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Form **990-PF**

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

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 cale	endar year 2010, or tax year beginning O	ct 1 ,2010	, and ending Ser	30 , 2011	
G Che	eck all that apply Initial return Initi	al Return of a former pu	ublic charity	Final return	_
	Amended return	Address of	hange Nam	e change	
Name of	foundation			A Employer identification number	_
	bus Fund			23-6856169	
Number a	and street (or PO box number if mail is not delivered to str	eet address)	Room/suite	B Telephone number (see the instructions)	_
256	Sutton Farm Drive			(802) 846-7893	
City or to	wn	State	ZIP code	C If exemption application is pending, check here	Т
Shell	burne	VT	05482	D 1 Foreign organizations, check here	7
H Ç	heck type of organization:	(c)(3) exempt private for	oundation	2 Foreign organizations meeting the 85% test, check	_
	Section 4947(a)(1) nonexempt charitable tr	ust Other taxable p	private foundation	here and attach computation	_
	air market value of all assets at end of year J Acc	ounting method: C	ash X Accrual	If private foundation status was terminated under section 507(b)(1)(A), check here	٦
(f	rom Part II, column (c), line 16)	Other (specify)		F If the foundation is in a 60-month termination	
▶ \$		column (d) must be on		under section 507(b)(1)(B), check here	1
Part I	Analysis of Revenue and	(a) Revenue and	(b) Net investmen	(c) Adjusted net (d) Disbursements	Τ
	Expenses (The total of amounts in	expenses per books	income	income for charitable	
	columns (b), (c), and (d) may not neces- sarily equal the amounts in column (a)			purposes	
	(see the instructions).)			(cash basis only)	
	1 Contributions, gifts, grants, etc, received (att sch)		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		\equiv
	2 Ck X if the foundn is not req to att Sch B				_
	3 Interest on savings and temporary cash investments			<u> </u>	,
	4 Dividends and interest from securities	19,661.	19,66		—
	5a Gross rents	25/0021	25,00		<u> </u>
	b Net rental income or (loss)				-
R	6a Net gain/(loss) from sale of assets not on line 10	-21,321.	1	1 2 1 12 E T 36 8 5	_
E	b Gross sales price for all assets on line 6a 20,755.		,	,	
R E V E N	7 Capital gain net income (from Part IV, line 2)	, ,		D.	_
Ñ	8 Net short-term capital gain		,		_
Ü	9 Income modifications				Ξ,
_	10 a Gross sales less returns and	,			
SCANNED	allowances h Less Cost of		, '	F -OF WED	—
>	goods sold			RECEIVED	_
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)			80 FEB 1 4 2017 (g)	'
	12 Total. Add lines 1 through 11	-1,660.	19,66	1 12 - 8	 ;
귀	13 Compensation of officers, directors, trustees, etc	2,000.	13700	OGDEN, UT	_
岩	14 Other employee salaries and wages			UGU	_
.9	15 Pension plans, employee benefits				_
ω _Α	16 a Legal fees (attach schedule)				_
S D	b Accounting fees (attach sch) L-16b Stmt	1,585.	63-	317	-
O P P	c Other prof fees (attach sch) L-16c Stmt	17,700.	17,70		_
မှာ ု	17 Interest				_
P S E T R	18 Taxes (attach schedule)(see instr.) Excise tax	22.			_
E T R A T	19 Depreciation (attach				
I i	sch) and depletion 20 Occupancy		ļ		
N Ý G E	21 Travel, conferences, and meetings	813.	24	4. 407	_
A E	22 Printing and publications	013.	23	10	÷
A E N X D P	23 Other expenses (attach schedule)	-			_
E N	See Line 23 Stmt	888.		888	
Š	24 Total operating and administrative				
รี	expenses. Add lines 13 through 23	21,008.	18,57		
	25 Contributions, gifts, grants paid	48,289.	ļ	48,289	÷
	26 Total expenses and disbursements. Add lines 24 and 25	69,297.	18,57	40.001	
	27 Subtract line 26 from line 12:	03,231.	10,37	49,901	<u>•</u> ,
	a Excess of revenue over expenses				1
	and disbursements	-70,957.			_
	b Net investment income (if negative, enter -0-)		1,08	3.	_}
	C Adjusted net income (if negative, enter -0-)	<u> </u>			
BAA F	or Paperwork Reduction Act Notice, see the	instructions.	•	TEEA0301 07/23/10 Form 990-PF (201	O)

