Exhibit A

PRELIMINARY PLAN FOR THE EAST PASSYUNK AVENUE BUSINESS IMPROVEMENT DISTRICT ("DISTRICT") AND REPORT OF THE CITY OF PHILADELPHIA CONCERNING THE DISTRICT

1. The name of the district to be continued is the East Passyunk Avenue Business Improvement District ("District"). A description and map indicating the District's boundaries is attached as Exhibit A-1.

2. The service area of the district includes the approximately 300 taxable (for real estate purposes) commercial properties on both sides of East Passyunk Avenue from the south side of Federal Street to the east side of South Broad Street, plus those commercial properties on certain blocks of streets that intersect that portion of East Passyunk Avenue that are listed in Exhibit A-2, both sides of South Broad Street from the south side of McKean Street to the north side of Snyder Avenue, plus the west side of South Broad Street from the south side of Mifflin Street to the north side of McKean Street. Owner-occupied residential properties will not be assessed.

3. A list of properties to be assessed is set forth in Exhibit A-2.

4. A list of proposed improvements with the District and their estimated cost:

   a) ***Promote the Avenue –*** The BID will spend a large portion of the budget promoting the Avenue via special events; including Flavors of the Avenue, the Doo Wop Car Show, a weekly summertime promotion which includes a farmers market, and Holiday promotional events; advertisements; marketing; website and e-mails; newsletters; and by partnering with organizations that tap into Philadelphia's tourist population. ($148,500)
   b) ***Sidewalk Sweeping and Beautification*** - The BID will maintain an acceptable level of cleanliness by cleaning the Avenue and maintaining trash receptacles three times per week, providing seasonal lighting, and an increased green component through the length of the District. ($125,100)
   c) ***Economic Development –*** The BID will actively seek new businesses to fill vacancies and work with property owners and realtors to identify appropriate spaces for businesses seeking to re-locate to the Avenue. ($24,500)
   d) ***Personnel and General Operation*** – The BID maintains an office on the Avenue, employs staff to manage all of the above programs and provides insurance for all special events on the Avenue. ($114,899.76)

5. The proposed budget for the next fiscal year, including, but not limited to, personnel and administration, programs and services, maintenance and operation, and capital expenditures is **$412,999.76** and is attached as Exhibit A-3.

6. The proposed revenue sources for financing all proposed improvements, programs and

services are assessments on all real property in the service area, except owner-occupied residential and tax-exempt properties (#2 above).

7. The estimated time for implementation and completion of all proposed improvements, programs and services is ten (10) years, which corresponds to the renewed term of the District.

8. The administrative body which will govern and administer the District is East Passyunk Avenue Business Improvement District, Inc.

9. The by-laws of East Passyunk Avenue Business Improvement District, Inc. are attached as Exhibit A-4.

10. The method of determining the amount of the assessment fee to be levied on property owners within the District will be done by equitably apportioning costs among benefiting properties. The assessment fee will be calculated as 20% of the amount of the real estate tax bill that was sent out in December 2008 for all commercial and industrial properties within the proposed area.

11. The specific duties and responsibilities of the City of Philadelphia ("City") and East the Passyunk Avenue Business Improvement District, Inc. with respect to the District are as follows:

a. The City will be responsible for maintaining the same level of municipal programs and services within the District after its renewal as a neighborhood improvement district as before its initial designation.

b. East Passyunk Avenue Business Improvement District, Inc. shall fulfill all the duties and responsibilities of a Neighborhood Improvement District Management Association as set forth in the Community and Economic Improvement Act. Such duties and responsibilities include: administering programs, improvements and services within the District; preparing planning or feasibility studies or contracting for the preparation of such studies to determine needed capital improvements or administrative programs and services within the District; imposing special assessment fees and soliciting in-kind services or financial contributions from tax-exempt property owners within the District in lieu of such assessment fees; hiring additional off-duty police officers or private security officers to support existing municipal and volunteer efforts aimed at reducing crime and improving security in the District; designating an advisory committee for the District; submitting an audit of all income and expenditures to the Department of Community and Economic Development and to City Council within 120 days after the end of each fiscal year; and submitting a report, including financial and programmatic information and a summary of audit findings, to City Council and to all assessed property owners located in the District.

12. A written agreement shall be signed by the City and East Passyunk Avenue Business Improvement District, Inc. containing the following provisions:

a. The respective duties of the City and East Passyunk Avenue Business Improvement District, Inc. with respect to the District, as set forth in paragraph 11 above.

b. The City's agreement to maintain within the District the same level of municipal programs and services that were provided within the District before its establishment.

c. A "sunset provision" under which the agreement will terminate and may not be renewed unless the District is continued beyond that date pursuant to a reenactment of the ordinance establishing the District.

d. East Passyunk Business Improvement District, Inc.'s agreement to be responsible for the collection of all property assessment fees levied within the District and the City's agreement to file all necessary liens for nonpayment of property assessment fees as set forth in the Act at 53 P.S. § 1807 (A)(10).

13. The District shall allow for and encourage tax-exempt property owners located within the District to provide in-kind services or a financial contribution to East Passyunk Avenue Business Improvement District, Inc., if not assessed, in lieu of a property assessment fee.

14. The negative vote of at least 51% of the property owners within the District or property owners within the District whose property valuation as assessed for taxable purposes amounts to 51% of the total property valuation located within the District proposed in the final plan, shall be required to defeat the establishment of the proposed District by filing objections with the Clerk of Council within 45 days of presentation of the final plan.

