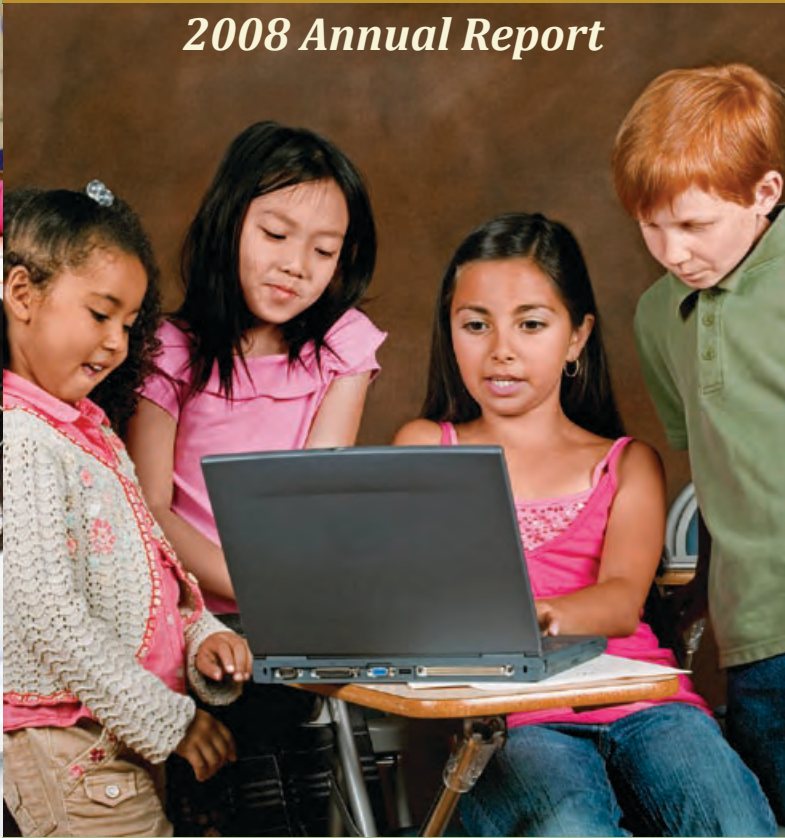


2008 Annual Report



The Stewart Huston
Charitable Trust
Coatesville, Pennsylvania



From History of the Huston Families and Their Descendants, 1450-1912

With a Genealogical Record – Copyright 1912

By E. Rankin Huston

General Sam Houston gave the following description of the origin of the Coat of Arms to Miss Mary Houston, sister of the former Governor George S. Houston of Alabama:

“At an early period in the history of the Houstons, Sir John Houston, with a body of soldiers, reinforced a broken column, and for his great courage and unexampled energy was knighted on the field of battle. The greyhounds indicate the fleetness of his command in coming to the rescue; the last sand in the hourglass represents the perilous extremity of the army; and the motto (in time) its victory.”

The early history of the Huston family can be traced back to the thirteenth century and probably to a soldier of fortune whose arms had largely aided the then King of Scotland, and who was rewarded with what now constitutes the Houston estate near Johnstone, Scotland. From Crawford's History of Rensfrewshire, "This donation is in the reign of Malcomb the IV as also in the same reign the lands of Kilpeter in Strathgrief are given by Baldwin de Bigress to Hugh de Padvinaw from which Hugh these lands were called Hugh's town of whom is lineally descended, Sir John Houston, six generations later in the mid 1400s.'

The Houstons took a decided stand in favor of the Reformation; adopted early tenets of Calvin; sustained the religious views of John Knox; and were persecuted for their rigid adherence to the Bible and the Bible alone as the rule of their faith and practice, and to Presbytery as the scriptural form of church government. At this time in the early seventeenth century, a considerable emigration of the Scotch Houstons was made to the north of Ireland, one Robert Houston having been given three townships of land in Londonderry County. **These Irish Houstons seem to have dropped the letter 'o' on their name and spelled it Huston.** In Scotland, the name is pronounced 'Hooston'. The early emigration of the Houstons to this country were of Scotch-Irish descent.

Table of Contents

Mission.....	1
Lukens Steel – A Brief History	2
Stewart Huston.....	6
Trustees’ Report.....	9
Accountant’s Report	10
Distribution Comparison 1991 – 2008	11
Grants by Fund	12
Grants by Support Type.....	13
Grants by Geographic Area.....	14
Grants by Program Area	15
Secular Grants	16
Trinitarian Evangelical Grants	18
Organizational Requirements.....	22
Organizational Restrictions	23
Trinitarian Evangelical Distribution Guideines	24
Secular Distribution Guidelines	26
Directions	28

Mission

The Purpose of the Trust is to provide funds, technical assistance and collaboration on behalf of non-profit organizations engaged exclusively in religious, charitable or educational work; to extend opportunities to deserving needy persons and, in general, to promote any of the above causes.

LUKENS STEEL – A BRIEF HISTORY

— EARLY IRON INDUSTRY —

Colonial Americans, in their drive inland from the east coast, continually struggled to turn virgin land into farms and settlements. The need for iron and the furnaces developed as the need for hardware grew to clear and work the fields. Most of the early iron works in the Americas were partnerships of English or European men and capital. Yet in 1700s' Pennsylvania a different type of iron industry was beginning. The first successful furnace named Rutter's Forge was erected by Thomas Rutter west of Germantown on the old Indian trail then and now called Ridge Road. Others quickly followed Coventry, Reading, and Warwick, to name a few. Yet in 1750 a bill was introduced in English Parliament preventing the construction of slitting or rolling mills in the colonies. The American Revolution threw off British rule and established a government which soon began protecting its most important infant iron industry through tariffs and taxes on import and export activity. By the late 1780s the iron industry seemed to be a way in which to make a dependable living. By 1793 the first of a long and deep line of iron masters and later steel executives, Isaac Pennock was owner and operator of the Federal Slitting Mill located on the Buck Run. This operation was probably named as such to symbolize the confidence and pride that existed toward the new government at that time.

— EARLY PENNOCKS —

Isaac Pennock was the grandson of a prominent Quaker farmer Joseph Pennock, who arrived in Philadelphia in 1701 to oversee his many land titles in the Philadelphia region. In addition to land in Philadelphia, near Market Street, Joseph owned land on the south bank of the Schuylkill River near Merion Meeting House, as well as land in West Fallowfield Township Chester County. Joseph inherited this land from his father Christopher Pennock. Since he was a devout Quaker Joseph attended meeting in Philadelphia, and Springfield on a regular basis, before moving out to the frontier of early Pennsylvania before 1710. There in his later years Joseph built Primitive Hall in 1738 and soon thereafter petitioned the New Garden Meeting to establish the London Grove in a grove of trees in the northeastern section of the London tract.

