048.	5,048.
	16	**Total assets** (to be completed by all filers)	1,911,647.	1,928,208.	2,046,844.
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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	1,911,647.	1,928,208.	
	30	**Total net assets or fund balances**	1,911,647.	1,928,208.	
	31	**Total liabilities and net assets/fund balances**	1,911,647.	1,928,208.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,911,647.
2	Enter amount from Part I, line 27a	2	16,561.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,928,208.
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	1,928,208.

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 STATEMENTS			
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	509,263.		505,277.	3,986.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				3,986.

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	3,986.
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))
2009	96,731.	1,586,365.	.060977
2008	98,186.	1,768,485.	.055520
2007	25,126.	1,965,431.	.012784
2006	0.	985,000.	.000000
2005			

2 **Total** of line 1, column (d)	2	.129281
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	.032320
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,873,862.
5 Multiply line 4 by line 3	5	60,563.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	830.
7 Add lines 5 and 6	7	61,393.
8 Enter qualifying distributions from Part XII, line 4	8	66,072.

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	830.
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	830.
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	830.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	800.		
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	800.
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	30.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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 2010 or the taxable year beginning in 2010 (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 ▶ ST. CLAIR CPAS Telephone no.▶610-862-1998

Located at ▶101 WEST ELM STREET, STE 500, CONSHOHOCKEN, PA ZIP+4 ▶19428

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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 22 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 2010 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 2010.)* 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 2010?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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
SEE STATEMENT 9		0.	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	1,779,507.
b	Average of monthly cash balances	1b	122,891.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,902,398.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,902,398.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,536.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,873,862.
6	**Minimum investment return.** Enter 5% of line 5	6	93,693.

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	93,693.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	830.		
b	Income tax for 2010. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	830.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	92,863.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	92,863.
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	92,863.

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	66,072.
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	66,072.
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	830.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	65,242.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				92,863.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			65,861.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 66,072.				
a Applied to 2009, but not more than line 2a			65,861.	
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 2010 distributable amount				211.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				92,652.
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 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	(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:

ALANE ANN BECKET, 610-644-6469
P.O. BOX 1342, MALVERN, PA 193550682

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

APPLICANT'S OWN LETTER DESCRIBING CHARITABLE OR EXEMPT PURPOSE.

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:

NONE, PROVIDED THAT THE ORGANIZATION QUALIFIES UNDER IRC SECTION 501(C)3.

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 10				
Total			▶ 3a	66,000.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	97,042.	
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	211110	-4,382.			
8 Gain or (loss) from sales of assets other than inventory			18	3,986.	
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)		-4,382.		101,028.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 96,646.

(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).
7	ORDINARY (INCOME) LOSS FROM PARTNERSHIP

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 of officer or trustee | Date: 5-15-11 | ▶ Title: MANAGING TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
HAL J. MICHELS, CPA		5/9/11		

Firm's name ▶ ST. CLAIR CPAS, P.C.
101 W. ELM STREET, STE 500
Firm's address ▶ CONSHOHOCKEN, PA 19428
Firm's EIN ▶
Phone no. 610-8621998

THE BECKET FAMILY FOUNDATION
C/O ALANE BECKET

CONTINUATION FOR 990-PF, PART IV
20-5259379 PAGE 1 OF 2

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	265M FNMA	P	02/15/07	08/13/10
b	2,910.361 SHS HARTFORD FLOATING RATE	P	VARIOUS	02/04/10
c	4,633.628 SHS HARTFORD FLOATING RATE	P	VARIOUS	08/13/10
d	1,889.789 SHS INVESCO US SMALL CAP VALUE	P	VARIOUS	08/10/10
e	2,882.809 SHS PIMCO FOREIGN BOND	P	VARIOUS	11/04/10
f	2,500 BLACKROCK GLOBAL FLOATING RATE	P	VARIOUS	08/10/10
g	338.983 SHS DAVIS NEW YORK VENTURE	P	VARIOUS	02/09/10
h	PRINCIPAL PAYMENT FNMA SER 2005-29	P	02/15/07	04/25/10
i	PRINCIPAL PAYMENT FNMA SER 2005-29	P	02/15/07	05/25/10
j	PRINCIPAL PAYMENT FNMA SER 2005-29	P	02/15/07	06/25/10
k	1,783.361 SHS PIMCO GNMA	P	VARIOUS	VARIOUS
l	WELLS FARGO MT BACKED SEC	P	VARIOUS	VARIOUS
m	ATLAS PIPELINE PARTNERS	P	VARIOUS	12/31/10
n	ATLAS PIPELINE PARTNERS-NET SECTION 1231 GAIN	P	VARIOUS	12/31/10
o	AMERIGAS PARTNERS LP-NET SECTION 1231 GAIN	P	VARIOUS	12/31/10

