

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

**2008**

Department of the Treasury  
Internal Revenue Service (77)

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

For calendar year 2008, or tax year beginning 12/01, 2008, and ending 11/30, 2009

G Check all that apply:  Initial return  Final return  Amended return  Address change  Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	<b>VALENTINE FOUNDATION</b> 300 QUARRY LANE HAVERFORD, PA 19041-1723	A Employer identification number <b>23-6806061</b>
		B Telephone number (see the instructions) <b>610-642-4887</b>
		C If exemption application is pending, check here. <input type="checkbox"/> G
		D 1 Foreign organizations, check here. <input type="checkbox"/> G 2 Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/> G
		E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/> G
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/> G

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)  
**G\$ 2,922,114.**

J Accounting method:  Cash  Accrual  
 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)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)				
<b>REVENUE</b>				
1 Contributions, gifts, grants, etc., received (att sch.)	183,961.			
2 <input type="checkbox"/> G <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	29,186.	29,186.	29,186.	
4 Dividends and interest from securities	47,126.	47,126.	47,126.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-49,998.			
b Gross sales price for all assets on line 6a	116,083.			
7 Capital gain net income (from Part IV, line 2)		0.		
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)	357.	357.		
SEE STATEMENT 1				
12 Total. Add lines 1 through 11	210,632.	76,669.	76,312.	
<b>ADMINISTRATIVE EXPENSES</b>				
13 Compensation of officers, directors, trustees, etc.	35,690.			28,552.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch.)	4,250.			
c Other prof fees (attach sch.)	17,050.	16,500.		425.
17 Interest				
18 Taxes (attach schedule)	5,085.			2,304.
19 Depreciation (attach sch) and depletion	666.			
20 Occupancy	1,500.			
21 Travel, conferences, and meetings	2,967.			
22 Printing and publications	2,144.			
23 Other expenses (attach schedule)	13,903.			
SEE STATEMENT 5				
24 Total operating and administrative expenses. Add lines 13 through 23	83,255.	16,500.		31,281.
25 Contributions, gifts, grants paid PART XV	140,950.			140,950.
26 Total expenses and disbursements. Add lines 24 and 25	224,205.	16,500.	0.	172,231.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-13,573.			
b Net investment income (if negative, enter -0-)		60,169.		
c Adjusted net income (if negative, enter -0-)			76,312.	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		1,014,489.	1,038,052.	1,041,038.
	3	Accounts receivable <b>G</b>				
		Less: allowance for doubtful accounts <b>G</b>				
	4	Pledges receivable <b>G</b>				
		Less: allowance for doubtful accounts <b>G</b>				
	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) <b>G</b>				
		Less: allowance for doubtful accounts <b>G</b>				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations (attach schedule)		184,372.	118,235.	135,085.
	b	Investments - corporate stock (attach schedule)		964,164.	995,351.	1,745,279.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment: basis <b>G</b>				
	Less: accumulated depreciation (attach schedule) <b>G</b>					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment: basis <b>G</b> 15,559.					
	Less: accumulated depreciation (attach schedule) <b>SEE STMT. 6 G</b> 14,847.		1,378.	712.	712.	
15	Other assets (describe <b>G</b> )		1,377.			
16	Total assets (to be completed by all filers - see instructions. Also, see page 1, item I)		2,165,780.	2,152,350.	2,922,114.	
LIABILITIES	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 <b>G SEE STATEMENT 7</b> )			143.	
	23	Total liabilities (add lines 17 through 22)		0.	143.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here <b>G</b> <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		2,165,780.	2,152,207.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <b>G</b> <input type="checkbox"/> and complete lines 27 through 31.					
	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)		2,165,780.	2,152,207.		
31	Total liabilities and net assets/fund balances (see the instructions)		2,165,780.	2,152,350.		

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	2,165,780.
2	Enter amount from Part I, line 27a	2	-13,573.
3	Other increases not included in line 2 (itemize) <b>G</b>	3	
4	Add lines 1, 2, and 3	4	2,152,207.
5	Decreases not included in line 2 (itemize) <b>G</b>	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,152,207.

**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)
1a SEE STATEMENT 8			
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). <span style="float: right;">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	-49,998.
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. <span style="float: right;">]</span>	3	0.

