

INTERNAL REVENUE SERVICE
Return of Private Foundation

1911

OMB No 1545-0052

2018

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2018 or tax year beginning 12/01 ; 2018, and ending 11/30, 20 19

Name of foundation THE LUJENSUE FOUNDATION

A Employer identification number 52-1313990

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

B Telephone number (see instructions) 410-862-1152

BETTY C BANNAT, 100 LIGHT ST
City or town, state or province, country, and ZIP or foreign postal code

C If exemption application is pending, check here

G Check all that apply: Initial return Final return Address change Initial return of a former public charity Amended return Name change

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 451,199
J Accounting method: Cash Accrual Other (specify)

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

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

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

RECEIVED
FEB 28 2020
OGDEN, UT
IRS-OSC

ENVELOPE
POSTMARK DATE FEB 27 2020

SCANNED AUG 24 2020

Handwritten initials

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	4,856.	1,374.	1,374.
	2	Savings and temporary cash investments	41,998.	38,188.	38,188.
	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 (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 6	322,893.	344,732.	411,637.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	369,747.	384,294.	451,199.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
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	369,747.	384,294.	
	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)	369,747.	384,294.		
31	Total liabilities and net assets/fund balances (see instructions)	369,747.	384,294.		

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)	369,747.
2	Enter amount from Part I, line 27a	14,707.
3	Other increases not included in line 2 (itemize) ▶ NET ROUNDING	1.
4	Add lines 1, 2, and 3	384,455.
5	Decreases not included in line 2 (itemize) ▶ ROC BASIS ADJUSTMENT	161.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	384,294.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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)
1 a PUBLICLY TRADED SECURITIES				
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 34,151.		8,000.	26,151.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			26,151.	
b				
c				
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	26,151.
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	{ 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 doesn't 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))	
2017	16,965.	433,383.	0.039146	
2016	16,250.	418,804.	0.038801	
2015	16,250.	400,909.	0.040533	
2014	26,547.	420,429.	0.063143	
2013	27,226.	424,815.	0.064089	
2 Total of line 1, column (d)			2	0.245712
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			3	0.049142
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4	430,513.
5 Multiply line 4 by line 3.			5	21,156.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	347.
7 Add lines 5 and 6			7	21,503.
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	19,732.

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	695.
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	NONE
3	Add lines 1 and 2	3	695.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	NONE
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-	5	695.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	396.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	396.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	299.
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 2019 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
c		X
d		
e		
2		X
3	X	
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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 Yes No 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 Yes No X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address NONE 13 Yes No X
14 The books are in care of BETTY C BANNAT Telephone no (410) 862-1152 Located at 100 LIGHT ST, BALTIMORE, MD ZIP+4 21202
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here 15 and enter the amount of tax-exempt interest received or accrued during the year
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country

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

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

1a During the year, did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes X No
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 1b Organizations relying on a current notice regarding disaster assistance, check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018? 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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? Yes X No If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2018 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 2018) 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 2018? 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		Yes	No
(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 4945(d)(4)(A)? 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		5b	
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	<input type="checkbox"/>	Yes	<input type="checkbox"/> No
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? If "Yes" to 6b, file Form 8870.		6b	X
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?		7b	
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No

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

1 List all officers, directors, trustees, and 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
MRS. JEAN FRY SHAULIS 2402 E ESPLANADE LN, # 1203, PHOENIX, AZ 85016-9105	PRESIDENT/TREASURER 1	-0-	-0-	-0-
MR. FRED S. SHAULIS 2402 E ESPLANADE LN, # 1203, PHOENIX, AZ 85016-9105	VP/SECRETARY 1	-0-	-0-	-0-
MS. SUZANNE SHAULIS 224 SYKES LOOP DR, MERRITT ISLAND, FL 32953-3073	DIRECTOR 1	-0-	-0-	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**

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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
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	391,288.
b	Average of monthly cash balances	1b	45,781.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	437,069.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d.	3	437,069.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	6,556.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	430,513.
6	Minimum investment return. Enter 5% of line 5	6	21,526.

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	21,526.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	695.
b	Income tax for 2018 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b.	2c	695.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	20,831.
4	Recoveries of amounts treated as qualifying distributions.	4	NONE
5	Add lines 3 and 4	5	20,831.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	20,831.