Exhibit A-1

The boundaries of the East Passyunk Avenue Business Improvement District shall consist of:

1. Both sides of East Passyunk Avenue from the south side of Federal Street to the east side of South Broad Street;

2. Both sides of South Broad Street from the south side of McKean Street to the north side of Snyder Avenue;

3. The west side of South Broad Street from the south side of Mifflin Street to the north side of McKean Street; and

4. Certain portions of blocks of streets that intersect East Passyunk Avenue between Federal Street and South Broad Street, consisting of those properties listed in Exhibit A2 that are not included in paragraphs 1 through 3 above.

The following page contains a map indicating the boundaries of the District.

Exhibit A-1 - p. 2

Exhibit A-1 - p. 2

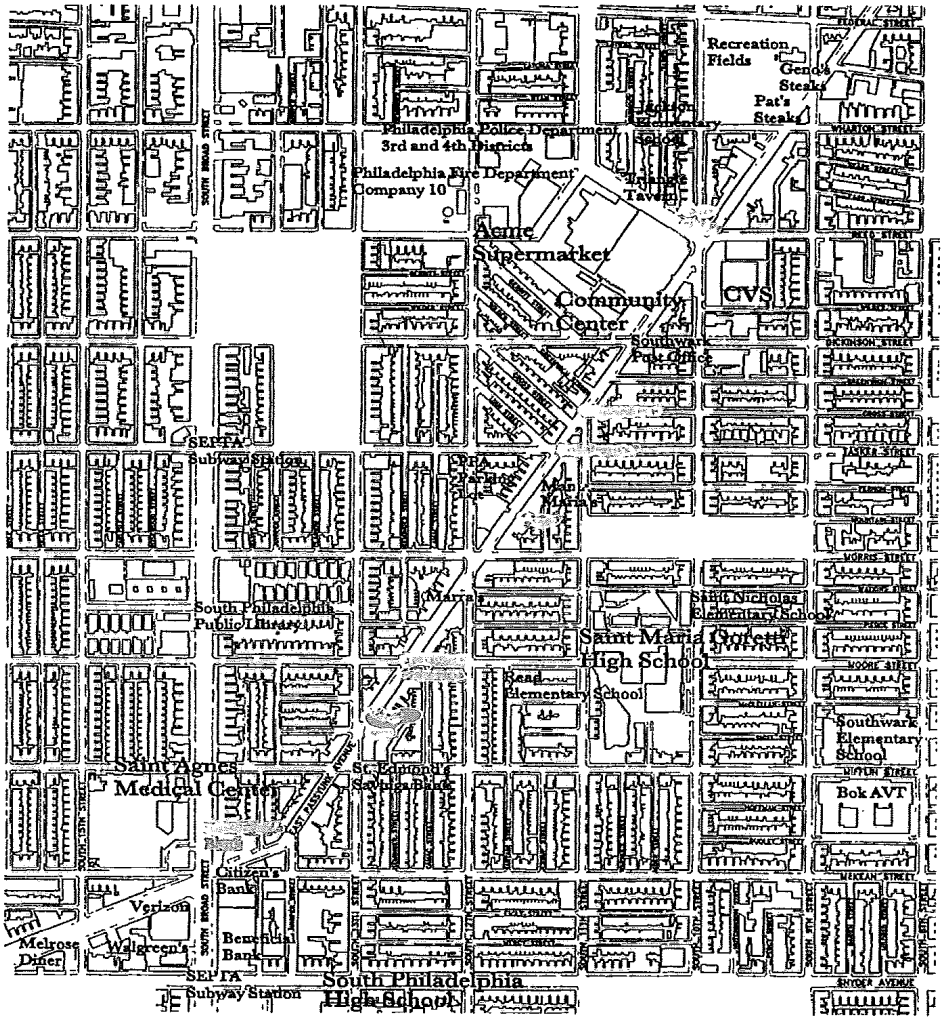

EXHIBIT A-2

Property List

ID	Property Address	Owner First Name	Owner Last Name	2009 Prop Tax	CHG @ 20%
1	1046 Tasker St	Lynn	Hoffman	$2,009.80	$401.96
2	1200 E Passyunk Av	Rose & Anthony	Capozolli	$2,361.52	$472.30
3	1201 E Passyunk Av	Anthony	Nicosia	$3,453.69	$690.74
4	1207-9 E Passyunk Av	Nicholas	Trott	$2,168.47	$433.69
5	1210 E Passyunk Av	Farshid	Aazami or Investment LLC/Sunshine Real Estate	$3,749.87	$749.97
6	1211-21 E Passyunk Av	Passyunk Ave Real Estate		$19,833.00	$3,966.60
7	1214 E Passyunk Av	Salvatore	Di Cara	$1,110.68	$222.14
8	1214 Moore St	Joseph	Del Giorno	$1,851.14	$370.23
9	1216-20 E Passyunk Av	Joseph	Vento	$1,110.68	$222.14

10	1218 E Passyunk Av	Joseph	Vento	$1,388.35	$277.67
11	1220 E Passyunk Av	Joseph	Vento	$2,583.66	$516.73
12	1223 E Passunk Av	Joseph	Vento	$1,718.91	$343.78
13	1225-29 E Passyunk Av	Joseph	Vento	$3,041.15	$608.23
14	1231-33 E Passyunk Av	Mark	Ritaldato	$2,009.80	$401.96
15	1235-37 E Passyunk Av	Passyunk Associates LLC		$14,875.20	$2,975.04
16	1301 E Passyunk Av	Pat's King of Steaks, LLP		$1,507.35	$301.47
17	1303 E Passyunk Av	Chao Truong	Chau	$1,250.84	$250.17
18	1304 E Passyunk Av	Maria	Oliveri	$761.61	$152.32
19	1307 E Passyunk Av	Gina	Krussell	$740.45	$148.09
20	1309 E Passyunk Av	Chao Truong	Chau	$740.45	$148.09
21	1312 E Passyunk Av	Maria	Oliveri	$84.62	$16.92