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2007	236,973.	3,228,825.	0.073393
2006	185,910.	3,166,147.	0.058718
2005	172,000.	2,897,539.	0.059361
2004	210,000.	2,807,454.	0.074801
2003	215,712.	2,586,736.	0.083392
2 Total of line 1, column (d) . . . . .			0.349665
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 . . . . .			0.069933
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5. . . . .			2,656,703.
5 Multiply line 4 by line 3 . . . . .			185,791.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			602.
7 Add lines 5 and 6 . . . . .			186,393.
8 Enter qualifying distributions from Part XII, line 4. . . . .			172,231.

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 checked="" type="checkbox"/> G <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary - see instructions)	
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input checked="" type="checkbox"/> G <input type="checkbox"/> and enter 1% of Part I, line 27b	1 1, 203.
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 1, 203.
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 1, 203.
6 Credits/Payments:	
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a 5, 400.
b Exempt foreign organizations' tax withheld at source	6b
c Tax paid with application for extension of time to file (Form 8868)	6c
d Backup withholding erroneously withheld	6d
7 Total credits and payments. Add lines 6a through 6d	7 5, 400.
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	G 9 0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	G 10 4, 197.
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax <input checked="" type="checkbox"/> G 1, 300. Refunded <input checked="" type="checkbox"/> G 11 2, 897.	

Part VII-A Statements Regarding Activities			
	Yes	No	
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X	1 a
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X	1 b
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file Form 1120-POL for this year?		X	1 c
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> G \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> G \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> G \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.		X	2
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes.		X	3
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X	4 a
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A	4 b
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X	5
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ? By language in the governing instrument, or ? By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X		6
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV.	X		7
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <input checked="" type="checkbox"/> G PA			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X		8 b
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If 'Yes,' complete Part XIV.		X	9
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.		X	10

**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: G WWW.VALENTINEFOUNDATION.ORG	13	X	
14	The books are in care of G ALEXANDRA FRAZIER Telephone no. G 610 642 4887 Located at G 300 QUARRY LANE HAVERFORD PA ZIP + 4 G 19041-1723			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 Check here N/A G <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year G 15 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
1 a	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 G <input type="checkbox"/>	1 b	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 2008?	1 c	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years G 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.)	2 b	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. G 20__ , 20__ , 20__ , 20__ .		
3 a	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 2008 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 2008.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2008?	4 b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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  G  N/A

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).

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

6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

If you answered 'Yes' to 6b, also 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

**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
SEE STATEMENT 9		35,690.	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  G  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 ..... G 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. .... G 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	1,604,501.
	b Average of monthly cash balances .....	1b	1,092,659.
	c Fair market value of all other assets (see instructions) .....	1c	
	d Total (add lines 1a, b, and c) .....	1d	2,697,160.
	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	2,697,160.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) .....	4	40,457.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	2,656,703.
6	Minimum investment return. Enter 5% of line 5 .....	6	132,835.

**Part XI** Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here G  and do not complete this part.)

1	Minimum investment return from Part X, line 6 .....	1	132,835.
2a	Tax on investment income for 2008 from Part VI, line 5 .....	2a	1,203.
	b Income tax for 2008. (This does not include the tax from Part VI.) .....	2b	
	c Add lines 2a and 2b .....	2c	1,203.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	131,632.
4	Recoveries of amounts treated as qualifying distributions .....	4	
5	Add lines 3 and 4 .....	5	131,632.
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	131,632.

**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	172,231.
	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	172,231.
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	172,231.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7.....				131,632.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only.....			0.	
b Total for prior years: 20 ____, 20 ____, 20 ____		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003.....	89,812.			
b From 2004.....	72,998.			
c From 2005.....	74,695.			
d From 2006.....	117,124.			
e From 2007.....	77,320.			
f Total of lines 3a through e.....	431,949.			
4 Qualifying distributions for 2008 from Part XII, line 4: G \$ <u>172,231.</u>				
a Applied to 2007, 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 2008 distributable amount.....				131,632.
e Remaining amount distributed out of corpus.....	40,599.			
5 Excess distributions carryover applied to 2008..... (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.....	472,548.			
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 2007. Subtract line 4a from line 2a. Taxable amount - see instructions.....			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009.....				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 2003 not applied on line 5 or line 7 (see instructions).....	89,812.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a.....	382,736.			
10 Analysis of line 9:				
a Excess from 2004.....	72,998.			
b Excess from 2005.....	74,695.			
c Excess from 2006.....	117,124.			
d Excess from 2007.....	77,320.			
e Excess from 2008.....	40,599.			

