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 DEC 1, 2010 , and ending NOV 30, 2011

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: JOSEPH G. BRADLEY CHARITABLE FOUNDATION

A Employer identification number: 23-7647762

Number and street (or P O box number if mail is not delivered to street address): C/O COZEN O'CONNOR 1900 MARKET STREET — Room/suite

B Telephone number: (215) 665-4628

City or town, state, and ZIP code: PHILADELPHIA, PA 19103

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) ▶$ 5,426,640.

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))

		(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	19.	19.		STATEMENT 1
	4 Dividends and interest from securities	117,153.	117,153.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	115,599.			
	b Gross sales price for all assets on line 6a 2,514,841.				
	7 Capital gain net income (from Part IV, line 2)		115,599.		
	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	5,935.	5,935.		STATEMENT 3
	12 **Total** Add lines 1 through 11	238,706.	238,706.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	11,068.	5,534.		5,534.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	2,678.	1,339.		1,339.
	b Accounting fees				
	c Other professional fees				
	17 Interest	1,737.	1,737.		0.
	18 Taxes STMT 5	2,225.	58.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses** Add lines 13 through 23	17,708.	8,668.		6,873.
	25 Contributions, gifts, grants paid	254,789.			254,789.
	26 **Total expenses and disbursements** Add lines 24 and 25	272,497.	8,668.		261,662.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-33,791.			
	b **Net investment income** (if negative, enter -0-)		230,038.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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023501 12-07-10 LHA For Paperwork Reduction Act Notice, see the instructions

Form **990-PF** (2010)

15130117 794445 80-0081-01.0 2010.05040 JOSEPH G. BRADLEY CHARITABL 80-00831

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	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	78,152.		
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 6	4,636,924.	4,659,804.	5,151,280.
	c Investments - corporate bonds			
	11 Investments - land buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	51,907.	103,906.	273,180.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ ESTIMATED TAXES)	2,169.	2,180.	2,180.
	16 **Total assets** (to be completed by all filers)	4,769,152.	4,765,890.	5,426,640.
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 ▶ MARGIN LOAN)	0.	30,529.	
	23 **Total liabilities** (add lines 17 through 22)	0.	30,529.	
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	4,769,152.	4,735,361.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	4,769,152.	4,735,361.	
	31 **Total liabilities and net assets/fund balances**	4,769,152.	4,765,890.	

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	4,769,152.
2	Enter amount from Part I, line 27a	2	-33,791.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,735,361.
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	4,735,361.

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	2,514,841.		2,399,491.	115,599.

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				115,599.

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	115,599.
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	227,169.	5,265,063.	.043146
2008	341,242.	4,509,255.	.075676
2007	390,944.	6,791,349.	.057565
2006	380,005.	8,168,186.	.046523
2005	366,594.	7,722,140.	.047473

2 Total of line 1, column (d)	2	.270383
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	.054077
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,762,958.
5 Multiply line 4 by line 3	5	311,643.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,300.
7 Add lines 5 and 6	7	313,943.
8 Enter qualifying distributions from Part XII, line 4	8	261,662.

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	4,601.
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	4,601.
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	4,601.
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 2,180.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	2,180.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	2,421.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ COZEN O'CONNOR Telephone no ▶ (215) 665-4628

Located at ▶ 1900 MARKET STREET, PHILADELPHIA, PA ZIP+4 ▶ 19103

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		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

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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** No: 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
ANDREW R. NEHRBAS PENN VALLEY, PA 19072	TRUSTEE 0.00	11,068.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	5,831,982.
b	Average of monthly cash balances	1b	18,737.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,850,719.
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	5,850,719.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	87,761.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,762,958.
6	**Minimum investment return** Enter 5% of line 5	6	288,148.

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	288,148.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 4,601.		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	4,601.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	283,547.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	283,547.
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	283,547.

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	261,662.
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	261,662.
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	261,662.

