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
QUAKER CITY FOUNDATION
ATTN: COLLIN F. MCNEIL

A Employer identification number
52-6854624

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1701 HORSESHOE TRAIL

B Telephone number
610-827-7858

City or town, state, and ZIP code
CHESTER SPRINGS, PA 19425-1814

C If exemption application is pending, check here ▶ [ ]
D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 6,238,878.

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

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

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	17,763.	17,763.		STATEMENT 1
	4 Dividends and interest from securities	159,713.	159,713.		STATEMENT 2
	5a Gross rents	562.			STATEMENT 3
	b Net rental income or (loss) 562.				
	6a Net gain or (loss) from sale of assets not on line 10	277,765.			
	b Gross sales price for all assets on line 6a 6,155,733.				
	7 Capital gain net income (from Part IV, line 2)		277,765.		
	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	<57,429.>	0.		STATEMENT 4
	12 **Total** Add lines 1 through 11	398,374.	455,241.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	83,341.	0.		83,341.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 5	17,825.	0.		17,825.
	c Other professional fees				
	17 Interest	149.	149.		0.
	18 Taxes STMT 6	7,573.	1,973.		0.
	19 Depreciation and depletion	25,908.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	13,925.	121.		1,558.
	24 **Total operating and administrative expenses** Add lines 13 through 23	148,721.	2,243.		102,724.
	25 Contributions, gifts, grants paid	526,059.			526,059.
	26 **Total expenses and disbursements** Add lines 24 and 25	674,780.	2,243.		628,783.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<276,406.>			
	b **Net investment income** (if negative, enter -0-)		452,998.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	40,492.	39,645.	39,645.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	3,690,324.	2,627,121.	3,080,278.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	1,915,974.	2,709,985.	3,091,575.
	14 Land, buildings, and equipment: basis ▶ 39,270.			
	Less accumulated depreciation STMT 10 ▶ 12,387.	27,335.	26,883.	26,883.
	15 Other assets (describe ▶ STATEMENT 11)	6,335.	497.	497.
	16 **Total assets** (to be completed by all filers)	5,680,460.	5,404,131.	6,238,878.
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 ▶ STATEMENT 12)	52.	129.	
	23 **Total liabilities** (add lines 17 through 22)	52.	129.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,026,755.	1,026,755.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,653,653.	4,377,247.	
	30 **Total net assets or fund balances**	5,680,408.	5,404,002.	
	31 **Total liabilities and net assets/fund balances**	5,680,460.	5,404,131.	

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	5,680,408.
2	Enter amount from Part I, line 27a	2	<276,406.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,404,002.
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	5,404,002.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	6,155,733.		5,876,521.	277,765.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				277,765.

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 — 277,765.

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	393,050.	5,219,436.	.075305
2008	736,153.	6,802,269.	.108222
2007	170,128.	553,661.	.307278
2006	125,474.	354,053.	.354393
2005	146,171.	428,807.	.340878

2	Total of line 1, column (d)	2	1.186076
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	.237215
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,776,886.
5	Multiply line 4 by line 3	5	1,370,364.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,530.
7	Add lines 5 and 6	7	1,374,894.
8	Enter qualifying distributions from Part XII, line 4	8	628,783.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	9,060.
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	9,060.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-			5	9,060.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,100.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	12,600.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	13,700.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	89.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	4,551.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	4,551.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a *or* 1b, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
If "Yes," complete Part II, col (c), and Part XV			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ SENIOR TAX AND BUSINESS SERVICES, L Telephone no. ▶ 610-293-1500
Located at ▶ 125 STRAFFORD AVENUE, SUITE 112, WAYNE, PA ZIP+4 ▶ 19087

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b | |
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
COLLIN F. MCNEIL 1701 HORSESHOE TRAIL CHESTER SPRINGS, PA 19425-1814	TRUSTEE/FOUNDATION MANAGER 20.00	83,341.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶	0

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,753,809.
b	Average of monthly cash balances	1b	83,670.
c	Fair market value of all other assets	1c	27,380.
d	Total (add lines 1a, b, and c)	1d	5,864,859.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,864,859.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	87,973.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,776,886.
6	**Minimum investment return** Enter 5% of line 5	6	288,844.

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	288,844.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	9,060.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	9,060.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	279,784.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	279,784.
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	279,784.

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	628,783.
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	628,783.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	628,783.