— ISAAC PENNOCK —

Isaac grew up in the Quaker community around Primitive Hall and the London Grove Meeting House. He soon was eager to try new pursuits especially in iron and steel. The turmoil that encompassed the Revolutionary War, soon began to ease with the developments of the Constitution protecting trade and the presidency of George

Washington enforcing this document in its infancy. The county was now free to expand its frontiers. All frontiersmen needed tools and nails to tend to their fields and build their plank houses. Housing back then was accomplished with the local saw mill producing wooden planks that were nailed together with rod nails furnished by the slitting mills. This is where Isaac wanted to make his mark, by producing iron and nails for use in developing settlements. Therefore against his parents' wishes he operated the Federal Slitting Mill on the Buck Run tributary to the Brandywine Creek in 1793. This works produced iron rods for cutting into nails, strips for wagon rims and barrel hoops as well as blacksmith iron. At a later point in time it was renamed the Rokeby Slitting Mill. Isaac, throughout his life must have seen a constant flow of wagon traffic from Philadelphia and Wilmington come through Chester County on the way to settling the frontier.

— BRANDYWINE IRON AND NAIL —

This mill did very well for Isaac for he was able to purchase in 1810, with his co-investor Kersey, the Coates farm along the West Brandywine at a point that straddled the new east/west Turnpike Road from Philadelphia to Lancaster, laid out in 1794. He converted the saw mill on the property into the Brandywine Iron and Nail Co. Shortly thereafter his daughter Rebecca Webb Pennock traveled to Philadelphia and met Charles Lukens. They were married on March 23, 1813 at the Friends of Fallowfield Meeting House, just south of Coatesville. Isaac bought out Kersey's share of the business in 1816 and began leasing it to his son-in-law, Charles, for \$420 a year. The couple began looking at updating the site and by December 1818 the United State's first boiler plate steel was rolled along with split rods and cut nails.

REBECCA LUKENS: — CHALLENGES AND GROWTH —

In November of 1822, Rebecca gave birth to a daughter, Isabella Pennock Lukens. Two years later in 1824 Isaac passed away leaving the ownership of the Brandywine Iron and Nail Co. still in doubt. Rebecca's mother laid claim to the site. The next year, 1825 Dr. Charles Lukens died at the age of 39. While the settlement of ownership of the mill was being settled with Rebecca agreeing to pay loans and rents to buy out her mother's interest, operations continued. In November of 1825, a very important ship named the Codus was being launched, the first with an iron hull constructed with plates from the Brandywine Iron and Nail Co. The building of the Philadelphia and Columbia Railroad in the 1830s near the Lancaster Pike brought new markets to the iron and steel business. The transportation revolution had begun, brought about by the opening of the United States to the Mississippi and beyond. The company was turning out boiler plates for riverboat companies in New Orleans and for Baldwin locomotives on the Pennsylvania

Railroad. Rebecca turned to updating her mill. By 1834 “the mill had been entirely remodeled, and rebuilt from the very foundation. Dam entirely newly built, Wheels put in, castings, furnaces, mill head, mill house much larger, all were built anew; not a vestige of the old remained ... I have thoroughly repaired the mansion house, built good and substantial tenant houses for my workmen, and put much time and fencing on the farm and have been at the whole expense of defending the property from an attempt made to destroy the water right ... I had a very superior mill, though a plain one, and our character for making boiler plate stood first in the market, hence we had as much business as we could do.”

— GROWTH AND SUCCESSION —

During 1834 Rebecca also opened a store, warehouse and freight agency at the Coatesville depot providing access to Philadelphia and Pittsburgh. The panic of 1837 brought very hard times on the local businesses. But she had battled through much to get where she was and had to battle more in the future such as transportation tariffs. Yet she was getting older and her daughters began to marry. Martha Lukens married first, Abram Gibbons Jr. in October 1841 at the Fallowfield Friends Meeting House. He joined the firm in 1842 and was made a full partner in 1844. In 1847 Isabella married Dr. Charles Huston who like Dr. Charles Lukens was a physician from Philadelphia. Dr. Charles Huston’s father Robert Huston Mendenhall, M.D. was a distinguished physician and a trustee of Jefferson Medical College until 1840. These two sons-in-law slowly took over all operations and the firm’s name was Gibbons & Huston by 1849. Shortly thereafter, in 1850, Abraham Gibbons left the business solely to Huston. At the age of 60 Rebecca passed away on December 10, 1854 and was laid to rest in the Orthodox Fallowfield Friends Meeting House about a half-mile from her husband.

— CHARLES HUSTON, M.D. —

The Mill was renamed the Lukens Rolling Mill to honor the matriarch of the company. The foundations were laid for success through her determination. Yet others such as Dr. Charles Huston now had to carry on. Using his medical background, he became interested in the chemical composition of steel. By analyzing these characteristics ironmasters were able to control more closely the quality of their products. Modernization became necessary for survival. In 1870 the mill was again refitted with new rolls, and the significant shift to steam driven power moving away from water-wheel driven energy. The old mill was also converted into a puddling mill to handle the reheating of pig iron to refine and purify the iron. By 1881 Huston’s two sons, Abram Francis Huston and Charles Lukens Huston, began to show an interest in the business and the firm became Huston & Sons.

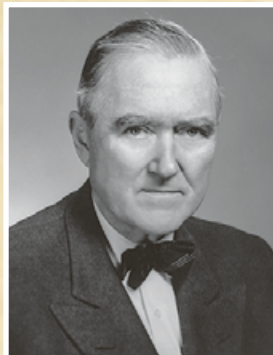
— LUKENS STEEL COMPANY —

By 1890, traditional company organization had to be reformed to reflect the changing way in which business was done. On February 5, 1890, the last of the family partnerships were dissolved as the Lukens Iron and Steel Company was incorporated as a stock company in the Commonwealth of Pennsylvania. Dr. Charles Huston was the first president of the Company and the first meeting was in his home. In 1890 the company also reorganized and added a three-high reversing mill to attract more of the competitive market and attract investors. This allowed a hot plate to pass both ways through a roller without having to be handled. The company then built in 1892, two 30-ton open hearth furnaces along South First Avenue. The first tap was on February 25, 1892. Dr. Charles Huston passed away in 1897 succeeded by his son A. F. Huston as president of Lukens.

— MODERN INDUSTRY —

As the 1900s opened the success of the company was evident. A.F. Huston had recently finished building Graystone mansion, built in 1889. To go along with the growth of the family the growth of the company also had to be managed. In 1902 the Main Office Building was constructed to accommodate the ever expanding staff. The building was designed by Cope and Stewardson in Georgian style to reflect grace, restraint and dignity. The expanding staff had by 1916 created a need for the back wing addition. The early 1900s brought the formation of the giant steel makers by consolidating many works under the name of Carnegie Steel Company and the Bethlehem Steel Company. The 1900s also brought the height of the boiler plate demand with the height of the railroad industry and in 1917 Lukens Steel was established on the New York Stock Exchange. The race continued though to build the largest plates: the 140, 160, 204 and in 1919 the 206 mill. World War II saw the company's level of employment top 6,000 over its many locations. The plant was enlarged by the Department of the Navy construction facilities to handle the large amounts of materials needed to supply the navy plate steel for its vast armada of combat and auxiliary ships. The Company purchased these facilities from the government at the end of the war. The 1950s and 1960s saw continued expansion as the world came to the post modern era, with nuclear submarines, such as the Pennsylvania, and oil tankers, such as the Manhattan, along with skyscrapers, namely the World Trade Center. The electrical era also brought an end to the open hearth furnaces as one 100-ton electric-arc furnace was installed in 1958. A second 100-ton furnace was installed in 1960, with a 150-ton following in 1962. A fourth was added later. As the 1960's came to a close Charles Lukens Huston Jr. became chief executive officer and chairman of the board. Stewart Huston, Charles Lukens Huston Jr.'s older brother, passed away in 1971 after 48 years of working in Lukens as senior vice president and director. The Company's independent status came to an end with the close of the 1990s; after 187 years of continuous operation Lukens Steel Company was sold to Bethlehem Steel Company and formally delisted from the New York Stock Exchange on April 1, 1998.

