

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

2009

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 2009, or tax year beginning _____, **2009, and ending** _____

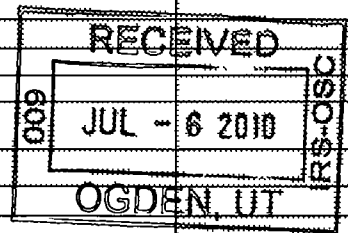
G Check all that apply: Initial return Initial Return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions	BONENBERGER-STAINSBY CHARITABLE FOUNDATION 510 W PROSPECT AVE NORTH WALES, PA 19454-2632	A Employer identification number 56-2360527 B Telephone number (see the instructions) C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input 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		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 290,479.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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 the instructions))				
1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	2,616.	2,616.		
4 Dividends and interest from securities	7,090.	7,090.		
5a Gross rents				
b Net rental income or (loss)		STATEMENT 1		
6a Net gain/(loss) from sale of assets not on line 10	-108,282.			
b Gross sales price for all assets on line 6a	235,957.			
7 Capital gain net income (from Part IV, line 2)				
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	-98,576.	9,706.	0.	
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 2	1,178.	589.		589.
c Other prof fees (attach sch) SEE ST 3	4,011.	4,011.		
17 Interest				
18 Taxes (attach schedule)(see instr) SEE STM 4	492.	492.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 5	320.	320.		
24 Total operating and administrative expenses. Add lines 13 through 23	6,001.	5,412.		589.
25 Contributions, gifts, grants paid PART XV	139,450.			139,450.
26 Total expenses and disbursements. Add lines 24 and 25	145,451.	5,412.	0.	140,039.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-244,027.			
b Net investment income (if negative, enter -0-)		4,294.		
c Adjusted net income (if negative, enter -0-)			0.	

SCANNED JUL 08 2010

ADMINISTRATIVE AND OPERATING EXPENSES



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
A S S E T S	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	52,312.	8,898.	8,898.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch) ▶ 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 (attach schedule)			
	b Investments – corporate stock (attach schedule)	346,611.	226,993.	236,094.
	c Investments – corporate bonds (attach schedule)	88,262.	31,165.	31,750.
	11 Investments – land, buildings, and equipment: basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)	35,600.	12,000.	13,737.
	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 instructions. Also, see page 1, item l)	522,785.	279,056.	290,479.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
N E T A S S E T S O R F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	522,785.	279,056.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see the instructions)	522,785.	279,056.		
31 Total liabilities and net assets/fund balances (see the instructions)	522,785.	279,056.		

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	522,785.
2 Enter amount from Part I, line 27a	2	-244,027.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	298.
4 Add lines 1, 2, and 3	4	279,056.
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	279,056.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a 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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
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	
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 the 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)

N/A

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 (column (b) divided by column (c))
2008			
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see the instructions)

1 a	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 instr.)		
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	86.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	86.
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	86.
6	Credits/Payments:		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6 a	411.
b	Exempt foreign organizations – tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	411.
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	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	325.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

BAA

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ JANET LYNN BONENBERGER Telephone no. ▶ Located at ▶ 510 W PROSPECT AVE NORTH WALES PA ZIP + 4 ▶ 19454-2632			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		N/A	<input type="checkbox"/> N/A

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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
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 the instructions.)	2b	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 2009 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 2009.)	3b	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 2009?	4b	X

BAA

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)? (see instructions) 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)? Yes No

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? Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) N/A

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? Yes No

	5b	N/A
	6b	X
	7b	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 (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
JANET LYNN BONENBERGER 510 W PROSPECT AVE NORTH WALES, PA 19454-2632	PRESIDENT 0	0.	0.	0.
WILLIAM J BONENBERGER 510 W PROSPECT AVE NORTH WALES, PA 19454	VICE PRESIDE 0	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				

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		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 (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		0.

BAA

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	347,306.
b Average of monthly cash balances	1b	5,100.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	352,406.
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	352,406.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	5,286.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	347,120.
6 Minimum investment return. Enter 5% of line 5	6	17,356.

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	17,356.
2a Tax on investment income for 2009 from Part VI, line 5	2a	86.
b Income tax for 2009. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	86.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	17,270.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	17,270.
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	17,270.

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	140,039.
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	140,039.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	140,039.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				17,270.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	93,481.			
b From 2005	194,210.			
c From 2006	207,670.			
d From 2007	129,954.			
e From 2008	124,886.			
f Total of lines 3a through e	750,201.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 140,039.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2009 distributable amount				17,270.
e Remaining amount distributed out of corpus	122,769.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	872,970.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	93,481.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	779,489.			
10 Analysis of line 9:				
a Excess from 2005	194,210.			
b Excess from 2006	207,670.			
c Excess from 2007	129,954.			
d Excess from 2008	124,886.			
e Excess from 2009	122,769.			