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				283,547.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			251,452.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 261,662.				
a Applied to 2009, but not more than line 2a			251,452.	
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				10,210.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				273,337.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

TO FOUNDATION

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

NO SPECIAL FORM

c Any submission deadlines

NONE

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

DISTRIBUTIONS LIMITED TO ORGANIZATIONS THAT CARRY OUT THE PURPOSE OF THE FOUNDATION

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				
THE ORGAN HISTORICAL SOCIETY, RICHMOND, VA	NONE	NONE	FOR ORGAN RESTORATION	25,000.
GOOD SAMARITAN HOSPITAL, LOS ANGELES, CA	NONE	NONE	FOR ORGAN RESTORATION	25,000.
STAMBAUGH AUDITORIUM, YOUNGSTOWN, OH	NONE	NONE	FOR ORGAN RESTORATION	204,789.
Total			▶ 3a	254,789.
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) 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	19.	
4 Dividends and interest from securities			14	117,153.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	5,935.	
8 Gain or (loss) from sales of assets other than inventory			18	115,599.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		238,706.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 238,706.

(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

Andrew R Marsh — 12/28/12 — Trustee

Signature of officer or trustee — Date — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Robert Friedman		2/1/12		P00631843

Firm's name ▶ COZEN O'CONNOR — Firm's EIN ▶

Firm's address ▶ 1900 MARKET STREET PHILADELPHIA, PA 19103-3508 — Phone no 215-665-4628

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 SCHEDULE ATTACHED	P		
b	UNITED HEALTH GROUP: SECURITIES LITIGATION PROCEE	P		
c	ENRON CORPORATION SEC: SECURITIES LITIGATION PROC	P		
d	LUMINENT MORTGAGE CAPITAL: SECURITES LITIGATION P	P		
e	BOARDWALK PIPELINE PARTNERS LP			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,512,112.		2,399,491.	112,621.
b	421.			421.
c	2,110.			2,110.
d	198.			198.
e				249.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				112,621.
b				421.
c				2,110.
d				198.
e				249.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	115,599.
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

Joseph G. Bradley Charitable Foundation
Legg Mason Investment Account
30-Nov-11

DESCRIPTION	# OF SHARES	SALE PRICE	COST	GAIN (LOSS)
Abbott Laborolatories	1,300 00	59,913 78	70,972 77	(11,058 99)
Abraxas Petroleum Corp	7,000 00	33,609 66	36,840 80	(3,231 14)
Activision Blizzard Inc	3,000 00	34,292 94	35,937 85	(1,644 91)
Assured Guaranty Limited	1,500 00	21,673 07	30,539 00	(8,865 93)
Barrick Gold Corp	1,000 00	48,376 98	52,654 90	(4,277 92)
Baxter International Corp	1,000 00	59,352 64	13,282 74	46,069 90
Clinical Data Inc	5,000 00	152,756 57	83,018 19	69,738 38
Corporate Office Properties Trust	1,500 00	53,226 82	22,668 70	30,558 12
Dover Corp	1,000 00	66,108 10	66,418 17	(310 07)
Gamestop Corp	2,000 00	41,493 32	39,987 00	1,506 32
General Cable Corp	1,000 00	40,928 43	66,580 34	(25,651 91)
Glacier Bancorp Inc	2,343 00	33,453 76	27,868 55	5,585 21
Guess Inc	1,000 00	45,731 37	40,175 31	5,556 06
Hershey Company	1,500 00	84,030 91	71,865 62	12,165 29
Hewlett Packard Co	3,500 00	127,099 72	85,694 76	41,404 96
Honeywell Intl Inc	1,000 00	56,163 88	51,871 83	4,292 05
Illinois Tool Works Inc	1,500 00	83,312 33	76,449 00	6,863 33
Imperial Sugar Company	4,000 00	36,620 48	82,997 64	(46,377 16)
Independent Bank Corp	2,000 00	57,603 25	12,875 00	44,728 25
Ingersol Rand PLC	2,000 00	94,901 30	80,342 43	14,558 87
Integrated Device Tech	4,000 00	30,581 80	26,734 12	3,847 68
Legg Mason Western Asset Short-Term Bond Fund	12,755 102	50,000 00	51,908 95	(1,908 95)
Market Vectors ETF Tr Rare Earth Strategic	2,000 00	47,800 16	41,414 12	6,386 04
McDonalds Corp	1,000 00	90,832 75	75,529 99	15,302 76
Microsoft Corp	3,500 00	94,078 42	93,235 98	842 44
Mitek Systems Inc	3,000 00	36,897 24	28,316 61	8,580 63
Nextera Energy Inc	1,000 00	53,927 06	53,475 65	451 41
Northrim Bancorp Inc	1,050 00	18,489 48	26,186 32	(7,696 84)
Oracle Corp	1,000 00	30,573 57	26,239 38	4,334 19
Peet's Coffee & Tea Inc	1,000 00	47,565 47	45,276 94	2,288 53
Petrobras Brasileiro SA ADR	1,000 00	32,713 32	53,883 00	(21,169 68)
Philip Morris Intl	1,000 00	56,996 76	49,550 75	7,446 01
Qualcomm Inc	2,000 00	104,425 16	89,285 21	15,139 95
Research In Motion Limited	1,000 00	28,455 45	66,706 76	(38,251 31)
Robert Half International Inc	1,500 00	48,897 31	42,399 89	6,497 42
Senomyx Inc	6,000 00	34,571 17	39,897 14	(5,325 97)
Sprint Nextel Corp	10,000 00	22,004 05	38,707 00	(16,702 95)
Sterling Bancshares Capital Trust I	1,000 00	25,000 00	25,000 00	-
Stillwater Mining Company	2,500 00	19,565 20	59,121 37	(39,556 17)
Successfactors Inc	1,500 00	36,296 29	46,527 54	(10,231 25)
Suncor Energy Inc	3,000 00	138,190 62	115,820 70	22,369 92
Tasty Baking Company	3,000 00	19,804 87	21,831 26	(2,026 39)
Western Union Company	6,000 00	114,906 66	107,731 31	7,175 35
Zimmer Holdings Inc	1,000 00	49,927 99	79,219 60	(29,291 61)
Powershares DB Commodity Agriculture Fund	1,500 000	48,961 80	46,451 13	2,510 67
		2,512,111 91	2,399,491 32	112,620 59

