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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

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

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 B. MOORE & H. MOROF ACQUISITION FUND C/O PNC BANK, N. A. - TRUSTEE		A Employer identification number 25-6871293
Number and street (or P O box number if mail is not delivered to street address) 1600 MARKET STREET - TAX DEPARTMENT	Room/suite	B Telephone number (215) 585-5597
City or town, state, and ZIP code PHILADELPHIA, PA 19103-7240		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) \$ 1,011,961. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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)
1 Contributions, gifts, grants, etc., received				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		22,285.	22,285.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		31,884.			
b Gross sales price for all assets on line 6a		373,584.			
7 Capital gain net income (from Part IV, line 2)			31,884.		
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					
12 Total. Add lines 1 through 11		54,169.	54,169.		
13 Compensation of officers, directors, trustees, etc.		8,238.	6,179.		2,059.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		700.	0.		700.
c Other professional fees					
17 Interest					
18 Taxes		-1,006.	5.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		7,932.	6,184.		2,759.
25 Contributions, gifts, grants paid		47,859.			47,859.
26 Total expenses and disbursements. Add lines 24 and 25		55,791.	6,184.		50,618.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-1,622.			
b Net investment income (if negative, enter -0-)			47,985.		
c Adjusted net income (if negative, enter -0-)				N/A	

B. MOORE & H. MOROF ACQUISITION FUND

Form 990-PF (2010)

C/O PNC BANK, N. A. - TRUSTEE

25-6871293

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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			
	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 STMT 5	99,815.	75,162.	76,476.
	b Investments - corporate stock STMT 6	331,369.	316,723.	392,580.
	c Investments - corporate bonds STMT 7	209,273.	290,088.	296,802.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	234,468.	196,412.	246,103.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	874,925.	878,385.	1,011,961.	
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	874,925.	878,385.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	874,925.	878,385.		
31 Total liabilities and net assets/fund balances	874,925.	878,385.		

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	874,925.
2 Enter amount from Part I, line 27a	2	-1,622.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4	3	5,082.
4 Add lines 1, 2, and 3	4	878,385.
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	878,385.

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 GAIN/LOSS REPORT	P		
b LONG-TERM CAPITAL GAIN DISTRIBUTIONS	P		
c SHORT-TERM CAPITAL GAIN DISTRIBUTIONS	P		
d PROCEEDS ON CLASS ACTION SETTLEMENTS	P		
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 372,777.		341,700.	31,077.
b 417.			417.
c 324.			324.
d 66.			66.
e			

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			31,077.
b			417.
c			324.
d			66.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	31,884.
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	44,883.	869,610.	.051613
2008	59,743.	997,836.	.059873
2007	56,437.	1,117,023.	.050524
2006	54,221.	1,053,910.	.051447
2005	48,843.	982,025.	.049737

2 Total of line 1, column (d)	2	.263194
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	.052639
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	941,758.
5 Multiply line 4 by line 3	5	49,573.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	480.
7 Add lines 5 and 6	7	50,053.
8 Enter qualifying distributions from Part XII, line 4	8	50,618.

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)		1	480.
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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	480.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	480.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 654.	7	1,487.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c 833.	9	
d Backup withholding erroneously withheld	6d	10	1,007.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☒ 1,007. Refunded ☐			

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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. ☒ \$ 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		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
4a 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?		
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	
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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 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		
14	The books are in care of ► PNC BANK, N. A. - TAX DEPARTMENT Telephone no. ► (215) 585-5597 Located at ► 1600 MARKET STREET, PHILADELPHIA, PA ZIP+4 ► 19103-7240			
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 N/A ► ☐	1b	
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

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?

If "Yes" to 6b, file Form 8870

6b

X

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
PNC BANK, N. A. 100 SOUTH MAIN STREET - SUITE 100 DOYLESTOWN, PA 189014882	TRUSTEE 0.00	8,238.	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

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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.

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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	956,100.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	956,100.
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	956,100.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,342.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	941,758.
6	Minimum investment return. Enter 5% of line 5	6	47,088.

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	47,088.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	480.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	480.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	46,608.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	46,608.
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	46,608.

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	50,618.
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	50,618.
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	480.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	50,138.

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				46,608.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	706.			
b From 2006	2,677.			
c From 2007	1,808.			
d From 2008	10,273.			
e From 2009	1,758.			
f Total of lines 3a through e	17,222.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$	50,618.			
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				46,608.
e Remaining amount distributed out of corpus	4,010.			
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	21,232.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	706.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	20,526.			
10 Analysis of line 9:				
a Excess from 2006	2,677.			
b Excess from 2007	1,808.			
c Excess from 2008	10,273.			
d Excess from 2009	1,758.			
e Excess from 2010	4,010.			

N/A

- 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 | | | | (e) Total |
|----------|---------------|----------|----------|--|-----------|
| (a) 2010 | (b) 2009 | (c) 2008 | (d) 2007 | | |

- (4) Gross investment income**

Form **990-PF** (2010)

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

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i> JAMES A. MICHEMER ART MUSEUM 138 SOUTH PINE STREET DOYLESTOWN, PA 18901		PUBLIC CHARITY	USE OF THE MUSEUM	47,859.
Total			▶ 3a	47,859.
<i>b Approved for future payment</i> NONE				
Total			▶ 3b	0.

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) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	22,285.	
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	31,884.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		54,169.	0.
13 Total. Add line 12, columns (b), (d), and (e)				54,169.	54,169.

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

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

[illegible]

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TAX CODE	OR-OFF	SERIAL	SEQ	LOT#	DATES		UNITS	PROCEEDS	TAX COST	G A I N / L O S S I N F O R M A T I O N	
					ACQUIRED	TRADE				FEDERAL G/L	STATE G/L
ASSET G24140108 COOPER INDUSTRIES PLC											
830	000	41061	00001	00000	10/06/10	12/21/10	10.000	587.59	495.40	92.19 S	92.19 L
TOTAL-SHORT							10.000	587.59	495.40	92.19	.00
TOTAL-LONG										.00	92.19
ASSET G2554F105 COVIDIEN PLC											
EXCH 03/18/11											
SEE G2554F113											
830	000	41061	00002	00000	01/26/10	12/21/10	10.000	459.39	510.60	51.21-S	51.21-L
TOTAL-SHORT							10.000	459.39	510.60	51.21-	.00
TOTAL-LONG										.00	51.21-
ASSET H5833N103 NOBLE CORPORATION											
SEDOL: B65Z9D7											
ISIN: CH0033347318											
830	000	40862	00001	00000	04/29/09	06/08/10	120.000	3,170.50	3,308.40	137.90-L	137.90-L
TOTAL-LONG							120.000	3,170.50	3,308.40	137.90-	137.90-
ASSET 00206R102 AT&T INC											
830	000	40729	00002	00000	08/03/06	01/26/10	10.000	253.09	308.30	55.21-L	55.21-L
830	000	41061	00003	00000	03/02/06	12/21/10	20.000	581.59	562.20	19.39 L	19.39 L
TOTAL-LONG							30.000	834.68	870.50	35.82-	35.82-
ASSET 018490102 ALLERGAN INC											
830	000	41061	00004	00000	01/26/10	12/21/10	10.000	700.28	584.00	116.28 S	116.28 L
TOTAL-SHORT							10.000	700.28	584.00	116.28	.00
TOTAL-LONG										.00	116.28
ASSET 025076845 AMERICAN CENTURY SMALL CAP VALUE											
831	000	41056	00001	00000	05/13/04	12/21/10	492.000	4,462.44	4,669.08	206.64-L	206.64-L