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 2009, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	
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 organization 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))
SEE STATEMENT 7

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

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

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

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

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
a Paid during the year SEE STATEMENT 8				
Total				▶ 3a 139,450.
b Approved for future payment				
Total				▶ 3b

Part XVI-A Analysis of Income-Producing Activities

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Fees and contracts from government agencies, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, Subtotal, and Total.

(See worksheet in the instructions for line 13 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See the instructions)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
a		
(1) Cash		X
(2) Other assets		X
b		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
c		
Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

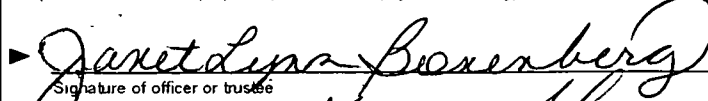

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

SIGN HERE	 Signature of officer or trustee		6-25-10 Date	PRESIDENT Title
	 Preparer's signature WILLIAM F. COYNE		5/24/10 Date	Check if self-employed <input type="checkbox"/>
	SPEAR COYNE & COMPANY LTD Firm's name (or yours if self-employed), address, and ZIP code 350 S. MAIN STREET STE 202 DOYLESTOWN, PA 18901		Preparer's Identifying number (See Signature in the instrs) P00848262	
			EIN ▶ 20-4082475	Phone no ▶ (215) 345-5349

Account Number: 890-04002

December 01, 2009 - December 31, 2009

MERRILL LYNCH CONSULTS SERVICE

YOUR INVESTMENT MANAGER - BLACKROCK CDP MLT DOMEQ VI MAA

We encourage you to contact your Financial Advisor whenever there are changes in your particular situation or objectives. These changes can then be discussed directly with your Investment Manager. We also encourage you to discuss your portfolio at least annually with your Investment Manager. Your Financial Advisor would be pleased to arrange such discussions.

YOUR EMA BANK DEPOSIT INTEREST SUMMARY

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield%	Interest on Deposits	Closing Balance
FIA Card Services, N.A.	2,088	2,507	.40	0.84	2,750
TOTAL ML Bank Deposit Program	2,088			0.84	2,750

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est Annual Yield%
CASH	25.39	25.39		25.39		
ML BANK DEPOSIT PROGRAM	2,750.00	2,750.00	1.0000	2,750.00	11	.40
TOTAL		2,775.39		2,775.39	11	.40

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Estimated Current Yield%
A N S Y INC COM	ANSS	07/14/08	11	43.0000	473.00	43.4600	478.06	5.06		
AES CORP	AES	09/14/09	100	14.7509	1,475.09	13.3100	1,331.00	(144.09)		
		11/02/09	44	13.2609	583.48	13.3100	585.64	2.16		
		11/03/09	17	13.2729	225.64	13.3100	226.27	.63		
Subtotal			167		2,284.21		2,142.91	(141.30)		
AETNA INC NEW	AET	05/04/09	9	22.8355	205.52	31.7000	285.30	79.78		1 .12
		09/28/09	37	29.2286	1,081.46	31.7000	1,172.90	91.44		2 .12
Subtotal			46		1,286.98		1,458.20	171.22		3 12

SCHEDULE INV 4002

+

018

ACCOUNT NUMBER 890-04002

9132

297 of 336

BLACKROCK CDP

Account Number: 890-04002

YOUR EMA ASSETS

December 01, 2009 - December 31, 2009

EQUITIES (continued)	Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
	AFFILIATED COMP SVCS A	ACS	01/10/08	6	41.6016	249.61	59.6900	358.14	108.53		
			04/22/08	4	50.6800	202.72	59.6900	238.76	36.04		
			06/02/09	1	45.3400	45.34	59.6900	59.69	14.35		
	<i>Subtotal</i>			11		497.67		656.59	158.92		
	AKAMAI TECHNOLOGIES INC	AKAM	01/10/08	10	28.5910	285.91	25.3400	253.40	(32.51)		
			04/22/08	6	32.8700	197.22	25.3400	152.04	(45.18)		
			06/11/08	7	35.7700	250.39	25.3400	177.38	(73.01)		
			06/02/09	2	22.0450	44.09	25.3400	50.68	6.59		
	<i>Subtotal</i>			25		777.61		633.50	(144.11)		
	AMERICAN TOWER CORP CL A	AMT	01/10/08	12	39.0108	468.13	43.2100	518.52	50.39		
			04/22/08	6	41.3000	247.80	43.2100	259.26	11.46		
	<i>Subtotal</i>			18		715.93		777.78	61.85		
	AMERISOURCEBERGEN CORP	ABC	01/10/08	44	23.2752	1,024.11	26.0700	1,147.08	122.97		15 1.22
			04/22/08	22	20.5200	451.44	26.0700	573.54	122.10		8 1.22
			02/23/09	31	16.8538	522.47	26.0700	808.17	285.70		10 1.22
			06/02/09	1	37.4200	37.42	26.0700	26.07	(11.35)		1 1.22
	<i>Subtotal</i>			98		2,035.44		2,554.86	519.42		34 1.22
	AMGEN INC COM PV \$0.0001	AMGN	12/29/08	15	56.5900	848.85	56.5700	848.55	(0.30)		
			01/20/09	4	56.9200	227.68	56.5700	226.28	(1.40)		
			01/21/09	4	54.9425	219.77	56.5700	226.28	6.51		
			01/26/09	17	54.2617	922.45	56.5700	961.69	39.24		
			06/02/09	3	51.0600	153.18	56.5700	169.71	16.53		
	<i>Subtotal</i>			43		2,371.93		2,432.51	60.58		
	APPLE INC	AAPL	02/02/09	5	90.8820	454.41	210.7320	1,053.66	599.25		
			02/03/09	2	90.6900	181.38	210.7320	421.46	240.08		
	<i>Subtotal</i>			7		635.79		1,475.12	839.33		
	ARCHER DANIELS MIDLD	ADM	02/10/09	10	28.6070	286.07	31.3100	313.10	27.03		6 1.78
			02/11/09	10	27.9500	279.50	31.3100	313.10	33.60		6 1.78
			03/16/09	21	28.4542	597.54	31.3100	657.51	59.97		12 1.78
			06/02/09	1	28.6000	28.60	31.3100	31.31	2.71		1 1.78
	<i>Subtotal</i>			42		1,191.71		1,315.02	123.31		25 1.78

