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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

2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning , and ending

Name of foundation EDEN CHARITABLE FOUNDATION		A Employer identification number 23-2706163
Number and street (or P O box number if mail is not delivered to street address) 200 EAGLE ROAD, SUITE 204	Room/suite	B Telephone number (see instructions)
City or town, state, and ZIP code WAYNE PA 19087		C If exemption application is pending, check here <input checked="" type="checkbox"/>
G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change </div> <div> <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change </div> </div>		D 1 Foreign organizations, check here <input checked="" type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 8,920,251	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	276,941	230,635		
	4 Dividends and interest from securities	18,317	18,317		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 STMT 1	-37,871			
	b Gross sales price for all assets on line 6a 6,390,848				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	257,387	248,952	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	83,500	15,000		68,500
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	9,229			9,229
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	2,815			2,815
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	6,143			6,143
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) STMT 4	11,687	9,809		1,878
	24 Total operating and administrative expenses. Add lines 13 through 23	113,374	24,809	0	88,565
	25 Contributions, gifts, grants paid	360,000			360,000
26 Total expenses and disbursements. Add lines 24 and 25	473,374	24,809	0	448,565	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-215,987				
b Net investment income (if negative, enter -0-)		224,143			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
					(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments			5,779,172	4,655,094	4,775,721
	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 (attach schedule) (see instructions)					
	7	Other notes and loans receivable (att. schedule) ♦					
		Less allowance for doubtful accounts ♦	0				
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)	STMT 5		1,827,052	3,249,421	3,220,878
	b	Investments—corporate stock (attach schedule)	SEE STMT 6		1,230,615	875,190	833,528
	c	Investments—corporate bonds (attach schedule)	SEE STMT 7		266,189	88,875	90,124
Liabilities	11	Investments—land, buildings, and equipment basis ♦					
		Less accumulated depreciation (attach sch.) ♦					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)					
	14	Land, buildings, and equipment basis ♦					
		Less accumulated depreciation (attach sch.) ♦					
	15	Other assets (describe ♦)					
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item 1)			9,103,028	8,868,580	8,920,251
	17	Accounts payable and accrued expenses					
	18	Grants payable					
Net Assets or Fund Balances	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ♦ SEE STATEMENT 8)			26,154	7,693	
	23	Total liabilities (add lines 17 through 22)			26,154	7,693	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ♦ <input type="checkbox"/>					
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ♦ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds			9,076,874	8,860,887	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	Total net assets or fund balances (see instructions)			9,076,874	8,860,887	
	31	Total liabilities and net assets/fund balances (see instructions)			9,103,028	8,868,580	

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	9,076,874
2	Enter amount from Part I, line 27a	2	-215,987
3	Other increases not included in line 2 (itemize) ♦	3	
4	Add lines 1, 2, and 3	4	8,860,887
5	Decreases not included in line 2 (itemize) ♦	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,860,887

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 N/A				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	450,107	9,124,798	0.049328
2009	438,420	8,963,155	0.048914
2008	469,926	9,381,353	0.050091
2007	530,696	10,063,042	0.052737
2006	447,532	9,893,650	0.045234

2 Total of line 1, column (d)	2	0.246304
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049261
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9,048,673
5 Multiply line 4 by line 3	5	445,747
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,241
7 Add lines 5 and 6	7	447,988
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	448,565

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,241
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	2,241
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	2,241
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	
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	
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	45
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,286
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 2012 estimated tax <input checked="" type="checkbox"/> Refunded <input checked="" type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/>		
PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ♦ N/A	13	X	
14	The books are in care of ♦ RAINER & COMPANY 2 CAMPUS BLVD., SUITE 220 Located at ♦ NEWTOWN SQUARE	Telephone no ♦ 610-353-4610 PA ZIP+4 ♦ 19073		
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		♦ <input type="checkbox"/>
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ♦	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2011?	N/A	
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ♦ 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ♦ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2011 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 2011)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/>	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 <input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DONALD E. PARLEE 75 FOXCROFT DRIVE	DOYLESTOWN PA 18901	TRUSTEE 0.00	17,500	0
BROOKS E. EDEN 794 NORTH VALLEY ROAD	PAOLI PA 19301	ASSOC. TRTEE 0.00	48,500	0
KIM S.P. EBLE 1504 SNYDER ROAD	GREEN LANE PA 18054	ASSOC. TRTEE 0.00	12,500	0
MARIA B. EDEN 794 NORTH VALLEY ROAD	PAOLI PA 19301	ASSOC. TRTEE 0.00	5,000	0