22	1313 E Passyunk Av	John	Petralia	$822.60	$164.52
23	1314 E Passyunk Av	Maria	Oliveri	$119.00	$23.80
24	1315 E Passyunk Av	Pat's Auto Truck Repair	Attn: Pat DiGiacomo	$2,644.48	$528.90
25	1316 E Passyunk Av	Maria	Oliveri	$145.45	$29.09
26	1318 E Passyunk Av	Stephen	Palladinetti	$1,983.36	$396.67
27	1323 E Passyunk Av	Ferdinando	Daddi	$1,057.79	$211.56
28	1324 E Passyunk Av	William	Donato	$1,528.51	$305.70
29	1325 E Passyunk Av	Jody	Sweitzer	$2,644.48	$528.90
30	1328 E Passyunk Av	Ri Kai	Wu	$978.46	$195.69
31	1330 E Passyunk Ave	Pan XianYong Zhou Ru Ying		$1,007.55	$201.51
32	1331 E Passyunk Av	Benjamin	Masino	$2,538.70	$507.74
33	1332 E Passyunk Av	Yang	Lo	$814.50	$162.90

34	1334 E Passyunk Av	Howard	Cohen	$930.86	$186.17
35	1335 E Passyunk Av	William	Donato	$1,190.02	$238.00
36	1336 E Passyunk Av	Samuel	Kim	$1,115.97	$223.19
37	1337 E Passyunk Av	Wang Yung	Wong	$1,435.95	$287.19
38	1338 E Passyunk Av	Daniel	Biondo	$785.41	$157.08
39	1339 E Passyunk Av	Wang Yung	Wong	$938.79	$187.76
40	1340 E Passyunk Av	Christine	Duong	$1,732.13	$346.43
41	1341 E Passyunk Av	Serena	Chan	$938.79	$187.76
42	1342 E Passyunk Av	Michael	Kalada	$912.35	$182.47
43	1343 E Passyunk Av	Ming & Steven Company, LLC		$1,745.36	$349.07
44	1344 E Passyunk Av	Jimmy	Tran	$885.90	$177.18
45	1345 E Passyunk Av	Ming & Steven Company, LLC		$872.68	$174.54

46	1346 E Passyunk Av	Kam Ying	Chung	$885.90	$177.18
47	1347 E Passyunk Av	Ming & Steven Company, LLC		$872.68	$174.54
48	1349 E Passyunk Av	Catherine	Cacia	$743.10	$148.62
49	1350 E Passyunk Av	Paul	Borriello	$912.35	$182.47
50	1351 E Passyunk Av	Michael	Mittleman or DOV Properties	$872.68	$174.54
51	1352 E Passyunk Av	Michael	Giordano	$2,644.48	$528.90
52	1353 E Passyunk Av	Pang	Kan	$1,092.17	$218.43
53	1355 E Passyunk Av	Joanne	Stio	$872.68	$174.54
54	1357 E Passyunk Av	Joseph	Ehrenreich	$756.32	$151.26
55	1400 E Passyunk Av	A & M Associates and Sandleman		$91,499.00	$18,299.80
56	1401 S 10th St	Bruce	Goodman	$31,733.76	$6,346.75
57	1407 E Passyunk Av	Yan Mei	Liu	$5,950.08	$1,190.02

58	1417 E Passyunk Av	Lifai	Tsang	$854.17	$170.83
59	1419 E Passyunk Av	Yi	Zheng	$714.01	$142.80
60	1421 E Passyunk Av	James	Campana	$1,031.35	$206.27
61	1425 E Passyunk Av	James	Campana	$938.79	$187.76
62	1427 E Passyunk Av	Robert	Dolan	$1,084.24	$216.85
63	1430 E Passyunk Av	City of Philadelphia Older Adult Center		$0.00	$0.00
64	1437 E Passyunk Av	Conchetta	Mingroni	$1,031.35	$206.27
65	1439 E Passyunk Av	Julius	Mingroni	$1,454.46	$290.89
66	1500 E Passyunk Av	Nancy	Trachtenberg	$925.57	$185.11
67	1501 E Passyunk Av	Southpaw Enterprises - Dennis Hewlett		$952.01	$190.40
68	1502 E Passyunk Av	Maria	Luciany	$740.45	$148.09
69	1503 E Passyunk Av	Southpaw Enterprises - Dennis Hewlett		$822.43	$164.49

70	1504 E Passyunk Av	David or Tuan	Dinh	$766.90	$153.38
71	1505 E Passyunk Av	Alicia	Cressman	$822.43	$164.49
72	1506 E Passyunk Av	Rosemaria	Gallo	$740.45	$148.09
73	1507 E Passyunk Av	Boulos	Semaan	$822.43	$164.49
74	1509 E Passyunk Av	Passyunk Capital Partners		$703.43	$140.69
75	1510 E Passyunk Av	Rosemaria	Gallo	$6,346.75	$1,269.35
76	1514 E Passyunk Av	Adeline	Costobile	$1,190.02	$238.00
77	1515 E Passyunk Av	Rosalie	Pinto	$793.34	$158.67
78	1517 E Passyunk Av	Alexandros	Thomas	$756.32	$151.26
79	1518 E Passyunk Av	Francesco	Salini	$2,007.16	$401.43
80	1519 E Passyunk Av	Donato	Confalone	$904.41	$180.88
81	1520 E Passyunk Av	CA Real Property Three		$833.01	$166.60

