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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

BEELS KENNETH W-CHAR TR

A Employer identification number

25-6770248

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

BNY Mellon, N A - P O Box 185

(814) 874-5206

City or town, state, and ZIP code

Pittsburgh

PA

15230-0185

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 ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) $\blacktriangleright$ \$ 5,454,317J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	0	0		
4 Dividends and interest from securities	120,589	109,093		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	84,602			
b Gross sales price for all assets on line 6a	753,547			
7 Capital gain net income (from Part IV, line 2)		84,602		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	5,090	0	0	
12 Total. Add lines 1 through 11	210,281	193,695	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	58,853	35,312		23,541
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	0	0	0	0
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see page 12 of the instructions)	2,540	2,540	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	31	31	0	0
24 Total operating and administrative expenses. Add lines 13 through 23	61,424	37,883	0	23,541
25 Contributions, gifts, grants paid	231,349			231,349
26 Total expenses and disbursements. Add lines 24 and 25	292,773	37,883	0	254,890
27 Subtract line 26 from line 12	-82,492			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		155,812		
c Adjusted net income (if negative, enter -0-)			0	

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

(HTA)

Form 990-PF (2010)

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Form 990-PF (2010) BEELS KENNETH W-CHAR TR

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		0	
	2	Savings and temporary cash investments	92,298	98,339	98,339
	3	Accounts receivable	0		
		Less allowance for doubtful accounts	0	0	0
	4	Pledges receivable	0		
		Less allowance for doubtful accounts	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule)	0		
		Less allowance for doubtful accounts	0	0	0
	8	Inventories for sale or use		0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	0	0
	c	Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11	Investments—land, buildings, and equipment basis	0		
		Less accumulated depreciation (attach schedule)	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5,072,819	4,984,432	5,355,978
	14	Land, buildings, and equipment basis	0		
		Less accumulated depreciation (attach schedule)	0	0	0
	15	Other assets (describe)	0	0	0
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,165,117	5,082,771	5,454,317
	17	Accounts payable and accrued expenses		0	
	18	Grants payable			
	19	Deferred revenue		0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe)	0	0	
	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	5,165,118	5,082,771	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
Net Assets or Fund Balances	30	Total net assets or fund balances (see page 17 of the instructions)	5,165,118	5,082,771	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,165,118	5,082,771	

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	5,165,118
2	Enter amount from Part I, line 27a	2	-82,492
3	Other increases not included in line 2 (itemize) TAX COST ADJUSTMENT	3	145
4	Add lines 1, 2, and 3	4	5,082,771
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	5,082,771

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 Statement			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 0	0	0	0
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a 0	0	0	0
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

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	84,602
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	170,886	4,661,772	0.036657
2008	359,352	5,646,731	0.063639
2007			0.000000
2006			0.000000
2005			0.000000

2 Total of line 1, column (d)	2	0.100296
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050148
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,113,309
5 Multiply line 4 by line 3	5	256,422
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,558
7 Add lines 5 and 6	7	257,980
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18	8	254,890

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

1 a	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)	1	3,116
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
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	3,116
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,116
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,309
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,309
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,807
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ 0 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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	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 on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ BNY MELLON, N.A. Telephone no ▶ (814) 874-5206 Located at ▶ P.O. BOX 185, PITTSBURGH, PA ZIP+4 ▶ 15230-0185			
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			
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? 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 ▶	16	Yes	No
				X

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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
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 ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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)	3b	N/A
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)? (see page 22 of the instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?**5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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** N/A

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?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BNY MELLON, N.A. P O BOX 185 PITTSBURGH PA 15230-0185	TRUSTEE SEE ATTACHED	64,377	NONE	NONE
BNY MELLON, N.A. P O BOX 185 PITTSBURGH PA 15230-0185	FEE REIMBURSEMENT	-5,524	N/A	N/A
		00	0	0
		00	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000

☒ NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0
Total number of others receiving over \$50,000 for professional services		▶ NONE

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	0
Total. Add lines 1 through 3	▶ NONE

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,038,940
b	Average of monthly cash balances	1b	152,237
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,191,177
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,191,177
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	77,868
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,113,309
6	Minimum investment return. Enter 5% of line 5	6	255,665

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	255,665
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,116
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	3,116
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	252,549
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	252,549
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	252,549

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	254,890
b	Program-related investments—total from Part IX-B	1b	NONE
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	254,890
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	254,890

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				252,549
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	18,973			
e From 2009	NONE			
f Total of lines 3a through e	18,973			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 254,890				
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2010 distributable amount				252,549
e Remaining amount distributed out of corpus	2,341			
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	21,314			
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	21,314			
10 Analysis of line 9				
a Excess from 2006	0			
b Excess from 2007	0			
c Excess from 2008	18,973			
d Excess from 2009	0			
e Excess from 2010	2,341			

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

1 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)

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

Tax year	Prior 3 years			(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007	
0				0
0	0	0	0	0
0				0
				0
0	0	0	0	0
0				0
0				0
				0
				0
				0
				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

NOT APPLICABLE

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

NOT APPLICABLE

c Any submission deadlines

NOT APPLICABLE

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

NOT APPLICABLE

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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	231,349
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
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	120,589	
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					
8 Gain or (loss) from sales of assets other than inventory			18	84,602	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a <u>FED TAX REFUND</u>		0	42	5,090	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		210,281	0
13 Total. Add line 12, columns (b), (d), and (e)				13	210,281

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

[illegible]