David	TT 1	Balance Sheets Attached schedules and column should be for en	amounts in the description	Beginning of year	En	id of year
Part		Balance Sheets column should be for en (See instructions)	d-or-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing		231,112.	284,95	9. 284,959.
ļ	2	Savings and temporary cash investmen	ts		<u> </u>	· · ·
	3	Accounts receivable	•			1
	-	Less allowance for doubtful accounts	•			
	4	Pledges receivable				
	•	Less allowance for doubtful accounts		-		
1	5	Grants receivable				
	6	Receivables due from officers, directors, trustees,	and other			
	Ü	disqualified persons (attach schedule) (see the ins				
	7	Other notes and loans receivable (attach sch)	•			
A		Less allowance for doubtful accounts				
A S S E T	8	Inventories for sale or use				
Ę	9	Prepaid expenses and deferred charges				
Ś	10 a	Investments – U.S. and state governme				
		obligations (attach schedule)	L-10a Stmt	69.	56,44	2. 56,442.
	t	Investments - corporate stock (attach schedule)	L-10b Stmt	507,093.	533,93	0. 533,930.
	c	: Investments — corporate bonds (attach schedule)	L-10c Stmt	26,006.	26,24	3. 26,243.
	11	Investments — land, buildings, and equipment basis	•			
		Less. accumulated depreciation (attach schedule)	•			
	12	Investments – mortgage loans	L-12 Stmt	77,531.	76,35	9. 76,359.
	13	Investments – other (attach schedule)	L-13 Stmt	284,868.	89,38	
	14	Land, buildings, and equipment. basis	•			
		Less accumulated depreciation		-	- car - area have managementalise	
		(attach schedule)		1 050		2 512
		Other assets (describe L-15 Stm Total assets (to be completed by all file see instructions Also, see page 1, item	ers —	1,958.	1,067,82	
L	17	Accounts payable and accrued expense		279.	2,007,02	
1	18	Grants payable	.5	2,3.		-
A B	19	Deferred revenue				
Ī	20	Loans from officers, directors, trustees, & other d	isnualified nersons			⊣ ·
- h	21	Mortgages and other notes payable (attach schedu	•			
Ť	22	Other liabilities (describe	,,	\		_
Ë		Other habilities (describe				
<u> </u>	23	Total liabilities (add lines 17 through 22		279.	2	2.
		Foundations that follow SFAS 117, che and complete lines 24 through 26 and	ck here X lines 30 and 31.			
N F	24	Unrestricted		1,128,358.	1,067,80	7.
E U	25	Temporarily restricted				
D	26	Permanently restricted				
A B A L A		Foundations that do not follow SFAS 1 and complete lines 27 through 31.	17, check here ►			
ĒL	27	Capital stock, trust principal, or current	funds			
SN	28	Paid-in or capital surplus, or land, building, and e	equipment fund			
OE	29	Retained earnings, accumulated income, endowme	ent, or other funds .			
ŔŠ	30	Total net assets or fund balances (see	the instructions)	1,128,358.	1,067,80	7.
	31	Total liabilities and net assets/fund bal (see the instructions)	ances	1,128,637.	1,067,82	9.
Par		Analysis of Changes in Net Ass	ets or Fund Balanc			
	Tota	I net assets or fund balances at beginnin	g of year - Part II, colu			1 120 250
2		of-year figure reported on prior year's ret r amount from Part I, line 27a	um			1 1,128,358. 2 -70,957.
2 3		·	Change in ma-	ket value of in	 	
3 4		lines 1, 2, and 3	Change In mar	ver varue or In		
5		ases not included in line 2 (itemize)	•		-	<u>4</u> 1,067,807.
-		I net assets or fund balances at end of ye	ear (line 4 minus line 5)	- Part II. column (b) line		6 1,067,807.
<u> </u>	. 510	addata or raina balaineed at enta of ye	var vino a minus inte s)	, are in column (b), line	,	<u> </u>