	(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	142,700.		135,906.	6,794.
b	24,996.		28,766.	-3,770.
c	40,536.		44,827.	-4,291.
d	41,042.		34,364.	6,678.
e	33,004.		29,101.	3,903.
f	36,025.		49,498.	-13,473.
g	9,996.		9,210.	786.
h	9,949.		9,607.	342.
i	812.		784.	28.
j	903.		872.	31.
k	21,610.		20,896.	714.
l	144,095.		141,393.	2,702.
m			37.	-37.
n	2,094.			2,094.
o	3.			3.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				6,794.
b				-3,770.
c				-4,291.
d				6,678.
e				3,903.
f				-13,473.
g				786.
h				342.
i				28.
j				31.
k				714.
l				2,702.
m				-37.
n				2,094.
o				3.

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	
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	

THE BECKET FAMILY FOUNDATION
C/O ALANE BECKET

CONTINUATION FOR 990-PF, PART IV
20-5259379 PAGE 2 OF 2

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	SUNOCO LOGISTICS PARTNERS-NET SECTION 1231 LOSS	P	VARIOUS	12/31/10
b	CAPITAL GAINS DIVIDENDS			
c				
d				
e				
f				
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			16.	-16.
b	1,498.			1,498.
c				
d				
e				
f				
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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				-16.
b				1,498.
c				
d				
e				
f				
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	3,986.
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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERIGAS PARTNERS LP -INTEREST INCOME	167.	0.	167.
ATLAS PIPELINE PARTNERS LP-INTEREST INCOME	325.	0.	325.
COMMONWEALTH FINANCIAL NETWORK-DIVIDEND INCOME	38,490.	1,498.	36,992.
COMMONWEALTH FINANCIAL NETWORK-INTEREST INCOME	59,118.	0.	59,118.
SUNOCO LOGISTICS PARTNERS LP-DIVIDEND INCOME	440.	0.	440.
TOTAL TO FM 990-PF, PART I, LN 4	98,540.	1,498.	97,042.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
AMERIGAS PARTNERS LP	-902.	-902.	
ATLAS PIPELINE PARTNERS LP	-1,926.	-1,926.	
SUNOCO LOGISTICS PARTNER LP	-1,567.	-1,567.	
ATLAS PIPELINE PARTNERS LP	13.	13.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-4,382.	-4,382.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	13,659.	13,659.		0.
TO FORM 990-PF, PG 1, LN 16C	13,659.	13,659.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	342.	0.		0.
TO FORM 990-PF, PG 1, LN 18	342.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NON-DEDUCTIBLE EXPENSE PARTNERSHIP	12.	0.		0.
POSTAGE	72.	0.		72.
TO FORM 990-PF, PG 1, LN 23	84.	0.		72.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1389 SHS AEGON NV PERP CAP SECS 6.875%	25,041.	30,058.
5,092.240 AMERICAN CENTURY EQUITY INCOM	29,454.	36,715.
1,906.842 AMERICAN GROWTH FUND OF AMERICA	44,159.	57,663.
2,500 SHS APPOLLO INVT CORP	57,260.	27,675.
2,500 SHS ARES CAP CORP	48,926.	41,200.
1,063 SHS BARCLAYS BK PLC SPONS ADR SER 4 PFD	24,941.	27,021.
2,308.450 BBH CORE SELECT FUND CL N	27,734.	33,080.
2,500 SHS BLACKROCK GLOBAL FLOATING RATE	0.	0.
610 SHS CITI GROUP INC NEW COME NEW	18,603.	28,731.
701.595 SHS DAVIS NEW YORK VENTURE CI A	19,111.	24,093.
506 SHS GENL ELEC CAP CORP 4.50% STEP UP	9,982.	12,822.
7,408.839 HARTFORD FLOATING RATE FUND	0.	0.
2,000 SHS JP MORGAN CHASE CAP XII TR PFD 6.25%	50,174.	50,460.
1,099 SHS JP MORGAN CHASE CAP X TR PFD 7%	25,061.	27,816.
496 SHS METLIFE INC PFD 5.875%	10,018.	12,611.
1,887.789 SHS MORGAN STANLEY US SMALL CAP VAL	0.	0.
2,200 SHS MORGAN STANLEY CAP TR VI	55,991.	52,140.
1,573. SHS- PIMCO FOREIGN BOND UNHEDGED CLASS A	0.	0.
1,783.361 SHS PIMCO GNMA CLASS A	0.	0.