TAX MARKET VALUE DETAIL REPORT FOR PF50 TO MOBIUS

TAX MARKET VALUE DETAIL REPORT FOR PF50 TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
10226522AR0	BEELS KENNETH W 125509109		CIGNA CORP	410 00	15,030 60	10,129 91
10226522AR0	BEELS KENNETH W 126650100		CVS CAREMARK CORP	240 00	8,344.80	8,732 43
10226522AR0	BEELS KENNETH W 14040H105		CAPITAL ONE FINANCIAL CORP	850.00	36,176 00	35,021 19
10226522AR0	BEELS KENNETH W 143658300		CARNIVAL CORP	430 00	19,827 30	13,428 81
10226522AR0	BEELS KENNETH W 149123101		CATERPILLAR INC	300.00	28,098 00	19,304 46
10226522AR0	BEELS KENNETH W 1655798G7		CHESTER CNTY PA	60,000.00	60,135 60	60,000 00
10226522AR0	BEELS KENNETH W 171232101		CHUBB CORP	410 00	24,452.40	21,312.25
10226522AR0	BEELS KENNETH W 17275R102		CISCO SYSTEMS INC	1,080 00	21,848 40	18,053.06
10226522AR0	BEELS KENNETH W 200340107		COMERICA INC	560.00	23,654 40	20,559.08
10226522AR0	BEELS KENNETH W 20825C104		CONOCOPHILLIPS	590 00	40,179 00	15,513 13
10226522AR0	BEELS KENNETH W 231021106		CUMMINS INC	370.00	40,703.70	12,621.02
10226522AR0	BEELS KENNETH W 235851102		DANAHER CORP	380.00	17,924 60	10,382 13
10226522AR0	BEELS KENNETH W 263534109		DU PONT (E I) DE NEMOURS	330.00	16,460.40	8,799 25
10226522AR0	BEELS KENNETH W 268648102		E M C CORP MASS	850 00	19,465.00	11,748.91
10226522AR0	BEELS KENNETH W 29266R108		ENERGIZER HLDGS INC	230 00	16,767 00	16,226.08
10226522AR0	BEELS KENNETH W 30231G102		EXXON MOBIL CORP	910 00	66,539 20	34,699.37
10226522AR0	BEELS KENNETH W 345370860		FORD MOTOR CO	1,270 00	21,323 30	20,911 42
10226522AR0	BEELS KENNETH W 354613101		FRANKLIN RES INC	150 00	16,681.50	7,667 91
10226522AR0	BEELS KENNETH W 369604103		GENERAL ELECTRIC COMPANY	2,110 00	38,591.90	73,147.85
10226522AR0	BEELS KENNETH W 38259P508		GOOGLE INC - CL A	90.00	53,457.30	40,480.73
10226522AR0	BEELS KENNETH W 406216101		HALLIBURTON CO	569 00	23,232 27	16,810 88
10226522AR0	BEELS KENNETH W 42809H107		HESS CORP	594.00	45,464 76	23,878.06
10226522AR0	BEELS KENNETH W 437076102		HOME DEPOT INC	550.00	19,283 00	10,525 33
10226522AR0	BEELS KENNETH W 438516106		HONEYWELL INTL INC	570 00	30,301 20	20,470.49
10226522AR0	BEELS KENNETH W 441060100		HOSPIRA INC	490 00	27,288 10	19,644.47
10226522AR0	BEELS KENNETH W 449031108		HUMAN GENOME SCIENCES INC	900.00	21,501.00	25,731 46
10226522AR0	BEELS KENNETH W 45666Q102		INFORMATICA CORP	390 00	17,171.70	11,865 04
10226522AR0	BEELS KENNETH W 459200101		INTERNATIONAL BUSINESS MACHI	347 00	50,925.72	39,662.86
10226522AR0	BEELS KENNETH W 46625H100		JPMORGAN CHASE & CO	1,171 00	49,673 82	26,438 43
10226522AR0	BEELS KENNETH W 532716107		LIMITED BRANDS INC	1,110 00	34,110 30	19,902.96
10226522AR0	BEELS KENNETH W 58155Q103		MCKESSON CORPORATION	510 00	35,893 80	28,748 95
10226522AR0	BEELS KENNETH W 585055106		MEDTRONIC INC	450 00	16,690 50	23,110.66
10226522AR0	BEELS KENNETH W 58933Y105		MERCK & CO INC	893 00	32,183.72	22,376.28
10226522AR0	BEELS KENNETH W 594918104		MICROSOFT CORPORATION	1,701.00	47,474.91	48,479 73
10226522AR0	BEELS KENNETH W 617446448		MORGAN STANLEY	760 00	20,679 60	20,517 69
10226522AR0	BEELS KENNETH W 620076109		MOTOROLA INC	1,620 00	14,693.40	12,964 64
10226522AR0	BEELS KENNETH W 651229106		NEWELL RUBBERMAID INC	1,100.00	19,998 00	19,293 13
10226522AR0	BEELS KENNETH W 65248E203		NEWS CORP INC	2,470.00	40,557 40	46,910 54
10226522AR0	BEELS KENNETH W 65399F101		NEXTERA ENERGY INC	360.00	18,716 40	19,670 76
10226522AR0	BEELS KENNETH W 655664100		NORDSTROM INC	560 00	23,732 80	18,992 84
10226522AR0	BEELS KENNETH W 655844108		NORFOLK SOUTHERN CORP	450 00	28,269 00	22,359 86
10226522AR0	BEELS KENNETH W 674599105		OCCIDENTAL PETROLEUM CORP	640 00	62,784.00	46,805 99
10226522AR0	BEELS KENNETH W 677857ED2		OIL CITY PA SCH DIST 5 3%	15,000 00	15,056 40	15,000 00
10226522AR0	BEELS KENNETH W 681919106		OMNICO GROUP INC	500.00	22,900 00	26,144 63
10226522AR0	BEELS KENNETH W 68389X105		ORACLE CORP	1,820 00	56,966 00	35,780 69
10226522AR0	BEELS KENNETH W 713448108		PEPSICO INC	580 00	37,891 40	29,281 17
10226522AR0	BEELS KENNETH W 714081103		PFIZER INC	3,238 00	56,697.38	84,658 39
10226522AR0	BEELS KENNETH W 718172109		PHILIP MORRIS INTERNAT-W/I	690 00	40,385 70	31,486 02

TAX MARKET VALUE DETAIL REPORT FOR PFSS TO MOBIUS

10226522AR0	BEELS KENNETH W H89128104	TYCO INTERNATIONAL LTD	650.00	26,936.00	16,210.96
10226522AR0	BEELS KENNETH W 00206R102	AT & T INC	1,330.00	39,075.40	49,751.71
10226522AR0	BEELS KENNETH W 018581108	ALLIANCE DATA SYS CORP	330.00	23,439.90	20,150.29
10226522AR0	BEELS KENNETH W 01988P108	ALLSCRIPTS HEALTHCARE SOLUTI	820.00	15,801.40	14,014.12
10226522AR0	BEELS KENNETH W 025816109	AMERICAN EXPRESS CO	670.00	28,756.40	28,248.73
10226522AR0	BEELS KENNETH W 03076C106	AMERIPRISE FINANCIAL INC	380.00	21,869.00	7,283.76
10226522AR0	BEELS KENNETH W 032346108	ANYLIN PHARMACEUTICALS INC	1,200.00	17,652.00	22,691.13
10226522AR0	BEELS KENNETH W 032511107	ANADARKO PETROLEUM CORP	240.00	18,278.40	10,208.66
10226522AR0	BEELS KENNETH W 037411105	APACHE CORP	400.00	47,692.00	28,988.40
10226522AR0	BEELS KENNETH W 037833100	APPLE INC	255.00	82,252.80	45,869.25
10226522AR0	BEELS KENNETH W 052800109	AUTOLIV INC	320.00	25,260.80	8,580.86
10226522AR0	BEELS KENNETH W 05569M509	BNY MELLON MID CAP STK FD CL	34,268.57	419,789.99	413,086.82
10226522AR0	BEELS KENNETH W 05569M806	BNY MELLON SMALL CAP STK FD	17,058.10	199,920.99	222,872.96
10226522AR0	BEELS KENNETH W 05569M814	BNY MELLON INTERMEDIATE BOND	82,937.18	1,071,548.44	1,060,649.25
10226522AR0	BEELS KENNETH W 05569M830	BNY MELLON BOND FD CL M	38,814.12	508,465.00	500,705.43
10226522AR0	BEELS KENNETH W 05569M855	BNY MELLON EMERGING MARKETS	33,489.80	396,519.24	376,350.58
10226522AR0	BEELS KENNETH W 05569M871	BNY MELLON INTERNATIONAL FD	44,255.39	476,630.65	566,513.92
10226522AR0	BEELS KENNETH W 060505104	BANK OF AMERICA CORP	3,640.00	48,557.60	49,451.05

* TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
10226522AR0	BEELS KENNETH W 74005P104		PRAXAIR INC	230.00	21,958.10	10,227.49
10226522AR0	BEELS KENNETH W 742718109		PROCTER & GAMBLE CO	470.00	30,235.10	19,322.39
10226522AR0	BEELS KENNETH W 744573106		PUBLIC SVC ENTERPRISE GROUP	1,350.00	42,943.50	43,654.34
10226522AR0	BEELS KENNETH W 747525103		QUALCOMM INC	810.00	40,086.90	34,540.26
10226522AR0	BEELS KENNETH W 755111507		RAYTHEON CO	260.00	12,048.40	13,519.45
10226522AR0	BEELS KENNETH W 808513105		SCHWAB CHARLES CORP NEW	660.00	11,292.60	10,046.05
10226522AR0	BEELS KENNETH W 87612E106		TARGET CORP	660.00	39,685.80	26,715.69
10226522AR0	BEELS KENNETH W 883203101		TEXTRON INC	980.00	23,167.20	31,126.90
10226522AR0	BEELS KENNETH W 883556102		THERMO FISHER SCIENTIFIC INC	650.00	35,984.00	29,415.95
10226522AR0	BEELS KENNETH W 887317303		TIME WARNER INC	456.00	14,669.52	9,090.08
10226522AR0	BEELS KENNETH W 904767704		UNILEVER PLC ADR	1,100.00	33,968.00	32,039.47
10226522AR0	BEELS KENNETH W 91912E105		VALE SA-SP ADR	890.00	30,767.30	12,825.01
10226522AR0	BEELS KENNETH W 949746101		WELLS FARGO & COMPANY	1,760.00	54,542.40	44,029.81
10226522AR0	BEELS KENNETH W 991061052		CRA (BNY MELLON, N.A., MEMBE	98,339.03	98,339.03	98,339.03

TOTAL FOR ACCT#10226522AR0

5,454,316.54

5,082,770.74

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Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

										Totals	Gross Sales		Cost Other Basis and Expenses		Net Gain or Loss	
										Securities	753,547		668,945		84,602	
										Other sales	0		0		0	
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold		Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss	
1	X	CVS CAREMARK CORP	126650100			4/25/2007		6/21/2010		9,202	10,608					-1,406
2	X	CISCO SYSTEMS INC	17275R102			4/28/2005		11/12/2010		1,020	860					160
3	X	CVS CAREMARK CORP	126650100			4/25/2007		5/21/2010		319	366					-47
4	X	CVS CAREMARK CORP	126650100			4/25/2007		8/17/2010		5,181	6,585					-1,404
5	X	CVS CAREMARK CORP	126650100			4/24/2007		8/17/2010		864	1,092					-228
6	X	CISCO SYSTEMS INC	17275R102			7/23/2008		3/3/2010		738	660					78
7	X	CISCO SYSTEMS INC	17275R102			7/18/2008		11/12/2010		4,492	4,762					-270
8	X	CISCO SYSTEMS INC	17275R102			7/18/2008		3/3/2010		2,459	2,165					294
9	X	CISCO SYSTEMS INC	17275R102			8/20/2001		11/12/2010		2,043	1,673					370
10	X	CISCO SYSTEMS INC	17275R102			7/18/2008		3/3/2010		6,643	5,845					798
11	X	CISCO SYSTEMS INC	17275R102			8/6/2003		11/12/2010		204	179					25
12	X	CISCO SYSTEMS INC	17275R102			7/18/2008		11/12/2010		5,961	6,278					-317
13	X	COCA COLA ENTERPRISES IN	191219104			6/15/2007		5/6/2010		12,418	11,062					1,356
14	X	COCA COLA ENTERPRISES IN	191219104			6/18/2007		5/6/2010		776	691					85
15	X	COCA COLA ENTERPRISES IN	191219104			6/20/2007		5/6/2010		8,538	7,731					807
16	X	CUMMINS INC	231021106			5/1/2009		9/7/2010		4,619	1,946					2,673
17	X	CUMMINS INC	231021106			5/1/2009		9/7/2010		810	342					468
18	X	CUMMINS INC	231021106			5/1/2009		9/7/2010		243	102					141
19	X	E M C CORP MASS	268648102			4/23/2010		9/30/2010		3,045	2,997					48
20	X	E M C CORP MASS	268648102			7/29/2009		9/30/2010		19,285	14,576					4,709
21	X	E M C CORP MASS	268648102			4/23/2010		9/30/2010		2,639	2,598					41
22	X	EXELON CORP	30161N101			8/20/2001		8/24/2010		564	386					178
23	X	EXELON CORP	30161N101			8/20/2001		8/24/2010		1,206	828					378
24	X	EXELON CORP	30161N101			8/20/2001		8/24/2010		15,501	10,656					4,845
25	X	EXELON CORP	30161N101			12/24/2001		8/24/2010		2,410	1,415					995
26	X	FEDEX CORP	31428X106			10/31/2008		6/16/2010		13,415	11,126					2,289
27	X	FEDEX CORP	31428X106			11/20/2008		6/16/2010		3,946	2,957					989
28	X	FEDEX CORP	31428X106			11/21/2008		6/16/2010		785	564					225
29	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		1/19/2010		5,739	4,556					1,183
30	X	FIRST HORIZON NATIONAL C	320517105			10/14/2008		1/19/2010		1,068	818					250
31	X	FIRST HORIZON NATIONAL C	320517105			10/14/2008		1/19/2010		1,878	1,443					435
32	X	FIRST HORIZON NATIONAL C	320517105			10/14/2008		1/19/2010		2,030	1,574					456
33	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		1/19/2010		2,095	1,677					418
34	X	FIRST HORIZON NATIONAL C	320517105			10/14/2008		1/19/2010		1,701	1,314					387
35	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		1/19/2010		160	127					33
36	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		1/19/2010		1,511	1,197					314
37	X	FIRST HORIZON NATIONAL C	320517105			10/14/2008		1/28/2010		12	10					2
38	X	GAP INC	364760108			1/8/2010		7/7/2010		6,037	6,330					-293
39	X	GAP INC	364760108			1/8/2010		7/7/2010		351	366					-15
40	X	GAP INC	364760108			1/11/2010		7/7/2010		5,511	5,791					-280
41	X	GAP INC	364760108			1/11/2010		7/7/2010		1,558	1,647					-89
42	X	GAP INC	364760108			1/12/2010		7/7/2010		5,628	5,782					-154
43	X	GETTYSBURG PA MUN AUTH	374311CJ5			3/8/2001		7/1/2010		65,000	63,710					1,290
44	X	HEWLETT PACKARD CO	428236103			8/21/2009		8/11/2010		5,298	5,770					-472
45	X	HEWLETT PACKARD CO	428236103			8/21/2009		8/11/2010		15,517	16,867					-1,350
46	X	HEWLETT PACKARD CO	428236103			8/21/2009		8/12/2010		10,038	11,096					-1,058
47	X	HEWLETT PACKARD CO	428236103			9/3/2009		8/12/2010		4,015	4,435					-420
48	X	HOME DEPOT INC	437076102			8/28/2009		5/20/2010		4,626	3,881					745
49	X	HOME DEPOT INC	437076102			9/11/2009		5/20/2010		7,270	6,038					1,232
50	X	HOME DEPOT INC	437076102			9/11/2009		5/20/2010		2,313	1,917					396