**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 2008, enter the date of the ruling ..... **G**

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) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed .....					
b 85% of line 2a .....					
c Qualifying distributions from Part XII, line 4 for each year listed .....					
d Amounts included in line 2c not used directly for active conduct of exempt activities .....					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c .....					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test ' enter:					
(1) Value of all assets .....					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) .....					
b 'Endowment' alternative test ' enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed .....					
c 'Support' alternative test ' enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) .....					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) .....					
(3) Largest amount of support from an exempt organization .....					
(4) Gross investment income .....					

**Part XV Supplementary Information** (Complete this part only if the 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).)  
 NONE

---

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

---

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

Check here **D**  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 10				
Total ..... G 3a				140,950.
b Approved for future payment				
Total ..... G 3b				

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a NONE					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies . . .					
2 Membership dues and assessments . . . . .					
3 Interest on savings and temporary cash investments . . . . .			14	29,186.	
4 Dividends and interest from securities . . . . .			14	47,126.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property . . . . .					
b Not debt-financed property . . . . .					
6 Net rental income or (loss) from personal property . . . . .					
7 Other investment income . . . . .					
8 Gain or (loss) from sales of assets other than inventory . . . . .			18	-49,998.	
9 Net income or (loss) from special events . . . . .					
10 Gross profit or (loss) from sales of inventory . . . . .					
11 Other revenue:					
a SECURITY LITIGATIONS					357.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e). . . . .				26,314.	357.
13 Total. Add line 12, columns (b), (d), and (e) . . . . .			13		26,671.

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

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

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

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 Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash		X
(2) Other assets		X
b Other transactions:		
(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.

SIGNATURE HERE	G _____		G _____		
	Signature of officer or trustee		Date		
	Date		Title		
Paid Preparer's Use Only	Preparer's signature	G _____	Check if self-employed G <input type="checkbox"/> N/A	Preparer's identifying number (See Signature in the instrs)	
	Firm's name (or yours if self-employed), address, and ZIP code	G GITOMER & BERENHOLZ, P. C. 445 SHADY LANE HUNTINGDON VALLEY, PA 19006			EIN G N/A
	Phone no. G (215) 379-3500				

Schedule B  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

Schedule of Contributors  
G Attach to Form 990, 990-EZ and 990-PF  
G See separate instructions.

OMB No. 1545-0047

2008

Name of the organization

VALENTINE FOUNDATION

Employer identification number

23-6806061

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

501(c)(\_\_\_\_) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule '

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules '

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use exclusively for religious, charitable, etc, purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc, purpose. Do not complete any of the Parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year.) ..... G \$ \_\_\_\_\_

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF) but they must answer 'No' on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

Employer identification number

VALENTINE FOUNDATION

23-6806061

**Part I** Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	PAT FEENEY ----- 1851 MILL CREEK ROAD ----- MANAHAWKIN, NJ 08050 -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
2	THE HESS FOUNDATION ----- 307 BRENTFORD ROAD ----- BRYN MAWR, PA 19010 -----	\$ 40,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
3	MARY MCTERNAN ----- 29 COLLEGE AVE ----- SWARTHMORE, PA 19081 -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
4	MRS. J. MAXWELL MORAN ----- 314 SOUTH VALLEY ROAD ----- PAOLI, PA 19102 -----	\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
5	LESLIE AND DAVID MATHHEWS ----- 850 LESLEY ROAD ----- VILLANOVA, PA 19085 -----	\$ 5,746.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization

Employer identification number

VALENTINE FOUNDATION

23-6806061

**Part II** Noncash Property (see instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
5	100 SHARES OF AMGEN STOCK	\$ 5,746.	12/31/08
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____



Name of organization

Employer identification number

VALENTINE FOUNDATION

23-6806061

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete cols (a) through (e) and the following line entry.)