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	19,732.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	19,732.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	19,732.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				20,831.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			NONE	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2018				
a From 2013	6,711.			
b From 2014	6,037.			
c From 2015	NONE			
d From 2016	NONE			
e From 2017	NONE			
f Total of lines 3a through e	12,748.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>19,732.</u>				
a Applied to 2017, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2018 distributable amount.				19,732.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	1,099.			1,099.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	11,649.			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	5,612.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	6,037.			
10 Analysis of line 9				
a Excess from 2014	6,037.			
b Excess from 2015	NONE			
c Excess from 2016	NONE			
d Excess from 2017	NONE			
e Excess from 2018	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	
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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>SERVICES FOR THE HOMEBOUND MERCERSBURG AREA P.O. BOX 17 LEMASTERS PA 17231-0017</p>	N/A	PC	UNRESTRICTED GENERAL SUPPORT	15,000.
Total ▶ 3a				15,000.
b Approved for future payment				
Total ▶ 3b				

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
 =====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	656.	656.
FOREIGN DIVIDENDS	218.	218.
NONDIVIDEND DISTRIBUTIONS	111.	
DOMESTIC DIVIDENDS	3,406.	3,406.
OTHER INTEREST		
US GOVERNMENT INTEREST REPORTED AS QUALI	30.	30.
NONQUALIFIED FOREIGN DIVIDENDS	140.	140.
NONQUALIFIED DOMESTIC DIVIDENDS	6,640.	6,640.
	-----	-----
TOTAL	11,201.	11,090.
	=====	=====

THE LUJENSUE FOUNDATION

52-1313990

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BAKER, DONELSON, BEARMAN, CALDWELL & BERKOWITZ, PC	3,482.			3,482.
TOTALS	3,482.	NONE	NONE	3,482.

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES - BOA	2,446.	2,446.
TOTALS	2,446.	2,446.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX - PRIOR YEAR	10.	
EXCISE TAX ESTIMATES	396.	
FOREIGN TAXES ON QUALIFIED FOR	43.	43.
FOREIGN TAXES ON NONQUALIFIED	18.	18.
TOTALS	467.	61.

THE LUJENSUE FOUNDATION

52-1313990

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
03875R205 ARBITRAGE FUND CL I	5,170.	10,170.	10,457.
314172560 FEDERATED STRATEGIC	10,950.	10,950.	13,130.
04315J860 ABERDEEN GLOBAL HIGH	14,765.	14,765.	11,723.
693390700 PIMCO TOTAL RETURN F	47,277.	47,166.	42,813.
19765N468 COLUMBIA TOTAL RETUR	39,913.	39,863.	42,712.
714199106 PERMANENT PORTFOLIO	5,000.	10,000.	9,503.
04314H204 ARTISAN INTERNATIONAL	8,000.		
464286533 ISHARES EDGE MSCI MI	12,303.	12,303.	11,408.
52470H765 CLEARBRIDGE SMALL CA	9,000.	9,000.	14,572.
92646A815 VICTORY SMALL CO OPP	9,000.	9,000.	11,476.
74253Q416 PRINCIPAL PFD SECS F	20,000.	20,000.	19,257.
74441R508 PRUDENTIAL SHORT-TER	10,000.	10,000.	9,661.
693390882 PIMCO FOREIGN BD US\$	3,991.	3,991.	4,172.
56063J864 MAINSTAY EPOCH GLOBA	7,500.	7,500.	8,505.
19765Y357 COLUMBIA MID-CAP GRO	19,190.	19,190.	24,289.
19766M659 COLUMBIA SELECT LARG	18,560.	18,560.	30,760.
19766M709 COLUMBIA CONTRARIAN	20,274.	20,274.	43,086.
19766M840 COLUMBIA DIVIDEND IN	30,000.	30,000.	50,762.
4812A4351 JPMORGAN STRATEGIC I	20,000.	20,000.	19,657.
19763T806 COLUMBIA INCOME OPPO	12,000.	12,000.	12,448.
47803W406 JOHN HANCOCK FDS III	5,000.	5,000.	5,516.
04314H881 ARTISAN INTL VALUE F	10,000.	10,000.	10,347.
77956H484 T ROWE PRICE EMERGIN		5,000.	5,383.
TOTALS	322,893.	344,732.	411,637.

EXHIBIT A

**THE LUJENSUE FOUNDATION, INC.
AMENDMENT AND RESTATEMENT OF BYLAWS**

ARTICLE I
Members

THE LUJENSUE FOUNDATION, INC.

**AMENDED AND RESTATED
BYLAWS**

ARTICLE I

NAME AND MISSION

1. Name. The name of this corporation is the Lujensue Foundation, Inc. (the "Corporation").

2. Mission. The mission of the Corporation is to provide financial support to qualified organizations for charitable, religious, scientific, and educational purposes. For purposes of these Bylaws, a "qualified organization" is an organization that has received, and continues to qualify for, exemption from federal income taxation under Section 501(a), as an organization described in Section 501(c)(3), of the Internal Revenue Code of 1986, as amended, or corresponding provision of any subsequent federal tax law (the "Code").