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TAX	OR-OFF	SERIAL	SEQ	LOT#	ACQUIRED	TRADE	DATES	UNITS	PROCEEDS	TAX COST	FEDERAL	STATE
CODE	ASSET	025076845	(CONT'D)								G/L	G/L
								492.000	4,462.44	4,669.08	206.64-	206.64-
								10.000	358.39	342.50	15.89 L	15.89 L
								10.000	358.39	342.50	15.89	15.89
								10.000	432.39	415.40	16.99 L	16.99 L
								10.000	432.39	415.40	16.99	16.99
								110.000	4,420.95	4,588.65	167.70-L	167.70-L
								110.000	4,420.95	4,588.65	167.70-	167.70-
								20.000	669.38	563.16	106.22 S	106.22 L
								20.000	669.38	563.16	106.22	106.22
								10.000	559.09	513.10	45.99 S	45.99 L
								10.000	559.09	513.10	45.99	45.99
								50.000	2,687.95	3,193.00	505.05-L	505.05-L
								50.000	2,687.95	3,193.00	505.05-	505.05-
								40.000	4,217.93	3,505.20	712.73 L	712.73 L
								10.000	1,054.48	874.90	179.58 L	179.58 L

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TAX		DATES		G A I N / L O S S		I N F O R M A T I O N			
CODE	OR-OFF SERIAL	SEQ LOT#	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET 037411105 (CONT'D)									
TOTAL-LONG					50.000	5,272.41	4,380.10	892.31	892.31
ASSET 037833100 APPLE INC									
830	000	41033-00006	00000	03/13/09	11/23/10	10.000	3,085.84	2,133.19 L	2,133.19 L
830	000	41061-00009	00000	11/30/10	12/21/10	10.000	3,237.44	115.14 S	115.14 L
TOTAL-SHORT					20.000	6,323.28	4,074.95	115.14	.00
TOTAL-LONG								2,133.19	2,248.33
ASSET 060505104 BANK OF AMERICA CORP									
830	000	41061-00010	00000	05/12/10	12/21/10	30.000	382.19	132.91-S	132.91-L
TOTAL-SHORT					30.000	382.19	515.10	132.91-.00	.00
TOTAL-LONG									132.91-
ASSET 068278308 BARON SMALL CAP FUND									
FUND #583									
831	000	41056-00002	00000	12/21/07	12/21/10	2.801	66.92	.28 L	.28 L
831	000	41056-00002	00000	12/21/07	12/21/10	40.838	975.62	4.08 L	4.08 L
831	000	41056-00002	00000	04/19/04	12/21/10	61.846	1,477.50	213.98 L	213.98 L
831	000	41056-00002	00000	01/22/08	12/21/10	63.632	1,520.17	220.17 L	220.17 L
831	000	41056-00002	00000	05/13/04	12/21/10	7.883	188.32	33.73 L	33.73 L
TOTAL-LONG					177.000	4,228.53	3,756.29	472.24	472.24
ASSET 071813109 BAXTER INTERNATIONAL INC									
830	000	40837-00002	00000	11/01/07	05/12/10	10.000	449.10	149.05-L	149.05-L
830	000	40837-00002	00000	10/19/07	05/12/10	10.000	449.10	133.55-L	133.55-L
830	000	40837-00002	00000	08/10/07	05/12/10	90.000	4,041.94	629.96-L	629.96-L
TOTAL-LONG					110.000	4,940.14	5,852.70	912.56-	912.56-
ASSET 091929109 BLACKROCK FUNDS									
INTL OPPORTUNITIES PORTFOLIO									
FUND 334 INSTITUTIONAL SHARES									
831	000	41056-00003	00000	12/07/07	12/21/10	28.217	972.64	221.79-L	221.79-L
831	000	41056-00003	00000	12/07/07	12/21/10	85.783	2,956.94	674.27-L	674.27-L

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TAX CODE	OR-OFF	SERIAL	SEQ LOT#	DATES	ACQUIRED	TRADE
ASSET 091929109 (CONT'D)						
TOTAL-LONG						
ASSET 091929760 BLACKROCK FDS						
US OPPORTUNITIES PORTFOLIO						
FUND 339 INSTITUTIONAL CLASS						
831	000	41056-00004	00000	12/03/10	12/21/10	
831	000	41056-00004	00000	12/03/10	12/21/10	
831	000	41056-00004	00000	11/19/07	12/21/10	
TOTAL-SHORT						
TOTAL-LONG						
ASSET 110122108 BRISTOL MYERS SQUIBB CO						
830	000	40715-00004	00000	12/22/08	01/12/10	
TOTAL-LONG						
ASSET 111320107 BROADCOM CORP						
830	000	41061-00013	00000	02/08/10	12/21/10	
TOTAL-SHORT						
TOTAL-LONG						
ASSET 126408103 CSX CORP						
830	000	40729-00004	00000	05/05/09	01/26/10	
TOTAL-SHORT						
TOTAL-LONG						
ASSET 13342B105 CAMERON INTL CORP						
830	000	40827-00001	00000	03/22/10	05/04/10	
TOTAL-SHORT						
TOTAL-LONG						
ASSET 14040H105 CAPITAL ONE FINANCIAL CORP						
830	000	41061-00014	00000	05/12/10	12/21/10	

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TAX CODE	OR-OFF ASSET	SERIAL 14040H105	DATES		TRADE	G A I N / L O S S I N F O R M A T I O N				
			SEQ LOT# (CONT'D)	ACQUIRED		UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
			TOTAL-SHORT			10.000	419.99	463.10	43.11-	.00
			TOTAL-LONG							43.11-
	ASSET	150870103	CELANESE CORP-SERIES A			20.000	637.59	412.00	225.59 S	225.59 L
830	000	40729-00005	00000	05/29/09	01/26/10	10.000	410.29	259.30	150.99 S	150.99 L
830	000	41061-00015	00000	06/08/10	12/21/10					
			TOTAL-SHORT			30.000	1,047.88	671.30	376.58	.00
			TOTAL-LONG							376.58
	ASSET	156700106	CENTURYLINK INC			10.000	462.09	339.98	122.11 S	122.11 L
830	000	41061-00016	00000	05/24/10	12/21/10	10.000	462.09	339.98	122.11	.00
			TOTAL-SHORT							122.11
			TOTAL-LONG							
	ASSET	166764100	CHEVRON CORPORATION			10.000	896.38	805.10	91.28 S	91.28 L
830	000	41061-00017	00000	09/27/10	12/21/10	10.000	896.38	805.10	91.28	.00
			TOTAL-SHORT							91.28
			TOTAL-LONG							
	ASSET	171232101	CHUBB CORP			10.000	590.29	568.60	21.69 S	21.69 L
830	000	41061-00018	00000	11/23/10	12/21/10	10.000	590.29	568.60	21.69	.00
			TOTAL-SHORT							21.69
			TOTAL-LONG							
	ASSET	17275R102	CISCO SYSTEMS INC			20.000	390.99	475.40	84.41-S	84.41-L
830	000	41061-00019	00000	02/08/10	12/21/10	20.000	390.99	475.40	84.41-	.00
			TOTAL-SHORT							84.41-
			TOTAL-LONG							.00
	ASSET	172967101	CITIGROUP INC			120.000	561.59	519.60	41.99 S	41.99 L
830	000	41061-00020	00000	05/04/10	12/21/10					