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

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

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

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 (see instructions). 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

**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 GRANTS TO 501C CHARITIES	
	360,000
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

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	



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	880,574
b	Average of monthly cash balances	1b	8,305,896
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	9,186,470
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	9,186,470
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	137,797
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,048,673
6	Minimum investment return. Enter 5% of line 5	6	452,434

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	452,434
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,241
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,241
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	450,193
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	450,193
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	450,193

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	448,565
b	Program-related investments—total from Part IX-B	1b	
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	448,565
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	2,241
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	446,324

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				450,193
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				45,115
c From 2008				10,928
d From 2009				
e From 2010				
f Total of lines 3a through e	56,043			
4 Qualifying distributions for 2011 from Part XII, line 4 ♦ \$ 448,565				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				448,565
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	1,628			1,628
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	54,415			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	54,415			
10 Analysis of line 9				
a Excess from 2007				43,487
b Excess from 2008				10,928
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a 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 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))
N/A

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
N/A

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
SEE ATTACHED SCHEDULE

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

c Any submission deadlines
N/A

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE SCHEDULE ATTACH	ALL GRANTS FOR	OPERATING	EXPENSES	360,000
Total			◆ 3a	360,000
b Approved for future payment N/A				
Total			◆ 3b	


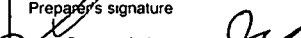
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		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		

[illegible]

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		

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) is based on all information of which preparer has any knowledge.		May the IRS discuss this return with the preparer shown below (see instructions)? <input type="checkbox"/> Yes <input type="checkbox"/> No	
Sign Here  Signature of officer or trustee	3-7-12 Date	TRUSTEE, VP, SECRETARY & TREASURER Title	
Paid Preparer Use Only Print/Type preparer's name LAWRENCE J. ELLIOTT	Preparer's signature 	Date 2/23/12	Check <input type="checkbox"/> if self-employed
Firm's name ♦ RAINER & COMPANY	Firm's address ♦ 2 CAMPUS BLVD STE 220 NEWTOWN SQUARE, PA 19073-3270		PTIN P00183827 Firm's EIN ♦ 23-2183936 Phone no 610-353-4610

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description		Date Sold	Date Acquired	How Received		Cost	Expense	Depreciation	Net Gain / Loss
					Price	Sale				
CALL ISHARES TR RUSSELL 2000 JAN 73			11/17/10	1/01/11	\$	PURCHASE				
CALL ISHARES TR INDEX JAN 61			11/23/10	1/01/11		PURCHASE	9,898	\$	\$	-6,692
CD-EASTERN SAVINGS BANK 4.65% 1/11/1			6/28/06	1/11/11		PURCHASE				555
FEDERAL NATIONAL MORTGAGE ASSOCIATIO			8/30/10	1/13/11		PURCHASE	24,099			901
CD-BANK HAPOALIM 0.3% 1/13/11			7/08/10	1/13/11		PURCHASE	76,394			-1,394
CD-BANK HAPOALIM 0.3% 1/13/11			7/06/10	1/13/11		PURCHASE	150,000			
FEDERAL HOME LOAN MORTGAGE CORPORATI			2/26/10	1/19/11		PURCHASE	100,000			
FORD MOTOR CREDIT COMPANY DEBENTURE			9/18/01	2/01/11		PURCHASE	119,084			-3,084
CALL ISHARES TR RUSSELL 3000 FEB 69			11/17/10	2/01/11		PURCHASE	52,541			-2,541
CALL ISHARES TR RUSSELL MCP FEB 41			11/17/10	2/01/11		PURCHASE				2,597
CALL ISHARES TR RUSSELL 3000 FEB 72			11/22/10	2/01/11		PURCHASE				3,834
CALL ISHARES TR RUSSELL FEB 65			11/23/10	2/01/11		PURCHASE	4,374			-3,120
CALL SPDR DOW JONES INDL FEB 114			12/14/10	2/01/11		PURCHASE	8,206			-7,106
CALL SPDR S&P 500 ETF TRUST FEB 126			12/14/10	2/01/11		PURCHASE	14,176			-9,216
CALL ISHARES TR RUSSELL 1000 FEB 54			12/16/10	2/01/11		PURCHASE	9,737			-6,279
CD-FIRST SIGNATURE BANK & TRUST 3.65			7/15/05	2/04/11		PURCHASE	10,545			-5,355
FEDERAL HOME LOAN BANKS DEBENTURE 4.			3/26/10	2/11/11		PURCHASE	24,111			889
							31,070			-1,070