The Stewart Huston Charitable Trust was created in 1989 under the Will of Stewart Huston (1898-1971). James Stewart Huston was born in Coatesville, Pennsylvania to Charles Lukens Huston, of Coatesville, and Annie McGregor Stewart Huston, of Savannah, Georgia. Stewart as he preferred to be called, attended Coatesville public schools, Cedarcroft School in Kennett Square, Nazareth Hill Military School in Nazareth, Haverford School and Haverford College.



STEWART HUSTON
1898-1971

He was raised in the Presbyterian Church, but his Quaker roots were very influential as he had a great sense of the Quaker traditions of truth, honesty, human equality and seeing the light of God in everyone. These beliefs led him to assist others in need. He left Haverford College to enlist for World War I in the 69th Infantry Division Section 625, United States Army Ambulance Service, and with the French Army as a Private First Class. He was awarded the Croix de Guerre to mark his efforts.

After serving in World War I, in 1923 at the age of 25 Stewart Huston graduated from Lehigh University with a metallurgical engineer degree. Along with other family members, Stewart Huston started work on the floor in the family mill, the Lukens Steel Company in Coatesville. He advanced to plant metallurgist before becoming Secretary of the Board a position he held from 1928 until 1963.

His search for knowledge led him to genealogy and local history, particularly in iron and steel in Chester County. He went on to publish, in 1937, *Rambles ... by Dictation, Seven Scenic Drives to Historic Places in Chester County, Delaware, Lancaster and Montgomery Counties, Pennsylvania*, as well as *The Iron Industry of Chester County, a chapter in southern Pennsylvania: a history of the counties of Berks, Bucks, Chester, Delaware, Montgomery, Philadelphia and Schuylkill, Vol. 1*. Stewart also focused on his genealogical studies and tracking his Scottish, Quaker and southern family heritages.

Mr. Huston was president and a director of the Allegheny Ore & Iron Company of Oriskany, Virginia; chairman of the board and a director of Quartz Mosaic Inc. of Kennett Square; president, treasurer and a director of the Citizens Hotel Co. of Coatesville. Mr. Huston was instrumental in establishing a Coatesville Community Industrial Development Corporation in 1961 for the purpose of bringing new business into the Coatesville area. It was primarily his unflinching interest, leadership and financial support that held the organization

together until, in 1969, the Central and Western Chester County Industrial Development Authority and Corporation were formed to continue and expand the industrial development operation.

Stewart Huston was an original member of the Chester County Airport Authority and was influential in the construction of the present G. O. Carlson Airport. Peter J. Short, Jr., vice chairman of the Airport Authority, stated, "He was a prime mover behind the whole beginning of the airport. And, like so many things he was involved in, he took a back seat and let so many others get the credit."

Not only was Stewart Huston active in Chester County business, he was active with numerous community groups. He was also a director of the Atkinson Hospital in Coatesville, the Coatesville and Chester County Chambers of Commerce, director-councilor of the Pennsylvania Chamber of Commerce, director of the Genealogical Society of Pennsylvania, member of the executive board of the Philadelphia Lyric Opera Company, member of the board of managers of Spring Garden College, the founding trustee of the Primitive Hall Foundation, a former trustee of Lincoln University, a director of the Delaware Valley Council, the Pennsylvania Sanitary Water Board, the Water Research Foundation of Wilmington, Delaware, the Water Resources Foundation of the Delaware Valley, and a past member of the board of overseers of Old Sturbridge Village in Sturbridge, Massachusetts.

Other memberships include the Coatesville Presbyterian Church, Coatesville Country Club, Hamilton Club of Lancaster, Union League and Racquet Clubs of Philadelphia, American Field Service, Chester County Planning Commission, Delta Phi Fraternity, American and British Iron and Steel Institutes, American Society for Testing Materials, American Institute for Mining, Metallurgical and Petroleum Engineers.

Mr. Huston was also a member of the Franklin Institute, the Georgia, Pennsylvania and Chester County Historical Societies, Philadelphia Museum of Art, Pennsylvania Academy of Fine Arts, Rotary International, Swedish Colonial Society and Preservation Society of Charleston, South Carolina. He was a member of the Clan Gregor Society of Edinburgh, Genealogy and Stewart Societies and National Trust of Scotland, American Italy Society, Lehigh University Club, Pottstown Historical Society, Stewart Society of America, American Society of Metals, American Public Relations Society, Historic Savannah Foundation, National Association of Manufacturers, Government Expenditures Committee, Metropolitan Museum of Art, Chester County Art Association, and the Netherlands Society of Philadelphia.

During his lifetime, Stewart Huston preferred to give anonymously. However, this was hard for him due to his family's local prominence. To the Coatesville Area Chamber of Commerce, of which he was past president, he was "a man who deserves the affection of all Coatesville;

who has never faltered for one moment in his love for Coatesville and Chester County.”

Elliott R. Jones, president of the Coatesville Area Chamber of Commerce, said that “In a way, Stewart Huston was a loner but his influence was widespread and always he worked with unflagging zeal, many times at a risk to his health for total community improvement. The impact of his passing will be immediate and long-range in the areas of his major interests. It will be immediate because there will be one less strong and determined voice to promote vigorously day-by-day this area’s growth and improvement. It will be long-range because his physical and financial support was enduring in generous portion.”

James Stewart Huston was many things to many people. To some he was an executive of his family’s Lukens Steel Company. To others he was a serious student of history and a man concerned with the preservation of his nation’s heritage. No public claims of infallibility, Stewart Huston was just a man – in part removed from his fellow citizens by his position – who never lost sight of that crucial fact.

Stewart Huston was a well-rounded man, he was human and displayed an openness and humility with everyone he came in contact with. In associating with his many friends, he preferred not to be judged by his position but to be accepted on his worth as a man and a friend.

He also had strong attachments to Savannah, Georgia, the birthplace of his mother, Annie McGregor Stewart Huston, and home of his wife, Harriet Lawrence Huston, who was an artist and a poet. She was very active in community activities in both Coatesville and Savannah, Georgia. She was also a founding member of what is now the Poetry Society of Georgia. Between the time of his birth and his passing, James Stewart Huston experienced life to the fullest. Upon his passing, Harriet is remembered to have remarked “good to the end”.

Stewart and Harriet remain together in Bonaventure Cemetery, Savannah.



Subsequently, upon the direction of his Last Will and Testament, a trust was created for his wife to use until her passing, and thereafter for charitable purposes. The Stewart Huston Charitable Trust began its activities when Mrs. Harriet Huston passed away in 1989. Active management of the Trust began in 1991 in Conshohocken, Pennsylvania. Funding under his direction has allotted money specifically for Trinitarian Evangelical activities as well as for secular activities and is primarily provided to programs in Chester County, Pennsylvania, and Savannah, Georgia. When granting to Chester County organizations, an emphasis is placed on those programs directly in or serving the city of Coatesville.