+

BLACKROCK CDP

Account Number: 890-04002

YOUR EMA ASSETS

December 01, 2009 - December 31, 2009

EQUITIES (continued)	Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
	ASTORIA FINANCIAL CORP	AF	01/10/08	10	21.9910	219.91	12.4300	124.30	(95.61)	6	4.18
			04/22/08	5	23.1300	115.65	12.4300	62.15	(53.50)	3	4.18
			10/14/08	5	19.2200	96.10	12.4300	62.15	(33.95)	3	4.18
	Subtotal			20	431.66		248.60		(183.06)	12	4.18
	AT&T INC	T	01/10/08	27	38.8503	1,048.96	28.0300	756.81	(292.15)	46	5.99
			04/22/08	14	37.9000	530.60	28.0300	392.42	(138.18)	24	5.99
			06/02/09	1	24.7700	24.77	28.0300	28.03	3.26	2	5.99
	Subtotal			42	1,604.33		1,177.26		(427.07)	72	5.99
	AUTODESK INC DEL PV\$0.01	ADSK	12/29/08	22	18.3309	403.28	25.4100	559.02	155.74	5	.87
	BARD C R INC	BCR	04/22/08	6	94.9916	569.95	77.9000	467.40	(102.55)	1	.87
			06/02/09	1	74.2500	74.25	77.9000	77.90	3.65	1	.87
	Subtotal			7	644.20		545.30		(98.90)	6	.87
	BECKMAN COULTER INC COM	BEC	01/10/08	3	73.3233	219.97	65.4400	196.32	(23.65)	3	1.10
			04/22/08	2	63.1000	126.20	65.4400	130.88	4.68	2	1.10
			12/22/08	4	42.7100	170.84	65.4400	261.76	90.92	3	1.10
	Subtotal			9	517.01		588.96		71.95	8	1.10
	BIO RAD LABS CL A	BIO	12/19/08	6	68.6816	412.09	96.4600	578.76	166.67		
	BMC SOFTWARE INC	BMC	04/22/08	13	33.5800	436.54	40.1000	521.30	84.76		
			06/02/09	2	35.4350	70.87	40.1000	80.20	9.33		
			08/31/09	16	35.3275	565.24	40.1000	641.60	76.36		
	Subtotal			31	1,072.65		1,243.10		170.45		
	BORG WARNER INC COM	BWA	01/10/08	9	44.3711	399.34	33.2200	298.98	(100.36)		
			04/22/08	4	47.1200	188.48	33.2200	132.88	(55.60)		
			10/14/08	3	25.9200	77.76	33.2200	99.66	21.90		
	Subtotal			16	665.58		531.52		(134.06)		
	BOSTON PPTYS INC REIT	BXP	01/10/08	6	85.2716	511.63	67.0700	402.42	(109.21)	12	2.98
			04/22/08	3	99.2200	297.66	67.0700	201.21	(96.45)	6	2.98
	Subtotal			9	809.29		603.63		(205.66)	18	2.98