Attachment to Form 990-PF
Part IV Line 1a

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

SOURCE	AMOUNT
JANNEY MONTGOMERY SCOTT LLC	19.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	19.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BOARDWALK PIPELINE PARTNERS LP	6.	0.	6.
JANNEY MONTGOMERY SCOTT LLC	117,147.	0.	117,147.
TOTAL TO FM 990-PF, PART I, LN 4	117,153.	0.	117,153.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
KINDER MORGAN ENERGY PARTNERS, LP	9,160.	9,160.	
BOARDWALK PIPELINE PARTNERS LP	-3,225.	-3,225.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,935.	5,935.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COZEN O'CONNOR	2,678.	1,339.		1,339.
TO FM 990-PF, PG 1, LN 16A	2,678.	1,339.		1,339.

FORM 990-PF | TAXES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	2,167.	0.		0.
FOREIGN TAXES	58.	58.		0.
TO FORM 990-PF, PG 1, LN 18	2,225.	58.		0.

FORM 990-PF | CORPORATE STOCK | STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	4,659,804.	5,151,280.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,659,804.	5,151,280.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BOARDWALK PIPELINE PARTNERS LP	COST	44,747.	51,920.
KINDER MORGAN ENERGY PARTNERS LP	COST	0.	156,400.
PLAINS ALL AMERICAN PIPLEINE LP	COST	59,159.	64,860.
TOTAL TO FORM 990-PF, PART II, LINE 13		103,906.	273,180.