82	1521 E Passyunk Av	Shak Hong	Lui	$822.43	$164.49
83	1522 E Passyunk Av	John	Galati	$1,388.35	$277.67
84	1523 E Passyunk Av	Passyunk Revitalization Inc.		$819.79	$163.96
85	1524 E Passyunk Av	George or Gayle	Archdeacon	$803.92	$160.78
86	1525 S 11th St	Quang	Huynh	$925.57	$185.11
87	1526 E Passyunk Av	Bella	Inverso	$1,322.24	$264.45
88	1527 S 11th St	Richard	Creamer	$1,060.44	$212.09
89	1531 S 11th St	Thomas	De Carlo	$1,060.44	$212.09
90	1532 E Passyunk Av	Andrew	Luchetti	$835.66	$167.13
91	1533 S 11th St	Thomas	De Carlo	$2,189.63	$437.93
92	1536 E Passyunk Av	Amelia	Lelii	$793.34	$158.67
93	1537 S 11th St	Joseph	Del Mastro	$952.01	$190.40

94	1538 E Passyunk Av	Passyunk Revitalization, Inc.		$819.79	$163.96
95	1540 E Passyunk Av	Passyunk Revitalization, Inc.		$835.66	$167.13
96	1542 E Passyunk Av	Philip	Fortuna	$793.34	$158.67
97	1548 E Passyunk Av	1548 E Passyunk LLC		$1,388.35	$277.67
98	1600 E Passyunk Av	Maria	Froio	$1,586.69	$317.34
99	1601 E Passyunk Av	Passyunk Revitalization Inc		$2,062.69	$412.54
100	1602 E Passyunk Av	Empire Enterprises, Inc.		$1,586.69	$317.34
101	1603 E Passyunk Av	Jason	Karian or AJR Rentals Inc	$1,282.57	$256.51
102	1604 E Passyunk Av	Gustavo	Di Lauro	$1,454.46	$290.89
103	1605 E Passyunk Av	Michael	Giordano	$1,282.57	$256.51
104	1606 E Passyunk Av	Hector	Cardenas	$1,401.57	$280.31
105	1607 E Passyunk Av	Michael	Giordano	$1,071.01	$214.20

106	1608 E Passyunk Av	Paul	Borriello	$1,322.24	$264.45
107	1609 E Passyunk Av	J.C. Ventures LLC		$1,269.35	$253.87
108	1610 E Passyunk Av	Michael	Giordano	$1,282.57	$256.51
109	1611 E Passyunk Av	Franca	Ereivelli	$1,269.35	$253.87
110	1612 E Passyunk Av	Kerry	Sharps	$1,282.57	$256.51
111	1613 E Passyunk Av	Frederick	Saddic	$1,269.35	$253.87
112	1614 E Passyunk Av	Assiciazone Regionale Siciliana, Inc.		$1,269.35	$253.87
113	1615 E Passyunk Av	Vincent	Talotta	$1,269.35	$253.87
114	1616 E Passyunk Av	Steven	Tavella	$1,282.57	$256.51
115	1617 E Passyunk Av	Vincent	Talotta	$1,269.35	$253.87
116	1618 E Passyunk Av	Angela	Pugliese	$1,282.57	$256.51
117	1619 E Passyunk Av	Anthony	Repice	$1,269.35	$253.87

118	1620 E Passyunk Av	Mikki	Capo	$1,282.57	$256.51
119	1621 E. Passyunk Av	Metro Housing Associates		$1,269.35	$253.87
120	1622 E Passyunk Av	Ralph	Pungitore	$1,639.58	$327.92
121	1623 E Passyunk Av	Christopher	Masino	$1,322.24	$264.45
122	1624 E Passyunk Av	Michael	Pisano	$1,375.13	$275.03
123	1625 E Passyunk Av	Christopher	Masino	$1,269.35	$253.87
124	1626 E Passyunk Av	Michael	Pisano	$1,375.13	$275.03
125	1627 E. Passsyunk Avenue	Lynn	Rinaldi	$2,644.48	$528.90
126	1628 E Passyunk Av	City of Philadelphia		$0.00	$0.00
127	1631 E Passyunk Av	Rosemaria	Gallo	$3,083.46	$616.69
128	1633 E Passyunk Av	Anthony	Criniti	$1,282.57	$256.51
129	1635 E Passyunk Av	Fran	Amodei	$1,851.14	$370.23

130	1637 E Passyunk Av	Claudio	Chiavatti	$1,718.91	$343.78
131	1639 E Passyunk Av	Joseph	Cancilleri	$1,877.58	$375.52
132	1641 E Passyunk Av	My John LLC		$1,282.57	$256.51
133	1643 E Passyunk Av	Dut Van	Tran	$1,666.02	$333.20
134	1645 E Passyunk Av	Catherine or Gaetano	Vetri	$1,454.46	$290.89
135	1646 E Passyunk Av	Frank	Pinto	$1,401.47	$280.29
136	1646 S 12th St	Hong Sing	Huynh	$3,012.06	$602.41
137	1647 E Passyunk Av	Albert	Novelli	$1,282.57	$256.51
138	1648 E Passyunk Av	Gold Inc.		$2,644.48	$528.90
139	1649 E Passyunk Av	Frank	Novelli	$1,348.68	$269.74
140	1651 E Passyunk Av	Equity Trust Company.		$3,173.38	$634.68
141	1655 E Passyunk Av	Anthony	Bianco	$415.18	$83.04