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description		Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
	Date Acquired								
FEDERAL HOME LOAN BANKS	DEBENTURE 4.			PURCHASE					
	1/25/10	2/11/11	\$	50,000	\$	52,460	\$	\$	-2,460
CD-KANSAS STATE BANK MANHATTAN	4.6%			PURCHASE					
	3/13/06	2/15/11		30,000		29,322			678
ISHARES TR RUSSELL MCP VL				PURCHASE					
	6/15/07	2/24/11		73,799		97,347			-23,548
ISHARES TR RUSSELL 3000				PURCHASE					
	VARIOUS	2/24/11		48,299		57,701			-9,402
FEDERAL HOME LOAN BANKS	DEBENTURE 4.			PURCHASE					
	1/25/10	2/25/11		50,000		52,520			-2,520
CD-PROVIDIAN NATIONAL BANK	6% 2/28/1			PURCHASE					
	6/27/05	2/28/11		10,000		10,690			-690
CD-FIRST SIGNATURE BANK & TRUST	3.65			PURCHASE					
	6/22/05	3/03/11		20,000		19,348			652
FEDERAL FARM CREDIT BANKS	DEBENTURE			PURCHASE					
	3/26/10	3/10/11		50,000		51,742			-1,742
CALL ISHARES TR RUSSELL 2000 MAR 73				PURCHASE					
	1/19/11	3/11/11		11,214		9,408			1,806
CALL ISHARES TR INDEX MAR 64				PURCHASE					
	1/25/11	3/11/11		360					360
CD-KISLAK NATIONAL BANK	3.7% 3/18/11			PURCHASE					
	7/05/05	3/18/11		90,000		87,275			2,725
EAST HAMPTON TWN	2.25% 3/25/11			PURCHASE					
	1/28/11	3/25/11		200,000		203,126			-3,126
FEDERAL HOME LOAN MORTGAGE CORPORATI				PURCHASE					
	8/26/10	3/30/11		100,000		102,575			-2,575
CD-BEAL BANK	0.3% 4/13/11			PURCHASE					
	7/09/10	4/13/11		100,000		100,000			
CD-GMAC BANK	2.35% 4/14/11			PURCHASE					
	9/27/10	4/14/11		50,000		51,080			-1,080
FEDERAL HOME LOAN MORTGAGE CORPORATI				PURCHASE					
	8/26/10	4/15/11		50,000		51,372			-1,372
ILLINOIS ST 3% 4/15/11				PURCHASE					
	7/21/10	4/15/11		500,000		504,460			-4,460

