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

**2011**

Department of the Treasury  
Internal Revenue Service

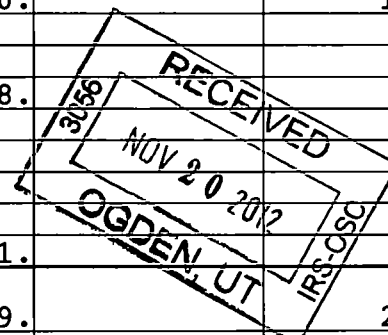
**Note** The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>RICHARD E. WOOSNAM CHARITABLE TRUST</b>		A Employer identification number <b>23-6870650</b>
Number and street (or P O box number if mail is not delivered to street address) <b>I NORTH BACTON HILL ROAD</b>	Room/suite <b>203</b>	B Telephone number <b>610-772-1379</b>
City or town, state, and ZIP code <b>MALVERN, PA 19355</b>		C If exemption application is pending check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>1,089,693.</b>	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 type="checkbox"/>

	<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b) (c) and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received			<b>N/A</b>	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	<b>17,966.</b>	<b>17,966.</b>		<b>STATEMENT 1</b>
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<b>96,110.</b>			
	b Gross sales price for all assets on line 6a <b>822,938.</b>				
	7 Capital gain net income (from Part IV line 2)		<b>96,110.</b>		
	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	<b>470.</b>	<b>470.</b>		<b>STATEMENT 2</b>	
12 Total Add lines 1 through 11	<b>114,546.</b>	<b>114,546.</b>			
<b>Administrative Expenses</b>	13 Compensation of officers directors trustees etc	<b>0.</b>	<b>0.</b>		<b>0.</b>
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees <b>STMT 3</b>	<b>1,840.</b>	<b>1,840.</b>		<b>1,840.</b>
	c Other professional fees				
	17 Interest				
	18 Taxes <b>STMT 4</b>	<b>1,368.</b>	<b>1,368.</b>		<b>0.</b>
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses <b>STMT 5</b>	<b>241.</b>	<b>241.</b>		<b>241.</b>
	24 Total operating and administrative expenses Add lines 13 through 23	<b>3,449.</b>	<b>3,449.</b>		<b>2,081.</b>
	25 Contributions, gifts, grants paid	<b>62,790.</b>			<b>62,790.</b>
26 Total expenses and disbursements Add lines 24 and 25	<b>66,239.</b>	<b>3,449.</b>		<b>64,871.</b>	
27 Subtract line 26 from line 12	<b>48,307.</b>				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative enter 0)		<b>111,097.</b>			
c Adjusted net income (if negative enter 0)			<b>N/A</b>		



214 24

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash non interest bearing		21,064.	2,345.	2,345.
	2	Savings and temporary cash investments		186,273.	194,529.	194,529.
	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				
	c	Investments - corporate bonds				
11	Investments land buildings and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other <b>STMT 6</b>			771,380.	822,115.	892,819.
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	<b>Total assets (to be completed by all filers)</b>			978,717.	1,018,989.	1,089,693.
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable		12,500.	4,465.	
	19	Deferred revenue				
	20	Loans from officers directors trustees and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	<b>Total liabilities (add lines 17 through 22)</b>			12,500.	4,465.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31					
27	Capital stock, trust principal, or current funds			377,515.	377,515.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds			588,702.	637,009.	
30	<b>Total net assets or fund balances</b>			966,217.	1,014,524.	
31	<b>Total liabilities and net assets/fund balances</b>			978,717.	1,018,989.	