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Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

								Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
								Securities		753,547		668,945		84,602	
								Other sales		0		0		0	
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss	
51	X	HOME DEPOT INC	437076102			8/28/2009		5/20/2010	4,273	3,604				669	
52	X	HOME DEPOT INC	437076102			9/11/2009		5/27/2010	3,432	2,729				703	
53	X	HOME DEPOT INC	437076102			9/11/2009		5/27/2010	2,403	1,904				499	
54	X	HOME DEPOT INC	437076102			9/11/2009		5/27/2010	5,149	4,067				1,082	
55	X	HOME DEPOT INC	437076102			9/11/2009		5/27/2010	2,059	1,643				416	
56	X	HOME DEPOT INC	437076102			11/20/2008		5/27/2010	343	192				151	
57	X	JUNIPER NETWORKS INC	48203R104			10/28/2008		1/6/2010	1,295	890				405	
58	X	JUNIPER NETWORKS INC	48203R104			2/23/2009		1/6/2010	8,804	5,026				3,778	
59	X	JUNIPER NETWORKS INC	48203R104			10/28/2008		1/6/2010	1,299	890				409	
60	X	KBR INC	48242W106			1/31/2007		9/7/2010	1,358	1,040				318	
61	X	KBR INC	48242W106			1/31/2007		9/8/2010	1,731	1,319				412	
62	X	KBR INC	48242W106			1/31/2007		9/9/2010	171	130				41	
63	X	PARKER HANNIFIN CORP	701094104			12/24/2008		5/18/2010	2,441	1,575				866	
64	X	PARKER HANNIFIN CORP	701094104			12/23/2008		6/18/2010	4,882	3,113				1,769	
65	X	PARKER HANNIFIN CORP	701094104			12/23/2008		6/21/2010	12,338	7,782				4,556	
66	X	PENNSYLVANIA ST HIGHER 5	7091715W8			3/8/2001		12/15/2010	50,000	47,839				2,161	
67	X	KBR INC	48242W106			1/31/2007		9/9/2010	980	743				237	
68	X	PHILADELPHIA PA SCH DI 5	717880A43			3/8/2001		3/1/2010	30,000	30,000				0	
69	X	KBR INC	48242W106			1/31/2007		9/10/2010	709	539				170	
70	X	KBR INC	48242W106			12/12/2008		9/10/2010	1,955	1,191				764	
71	X	KBR INC	48242W106			12/12/2008		9/13/2010	5,877	3,587				2,290	
72	X	KBR INC	48242W106			12/12/2008		9/13/2010	943	565				377	
73	X	PHILADELPHIA PA SCH 5 75	717880A45			3/8/2001		3/1/2010	30,000	30,000				0	
74	X	QUALCOMM INC	747525103			1/6/2010		4/23/2010	13,634	17,300				-3,666	
75	X	SEMPRA ENERGY	816851109			2/27/2007		1/6/2010	17,400	19,784				-2,384	
76	X	KBR INC	48242W106			12/12/2008		9/13/2010	1,258	759				499	
77	X	SEMPRA ENERGY	816851109			2/26/2007		1/6/2010	54	61				-7	
78	X	SEMPRA ENERGY	816851109			2/27/2007		1/6/2010	11,568	13,128				-1,560	
79	X	LIMITED BRANDS INC	532716107			10/6/2009		11/22/2010	2,303	1,266				1,037	
80	X	LIMITED BRANDS INC	532716107			10/6/2009		11/22/2010	1,645	903				742	
81	X	SEMPRA ENERGY	816851109			2/26/2007		1/7/2010	861	983				-122	
82	X	MERCK & CO INC	58933Y105			3/13/2009		9/20/2010	8,431	6,367				2,064	
83	X	SEMPRA ENERGY	816851109			2/26/2007		1/7/2010	1,614	1,842				-228	
84	X	MERCK & CO INC	58933Y105			3/13/2009		9/20/2010	1,745	1,317				428	
85	X	OIL CITY PA SCH DIST 5 3%	677857ED2			3/8/2001		5/15/2010	10,000	10,000				0	
86	X	SEMPRA ENERGY	816851109			2/26/2007		1/7/2010	1,507	1,720				-213	
87	X	SEMPRA ENERGY	816851109			2/26/2007		1/7/2010	2,744	3,133				-389	
88	X	TARGET CORP	87612E106			6/1/2009		8/9/2010	7,988	6,235				1,753	
89	X	TIME WARNER INC	887317303			1/8/2010		7/1/2010	5,421	5,443				-22	
90	X	TIME WARNER INC	887317303			1/11/2010		7/1/2010	5,706	5,824				-118	
91	X	TIME WARNER INC	887317303			12/4/2008		7/1/2010	1,997	1,395				602	
92	X	VERTEX PHARMACEUTICALS	92532F100			3/5/2009		1/8/2010	2,031	1,398				633	
93	X	VERTEX PHARMACEUTICALS	92532F100			3/6/2009		1/8/2010	5,281	3,626				1,655	
94	X	VERTEX PHARMACEUTICALS	92532F100			11/3/2008		1/8/2010	406	273				133	
95	X	VERTEX PHARMACEUTICALS	92532F100			3/6/2009		1/8/2010	407	282				125	
96	X	VERTEX PHARMACEUTICALS	92532F100			3/5/2009		1/8/2010	2,033	1,398				635	
97	X	VERTEX PHARMACEUTICALS	92532F100			11/3/2008		1/11/2010	816	546				270	
98	X	VERTEX PHARMACEUTICALS	92532F100			11/3/2008		6/21/2010	2,568	1,910				658	
99	X	VERTEX PHARMACEUTICALS	92532F100			10/30/2008		6/22/2010	3,610	2,453				1,157	
100	X	VERTEX PHARMACEUTICALS	92532F100			10/31/2008		6/22/2010	6,534	4,693				1,841	
101	X	VERTEX PHARMACEUTICALS	92532F100			10/31/2008		6/22/2010	329	233				96	