ARTICLE II

MEMBERS

1. Sole Member. Jean Fry Shaulis shall be the Sole Member of the Corporation (the "Sole Member"). At the death or disability of Jean Fry Shaulis or any successor to her (or at such time as he or she shall determine), he or she shall cease to serve as Sole Member, and his or her successor as the Sole Member shall be selected by majority vote of the Board of Directors.

2. Powers and Duties. The Sole Member shall have and exercise all powers conferred upon members of non-stock corporations by the general laws of the State of Maryland. Such powers shall include, without limitation, the power to elect and remove Directors, the power to approve any amendment to the Corporation's Charter or these Bylaws, and the power to approve the dissolution of the Corporation. In all matters affecting

the Corporation, the Sole Member shall act in the best interests of the Corporation.

3. Annual Meeting. The annual meeting of the Sole Member shall be held in the month of November, at such place within or outside the State of Maryland as may be designated by the Sole Member, for the purpose of electing Directors and for the transaction of other business.

4. Special Meetings. At any time in the interval between annual meetings, special meetings of the Sole Member may be called by the Sole Member, or by a majority of the Board of Directors.

5. Informal Action. Any action required or permitted to be taken at any meeting of the Sole Member may be taken without a meeting if: (1) a written consent to such action is signed by the Sole Member; and (2) such written consent is filed with the records of Sole Member meetings.

ARTICLE III

DIRECTORS

1. Powers. The business and affairs of the Corporation shall be conducted and managed by its Board of Directors. All of the powers of the Corporation, except those reserved to the Sole Member by law, the Corporation's Charter, or these Bylaws, shall be exercised by or under the authority of the Board of Directors.

The property, business, and affairs of the Corporation shall be managed by the Board of Directors of the Corporation. The Board of Directors may exercise all the powers of the Corporation, except those conferred upon or reserved to the Sole Member by status, by charter or by these by-laws. The Board of Directors shall keep minutes of each of its proceedings and a full account of all of its transactions.

2. Number of Directors. The number of directors of the Corporation shall be three or such other number not less than three or greater than ten as may from time to time be determined by the vote of two-thirds of the entire Board of Directors. The

tenure of office of a director may not be affected by any change in the number of directors.

3. Election and Composition of Board. The names of the individuals who shall serve as the Directors at the time of the adoption of these Amended and Restated By-laws are Jean Fry Shaulis, Frederick S. Shaulis, III, and Suzanne Shaulis. If at any time or times a director slot is vacant, then the Sole Member may designate an individual to act as Director in that slot.

3. Annual Meeting. After each annual meeting of the Sole Member and the election of Directors, the newly elected Directors shall meet as soon as practicable for the purpose of organization, the election of Officers, and the transaction of other business.

4. Regular Meetings. The Board of Directors from time to time may provide by resolution for the holding of regular meetings.

5. Special Meetings. Special meetings of the Board of Directors may be called by the President or Vice President, and must be called by either of them on the written request of any two (2) Board members.

6. Notice of Meetings. The Secretary shall give written notice of each annual and special meeting of the Board of Directors to each Director: (1) by mailing the same at least ten (10) days before the meeting to the business or residential address of the Director; or (2) by telefaxing, or sending by electronic mail to such Directors who are known to have and regularly use an Internet electronic mail address, the same at least three (3) days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at an annual or special meeting. If mailed, such notice shall be deemed to be given when deposited in the U.S. Mail, with postage thereon prepaid. If sent by facsimile or electronic mail, such notice shall be deemed to be given as of the date indicated on the transmission confirmation. No notice shall be required for regular meetings; provided, however, that notice of any change in the time or place of any regular meeting shall be sent promptly to each Director not present at the meeting at which such change was made. Such notice shall be in the manner provided for notice of annual and special meetings.

7. Telephone Meetings. Subject to the requirement of notice, members of the Board of Directors (or of a committee thereof) may participate in and hold a meeting by means of a conference telephone or similar communications equipment if all persons participating can hear each other at the same time. Participation in such a meeting constitutes presence in person at the meeting.

8. Quorum. At all meetings of the Board of Directors, a majority of the Directors is necessary and sufficient to constitute a quorum for the transaction of business. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director.

9. Action. At all meetings of the Board of Directors at which a quorum is present, the action of a majority of the Directors present is the action of the Board of Directors.