2008 proved to be a difficult year specifically related to the economic crisis that began in the summer and burst in September. The economic crisis of 2008's effect will be felt by the non-profit community for some time to come, perhaps well into 2010. The Stewart Huston Charitable Trust continues to foster a culture of conservative investing not only in the money markets but also in the

organizations we support. The Stewart Huston Charitable Trust is committed to our communities and assisting organizations who serve our neighbors.

In 2008 close to \$1,000,000 was distributed in 62 different grants. These grants were all to charitable organizations qualifying under the Section 509 of the Internal Revenue Service Code 501(c)(3), including but not limited to, health, civic, historic preservation, community renewal as well as Protestant Trinitarian / Evangelical religious groups.

Highlighting of grantmaking for Savannah groups including of the Montgomery Presbyterian Church for support of the Victor B. Jenkins Boys Club and the Calvary Day School for the Media and Technology Lab. Projects such as the Episcopal Academy relocation of their main campus; as well as the continued support for the Lukens National Historic District in Coatesville, Pennsylvania highlight investments in strong organizations.

The Trust continues to employ an investment asset management organization who provides a diversified portfolio team of managers dedicated to specific asset classes. The chief investment officer in charge of the Trust's account provides the Trustees with an overall asset allocation performance review quarterly. Due to the economic crisis our asset value dropped by approximately 30% after all fees in 2008.

Our manager is also helping us review some of the investment issues that have become more main-stream in recent years like indexing, alternative investments and hedge funds, upside capture, etc. Many of the practices we are currently following were highlighted by our peers in publications such as the 2005 NACUBO Endowment Study.

The Trustee meetings were divided between Savannah, Georgia, the home of both Cann Trustees, and Coatesville, Pennsylvania, the headquarters' office of the Trust.

The Trustees continue the legal services of Morgan, Lewis & Bockius, LLP, and the accounting services provided by Rainer and Company, Inc.

The Huston Properties, Inc., a wholly owned subsidiary managing the Trust headquarters building, continues to work closely with the residents and elected officials of the greater Coatesville community.

— Trustee' Report —

Charles L. Huston, III

Samuel A. Cann, Esq.

Alex L. Cann, Sr

Scott G. Huston, Executive Director

Statement of Financial Position For the Years ended December 31,

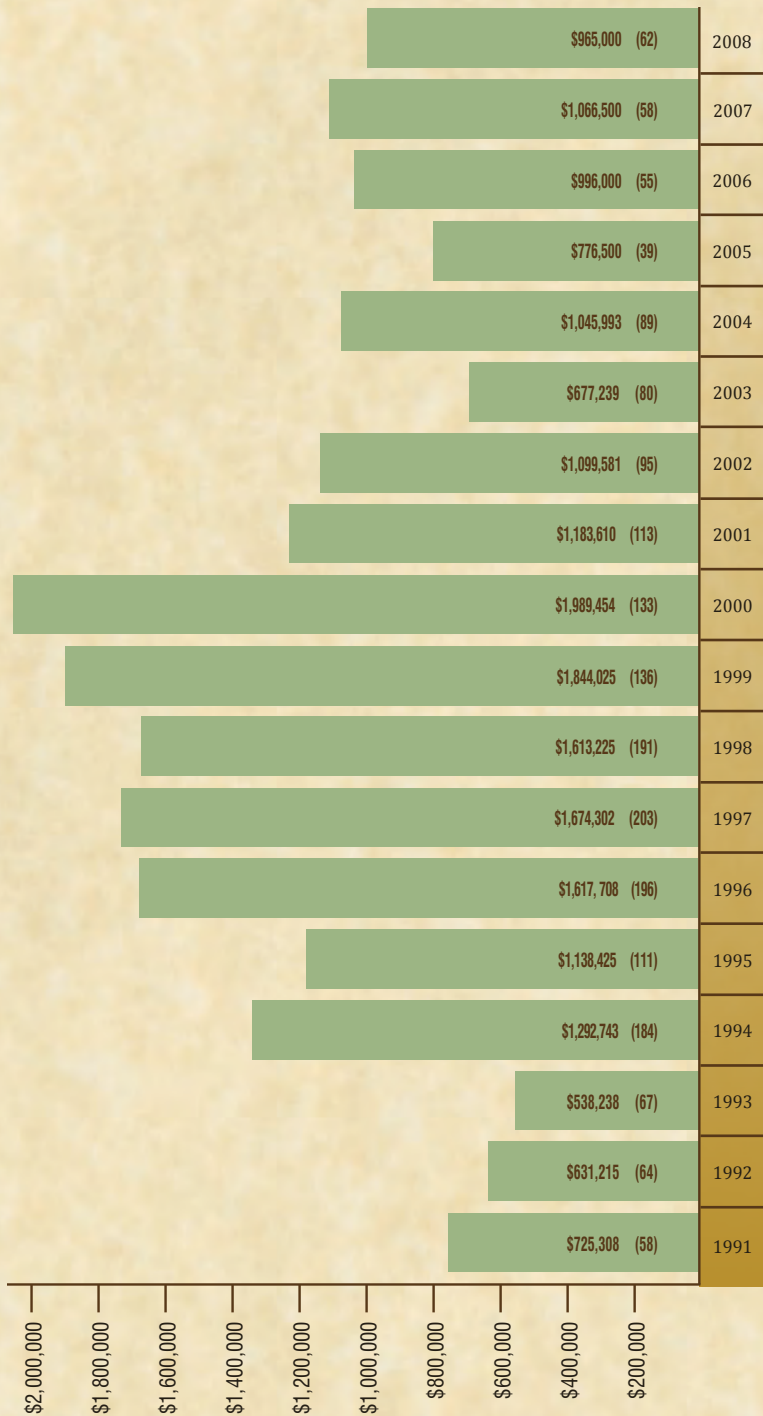
<i>ASSETS</i>	2008	2007*
Cash and Cash Equivalents:		
Money Market Funds	\$ 441,696	\$ 643,478
Bank	<u>185,510</u>	<u>89,441</u>
 TOTAL CASH AND CASH EQUIVALENTS	 \$ 627,206	 \$ 732,919
 Marketable Securities	 \$ 15,772,116	 23,976,200
Investment in Subsidiary	2,101,372	2,035,087
Receivable - Other	487	15,454
Property and Equipment, Net of Accumulated Depreciation	5,283	8,734
Collections	<u>84,889</u>	<u>84,889</u>
 TOTAL ASSETS	 \$ <u>18,591,353</u>	 <u>\$26,853,283</u>

LIABILITIES

Payroll Taxes Payable	\$ 372	\$ 363
Net Assets - Unrestricted	<u>18,590,981</u>	<u>26,852,920</u>
 TOTAL LIABILITIES AND NET ASSETS	 \$ 18,591,353	 \$26,853,283

	2008	2007
<i>EXCESS (DEFICIENCY) OF REVENUES OVER EXPENSES (BROUGHT FORWARD)</i>	\$ 98,369	\$ 108,143
Contributions	<u>998,150</u>	<u>1,068,117</u>
 CHANGE IN NET ASSETS	 \$ (849,7781)	 \$ (959,974)
 Net Change in Market Value	 (6,566,300)	 (107,168)
Net Assets - Unrestricted - Begin	<u>26,852,920</u>	<u>26,110,385</u>
 Net Assets - Unrestricted - End	 \$ <u>18,590,981</u>	 <u>\$26,852,920</u>