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Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

										Totals	Gross Sales	Cost Other Basis and Expenses	Net Gain or Loss	
Long Term CG Distributions			Amount							Securities	753,547	668,945	84,602	
Short Term CG Distributions			0							Other sales	0	0	0	
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
102	X	VISA INC-CLASS A SHRS	92826C839			1/27/2009		8/12/2010	6,698	4,037				2,661
103	X	VISA INC-CLASS A SHRS	92826C839			1/27/2009		8/12/2010	947	570				377
104	X	VISA INC-CLASS A SHRS	92826C839			1/27/2009		8/13/2010	1,307	790				517
105	X	VISA INC-CLASS A SHRS	92826C839			1/27/2009		8/13/2010	3,414	2,062				1,352
106	X	WHIRLPOOL CORP	963320106			8/28/2009		11/22/2010	3,332	2,901				431
107	X	WHIRLPOOL CORP	963320106			8/28/2009		11/22/2010	454	394				60
108	X	WHIRLPOOL CORP	963320106			8/28/2009		11/22/2010	3,786	3,242				544
109	X	WHIRLPOOL CORP	963320106			8/31/2009		11/22/2010	7,118	6,133				985
110	X	WHIRLPOOL CORP	963320106			8/28/2009		11/22/2010	1,983	1,714				269
111	X	XTO ENERGY INC	98385X106			6/8/2004		6/11/2010	20,298	7,242				13,056
112	X	XTO ENERGY INC	98385X106			6/9/2004		6/11/2010	12,297	4,371				7,926
113	X	ACCENTURE PLC-CL A	G1151C101			2/27/2008		1/6/2010	18,320	15,785				2,535
114	X	ACCENTURE PLC-CL A	G1151C101			2/27/2008		1/6/2010	2,969	2,570				399
115	X	TYCO INTERNATIONAL LTD	H89128104			2/6/2008		9/2/2010	4,227	4,517				-290
116	X	TYCO INTERNATIONAL LTD	H89128104			2/5/2008		9/2/2010	384	404				-20
117	X	TYCO INTERNATIONAL LTD	H89128104			8/11/2008		9/2/2010	2,306	2,718				-412
118	X	TYCO INTERNATIONAL LTD	H89128104			2/6/2008		9/2/2010	769	821				-52
119	X	TYCO INTERNATIONAL LTD	H89128104			8/11/2008		9/2/2010	2,310	2,718				-408
120	X	AUTOLIV INC	052800109			6/10/2009		9/20/2010	3,080	1,571				1,509
121	X	AOL INC	00184X105			12/4/2008		1/4/2010	1,110	754				356
122	X	AMGEN INC	031162100			10/29/2008		2/12/2010	6,199	6,615				-416
123	X	AMGEN INC	031162100			10/28/2008		2/12/2010	2,818	2,916				-98
124	X	AMGEN INC	031162100			10/28/2008		8/10/2010	4,461	4,666				-205
125	X	AMGEN INC	031162100			10/28/2008		8/11/2010	538	583				-45
126	X	AMGEN INC	031162100			4/24/2009		8/11/2010	11,306	10,402				904
127	X	AUTOLIV INC	052800109			6/10/2009		9/20/2010	5,546	2,827				2,719
128	X	BLACKROCK INC	09247X101			4/24/2009		9/13/2010	1,656	1,654				2
129	X	AMGEN INC	031162100			4/24/2009		8/11/2010	1,615	1,464				151
130	X	APPLE INC	037833100			7/8/2008		1/2/2010	18,144	15,396				2,748
131	X	BLACKROCK INC	09247X101			4/24/2009		9/13/2010	1,815	1,804				11
132	X	BLACKROCK INC	09247X101			4/24/2009		9/14/2010	3,988	3,909				79
133	X	BLACKROCK INC	09247X101			4/24/2009		9/14/2010	3,229	3,157				72
134	X	CVS CAREMARK CORP	126650100			10/30/2007		1/8/2010	5,429	6,631				-1,202
135	X	CVS CAREMARK CORP	126650100			10/30/2007		1/8/2010	2,376	2,901				-525
136	X	CVS CAREMARK CORP	126650100			4/24/2007		1/11/2010	3,386	3,673				-287
137	X	CVS CAREMARK CORP	126650100			10/30/2007		1/11/2010	6,434	7,875				-1,441
138	X	CVS CAREMARK CORP	126650100			4/25/2007		1/11/2010	1,016	1,097				-81
139	X	CVS CAREMARK CORP	126650100			4/25/2007		1/11/2010	1,691	1,829				-138
140	X	CVS CAREMARK CORP	126650100			4/25/2007		6/21/2010	1,904	2,195				-291

Line 11 (990-PF) - Other Income

		5,090	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	FED TAC REFUND	5,090		
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 18 (990-PF) - Taxes

		2,540	2 540	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	2,540	2,540		
2					
3					
4					
5					
6					
7					
8					
9					
10					

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Line 23 (990-PF) - Other Expenses

		31	31	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	ADR FEES	31	31		
3					
4					
5					
6					
7					
8					
9					
10					

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Part II, Line 13 (990-PF) - Investments - Other

		5,072,819 4,984,432 5,355,978			
	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS		5,072,819	4,984,432	5,355,978
2					
3					
4					
5					
6					
7					
8					
9					
10					