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TAX CODE	OR-OFF	SERIAL	SEQ LOT#	DATES		G A I N / L O S S I N F O R M A T I O N				
				ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET 172967101 (CONT'D)						120.000	561.59	519.60	41.99	.00
TOTAL-SHORT										
TOTAL-LONG										
ASSET 189754104 COACH INC						10.000	570.79	366.50	204.29	204.29
830	000	41037-00004	00000	02/25/10	11/30/10	10.000	578.79	366.50	212.29	212.29
TOTAL-SHORT						20.000	1,149.58	733.00	416.58	.00
TOTAL-LONG									.00	416.58
ASSET 191216100 COCA COLA CO						20.000	1,136.99	1,106.30	30.69	30.69
830	000	40715-00006	00000	08/11/08	01/12/10	10.000	568.49	540.45	28.04	28.04
830	000	40715-00006	00000	09/17/08	01/12/10	10.000	568.49	535.35	33.14	33.14
830	000	40715-00006	00000	06/26/08	01/12/10	60.000	3,410.96	2,928.60	482.36	482.36
830	000	40715-00006	00000	12/20/06	01/12/10	20.000	1,136.98	934.80	202.18	202.18
830	000	40715-00006	00000	02/27/07	01/12/10	10.000	652.19	555.80	96.39	96.39
TOTAL-SHORT						130.000	7,474.10	6,601.30	96.39	.00
TOTAL-LONG									776.41	872.80
ASSET 194162103 COLGATE-PALMOLIVE CO						10.000	799.19	804.00	4.81	4.81
830	000	40736-00002	00000	01/26/10	02/02/10	70.000	5,594.32	5,268.55	325.77	325.77
830	000	40736-00002	00000	02/06/08	02/02/10	10.000	799.19	695.95	103.24	103.24
TOTAL-SHORT						90.000	7,192.70	6,768.50	4.81	.00
TOTAL-LONG									429.01	424.20
ASSET 231021106 CUMMINS INC						10.000	782.29	594.90	187.39	187.39
830	000	40930-00003	00000	03/03/10	08/13/10	10.000	782.28	531.30	250.98	250.98
830	000	40930-00003	00000	01/12/10	08/13/10	20.000	1,543.77	1,062.60	481.17	481.17
TOTAL-SHORT						40.000	3,108.34	2,188.80	919.54	.00
TOTAL-LONG									.00	919.54
ASSET 244199105 DEERE & CO						10.000	839.18	796.70	42.48	42.48
830	000	41061-00023	00000	12/08/10	12/21/10					

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CODE	ASSET	244199105	(CONT'D)							G/L	G/L
ASSET 25659T107 DOLBY LABORATORIES INC											
CLASS A											
830	000	40729-00008	00000	03/30/09	01/26/10		10.000	500.99	333.70	167.29 S	167.29 L
830	000	40930-00004	00000	03/13/09	08/13/10		20.000	1,173.78	640.10	533.68 L	533.68 L
830	000	41061-00024	00000	03/13/09	12/21/10		10.000	665.18	320.05	345.13 L	345.13 L
TOTAL-SHORT											
TOTAL-LONG							10.000	839.18	796.70	42.48 .00	42.48
ASSET 256746108 DOLLAR TREE INC											
830	000	40729-00009	00000	11/18/08	01/26/10		20.000	984.38	759.90	224.48 L	224.48 L
830	000	41061-00025	00000	11/18/08	12/21/10		5.000	279.79	126.65	153.14 L	153.14 L
TOTAL-LONG							25.000	1,264.17	886.55	377.62	377.62
ASSET 260003108 DOVER CORP											
830	000	41061-00026	00000	10/06/10	12/21/10		10.000	573.89	542.20	31.69 S	31.69 L
TOTAL-SHORT							10.000	573.89	542.20	31.69 .00	31.69
TOTAL-LONG											
ASSET 263534109 DUPONT E I DE NEMOURS & CO											
830	000	41061-00027	00000	09/01/10	12/21/10		10.000	498.79	413.60	85.19 S	85.19 L
TOTAL-SHORT							10.000	498.79	413.60	85.19 .00	85.19
TOTAL-LONG											
ASSET 268648102 EMC CORP											
830	000	41061-00028	00000	09/28/09	12/21/10		30.000	686.08	513.60	172.48 L	172.48 L
TOTAL-LONG							30.000	686.08	513.60	172.48	172.48
ASSET 278058102 EATON CORP											
830	000	41061-00029	00000	12/08/10	12/21/10		10.000	1,020.58	996.50	24.08 S	24.08 L

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TAX CODE	OR-OFF	SERIAL	SEQ LOT#	DATES ACQUIRED	TRADE	G A I N / L O S S I N F O R M A T I O N					STATE G/L
ASSET 278058102 (CONT'D)						UNITS	PROCEEDS	TAX COST	FEDERAL G/L		
TOTAL-SHORT						10.000	1,020.58	996.50	24.08		
TOTAL-LONG									.00	24.08	
ASSET 278642103 EBAY INC						70.000	1,543.47	1,686.30	142.83-S	142.83-L	
830	000	40873-00001	00000	01/26/10	06/17/10	140.000	3,086.95	3,027.82	59.13 S	59.13 L	
TOTAL-SHORT						210.000	4,630.42	4,714.12	83.70-		
TOTAL-LONG									.00	83.70-	
ASSET 291011104 EMERSON ELECTRIC CO						80.000	4,485.52	3,771.20	714.32 S	714.32 L	
830	000	41047-00004	00000	02/25/10	12/08/10	80.000	4,485.52	3,771.20	714.32	.00	
TOTAL-SHORT									.00	714.32	
TOTAL-LONG											
ASSET 29476L107 EQUITY RESIDENTIAL						10.000	508.49	457.10	51.39 S	51.39 L	
830	000	41061-00030	00000	05/28/10	12/21/10	10.000	508.49	457.10	51.39	.00	
TOTAL-SHORT									.00	51.39	
TOTAL-LONG											
ASSET 30231G102 EXXON MOBIL CORP						10.000	695.28	662.60	32.68 S	32.68 L	
830	000	41037-00005	00000	01/26/10	11/30/10	10.000	724.08	429.20	294.88 L	294.88 L	
TOTAL-SHORT						20.000	1,419.36	1,091.80	32.68	.00	
TOTAL-LONG									294.88	327.56	
ASSET 3133XU3E1 FEDERAL HOME LOAN BANK											
BONDS CALL 07/16/2010 @100											
03.375% DUE 07/16/2014											
829	000	40918-00001	00000	06/26/09	08/06/10	25,000.000	25,000.00	25,000.00	.00 L	.00	
ASSET 31428X106 FEDEX CORPORATION											
830	000	40761-00005	00000	01/26/10	02/25/10	10.000	812.39	804.60	7.79 S	7.79 L	
830	000	40761-00005	00000	09/16/09	02/25/10	50.000	4,061.94	3,923.50	138.44 S	138.44 L	