142	1700 S 12th Street	CVNS Investment Group LLC		$2,644.48	$528.90
143	1700-02 E Passyunk Av	CVNS Investment Group LLC		$2,670.92	$534.18
144	1701 E Passyunk Av	Mark	Leon	$3,702.27	$740.45
145	1702 S 12th Street	Po Yuk	Chan	$2,551.92	$510.38
146	1704 E Passyunk Av	Cramer WSR LLC		$2,644.48	$528.90
147	1707 E Passyunk Av	Peter	Kallitsopoulos	$1,718.91	$343.78
148	1708 E Passyunk Av	Joseph	Tomasetti	$1,718.91	$343.78
149	1709 E Passyunk Av	Abe	Mandel	$5,156.74	$1,031.35
150	1709 S 12th St	Liou	Rong	$1,888.16	$377.63
151	1710 E Passyunk Av	A + V Stagliano Partners		$1,586.69	$317.34
152	1711 S 12th St	Liou	Rong	$2,221.36	$444.27
153	1712 E Passyunk Av	Zhen Lin	Wan	$1,586.69	$317.34

154	1713 S 12th St	Liou	Rong	$2,380.03	$476.01
155	1714 E Passyunk Av	Real Estate Property		$1,586.69	$317.34
156	1716 E Passyunk Av	Peter & Teresa	Chi	$1,586.69	$317.34
157	1718 E Passyunk Av	Raymond	Jacobucci	$1,375.13	$275.03
158	1719 E Passyunk Av	Sermania Jewelry LLC		$1,507.35	$301.47
159	1720 E Passyunk Av	James	Gallo	$2,908.93	$581.79
160	1721 E Passyunk Av	A & P Custom Kitchens Inc.		$2,922.15	$584.43
161	1722 E Passyunk Av	Peter	Monastero	$1,375.13	$275.03
162	1724 E Passyunk Ave	Bella Vista Properties		$1,401.57	$280.31
163	1725 E Passyunk Av	Ted	Shapiro	$1,586.69	$317.34
164	1726 E Passyunk Av	Michael	Giordano	$1,401.57	$280.31
165	1727 E Passyunk Av	George	Mortelliti	$1,586.69	$317.34

166	1728 E Passyunk Av	Frank	Langello	$1,533.80	$306.76
167	1729 E Passyunk Av	Joseph	Taglienti	$1,613.13	$322.63
168	1731 E Passyunk Av	JFJ Enterprises		$1,375.13	$275.03
169	1733 E Passyunk Av	Passyunk Avenue Revitalization		$1,586.69	$317.34
170	1735 E Passyunk Av	Janine	Agresta	$1,586.69	$317.34
171	1736 E Passyunk Av	Maurizio	De Luca	$2,300.70	$460.14
172	1737 E Passyunk Av	Real Estate Three Corporation		$1,586.69	$317.34
173	1738 E Passyunk Av	Maurizio	De Luca	$1,322.24	$264.45
174	1739 E Passyunk Av	Jian Jin	Chen	$1,930.47	$386.09
175	1740 E Passyunk Av	Frank	Froio	$1,480.91	$296.18
176	1742 E Passyunk Av	Anthony	Froio	$1,348.68	$269.74
177	1744 E Passyunk Av	Pitucci Realty Corp		$1,428.02	$285.60

178	1746 E. Passyunk Avenue	Samuel	Bennett	$1,507.35	$301.47
179	1748 E Passyunk Av	Louis	Zinni	$2,009.80	$401.96
180	1800 E Passyunk Av	Palella & Dych	Maugeri	$2,644.48	$528.90
181	1801 E Passyunk Av	2027 S. Juniper Partners		$1,983.36	$396.67
182	1804 E Passyunk Av	Vincent DiBacco		$3,649.38	$729.88
183	1805 E Passyunk Av	Louis	Di Cocco	$1,851.14	$370.23
184	1807 E Passyunk Av	Louis	Di Cocco	$1,666.02	$333.20
185	1809 E Passyunk Av	Louis	Di Cocco	$1,533.80	$306.76
186	1810 E Passyunk Av	Louis	Zinni	$1,454.46	$290.89
187	1811 E Passyunk Av	Dat Vinh	Lam	$1,586.69	$317.34
188	1812 E Passyunk Av	George	Pasquarello	$1,454.46	$290.89
189	1813 E Passyunk Av	Bella Vista Properties		$1,666.02	$333.20

190	1814 E Passyunk Av	Walter	Lucidi	$1,375.13	$275.03
191	1814 S 13th St	Mary	Morrone	$2,115.58	$423.12
192	1815 E Passyunk Av	Anthony	Criniti	$1,718.91	$343.78
193	1816 E Passyunk Av	Joseph	Badolato	$1,454.46	$290.89
194	1816 S 13th St	Jeffrey	Travelina	$899.12	$179.82
195	1817 E Passyunk Av	Vincent	Catroppa	$3,173.38	$634.68
196	1818 E Passyunk Av	Joseph	Badolato	$1,904.03	$380.81
197	1818 S 13th St	Vincent	Fumo	$1,031.35	$206.27
198	1820 E Passyunk Av	Real Estate Property		$1,375.13	$275.03
199	1820 S 13th St	1820 Properties LLC		$1,322.24	$264.45
200	1821 E Passyunk Av	James	Williams	$1,718.91	$343.78
201	1822 E Passyunk Av	Armando	Ferrante	$1,586.69	$317.34