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Amount																	
Short Term CG Distributions		1 868		0		Totals		751 679		0		668 945		82 734		0		0	
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses						
1	CVS CAREMARK CORP	126550100		4/25/2007	6/2/2010	9 202	0	10 608	-1 406			0	-1 406						
2	CISCO SYSTEMS INC	17275R102		4/28/2005	11/12/2010	1 020	0	860	160			0	160						
3	CVS CAREMARK CORP	126550100		4/25/2007	6/2/2010	319	0	366	-47			0	-47						
4	CVS CAREMARK CORP	126550100		4/25/2007	8/17/2010	5 181	0	6 585	-1 404			0	-1 404						
5	CVS CAREMARK CORP	126550100		4/24/2007	8/17/2010	864	0	1 092	-228			0	-228						
6	CISCO SYSTEMS INC	17275R102		7/23/2008	3/3/2010	738	0	660	78			0	78						
7	CISCO SYSTEMS INC	17275R102		7/18/2008	11/12/2010	4 492	0	4 762	-270			0	-270						
8	CISCO SYSTEMS INC	17275R102		7/18/2008	3/3/2010	2 459	0	2 165	294			0	294						
9	CISCO SYSTEMS INC	17275R102		8/20/2001	11/12/2010	2 043	0	1 673	370			0	370						
10	CISCO SYSTEMS INC	17275R102		7/18/2008	3/3/2010	6 643	0	5 845	798			0	798						
11	CISCO SYSTEMS INC	17275R102		8/6/2003	11/12/2010	204	0	179	25			0	25						
12	CISCO SYSTEMS INC	17275R102		7/18/2008	11/12/2010	5 981	0	6 278	-317			0	-317						
13	COCA COLA ENTERPRISES INC	191218104		6/15/2007	5/6/2010	12 418	0	11 062	1 356			0	1 356						
14	COCA COLA ENTERPRISES INC	191218104		6/18/2007	5/6/2010	776	0	691	85			0	85						
15	COCA COLA ENTERPRISES INC	191219104		6/20/2007	5/6/2010	8 538	0	7 731	807			0	807						
16	CUMMINS INC	231021106		5/1/2009	9/7/2010	4 618	0	1 948	2 673			0	2 673						
17	CUMMINS INC	231021106		5/1/2009	8/7/2010	810	0	342	468			0	468						
18	CUMMINS INC	231021106		5/1/2009	9/7/2010	243	0	102	141			0	141						
19	E M C CORP MASS	268648102		4/23/2010	9/30/2010	3 045	0	2 997	48			0	48						
20	E M C CORP MASS	268648102		7/29/2009	9/30/2010	19 285	0	14 576	4 709			0	4 709						
21	E M C CORP MASS	268648102		4/23/2010	9/30/2010	2 639	0	2 598	41			0	41						
22	EXELON CORP	30161N101		8/20/2001	8/24/2010	564	0	386	178			0	178						
23	EXELON CORP	30161N101		8/20/2001	8/24/2010	1 206	0	828	378			0	378						
24	EXELON CORP	30161N101		8/20/2001	8/24/2010	15 501	0	10 856	4 645			0	4 645						
25	EXELON CORP	30161N101		12/24/2001	8/24/2010	2 410	0	1 415	995			0	995						
26	FEDEX CORP	31428X106		10/31/2008	6/16/2010	13 415	0	11 126	2 289			0	2 289						
27	FEDEX CORP	31428X106		11/20/2008	6/16/2010	3 946	0	2 957	989			0	989						
28	FEDEX CORP	31428X106		11/21/2008	6/16/2010	789	0	564	225			0	225						
29	FIRST HORIZON NATIONAL CORP	320517105		10/15/2008	1/19/2010	5 739	0	4 556	1 183			0	1 183						
30	FIRST HORIZON NATIONAL CORP	320517105		10/14/2008	1/19/2010	1 068	0	818	250			0	250						
31	FIRST HORIZON NATIONAL CORP	320517105		10/14/2008	1/19/2010	1 878	0	1 443	435			0	435						
32	FIRST HORIZON NATIONAL CORP	320517105		10/14/2008	1/19/2010	2 030	0	1 574	456			0	456						
33	FIRST HORIZON NATIONAL CORP	320517105		10/15/2008	1/19/2010	2 095	0	1 677	418			0	418						
34	FIRST HORIZON NATIONAL CORP	320517105		10/14/2008	1/19/2010	1 701	0	1 314	387			0	387						
35	FIRST HORIZON NATIONAL CORP	320517105		10/15/2008	1/19/2010	160	0	127	33			0	33						
36	FIRST HORIZON NATIONAL CORP	320517105		10/15/2008	1/19/2010	1 511	0	1 197	314			0	314						
37	FIRST HORIZON NATIONAL CORP	320517105		10/14/2008	1/28/2010	12	0	10	2			0	2						
38	GAP INC	364760108		1/8/2010	7/7/2010	6 037	0	6 330	-293			0	-293						
39	GAP INC	364760108		1/8/2010	7/7/2010	351	0	366	-15			0	-15						
40	GAP INC	364760108		1/11/2010	7/7/2010	5 511	0	5 791	-280			0	-280						
41	GAP INC	364760108		1/11/2010	7/7/2010	1 558	0	1 647	-89			0	-89						
42	GAP INC	364760108		1/12/2010	7/7/2010	5 628	0	5 782	-154			0	-154						
43	GETTYSBURG PA MUN AUTH 5 0% 8/15	3374311CJ5		3/8/2001	7/1/2010	65 000	0	63 710	1 290			0	1 290						
44	HEWLETT PACKARD CO	428236103		8/21/2009	8/11/2010	5 298	0	5 770	-472			0	-472						
45	HEWLETT PACKARD CO	428236103		8/21/2009	8/11/2010	15 517	0	16 867	-1 350			0	-1 350						
46	HEWLETT PACKARD CO	428236103		8/21/2009	8/12/2010	10 038	0	11 096	-1 058			0	-1 058						
47	HEWLETT PACKARD CO	428236103		9/3/2008	8/12/2010	4 015	0	4 435	-420			0	-420						
48	HOME DEPOT INC	437076102		8/28/2009	5/20/2010	4 626	0	3 881	745			0	745						
49	HOME DEPOT INC	437076102		9/11/2009	5/20/2010	7 270	0	6 038	1 232			0	1 232						
50	HOME DEPOT INC	437076102		9/11/2009	5/20/2010	2 313	0	1 917	396			0	396						
51	HOME DEPOT INC	437076102		8/28/2009	5/20/2010	4 273	0	3 604	669			0	669						
52	HOME DEPOT INC	437076102		9/11/2009	5/27/2010	3 432	0	2 729	703			0	703						
53	HOME DEPOT INC	437076102		9/11/2009	5/27/2010	2 403	0	1 904	499			0	499						
54	HOME DEPOT INC	437076102		9/11/2009	5/27/2010	5 149	0	4 067	1 082			0	1 082						
55	HOME DEPOT INC	437076102		9/11/2009	5/27/2010	2 059	0	1 643	416			0	416						
56	HOME DEPOT INC	437076102		11/20/2008	5/27/2010	343	0	192	151			0	151						
57	JUNIPER NETWORKS INC	48203R104		10/28/2008	1/6/2010	1 295	0	890	405			0	405						