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				279,784.
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 — 125,449.				
b From 2006 — 109,665.				
c From 2007 — 143,727.				
d From 2008 — 400,830.				
e From 2009 — 136,298.				
f **Total** of lines 3a through e	915,969.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 628,783.				
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				279,784.
e Remaining amount distributed out of corpus	348,999.			
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	1,264,968.			
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	125,449.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	1,139,519.			
10 Analysis of line 9:				
a Excess from 2006 — 109,665.				
b Excess from 2007 — 143,727.				
c Excess from 2008 — 400,830.				
d Excess from 2009 — 136,298.				
e Excess from 2010 — 348,999.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

COLLIN F. MCNEIL

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

NONE

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 13				
Total			▶ 3a	526,059.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	17,763.	
4 Dividends and interest from securities			14	159,713.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property	211110	562.			
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	211110	<57,429.>			
8 Gain or (loss) from sales of assets other than inventory			18	277,765.	
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)		<56,867.>		455,241.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 398,374.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11.17.11 Title: TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BRETT W. SENIOR	[signature]	11/10/11		

Firm's name ▶ SENIOR TAX AND BUSINESS SERVICES, LLC — Firm's EIN ▶

Firm's address ▶ 125 STRAFFORD AVENUE, SUITE 112
WAYNE, PA 19087 — Phone no. 610-293-1500

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 SCHEDULE E		VARIOUS	VARIOUS
b	SEE ATTACHED SCHEDULE F		VARIOUS	VARIOUS
c	ENTERPRISE PRODUCTS PARTNERS LP - NET SECTION 123			
d	FERRELLGAS PARTNERS, LP - NET STCG			
e	KINDER MORGAN ENERGY PARTNERS, LP - NET SECTION 1			
f	LINN ENERGY LLC - NET LTCL			
g	SUBURBAN PROPANE PARTNERS, LP - NET SECTION 1231			
h	SUNOCO LOGISTICS PARTNERS, LP - NET SECTION 1231			
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,832,702.		3,523,751.	308,951.
b	2,319,642.		2,352,770.	<33,128.>
c				<148.>
d				2.
e				<91.>
f				<171.>
g				<953.>
h				<86.>
i	3,389.			3,389.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				308,951.
b				<33,128.>
c				<148.>
d				2.
e				<91.>
f				<171.>
g				<953.>
h				<86.>
i				3,389.
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	277,765.
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

023591
05-01-10

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE COMPUTER	04/28/08	SL	5.00	HY	16	2,448.				2,448.	816.		490.	1,306.
2	OFFICE CABINETS	07/01/08	SL	7.00	HY	16	21,518.				21,518.	4,611.		3,074.	7,685.
3	COMPUTER	06/16/09	SL	5.00	HY	16	2,437.				2,437.	244.		487.	731.
4	CAMERA	09/11/09	SL	7.00	HY	16	825.				825.	39.		118.	157.
5	ELECTRONIC DATA CAPTURE EQUIPMENT	10/08/09	SL	5.00	HY	16	954.				954.	48.		191.	239.
6	COPIER	12/10/09	SL	5.00	HY	16	478.				478.	8.		96.	104.
7	OFFICE FIXTURES	01/27/09	SL	7.00	HY	16	1,217.				1,217.	159.		174.	333.
8	OFFICE FIXTURES	01/16/09	SL	7.00	HY	16	3,893.				3,893.	510.		556.	1,066.
9	OFFICE FURNITURE	01/15/10	SL	7.00	HY	16	1,326.				1,326.			189.	189.
10	OFFICE FURNITURE	02/09/10	SL	7.00	HY	16	1,349.				1,349.			177.	177.
11	OFFICE FURNITURE	03/19/10	SL	7.00	HY	16	179.				179.			19.	19.
12	OFFICE FURNITURE	03/22/10	SL	7.00	HY	16	178.				178.			19.	19.
13	OFFICE FURNITURE	03/24/10	SL	7.00	HY	16	190.				190.			20.	20.
14	COMPUTER	03/24/10	SL	5.00	HY	16	2,278.				2,278.			342.	342.
	* TOTAL 990-PF PG 1 DEPR						39,270.				39,270.	6,435.		5,952.	12,387.