202	1822 S 13th St	Carol	Tamburino	$1,110.68	$222.14
203	1823 E Passyunk Av	Gloria or Rosa	Londono	$1,322.24	$264.45
204	1824 E Passyunk Av	Bella Investment Properties		$1,401.57	$280.31
205	1824 S 13th St	Giacomo	Tripodi	$3,215.69	$643.14
206	1825 E Passyunk Av	Anthony	Criniti	$1,401.57	$280.31
207	1827 E Passyunk Av	James & Connie	Mazzola	$1,375.13	$275.03
208	1827 S 13th Street	Isak	Farbiarz	$2,126.16	$425.23
209	1828 E Passyunk Av	Queen's Realty LLC		$1,771.80	$354.36
210	1829 E Passyunk Av	Anthony	Criniti	$1,401.57	$280.31
211	1829 S 13th Street	Isak	Farbiarz	$2,607.46	$521.49
212	1830 E Passyunk Av	John or Kristin	Renzulli	$1,216.46	$243.29
213	1831 E Passyunk Av	Gary & Susan	Tavella	$1,295.80	$259.16

214	1831 S 13th St	SEPTA		$0.00	$0.00
215	1832 E Passyunk Av	Jerry	Tripodi	$1,269.35	$253.87
216	1833 E Passyunk Av	Conestoga Bank		$2,512.26	$502.45
217	1834 E Passyunk Av	Filitalia National, Inc		$1,401.57	$280.31
218	1835 E Passyunk Av	Binh	Dang	$1,480.91	$296.18
219	1836 E Passyunk Av	Filitalia National Inc.		$1,454.46	$290.89
220	1837 E Passyunk Av	Arnold	Constantini	$1,718.91	$343.78
221	1838 E Passyunk Av	CA Real Property Three		$1,269.35	$253.87
222	1839 E Passyunk Av	Arnold	Constantini	$1,930.47	$386.09
223	1840 E Passyunk Av	Arnold	Constantini	$1,269.35	$253.87
224	1840R E Passyunk Av	Domenico	Sparagna	$39.67	$7.93
225	1841 E Passyunk Av	Arnold	Constantini	$1,454.46	$290.89

226	1842 E Passyunk Av	Dominic	Disco	$1,851.14	$370.23
227	1843 E Passyunk Av	Izak	Farbiarz	$3,305.60	$661.12
228	1900 E Passyunk Av	Peter	Fiorentino	$1,454.46	$290.89
229	1900 S Broad St	Sisters of St Francis		$0.00	$0.00
230	1901 E Passyunk Av	St Edmonds Savings & Loan Association		$9,916.80	$1,983.36
231	1901 S 13th St	Philip	Mc Gurk	$3,012.06	$602.41
232	1902 E Passyunk Av	Philip	Mancuso	$1,242.91	$248.58
233	1903 S 13th St	Joseph	Lieberman	$2,004.52	$400.90
234	1904 E Passyunk Av	Michael	Guida	$1,110.68	$222.14
235	1905 S 13th St	Alnor Real Estate Assoc, LLP		$1,956.92	$391.38
236	1906 E Passyunk Av	Robert	Pendino	$1,190.02	$238.00
237	1907 E Passyunk Av	Frank	Mattio	$1,454.46	$290.89

238	1908 E Passyunk Av	Raymond	Perfetti	$1,401.57	$280.31
239	1909 E Passyunk Av	Anthony	Criniti	$1,533.80	$306.76
240	1910 E Passyunk Av	Chiu Chiu	Tow	$1,639.58	$327.92
241	1911 E Passyunk Av	Edward	Gross	$1,745.36	$349.07
242	1912 E Passyunk Av	Frank	Borda	$1,269.35	$253.87
243	1913 E Passyunk Av	Michael	Di Palma	$1,586.69	$317.34
244	1914 E Passyunk Av	Terry	Sher	$1,269.35	$253.87
245	1915 E Passyunk Av	Michael	Di Palma	$1,586.69	$317.34
246	1917 E Passyunk Av	Bella Vista Properties		$1,586.69	$317.34
247	1918 E Passyunk Av	Terry	Sher	$1,269.35	$253.87
248	1919 E Passyunk Av	Renee	Fanty	$5,553.41	$1,110.68
249	1920 E Passyunk Av	Frank	Marcantonio	$1,428.02	$285.60

250	1922 E Passyunk Av	Chiu Mei	Hsu	$1,428.02	$285.60
251	1924 E Passyunk Av	Louis	Gentile	$1,560.24	$312.05
252	1926 E Passyunk Av	Michael	De Russo	$1,851.14	$370.23
253	1927 E Passyunk Av	Francis J.	Cratil	$1,322.24	$264.45
254	1928 E Passyunk Av	CA Real Property Three		$1,851.14	$370.23
255	1929 E Passyunk Av	Francis J.	Cratil	$1,322.24	$264.45
256	1930 E Passyunk Av	Carmen	De Gregorio	$944.08	$188.82
257	1930 S Broad St	St. Agnes Continuing Care Center		$748,353.46	$149,670.69
258	1931 E Passyunk Av	Anthony	Evangelista c/o Marvin F. Poer and Company	$1,586.69	$317.34
259	1931 S Broad St	Wachovia Bank Property Tax Administration		$9,842.75	$1,968.55
260	1932 E Passyunk Av	Jeffrey	Rome	$1,454.46	$290.89