(a) List and describe 2-story brick warehous		t Income				
	e the kınd(s) of property sold (e g , re se, or common stock, 200 shares ML(eal estate, C Company)	(b) How acc P — Purch D — Dona	iase	(C) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a 300 shares Amgen In	ıc		P		10/29/03	03/09/11
b 200 shares Bank of	America Corp		P		01/31/06	07/26/11
c 300 shares Bank of	America Corp		P		06/07/07	07/26/11
d						
е					-	,
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other bas plus expense of sal		•	(h) Gain or (e) plus (f) m	
a 15,738.		18	3,101.			-2,363.
b 2,007.			3,873.		· · · · · ·	-6,866.
c 3,010.			5,102.			-12,092.
d		 				
e						
	ng gain in column (h) and owned by	the foundation on 12/31/69			(I) Cause (Cale	(h)
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column over column (j), if ai			(I) Gains (Coli ain minus column (k an -0-) or Losses (fr	(), but not less
a						-2,363.
b						-6,866.
C						-12,092.
d						
e						
2 Capital gain net income or (net	capital loss) — If gain, also If (loss), ent	enter in Part I, line 7 er -0- in Part I, line 7		2		-21,321.
3 Net short-term capital gain or (I	oss) as defined in sections 1222(5) a	and (6)				
If name also enter in Part I. line	8, column (c) (see the instructions)	If (loss) enter .0.				
in Part I, line 8	b, column (c) (see the instructions)	11 (1033), effici 101		3		
'Part V Qualification Under	Section 4940(e) for Reduce	d Tax on Net Investme	ent Inco	me		
Was the foundation liable for the sect If 'Yes,' the foundation does not quali	ion 4942 tax on the distributable amo	ount of any year in the bace				
1 Enter the appropriate amount in	· · · · · · · · · · · · · · · · · · ·	plete this part		<u> </u>	Yes	X No
1 Enter the appropriate amount in (a) Base period years Calendar year (or tax year beginning in)	nty under section 4940(e) Do not come each column for each year, see the (b) Adjusted qualifying distributions	plete this part	any entrie		(d) Distribution umn (b) divided	n ratio
(a) Base period years Calendar year (or tax year beginning in)	n each column for each year, see the (b) Adjusted qualifying distributions	nplete this part Instructions before making (c) Net value of noncharitable-use ass	any entrie		(d) Distribution	n ratio by column (c))
(a) Base period years Calendar year (or tax year beginning in) 2009	n each column for each year, see the (b) Adjusted qualifying distributions 63,374.	nplete this part Instructions before making (c) Net value of noncharitable-use ass	any entrie		(d) Distribution	n ratio by column (c)) 0 . 0 5 5 8 7 6
(a) Base period years Calendar year (or tax year beginning in) 2009 2008	h each column for each year, see the (b) Adjusted qualifying distributions 63,374. 51,740.	Inplete this part Instructions before making (c) Net value of noncharitable-use ass 1,134	any entrie		(d) Distribution	n ratio by column (c)) 0.055876 0.047166
(a) Base period years Calendar year (or tax year beginning in) 2009 2008 2007	Adjusted qualifying distributions 63,374. 51,740.	nplete this part Instructions before making (c) Net value of noncharitable-use ass 1,13- 1,09- 1,36	any entrie		(d) Distribution	n ratio by column (c)) 0.055876 0.047166 0.075618
(a) Base period years Calendar year (or tax year beginning in) 2009 2008 2007 2006	h each column for each year, see the (b) Adjusted qualifying distributions 63,374. 51,740. 103,454. 9,409.	nplete this part Instructions before making (c) Net value of noncharitable-use ass 1,13 1,09 1,36 1,48	any entrie sets 4,180. 5,982. 8,108. 1,924.		(d) Distribution	n ratio by column (c)) 0.055876 0.047166 0.075618 0.006349
(a) Base period years Calendar year (or tax year beginning in) 2009 2008 2007	Adjusted qualifying distributions 63,374. 51,740.	nplete this part Instructions before making (c) Net value of noncharitable-use ass 1,13 1,09 1,36 1,48	any entrie		(d) Distribution	n ratio by column (c)) 0.055876 0.047166 0.075618 0.006349
(a) Base period years Calendar year (or tax year beginning in) 2009 2008 2007 2006	h each column for each year, see the (b) Adjusted qualifying distributions 63,374. 51,740. 103,454. 9,409.	nplete this part Instructions before making (c) Net value of noncharitable-use ass 1,13 1,09 1,36 1,48	any entrie sets 4,180. 5,982. 8,108. 1,924.		(d) Distribution	n ratio by column (c)) 0.055876 0.047166 0.075618 0.006349
(a) Base period years Calendar year (or tax year beginning in) 2009 2008 2007 2006 2005 2 Total of line 1, column (d) 3 Average distribution ratio for the	h each column for each year, see the (b) Adjusted qualifying distributions 63,374. 51,740. 103,454. 9,409.	nplete this part Instructions before making (c) Net value of noncharitable-use ass 1,13 1,09 1,36 1,48 1,48	any entrie sets 4,180. 5,982. 8,108. 1,924.	(colu	(d) Distribution	n ratio by column (c)) 0.055876 0.047166 0.075618 0.006349 0.109008
(a) Base period years Calendar year (or tax year beginning in) 2009 2008 2007 2006 2005 2 Total of line 1, column (d) 3 Average distribution ratio for the number of years the foundation	h each column for each year, see the (b) Adjusted qualifying distributions 63,374. 51,740. 103,454. 9,409. 161,466.	nplete this part Instructions before making (c) Net value of noncharitable-use ass 1,13 1,09 1,36 1,48 1,48 al on line 2 by 5, or by the years	any entrie sets 4,180. 5,982. 8,108. 1,924.	(colu	(d) Distributior umn (b) divided	n ratio by column (c)) 0.055876 0.047166 0.075618 0.006349 0.109008
(a) Base period years Calendar year (or tax year beginning in) 2009 2008 2007 2006 2005 2 Total of line 1, column (d) 3 Average distribution ratio for the number of years the foundation	h each column for each year, see the (b) Adjusted qualifying distributions 63,374. 51,740. 103,454. 9,409. 161,466.	nplete this part Instructions before making (c) Net value of noncharitable-use ass 1,13 1,09 1,36 1,48 1,48 al on line 2 by 5, or by the years	any entrie sets 4,180. 5,982. 8,108. 1,924.	2	(d) Distributior umn (b) divided	n ratio by column (c)) 0.055876 0.047166 0.075618 0.006349 0.109008 0.294017 0.058803
(a) Base period years Calendar year (or tax year beginning in) 2009 2008 2007 2006 2005 2 Total of line 1, column (d) 3 Average distribution ratio for the number of years the foundation 4 Enter the net value of noncharic	h each column for each year, see the (b) Adjusted qualifying distributions 63,374. 51,740. 103,454. 9,409. 161,466. e 5-year base period — divide the total has been in existence if less than 5 table-use assets for 2010 from Part X	nplete this part Instructions before making (c) Net value of noncharitable-use ass 1,13 1,09 1,36 1,48 1,48 al on line 2 by 5, or by the years	any entrie sets 4,180. 5,982. 8,108. 1,924.	2 3 4	(d) Distributior umn (b) divided	n ratio by column (c)) 0.055876 0.047166 0.075618 0.006349 0.109008 0.294017 0.058803
(a) Base period years Calendar year (or tax year beginning in) 2009 2008 2007 2006 2005 2 Total of line 1, column (d) 3 Average distribution ratio for the number of years the foundation 4 Enter the net value of noncharit 5 Multiply line 4 by line 3	h each column for each year, see the (b) Adjusted qualifying distributions 63,374. 51,740. 103,454. 9,409. 161,466. e 5-year base period — divide the total has been in existence if less than 5 table-use assets for 2010 from Part X	nplete this part Instructions before making (c) Net value of noncharitable-use ass 1,13 1,09 1,36 1,48 1,48 al on line 2 by 5, or by the years	any entrie sets 4,180. 5,982. 8,108. 1,924.	2 3 4 5	(d) Distributior umn (b) divided	0.055876 0.047166 0.075618 0.006349 0.109008 0.294017 0.058803 1,124,339. 66,115.
(a) Base period years Calendar year (or tax year beginning in) 2009 2008 2007 2006 2005 2 Total of line 1, column (d) 3 Average distribution ratio for the number of years the foundation 4 Enter the net value of noncharit 5 Multiply line 4 by line 3 6 Enter 1% of net investment incompany	n each column for each year, see the (b) Adjusted qualifying distributions 63,374. 51,740. 103,454. 9,409. 161,466. e 5-year base period — divide the total has been in existence if less than 5 table-use assets for 2010 from Part X ome (1% of Part I, line 27b)	nplete this part Instructions before making (c) Net value of noncharitable-use ass 1,13 1,09 1,36 1,48 1,48 al on line 2 by 5, or by the years	any entrie sets 4,180. 5,982. 8,108. 1,924.	2 3 4 5 6	(d) Distributior umn (b) divided	0.055876 0.047166 0.075618 0.006349 0.109008 0.294017 0.058803 1,124,339. 66,115.
(a) Base period years Calendar year (or tax year beginning in) 2009 2008 2007 2006 2005 2 Total of line 1, column (d) 3 Average distribution ratio for the number of years the foundation 4 Enter the net value of noncharity 5 Multiply line 4 by line 3 6 Enter 1% of net investment incompany 7 Add lines 5 and 6 8 Enter qualifying distributions from	n each column for each year, see the (b) Adjusted qualifying distributions 63,374. 51,740. 103,454. 9,409. 161,466. e 5-year base period — divide the total has been in existence if less than 5 table-use assets for 2010 from Part X ome (1% of Part I, line 27b)	nplete this part Instructions before making (c) Net value of noncharitable-use ass 1,13 1,09 1,36 1,48 1,48 al on line 2 by 5, or by the years (, line 5	any entrie sets 4,180. 5,982. 8,108. 1,924. 1,227.	2 3 4 5 6 7	(d) Distribution umn (b) divided	0.055876 0.047166 0.075618 0.006349 0.109008 0.294017 0.058803 1,124,339. 66,115. 11. 66,126.