+

BLACKROCK CDP

Account Number: 890-04002

YOUR EMA ASSETS

December 01, 2009 - December 31, 2009

EQUITIES (continued)	Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
	BUCYRUS INTL INC NEW	BUCY	04/28/08	1	65.5000	65.50	56.3700	56.37	(9.13)	1	.17
			06/11/08	2	73.9600	147.92	56.3700	112.74	(35.18)	1	.17
			10/14/08	3	35.7400	107.22	56.3700	169.11	61.89	1	.17
			03/16/09	13	13.6446	177.38	56.3700	732.81	555.43	2	.17
	Subtotal			19	498.02	498.02		1,071.03	573.01	5	17
	CA INC	CA	01/10/08	18	22.6705	408.07	22.4600	404.28	(3.79)	3	.71
			04/22/08	35	22.2600	779.10	22.4600	786.10	7.00	6	.71
			06/02/09	6	18.0300	108.18	22.4600	134.76	26.58	1	.71
			08/31/09	42	22.3240	937.61	22.4600	943.32	5.71	7	.71
	Subtotal			101	2,232.96	2,232.96		2,268.46	35.50	17	71
	CEPHALON INC COM	CEPH	11/11/08	4	71.7125	286.85	62.4200	249.68	(37.17)	2	1.15
	CHESAPEAKE ENERGY OKLA	CHK	01/10/08	4	39.0525	156.21	25.8800	103.52	(52.69)	2	1.15
			03/31/08	6	46.3400	278.04	25.8800	155.28	(122.76)	2	1.15
			04/22/08	7	53.9200	377.44	25.8800	181.16	(196.28)	3	1.15
			06/02/09	1	23.9900	23.99	25.8800	25.88	1.89	1	1.15
	Subtotal			18	835.68	835.68		465.84	(369.84)	8	1.15
	CHEVRON CORP	CVX	01/10/08	20	90.7260	1,814.52	76.9900	1,539.80	(274.72)	55	3.53
			04/22/08	19	93.9400	1,784.86	76.9900	1,462.81	(322.05)	52	3.53
	Subtotal			39	3,599.38	3,599.38		3,002.61	(596.77)	107	3.53
	CHUBB CORP	CB	04/22/08	7	51.0000	357.00	49.1800	344.26	(12.74)	10	2.84
			04/27/09	10	40.6300	406.30	49.1800	491.80	85.50	14	2.84
			04/28/09	6	40.3983	242.39	49.1800	295.08	52.69	9	2.84
			06/02/09	2	41.0650	82.13	49.1800	98.36	16.23	3	2.84
	Subtotal			25	1,087.82	1,087.82		1,229.50	141.68	36	2.84
	CISCO SYSTEMS INC COM	CSCO	01/10/08	39	26.1902	1,021.42	23.9400	933.56	(87.76)		
			04/22/08	21	24.6900	518.49	23.9400	502.74	(15.75)		
	Subtotal			60	1,539.91	1,539.91		1,436.40	(103.51)		
	CMS ENERGY CORP	CMS	06/01/09	63	11.8195	744.63	15.6600	986.58	241.95	32	3.19
			06/02/09	27	11.8811	320.79	15.6600	422.82	102.03	14	3.19
			06/08/09	65	11.7086	761.06	15.6600	1,017.90	256.84	33	3.19
	Subtotal			155	1,826.48	1,826.48		2,427.30	600.82	79	3.19

+

BLACKROCK CDP

Account Number: 890-04002

YOUR EMA ASSETS

December 01, 2009 - December 31, 2009

EQUITIES (continued)	Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
	COCA COLA COM	KO	11/24/08	16	44.8743	717.99	57.0000	912.00	194.01	27	2.87
			06/02/09	3	49.6900	149.07	57.0000	171.00	21.93	5	2.87
	<i>Subtotal</i>			19		867.06		1,083.00	215.94	32	2.87
	COMPUTER SCIENCE CRP	CSC	01/10/08	24	40.9604	983.05	57.5300	1,380.72	397.67		
			04/22/08	19	42.4600	806.74	57.5300	1,093.07	286.33		
	<i>Subtotal</i>			43		1,789.79		2,473.79	684.00		
	CONOCOPHILLIPS	COP	06/02/08	3	92.6066	277.82	51.0700	153.21	(124.61)	6	3.91
			06/03/08	5	92.5060	462.53	51.0700	255.35	(207.18)	10	3.91
			06/04/08	4	90.5075	362.03	51.0700	204.28	(157.75)	8	3.91
			06/05/08	4	91.9175	367.67	51.0700	204.28	(163.39)	8	3.91
			06/06/08	3	93.7733	281.32	51.0700	153.21	(128.11)	6	3.91
			06/16/08	4	95.0850	380.34	51.0700	204.28	(176.06)	8	3.91
			06/17/08	7	95.6571	669.60	51.0700	357.49	(312.11)	14	3.91
			09/15/08	10	70.7360	707.36	51.0700	510.70	(196.66)	20	3.91
	<i>Subtotal</i>			40		3,508.67		2,042.80	(1,465.87)	80	3.91
	COVANCE INC	CVD	01/10/08	6	95.6216	573.73	54.5700	327.42	(246.31)		
			04/22/08	4	82.0100	328.04	54.5700	218.28	(109.76)		
	<i>Subtotal</i>			10		901.77		545.70	(356.07)		
	CSX CORP	CSX	01/10/08	10	43.2510	432.51	48.4900	484.90	52.39	9	1.81
			04/22/08	9	60.9100	548.19	48.4900	436.41	(111.78)	8	1.81
	<i>Subtotal</i>			19		980.70		921.31	(59.39)	17	1.81
	D R HORTON INC	DHI	01/10/08	7	10.9414	76.59	10.8700	76.09	(0.50)	2	1.37
			04/22/08	6	16.3400	98.04	10.8700	65.22	(32.82)	1	1.37
			06/02/09	2	9.6500	19.30	10.8700	21.74	2.44	1	1.37
			09/09/09	15	12.9880	194.82	10.8700	163.05	(31.77)	3	1.37
	<i>Subtotal</i>			30		388.75		326.10	(62.65)	7	1.37
	DARDEN RESTAURANTS INC	DRI	06/22/09	16	34.5106	552.17	35.0700	561.12	8.95	16	2.85