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TAX CODE	OR-OFF	SERIAL	SEQ LOT#	D A T E S ACQUIRED	T R A D E	G A I N / L O S S I N F O R M A T I O N				
						UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET 31428X106 (CONT'D)						-----	-----	-----	-----	-----
						60.000	4,874.33	4,728.10	146.23	.00
										146.23
TOTAL-SHORT										
TOTAL-LONG										
ASSET 345370860 FORD MOTOR COMPANY										
830	000	41061-00032	00000	10/06/10	12/21/10	50.000	845.11	673.00	172.11 S	172.11 L
						50.000	845.11	673.00	172.11	.00
										172.11
TOTAL-SHORT										
TOTAL-LONG										
ASSET 354613101 FRANKLIN RESOURCES INC										
830	000	40854-00002	00000	09/01/09	05/28/10	40.000	3,986.33	3,683.20	303.13 S	303.13 L
						40.000	3,986.33	3,683.20	303.13	.00
										303.13
TOTAL-SHORT										
TOTAL-LONG										
ASSET 356710857 FREEPORT MCMORAN COPPER & GOLD INC										
830	000	40729-00013	00000	12/21/09	01/26/10	20.000	1,452.38	1,544.40	92.02-S	92.02-L
830	000	40862-00004	00000	05/05/09	06/08/10	50.000	3,042.94	2,378.00	664.94 L	664.94 L
						70.000	4,495.32	3,922.40	92.02-	.00
									664.94	572.92
TOTAL-SHORT										
TOTAL-LONG										
ASSET 369550AL2 GENERAL DYNAMICS CORP NOTES										
04.500% DUE 08/15/2010										
829	000	40928-00002	00000	06/14/04	08/15/10	50,000.000	50,000.00	48,905.50	1,094.50 L	1,094.50 L
						50,000.000	50,000.00	48,905.50	1,094.50	1,094.50
TOTAL-LONG										
ASSET 369604103 GENERAL ELECTRIC CO										
830	000	41061-00033	00000	05/12/10	12/21/10	30.000	538.49	554.10	15.61-S	15.61-L
						30.000	538.49	554.10	15.61-	.00
										15.61-
TOTAL-SHORT										
TOTAL-LONG										
ASSET 370334104 GENERAL MILLS INC										
830	000	41061-00034	00000	10/03/08	12/21/10	20.000	714.58	700.45	14.13 L	14.13 L

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ASSET 370334104 (CONT'D)						UNITS	PROCEEDS	TAX COST	FEDERAL G/L		
TOTAL-LONG						20.000	714.58	700.45	14.13		14.13
ASSET 38141G104 GOLDMAN SACHS GROUP INC											
830	000	40715-00010	00000	04/03/09	01/12/10	10.000	1,692.47	1,176.40	516.07 S		516.07 L
830	000	40827-00004	00000	09/20/04	05/04/10	40.000	5,971.49	3,678.00	2,293.49 L		2,293.49 L
TOTAL-SHORT						50.000	7,663.96	4,854.40	516.07		.00
TOTAL-LONG									2,293.49		2,809.56
ASSET 384802104 GRAINGER W W INC											
830	000	40795-00001	00000	07/30/09	03/30/10	40.000	4,367.12	3,592.40	774.72 S		774.72 L
TOTAL-SHORT						40.000	4,367.12	3,592.40	774.72		.00
TOTAL-LONG									.00		774.72
ASSET 411511306 HARBOR INTERNATIONAL FUND											
831	000	41056-00005	00000	12/19/07	12/21/10	18.753	1,121.80	1,294.73	172.93-L		172.93-L
831	000	41056-00005	00000	12/19/07	12/21/10	2.414	144.41	166.66	22.25-L		22.25-L
831	000	41056-00005	00000	06/22/05	12/21/10	41.833	2,502.45	1,816.39	686.06 L		686.06 L
TOTAL-SHORT						63.000	3,768.66	3,277.78	490.88		490.88
TOTAL-LONG											
ASSET 427866108 THE HERSHEY COMPANY											
830	000	41061-00035	00000	06/08/10	12/21/10	10.000	475.69	499.90	24.21-S		24.21-L
TOTAL-SHORT						10.000	475.69	499.90	24.21-		.00
TOTAL-LONG									.00		24.21-
ASSET 42809H107 HESS CORPORATION											
830	000	40973-00003	00000	05/04/10	09/27/10	60.000	3,465.54	3,714.60	249.06-S		249.06-L
TOTAL-SHORT						60.000	3,465.54	3,714.60	249.06-		.00
TOTAL-LONG									.00		249.06-
ASSET 428236103 HEWLETT-PACKARD CO											
830	000	41061-00036	00000	06/17/10	12/21/10	10.000	419.59	482.90	63.31-S		63.31-L

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CODE	OR-OFF SERIAL	SEQ LOT#	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET 428236103 (CONT'D)									
TOTAL-SHORT					10.000	419.59		63.31-	.00
TOTAL-LONG							482.90	.00	63.31-
ASSET 437076102 HOME DEPOT INC									
830	000	40715-00011	00000	06/16/09	01/12/10	3,380.35	2,838.00	542.35 S	542.35 L
TOTAL-SHORT					120.000	3,380.35	2,838.00	542.35	.00
TOTAL-LONG								.00	542.35
ASSET 452308109 ILLINOIS TOOL WORKS INC									
830	000	40761-00006	00000	10/28/09	02/25/10	4,445.94	4,619.00	173.06-S	173.06-L
TOTAL-SHORT					100.000	4,445.94	4,619.00	173.06-	.00
TOTAL-LONG								.00	173.06-
ASSET 458140100 INTEL CORP									
830	000	40729-00015	00000	10/19/07	01/26/10	200.79	264.25	63.46-L	63.46-L
830	000	41061-00037	00000	01/12/06	12/21/10	211.20	260.10	48.90-L	48.90-L
830	000	41061-00037	00000	07/26/07	12/21/10	211.19	240.60	29.41-L	29.41-L
TOTAL-SHORT					30.000	623.18	764.95	141.77-	141.77-
TOTAL-LONG									
ASSET 459200101 INTERNATIONAL BUSINESS MACHS									
CORP									
830	000	41033-00008	00000	08/05/08	11/23/10	1,429.27	1,280.25	149.02 L	149.02 L
830	000	41061-00040	00000	11/30/10	12/21/10	1,454.47	1,424.90	29.57 S	29.57 L
TOTAL-SHORT					20.000	2,883.74	2,705.15	29.57	.00
TOTAL-LONG							149.02	178.59	
ASSET 460146103 INTERNATIONAL PAPER CO									
830	000	40729-00016	00000	08/14/09	01/26/10	488.59	419.00	69.59 S	69.59 L
830	000	40742-00005	00000	08/14/09	02/08/10	3,406.65	3,142.50	264.15 S	264.15 L
TOTAL-SHORT					170.000	3,895.24	3,561.50	333.74	.00
TOTAL-LONG								.00	333.74
ASSET 46625H100 JPMORGAN CHASE & CO									
830	000	41061-00041	00000	07/26/07	12/21/10	407.99	442.00	34.01-L	34.01-L
830	000	41061-00041	00000	09/29/04	12/21/10	407.99	394.30	13.69 L	13.69 L