For organizations completing Part III, enter total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once - see instructions.) ..... G\$ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

## VALENTINE FOUNDATION

23-6806061

STATEMENT 1  
FORM 990-PF, PART I, LINE 11  
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SECURITY LITIGATIONS.....	\$ 357.	\$ 357.	
TOTAL	<u>\$ 357.</u>	<u>\$ 357.</u>	<u>0.</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
ACCOUNTING.....	\$ 4,250.			
TOTAL	<u>\$ 4,250.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</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
CAMPAIGN COORDINATOR.....	\$ 425.			\$ 425.
DESIGN LOGO AND IMAGE.....	125.			
INVESTMENT MANAGEMENT.....	16,500.	\$ 16,500.		
TOTAL	<u>\$ 17,050.</u>	<u>\$ 16,500.</u>	<u>\$ 0.</u>	<u>\$ 425.</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
EXCISE TAX.....	\$ 2,055.			
PAYROLL TAXES.....	2,880.			\$ 2,304.
REGISTRATION FEES.....	150.			
TOTAL	<u>\$ 5,085.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 2,304.</u>

## VALENTINE FOUNDATION

23-6806061

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
DUES AND SUBSCRIPTIONS.....	\$ 3,791.			
INSURANCE.....	1,369.			
LICENSES AND PERMITS.....	40.			
OFFICE EXPENSE.....	4,455.			
PARKING.....	35.			
POSTAGE AND DELIVERY.....	1,239.			
RECORD STORAGE.....	1,623.			
TELEPHONE.....	494.			
WEBSITE.....	857.			
TOTAL	<u>\$ 13,903.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 6  
FORM 990-PF, PART II, LINE 14  
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
MACHINERY AND EQUIPMENT	\$ 15,559.	\$ 14,847.	\$ 712.	\$ 712.
TOTAL	<u>\$ 15,559.</u>	<u>\$ 14,847.</u>	<u>\$ 712.</u>	<u>\$ 712.</u>

STATEMENT 7  
FORM 990-PF, PART II, LINE 22  
OTHER LIABILITIES

PAYROLL TAXES WITHHELD.....	\$ 143.
TOTAL	<u>\$ 143.</u>

STATEMENT 8  
FORM 990-PF, PART IV, LINE 1  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	15000 PITTSBURGH PA WT	PURCHASED	VARIOUS	8/11/2009
2	GNMA	PURCHASED	VARIOUS	VARIOUS
3	GNMA	PURCHASED	VARIOUS	VARIOUS
4	50000 US TREASURY NOTE	PURCHASED	VARIOUS	8/15/2009
5	1000 BANK OF AMERICA	PURCHASED	VARIOUS	VARIOUS
6	1000 CIGNA	PURCHASED	VARIOUS	VARIOUS
7	400 CITIGROUP INC	PURCHASED	VARIOUS	VARIOUS
8	2323 UDR INC., REIT	PURCHASED	VARIOUS	3/18/2009
9	CARDINAL HEALTH INC	PURCHASED	VARIOUS	VARIOUS

## VALENTINE FOUNDATION

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STATEMENT 8 (CONTINUED)  
 FORM 990-PF, PART IV, LINE 1  
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	15,000.		16,987.	-1,987.				\$ -1,987.
2	33.		33.	0.				0.
3	16.		16.	0.				0.
4	50,000.		49,101.	899.				899.
5	6,891.		44,849.	-37,958.				-37,958.
6	23,637.		6,239.	17,398.				17,398.
7	1,187.		15,332.	-14,145.				-14,145.
8	19,319.		33,516.	-14,197.				-14,197.
9	0.		8.	-8.				-8.
							TOTAL	\$ -49,998.

STATEMENT 9  
 FORM 990-PF, PART VIII, LINE 1  
 LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ALEXANDRA V. A. FRAZIER 300 QUARRY LANE HAVERFORD, PA 19041	EXECUTIVE DIR EC 20.00	\$ 35,690.	\$ 0.	\$ 0.
ALEXANDRA SAMUELS 810 KATER STREET PHILADELPHIA, PA 19147	CHAIRWOMEN 2.00		0.	0.
PEGGY CURCHACK 7306 EMLIN STREET PHILADELPHIA, PA 19119	TRUSTEE 2.00		0.	0.
BARBARA J. SILZLE 24 ELDON ROAD LANSDOWNE, PA 19050	TRUSTEE 2.00		0.	0.
TRACY TRIPP 2112 SPRING STREET PHILADELPHIA, PA 19103	TRUSTEE 2.00		0.	0.
LINDA A. WHITE 6128 MCCALLUM STREET PHILADELPHIA, PA 19144	TRUSTEE 2.00		0.	0.
NANCY J KIRBY 909 MONTGOMERY AVENUE, APT H1 BRYN MAWR, PA 19010	TRUSTEE 2.00		0.	0.