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description		Date Sold	Date Acquired	How Received		Cost	Expense	Depreciation	Net Gain / Loss
					Price	Sal				
FEDERAL NATIONAL MORTGAGE ASSOCIATIO			8/10/10	4/21/11	\$					
VERIZON PENN 5.65%	11/15/11						254,562	\$	\$	-4,562
					PURCHASE					
CD-PROVIDIAN NATIONAL BANK 6%	5/9/11		6/05/06	4/27/11			50,231			1,204
					PURCHASE					
FEDERAL HOME LOAN BANKS DEBENTURE 1.			6/27/05	5/09/11			16,027			-1,027
					PURCHASE					
CALL ISHARES TR RUSSELL 3000 MAY 72			2/09/11	5/10/11			200,196			-196
					PURCHASE					
CALL ISHARES TR RUSSELL MAY 65			2/16/11	5/11/11			4,998			-323
					PURCHASE					
CALL ISHARES TR RUSSELL 2000 MAY 74			2/18/11	5/11/11			9,262			66
					PURCHASE					
CD-LIBERTYVILLE BANK 5.25%	5/12/11		3/15/11	5/11/11			12,502			-2,254
					PURCHASE					
FEDERAL NATIONAL MORTGAGE ASSOCIATIO			7/06/10	5/12/11			52,386			-2,386
					PURCHASE					
CD-ONE BANK & TRUST 4.25%	5/13/11		8/12/10	5/13/11			203,792			-3,792
					PURCHASE					
CD-PROVIDIAN NATIONAL BANK 5.9%	5/16/11		5/18/06	5/13/11			28,547			1,453
					PURCHASE					
CD-WHEATON BANK TRUST 5.15%	5/19/11		6/06/05	5/16/11			21,283			-1,283
					PURCHASE					
SPDR DOW JONES INDUSTRIAL AVRAE ETF			6/22/07	5/19/11			49,620			380
					PURCHASE					
CD-BANK OF CHINA 0.3%	5/25/11		VARIOUS	5/24/11			141,142			41,254
					PURCHASE					
CD-PROVIDIAN NATIONAL BANK 6.1%	6/6/11		8/26/10	5/25/11			44,980			20
					PURCHASE					
FEDERAL HOME LOAN BANKS DEBENTURE 5.			2/21/06	6/06/11			26,178			-1,178
					PURCHASE					
CALL SPDR DOW JONES INDL JUN 114			7/07/10	6/10/11			20,902			-902
					PURCHASE					
			2/15/11	6/11/11			15,184			15,184

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
	Date Acquired	Date Sold	Sale Price	PURCHASE				
CALL SPDR S&P 500 ETF TRUST JUN 128	2/15/11	6/11/11	\$ 10,335	PURCHASE	2,212	\$	\$	8,123
CALL ISHARES TR INDEX JUN 65	3/22/11	6/11/11	555	PURCHASE				555
FLORIDA ST BRD REGT 5.125% 7/1/11	5/23/11	7/05/11	202,000	PURCHASE	207,022			-5,022
ISHARES TR RUSSELL 1000VAL	6/15/07	7/07/11	13,000	PURCHASE	17,890			-4,890
ISHARES TR RUSSELL 1000GRW	VARIOUS	7/07/11	80,998	PURCHASE	88,803			-7,805
ISHARES TR RUSSELL 2000	VARIOUS	7/07/11	103,598	PURCHASE	113,581			-9,983
PALM BEACH COUNTY, FL SCHOOL BOARD 5	5/23/11	8/01/11	202,000	PURCHASE	206,874			-4,874
TEXAS ST, G.O. BDS 5% 8/1/11	6/01/11	8/01/11	105,000	PURCHASE	107,518			-2,518
CALL ISHARES TR MSCI EAFE AUG 63	6/23/11	8/01/11	450	PURCHASE				450
FEDERAL HOME LOAN BANKS DEBENTURE 3.	2/09/11	8/04/11	265,000	PURCHASE	269,406			-4,406
CALL ISHARES TR RUSSELL AUG 48	2/15/11	8/11/11	11,670	PURCHASE				11,670
CALL ISHARES TR RUSSELL 2000 AUG 74	5/17/11	8/11/11	14,014	PURCHASE				14,014
CALL ISHARES TR RUSSELL AUG 65	5/17/11	8/11/11	10,582	PURCHASE				10,582
CALL SPDR S&P 500 ETF TRUST AUG 131	6/15/11	8/11/11	3,187	PURCHASE				3,187
SEARS ROEBUCK ACCEPTANCE CORP. 6.75%	9/18/01	8/15/11	75,000	PURCHASE	74,542			458
HUDSON COUNTY NJ IMPORT AUTHORITY 1.	4/04/11	8/31/11	180,000	PURCHASE	181,971			-1,971
BETHLEHEM PA AREA SCHOOL DISTRICT 5%	3/11/11	9/01/11	150,000	PURCHASE	153,152			-3,152