Distribution Amounts 1991-2008



Dollars

NOTE: () denotes the number of grants given in a year

Payment Fund - 2008

Total amount granted in 2008:	\$	965,000	(100%)
Total number of grants in 2008:		62	(100%)
Average grant:	\$	15,564	
Large grants:	\$	250,000	
	\$	40,000	
Small grants:	\$	2,500	
	\$	2,000	

Programmatic Breakdown:

Grants to Secular organizations:

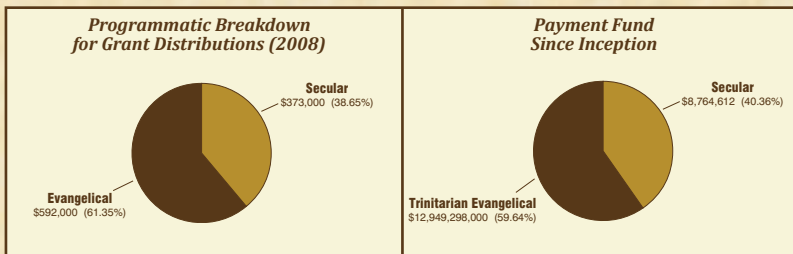
Total amount granted:	\$	373,000	(38.65%)
Total number of grants:		20	(32.26%)
Average grant:	\$	18,650	
Large grants:	\$	250,000	
	\$	25,000	
Small grants:	\$	3,000	
	\$	2,500	

Grants to Trinitarian Evangelical organizations:

Total amount granted:	\$	592,000	(61.35%)
Total number of grants:		42	(67.74%)
Average grant:	\$	14,095	
Large grants:	\$	40,000	
	\$	30,000	
Small grants:	\$	2,500	
	\$	2,000	

Payment Fund Since Inception (1991)

	Payment Amount	% of Total Amount	Payment Count	% of Total Count
Secular	\$ 8,764,612	40.36%	989	49.20%
SH Trinitarian-Evangelical	\$ 12,949,298	59.64%	1,021	50.80%
Total	\$ 21,713,910	100.00%	2,010	100.00%

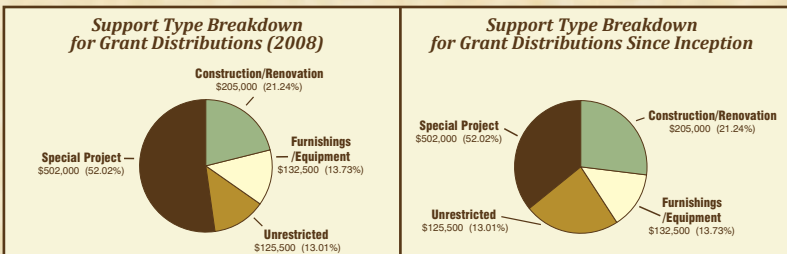


Support Type - 2008

	Payment Amount	% of Total Amount	Payment Count	% of Total Count
<u>CAPITAL</u>				
Construction/Renovation	\$ 205,000	21.24%	9	14.52%
Furnishings/Equipment	\$ 132,500	13.73%	9	14.52%
<u>GENERAL OPERATING</u>				
Unrestricted	\$ 125,500	13.01%	14	22.58%
<u>SPECIAL PROJECT</u>				
	\$ 502,000	52.02%	30	48.39%
Total	\$ 965,000	100.00%	62	100.00%

Support Type Since Inception (1991)

	Payment Amount	% of Total Amount	Payment Count	% of Total Count
<u>CAPITAL</u>				
Construction/Renovation	\$ 5,864,233	27.01%	370	18.41%
Equipment	\$ 3,007,378	13.85%	213	10.60%
<u>GENERAL OPERATING EXPENSES -</u>				
Unrestricted	\$ 5,105,299	23.51%	556	27.66%
<u>SPECIAL PROJECT</u>				
	\$ 7,736,999	35.63%	871	43.33%
Total	\$21,713,910	100.00%	2,010	100.00%



Grants by Geographic Area

Grants to Coatesville, PA:

Total amount of grants:	\$ 333,500	34%
Total number of grants:	11	18%
Average grant:	\$ 30,318	
Largest/ Smallest grant:	\$ 250,000 / 3,500	

Grants to Chester County, PA (excluding Coatesville):

Total amount of grants:	\$ 56,500	6%
Total number of grants:	7	11%
Average grant:	\$ 8,071	
Largest/ Smallest grant:	\$ 20,000 / 2,500	

Grants to Pennsylvania (excluding Chester County, Coatesville):

Total amount of grants:	\$ 87,500	9%
Total number of grants:	9	15%
Average grant:	\$ 10,000	
Largest/ Smallest grant:	\$ 50,000 / 2,500	

Grants to Savannah, GA:

Total amount of grants:	\$ 482,000	50%
Total number of grants:	33	53%
Average grant:	\$ 14,606	
Largest/ Smallest grant:	\$ 40,000 / 2,000	

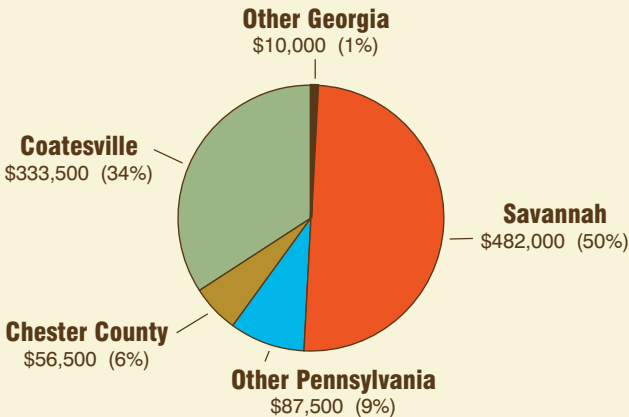
Grants to Georgia (excluding Savannah):

Total amount of grants:	\$ 10,000	1%
Total number of grants:	1	2%
Average grant:	\$ 10,000	
Largest/ Smallest grant:	\$ 10,000 / 10,000	

Grants to Other:

Total amount of grants:	\$ 3,000	1%
Total number of grants:	1	2%
Average grant:	\$ 3,000	
Largest/ Smallest grant:	\$ 3,000 / 3,000	

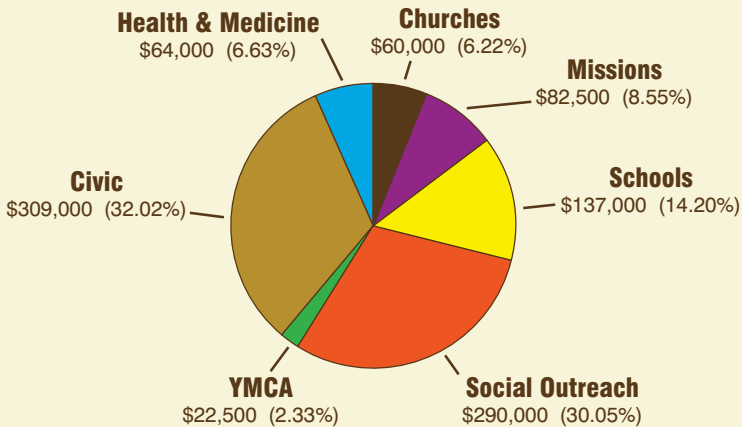
Grants by Geographic Area (2008)