+

Account Number: 890-04002

BLACKROCK CDP

YOUR EMA ASSETS

December 01, 2009 - December 31, 2009

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit		Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss) Annual	Estimated Current Annual Income	Current Yield%
				Cost Basis	Market Price						
EASTMAN CHEMICAL CO COM	EMN	01/10/08	4	62.1600	60.2400	248.64	240.96	(7.68)	8	2.92	
		04/22/08	3	70.6200	60.2400	211.86	180.72	(31.14)	6	2.92	
		11/09/09	7	58.7314	60.2400	411.12	421.68	10.56	13	2.92	
		11/10/09	6	58.2366	60.2400	349.42	361.44	12.02	11	2.92	
		11/10/09	7	58.2371	60.2400	407.66	421.68	14.02	13	2.92	
		11/11/09	14	58.9000	60.2400	824.60	843.36	18.76	25	2.92	
		11/12/09	5	58.9740	60.2400	294.87	301.20	6.33	9	2.92	
<i>Subtotal</i>			46	2,748.17		2,748.17	2,771.04	22.87	85	2.92	
EATON VANCE CORP NVT	EV	01/10/08	12	38.3208	30.4100	459.85	364.92	(94.93)	8	2.10	
		04/22/08	5	33.9000	30.4100	169.50	152.05	(17.45)	4	2.10	
		10/14/08	5	25.2580	30.4100	126.29	152.05	25.76	4	2.10	
<i>Subtotal</i>			22	755.64		755.64	669.02	(86.62)	16	2.10	
ENSCO INTL LTD SPNSR ADR	ESV	08/18/08	7	65.2971	39.9400	457.08	279.58	(177.50)			
		12/23/09	21	42.1752	39.9400	885.68	838.74	(46.94)			
		12/23/09	2	42.1750	39.9400	84.35	79.88	(4.47)			
		12/23/09	8	42.1750	39.9400	337.40	319.52	(17.88)			
		12/23/09	10	42.1750	39.9400	421.75	399.40	(22.35)			
<i>Subtotal</i>			48	2,186.26		2,186.26	1,917.12	(269.14)			
EXPRESS SCRIPTS INC COM	ESRX	04/22/08	8	69.1712	86.4200	553.37	691.36	137.99			
		06/02/09	3	64.2300	86.4200	192.69	259.26	66.57			
<i>Subtotal</i>			11	746.06		746.06	950.62	204.56			
EXXON MOBIL CORP COM	XOM	01/10/08	14	90.8607	68.1900	1,272.05	954.66	(317.39)	24	2.46	
		04/22/08	29	94.7600	68.1900	2,748.04	1,977.51	(770.53)	49	2.46	
		06/02/09	1	72.7400	68.1900	72.74	68.19	(4.55)	2	2.46	
<i>Subtotal</i>			44	4,092.83		4,092.83	3,000.36	(1,092.47)	75	2.46	
FLOWSERVE CORP	FLS	09/08/09	3	91.0066	94.5300	273.02	283.59	10.57	4	1.14	
		09/09/09	3	92.0466	94.5300	276.14	283.59	7.45	4	1.14	
		09/10/09	4	94.2375	94.5300	376.95	378.12	1.17	5	1.14	
		09/11/09	4	96.0300	94.5300	384.12	378.12	(6.00)	5	1.14	
<i>Subtotal</i>			14	1,310.23		1,310.23	1,323.42	13.19	18	1.14	