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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

SOURCE	AMOUNT
AMERIGAS PARTNERS, LP	270.
CITIGROUP SMITHBARNEY - 16J-13165-13	17,041.
ENBRIDGE ENERGY PARTNERS, LP	2.
ENTERPRISE PRODUCTS PARTNERS, LP	68.
FERRELL GAS PARTNERS, LP	2.
KINDER MORGAN ENERGY PARTNERS, LP	272.
LEGACY RESERVES, LP	2.
LINN ENERGY LLC	25.
MAGELLAN MIDSTREAM PARTNERS, LP	1.
PLAINS ALL AMERICAN PIPELINE, LP	21.
SUBURBAN PROPANE PARTNERS, LP	59.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	17,763.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CITIGROUP SMITHBARNEY - 16J-13165-13	160,528.	3,389.	157,139.
KINDER MORGAN ENERGY PARTNERS, LP	109.	0.	109.
MAGELLAN MIDSTREAM PARTNERS, LP	3.	0.	3.
PLAINS ALL AMERICAN PIPELINE, LP	90.	0.	90.
SUBURBAN PROPANE PARTNERS, LP	432.	0.	432.
SUNOCO LOGISTICS PARTNERS, LP	1,940.	0.	1,940.
TOTAL TO FM 990-PF, PART I, LN 4	163,102.	3,389.	159,713.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
FERRELL GAS PARTNERS, LP	1	562.
TOTAL TO FORM 990-PF, PART I, LINE 5A		562.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SUNOCO LOGISTICS PARTNERS, LP	<13,439.>	0.	
LEGACY RESERVES, LP	12,946.	0.	
ENBRIDGE ENERGY PARTNERS, LP	<5,711.>	0.	
AMERIGAS PARTNERS, LP	<3,520.>	0.	
MAGELLAN MIDSTREAM PARTNERS, LP	<2,250.>	0.	
ENTERPRISE PRODUCTS PARTNERS, LP	<11,779.>	0.	
FERRELL GAS PARTNERS, LP	<6,512.>	0.	
FERRELL GAS PARTNERS, LP	<608.>	0.	
ENTERPRISE PRODUCTS PARTNERS, LP	134.	0.	
KINDER MORGAN ENERGY PARTNERS, LP	<16,861.>	0.	
LINN ENERGY, LLC	4,818.	0.	
PLAINS ALL AMERICAN PIPELINE, LP	<6,884.>	0.	
SUBURBAN PROPANE PARTNERS, LP	<7,763.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<57,429.>	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SENIOR TAX AND BUSINESS SERVICES, LLC	17,825.	0.		17,825.
TO FORM 990-PF, PG 1, LN 16B	17,825.	0.		17,825.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,973.	1,973.		0.
FORM 990-PF EXCISE TAX	5,600.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,573.	1,973.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARTNERSHIP NON-DEDUCTIBLE EXPENSES	555.	0.		0.
OFFICE	1,558.	0.		1,558.
SECTION 59(E)(2) EXPENSES	11,127.	0.		0.
INTANGIBLE DRILLING	564.	0.		0.
ADR FEES	121.	121.		0.
TO FORM 990-PF, PG 1, LN 23	13,925.	121.		1,558.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK INVESTMENTS - SEE SCHEDULE A	2,557,207.	3,078,748.
PREFERRED STOCK INVESTMENTS - SEE SCHEDULE B	69,914.	1,530.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,627,121.	3,080,278.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LIMITED PARTNERSHIPS - SEE SCHEDULE C	COST	838,157.	1,224,254.
CLOSED END FUNDS - SEE SCHEDULE D	COST	1,871,828.	1,867,321.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,709,985.	3,091,575.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE COMPUTER	2,448.	1,306.	1,142.
OFFICE CABINETS	21,518.	7,685.	13,833.
COMPUTER	2,437.	731.	1,706.
CAMERA	825.	157.	668.
ELECTRONIC DATA CAPTURE EQUIPMENT	954.	239.	715.
COPIER	478.	104.	374.
OFFICE FIXTURES	1,217.	333.	884.
OFFICE FIXTURES	3,893.	1,066.	2,827.
OFFICE FURNITURE	1,326.	189.	1,137.
OFFICE FURNITURE	1,349.	177.	1,172.
OFFICE FURNITURE	179.	19.	160.
OFFICE FURNITURE	178.	19.	159.
OFFICE FURNITURE	190.	20.	170.
COMPUTER	2,278.	342.	1,936.
TOTAL TO FM 990-PF, PART II, LN 14	39,270.	12,387.	26,883.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT INCOME/MISCELLANEOUS RECEIVABLES	6,335.	497.	497.
TO FORM 990-PF, PART II, LINE 15	6,335.	497.	497.