Grants by Program Area

	Payment Amount	% of Total Amount	Payment Count	% of Total Count
Religious				
Churches	\$ 60,000	6.22%	4	6.45%
Missions	\$ 82,500	8.55%	7	11.29%
Schools	\$ 137,000	14.20%	6	9.68%
Social Outreach	\$ 290,000	30.35%	22	35.48%
YMCA's	\$ 22,500	2.33%	3	4.84%
Civic				
Civic	\$ 309,000	32.02%	11	17.74%
Health and Medicine				
Health and Medicine	\$ 64,000	6.63%	9	14.52%
Total	\$ 965,000	100.00%	62	100.00%

Program Area Breakdown for Grant Distributions (2008)





General Community Activities

Art Partners Studio

- *2 year Long after School Art Classes for Ages 5-11 and 9-12* \$ 3,500

Chester County Futures

- *Enhance the General Operations of Chester County Futures* \$ 5,000

Graystone Society, Inc., The

- *Operating for Terracina* \$ 25,000

Historic Huston Properties

- *Endowment for Terracina and Brandywine Mansion* \$ 250,000

Lincoln Institute of Public Opinion Research, Inc.

- *General Operating Expenses* \$ 5,000

National Liberty Museum

- *Support for the Chester County Conflict Resolution Tour Program* \$ 2,500

Penn Environment Research and Policy Center

- *Global Warming Project* \$ 5,000

People's Light and Theatre Company, The

- *Coatesville H.S. to Attend 2 Productions at No-cost* \$ 2,500

Philadelphia Outward Bound Center

- *Youth Leadership Development Program* \$ 2,500

Primitive Hall Foundation

- *Expenses to Digitize Collections Inventory* \$ 5,000

Save America's Treasures at the National Trust for Historic Preservation

- *General Operating Expenses* \$ 3,000

Total General Community Activities \$309,000

11 Grants

Health & Medicine

Adoption Center of Delaware Valley	
• <i>General Project Support Match Parties and Teen Night</i>	\$ 2,500
Canine Partners for Life	
• <i>3 Week Team Training Scheduled for Summer 2009</i>	\$ 9,000
ChesPenn Health Services, Inc.	
• <i>Coatesville Healthy Family Program</i>	\$ 5,000
Coatesville Area Senior Center	
• <i>Healthy Living Programs</i>	\$ 5,000
Easter Seals of Southeastern Pennsylvania	
• <i>General Operating Expenses</i>	\$ 2,500
Handi-Crafters, Inc.	
• <i>Campaign to Renovate Facility</i>	\$ 20,000
Holcomb Behavioral Health Systems	
• <i>General Operating Expenses</i>	\$ 5,000
Lupus Foundation of America, Georgia Chapter	
• <i>General Operating</i>	\$ 10,000
Maternal and Child Health Consortium	
• <i>Coatesville Healthy Start Program</i>	<u>\$ 5,000</u>
Total Health & Medicine	<u>\$ 64,000</u>
	9 Grants
Total Secular	<u>\$373,000</u>
	20 Grants





Church

Ashbury Memorial United Methodist Church

- *Continued Renovations to Sanctuary* \$ 25,000
- *Continued Renovations to Sanctuary* \$ 25,000

Spring City United Methodist Church

- *Restoration of Sanctuary Stained Glass Window Built in 1923* \$ 5,000

St. John's Church

- *St. John's Church Rectory and Parish House the Green Meldrin House for the Cann Family Stained Glass Windows.* \$ 5,000

Total Church \$ 60,000
4 Grants

Mission

Ab. L. Ministries, Inc.

- *Airfare and Hotel Accommodations* \$ 10,000

Christ Church - Partners in Progress

- *Purchase Supplies and Renovate the Local School St. Stephen's* \$ 15,000
- *Purchase School Supplies, Construct Bathrooms, Install Septic Tank, Drain Field and Plumbing, Fund School Feeding Program.* \$ 10,000

Christ Church - Partners in Teaching

- *Send a Team of Teachers to Conduct Inservice Educational Programming for the Teachers of Belieze* \$ 2,500
- *Funding to Send a Team of Educators and Other Volunteers to Conduct Inservice Workshops for Primary Teachers in Belieze, to Provide Educational Materials for Those Who Attend, Tutorial Services to School Children, and Assistance in Repairing School.* \$ 2,500

Project Smile

- *Dental Clinic in Belieze* \$ 15,000
- *Dental Mission to Belieze to Administer 800 Students. Includes Air and Expenses for 15 Volunteers Bus Rentals, Equipment and Supplies. Part of the Request is \$25,000 for 20 Armstrong Hygiene Student Externships (\$1,250 per)* \$ 20,000

Total Mission \$ 82,500
7 Grants



Schools

Calvary Baptist Day School

- *Programming Equipment Needs in Media / Technology and Fine Arts* \$ 40,000
- *Programming Equipment Needs in Media / Technology and Fine Arts* \$ 30,000

Christ Church Children's School

- *Magic Tumble Bus* \$ 2,000

Eastern University

- *Emergency Aid for Students CLH Jr Emergency Aid Fund for Family Emergency or Extenuating Circumstances Who Face the Risk of Failing to Complete Their College Degree* \$ 5,000

Episcopal Academy

- *Funding Construct a New Lower School Chapel on Their New Main Campus* \$ 50,000

Upper Octorara Presbyterian Church

- *Upper Octorara Presbyterian Church Children's Pre-school funding for Needy Families that Want a Quality Christian Education* \$ 10,000

Total Schools \$137,000
6 Grants

Social Outreach

Chester County Women's Services

- *Biblical Parenting Instruction to at Risk Parents* \$ 10,000

Good Works, Inc.

- *General Operating Support* \$ 10,000

Greater Philadelphia Harvest Crusade

- *General Operating Support* \$ 5,000

Hope House of Savannah, Inc.

- *Hope House - Home for Teaching Life Skills to Single Mothers Moving then Towards Independence* \$ 10,000
- *Peeler Homes - Single Mothers Transition Home* \$ 10,000
- *\$10,000 for General Administrative Expenses and \$10,000 for Peeler Home* \$ 20,000



Inner City Night Shelter, Inc.