+

Account Number: 890-04002

YOUR EMA ASSETS

December 01, 2009 - December 31, 2009

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Current Yield%
FMC TECHS INC	COM	FTI 11/09/09	28	58.4860	1,637.61	57.8400	1,619.52	(18.09)		
		11/10/09	11	58.5409	643.95	57.8400	636.24	(7.71)		
<i>Subtotal</i>			39		2,281.56		2,255.76	(25.80)		
FOREST LABS INC		FRX 05/04/09	42	22.4528	943.02	32.1100	1,348.62	405.60		
		06/02/09	1	24.5300	24.53	32.1100	32.11	7.58		
<i>Subtotal</i>			43		967.55		1,380.73	413.18		
GAP INC DELAWARE		GPS 04/07/08	3	19.2866	57.86	20.9500	62.85	4.99		2 1.62
		04/14/08	13	18.4623	240.01	20.9500	272.35	32.34		5 1.62
		04/15/08	6	18.7266	112.36	20.9500	125.70	13.34		3 1.62
		04/16/08	2	18.8250	37.65	20.9500	41.90	4.25		1 1.62
		04/17/08	6	18.9666	113.80	20.9500	125.70	11.90		3 1.62
		04/22/08	42	17.9800	755.16	20.9500	879.90	124.74		15 1.62
		06/02/09	7	18.2300	127.61	20.9500	146.65	19.04		3 1.62
		11/16/09	16	22.4581	359.33	20.9500	335.20	(24.13)		6 1.62
		11/17/09	9	22.1244	199.12	20.9500	188.55	(10.57)		4 1.62
<i>Subtotal</i>			104		2,002.90		2,178.80	175.90		42 1.62
GATX CORPORATION		GMT 01/10/08	10	32.6010	326.01	28.7500	287.50	(38.51)		12 3.89
		04/22/08	4	39.3500	157.40	28.7500	115.00	(42.40)		5 3.89
<i>Subtotal</i>			14		483.41		402.50	(80.91)		17 3.89
GENERAL ELECTRIC		GE 01/10/08	42	35.9519	1,509.98	15.1300	635.46	(874.52)		17 2.64
		04/22/08	23	32.3700	744.51	15.1300	347.99	(396.52)		10 2.64
<i>Subtotal</i>			65		2,254.49		983.45	(1,271.04)		27 2.64
GLOBAL PMTS INC GEORGIA		GPN 01/30/09	11	34.9609	384.57	53.8600	592.46	207.89		1 1.14
GOOGLE INC CL A		GOOG 02/09/09	3	377.6966	1,133.09	619.9800	1,859.94	726.85		5 1.85
HARRIS CORP DEL		HRS 01/10/08	5	50.6120	253.06	47.5500	237.75	(15.31)		2 1.85
		03/18/08	2	47.3950	94.79	47.5500	95.10	.31		5 1.85
		04/22/08	5	51.7300	258.65	47.5500	237.75	(20.90)		3 1.85
		10/14/08	3	38.7266	116.18	47.5500	142.65	26.47		3 1.85
<i>Subtotal</i>			15		722.68		713.25	(9.43)		15 1.85

+

BLACKROCK CDP

Account Number: 890-04002

YOUR EMA ASSETS

December 01, 2009 - December 31, 2009

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit		Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
				Cost Basis	Adjusted/Total Cost Basis					
WELLS FARGO & CO NEW DEL	WFC	05/18/09	35	26.2071	917.25	26.9900	944.65	27.40	7	.74
		06/02/09	1	24.4300	24.43	26.9900	26.99	2.56	1	.74
<i>Subtotal</i>			36		941.68		971.64	29.96	8	.74
WHITING PETROLEUM CORP	WLL	01/10/08	7	58.3314	408.32	71.4500	500.15	91.83		
		04/22/08	4	78.8700	315.48	71.4500	285.80	(29.68)		
<i>Subtotal</i>			11		723.80		785.95	62.15		
XILINX INC	XLNX	08/12/08	18	27.4727	494.51	25.0600	451.08	(43.43)	12	2.55
		10/27/08	5	17.8400	89.20	25.0600	125.30	36.10	4	2.55
<i>Subtotal</i>			23		583.71		576.38	(7.33)	16	2.55
XTO ENERGY INC	XTO	01/10/08	12	54.9308	659.17	46.5300	558.36	(100.81)	6	1.07
		04/22/08	6	69.4000	416.40	46.5300	279.18	(137.22)	3	1.07
<i>Subtotal</i>			18		1,075.57		837.54	(238.03)	9	1.07
YUM BRANDS INC	YUM	01/10/08	9	38.3011	344.71	34.9700	314.73	(29.98)	8	2.40
		04/22/08	3	38.4400	115.32	34.9700	104.91	(10.41)	3	2.40
<i>Subtotal</i>			12		460.03		419.64	(40.39)	11	2.40
TOTAL					143,874.51		145,757.32	1,882.81	2,483	1.70
LONG PORTFOLIO										
TOTAL					146,649.90		148,532.71	1,882.81	2,494	1.68

+

Fiscal Statement

BONENBERGER STAINSBY

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/09	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Cash and Money Funds							
	CASH		1.51				
3,494	ML BANK DEPOSIT PROGRAM	10/08/09	3,494.00	3,494.00			8.74
	Total Cash and Money Funds		3,495.51	3,495.51			8.74
Corporate Bonds							
25,000	GNMA CMO 2003 7 PE 05 500%NOV16 31 AMORTIZED VALUE 20,975	01/18/07	21,165.07	22,000.42	835.35	96.25	1,154.00
10,000	PROTECTIVE LIFE SEC2 TR SER NOTZ VAR% DEC 10 2011	11/30/04	10,000.00	9,750.00	(250.00)		
	Total Corporate Bonds		31,165.07	31,750.42	585.35	96.25	1,154.00