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
	Date Acquired	Date Sold	Sale Price	PURCHASE				
FEDERAL NATIONAL MORTGAGE ASSOCIATIO	1/10/11	9/16/11	\$	PURCHASE	203,638	\$	\$	-3,638
PUT ISHARES TR MSCI EMERG MKT SEP 41	8/05/11	9/17/11		PURCHASE	2,110			-1,410
PUT ISHARES TR RUSSELL 3000 SEP 69	8/05/11	9/17/11		PURCHASE				1,000
PUT SPDR S&P 500 ETF TRUST SEP 113	8/05/11	9/17/11		PURCHASE				1,200
PUT SPDR DOW JONES INDUSTRIAL SEP 10	8/05/11	9/17/11		PURCHASE				686
PUT ISHARES TR MSCI EAFE IDX SEP 50	8/05/11	9/17/11		PURCHASE	2,400			-1,550
FEDERAL NATIONAL MORTGAGE ASSOCIATIO	2/07/11	9/29/11		PURCHASE	174,695			-4,695
CD-SUNTRUST BANK ATLANTA, GA 4.56% 9	1/06/11	9/29/11		PURCHASE	70,400			-400
CALL ISHARES TR MSCI EAFE OCT 58	8/30/11	10/22/11		PURCHASE				585
CALL ISHARES TR MSCI EAFE TRUST OCT	8/30/11	10/22/11		PURCHASE				1,326
PUT ISHARES TR MSCI EAFE OCT 48	9/13/11	10/22/11		PURCHASE				3,020
PUT SPDR S&P 500 ETF TRUST OCT 110	9/22/11	10/22/11		PURCHASE				2,000
PUT SPDR DOW JONES INDUSTRIAL OCT 10	9/22/11	10/22/11		PURCHASE				1,211
PUT ISHARES TR RUSSELL 3000 OCT 65	9/22/11	10/22/11		PURCHASE				1,150
CALL ISHARES TR MSCI EMERG OCT 40	10/11/11	10/22/11		PURCHASE				204
CALL ISHARES TR MSCI EAFE OCT 53	10/11/11	10/22/11		PURCHASE				190
CALL SPDR S&P ETF TRUST OCT 124	10/11/11	10/22/11		PURCHASE				290

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description		Date Sold	How Received	Cost	Expense	Depreciation	Net Gain / Loss
	Date Acquired			Sale Price				
CALL SPDR DOW JONES INDUSTRIAL	OCT 1			PURCHASE				
	10/11/11	10/22/11	\$	222	\$		\$	30
CALL ISHARES TR RUSSELL 3000	OCT 73			PURCHASE	192			
	10/11/11	10/22/11		205	130			75
FEDERAL HOME LOAN BANKS DEBENTURE 4.				PURCHASE				
	10/06/10	10/31/11		100,000	102,248			-2,248
CALL SPDR S&P 500 ETF TRUST	NOV 131			PURCHASE				
	10/25/11	11/01/11		435				435
CALL SPDR S&P 500 ETF TRUST	NOV 130			PURCHASE				
	10/25/11	11/01/11		1,053				1,053
GREENE CITY OHIO 1.5% 11/2/11				PURCHASE				
	5/13/11	11/02/11		300,000	303,540			-3,540
DEERFIELD TWP OHIO 1.5% 11/8/11				PURCHASE				
	6/02/11	11/08/11		200,000	202,143			-2,143
CD-PARAGON CMRL BANK 4.15% 11/9/11				PURCHASE				
	6/01/08	11/09/11		100,000	100,000			
CALL ISHARES RUSSELL 3000	NOV 72			PURCHASE				
	5/10/11	11/11/11		5,748	1,698			4,050
CALL ISHARES TR RUSSELL 1000	NOV 65			PURCHASE				
	8/23/11	11/19/11		900				900
PUT ISHARES TR MSCI EMERG MKT	NOV 39			PURCHASE				
	9/13/11	11/19/11		2,910	740			2,170
CALL SPDR DOW JONES INDL	NOV 120			PURCHASE				
	10/24/11	11/19/11		534				534
CALL ISHARES TR RUSSELL 3000	NOV 76			PURCHASE				
	10/24/11	11/19/11		430				430
CD-SYNOVUS BK FDIC 1.65% 11/25/11				PURCHASE				
	8/26/10	11/25/11		100,000	101,695			-1,695
FEDERAL NATIONAL MORTGAGE ASSOCIATIO				PURCHASE				
	11/29/10	11/28/11		100,000	101,398			-1,398
CALL ISHARES TR MSCI EMERG	DEC 45			PURCHASE				
	10/25/11	12/01/11		210				210
CALL ISHARES TR MSCI EAFE	DEC 57			PURCHASE				
	10/25/11	12/01/11		275				275