_	990-PF (2010) Phoebus Fund 23-6856.			F	2age 4
Parl	VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see the ins	tructi	ons)		
1 a	Exempt operating foundations described in section 4940(d)(2), check here			-	
	Date of ruling or determination letter (attach copy of letter if necessary – see instr.)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V,				22.
	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, column (b)				i
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable				
	foundations only Others enter -0-)				0.
	Add lines 1 and 2				22.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)				<u> </u>
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-				22.
	Credits/Payments				,
	2010 estimated tax pmts and 2009 overpayment credited to 2010				î
	Exempt foreign organizations — tax withheld at source 6b				
	Tax paid with application for extension of time to file (Form 8868) 6c				[
	Backup withholding erroneously withheld 6d				<u>-</u>
_	Total credits and payments Add lines 6a through 6d				
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			·	22.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid				0.
	Enter the amount of line 10 to be Credited to 2011 estimated tax				
	t VII-A Statements Regarding Activities				TN
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it		1.	Yes	No
	participate or intervene in any political campaign?		1 a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		1 b		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				
	Did the foundation file Form 1120-POL for this year?		1 c		x
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year				-
	(1) On the foundation	0.			l .
·	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				
2	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles				l l
3	of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		3		x
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		х
b	If 'Yes,' has it filed a tax return on Form 990-T for this year?		4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		х
	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	х	<u> </u>
7	Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV		7	х	<u> </u>
8 a	Enter the states to which the foundation reports or with which it is registered (see the instructions)	_			'
	VT - Vermont	_			,
b	of 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 <i>General Instruction G? If 'No,' attach explanation</i>		8b	Х	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(6) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If 'Yes,' complete Part XIV)	5) V	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
BAA		Fo	rm 99	0-PF	(2010)