**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	966,217.
2	Enter amount from Part I, line 27a	2	48,307.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,014,524.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) Part II, column (b), line 30</b>	6	<b>1,014,524.</b>

**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 SCHEDULE</b>	P	VARIOUS	12/31/11
b <b>SEE ATTACHED SCHEDULE</b>	P	VARIOUS	12/31/11
c <b>CAPITAL GAINS DIVIDENDS</b>			
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 371,710.		375,419.	<3,709.>
b 437,068.		351,409.	85,659.
c 14,160.			14,160.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than 0) or Losses (from col (h))
(j) F M V as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (i) over col (j), if any	
a			<3,709.>
b			85,659.
c			14,160.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter 0 in Part I, line 7 }	2	96,110.
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))
2010	55,669.	1,041,656.	.053443
2009	51,238.	920,651.	.055654
2008	61,221.	1,175,891.	.052063
2007	75,812.	1,440,567.	.052627
2006	70,153.	1,326,250.	.052896

2 Total of line 1, column (d)	2	.266683
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	.053337
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,130,544.
5 Multiply line 4 by line 3	5	60,300.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,111.
7 Add lines 5 and 6	7	61,411.
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	64,871.

**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	1,111.
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	1,111.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	<b>Tax based on investment income</b> Subtract line 4 from line 3 If zero or less, enter -0	5	1,111.
6	<b>Credits/Payments</b>		
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	0.
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	16.
9	<b>Tax due</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> <b>SEE STATEMENT 7</b>	9	1,127.
10	<b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	
11	Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> <b>Refunded</b>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		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 ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>RICHARD E. WOOSNAM</u> Telephone no ▶ <u>610-772-1399</u> Located at ▶ <u>163 WEST LANCASTER AVENUE, PAOLI, PA</u> ZIP+4 ▶ <u>19301</u>			
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 ▶ <u>15</u>   <u>N/A</u>			
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 <u>N/A</u> ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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) <u>N/A</u>	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? <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) <u>N/A</u>	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 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))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

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

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**  Yes  No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

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**

**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
RICHARD E. WOOSNAM IN. BACTON HILL ROAD, STE 203 FRAZER, PA 19341	TRUSTEE	0.00	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	1,142,001.
b	Average of monthly cash balances	1b	5,759.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,147,760.
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	1,147,760.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,216.
5	<b>Net value of noncharitable-use assets</b> . Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,130,544.
6	<b>Minimum investment return</b> . Enter 5% of line 5	6	56,527.

**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	56,527.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,111.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,111.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	55,416.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	55,416.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted</b> . Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	55,416.

**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	64,871.
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	<b>Qualifying distributions</b> . Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	64,871.
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	1,111.
6	<b>Adjusted qualifying distributions</b> . Subtract line 5 from line 4	6	63,760.

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7				55,416.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006	5,066.			
<b>b</b> From 2007	8,216.			
<b>c</b> From 2008	2,836.			
<b>d</b> From 2009	5,523.			
<b>e</b> From 2010	4,928.			
<b>f</b> Total of lines 3a through e	26,569.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	64,871.			
<b>a</b> Applied to 2010, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				55,416.
<b>e</b> Remaining amount distributed out of corpus	9,455.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d) the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	36,024.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	5,066.			
<b>9</b> Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	30,958.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007	8,216.			
<b>b</b> Excess from 2008	2,836.			
<b>c</b> Excess from 2009	5,523.			
<b>d</b> Excess from 2010	4,928.			
<b>e</b> Excess from 2011	9,455.			

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

**RICHARD E. WOOSNAM**

- 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 STATEMENT 10**

- b** The form in which applications should be submitted and information and materials they should include
- c** Any submission deadlines
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
SEE ATTACHED				62,790.
<b>Total</b>			▶ <b>3a</b>	62,790.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			▶ <b>3b</b>	0.





FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
VARIOUS	1,368.	1,368.		0.
TO FORM 990-PF, PG 1, LN 18	1,368.	1,368.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEEES	241.	241.		241.
TO FORM 990-PF, PG 1, LN 23	241.	241.		241.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	822,115.	892,819.
TOTAL TO FORM 990-PF, PART II, LINE 13		822,115.	892,819.



FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

RICHARD E. WOOSNAM  
IN. BACTON HILL ROAD, STE 203  
FRAZER, PA 19341

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

TYPED, DETAILED ANALYSIS OF PROPOSED USE OF CONTRIBUTION, ANALYSIS OF  
HISTORIC USE OF CONTRIBUTIONS AND A DETAILED HISTORY OF CHARITABLE  
ORGANIZATION.