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Federal Statements**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)**

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	PURCHASE				
CALL ISHARES TR MSCI EAFE IDX DEC 58		10/25/11	12/01/11	\$ 990	PURCHASE	\$	\$		990
PUT SPDR DOW JONES INDUSTRIAL DEC 10		11/02/11	12/01/11	1,050	PURCHASE				1,050
PUT SPDR S&P 500ETF TRUST DEC 107		11/10/11	12/01/11	1,290	PURCHASE				1,290
PUT ISHARES TR MSCI EAFE DEC 45		11/10/11	12/01/11	1,110	PURCHASE				1,110
PUT ISHARES TR RUSSELL 3000 DEC 65		11/18/11	12/01/11	700	PURCHASE				700
PUT ISHARES TR MSCI EMERG MKT DEC 38		11/18/11	12/01/11	1,680	PURCHASE	980			700
CALL SPDR DOW JONES INDL DEC 122		11/22/11	12/01/11	213	PURCHASE				213
CD-BANK OF AMERICA 4.87% 12/22/11		3/29/11	12/22/11	80,000	PURCHASE	81,123			-1,123
FEDERAL NATIONAL MORTGAGE ASSOCIATIO		10/06/10	12/23/11	100,000	PURCHASE	102,128			-2,128
FEDERAL NATIONAL MORTGAGE ASSOCIATIO		2/15/11	12/23/11	200,000	PURCHASE	203,221			-3,221
TOTAL				\$ 6,390,848	\$ 6,428,719	\$ 0	\$ 0	\$ 0	\$ -37,871

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 9,229	\$	\$	\$ 9,229
TOTAL	\$ 9,229	\$ 0	\$ 0	\$ 9,229

Federal Statements**Statement 3 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAXES & LICENSES	\$ 2,815	\$	\$	\$ 2,815
TOTAL	\$ 2,815	\$ 0	\$ 0	\$ 2,815

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
OFFICE EXPENSE	122			122
INSURANCE	1,756			1,756
CONSULTING FEES	9,809	9,809		
TOTAL	\$ 11,687	\$ 9,809	\$ 0	\$ 1,878

Federal Statements**Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US GOVERNMENT OBLIGATIONS	\$ 1,827,052	\$ 3,249,421	COST	\$ 3,220,878
TOTAL	\$ 1,827,052	\$ 3,249,421		\$ 3,220,878

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
INVESTMENTS - CORPORATE STOCK	\$ 171,877	\$ 171,877	COST	\$ 182,587
INVESTMENTS - MUTUAL FUNDS	1,058,738	703,313	COST	650,941
TOTAL	\$ 1,230,615	\$ 875,190		\$ 833,528

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
INVESTMENTS - CORPORATE BONDS	\$ 266,189	\$ 88,875	COST	\$ 90,124
TOTAL	\$ 266,189	\$ 88,875		\$ 90,124

Statement 8 - Form 990-PF, Part II, Line 22 - Other Liabilities

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
UNEXPIRED OPTIONS - COVERED CALLS	\$ <u>26,154</u>	\$ <u>7,693</u>
TOTAL	\$ <u>26,154</u>	\$ <u>7,693</u>