## VALENTINE FOUNDATION

23-6806061

STATEMENT 9 (CONTINUED)  
 FORM 990-PF, PART VIII, LINE 1  
 LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI - BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
SHAWN TOWEY 6135 MCCALLUM STREET PHILADELPHIA, PA 19144	TRUSTEE 2.00	\$ 0.	\$ 0.	\$ 0.
TOTAL		\$ 35,690.	\$ 0.	\$ 0.

STATEMENT 10  
 FORM 990-PF, PART XV, LINE 3A  
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
BRYN MAWR COLLEGE BRYN MAWR, PA 19010	NONE	501C 3	CONTRIBUTION IS MADE TO PUBLICLY SUPPORT THE CHARITABLE ORGANIZATIONS TO BE USED IN THEIR RESPECTIVE WORK.	\$ 10,000.
CHILDSPACE COOPERATIVE DEVELOPMENT, INC. 5517 GREENE STREET PHILADELPHIA, PA 19144	NONE	501C 3	CONTRIBUTION IS MADE TO PUBLICLY SUPPORT THE CHARITABLE ORGANIZATIONS TO BE USED IN THEIR RESPECTIVE WORK.	10,000.
CLARA BELL DUVALL EDUCATION FUND PO BOX 40008 PHILADELPHIA, PA 19106	NONE	501C 3	CONTRIBUTION IS MADE TO PUBLICLY SUPPORT THE CHARITABLE ORGANIZATIONS TO BE USED IN THEIR RESPECTIVE WORK.	10,000.
DIRECT CARE ALLIANCE 4 WEST 43RD STREET, ROOM 505 NEW YORK, NY 10036	NONE	501C 3	CONTRIBUTION IS MADE TO PUBLICLY SUPPORT THE CHARITABLE ORGANIZATIONS TO BE USED IN THEIR RESPECTIVE WORK.	10,000.

## VALENTINE FOUNDATION

23-6806061

STATEMENT 10 (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
INSTITUTE FOR SAFE FAMILIES 3502 SCOTTS LANE PHILADELPHIA, PA 19129	NONE	501C 3	CONTRIBUTION IS MADE TO PUBLICLY SUPPORT THE CHARITABLE ORGANIZATIONS TO BE USED IN THEIR RESPECTIVE WORK.	\$ 10,000.
LEADERSHIP PHILADELPHIA 123 SOUTH BROAD STREET SUITE 2044 PHILADELPHIA, PA 19109	NONE	501C 3	CONTRIBUTION IS MADE TO PUBLICLY SUPPORT THE CHARITABLE ORGANIZATIONS TO BE USED IN THEIR RESPECTIVE WORK.	7,000.
LEGAL MOMENTUM 395 HUDSON STREET NEW YORK, NY 10014	NONE	501C 3	CONTRIBUTION IS MADE TO PUBLICLY SUPPORT THE CHARITABLE ORGANIZATIONS TO BE USED IN THEIR RESPECTIVE WORK.	10,000.
PUBLIC CITIZENS FOR CHILDREN AND YOUTH 1709 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103	NONE	501C 3	CONTRIBUTION IS MADE TO PUBLICLY SUPPORT THE CHARITABLE ORGANIZATIONS TO BE USED IN THEIR RESPECTIVE WORK.	10,000.
SENIOR LAW CENTER 100 SOUTH BROAD STREET PHILADELPHIA, PA 19110	NONE	501C 3	CONTRIBUTION IS MADE TO PUBLICLY SUPPORT THE CHARITABLE ORGANIZATIONS TO BE USED IN THEIR RESPECTIVE WORK.	10,000.
SUPPORTIVE OLDER WOMEN'S NETWORK 4100 MAIN STREET, SUITE 200 PHILADELPHIA, PA 19127	NONE	501C 3	CONTRIBUTION IS MADE TO PUBLICLY SUPPORT THE CHARITABLE ORGANIZATIONS TO BE USED IN THEIR RESPECTIVE WORK.	10,000.