Joseph G. Bradley Charitable Foundation
Legg Mason Investment Account
30-Nov-11

STOCK DESCRIPTION	# OF SHARES 11/30/2011	COST 11/30/2011	MARKET VALUE 11/30/2011
Apple Inc	800 00	68,595 09	305,760 00
Baxter International Corp	1,000 00	13,792 41	51,660 00
Calavo Growers Inc	3,000 00	63,082 96	79,680 00
Caterpillar Inc	1,000 00	66,105 22	97,880 00
Chevron Corporation	1,000 00	53,796 75	102,820 00
Comcast Corp 7% Pfd	1,500 00	37,500 00	38,025 00
Conoco Phillips	2,000 00	26 222 74	142,640 00
CVS Caremark Corp	1,500 00	50,102 03	58,260 00
Cytec Industries Inc	1,500 00	70,983 86	70,740 00
Deere & Co	1,000 00	35,833 06	79,250 00
Deutsche Bank Capital Tr V	1,000 00	25,000 00	24,010 00
Ensco PLC	1,500 00	84,662 21	77,955 00
Exelis Inc	2,000 00	25,394 01	17,880 00
Express Scripts Inc	1,000 00	54,347 59	45,650 00
Exxon Mobil Corp	2,500 00	30,156 75	201,100 00
Gamestop Corp	2,000 00	53,525 24	46,240 00
General Cable Corp	1,500 00	100,295 63	39,750 00
Gladstone Capital Corp Ser 2016 Pfd	2,000 00	50,000 00	50,600 00
Green Mountain Coffee Roasters Inc	3,000 00	81,927 02	157 290 00
Henderson Global Equity Income Fund Class C	11,587 32	76,174 86	80,184 23
Hess Corp	1,000 00	84,615 33	60,220 00
ITT Corp	1,000 00	19,616 57	20,170 00
Kayne Anderson MLP Investment Company	1,500 00	46,451 38	42,045 00
Kimberly Clark Corp	1,000 00	62,171 54	71,470 00
Legg Mason Batterymarch Emerging Markets Trust	4,993 01	95,351 20	96,115 36
Legg Mason Capital Mgmt Growth Trust	6,714 01	146,925 60	136,294 48
Legg Mason Capital Mgmt Opportunity Trust	9,601 45	177,302 54	68,938 39
Legg Mason Capital Mgmt Special Invesment Trust	12,613 11	446,184 77	327,310 15
Legg Mason Capital Mgmt Value Trust	3,899 48	170,110 35	143,228 04
Legg Mason Clearbridge Aggressive Growth Fund	489 48	50,000 00	48,262 33
Legg Mason Partners Financial Services Fund	26,128 98	312,510 93	269,389 76
Legg Mason Western Asset Short-Term Bond Fund (	61,161 89	248,286 50	235,473 26
Loomis Sayles Strategic Income Fund	8,731 28	126,328 14	126,516 21
Merck & Co Inc	2,000 00	23,853 23	71,500 00
Merrill Lynch Capital Trust II 6 45% Pfd	2,000 00	50,000 00	40,100 00
Nordson Corp	1,000 00	106,267 69	94,120 00
Oracle Corp	1,000 00	26,239 37	31,350 00
Oxford Lane Cap Corp	2,666 00	47,749 53	35,857 70
Pall Corp	2,000 00	98,479 93	108,980 00
Pepsico Inc	2,000 00	30,888 66	128,000 00
PNC Capital Trust E	2,000 00	50,000 00	51,520 00
Potash Corp of Saskatchewan	1,500 00	89,218 69	65,010 00
PPG Industries Inc	1,000 00	19,935 00	87,750 00
Primo Water Corp	6,000 00	61,816 88	18,420 00
Prudential Financial Inc	1,000 00	64,002 70	50,640 00
Royce Fund-Pennsylvania Mutual Fund	20,921 97	169,559 85	212,357 96
Scripps Networks Interactive Inc	1,000 00	51,232 61	39,820 00
Snyders Lance Inc	5,000 00	110,705 91	105,650 00
Sodastream International Ltd	1,000 00	41,404 44	29,850 00
Starwood Hotels & Resorts Worldwide	1,200 00	63,757 58	57,216 00
TICC Capital Corp	7,500 00	40,084 54	66,600 00
Touchstone Funds Sands Cap Select Growth Fund	4,664 18	50,000 00	47,481 34
United Technologies Corp	1,000 00	65,267 16	76,600 00
Universal Health Services	1,500 00	73,633 12	60,330 00
Verizon Communications	2,000 00	72,057 46	75,460 00
Xylem Inc	2,000 00	58,781 71	47,800 00
Yum Brands Inc	1,500 00	80,733 00	84 060 00
Ziopharm Oncology Inc	10,000 00	60,782 15	52 000 00
Total Stocks		**4,659,803 49**	**5,151,280 21**

Attachment to Form 990-PF
Part II Line 10b