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount			Totals	751,679	0	668,945	82,734	0	0	0	82,734
Long Term CG Distributions		1,868											
Short Term CG Distributions		0											
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
58	JUNIPER NETWORKS INC	48203R104		2/23/2009	1/6/2010	8,804	0	5,026	3,778			0	3,778
59	JUNIPER NETWORKS INC	48203R104		10/28/2008	1/6/2010	1,299	0	890	409			0	409
60	KBR INC	48242W106		1/31/2007	9/7/2010	1,358	0	1,040	318			0	318
61	KBR INC	48242W106		1/31/2007	9/8/2010	1,731	0	1,319	412			0	412
62	KBR INC	48242W106		1/31/2007	9/9/2010	171	0	130	41			0	41
63	PARKER HANNIFIN CORP	701094104		12/24/2008	6/18/2010	2,441	0	1,575	866			0	866
64	PARKER HANNIFIN CORP	701094104		12/23/2008	6/18/2010	4,882	0	3,113	1,769			0	1,769
65	PARKER HANNIFIN CORP	701094104		12/23/2008	6/21/2010	12,338	0	7,782	4,556			0	4,556
66	PENNSYLVANIA ST HIGHER 5.0% 11/01/79	7091715W8		3/8/2001	12/15/2010	50,000	0	47,839	2,161			0	2,161
67	KBR INC	48242W106		1/31/2007	9/9/2010	980	0	743	237			0	237
68	PHILADELPHIA PA SCH DI 5.5% 3/01/17	7178804A3		3/8/2001	3/1/2010	30,000	0	30,000	0			0	0
69	KBR INC	48242W106		1/31/2007	9/10/2010	709	0	539	170			0	170
70	KBR INC	48242W106		12/12/2008	9/10/2010	1,955	0	1,191	764			0	764
71	KBR INC	48242W106		12/12/2008	9/13/2010	5,877	0	3,587	2,290			0	2,290
72	KBR INC	48242W106		12/12/2008	9/13/2010	943	0	566	377			0	377
73	PHILADELPHIA PA SCH 5.75% 3/01/29	7178804E5		3/8/2001	3/1/2010	30,000	0	30,000	0			0	0
74	QUALCOMM INC	747525103		1/6/2010	4/23/2010	13,634	0	17,300	-3,666			0	-3,666
75	SEMPRA ENERGY	816851109		2/27/2007	1/6/2010	17,400	0	19,784	-2,384			0	-2,384
76	KBR INC	48242W106		12/12/2008	9/13/2010	1,258	0	759	499			0	499
77	SEMPRA ENERGY	816851109		2/26/2007	1/6/2010	54	0	61	-7			0	-7
78	SEMPRA ENERGY	816851109		2/27/2007	1/6/2010	11,568	0	13,128	-1,560			0	-1,560
79	LIMITED BRANDS INC	532716107		10/6/2009	11/22/2010	2,303	0	1,266	1,037			0	1,037
80	LIMITED BRANDS INC	532716107		10/6/2009	11/22/2010	1,645	0	903	742			0	742
81	SEMPRA ENERGY	816851109		2/26/2007	1/7/2010	861	0	983	-122			0	-122
82	MERCK & CO INC	58933Y105		3/13/2009	9/20/2010	8,431	0	6,367	2,064			0	2,064
83	SEMPRA ENERGY	816851109		2/26/2007	1/7/2010	1,614	0	1,842	-228			0	-228
84	MERCK & CO INC	58933Y105		3/13/2009	9/20/2010	1,745	0	1,317	428			0	428
85	OIL CITY PA SCH DIST 5.3% 5/15/11	677857ED2		3/8/2001	5/15/2010	10,000	0	10,000	0			0	0
86	SEMPRA ENERGY	816851109		2/26/2007	1/7/2010	1,507	0	1,720	-213			0	-213
87	SEMPRA ENERGY	816851109		2/26/2007	1/7/2010	2,744	0	3,133	-389			0	-389
88	TARGET CORP	87612E106		6/1/2009	8/9/2010	7,988	0	6,235	1,753			0	1,753
89	TIME WARNER INC	887317303		1/8/2010	7/1/2010	5,421	0	5,443	-22			0	-22
90	TIME WARNER INC	887317303		1/11/2010	7/1/2010	5,706	0	5,824	-118			0	-118
91	TIME WARNER INC	887317303		12/4/2008	7/1/2010	1,997	0	1,395	602			0	602
92	VERTEX PHARMACEUTICALS INC	92532F100		3/5/2009	1/8/2010	2,031	0	1,398	633			0	633
93	VERTEX PHARMACEUTICALS INC	92532F100		3/6/2009	1/8/2010	5,281	0	3,626	1,655			0	1,655
94	VERTEX PHARMACEUTICALS INC	92532F100		11/3/2008	1/8/2010	406	0	273	133			0	133
95	VERTEX PHARMACEUTICALS INC	92532F100		3/6/2009	1/8/2010	407	0	282	125			0	125
96	VERTEX PHARMACEUTICALS INC	92532F100		3/5/2009	1/8/2010	2,033	0	1,398	635			0	635
97	VERTEX PHARMACEUTICALS INC	92532F100		11/3/2008	1/11/2010	816	0	546	270			0	270
98	VERTEX PHARMACEUTICALS INC	92532F100		11/3/2008	6/21/2010	2,568	0	1,910	658			0	658
99	VERTEX PHARMACEUTICALS INC	92532F100		10/30/2008	6/22/2010	3,610	0	2,453	1,157			0	1,157
100	VERTEX PHARMACEUTICALS INC	92532F100		10/31/2008	6/22/2010	6,534	0	4,693	1,841			0	1,841
101	VERTEX PHARMACEUTICALS INC	92532F100		10/31/2008	6/22/2010	329	0	233	96			0	96
102	VISA INC-CLASS A SHRS	92826C839		1/27/2009	8/12/2010	6,698	0	4,037	2,661			0	2,661
103	VISA INC-CLASS A SHRS	92826C839		1/27/2009	8/12/2010	947	0	570	377			0	377
104	VISA INC-CLASS A SHRS	92826C839		1/27/2009	8/13/2010	1,307	0	790	517			0	517
105	VISA INC-CLASS A SHRS	92826C839		1/27/2009	8/13/2010	3,414	0	2,062	1,352			0	1,352
106	WHIRLPOOL CORP	963320106		8/28/2009	11/22/2010	3,332	0	2,901	431			0	431
107	WHIRLPOOL CORP	963320106		8/28/2009	11/22/2010	454	0	394	60			0	60
108	WHIRLPOOL CORP	963320106		8/28/2009	11/22/2010	3,786	0	3,242	544			0	544
109	WHIRLPOOL CORP	963320106		8/31/2009	11/22/2010	7,118	0	6,133	985			0	985
110	WHIRLPOOL CORP	963320106		8/28/2009	11/22/2010	1,983	0	1,714	269			0	269
111	XTO ENERGY INC	98385X106		6/8/2004	6/11/2010	20,298	0	7,242	13,056			0	13,056
112	XTO ENERGY INC	98385X106		6/9/2004	6/11/2010	12,297	0	4,371	7,926			0	7,926
113	ACCENTURE PLC-CL A	G1151C101		2/27/2008	1/6/2010	18,320	0	15,785	2,535			0	2,535
114	ACCENTURE PLC-CL A	G1151C101		2/27/2008	1/6/2010	2,969	0	2,570	399			0	399