ANY SUBMISSION DEADLINES

CURRENT YEAR CONTRIBUTION APPLICATION MUST BE RECIEVED BY FEBRUARY 28TH

RESTRICTIONS AND LIMITATIONS ON AWARDS

QUALIFIED 501(C)(3) ORGANIZATION

Woosnam Charitable Trust  
Schedule of Current Assets  
23-6870650

Fidelity Investments	<u>Quantity</u>	<u>Cost</u>	<u>Market Value</u>
Fidelity New Markets Income	1,583 96	23,335 84	25,074 01
Fidelity Emerging Markets	326 16	8,705 06	6,692 76
Fidelity Stock Selector Small Cap	962 76	19,630 49	17,358 40
Fidelity Floating Rate High Income	2,088 46	20,541 86	20,132 74
Fidelity Cash Reserves	19,816 33	-	19,816 33
Fidelity Contrafund	1,148 00	64,049 75	77,444 28
Fidelity Equity Income II	1,178 43	20,127 63	20,504 72
Fidelity Low Priced Stock	2,654 47	82,938 60	94,847 68
Fidelity Global Balanced	2,294 02	37,116 51	49,137 82
Fidelity OTC Port	171 56	10,000 00	9,384 11
Fidelity Real Estate Income	4,043 66	41,730 31	41,447 47
Fidelity Select Health Care	723 98	102,316 52	88,586 56
Fidelity Select Pharmaceuticals	778 20	10,126 06	10,567 92
Annaly Capital Management Inc Com	1,000 00	18,496 78	15,960 00
		<u>459,115 41</u>	<u>496,954 80</u>

Deutsche Bank	<u>Quantity</u>	<u>Cost</u>	<u>Market Value</u>
Allscripts Healthcare Solutions	1,000	21,347	18,940
Dupont El De Nemours & Co	300	13,373	13,734
EOG Res Inc Com	200	18,548	19,702
Ford Motor Co	1,000	14,447	10,760
Johnson & Johnson	688	28,320	45,119
Johnson Controls	1,000	32,608	31,260
Maxlinear Inc	4,000	38,733	19,000
Nuance Communications	1,200	23,987	30,192
Qualcomm Inc	700	30,835	38,290
RPM Intl Inc	900	17,045	22,095
Smart Technologies Inc	4,000	33,695	14,760
Wabash National Corp Com	5,000	44,190	39,200
		<u>317,127</u>	<u>303,052</u>

Aqua	4,209	<u>45,873</u>	<u>92,812</u>
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Total		822,115 45	892,818 95
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Woosnam Charitable Trust  
Schedule of Realized Gains/Losses  
23 6870650