- *General Operating Expenses for Homeless Shelter Servicing 410 People, Serving 28,509 Meals and Providing 16,238 Bed Nights (11.5% of Savannah Homeless Population)* \$ 10,000

Interfaith Hospitality Network of Coastal Georgia

- *Funds for Mentoring Program for Homeless Families* \$ 10,000

Living Vine

- *Replace Office Equipment* \$ 7,500
- *Funding for Food Pantry to Provide Proper Nutrition to Women in Crisis Pregnancies Through the Sponsorship of Annual Food Budget* \$ 15,000

Montgomery Presbyterian Church (USA)

- *Support for Mission: Jenkins Boys Club - Support to Complete Renovation to Pool and Building Improvements (Gutters, Roof, Flooring in Game Room, Office Ladies Room)* \$ 40,000
- *Update and Remodel Kitchen and Gym Areas as well as Phone and Security Systems* \$ 30,000

Old Savannah City Mission

- *Startup Funds for Fresh Start Women's Program* \$ 10,000

Olivet United Methodist Church

- *Funding to Purchase Food to Supplement What is Donated to Complete the Food Baskets that are Distributed During the Holidays to the Needy* \$ 5,000

Salvation Army

- *Funds will be Used to Purchase a New Mobile Canteen for Disaster Relief* \$ 7,500
- *Funding to Purchase Equipment Needed for Start-up of Conservatory, a Social Service Program Based Around the Arts that will Assist the Poor* \$ 5,000

Skidaway Island United Methodist Church

- *Support for Mission: Bethesda Home for Boys - Support Family Engagement and Family Driven Care Services Via the Center for Pastoral Care and Servant Leadership* \$ 20,000
- *Support for Mission: Bethesda Home for Boys to Support Their Development of Gender Based Instructional Strategies and Other Training and Support of Families Associated with Bethesda* \$ 20,000

United Ministries of Savannah - Emmaus House	
• <i>Purchase, Prepare and Distribute Approx 30,000 Meals to Homeless / Near Homeless Individuals Who Come to Christ Church</i>	\$ 10,000
• <i>Purchase, Prepare and Distribute Meals to Homeless / Near Homeless Individuals</i>	\$ 20,000
United Ministries of Savannah, Inc. Helping Hands	
• <i>Support for the Distribution of Rent, Utility, Food and Medicine Assistance to the Poor and At-risk of Savannah, Georgia</i>	\$ 5,000
• <i>General Operating</i>	\$ 10,000
Total Social Outreach	<u>\$ 290,000</u>
	22 Grants

YMCA

YMCA of the Brandywine Valley	
• <i>Financial Assistance for Families in Need for Childcare Program</i>	\$ 10,000
YMCA of Coastal Georgia, Inc.	
• <i>Construction of a Playground for Summer Camp and After School Children</i>	\$ 7,500
• <i>Teen (13 to 17 year olds) and Afterschool Activity Equipment and Staffing Expenses. Equipment Includes Electronic Gaming (Which Would Be Fun and Fitness Related), Television, Table Games, Furniture and Teen Staff to Supervise.</i>	\$ 5,000
Total YMCA	<u>\$ 22,500</u>
	3 Grants
 Total Trinitarian Evangelical	 <u>\$ 592,000</u>
	42 Grants



Organizational Requirements

The following requirements are mandatory for all organizations requesting funds from The Stewart Huston Charitable Trust:

Tax Status: Applicants must have evidence of being granted 501(c)(3) tax-exemption status by the Internal Revenue Service.

Demonstrated Need: Requests for support must demonstrate that the program/organization is addressing a known community need, and not simply duplicating existing efforts.

Types of Support: While the Trustees prefer to provide support for specific projects that address a particular community need or issue, support is considered for general operations, capital projects, equipment purchases, and last-resort funding on a selective case-by-case and meritorious basis.

Leveraged Resources: The Trust prefers not to be the major source of funding for an organization, but prefers to make grants to organizations which already have commitments from other funding sources. Special consideration is given to programs that encourage other commitments of human and financial resources. Of particular interest are programs that generate a high level of volunteer involvement from the community and/or attract a high level of funding from other sources.

The Trustees, while not totally excluding other locations, have a primary focus in two geographic areas: Chester County, Pennsylvania, and Savannah, Georgia, which have strong relevance to Stewart Huston's life and which promote the opportunity for philanthropic impact with the Trust's giving. All grant awards are subject to the vote of the full Trustee body.

It is not the intention of the Trustees to establish a permanent grant relationship with grantees.

During the period in which a present grantee is receiving tentative payments on a previously awarded grant, the Trustees will not entertain a new grant request until the multi-year commitment is completed.

Additionally, for good and sufficient reasons, the Trustees reserve the right to cancel future grant payments on any multi-year commitments they have made.

The Trustees will not award a new grant to an organization which has unfulfilled reporting requirements from a previous grant award.

Organizational Restrictions

With regard to types of grants, the Trustees do not make grant awards for:

- Financial support to individuals
- Endowment purposes
- Purchases of tickets for benefit purposes
- Coverage of continuing operating deficits

Concerning types of organizations, support is not provided to the following:

- Organizations not qualified for tax-exempt status under Section 501(c)(3) of the IRS code.
- Intermediate or pass-through organizations (other than United Way and Chester County Community Foundation) which in turn allocate funds to beneficiaries of their own selection.
- Groups such as fraternal organizations, political parties or candidates, veterans, labor or local civic groups, volunteer fire companies, and groups involved in influencing legislation.

Trinitarian Evangelical Grants

Sixty percent of the annual distributions from the Trust are to be made for the benefit of Trinitarian Evangelical activities.

The Chester County Court has decreed that the phrase “Trinitarian Evangelical activities”, as used in Mr. Huston’s will, includes **activities carried on by Protestant churches (other than Unitarian churches) and affiliated or related organizations which follow the Christian Gospel, including dissemination of the Christian Gospel and exemplification of Christian principles through social welfare and other charitable endeavors.**

The court further rules that dissemination of the Christian Gospel **includes activities such as preaching and conducting services, offering religious instruction, and distributing religious literature.** Exemplification of Christian principles includes activities such as providing food and shelter to the homeless, maintaining orphanages, operating hospices, and conducting drug and alcohol abuse prevention and rehabilitation programs.



Process for Trinitarian/Evangelical Organizations Requesting Grants

Trinitarian/Evangelical grants are awarded twice per calendar year. Organizations interested in submitting a grant request are encouraged to view the distribution guidelines at the Trust's website (www.stewarthuston.org). If the organization meets the guidelines for a grant, they may call the office weekdays at 610-384-2666, between the hours of 10 AM and 4 PM, EST to discuss questions or concerns. Once eligibility has been established, the submission process should be followed as outlined below.

Trinitarian/Evangelical proposals are due in the Trust office by **March 1 or September 1** each year. Proposals consist of the following documents:

1. The Request For Contribution form, which can be found on our Website, can be completed online and e-mailed to us at admin@stewarthuston.org. Please use care in completing the form, and be sure to include all of the required information.
2. IRS tax-exempt letter
3. Pennsylvania Charitable Organizations Registration Certificate (any organization that has over \$25,000 in gross revenue, regardless of location, must register in Pennsylvania before soliciting funds) of written confirmation of exemption (churches are exempt from this requirement)
4. Current by-laws
5. Current board of directors list (with professional affiliation)
6. Most recent 990 form filed with the IRS (churches exempt)
7. Most recent independent financial audit
8. Overall operating budget for current fiscal year
9. List of public/private funding sources for your organization during the past fiscal year
10. Current semi-annual or annual report
11. Examples of published media reviews
12. Strategic plan for your organization
13. Organizational flow chart
14. Statement of Christian ministry faith-based initiatives (Trinitarian/Evangelical organizations only)
15. Statement that there has been no change in purpose, character or method of operation since the Agency's IRS tax ruling was issued

Proposals should be paper-clipped or stapled together. Please do not put proposals in binders.