raii	TYII-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		<u>x</u> _
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			12		х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption	applicatio	n ⁷	13	х	
	Website address N/A					
14	The books are in care of Dana Valentine Telephone	no. ►	(802)	846	-789	3
	Located at > 256 Sutton Farm Drive Shelburne VT ZIP + 4 >	054				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here				<u>-</u>	
	and enter the amount of tax-exempt interest received or accrued during the year	-	15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other autbank, securities, or other financial account in a foreign country?	hority ove	er a	16	Yes	No X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the nar foreign country ▶	ne of the	1	_ :		
Par	t 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
1 a	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	X No	·		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	X No			•
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	Yes	X No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	Yes	X No			,
		□ .•3	<u></u>			
	(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	X 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	X No			
ŀ	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 the instruction	ns)?	_	 1b		
	Organizations relying on a current notice regarding disaster assistance check here	•	· 🔲		'	
(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?			1 c		 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**	, 1
						. 1
č	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	X No	٠.	•	14.5
		□.03	<u></u>			,-
	If 'Yes,' list the years ► 20 , 20 , 20 , 20					,
ı	b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a all years listed, answer 'No' and attach statement — see the instructions)			2b		
	c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years have	re		<u></u>		
•	► 20, 20, 20					
3;	a Did the foundation hold more than a 2% direct or indirect interest in any business	П				
	enterprise at any time during the year?	☐ Yes	X No		.	
ı	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				4. 4	,
	(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)			3 b		
4:	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4a		x
I	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
B A A				4 D		

Form 990-PF (2010) Phoebus Fu				23-685	6169 Page 6
Rart VII-B Statements Regarding			4720 May Be Requ	uired (continued)	
5a During the year did the foundation		•			
(1) Carry on propaganda, or other	wise attempt	to influence legislation	(section 4945(e))?	Yes X	No
(2) Influence the outcome of any s on, directly or indirectly, any ve	pecific public oter registrat	c election (see section 4 tion drive?	1955), or to carry	Yes X	No
(3) Provide a grant to an individua	I for travel, s	study, or other similar p	urposes?	Yes X	No
(4) Provide a grant to an organiza in section 509(a)(1), (2), or (3)	tion other that), or section	an a charitable, etc, org 4940(d)(2)? (see instruc	anization described ctions)	Yes X	No
(5) Provide for any purpose other educational purposes, or for the				Yes X	No ,
b If any answer is 'Yes' to 5a(1)-(5), described in Regulations section 5: (see instructions)?				ons	5b
Organizations relying on a current	notice regard	ding disaster assistance	check here	. •	15.23 25 . 1
c If the answer is 'Yes' to question 5 tax because it maintained expendi	a(4), does th ture respons	ne foundation claim exei ibility for the grant?	mption from the	Yes	No The state of th
If 'Yes,' attach the statement requi	red by Regui	lations section 53 4945-	5(d)		
6a Did the foundation, during the year on a personal benefit contract?	r, receive any	y funds, directly or indire	ectly, to pay premiums	Yes X	No -
b Did the foundation, during the year	, pay premit	ıms, directly or indirectl	y, on a personal benefit	contract?	6b X
If 'Yes' to 6b, file Form 8870					
7a At any time during the tax year, wa					1 - 1 - 1
b If yes, did the foundation receive a					7b
Partivill Information About C and Contractors	officers, D	irectors, i rustees,	Foundation Manag	gers, Hignly Paid E	.mpioyees,
1 List all officers, directors, trustee	s, foundation	n managers and their co	ompensation (see instri	uctions).	
(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
Johns Hopkins Jr				, , , , , , , , , , , , , , , , , , , ,	
7711 St Martin Lane		Trustee			
Philadelphia PA	19118	0.00	0.	0.	0.
Dana Valentine					
256 Sutton Farm Drive		Trustee			
Shelburne VT	05482	0.00	0.	0.	0.
Miles Smith					
27 Delores Street	04001	Trustee			
	94901	0.00	0.	0.	0.
See Information about Officers, Directors,	rustees, Etc				
			0.	٥.	0.
2 Compensation of five highest-pa	id emplovee	s (other than those incl	-		
(a) Name and address of each em 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	(e) Expense account, other allowances
None				compensation	
	·				
	 				