261	1933 E Passyunk Av	Anthony	Evangelista c/o Marvin F. Poer and Company	$1,586.69	$317.34
262	1933 S Juniper St	Alfredo	Mingrino	$925.57	$185.11
263	1934 E Passyunk Av	Maurice	Pisano	$3,173.38	$634.68
264	1935 E Passyunk Av	Alfredo	Mingrino	$1,322.24	$264.45
265	1937 E Passyunk Av	Frank	Pina	$2,115.58	$423.12
266	1939 E Passyunk Av	Anthony	Criniti	$1,851.14	$370.23
267	1939 S Juniper St	Berkeley Property LLC		$2,908.93	$581.79
268	1941 E Passyunk Av	Eyal	Arev	$1,904.03	$380.81
269	1943 E Passyunk Av	Angelo	Mattei	$1,533.80	$306.76
270	1945 E Passyunk Av	United Savings Association		$9,255.68	$1,851.14
271	2000-12 S Broad St	Verizon		$47,600.64	$9,520.13

272	2001 S Broad St	Citizens Bank		$19,833.60	$3,966.72
273	2009 S Broad St	Carmel Realty Association		$31,733.76	$6,346.75
274	2013 S Broad St	Charles	Kahn	$7,933.76	$1,586.75
275	2014 S Broad St	BP Philly		$36,657.20	$7,331.44
276	2017 S Broad St	Rite Aid Real Estate		$63,467.52	$12,693.50
277	2025 S Broad St	Hang-Ky	Ong	$3,702.27	$740.45
278	2027 S Broad St	Nicholas	Canuso	$3,966.72	$793.34
279	2027 S. 13th St.	John	Karamisakis	$2,284.83	$456.97
280	2029 S Broad St	Richard	Bass	$11,900.16	$2,380.03
281	2033 S Broad St	George	Overbeck	$8,398.87	$1,679.77
282	2037 S Broad St	Beneficial Savings Fund Society	Attn: Property Tax Payment Devision	$7,957.24	$1,591.45
283	901-3 Wharton Street	Frank or Rita	Olivieri	$3,109.91	$621.98

284	916-20 Reed St	Michael	Rizzio	$1,057.79	$211.56
285	919 Reed Street	Bella	Inverso	$1,020.77	$204.15
286	921 Reed Street	Chan	Chen	$944.08	$188.82
287	922-32 Reed St	Joseph	Ehrenreich	$2,380.03	$476.01
288	1307 Mifflin Street	Jefferson Bank		$1,057.79	$211.56
289	1309 Mifflin Street	Laura	Angiolillo	$925.57	$185.11
					$320,333.61

EXHIBIT A-3
East Passyunk Avenue Business Improvement District
2009 Budget

Ordinary Income/Expense	
Income	
Cash-On-Hand Carried Over	17,295.31
Directory Ad Sales	2,004.00
Events	17,000.00
Grants	75,007.00
Property Assessments	320,333.61
Total Income:	431,639.92
Expense	
Accounting	3,517.00
Conferences	3,500.00
Design/Beautification	125,100.00
Dues and Subscriptions	250.00
Economic Development	24,500.00
Funding	840.00
Insurance	4,301.00
Miscellaneous	1,200.00
Office Operation	17,902.00
Overall Business	243.00
Personnel	82,546.76
Promotion Activities	148,500.00
Transportation	600.00
Total Expense:	412,999.76
Net Income:	18,640.16

EXHIBIT A-4

AMENDED AND RESTATED
BY-LAWS
OF
EAST PASSYUNK AVENUE BUSINESS IMPROVEMENT DISTRICT, INC.

These Bylaws are adopted by the Corporation and are Supplemental to the Pennsylvania Nonprofit Corporation Law of 1998 as the same shall from time to time be in effect.

ARTICLE I

NAME, LOCATION, MEMBERS AND SEAL

SECTION 1.1 Name. The name of the corporation is the East Passyunk Avenue Business Improvement District, Inc. (the "Corporation")

SECTION 1.2 Location. The address of the Corporation's shall be 1601 East Passyunk Avenue, Philadelphia, PA. 19148. The Corporation may also have offices at such other places as the Board may from time to time appoint or the activities of the Corporation may require.

SECTION 1.3 Members. The Members of the Corporation are those tax paying commercial property owners, including owner occupied residential properties, on both sides of East Passyunk Avenue from the South side of Federal Street to the East side of South Broad Street, including the contiguous commercial properties on intersecting streets, including both sides of South Broad Street from the South side of McKean Street to the North side of Snyder Avenue, also including the west side of South Broad Street from the South side of Muffin Street to the North side of McKean Street.

SECTION 1.4 Seal. The corporate seal shall have inscribed thereon the name of the corporation the year of its organization and the words "Corporate Seal, Pennsylvania".

ARTICLE II

MEETING OF MEMBERS

SECTION 2.1 Special Meetings. Special meetings may be called at any time by the Board of Directors for the transaction of such business as determined by the Board. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto. Such meetings shall be held at such place and time as the Board shall fix. The first annual meeting of the Corporation shall be held at a time and place established by the incorporators and thereafter by the Executive Committee. The Secretary shall cause to be mailed to every Member in good standing at his (her) address as it appears on the membership roll book of the Corporation, a notice stating the time and place of the any Members' meeting at least ten (10) days prior to the date of the meeting.

SECTION 2.2 Conduct of Member's Meetings. The Chairman of the Board, if a Chairman is elected, shall preside at all Members' meetings, or, in his absence, the President. The officer presiding over the Members' meetings may establish such rules and regulations for the conduct of the meetings as he may deem to be reasonably necessary or desirable for the orderly and expeditious conduct of the meeting.

ARTICLE III

BOARD OF DIRECTORS

SECTION 3.1 Board of Directors. The property and affairs of the Corporation shall be managed, conducted and directed by the Board of Directors. In addition to the powers and duties conferred on the Board under the laws of the Commonwealth of Pennsylvania, the Board shall have the power to borrow money or purchase, sell, lease or otherwise dispose of any real estate or other property of the Corporation. The Board shall also have the authority to interpret the provisions of the Bylaws and its interpretation shall be binding upon the Corporation.