Secular Grants

Mr. Huston stipulated that forty percent of the annual distributions from the Trust are to be used for secular charitable **activities within one hundred miles of Coatesville, Pennsylvania.**

Grants generally are made in the following program categories:

Health and Human Services

- Activities which promote community-based health care.
- Programs which provide emotional and physical support to children, youth, adults, and senior citizens, as well as those which strengthen families and assist individuals with special needs.
- Programs which increase employment opportunities and provide a means for developing self-reliance, responsibility and productivity among individuals in need.

Civic Affairs

- Projects that enhance the quality of life in local communities and revitalize them.
- Programs which provide access to educational opportunities for individuals, including those with special needs.
- Projects which promote human relations and understanding among diverse populations.
- Activities addressing the special needs of youth at risk for delinquency, school drop-out, abuse, neglect, and pregnancy.
- Activities that enable a broad spectrum of citizens to have access to artistic and cultural experiences which may otherwise be denied them.
- Programs which help preserve/exhibit historic, artistic and cultural treasures.
- On a very limited basis, fundraising efforts such as festivals, concerts, and other events.

Process for all Secular Organizations Requesting Grants for the Year

Secular grants are awarded in the spring each year. Organizations interested in submitting a grant request are encouraged to view the distribution guidelines at the Trust's website (www.stewarthuston.org). If the organization meets the guidelines for a grant, they may call the office weekdays at 610-384-2666, between the hours of 10 AM and 4 PM, EST to discuss questions or concerns. Once eligibility has been established, the submission process should be followed as outlined below.

Secular proposals are due in the Trust office by **March 1** of each year. Proposals consist of the following documents:

1. The Request For Contribution form, which can be found on our Website, can be completed online and e-mailed to us at admin@stewarthuston.org. Please use care in completing the form, and be sure to include all of the required information.
2. IRS tax-exempt letter
3. Pennsylvania Charitable Organizations Registration Certificate (any organization that has over \$25,000 in gross revenue, regardless of location, must register in Pennsylvania before soliciting funds) of written confirmation of exemption.
4. Current by-laws
5. Current board of directors list (with professional affiliation)
6. Most recent 990 form filed with the IRS
7. Most recent independent financial audit
8. Overall operating budget for current fiscal year
9. List of public/private funding sources for your organization during the past fiscal year
10. Current semi-annual or annual report
11. Examples of published media reviews
12. Strategic plan for your organization
13. Organizational flow chart
14. Statement that there has been no change in purpose, character or method of operation since the Agency's IRS tax ruling was issued

Proposals should be paper-clipped or stapled together. Please do not put proposals in binders.

From the North:

Proceed from northern Chester County to the intersection of Rts. 82 and 345. Take Rt.82 south to Rts. 82 & 340. Go straight at stop sign and proceed straight ahead on Rt. 82 for another mile. After going under the high bridge for the east-west railroad lines you will come to a traffic light (Business Route 30 or Main Street). Go straight through light. Go one block. Our offices are in the large brick office building on the right. We are located on the first floor in the front.

From the East:

From Philadelphia take I-76 west (Schuylkill Expressway) to King of Prussia. Take Route 202 south towards West Chester. After Great Valley, Malvern, Frazer exits look for signs for the Route 30 bypass west toward Coatesville/Downingtown. Go about 10 miles to Rt. 82 (Coatesville) exit. From the off ramp merge on to Rt. 82 south. Go about 1 mile on Rt. 82. After going under the high bridge for the east-west railroad lines you will come to a traffic light (Business Route 30 or Main Street). Go straight through light. Travel one block and our offices are in the large brick office building on the right. We are located on the first floor in the front.

From the West:

From Lancaster take Rt. 30 east past Gap. After crossing the traffic light at Route 10, bear right on the Route 30 bypass. (Business Rt. 30 goes straight ahead - do not take it.) Follow the bypass for about 4 miles to the Rt. 82 (Coatesville) exit. Proceed down the off-ramp and merge onto Rt. 82 south. Go about 1 mile on Rt. 82. After going under the high bridge for the east-west railroad lines you will come to a traffic light (Business Route 30 or Main Street). Go straight through light. Travel one block and our offices are in the large brick office building on the right. We are located on the first floor in the front.

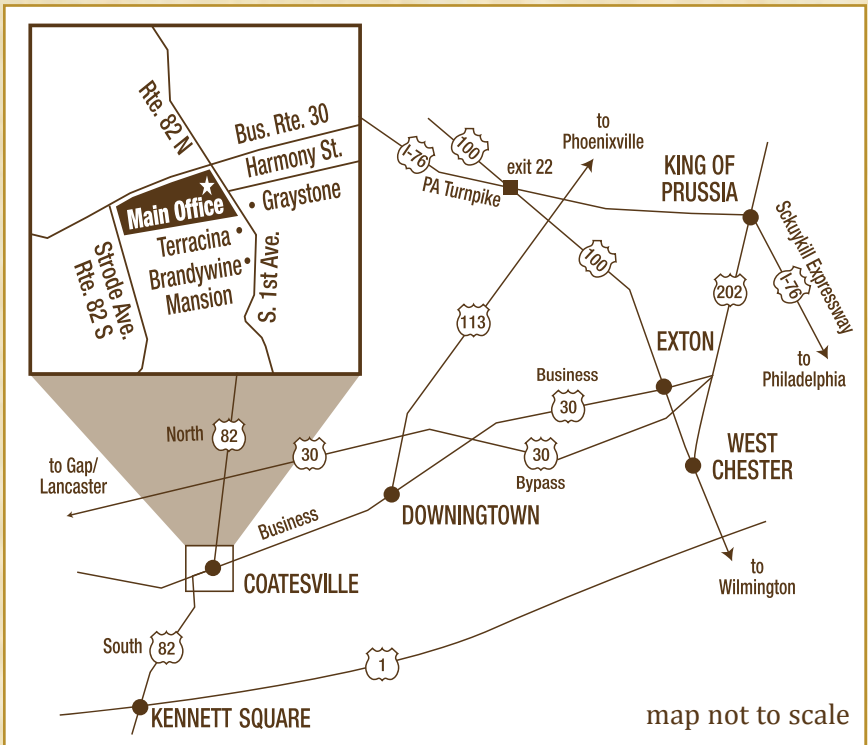
From the South:

From US 1, follow Rt. 82 north for about 10 miles through Unionville and premier Chester County farmland (the Brandywine Conservancy near Doe Run) until you come to a 3-way stop at "Blow Horn." After passing the ruins of Rokeby Iron works on the left, continue up hill to Percildoun and the Triple Fresh Deli on the right and the Fallowfield Meeting house on the left. Turn right on to Buck Run Road. Continue on this road for about 3 miles. You will cross Strasburg Road and go over several hills before descending into Coatesville. Follow the road straight through the mill. The road becomes First Avenue. After the next light look for us in the large brick office building on the left. This is just before you get to the traffic light at Business Rt 30 or Main Street. We are located on the first floor in the front.



“What is the use of living if it be not to make this world a better place for those who will live in it after we are gone?”

– Winston S. Churchill



*They were
truly neighbors,
sharing the trials
of our daily life,
exhibiting a
tenacity of
kindness . . .*

– Clara Huston Miller



The Stewart Huston Charitable Trust

Lukens Historic District

50 South First Avenue • Coatesville, Pennsylvania 19320

Phone: 610-384-2666 • Fax: 610-384-3396

email: admin@stewarthuston.org • www.stewarthuston.org