10,425.261SHS PIMCO HIGH YIELD CLASS A	93,696.	96,955.
5,820.645 SHS PIMCO TOTAL RETURN ISTL	61,703.	63,154.
3,255.363 SHS THORNBERG INCOME FUND	38,390.	39,520.
2,000 SHS VORNADO RLTY TR PFD SER I	49,968.	47,280.
722 SHS WACHOVIA PFD FDG CORP	10,004.	18,476.
1,010 SHS WELLS FARGO CAP XII ENHANCED TR	25,052.	27,088.
8,483.556 SHS DWS SELECT ALTERNATIVE	90,000.	95,101.
2,616.923 SHS - DWS SHORT DURATION PLUS	25,148.	24,887.
480.822 SHS - MAINSTAY ICAP	15,098.	16,935.
1,050.228 SHS - PRINCIPAL PREFERRED SECURITIES	10,260.	10,408.
4,101.632 SHS - PUTNAM ABSOLUTE RETURN 700	46,538.	46,143.
2,812.144 SHS- TCW BOND	25,144.	25,000.
10,441.058 SHS DWS ALTERNATIVE ASSET	90,173.	97,833.
4,254.522 SHS PUTNAM ABSOLUTE RETURN 500	46,157.	45,991.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,073,786.	1,116,856.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
50,000 BELLSOUTH CORP NOTES 4.75% 11/15/2012	50,068.	53,335.
7,087 SHS CITI GROUP INC SECD NT-A 7% 5/1/2013	8,079.	7,229.
10,631 SHS CITI GROUP INC SECD NT-A 7% 5/1/2014	12,119.	10,737.
10,631 SHS CITI GROUP INC SECD NT-A 7% 5/1/2015	12,119.	10,658.
17,719 SHS CITI GROUP INC SECD NT-A 7% 5/1/2016	20,200.	17,785.
24,807 SHS CITI GROUP INC SECD NT-A 7% 5/1/2017	28,279.	24,869.
100,000 DEUTSCHE TELEKOM INTERNATIONAL	98,995.	111,999.
265,000 SHS FEDL NATL MTG ASSN SER 2005-29 4.5% 04/25/35	0.	0.
75,000 HERSHEY CO NT 4.85% 08/15/15	73,695.	81,839.
75,000 PITNEY BOWES INC GLBL 4.875% 8/15/14	74,973.	78,990.
50,000 SHS VERIZON GLBL FDG CORP 4.375% 6/1/13	48,858.	53,451.
240,000 SHS WELLS FARGO MTG BACKED SEC 2006-3 5.5% 3/25/2036	8,634.	10,237.
250,000 SHS WELLS FARGO MTG BACKED SEC 2006-6 5.75% 5/25/36	245,000.	240,022.
TOTAL TO FORM 990-PF, PART II, LINE 10C	681,019.	701,151.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
801 AMERIGAS PARTNERS LP UTS	COST	15,194.	39,097.
733 ATLAS PIPELINE PARTNERS LP UTS	COST	14,597.	18,083.
529 SUNOCO LOGISTICS PARTNERS	COST	16,174.	44,219.
TOTAL TO FORM 990-PF, PART II, LINE 13		45,965.	101,399.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALANE BECKET 1412 LARCH LANE WEST CHESTER, PA 19380	PRESIDENT & TREASURER 0.75	0.	0.	0.
ANN BARRIE FILA 1210 HAMILTON DRIVE WEST CHESTER, PA 19380	SECRETARY 0.75	0.	0.	0.
MILTON BECKET 1270 S. LEOPARD ROAD BERWYN, PA 19312	DIRECTOR 0.50	0.	0.	0.
GEORGI BECKET 62 MAIN STREET WAYNE, PA 19087	DIRECTOR 0.50	0.	0.	0.
SCOTT BECKET 8405 CANYON ROAD, NE ALBUQUERQUE, NM 87111	DIRECTOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BACK ON MY FEET 1520 LOCUST STREET, SUITE 804 PHILADELPHIA, PA 19102	NONE CHARITABLE	PUBLIC	1,000.
BAKER INDUSTRIES 184 PENNSYLVANIA AVENUE MALVERN, PA 19355-2864	NONE CHARITABLE	PUBLIC	2,500.
BISHOP SHANAHAN HIGH SCHOOL 220 WOODBINE ROAD DOWNINGTOWN, PA 19335	NONE CHARITABLE	EDUCATION	5,000.
CENTRAL ASIA INSTITUTE P.O. BOX 7209 BOZEMAN, MT 59771	NONE CHARITABLE	EDUCATION	1,000.
CRADLES TO CRAYONS 141 GIBRALTAR ROAD HORSHAM, PA 19044	NONE CHARITABLE	PUBLIC	2,750.
CUDDLE MY KIDS 1008 HIDDEN HOLLOW LANE WEST CHESTER, PA 19380	NONE CHARITABLE	PUBLIC	1,000.
DEAN RANDAZZO CANCER FOUNDATION P.O. BOX 149 SOMERS POINT, NJ 08244	NONE CHARITABLE	PUBLIC	2,750.
DISABLED AMERICAN VETERANS CHARITABLE SERVICE TRUST P.O. BOX 14301 CINCINNATI, OH 45250	NONE CHARITABLE	PUBLIC	5,500.