PLEASE SEE REVERSE SIDE
 Page 5 of 19
 Statement Period Year Ending 12/31/09
 Account No. 890-04000

x 99999999

SCHEDULE I INV 4000

Fiscal Statement

BONENBERGER STAINSBY

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/09	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
2,710	VAN KAMPEN 882 EAFE SELECT 20 PORT 2009-3 MONTHLY CASH .8463 Fractional Share	07/01/09	29,238.30	33,089.10	3,850.80	1,347.00
349	VAN KAMPEN 860 EAFE SEL 20 PORT 2009 2 MTLY CASH	04/01/09	3,455.10	5,266.41	1,811.31	218.00
544	COHEN & STEERS INTERNATI ONAL REALTY FD CL C .6620 Fractional Share	12/20/06	9,987.83	5,668.48	(4,319.35)	441.00
2,747	FT 1017 WTR UTILITY INFRASTRUCTR PORT SER SEMI REINVEST .4287 Fractional Share	08/17/05	26,944.46	27,003.01	58.55	456.00
2,056	VAN KAMPEN 800 EAFE SELECT 20 PORT 2008 4 MONTHLY CASH .3893 Fractional Share	10/30/08	13,492.54	19,285.28	5,792.74	718.00
	Total Mutual Funds/Closed End Funds/UIT		83,118.23	90,337.36	7,194.05	3,184.00
Other						
11	GLOBAL MACRO TRUST LP	02/01/07	11,638.44	13,322.54	1,684.10	
342	1MTH GLOBAL MACRO TRUST	02/21/07	361.56	414.19	52.63	
	Total Other		12,000.00	13,736.73	1,736.73	0.00

PLEASE SEE REVERSE SIDE
 Page 6 of 19
 Statement Period Year Ending 12/31/09
 Account No. 890-04000

STATEMENT 1
FORM 990-PF, PART I, LINE 6A
NET GAIN (LOSS) FROM NONINVENTORY SALES PER BOOKS
ASSETS NOT INCLUDED IN PART IV

DESCRIPTION:	SUMMARY ML 4002		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	VARIOUS		
TO WHOM SOLD:			
GROSS SALES PRICE:		15,530.	
COST OR OTHER BASIS:		12,330.	
BASIS METHOD:	COST		
			GAIN (LOSS) 3,200.
DESCRIPTION:	SUMMARY ML 4002		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	VARIOUS		
TO WHOM SOLD:			
GROSS SALES PRICE:		24,351.	
COST OR OTHER BASIS:		34,759.	
BASIS METHOD:	COST		
			GAIN (LOSS) -10,408.
DESCRIPTION:	SUMMARY ML 4002		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	VARIOUS		
TO WHOM SOLD:			
GROSS SALES PRICE:		7,808.	
COST OR OTHER BASIS:		6,481.	
BASIS METHOD:	COST		
			GAIN (LOSS) 1,327.
DESCRIPTION:	SUMMARY ML 4002		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	VARIOUS		
TO WHOM SOLD:			
GROSS SALES PRICE:		33,464.	
COST OR OTHER BASIS:		48,960.	
BASIS METHOD:	COST		
			GAIN (LOSS) -15,496.
DESCRIPTION:	SUMMARY ML 4002		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	VARIOUS		
TO WHOM SOLD:			
GROSS SALES PRICE:		5.	
COST OR OTHER BASIS:		0.	
BASIS METHOD:	COST		
			GAIN (LOSS) 5.

STATEMENT 1 (CONTINUED)
FORM 990-PF, PART I, LINE 6A
NET GAIN (LOSS) FROM NONINVENTORY SALES PER BOOKS
ASSETS NOT INCLUDED IN PART IV

DESCRIPTION:	SUMMARY ML 4000		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	VARIOUS		
TO WHOM SOLD:			
GROSS SALES PRICE:		15,616.	
COST OR OTHER BASIS:		14,509.	
BASIS METHOD:	COST		
			GAIN (LOSS) 1,107.

DESCRIPTION:	SUMMARY ML 4000		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	VARIOUS		
TO WHOM SOLD:			
GROSS SALES PRICE:		3,311.	
COST OR OTHER BASIS:		4,141.	
BASIS METHOD:	COST		
			GAIN (LOSS) -830.

DESCRIPTION:	SUMMARY ML 4000		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	VARIOUS		
TO WHOM SOLD:			
GROSS SALES PRICE:		696.	
COST OR OTHER BASIS:		637.	
BASIS METHOD:	COST		
			GAIN (LOSS) 59.

DESCRIPTION:	SUMMARY ML 4000		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	VARIOUS		
TO WHOM SOLD:			
GROSS SALES PRICE:		63,343.	
COST OR OTHER BASIS:		96,709.	
BASIS METHOD:	COST		
			GAIN (LOSS) -33,366.

DESCRIPTION:	SUMMARY ML 4000		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	VARIOUS		
TO WHOM SOLD:			
GROSS SALES PRICE:		26,361.	
COST OR OTHER BASIS:		25,000.	
BASIS METHOD:	COST		
			GAIN (LOSS) 1,361.