EDEN CHARITABLE FOUNDATION
#23-2706163
December 31, 2011
US AND STATE GOVERNMENT SECURITIES

	<u>Cost</u>	<u>Market Value</u>	<u>Unrealized Gain or (Loss)</u>
Municipal Bonds			
Champaign Cnty III - 3 375% - 1/1/12	203,171	200,000	(3,171)
Kenton Cnty KY Sch Dist - 4 00% - 3/1/12	101,872	100,545	(1,327)
Oconee Cnty SC Sch Dist - 4 25% - 3/1/12	275,461	271,690	(3,771)
Connecticut St, GO BDS - 5 00% - 4/1/12	255,806	252,870	(2,936)
Franklin Twp Somerset Cnty - 3 00% - 5/1/12	202,620	201,762	(858)
California St, RANS - 2 00% - 6/26/12	1,012,140	1,007,910	(4,230)
Osceola Cnty FL Sch Dist - 5 00% - 6/1/20	142,427	147,389	4,962
Michigan St, Grant - 5 25% - 9/15/20	97,313	97,770	457
TOTAL MUNICIPAL BONDS	<u>2,290,810</u>	<u>2,279,936</u>	<u>(10,874)</u>
Government Securities			
GNMA #101240 - 12% - 2013	234	174	(60)
Federal Home Loan Banks Debenture - 3 95% - 2/6/15	207,187	200,678	(6,509)
Federal National Mortgage Association - 3 10% - 11/17/15	103,445	101,018	(2,427)
Federal Home Loan Banks Debenture - 2 00% - 3/23/16	101,586	100,331	(1,255)
Federal National Mortgage Association - 1 25% - 5/25/16	55,313	55,173	(140)
Federal Home Loan Banks Debenture - 5 00% - 8/22/16	235,677	231,624	(4,053)
Federal Home Loan Banks Debenture - 2 25% - 12/7/16	102,690	101,140	(1,550)
Federal Home Loan Banks Debenture - 2 00% - 4/13/17	152,479	150,804	(1,675)
TOTAL GOVERNMENT SECURITIES	<u>958,611</u>	<u>940,942</u>	<u>(17,669)</u>
TOTAL US AND STATE GOVERNMENT SECURITIES	<u>3,249,421</u>	<u>3,220,878</u>	<u>(28,543)</u>

EDEN CHARITABLE FOUNDATION
#23-2706163
December 31, 2011
INVESTMENTS - CORPORATE STOCK

	<u>Cost</u>	<u>Market Value</u>	<u>Unrealized Gain or (Loss)</u>
Individual Stocks			
40 Shares - Supervalve Inc	1,169	325	(844)
75 Shares - Time Warner Inc	5,637	4,768	(869)
2,928 Shares - Alcatel Lucent	76,586	4,976	(71,610)
1,200 Shares - Campbell Soup Co	18,804	39,888	21,084
9,000 Shares - General Electric	52,479	121,788	69,309
300 Shares - Time Warner Inc	17,202	10,842	(6,360)
TOTAL INDIVIDUAL STOCKS	<u>171,877</u>	<u>182,587</u>	<u>10,710</u>

EDEN CHARITABLE FOUNDATION

#23-2706163

December 31, 2011

INVESTMENTS - MUTUAL FUNDS

	<u>Cost</u>	<u>Market Value</u>	<u>Unrealized Gain or (Loss)</u>
Mutual Funds			
SPDR S&P 500 ETF Trust	194,237	225,900	31,663
SPDR Dow Jones Industrial Average ETF Trust	31,515	36,555	5,040
ISHARES TR MSCI EAFE IDX	141,052	99,060	(41,992)
ISHARES TR RUSSELL MCP VL	41,834	39,060	(2,774)
ISHARES TR RUSSELL 1000VAL	198,037	146,004	(52,033)
ISHARES TR MSCI EMERG MKT	20,385	22,764	2,379
ISHARES TR RUSSELL 3000	76,253	81,598	5,345
TOTAL MUTUAL FUNDS	<u>703,313</u>	<u>650,941</u>	<u>(52,372)</u>

EDEN CHARITABLE FOUNDATION
#23-2706163
December 31, 2011
INVESTMENTS - CORPORATE BONDS

	<u>Cost</u>	<u>Market Value</u>	<u>Unrealized Gain or (Loss)</u>
Corporate Bonds			
John Hancock Life Ins Co - 3 85% - 3/15/12	18,126	20,059	1,933
NM Boeing Capital - 6 35% - 4/15/12	31,214	30,271	(943)
NM Bank America Corp - 6.00% - 5/15/12	20,400	20,076	(324)
NM Bank America Corp - 4 80% - 9/15/12	19,135	19,718	583
TOTAL CORPORATE BONDS	<u>88,875</u>	<u>90,124</u>	<u>1,249</u>