		1			
				<u> </u>	
Total number of other employees paid o	ver \$50,000	TEE 0.206 (27/22/10		None

	23-6856169 Pag	је 7
Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly and Contractors (continued)	[,] Paid Employees,	
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'.		
(a) Name and address of each person paid more than \$50,000 (b) Type of service	(c) Compensation	1
None		
Total number of others receiving over \$50,000 for professional services	▶ No.	ne
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		
2		
3		
4		
Part IX-B Summary of Program-Related Investments (see instructions)		
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	2 Amount	
1	-	
2		
All other program-related investments See instructions 3		

TEEA0307 02/16/11

Form **990-PF** (2010)

Total. Add lines 1 through 3

BAA

Part 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 1 a 854,652. **b** Average of monthly cash balances 1 b 286,809. c Fair market value of all other assets (see instructions) 1 c 1 d d Total (add lines 1a, b, and c) 1,141,461. e Reduction claimed for blockage or other factors reported on lines 1a and 1c 1 e (attach detailed explanation) Acquisition indebtedness applicable to line 1 assets 2 3 Subtract line 2 from line 1d 1,141,461. Cash deemed held for charitable activities Enter 1-1/2% of line 3 4 (for greater amount, see instructions) 17,122. 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4. 1,124,339. Minimum investment return. Enter 5% of line 5 6 56,217. Particular Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and do not complete this part.) and certain foreign organizations check here Minimum investment return from Part X, line 6 1 56,217. 45.5 2a Tax on investment income for 2010 from Part VI. line 5 2a 47 b Income tax for 2010 (This does not include the tax from Part VI.) 2b c Add lines 2a and 2b 20 22. 3 3 Distributable amount before adjustments Subtract line 2c from line 1 56,195. 4 Recoveries of amounts treated as qualifying distributions 5 56,195. Add lines 3 and 4 Deduction from distributable amount (see instructions) 6 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 56,195. PantXII Qualifying Distributions (see instructions) 7 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26 1 a 49,901. b Program-related investments - total from Part IX-B 1 b 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc. purposes 2 7.6 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) 3 a 3 b **b** Cash distribution test (attach the required schedule) Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 4 49,901. Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) 5 0

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

Adjusted qualifying distributions. Subtract line 5 from line 4

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Form 990-PF (2010)

49,901.

6

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,				56,195.
2 Undistributed income, if any, as of the end of 2010				30,133.
a Enter amount for 2009 only				
b Total for prior years 20, 20, 20				
3 Excess distributions carryover, if any, to 2010				
a From 2005 0.				
b From 2006 0 .				
c From 2007 3,994.				
d From 2008 0 .	- r k			
e From 2009 6,944.				
f Total of lines 3a through e	10,938.			
4 Qualifying distributions for 2010 from Part				
XII, line 4 • \$ 49,901.	1			
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
 Treated as distributions out of corpus (Election required — see instructions) 				
d Applied to 2010 distributable amount				49,901.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the	6,294.			6,294.
same amount must be shown in column (a))				
6 Enter the net total of each column as				
indicated below: a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	4,644.			
•	4,044.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.	ļ	
c Enter the amount of prior years' undistribut-				
ed income for which a notice of deficiency				
has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable				
amount - see instructions	,	0.		
e Undistributed income for 2009 Subtract line 4a from				
line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2010. Subtract lines				
4d and 5 from line 1. This amount must be				
distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed				
by section 170(b)(1)(F) or 4942(g)(3)			,	
(see instructions)			· · · · · · · · · · · · · · · · · · ·	
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	4,644.			
10 Analysis of line 9:				
a Excess from 2006 0.]			
b Excess from 2007 0.]			
c Excess from 2008 0.]			
d Excess from 2009 4,644.	1			
e Excess from 2010 0.	<u> </u>	<u> </u>		