10. Informal Action. Any action required or permitted to be taken at any meeting of the Board of Directors (or of a committee thereof) may be taken without a meeting if: (1) a written consent to such action is signed by all members of the Board (or of such committee); and (2) such written consent is filed with the minutes of the proceedings of the Board (or committee).

11. Compensation. Directors shall not receive any stated salary for their services as such, but each Director shall be entitled to receive from the Corporation reimbursement of expenses incurred by him in attending any regular or special meeting of the Board, and, by resolution of the Board of Directors, a fixed sum may also be allowed for attendance at each regular or special meeting of the Board and such reimbursement and compensation shall be payable whether or not a meeting is adjourned because of the absence of a quorum. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

12. Removal. Any Director may be removed with or without cause at any time by the Sole Member.

ARTICLE IV

OFFICERS

1. Officers. The Corporation shall have the following Officers: a President, a Vice President, a Secretary, and a Treasurer. All offices have a term of one year and expire upon the election of a successor. Any two offices, except those of President and Vice President, may be held by the same person.

2. Election of Officers. After each annual meeting of the Sole Member and the election of Directors, the newly elected Directors shall elect Officers.

3. Removal. Any Officer may be removed with or without cause at any time by the Board of Directors.

4. Vacancies. If any office of the Corporation becomes vacant by death, resignation, removal, or any other cause, the Board of Directors may select a person to fill the vacancy.

5. President. The President shall be the chief executive officer of the Corporation and, subject to the supervision of the Board of Directors, shall have general direction over the affairs and property of the Corporation. The duties of the President include signing and executing, in the name of the Corporation, all checks, contracts, and other official documents. In addition, the President shall perform such other duties as the Board of Directors from time to time may direct.

6. Vice President. The Vice President shall have the powers and perform the duties of the President in his absence or during his inability to act. In addition, the Vice President shall perform such other duties as the President or Board of Directors from time to time may direct.

7. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors, shall ensure that all necessary notices are issued, shall maintain the minute books and other related books and papers, and shall execute such documents as may require his signature. In addition, the Secretary shall perform such other duties as the President or Board of Directors from time to time may direct.

8. Treasurer. The Treasurer shall ensure that all necessary financial records are properly maintained, shall ensure that all necessary financial reports are timely filed, and shall ensure that all the funds of the Corporation are collected and disbursed according to the directions of the Board of Directors and applicable state and federal laws and regulations. In addition, the Treasurer shall perform such other duties as the President or Board of Directors from time to time may direct.

9. Compensation. The Board of Directors shall have power to fix the compensation of all officers of the Corporation.

ARTICLE V

COMMITTEES

1. Committees. The Board of Directors may appoint from their number any number of committees, which shall in each case have such powers and duties as the Board from time to time prescribes.

2. Record of Proceedings. Each Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors when requested by the Board to do so.

ARTICLE VI

FINANCE

1. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors and evidenced by a resolution filed with the corporate records.

2. Bank Deposits and Check Writing. All funds received by the Corporation must be deposited in a timely manner by an Officer in banks or depositories approved by the Board of Directors. All checks drawn on accounts of the Corporation must be signed by the President or, in his absence or during his inability to act, another Officer.

3. Investments. The Corporation has the right to retain all or part of any securities or property acquired by it in

whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation that would not be permitted by an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

4. Earnings Prohibition. No Director or Officer of the Corporation, other private individual, or organization organized and operated for a profit, shall receive at any time any of the net earnings, gains or assets of the Corporation; further, no such person or organization shall be entitled to share in the distribution of any of the Corporation's assets upon the dissolution of the Corporation; provided, however, that the foregoing prohibitions shall not prevent the payment to any such person or organization of reasonable compensation as shall be fixed by the Board of Directors for services rendered to or for the Corporation in effecting any of its purposes.

5. Exempt Activities. Notwithstanding any other provision of these Bylaws, no Director, Officer, agent, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation that is not permitted to be taken or carried on by an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described Section 501(c)(3) of the Code, or by an organization to which contributions are deductible under Sections 170(a)(1) and 170(b)(1)(B) of the Code as an organization described in Section 170(c)(2) of the Code.

ARTICLE VII

MISCELLANEOUS

The Board of Directors may provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary.

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify all persons permitted to be indemnified by the Maryland general Corporation Law but shall not be required to purchase or maintain insurance on behalf of such persons.

ARTICLE IX

AMENDMENTS

1. By Directors. Upon the vote of a majority of all of the Directors then serving, the Board of Directors may recommend to the Sole Member that the Sole Member amend or repeal these Bylaws.

2. By Sole Member. These Bylaws may be amended or repealed by the Sole Member at any time.

END OF BYLAWS