EDEN CHARITABLE FOUNDATION
#23-2706163
December 31, 2011
SCHEDULE OF CHARITABLE CONTRIBUTIONS

AARK Wildlife Rehab Education Center	\$ 1,000
American Red Cross	5,000
Armed Forces Foundation	1,500
Athenaeum of Philadelphia	500
Big Brothers, Big Sisters of Bucks Cty	2,500
Billfish Foundation	1,000
Bowman's Hill Wildflower Preserve	6,500
Boyertown Soccer Club (TOP)	2,000
Bryn Mawr Rehab	5,000
Bucks County Audubon Society	4,000
Cape May Bird Observatory	1,000
Cape May County Park and Zoo	1,000
Central Bucks Cares	1,500
Chester County Habitat For Humanity	5,000
Chester County SPCA	500
Children's Fresh Air Home	5,000
Church of the Good Samaritan	5,000
Coatesville VA Medical Center	7,500
Crummer School of Business (Rollins)	3,000
Dance Theater of PA	2,000
Doylestown Fire Company	5,000
Doylestown Hospital	10,000
Doylestown Presbyterian Church	5,000
Drexel University	5,000
Ebenezer Maxwell Mansion	10,000
Elwyn, Inc	10,000
Florida Keys Land & Sea Trust	1,000
Florida Keys Wild Bird Center	1,000
Foundation PA Medical Society	6,000
Franklin Institute	7,500
Freedom is Not Free	2,500
Gator Booster, Inc	3,000
Girl Scouts of S E PA	2,500
Grand View Health Foundation	2,500
Hawk Mountain Sanctuary	1,000
Home of the Sparrow	2,500
Hospice of Palm Beach County	5,000
Hospice of PBC - Jupiter	2,500
Ivy Hill Therapeutic	500
Lehigh University	4,000
Living Beyond Breast Cancer	2,500
Locks of Love	1,000
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SUBTOTAL (CARRIED FORWARD)	150,500

EDEN CHARITABLE FOUNDATION
#23-2706163
December 31, 2011
SCHEDULE OF CHARITABLE CONTRIBUTIONS
(Continued)

SUBTOTAL (BROUGHT FORWARD)	\$ 150,500
Lynn University (\$2,500 for Haiti Memorial)	12,500
Main Line Meals on Wheels	5,000
Matland Art Center	1,000
Make A Wish of Philadelphia	5,000
Mission Kids	1,500
Moravian College	5,000
Mote Marine	1,500
National Disaster Relief Reserve Fund	5,000
New Hanover United Methodist Church	8,000
Our Lady of Mt Carmel Church	5,000
PA Bible Society	5,000
Pajama Program	1,750
Paoli Memorial Hospital	5,000
Partners in Ministry/Swarthmore College	5,000
Pearl S. Buck Foundation	1,500
Penn Home	2,500
Philabundance	7,500
Philadelphia Biblical University	2,500
Philadelphia High School for Girls	1,000
Philadelphia History Museum	500
Philmont Scout Ranch, BSA	2,500
Project Linus	1,500
Ronald McDonald House - Adopt	2,500
Ronald McDonald House - Share	2,500
Salvation Army	5,000
Share Our Strength	1,750
St Joseph's Academy of Food Marketing	10,000
St Jude's Children's Research Hospital	1,000
St Mary Magdalen Church	500
U of FL Rinker School - Building Construction	5,000
Upper Bucks Clinic	10,000
Ursinus College	12,500
USO of Philadelphia	5,000
Valley Forge React	2,500
VFMA & College	10,000
Village Improvement Assoc of Doylestown	4,500
Wetlands Institute	1,000
Williamson Free School	10,000
Wilson College	35,000
Zoological Society of Philadelphia	5,000
TOTAL	<u>\$ 360,000</u>