DISMAS HOUSE N.M P.O. BOX 6101 ALBUQUERQUE, NM 88719	NONE CHARITABLE	PUBLIC	11,000.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE CHARITABLE	PUBLIC	2,750.
HOMEAID FOR AFRICA REPLACEMENT 1191 SHADY GROVE WAY WEST CHESTER, PA 19382	NONE CHARITABLE	PUBLIC	1,500.
JOHN DAU SUDAN FOUNDATION 518 JAMES STREET, SUITE 200 SYRACUSE, NY 13220	NONE CHARITABLE	PUBLIC	1,500.
LANKENAU HOSPITAL FOUNDATION/THE HEART CENTER AT LANKENAU 100 LANCASTER AVENUE WYNNEWOOD, PA 19096	NONE CHARITABLE	PUBLIC	2,500.
LARGE ANIMAL PROTECTION SOCIETY (LAPS) 195 PHILLIPS PARK DRIVE WILLIAMSPORT, PA 17702	NONE CHARITABLE	PUBLIC	1,000.
MAKE A WISH FOUNDATION PHILA, & SE PHILA ONE VALLEY SQUARE, SUITE 133 BLUE BELL, PA 19422	NONE CHARITABLE	PUBLIC	2,500.
PHILADELPHIA CORPORATION FOR AGING (PCA) 624 N BROAD STREET PHILADELPHIA, PA 19130	NONE CHARITABLE	PUBLIC	2,500.
PROJECT HOME 1515 FAIRMOUNT AVENUE PHILADELPHIA, PA 19130	NONE CHARITABLE	PUBLIC	2,000.
THE CHILDREN'S HEALTH FUND 215 WEST 125TH STREET, SUITE 301 NEW YORK, NY 10027	NONE CHARITABLE	PUBLIC	2,750.

THORNCROFT EQUESTRIAN CENTER 190 LINE ROAD MALVERN, PA 19355	NONE CHARITABLE	PUBLIC	1,500.
WEST CHESTER FRIENDS SCHOOL 415 NORTH HIGH STREET WEST CHESTER, PA 19380	NONE CHARITABLE	EDUCATION	3,000.
THOY-OYA CHILDREN'S CENTER P.O. BOX 103 GARBERVILLE, CA 95542	NONE CHARITABLE	PUBLIC	1,500.
NATIONAL PEACE CORPS ASSOC 1900 L STREET, NJ, STE 404 WASHINGTON, DC 20036	NONE CHARITABLE	PUBLIC	5,500.
BETHESDA PROJECT 1630 SOUTH STREET PHILADELPHIA, PA 19146	NONE CHARITABLE	PUBLIC	2,000.
PARTNERS IN HEALTH P.O. BOX 845578 BOSTON, MA 02284	NONE CHARITABLE	PUBLIC	1,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			66,000.