Part XIV Private Operating Foundation	ne (see instruc	tions and Part \	VII-A guestion C	23-685616	
1a If the foundation has received a ruling or de is effective for 2010, enter the date of the r	etermination letter t				N/A
b Check box to indicate whether the foundation	•	ating foundation des	scribed in section	4942(j)(3) or	4942(J)(5)
2a Enter the lesser of the adjusted net	Tax year		Prior 3 years		*/. \ '
income from Part I or the minimum investment return from Part X for each year listed	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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					
 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					
 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			1.		
Part Supplementary Information assets at any time during the	(Complete this	part only if the	organization ha	d \$5,000 or mor	e in
Information Regarding Foundation Manag a List any managers of the foundation who had close of any tax year (but only if they have Johns Hopkins Jr.	ers: ave contributed moi	re than 2% of the to	otal contributions rec ection 507(d)(2))	eived by the foundat	ion before the
b List any managers of the foundation who of	wn 10% or more of	the stock of a corpo	oration (or an equally	large portion of the	ownership of
a partnership or other entity) of which the f				3.1	
0 1-(. 0:4 1				
2 Information Regarding Contribution, Gran Check here X if the foundation only m requests for funds If the foundation makes complete items 2a, b, c, and d	akes contributions	to preselected char	itable organizations	and does not accept zations under other	unsolicited conditions,
a The name, address, and telephone number	of the person to w	hom applications st	nould be addressed		
b The form in which applications should be s	ubmitted and inform	nation and materials	s they should include		
c Any submission deadlines					
d Any restrictions or limitations on awards, s	uch as by geograph	nical areas, charitab	le fields, kinds of ins	stitutions, or other fa	ctors
					

Traintra and Supplementary informati			<u></u>	
3 Grants and Contributions Paid During t	he Year or Approved for Futu	re Payment		
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	substantial contributor	recipient	contribution	
a Paid during the year		1	**	
Bread & Roses Community Fund	a	l		
1500 Walnut Street, Suite 13				
Philadelphia PA 19	9102	509(a)(1)	General Support	48,289.
			İ	
		İ		
		}		
		1		
	1	1		
	į			
		1		
	1			
			1	
Tatal		1	<u> </u>	40.000
Total		T	<u>► 3a</u>	48,289.
b Approved for future payment				
	l l		,	
		}		
		}		
		}		
				1
			1	
		1	L	<u> </u>
Total			<u>►</u> 3b)

Part XVI An	alvsis of Ir	come-Producing	Activities
-------------	--------------	----------------	-------------------

Enter gross	amounts unless otherwise indicated	Unrelate	ed business income	Excluded	by section 512, 513, or 514	(e)
1 Drawn	,	(a) Business code	(b) Amount	(c) Exclu- sion	(d) Amount	Related or exempt function income (see the instructions)
_	am service revenue			code		
		 				
		+				
		 				
		<u> </u>			· · · · · · · · · · · · · · · · · · ·	
e		ļ				
' 		 				
	and contracts from government agencies					
	pership dues and assessments					
	on savings and temporary cash investments		·			
	ends and interest from securities		, ,	14	19,661.	Agr =e _ , 1
	ental income or (loss) from real estate		* 3	· · · ,	**************************************	
	financed property					
	ebt-financed property					
	tal income or (loss) from personal property					
7 Other	investment income					
8 Gain or	(loss) from sales of assets other than inventory			18	-21,321.	
9 Net in	come or (loss) from special events					
10 Gross	profit or (loss) from sales of inventory					
11 Other	revenue'	F4		,		The state of the s
a						
		1			•	
е						
	otal Add columns (b), (d), and (e)				-1,660.	
12 Subto	otal Add columns (b), (d), and (e) . Add line 12, columns (b), (d), and (e)				-1,660. 13	
12 Subto		ons)				
12 Subto 13 Total (See works	. Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation	*	ishment of Evenn	t Purn	13	
12 Subto 13 Total (See works	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works	. Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.
12 Subto 13 Total (See works Part XVI Line No.	Add line 12, columns (b), (d), and (e) heet in line 13 instructions to verify calculation. B Relationship of Activities to the	e Accompl	<u> </u>		oses	-1,660.