<u>Short Term</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Quantity</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Realized Gain/Loss</u>
Fidelity Emerging Markets	7/6/2011	8/11/2011	426	11,392 08	9,850 00	(1,542 08)
Fidelity Select Health Care	Various	Various	317	45,409 90	40,000 00	(5,409 90)
Fidelity Stock Selector Small Cap	7/6/2011	10/24/2011	560	11 416 56	10,000 00	(1,416 56)
Fidelity High Income	7/6/2011	7/6/2011	233	1,933 76	2,117 22	183 46
Marvell Technology Group LTD	1/21/2011	2/22/2011	1,000	20,660 00	18,430 94	(2,229 06)
Agilent Technologies Inc	3/18/2011	10/28/2011	500	21,738 55	20,051 06	(1 687 49)
American Express Company	1/5/2011	8/8/2011	500	22,414 05	21,860 23	(553 82)
Carnival Corp	5/18/2011	8/8/2011	500	19,949 15	15,089 71	(4,859 44)
Coeur D Alene mines Corp	1/12/2011	3/10/2011	1,000	26,869 20	31,950 18	5,080 98
Cummins Inc	3/15/2011	4/12/2011	200	19,245 62	20,971 97	1,726 35
Dow Chem Co	7/13/2011	10/12/2011	500	17,200 00	13,601 18	(3,598 82)
EOG Res Inc	1/5/2011	4/12/2011	200	18,547 62	21,755 96	3,208 34
Materlon Corp Com	2/3/2011	3/10/2011	1,000	34,910 50	39,815 23	4,904 73
Navistar Intl Corp	6/20/2011	10/12/2011	500	26,239 15	19,354 62	(6,884 53)
Cisco Systems	1/25/2010	1/21/2011	1,000	22,997 00	20,911 09	(2,085 91)
Meadwestvaco	9/1/2010	4/12/2011	1,500	33,298 05	46,772 25	13,474 20
3 M	11/18/2010	11/1/2011	250	21,197 50	19,177 86	(2,019 64)
				<u>375,418 69</u>	<u>371,709 50</u>	<u>(3,709 19)</u>
<u>Long Term</u>						
Apartment Invt & Mgmt Co	Various	Various	1,463	17,599 93	37,785 62	20,185 69
Fidelity Contrafund	Various	Various	452	25,225 57	30,000 00	4,774 43
Fidelity High Income	7/6/2011	7/6/2011	3,186	26,422 96	28,929 83	2,506 87
Fidelity Low Priced Stock	10/10/2008	Various	531	16,485 61	20,000 00	3,514 39
Fidelity New Markets Income	Various	7/6/2011	3,764	55,264 17	60,000 00	4,735 83
Weatherford Intl	1/5/2010	3/18/2011	1,000	19,150 00	20,891 29	1,741 29
AT&T	1/29/2008	1/26/2011	1,000	38,121 80	28,865 94	(9,255 86)
Cypress Semiconductor	5/19/2009	Various	2,000	15,146 35	38,022 46	22,876 11
Exco Res Inc	Various	1/5/2011	2,000	31,939 00	38,721 34	6,782 34
General Electric	4/18/2008	12/19/2011	1,000	32,904 86	16,931 17	(15,973 69)
Intel Corp	1/29/2008	5/2/2011	1,000	20,382 25	22,973 45	2,591 20
International Coal Group	12/15/2008	2/3/2011	5,000	12,281 13	43,609 16	31,328 03
Nobel Learning	1/20/2004	8/10/2011	1,900	11,751 80	22,325 00	10,573 20
Penn VA Resource Partners	5/18/2007	5/2/2011	1,000	28,733 46	28,013 16	(720 30)
				<u>351,408 89</u>	<u>437,068 42</u>	<u>85,659 53</u>
				<u>726,827 58</u>	<u>808,777 92</u>	<u>81 950 34</u>

Richard E. Woosham Charitable Trust  
 EIN 23-6870550  
 For the Year Ended December 31, 2011

Part XV Supplementary Information - Grants and Contributions Paid During the Year

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
Academy of Natural Sciences	N/A	50103	For Education	100 00
Academy of Vocal Arts	N/A	50103	For Education	100 00
American Diabetes Association	N/A	50103	For Education	50 00
Archeanaeum	N/A	50103	For Education	125 00
Arden Theatre	N/A	50103	For Education	6 500 00
Artspace	N/A	50103	For Education	500 00
Barnes Foundation	N/A	50103	For Education	1 000 00
Bryn Mawr Film Institute	N/A	50103	To Promote Diversity	100 00
Center for Grape Aps	N/A	50103	For Scholarships	500 00
College of Physicians of Philadelphia	N/A	50103	For Scholarships	1 390 00
Fox Chase Cancer Center	N/A	50103	For Scholarships	500 00
Franklin Institute	N/A	50103	For Research	1 000 00
Free Library of Philadelphia	N/A	50103	For Research	100 00
Global Exchange	N/A	50103	For Education	250 00
Great Valley Foundation	N/A	50103	For Education	500 00
Juvenile Diabetes	N/A	50103	For Research	250 00
IU Foundation	N/A	50103	For Research	5 700 00
Lycoming College	N/A	50103	For Education	5 000 00
Lycoming College	N/A	50103	For Education	5 000 00
Morris Arboretum	N/A	50103	For Education	4 000 00
Museum of Arts NY	N/A	50103	For Research	250 00
National Construction Center	N/A	50103	For Scholarships & Education	100 00
Penn Museum	N/A	50103	For Education	1 000 00
PFF	N/A	50103	For Education	150 00
Philadelphia Art Alliance	N/A	50103	For Education	100 00
Philadelphia Hospitality	N/A	50103	For Education	1 500 00
Philadelphia Theatre Company	N/A	50103	For Education	1 200 00
Project H O M E	N/A	50103	For Education	100 00
Settlement Music School	N/A	50103	For Education	500 00
Taller Puertorriqueno Inc.	N/A	50103	For Education	500 00
Theater Exile	N/A	50103	For Education	100 00
The Zoological Soc of Philadelphia	N/A	50103	For Education	125 00
Walnut Street Theatre	N/A	50103	For Education	20 750 00
World Affairs Council	N/A	50103	For Education	5 000 00
<b>TOTAL</b>				<b>62 790 00</b>

# Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return**

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

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

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

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

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

Part I only

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

<b>Type or print</b>	Name of exempt organization or other filer see instructions <b>RICHARD E. WOOSNAM CHARITABLE TRUST</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>23-6870650</b>
File by the due date for filing your return See instructions	Number street, and room or suite no. If a P O box, see instructions <b>163 WEST LANCASTER AVENUE</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office state and ZIP code For a foreign address see instructions <b>PAOLI, PA 19301</b>	

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

0 4

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

**RICHARD E. WOOSNAM**

• The books are in the care of ▶ **163 WEST LANCASTER AVENUE - PAOLI, PA 19301**  
 Telephone No ▶ **610-772-1399** FAX No ▶ \_\_\_\_\_

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

1 I request an automatic 3 month (6 months for a corporation required to file Form 990 T) extension of time until **AUGUST 15, 2012** to file the exempt organization return for the organization named above. The extension is for the organization's return for  calendar year **2011** or  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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

3a If this application is for Form 990 BL, 990 PF, 990 T, 4720 or 6069, enter the tentative tax less any nonrefundable credits. See instructions.	<b>3a</b>	\$	0.
b If this application is for Form 990 PF, 990 T, 4720 or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	0.
c <b>Balance due</b> Subtract line 3b from line 3a. Include your payment with this form if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	<b>RICHARD E. WOOSNAM CHARITABLE TRUST</b>	<input checked="" type="checkbox"/> <b>23-6870650</b>
	Number, street, and room or suite no. If a P O box see instructions	Social security number (SSN)
	<b>163 WEST LANCASTER AVENUE</b>	<input type="checkbox"/>
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	<b>PAOLI, PA 19301</b>	

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

**04**

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

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

**RICHARD E. WOOSNAM**

• The books are in the care of  **163 WEST LANCASTER AVENUE - PAOLI, PA 19301**

Telephone No  **610-772-1399**

FAX No

• If the organization does not have an office or place of business in the United States check this box

• If this is for a Group Return enter the organization's four digit Group Exemption Number (GEN)  If this is for the whole group check this box  If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3 month extension of time until **NOVEMBER 15, 2012**

5 For calendar year **2011**, or other tax year beginning \_\_\_\_\_ and ending \_\_\_\_\_

6 If the tax year entered in line 5 is for less than 12 months check reason  Initial return  Final return

Change in accounting period

7 State in detail why you need the extension

**ADDITIONAL TIME IS REQUIRED TO GATHER INFORMATION FROM 3RD PARTIES TO FILE A COMPLETE RETURN.**

<b>8a</b> If this application is for Form 990 BL, 990 PF, 990 T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	<b>8a</b>	\$	<b>0.</b>
<b>b</b> If this application is for Form 990 PF, 990 T 4720 or 6069 enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	<b>8b</b>	\$	<b>0.</b>
<b>c Balance due</b> Subtract line 8b from line 8a Include your payment with this form if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	<b>8c</b>	\$	<b>0.</b>

**Signature and Verification must be completed for Part II only**

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

Signature  *Richard E. Woosnam*

Title  *CRA*

Date  *8/10/12*