## VALENTINE FOUNDATION

23-6806061

STATEMENT 10 (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
WOMEN THRIVE WORLDWIDE 1825 CONNECTICUT AVENUE, NW WASHINGTON, DC 20009	NONE	501C 3	CONTRIBUTION IS MADE TO PUBLICLY SUPPORT THE CHARITABLE ORGANIZATIONS TO BE USED IN THEIR RESPECTIVE WORK.	\$ 5,000.
WOMEN'S CAMPAIGN INTERNATIONAL 3701 CHESTNUT STREET, 6TH FLOOR PHILADELPHIA, PA 19104	NONE	501C 3	CONTRIBUTION IS MADE TO PUBLICLY SUPPORT THE CHARITABLE ORGANIZATIONS TO BE USED IN THEIR RESPECTIVE WORK.	10,000.
WOMEN'S COMMUNITY REVITALIZATION PROJECT 407 FAIRMONT AVENUE PHILADELPHIA, PA 19123	NONE	501C 3	CONTRIBUTION IS MADE TO PUBLICLY SUPPORT THE CHARITABLE ORGANIZATIONS TO BE USED IN THEIR RESPECTIVE WORK.	1,000.
WOMEN'S WAY 1233 LOCUST STREET, SUITE 300 PHILADELPHIA, PA 19107	NONE	501C 3	CONTRIBUTION IS MADE TO PUBLICLY SUPPORT THE CHARITABLE ORGANIZATIONS TO BE USED IN THEIR RESPECTIVE WORK.	13,000.
WORTHY WAGE CAMPAIGN OF THE DELAWARE VAL 1608 WALNUT STREET, SUITE 1400 PHILADELPHIA, PA 19103	NONE	501C 3	CONTRIBUTION IS MADE TO PUBLICLY SUPPORT THE CHARITABLE ORGANIZATIONS TO BE USED IN THEIR RESPECTIVE WORK.	10,000.
THE NONPROFIT CENTER, LASALLE UNIVERSITY 1900 W. OLNEY AVENUE PHILADELPHIA, PA 19141	NONE	501C 3	CONTRIBUTION IS MADE TO PUBLICLY SUPPORT THE CHARITABLE ORGANIZATIONS TO BE USED IN THEIR RESPECTIVE WORK.	5,000.

VALENTINE FOUNDATION

23-6806061

STATEMENT 10 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
PLANNED PARENTHOOD OF BUCKS COUNTY 610 LOUIS DRIVE WARMINSTER, PA 18974	NONE	501C 3	CONTRIBUTIONS MADE TO PUBLICLY SUPPORT THE CHARITABLE ORGANIZATIONS TO BE USED IN THEIR RESPECTIVE WORK. CONTRIBUTION	\$ -50.
			TOTAL	<u>\$ 140,950.</u>



Form **990-W**

**FOR FORM 990-PF PURPOSES**  
**Estimated Tax on Unrelated Business Taxable**  
**Income for Tax-Exempt Organizations**  
 (and on Investment Income for Private Foundations)  
 (Keep for your records. Do not send to the Internal Revenue Service.)

OMB No. 1545-0976

(Worksheet)

**2008**

Department of the Treasury  
Internal Revenue Service

1	Unrelated business taxable income expected in the tax year .....		1	
2	Tax on the amount on line 1. See instructions for tax computation .....		2	
3	Alternative minimum tax (see instructions) .....		3	
4	Total. Add lines 2 and 3 .....		4	
5	Estimated tax credits (see instructions) .....		5	
6	Balance. Subtract line 5 from line 4 .....		6	
7	Other taxes (see instructions) .....		7	
8	Total. Add lines 6 and 7 .....		8	
9	Credit for federal tax paid on fuels (see instructions) .....		9	
10a	Subtract line 9 from line 8. Note. If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions .....	10a		1,300.
b	Enter the tax shown on the 2007 return (see instructions). Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c .....	10b		
c	2008 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c .....		10c	1,300.

		(a)	(b)	(c)	(d)	
11	Installment due dates (see instructions) .....	11	4/15/10	5/17/10	8/16/10	11/15/10
12	Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a 'large organization.' (see instructions) .....	12	325.	325.	325.	325.
13	2007 Overpayment. (see instructions) .....	13	325.	325.	325.	325.
14	Payment due. (Subtract line 13 from line 12.) .....	14	0.	0.	0.	0.

BAA For Paperwork Reduction Act Notice, see separate instructions.

Form 990-W (2008)