Form 990-PF (2010) Phoebus Fund 23-6856169 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		\ \ \ \ \	
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?		Yes	No ,
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	1 b (1)		. x _
(2) Purchases of assets from a noncharitable exempt organization	1b (2)		X
(3) Rental of facilities, equipment, or other assets	1b (3)		<u>x</u>
(4) Reimbursement arrangements	1b (4)		<u>x</u>
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		x
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
C Sharing of facilities, equipment, maining lists, other assets, or paid employees	10		
d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair me the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received	value in	of	
(a) Line no. (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and		ngement	
(a) book provide a substitution of the substit	a onaring arran	igomone	
			
			
 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? b If 'Yes,' complete the following schedule 	Yes	x	No
(a) Name of organization (b) Type of organization (c) Description of re	lationship		
			~
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge correct, and of mplete. Declaration of preparer (other than taxgayer or liduciary) is based on all information of which preparer has any knowledge	ige and belief,	t is true.	
	•		
$Sign = V_{s} V_{$			
lere Trustee			
Signature of officer or trustee Date Title			
Print/Type preparer's name Preparer's signature Date Check if	PTIN		
Paid Wallace W. Tapia, CPA Jaller A. Ampie 18 PA Fab. 3. 20/2 self employed			
Preparer Firm's name Wallace W Tabia PC Firm's EIN			
Jse Only Firm's address 131 Main St 8th Fl	-		
i iiii s dadicss	2) 863-	<u>6370</u>	
DAA	Form 99	0-PF (2010)

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Membership dues	495.			495.
Administrative fee	393.			393.

Total

888.

888.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person X Business Shelly Smith				
218 Larrimore Lane	Trustee			
Erdenheim PA 19038	0.00	٥.	0.	0.
Person X Business				
R Tyson Smith				
232 W Gravers Lane	Trustee			
Philadelphia PA 19118	0.00	0.	0.	0.
Person X Business				
Mary Kuhn				
139 E Lincoln Highway	Trustee			
Coatsville PA 19320	0.00	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Wallace W. Tapia, PC	Tax & accounting servi	1,585.	634.		317.
Total		1,585.	634.		317.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Breton Financial	Investment services	17,700.	17,700.		

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Continued

٠	Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
						1
Tota	n]		17.700.	17.700.		

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

	End o	f Year	End of Year	
Line 10a - Investments - US and State Government Obligations:	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
Government Bond - GNMA			45.	45.
UST INFL IDX			56,397.	56,397.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

	End of	Year
Line 10b - Investments - Corporate Stock:	Book	Fair Market
	Value	Value
American Express Company	13,470.	13,470
Amgen Incorporated	21,984.	21,984
Anadarko Petroleum Corp	31,525.	31,525
Comcast Corp New Cl A	9,414.	9,414
Costco Wholesale Corp New	16,426.	16,426
Dominion Res Inc VA New	20,308.	20,308
General Electric	15,220.	15,220
Home Depot Inc	9,861.	9,861
ITT Corporation New	16,800.	16,800
Intel Corp	21,335.	21,335
J M Smucker Co New	583.	583
Johnson & Johnson	44,583.	44,583
JPMorgan Chase & Co	30,120.	30,120
McDonalds Corp	17,564.	17,564
Pepsico Incorporated	92,850.	92,850
Pfizer Incorporated	12,376.	12,376
Pitney Bowes Inc	12,521.	12,521
Procter & Gamble	63,180.	63,180
U G I Corporation New	13,135.	13,135
Watts Water Tech Inc A	10,660.	10,660
Wells Fargo & Co New	24,120.	24,120
3M Company	35,895.	35,895
Total	533,930.	533,930

Form 990-PF, Page 2, Part II, Line 10c

L-	1	0с	Stmt
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,	End of Year		
Line 10c - Investments - Corporate Bonds:	Book Value	Fair Market Value	
General Electric	26,243.	26,243.	
Total	26,243.	26,243.	

Form 990-PF, Page 2, Part II, Line 12

L-12 Stmt

	End of Year		
Line 12 - Investments - Mortgage Ioans:	Book Value	Fair Market Value	
Sallie Mae Bank	50,522.	50,522.	
Sallie Mae Bank	25,837.	25,837.	
Total	76,359.	76,359.	

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

	End of Year		
Line 13 - Investments - Other:	Book Value	Fair Market Value	
Cohen & Steers Realty	15,908.	15,908	
Domini Social Equity Fd	25,320.	25,320	
Schwab Premier Equity	21,562.	21,562	
Schwab Dividend Equity	26,593.	26,593	
Total	89,383.	89,383	

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
Accrued interest receivable	1,958.	513.	513.
Total	1,958.	513.	513.