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CODE	OR-OFF SERIAL	SEQ LOT#	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET 46625H100 (CONT'D)									
		TOTAL-LONG			20.000	815.98	836.30	20.32-	20.32-
ASSET 478160104 JOHNSON & JOHNSON									
830	000	41061-00042	00000	03/06/04 12/21/10	10.000	624.59	532.63	91.96 L	91.96 L
		TOTAL-LONG			10.000	624.59	532.63	91.96	91.96
ASSET 478366107 JOHNSON CONTROLS INC									
830	000	40921-00002	00000	09/28/09 08/04/10	70.000	2,029.97	1,789.90	240.07 S	240.07 L
830	000	40921-00002	00000	09/01/09 08/04/10	130.000	3,769.93	3,211.00	558.93 S	558.93 L
		TOTAL-SHORT			200.000	5,799.90	5,000.90	799.00	.00
		TOTAL-LONG						.00	799.00
ASSET 500255104 KOHLS CORP									
830	000	40847-00003	00000	02/25/10 05/24/10	20.000	1,030.18	1,022.20	7.98 S	7.98 L
830	000	40847-00003	00000	05/05/09 05/24/10	70.000	3,605.64	3,136.00	469.64 L	469.64 L
		TOTAL-SHORT			90.000	4,635.82	4,158.20	7.98	.00
		TOTAL-LONG						469.64	477.62
ASSET 518439104 LAUDER ESTEE COS INC									
830	000	40854-00004	00000	02/02/10 05/28/10	80.000	4,700.73	4,394.40	306.33 S	306.33 L
		TOTAL-SHORT			80.000	4,700.73	4,394.40	306.33	.00
		TOTAL-LONG						.00	306.33
ASSET 532716107 LIMITED BRANDS INC									
830	000	41061-00043	00000	05/24/10 12/21/10	20.000	632.58	501.56	131.02 S	131.02 L
		TOTAL-SHORT			20.000	632.58	501.56	131.02	.00
		TOTAL-LONG						.00	131.02
ASSET 57636Q104 MASTERCARD INC CL A									
830	000	40742-00006	00000	02/06/08 02/08/10	30.000	6,809.01	6,120.45	688.56 L	688.56 L

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CODE	ASSET	57636Q104	(CONT'D)							G/L	G/L
							30.000	6,809.01	6,120.45	688.56	688.56
							20.000	518.39	431.96	86.43	86.43
							20.000	518.39	431.96	86.43	86.43
							70.000	4,193.64	3,974.95	218.69	218.69
							70.000	4,193.64	3,974.95	218.69	218.69
							10.000	628.69	312.25	316.44	316.44
							80.000	5,063.13	2,498.00	2,565.13	2,565.13
							90.000	5,691.82	2,810.25	2,881.57	2,881.57
							10.000	362.29	382.40	20.11	20.11
							10.000	362.29	382.40	20.11	20.11
							80.000	3,046.34	2,880.00	166.34	166.34
							80.000	3,046.34	2,880.00	166.34	166.34
							30.000	838.78	840.30	1.52	1.52
							30.000	838.78	840.30	1.52	1.52
							20.000	1,295.17	877.40	417.77	417.77

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ASSET	713448108	(CONT'D)									
TOTAL-LONG							10.000	656.28	692.35	36.07-	36.07-
ASSET	717081103	PFIZER INC									
830	000	41061-00054	00000	01/18/07	12/21/10		40.000	689.58	1,084.40	394.82-L	394.82-L
TOTAL-LONG							40.000	689.58	1,084.40	394.82-	394.82-
ASSET	741441108	PRICE T ROWE GROUP INC									
830	000	41061-00055	00000	11/23/10	12/21/10		10.000	641.08	573.60	67.48 S	67.48 L
TOTAL-SHORT							10.000	641.08	573.60	67.48	.00
TOTAL-LONG										.00	67.48
ASSET	742718109	PROCTER & GAMBLE CO									
830	000	41061-00056	00000	02/02/10	12/21/10		10.000	649.78	624.80	24.98 S	24.98 L
TOTAL-SHORT							10.000	649.78	624.80	24.98	.00
TOTAL-LONG										.00	24.98
ASSET	747525103	QUALCOMM INC									
830	000	40742-00008	00000	11/10/05	02/08/10		40.000	1,505.66	1,793.60	287.94-L	287.94-L
830	000	40742-00008	00000	04/04/07	02/08/10		50.000	1,882.07	2,183.00	300.93-L	300.93-L
830	000	40742-00008	00000	07/26/07	02/08/10		10.000	376.41	419.70	43.29-L	43.29-L
830	000	40742-00008	00000	10/03/08	02/08/10		10.000	376.42	406.15	29.73-L	29.73-L
830	000	40742-00008	00000	10/19/07	02/08/10		10.000	376.41	405.25	28.84-L	28.84-L
830	000	40742-00008	00000	01/16/08	02/08/10		10.000	376.42	400.95	24.53-L	24.53-L
830	000	40742-00008	00000	03/05/07	02/08/10		10.000	376.41	397.70	21.29-L	21.29-L
TOTAL-LONG							140.000	5,269.80	6,006.35	736.55-	736.55-
ASSET	773903109	ROCKWELL AUTOMATION INC									
830	000	40950-00006	00000	12/07/09	09/01/10		20.000	1,043.38	920.20	123.18 S	123.18 L
830	000	40950-00006	00000	08/14/09	09/01/10		80.000	4,173.53	3,296.00	877.53 L	877.53 L
TOTAL-SHORT							100.000	5,216.91	4,216.20	123.18	.00
TOTAL-LONG										877.53	1,000.71
ASSET	778296103	ROSS STORES INC									
830	000	40930-00006	00000	07/28/08	08/13/10		80.000	3,974.33	3,006.00	968.33 L	968.33 L

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						UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET	778296103	(CONT'D)								
TOTAL-LONG						80.000	3,974.33	3,006.00	968.33	968.33
ASSET 77957Y106 T ROWE PRICE MID CAP VALUE										
FD #115										
831	000	41056-00006	00000	12/19/07	12/21/10	38.745	912.83	861.30	51.53 L	51.53 L
831	000	41056-00006	00000	12/19/07	12/21/10	68.123	1,604.98	1,514.37	90.61 L	90.61 L
831	000	41056-00006	00000	01/22/08	12/21/10	77.132	1,817.23	1,590.46	226.77 L	226.77 L
TOTAL-LONG						184.000	4,335.04	3,966.13	368.91	368.91
ASSET 806857108 SCHLUMBERGER LTD										
SEDOL 2779201 ISIN AN8068571086										
830	000	40921-00004	00000	04/11/05	08/04/10	50.000	3,123.44	1,740.00	1,383.44 L	1,383.44 L
TOTAL-LONG						50.000	3,123.44	1,740.00	1,383.44	1,383.44
ASSET 811065101 SCRIPPS NETWORKS INTERAC										
CL A										
830	000	40761-00010	00000	11/02/09	02/25/10	130.000	5,060.83	4,948.10	112.73 S	112.73 L
TOTAL-SHORT						130.000	5,060.83	4,948.10	112.73	.00
TOTAL-LONG									.00	112.73
ASSET 82481R106 SHIRE PLC										
SPONSORED ADR										
830	000	41061-00057	00000	11/23/10	12/21/10	10.000	704.18	731.30	27.12-S	27.12-L
TOTAL-SHORT						10.000	704.18	731.30	27.12-	.00
TOTAL-LONG									.00	27.12-
ASSET 832696405 JM SMUCKER CO/THE-NEW COM WI										
830	000	41037-00007	00000	01/12/10	11/30/10	10.000	633.08	620.10	12.98 S	12.98 L
830	000	41061-00058	00000	01/12/10	12/21/10	10.000	654.38	620.10	34.28 S	34.28 L
TOTAL-SHORT						20.000	1,287.46	1,240.20	47.26	.00
TOTAL-LONG									.00	47.26
ASSET 855244109 STARBUCKS CORP										
830	000	41061-00059	00000	05/12/10	12/21/10	10.000	326.89	273.08	53.81 S	53.81 L

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ASSET 855244109		(CONT'D)		SEQ LOT#		ACQUIRED		UNITS		PROCEEDS		TAX COST		FEDERAL G/L		STATE G/L	