STATEMENT 1 (CONTINUED)
FORM 990-PF, PART I, LINE 6A
NET GAIN (LOSS) FROM NONINVENTORY SALES PER BOOKS
ASSETS NOT INCLUDED IN PART IV

DESCRIPTION:	SUMMARY ML 4000			
DATE ACQUIRED:	VARIOUS			
HOW ACQUIRED:	PURCHASE			
DATE SOLD:	VARIOUS			
TO WHOM SOLD:				
GROSS SALES PRICE:		45,464.		
COST OR OTHER BASIS:		100,713.		
BASIS METHOD:	COST			
			GAIN (LOSS)	-55,249.
DESCRIPTION:	SUMMARY ML 4000			
DATE ACQUIRED:	VARIOUS			
HOW ACQUIRED:	PURCHASE			
DATE SOLD:	VARIOUS			
TO WHOM SOLD:				
GROSS SALES PRICE:		8.		
COST OR OTHER BASIS:		0.		
BASIS METHOD:	COST			
			GAIN (LOSS)	8.
			TOTAL	<u>\$ -108,282.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TOTAL	\$ 1,178.	\$ 589.	\$ 0.	\$ 589.
	<u>\$ 1,178.</u>	<u>\$ 589.</u>	<u>\$ 0.</u>	<u>\$ 589.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	\$ 4,011.	\$ 4,011.	\$ 0.	\$ 0.
TOTAL	<u>\$ 4,011.</u>	<u>\$ 4,011.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID				
TOTAL	\$ 492.	\$ 492.	\$ 0.	\$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES				
TOTAL	\$ 320.	\$ 320.	\$ 0.	\$ 0.

STATEMENT 6
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NON DIVIDEND DISTRIBUTIONS				
TOTAL			\$ 298.	\$ 298.

STATEMENT 7
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

JANET LYNN BONENBERGER
WILLIAM J BONENBERGER

STATEMENT 8
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE WILLIAMSON FREE SCHOOL 106 S. NEW MIDDLETOWN ROAD MEDIA, PA 19063	NONE	501C3	GENERAL OPERATING PURPOSES	\$ 121,700.

CLIENT BSCF

BONENBERGER-STAINSBY
CHARITABLE FOUNDATION

56-2360527

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
MERCY VOCATIONAL HIGH SCHOOL 2900 W HUNTING PARK AVENUE PHILADELPHIA, PA 19129	NONE	501C3	GENERAL OPERATING PURPOSES	\$ 13,200.
UPPER GWYNEDD FIRE CO. P.O. BOX 340 WEST POINT, PA 19486	NONE	501C3	GENERAL OPERATING PURPOSES	100.
EMBRACING MILITARY FAMILIES P.O. BOX 642 OLD FORGE, NY 13420	NONE	501C3	GENERAL OPERATING PURPOSES	100.
ST JOSEPHS PREPARATORY SCHOOL 1733 WEST GIRARD AVE PHILADELPHIA, PA 19130	NONE	501 C	GENERAL OPERATING PURPOSES	4,000.
CHELTEN BAPTIST CHURCH 1601 N. LIMEKILN PIKE DRESHER, PA 19025	NONE	501 C	GENERAL OPERATING PURPOSES	250.
TOWN OF WEBB HEALTH CENTER FUND 114 SOUTH SHORE ROAD OLD FORGE, NY 13420	NONE	501 C 3	GENERAL OPERATING PURPOSES	50.
THE ARTS GUILD OF OLD FORGE, INC. 3260 STATE ROUTE 28 OLD FORGE, NY 13420	NONE	501 C 3	GENERAL OPERATING PURPOSES	50.
TOTAL				\$ <u>139,450.</u>

2009

FEDERAL SUPPORTING DETAIL

PAGE 1

CLIENT BSCF

BONENBERGER-STAINSBY
CHARITABLE FOUNDATION

56-2360527

FMV OF ASSETS (990-PF)
CORPORATE STOCK [O]

SEE ATTACHED SCHEDULE INV 4002
SEE ATTACHED SCHEDULE INV 4000

	\$	145,757.
		90,337.
TOTAL	\$	<u>236,094.</u>

FMV OF ASSETS (990-PF)
CORPORATE BONDS [O]

SEE ATTACHED SCHEDULE INV 4000

	\$	31,750.
TOTAL	\$	<u>31,750.</u>

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization BONENBERGER-STAINSBY CHARITABLE FOUNDATION	Employer identification number 56-2360527
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P O box, see instructions 510 W PROSPECT AVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NORTH WALES, PA 19454-2632	

Check type of return to be filed (file a separate application for each return).

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

• The books are in the care of ▶ JANET LYNN BONENBERGER

Telephone No ▶ _____ 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 will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 10, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year 20 09 or
- ▶ tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If this tax year 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	3a	\$	86.
3b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	411.
3c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	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

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.