FORM 990-PF OTHER LIABILITIES STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CREDIT CARD LIABILITIES	52.	129.
TOTAL TO FORM 990-PF, PART II, LINE 22	52.	129.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN RED CROSS 2221 CHESTNUT STREET PHILADELPHIA, PA 19103	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	1,000.
AMERICAN STEEPLECHASE INJURED JOCKEY'S FUND 22359 POLECAT HILL ROAD MIDDLEBURG, VA 20117-3273	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	2,500.
BRANDYWINE CONSERVANCY BOX 141 CHADDS FORD, PA 19132	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	1,500.
CHESTER COUNTY FOOD BANK 1208 HORSESHOE PIKE DOWNINGTOWN, PA 19335	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	25,000.
CHESTNUT HILL ROTARY PO BOX 4332 PHILADELPHIA, PA 19118	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	1,304.
CHILDREN'S HOSPITAL OF PHILADELPHIA FOUNDATION 34TH ST. & CIVIC CENTER BLVD. PHILADELPHIA, PA 19104	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	800.
CHILDREN'S SCHOLARSHIP FUND PHILADELPHIA PO BOX 22463 PHILADELPHIA, PA 19110	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	500.
CHRIST CHURCH PRESERVATION TRUST 20 N. AMERICAN STREET PHILADELPHIA, PA 19106	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	9,500.

CLINTON BUSH HAITI PO BOX 418009 BOSTON, MA 02241-8009	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	1,000.
DEVON HORSE SHOW AND COUNTRY FAIR BOX 865 DEVON, PA 19333	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	39,050.
FAIR HILL INTERNATIONAL, INC. 378 FAIR HILL DRIVE ELKTON, MD 21921	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	500.
FAIRMOUNT PARK HISTORICAL PRESERVATION TRUST 6245 WISSAHICKON AVENUE PHILADELPHIA, PA 19144	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	1,000.
GOOD SAMARITAN SHELTER 141 E. HIGH STREET PHOENIXVILLE, PA 19460	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	500.
HAMPTON CLASSIC PO BOX 3013 BRIDGEHAMPTON, NY 11932	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	15,000.
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	2,000.
HISTORIC STRAWBERRY MANSION 2450 STRAWBERRY MANSION DRIVE PHILADELPHIA, PA 19132	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	500.
HISTORIC SUGARTOWN, INC. PO BOX 1423 MALVERN, PA 19355	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	1,000.
HISTORIC YELLOW SPRINGS BOX 62 CHESTER SPRINGS, PA 19425	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	1,000.

HISTORICAL SOCIETY OF PENNSYLVANIA 1300 LOCUST STREET PHILADELPHIA, PA 19107	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	80,140.
IDOL GIVES BACK 2029 CENTURY PARK E., SUITE 2600 LOS ANGELES, CA 90067-3012	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	250.
MAIN LINE ANIMAL RESCUE PO BOX 89 CHESTER SPRINGS, PA 19425	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	500.
MONTGOMERY SCHOOL 1141 KIMBERTON ROAD CHESTER SPRINGS, PA 19425	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	84,705.
NATIONAL SOCIETY OF THE COLONIAL DAMES OF AMERICA/PA 1630 LATIMER STREET PHILADELPHIA, PA 19103	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	1,000.
NATURAL LANDS TRUST 1031 PALMERS MILL ROAD MEDIA, PA 19063	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	1,000.
PA NATIONAL HORSE SHOW FOUNDATION 720 LIMEKILN ROAD NEW CUMBERLAND, PA 17070	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	4,707.
PASS-THROUGH FROM ENBRIDGE ENERGY PARTNERS LP 1100 LOUISIANA, SUITE 3300 HOUSTON, TX 77002	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	10.
PASS-THROUGH FROM FERRELL GAS PARTNERS, LP ONE LIBERTY PLAZA LIBERTY, MO 64068	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	12.
PHILABUNDANCE 3616 GALLOWAY STREET PHILADELPHIA, PA 19148	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	250.