ASSET 87425E103 TALISMAN ENERGY INC
 SEDOL 2125600 ISIN CA87425E1034
 830 000 40784-00003 00000 06/16/09 03/22/10

TOTAL-SHORT
 TOTAL-LONG

ASSET 88579Y101 3M COMPANY
 830 000 41047-00006 00000 08/04/09 12/08/10
 830 000 41047-00006 00000 09/01/09 12/08/10

TOTAL-LONG

ASSET 902973304 US BANCORP DEL
 COM NEW
 830 000 40837-00008 00000 02/08/10 05/12/10

TOTAL-SHORT
 TOTAL-LONG

ASSET 907818108 UNION PACIFIC CORP
 830 000 41061-00060 00000 05/12/10 12/21/10

TOTAL-SHORT
 TOTAL-LONG

ASSET 912828GR5 USA TREASURY NOTES
 04.500% DUE 05/15/2010
 829 000 40837-00011 00000 05/14/07 05/15/10

TOTAL-LONG

ASSET 913017109 UNITED TECHNOLOGIES CORP
 830 000 41037-00009 00000 01/26/10 11/30/10
 830 000 41061-00061 00000 09/01/09 12/21/10

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						UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET 913017109 (CONT'D)						20.000	1,541.86	1,275.30	66.88 199.68	.00 266.56
TOTAL-SHORT										
TOTAL-LONG										
ASSET 91324P102 UNITEDHEALTH GROUP INC						20.000	703.78	658.00	45.78 S	45.78 L
830	000	41061-00062	00000	01/26/10	12/21/10					
TOTAL-SHORT						20.000	703.78	658.00	45.78 .00	.00 45.78
TOTAL-LONG										
ASSET 92553P201 VIACOM INC CLASS B W1						10.000	385.79	226.70	159.09 L	159.09 L
830	000	41061-00063	00000	06/04/09	12/21/10					
TOTAL-SHORT						10.000	385.79	226.70	159.09	159.09
TOTAL-LONG										
ASSET 931142103 WAL-MART STORES INC						10.000	536.99	587.45	50.46-L	50.46-L
830	000	41061-00064	00000	06/18/08	12/21/10					
TOTAL-SHORT						10.000	536.99	587.45	50.46-	50.46-
TOTAL-LONG										
ASSET 949746101 WELLS FARGO & COMPANY						10.000	279.59	283.50	3.91-S	3.91-L
830	000	40729-00021	00000	05/11/09	01/26/10					
830	000	41061-00065	00000	05/11/09	12/21/10	20.000	612.38	567.00	45.38 L	45.38 L
TOTAL-SHORT						30.000	891.97	850.50	3.91- 45.38	.00 41.47
TOTAL-LONG										
ASSET 969457100 WILLIAMS COMPANIES INC						140.000	2,967.96	2,821.00	146.96 S	146.96 L
830	000	40761-00011	00000	11/24/09	02/25/10					
830	000	40784-00004	00000	11/24/09	03/22/10	180.000	4,055.34	3,627.00	428.34 S	428.34 L
TOTAL-SHORT						320.000	7,023.30	6,448.00	575.30 .00	.00 575.30
TOTAL-LONG										
ASSET 976657106 WISCONSIN ENERGY CORP						10.000	600.08	403.15	196.93 L	196.93 L
830	000	41037-00010	00000	02/27/09	11/30/10					
830	000	41061-00066	00000	02/27/09	12/21/10	10.000	592.68	403.15	189.53 L	189.53 L

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCRUED INTEREST ON PURCHASE OF GOVERNMENT BONDS	-1,198.	0.	-1,198.
ACCRUED INTEREST ON PURCHASE OF NOTES	-31.	0.	-31.
DOMESTIC DIVIDENDS	8,998.	0.	8,998.
DOMESTIC DIVIDENDS	79.	0.	79.
DOMESTIC INTEREST	10,825.	0.	10,825.
FOREIGN DIVIDENDS	222.	0.	222.
FOREIGN DIVIDENDS	31.	0.	31.
U. S. GOVERNMENT INTEREST	3,359.	0.	3,359.
TOTAL TO FM 990-PF, PART I, LN 4	22,285.	0.	22,285.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PNC BANK, N. A. - TAX PREPARATION FEES	700.	0.		700.
TO FORM 990-PF, PG 1, LN 16B	700.	0.		700.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX ON DIVIDENDS	5.	5.		0.
REFUND FEDERAL EXCISE TAX				
FORM 990-PF 12/31/2009	-1,011.	0.		0.
TO FORM 990-PF, PG 1, LN 18	-1,006.	5.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	4
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DESCRIPTIONAMOUNTADJUSTMENT INCREASE IN DIFFERENCE BETWEEN TAX COST AND BOOK
CARRYING VALUE

5,082.

TOTAL TO FORM 990-PF, PART III, LINE 3

5,082.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	5
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U. S. GOVERNMENT BONDS & NOTES	X		75,162.	76,476.
TOTAL U.S. GOVERNMENT OBLIGATIONS			75,162.	76,476.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			75,162.	76,476.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK	316,723.	392,580.
TOTAL TO FORM 990-PF, PART II, LINE 10B	316,723.	392,580.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE BONDS	290,088.	296,802.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	290,088.	296,802.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CASH EQUIVALENTS	COST	18,232.	18,232.
MUTUAL FUNDS - EQUITY	COST	178,180.	227,871.
TOTAL TO FORM 990-PF, PART II, LINE 13		196,412.	246,103.

STATEMENT OF INVESTMENTS

AS OF 12/31/10

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ACCOUNT
21-35-501-2073700

B MOORE & H MOROF ACQUISITION

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
CASH EQUIVALENTS								
29,000	BLACKROCK LIQUIDITY FUNDS TEMPFUND ADMINISTRATION SHARES #H1 (INCOME INVESTMENT) ACCOUNT 21-35-001-2073700	29.00	29.00	29.00	.003			1.000
18,202.680	BLACKROCK LIQUIDITY FUNDS TEMPFUND ADMINISTRATION SHARES #H1 ACCOUNT 21-35-001-2073700	18,202.68	18,202.68	18,202.68	1.799			1.000
	TOTAL CASH EQUIVALENTS	18,231.68	18,231.68	18,231.68	1.802			
U.S. GOVERNMENT BONDS & NOTES								
25,000.000	USA TREASURY 04.875% DUE 04/30/2011	24,881.84	24,881.84	25,378.75	2.508	1,218.75	4.802	101.515
25,000.000	USA TREASURY BOND 01.875% DUE 06/15/2012 ACCOUNT 21-35-001-2073700	25,021.57	25,021.57	25,527.25	2.523	468.75	1.836	102.109
25,000.000	USA TREASURY NOTES 01.750% DUE 04/15/2013 ACCOUNT 21-35-001-2073700	25,258.80	25,258.80	25,570.25	2.527	437.50	1.711	102.281
	TOTAL U.S. GOVERNMENT BONDS & NOTES	75,162.21	75,162.21	76,476.25	7.558	2,125.00	2.779	
CORPORATE BONDS								



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ACCOUNT 21-35-501-2073700 B MOORE & H MOROF ACQUISITIONCONS