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount										
Long Term CG Disinbuitions		1 868										
Short Term CG Disinbuitions		0										
			Totals	751,679	0	668,945	82,734	0	0	0	82,734	
Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
115 TYCO INTERNATIONAL LTD	H89128104		2/5/2008	9/2/2010	4,227	0	4,517	-290			0	-290
116 TYCO INTERNATIONAL LTD	H89128104		2/5/2008	9/2/2010	384	0	404	-20			0	-20
117 TYCO INTERNATIONAL LTD	H89128104		8/11/2008	9/2/2010	2,306	0	2,718	-412			0	-412
118 TYCO INTERNATIONAL LTD	H89128104		2/6/2008	9/2/2010	769	0	821	-52			0	-52
119 TYCO INTERNATIONAL LTD	H89128104		8/11/2008	9/2/2010	2,310	0	2,718	-408			0	-408
120 AUTOLIV INC	052800109		6/10/2009	9/20/2010	3,080	0	1,571	1,509			0	1,509
121 AOL INC	00184X105		12/4/2008	1/4/2010	1,110	0	754	356			0	356
122 AMGEN INC	031162100		10/29/2008	2/12/2010	6,109	0	8,615	-416			0	-416
123 AMGEN INC	031162100		10/28/2008	2/12/2010	2,818	0	2,916	-98			0	-98
124 AMGEN INC	031162100		10/28/2008	8/10/2010	4,461	0	4,666	-205			0	-205
125 AMGEN INC	031162100		10/28/2008	8/11/2010	538	0	583	-45			0	-45
126 AMGEN INC	031162100		4/24/2009	8/11/2010	11,306	0	10,402	904			0	904
127 AUTOLIV INC	052800109		6/10/2009	9/20/2010	5,546	0	2,827	2,719			0	2,719
128 BLACKROCK INC	09247X101		4/24/2009	9/13/2010	1,656	0	1,654	2			0	2
129 AMGEN INC	031162100		4/24/2009	8/11/2010	1,615	0	1,464	151			0	151
130 APPLE INC	037833100		7/8/2008	1/21/2010	16,144	0	15,396	2,748			0	2,748
131 BLACKROCK INC	09247X101		4/24/2009	9/13/2010	1,815	0	1,804	11			0	11
132 BLACKROCK INC	09247X101		4/24/2009	9/14/2010	3,988	0	3,909	79			0	79
133 BLACKROCK INC	09247X101		4/24/2009	9/14/2010	3,229	0	3,157	72			0	72
134 CVS CAREMARK CORP	126650100		10/30/2007	1/8/2010	5,429	0	6,631	-1,202			0	-1,202
135 CVS CAREMARK CORP	126650100		10/30/2007	1/8/2010	2,376	0	2,901	-525			0	-525
136 CVS CAREMARK CORP	126650100		4/24/2007	1/11/2010	3,386	0	3,673	-287			0	-287
137 CVS CAREMARK CORP	126650100		10/30/2007	1/11/2010	6,434	0	7,875	-1,441			0	-1,441
138 CVS CAREMARK CORP	126650100		4/25/2007	1/11/2010	1,016	0	1,097	-81			0	-81
139 CVS CAREMARK CORP	126650100		4/25/2007	1/11/2010	1,691	0	1,829	-138			0	-138
140 CVS CAREMARK CORP	126650100		4/25/2007	6/21/2010	1,904	0	2,195	-291			0	-291

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	1,309
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	1,309

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

[illegible]

Attachment to Form 990-PF Part VIII, Column (b) Title and average hours
per week devoted to position

As Trustee, the Bank of New York Mellon provides administrative services such as acting as investment manager for the named organization. These services require numerous individual bank employees' involvement in the activities of the organization and thus cannot be quantified on an hourly basis. Therefore, the Trustee's fees are not based upon an hourly basis but are calculated based upon factors such as the market value of the account and in accordance with our agreement with the client.

BEELS KENNETH W-CHAR TR

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

EDENBURG PRESBYTERIAN CURCH

Street

P O BOX 458

City

KNOX

State

PA

Zip Code

16232

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

23,135

Name

CLARION UNIVERSITY FOUNDATION INC

Street

840 WOOD STREET

City

CLARION

State

PA

Zip Code

16214

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

23,135

Name

WESTMINSTER COLLEGE, CHRISTINE A MARTIN, CONTROLLER

Street

BUSINESS OFFICE

City

NEW WILMINGTON

State

PA

Zip Code

16172-0001

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPEARING

Amount

90,226

Name

ROTARY FOUNDATION

Street

1560 SHERMAN AVENUE

City

EVANSTON

State

IL

Zip Code

60201

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

4,627

Name

THE PENNSYLVANIA STATE UNIVERSITY

Street

103 INNOVATION BLVD, STE 212

City

UNIVERSITY PARK

State

PA

Zip Code

16802

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

67,091

Name

FARMERS NATIONAL BANK

Street

City

KNOX

State

PA

Zip Code

16232

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING

Amount

23,135