PHILADELPHIA CHARITY BALL PO BOX 8323 RADNOR, PA 19087	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	1,550.
RADNOR HOUNDS FOUNDATION 1701 HORSESHOE TRAIL CHESTER SPRINGS, PA 19425-1814	OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	1,055.
RADNOR HUNT FOUNDATION 826 PROVIDENCE ROAD MALVERN, PA 19355	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	24,989.
ST. PAUL'S EPISCOPAL CHURCH 22 E. CHESTNUT HILL AVENUE PHILADELPHIA, PA 19118	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	90,000.
SYRACUSE INVITATIONAL SPORTHOUSE TOURNAMENT 2 RICHARDS ROAD CAZENOVIA, NY 13035	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	7,500.
THE AMERICAN DRIVING SOCIETY FUND 1837 LUDDEN DRIVE, STE. B-120 CROSS PLAINS, WI 53528	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	1,000.
THE ATHENAEUM OF PHILADELPHIA 219 SOUTH SIXTH STREET, PO BOX 42 PHILADELPHIA, PA 19106	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	1,000.
THE CHESHIRE LAND PRESERVATION FUND PO BOX 983 UNIONVILLE, PA 19375	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	3,000.
THE EPISCOPAL ACADEMY 1785 BISHOP WHITE DRIVE NEWTOWN SQUARE, PA 19073	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	25,000.
THE FOUNDATION OF ST. ANDREW'S SOCIETY 215 S. 16TH STREET PHILADELPHIA, PA 19102	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	2,000.

THE FOUNDATION OF THE UNION LEAGUE 140 SOUTH BROAD STREET PHILADELPHIA, PA 19102	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	5,000.
THE LIBRARY COMPANY OF PHILADELPHIA 1314 LOCUST STREET PHILADELPHIA, PA 19107	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	500.
THE LITTLE KESWICK FOUNDATION PO BOX 722 KESWICK, VA 22947	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	20,000.
THE NATIONAL WORLD WAR I MUSEUM 100 WEST 26TH STREET KANSAS CITY, MO 64108	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	20,404.
THE PENJERDEL REGIONAL FOUNDATION ONE PENN SQUARE WEST, SUITE 700 PHILADELPHIA, PA 19102	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	6,000.
THE SPRINGSIDE SCHOOL 8000 CHEROKEE STREET PHILADELPHIA, PA 19118	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	2,000.
THORNCROFT 190 LINE ROAD MALVERN, PA 19355	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	1,000.
TRUSTEES OF THE UNIVERSITY OF PENN ANTIQUE SHOW 3400 SPRUCE STREET PHILADELPHIA, PA 19104	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	2,500.
UNITED STATES HUNTER JUMPER ASSOCIATION 3870 CIGAR LANE LEXINGTON, KY 40511	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	10,000.
UPPERVILLE COLT AND HORSE SHOW, INC PO BOX 239 UPPERVILLE, VA 20185	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	5,000.

USET FOUNDATION, INC 1040 POTTERSVILLE ROAD GLADSTONE, NJ 07934-9955	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	10,000.
WILLISTOWN CONSERVATION TRUST 925 PROVIDENCE ROAD NEWTOWN SQUARE, PA 19073	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	2,000.
ZETA PSI TAU FOUNDATION - 5 RADNOR CORPORATE CENTER, 100 MATSONFORD RD. SUITE 450 RADNOR, PA 19087	N/A OPERATIONS FOR EXEMPT PURPOSE	PUBLIC	8,333.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			526,059.

Attachment to Form 990-PF
Part II, Balance Sheets
Quaker City Foundation
Common Stock Investments
December 31, 2010

SCHEDULE A

	Number of Shares/Units	Ending Cost Basis	Ending Market Value
Apache Corp.	1,670	177,572	199,114
Apple Inc.	1,390	238,604	448,358
Boeing Co	2,000	110,938	130,520
Cisco Systems	9,700	216,642	196,231
Corning Inc	11,900	209,625	229,908
Ford Motor	16,300	205,491	273,677
Google Inc	505	267,376	299,955
Headwaters Inc	1,000	5,049	4,580
H J Heinz Co	3,975	165,048	196,604
IBM	750	98,679	110,070
Johnson & Johnson	3,000	189,878	185,550
Kraft Foods	6,300	197,579	198,513
Merck & Co.	3,300	101,553	118,932
Ocean Pwr Technologies Inc	500	4,880	2,860
Tata Motors Ltd	8,600	161,155	252,324
Xerox	20,100	207,137	231,552
Totals - Stock Investments		2,557,207	3,078,748