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
25,000.000	FORTUNE BRANDS INC NTS 05.125% DUE 01/15/2011	24,999.75	24,999.75	25,028.25	2.473	1,281.25	5.119	100.113
25,000.000	SOUTHERN CO SR NOTES 05.300% DUE 01/15/2012 ACCOUNT 21-35-001-2073700	24,893.25	24,893.25	26,121.50	2.581	1,325.00	5.072	104.486
35,000.000	WELLS FARGO COMPANY SUB NTS 05.125% DUE 09/01/2012 ACCOUNT 21-35-001-2073700	34,402.20	34,402.20	37,063.60	3.663	1,793.75	4.840	105.896
25,000.000	AT&T INC NTS 04.950% DUE 01/15/2013 ACCOUNT 21-35-001-2073700	25,498.50	25,498.50	26,820.00	2.650	1,237.50	4.614	107.280
25,000.000	IBM CORP SR UNSEC 02.100% DUE 05/06/2013 ACCOUNT 21-35-001-2073700	25,540.75	25,540.75	25,546.75	2.524	525.00	2.055	102.187
25,000.000	ANHEUSER-BUSCH COS INC NOTES 04.950% DUE 01/15/2014 ACCOUNT 21-35-001-2073700	25,476.00	25,476.00	26,852.25	2.653	1,237.50	4.609	107.409
25,000.000	UNILEVER CAPITAL CORP COH GTD 03.650% DUE 02/15/2014 ACCOUNT 21-35-001-2073700	25,098.00	25,098.00	26,295.00	2.598	912.50	3.470	105.180



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B MOORE & H MOROF ACQUISITION

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PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
25,000.000	MICROSOFT CORP SR UNSEC 02.950% DUE 06/01/2014 ACCOUNT 21-35-001-2073700	26,004.75	26,004.75	26,056.50	2.575	737.50	2.830	104.226
25,000.000	BANK OF NEW YORK MELLON SR NTS 03.100% DUE 01/15/2015 ACCOUNT 21-35-001-2073700	25,722.00	25,722.00	25,633.25	2.533	775.00	3.023	102.533
50,000.000	U S BANCORP SR NOTES 03.150% DUE 03/04/2015 ACCOUNT 21-35-001-2073700	52,453.00	52,453.00	51,384.50	5.078	1,575.00	3.065	102.769
	TOTAL CORPORATE BONDS	290,088.20	290,088.20	296,801.60	29.328	11,400.00	3.841	
	COMMON STOCK							
130.000	AMERICAN ELECTRIC POWER INC	4,452.50	4,452.50	4,677.40	.462	239.20	5.114	35.980
60.000	DOLBY LABORATORIES INC CLASS A	1,928.49	1,920.30	4,002.00	.395			66.700
470.000	FORD MOTOR COMPANY	5,886.57	5,839.80	7,891.30	.780			16.790
130.000	BROADCOM CORP	3,452.71	3,427.80	5,661.50	.559	46.80	.827	43.550
250.000	CISCO SYSTEMS INC	5,665.87	4,706.20	5,057.50	.500	60.00	1.186	20.230
110.000	PEPSICO INC	7,033.29	6,733.70	7,186.30	.710	226.60	3.153	65.330
30.000	AMAZON COM INC	3,549.90	3,549.90	5,400.00	.534			180.000



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B MOORE & H MOROF ACQUISITION

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PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
60.000	NEWFIELD EXPLORATION CO	3,977.40	3,977.40	4,326.60	.428			72.110
130.000	COVIDIEN PLC EXCH 03/18/11 SEE 02554FI13	6,133.03	6,094.20	5,935.80	.587	104.00	1.752	45.660
120.000	COACH INC	3,170.40	2,965.80	6,637.20	.656	72.00	1.085	55.310
160.000	GENERAL MILLS INC	5,479.78	5,464.30	5,694.40	.563	179.20	3.147	35.590
50.000	CORE LABORATORIES N V	3,538.40	3,538.40	4,452.50	.440	12.00	.270	89.050
120.000	COOPER INDUSTRIES PLC SEDOL B40K911 ISIN IE00840K9117 ACCOUNT 21-35-880-2073700	5,286.65	5,231.80	6,994.80	.691	139.20	1.990	58.290
180.000	AT&T INC ACCOUNT 21-35-880-2073700	5,767.35	4,890.30	5,288.40	.523	309.60	5.854	29.380
80.000	ALLERGAN INC ACCOUNT 21-35-880-2073700	3,465.60	3,314.80	5,493.60	.543	16.00	.291	68.670
70.000	AMERICAN EXPRESS CO ACCOUNT 21-35-880-2073700	2,907.80	2,907.80	3,004.40	.297	50.40	1.678	42.920
160.000	AMERISOURCEBERGEN CORP ACCOUNT 21-35-880-2073700	4,505.08	4,505.06	5,459.20	.539	64.00	1.172	34.120
110.000	AMERIPRISE FINANCIAL INC ACCOUNT 21-35-880-2073700	4,473.52	4,367.10	6,330.50	.626	101.20	1.599	57.550
30.000	APACHE CORPORATION ACCOUNT 21-35-880-2073700	2,626.80	2,624.70	3,576.90	.353	18.00	.503	119.230



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B MOORE & H MOROF ACQUISITION

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PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
50.000	APPLE INC ACCOUNT 21-35-880-2073700	7,034.47	3,681.75	16,128.00	1.594			322.560
280.000	BANK OF AMERICA CORP ACCOUNT 21-35-880-2073700	4,577.82	4,553.20	3,735.20	.369	11.20	.300	13.340
120.000	CAPITAL ONE FINANCIAL CORP ACCOUNT 21-35-880-2073700	5,193.60	5,163.30	5,107.20	.505	24.00	.470	42.560
140.000	CELANESE CORP-SERIES A ACCOUNT 21-35-880-2073700	3,033.24	2,990.60	5,763.80	.570	28.00	.486	41.170
100.000	CENTURYLINK INC ACCOUNT 21-35-880-2073700	3,399.83	3,399.83	4,617.00	.456	290.00	6.281	46.170
130.000	CHEVRON CORPORATION ACCOUNT 21-35-880-2073700	9,840.44	9,792.30	11,862.50	1.172	405.60	3.419	91.250
90.000	CHUBB CORP ACCOUNT 21-35-880-2073700	4,720.90	4,619.60	5,367.60	.530	140.40	2.616	59.640
1,230.000	CITIGROUP INC ACCOUNT 21-35-880-2073700	5,291.36	5,287.99	5,817.90	.575			4.730
60.000	COCA COLA CO ACCOUNT 21-35-880-2073700	3,334.80	3,334.80	3,946.20	.390	112.80	2.858	65.770
50.000	CUMMINS INC ACCOUNT 21-35-880-2073700	2,691.84	2,656.50	5,500.50	.544	52.50	.954	110.010
60.000	DEERE & CO ACCOUNT 21-35-880-2073700	4,780.20	4,780.20	4,983.00	.492	84.00	1.686	83.050
100.000	DOLLAR TREE INC ACCOUNT 21-35-880-2073700	2,533.00	2,533.00	5,608.00	.554			56.080



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B MOORE & H MOROF ACQUISITION

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PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
100.000	DOVER CORP ACCOUNT 21-35-880-2073700	4,808.18	4,746.80	5,845.00	.578	110.00	1.882	58.450
30.000	DUPONT E I DE NEMOURS & CO ACCOUNT 21-35-880-2073700	3,308.80	3,308.80	3,990.40	.394	131.20	3.288	49.880
270.000	EMC CORP ACCOUNT 21-35-880-2073700	4,617.45	4,616.90	6,183.00	.611			22.900
50.000	EATON CORP ACCOUNT 21-35-880-2073700	4,982.50	4,982.50	5,075.50	.502	68.00	1.340	101.510
70.000	EQUITY RESIDENTIAL SH BEN INT REIT ACCOUNT 21-35-880-2073700	3,199.70	3,199.70	3,636.50	.359	94.50	2.599	51.950
150.000	EXXON MOBIL CORP ACCOUNT 21-35-880-2073700	8,930.43	6,438.00	10,968.00	1.084	282.00	2.571	73.120
300.000	GENERAL ELECTRIC CO ACCOUNT 21-35-880-2073700	5,044.33	4,994.66	5,487.00	.542	180.00	3.280	18.290
20.000	GOOGLE INC-CL A ACCOUNT 21-35-880-2073700	6,643.80	6,643.80	11,879.40	1.174			593.970
120.000	THE HERSHEY COMPANY ACCOUNT 21-35-880-2073700	5,767.84	5,748.59	5,658.00	.559	165.60	2.927	47.150
90.000	HEWLETT-PACKARD CO ACCOUNT 21-35-880-2073700	4,346.10	4,346.10	3,789.00	.374	28.80	.760	42.100
200.000	INTEL CORP ACCOUNT 21-35-880-2073700	4,772.07	4,374.90	4,206.00	.416	145.00	3.447	21.030



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B MOORE & H MOROF ACQUISITION

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PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
50.000	INTERNATIONAL BUSINESS MACHS CORP	5,960.99	5,593.70	7,338.00	.725	150.00	2.044	146.760
	ACCOUNT 21-35-880-2073700							
240.000	JPMORGAN CHASE & CO	9,483.34	8,927.40	10,180.80	1.006	240.00	2.357	42.420
	ACCOUNT 21-35-880-2073700							
70.000	JOHNSON & JOHNSON	4,192.31	3,728.37	4,329.50	.428	159.60	3.686	61.850
	ACCOUNT 21-35-880-2073700							
170.000	LIMITED BRANDS INC	4,263.30	4,263.30	5,224.10	.516	136.00	2.603	30.730
	ACCOUNT 21-35-880-2073700							
200.000	MATTEL INC	4,319.62	4,319.62	5,086.00	.503	184.00	3.618	25.430
	ACCOUNT 21-35-880-2073700							
90.000	MERCK & CO INC	3,441.60	3,441.60	3,243.60	.321	136.80	4.218	36.040
	ACCOUNT 21-35-880-2073700							
350.000	MICROSOFT CORP	9,722.61	9,262.05	9,768.50	.965	224.00	2.293	27.910
	ACCOUNT 21-35-880-2073700							
150.000	NATIONAL OILWELL VARCO INC	6,297.37	6,259.62	10,087.50	.997	66.00	.654	67.250
	ACCOUNT 21-35-880-2073700							
270.000	ORACLE CORP	4,131.73	3,340.50	8,451.00	.835	64.80	.767	31.300
	ACCOUNT 21-35-880-2073700							
50.000	PPG INDUSTRIES INC	3,272.00	3,272.00	4,203.50	.415	114.00	2.712	84.070
	ACCOUNT 21-35-880-2073700							
430.000	PFIZER INC	8,858.80	8,556.35	7,529.30	.744	344.00	4.569	17.510
	ACCOUNT 21-35-880-2073700							



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B MOORE & H MOROF ACQUISITIONS

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PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
90.000	PRICE T ROWE GROUP INC ACCOUNT 21-35-880-2073700	3,830.40	3,682.40	5,808.60	.574	111.60	1.921	64.540
130.000	PROCTER & GAMBLE CO ACCOUNT 21-35-880-2073700	7,813.56	7,486.70	8,362.90	.826	273.00	3.264	64.330
70.000	SHIRE PLC SPONSORED ADR ACCOUNT 21-35-880-2073700	4,774.70	4,725.50	5,066.60	.501	27.51	.543	72.380
70.000	JM SMUCKER CO/THE-NEW COM WI ACCOUNT 21-35-880-2073700	4,339.61	4,339.30	4,595.50	.454	123.20	2.681	65.650
140.000	STARBUCKS CORP ACCOUNT 21-35-880-2073700	3,823.17	3,823.17	4,498.20	.445	72.80	1.618	32.130
60.000	UNION PACIFIC CORP ACCOUNT 21-35-880-2073700	4,464.26	4,443.90	5,559.60	.549	91.20	1.640	92.660
70.000	UNITED TECHNOLOGIES CORP ACCOUNT 21-35-880-2073700	3,924.49	3,097.80	5,510.40	.545	134.40	2.439	78.720
150.000	UNITEDHEALTH GROUP INC ACCOUNT 21-35-880-2073700	4,245.44	4,153.50	5,416.50	.535	75.00	1.385	36.110
130.000	VIACOM INC CLASS B WI ACCOUNT 21-35-880-2073700	2,947.10	2,947.10	5,149.30	.509	78.00	1.515	39.610
110.000	WAL-MART STORES INC ACCOUNT 21-35-880-2073700	6,097.05	5,700.20	5,932.30	.586	160.60	2.707	53.930
230.000	WELLS FARGO & COMPANY ACCOUNT 21-35-880-2073700	6,454.15	6,445.50	7,127.70	.704	110.40	1.549	30.990



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PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
100.000	WISCONSIN ENERGY CORP ACCOUNT 21-35-880-2073700	3,911.08	3,887.00	5,886.00	.582	104.00	1.767	58.860
	TOTAL COMMON STOCK	316,722.52	302,402.26	392,580.40	38.795	7,172.71	1.827	
	MUTUAL FUNDS - EQUITY							
4,425.505	AMERICAN CENTURY SMALL CAP VALUE ACCOUNT 21-35-001-2073700	30,813.33	29,435.94	40,006.57	3.953	354.04	.885	9.040
1,597.401	BARON SMALL CAP FUND FUND #583 ACCOUNT 21-35-001-2073700	27,946.95	26,847.18	37,986.20	3.754			23.780
1,027.607	BLACKROCK FUNDS INTL OPPORTUNITIES PORTFOLIO FUND 334 INSTITUTIONAL SHARES ACCOUNT 21-35-001-2073700	28,660.52	27,014.40	35,945.69	3.552	1,472.59	4.097	34.980
981.324	BLACKROCK FDS US OPPORTUNITIES PORTFOLIO FUND 339 INSTITUTIONAL CLASS ACCOUNT 21-35-001-2073700	33,067.47	32,720.43	40,499.24	4.002			41.270
563.550	HARBOR INTERNATIONAL FUND CLASS INS ACCOUNT 21-35-001-2073700	25,175.90	23,835.54	34,122.95	3.372	580.46	1.701	60.550
1,657.985	T ROWE PRICE MID CAP VALUE FD #115 ACCOUNT 21-35-001-2073700	32,515.97	31,542.69	39,310.82	3.885	215.54	.548	23.710



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PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
	TOTAL MUTUAL FUNDS - EQUITY	178,180.14	171,396.18	227,871.47	22.518	2,622.63	1.151	
	TOTAL INVESTMENTS	878,384.75	857,280.53	1,011,961.40	100.000	23,320.34	2.304	



Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization B. MOORE & H. MOROF ACQUISITION FUND C/O PNC BANK, N. A. - TRUSTEE	Employer identification number 25-6871293
	Number, street, and room or suite no. If a P.O. box, see instructions. 1600 MARKET STREET - TAX DEPARTMENT	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PHILADELPHIA, PA 19103-7240	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

PNC BANK, N. A. - TAX DEPARTMENT

- The books are in the care of ► **1600 MARKET STREET - PHILADELPHIA, PA 19103-7240**
Telephone No ► **(215) 585-5597** FAX No. ► **(215) 585-6755**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year **2010** or
► ☐ tax year beginning _____, and ending _____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	987.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	654.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	333.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)