SCHEDULE B

Attachment to Form 990-PF
Part II, Balance Sheets
Quaker City Foundation
Preferred Stock Investments
December 31, 2010

	Number of Shares/Units	Ending Cost Basis	Ending Market Value
Freddie Mac 8.375%	1,275	34,866	802
Fannie Mae Fixed/Float 8.25%	1,300	35,047	728
Totals - Preferred Stock Investments		69,914	1,530

SCHEDULE C

Attachment to Form 990-PF
Part II, Balance Sheets
Quaker City Foundation
Limited Partnerships
December 31, 2010

	Number of Shares/Units	Ending Cost Basis	Ending Market Value
Legacy Reserves, LP	7,100.000	136,522	203,912
Linn Energy, LLC	9,200 000	206,259	344,908
Magellan Midstream Partners, LP	3,630.000	149,088	205,095
Plains All American Pipeline LP	3,630.000	147,947	227,928
Sunoco Logistics Partners LP	2,900 000	198,342	242,411
Total Limited Partnerships		838,157	1,224,254

SCHEDULE D

Attachment to Form 990-PF
Part II, Balance Sheets
Quaker City Foundation
Closed End Funds
December 31, 2010

	Number of Shares/Units	Ending Cost Basis	Ending Market Value
Aberdeen Asia-Pacific Prime Income Fund	14,200 0000	96,725	95,850
Alpine Global Dynamic Dividend Fund	16,106 5212	182,348	117,417
Alpine Total Dynamic Dividend Fund	27,445.4156	282,049	162,477
Central Fund of Canada	5,900.0000	119,912	122,307
Cornerstone Strategic Value Fd	63.1332	965	558
Eaton Vance Tax-Managed Buy-Write Opptnys Fund	12,910 0000	151,272	168,863
Eaton Vance Tax-Managed Global Buy-Write Opp Fd	15,100 0000	174,317	184,975
Eaton Vance Tax-Managed Diversified Equity Income	13,451 0735	156,001	152,132
Gabelli Global Gold Nat Res & Inc Tr	11,704 4477	214,320	225,545
Ishares Silver Trust	10,350 0000	194,443	312,363
John Hancock Investors Trust	10,300.0000	184,045	206,515
Market Vectors Gold Miners ETF	725.0000	39,978	44,566
Templeton Emerging Markets	4,500 0000	75,453	73,755
Totals - Closed End Funds		1,871,828	1,867,321

Attachment to Form 990-PF

SCHEDULE E

Part IV, Capital Gains and Losses for Tax on Investment Income
Quaker City Foundation
December 31, 2010

Short-term Gains/Losses:

Investment Description	Date Acquired	Date Sold	# of Shares Sold	Sales Proceeds	Cost Basis Sold	Gain (Loss)
Adobe Systems, Inc	1/12/2010	4/12/2010	2,800	97,596 08	(101,088 60)	(3,492 52)
BP PLC Spons ADR	9/4/2009	4/29/2010	1,870	97,649 00	(100,069 24)	(2,420 24)
BP PLC Spons ADR	1/25/2010	4/29/2010	800	41,774 97	(47,488 42)	(5,713 45)
BP PLC Spons ADR	3/15/2010	4/29/2010	900	46,996 85	(51,325 64)	(4,328 79)
Duke Energy Corp	6/14/2010	12/13/2010	3,700	64,624 06	(60,764 17)	3,859 89
Duke Energy Corp	8/25/2010	12/13/2010	4,200	73,357 05	(72,430 97)	926 08
Enerplus Resources Fd - New	9/4/2009	4/12/2010	2,400	57,123 51	(50,182 07)	6,941 44
Enerplus Resources Fd - New	9/24/2009	4/12/2010	2,000	47,602 93	(44,008 14)	3,594 79
Enerplus Resources Fd - New	3/15/2010	4/12/2010	2,200	52,363 22	(51,843 18)	520 04
Glaxosmithkline Plc Sp ADR	7/20/2009	3/2/2010	1,700	63,052 90	(64,429 85)	(1,376 95)
Hershey Company	9/4/2009	2/17/2010	2,600	98,732 98	(100,841 13)	(2,108 15)
Intel Corp	4/12/2010	11/3/2010	4,250	85,778 75	(97,387 75)	(11 609 00)
Kraft Foods	9/4/2009	1/25/2010	3,500	95,946 81	(99,038 64)	(3,091 83)
Microsoft Corp	6/14/2010	10/7/2010	2,400	58,271 91	(62,401 51)	(4,129 60)
Microsoft Corp	8/9/2010	10/7/2010	2,700	65,555 90	(69,785 89)	(4,229 99)
Nestle	1/12/2010	10/7/2010	2,000	108,537 49	(96,959 53)	11,577 96
Nestle	2/17/2010	10/7/2010	1,000	54,268 74	(48,011 09)	6,257 65
Nestle	5/17/2010	10/7/2010	640	34,732 00	(30,248 91)	4,483 09
Penn West Energy Tr	9/4/2009	2/17/2010	7,800	145,830 32	(99,871 77)	45,958 55
Provident Energy Trust Unit	1/12/2010	3/15/2010	13,000	103,249 08	(100,254 63)	2,994 45
Southern Co	6/14/2010	12/13/2010	1,800	67,730 50	(60,396 21)	7,334 29
Southern Co	7/20/2010	12/13/2010	2,800	105,358 55	(99,943 54)	5,415 01
Toyota	2/2/2010	7/8/2010	1,400	98,413 12	(110,077 16)	(11 664 04)
Toyota	3/24/2010	7/8/2010	360	25,306 23	(29,828 01)	(4,521 78)
United Technologies Corp	1/12/2010	2/2/2010	1,400	94,552 13	(100,784 83)	(6,232 70)
Verizon Communications	9/4/2009	1/25/2010	1,600	48,865 78	(49,269 48)	(403 70)
CBS Corp 6 75%	5/17/2010	8/25/2010	4,100	102,689 77	(94,993 76)	7,696 01
Deutsche Bk Cap Fund IX 6 625%	3/15/2010	8/25/2010	4,500	106,250 32	(103,873 36)	2,376 96
Deutsche Bk Cap Fund IX 6 625%	4/13/2010	8/25/2010	4,250	100,347 53	(100,001 33)	346 20
FPL Group Capital Inc 8 75%	4/23/2009	3/2/2010	1,330	38,282 65	(35,698 39)	2,584 26
FPL Group Capital Inc 8 75%	9/4/2009	3/2/2010	2,100	60,446 30	(59,669 31)	776 99
Georgia Power Company 8 20%	9/4/2009	4/26/2010	1,700	50,433 50	(49,569 94)	863 56
Georgia Power Company 8 20%	4/12/2010	4/26/2010	3,000	89,000 30	(93,401 89)	(4,401 59)
Southern Union Co 7 55%	3/2/2010	5/17/2010	3,800	94,560 17	(97,412 06)	(2,851 89)
Susquehanna Capital 9 35%	4/23/2009	4/13/2010	1,800	45,394 26	(34,833 71)	10,560 55
Susquehanna Capital 9 35%	1/25/2010	4/13/2010	1,900	47,916 17	(46,031 73)	1,884 44
Amerigas Partners, LP	Various	6/14/2010	2,800	115,346 39	(98,310 49)	17,035 90
Enbridge Energy Partners, LP	10/19/2009	8/9/2010	3,950	225,749 46	(170,044 36)	55,705 10
Enterprise Products Partners, LP	Various	7/20/2010	7,782	294,612 01	(216,276 22)	78,335 79
Ferrellgas Partners, LP	Various	6/14/2010	5,100	116,887 22	(101,357 60)	15,529 62
Kinder Morgan Energy Partners, LP	Various	9/24/2010	2,260	153,962 57	(115,385 07)	38,577 50
Suburban Propane Partners, LP	Various	6/14/2010	4,300	199,398 77	(161,298 82)	38,099 95
Sunoco Logistics Partners, LP	9/4/2009	5/5/2010	900	58,153 40	(46,862 11)	11,291 29
Short-term Totals				3,832,701 65	(3,523,750 51)	308,951 14

Attachment to Form 990-PF

SCHEDULE F

Part IV, Capital Gains and Losses for Tax on Investment Income
Quaker City Foundation
December 31, 2010

Long-term Gains/Losses:

Investment Description	Date Acquired	Date Sold	# of Shares Sold	Sales Proceeds	Cost Basis Sold	Gain (Loss)
Dow Chemical	9/4/2009	9/16/2010	4,700	122,148 56	(100,605 45)	21,543 11
Enerplus Resources Fd - New	1/30/2008	4/12/2010	1,200	28,561 76	(45,827 03)	(17,265 27)
Glaxosmithkline Plc Sp ADR	1/30/2008	3/2/2010	1,600	59,343 90	(76,290 10)	(16,946 20)
H J Heinz Co	9/4/2009	11/8/2010	400	19,177 80	(15,188 01)	3,989 79
Intel Corp	9/4/2009	11/3/2010	5,100	102,934 49	(100,911 57)	2,022 92
Johnson & Johnson	12/31/2007	1/8/2010	13,200	839,867 14	(880,440 00)	(40 572 86)
Johnson & Johnson	12/31/2007	1/13/2010	200	12,647 96	(13,340 00)	(692 04)
Johnson & Johnson	12/31/2007	2/2/2010	2,000	126,312 43	(133,400 00)	(7,087 57)
Johnson & Johnson	12/31/2007	3/24/2010	1,800	116,014 18	(120,060 00)	(4,045 82)
Johnson & Johnson	12/31/2007	6/29/2010	2,000	117,153 59	(133,400 00)	(16,246 41)
Johnson & Johnson	12/31/2007	8/9/2010	2,000	118,837 35	(133,400 00)	(14,562 65)
Johnson & Johnson	12/31/2007	9/24/2010	1,000	61,336 11	(66,700 00)	(5,363 89)
Johnson & Johnson	12/31/2007	11/17/2010	1,000	62,397 24	(66,700 00)	(4,302 76)
Microsoft Corp	10/27/2008	10/7/2010	1,400	33,991 95	(30,532 58)	3,459 37
Microsoft Corp	9/4/2009	10/7/2010	2,400	58,271 91	(59,433 97)	(1,162 06)
Verizon Communications	10/27/2008	1/25/2010	1,000	30,541 11	(28,584 21)	1,956 90
Verizon Communications	12/31/2008	1/25/2010	450	13,743 50	(15,732 13)	(1,988 63)
American Electric Power Co 8 75%	4/15/2008	3/15/2010	1,400	38,919 61	(36,791 48)	2,128 13
American Electric Power Co 8 75%	6/25/2008	3/15/2010	1,600	44,479 55	(42,087 78)	2,391 77
American Electric Power Co 8 75%	10/2/2008	3/15/2010	700	19,459 80	(17,872 45)	1,587 35
Georgia Power Company 8 20%	2/18/2009	4/26/2010	650	19,283 40	(18,512 13)	771 27
Georgia Power Company 8 20%	3/25/2009	4/26/2010	1,100	32,633 44	(30,196 49)	2,436 95
Susquehanna Capital 9 35%	6/25/2008	4/12/2010	1,400	35,207 09	(36,278 31)	(1,071 22)
Susquehanna Capital 9 35%	3/3/2009	4/12/2010	1,200	30,177 51	(22,472 90)	7,704 61
Susquehanna Capital 9 35%	3/25/2009	4/12/2010	1,100	27,662 71	(24,207 22)	3,455 49
Susquehanna Capital 9 35%	3/25/2009	4/13/2010	300	7,565 71	(6,601 97)	963 74
SPDR Gold Tr	12/2/2009	12/20/2010	330	44,049 78	(39,530 43)	4,519 35
Sunoco Logistics Partners, LP	Various	5/5/2010	1,500	96,922 34	(57,673 63)	39,248 71
Long-term Totals				2,319,641 93	(2,352,769 84)	(33,127 91)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Type or print	Name of exempt organization QUAKER CITY FOUNDATION ATTN: COLLIN F. MCNEIL	**Employer identification number** 52-6854624
File by the extended due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 1701 HORSESHOE TRAIL	
	City, town or post office, state, and ZIP code For a foreign address, see instructions CHESTER SPRINGS, PA 19425-1814	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ SENIOR TAX AND BUSINESS SERVICES, L 125 STRAFFORD AVENUE, SUITE 112 - WAYNE, PA 19087

Telephone No ▶ 610-293-1500 FAX No ▶ 610-293-1504

• 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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2011

5 For calendar year 2010 , or other tax year beginning ______, and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NEEDED TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

8a	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	8a	$ 13,700.
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 and any amount paid previously with Form 8868	8b	$ 13,700.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ TRUSTEE Date ▶

023842
01-24-11

12001110 136929 QUAKERCITY 2010.04050 QUAKER CITY FOUNDATION ATTN QUAKERC2