SECTION 3.2 Qualifications of Directors. Each Director shall be a natural person at least 18 years of age who need not be a resident of Pennsylvania. In electing Directors, the Board shall consider each candidate’s willingness to accept responsibility for governance including availability to participate actively in Board activities, areas of interest and expertise, and experience in finance, business, event planning and community organization.

SECTION 3.3 Composition. The Board of Directors shall be comprised of not more than ten (10) directors, as the Board shall from time to time determine by resolution. Members shall be natural persons. One member of the Board shall be the Councilperson of the First Councilmatic District of the City of Philadelphia. Any elected official(s) elected to the Board may designate a representative to serve in place of that elected official(s) and such designee shall hold the same duties and powers conferred upon all other Board Members.

SECTION 3.4 Election and Term. The incorporators shall serve as the Board of Directors until the first annual meeting. Thereafter, directors shall be elected annually by the Board of Directors. The elected Directors shall be divided into two classes by the Chairman, with optimally half of the directors in the first class and the balance in the second class. The term of office for each class shall be for two (2) years, except in the case of a vacancy in any class, in which case the vacancy shall be filled for the balance of the term of the class. However, to achieve the initial classification of the Board, the initial terms of the two classes of the Board shall be one (1) year and two (2) years, respectively. The Board may increase or decrease the number of Directors at any time within the range specified in this Section 5.3, and shall allocate the new or eliminated Director positions among Class I and Class II so that the number of Directors of one Class shall at no time vary from the number of Directors in the other Class by more than two. Except as otherwise provided by resolution of the Board, each Director’s term begins at the time of his or her election. Each Director shall hold office until (a) the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified, or (b) his or her earlier death, resignation, or removal.

SECTION 3.5 Vacancies. Vacancies on the Board of Directors, including vacancies resulting from an increase in the number of directors, may be filled by a majority of the remaining members of the Board (even if less than a quorum). Each director elected to fill a vacancy created by the resignation or inability to serve of a director shall serve for the balance of the unexpired term of such director or until his successor is duly elected and qualified.

SECTION 3.6 Regular Meetings. The annual meeting of the Board of Directors shall be held in each calendar year on such date and at such time and place as the Board of Directors shall by resolution determine. Other regular meetings of the Board shall be held on such regularly scheduled dates and at such times and places as the Board shall be resolution determine.

SECTION 3.7 Special Meetings. On the written request of the Chairman of the Board, or one-third (1/3) of the members of the Board of Directors, the Secretary shall call a special meeting of the Board, Such request shall state the general nature of the business to be transacted at such meeting. The time and place of such special meeting shall be fixed by the Secretary and the meeting shall be called within ten (10) days of receipt of such request. The special meeting shall be held not more than thirty (30) days after receipt of request therefor. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto.

SECTION 3.8 Notice. The Secretary or his or her designee shall give to each member of the Board not less than five (5) days prior written notice of each meeting of the Board (regular or special). The notice, which shall be made by either hand-delivery, facsimile or electronic mail, shall state the time and the place of the meeting, and in the case of special meetings, the general nature of the business to be transacted thereat.

SECTION 3.9 Unanimous Written Consent. Any action which may be taken at a regular meeting of the Board of Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation.

SECTION 3.10 Quorum. At any meeting of the Board of Directors, the presence of a majority of the members of the Board in office shall be necessary to constitute a quorum for the transaction of business. Any member of the Board may designate from time to time an alternate person to represent and to vote on behalf of that Board member at any meeting of the Board. The acts of the majority of directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. The members present at a duly organized meeting can continue to conduct business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

SECTION 3.11 Resignations. Any director may resign at any time. Such resignation shall be in writing unless waived by vote of the remaining Board, but the acceptance thereof shall not be necessary to make it effective.

SECTION 3.12 Removal. Any director may be removed from office by the Board of Directors with or without cause. A new director shall be elected to fill the unexpired term of any removed director as provided in Section 3.5.

SECTION 3.13 Attendance. Any Director who fails to attend at least sixty percent (60%) of the regular and special meetings of the Board during any twelve (12) month period shall be removed from the Board of Directors.

SECTION 3.14 Compensation. Unless the Board of Directors otherwise determines, directors shall not be entitled to any compensation for their services as directors. Any director may serve the Corporation in other capacities and be entitled to such compensation as is determined by the Board of Directors.

ARTICLE IV

OFFICERS

SECTION 4.1 The Corporation shall have a President, Secretary, and a Treasurer. In addition, the Corporation may have a Chairman of the Board of Directors, one or more Vice-Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers, as the Board of Directors shall from time to time determine.

SECTION 4.2 Election and Terms of Office. Each officer shall be elected at the annual meeting of the Board of Directors and shall serve for a term of one year and until a successor is duly elected and qualified. All other officers shall be elected by the Board of Directors at the time, in the manner, and for such term as the Board of Directors from time to time determines. Each officer shall serve until a successor is duly elected and qualified, or until such officer resigns or is removed from office.

SECTION 4.3 Compensation. Unless otherwise provided by the Board of Directors, officers shall not be compensated for their services as officers, but may be compensated if they are employed by the Corporation.

SECTION 4.4 Chairman of the Board. The Chairman of the Board, if a Chairman is elected, shall preside at all meetings of the Board of Directors He shall have such other powers as shall be designated by the Board of Directors.

SECTION 4.5 President. The President shall be the chief executive officer of the Corporation, and, subject to the direction and control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. As authorized by the Board of Directors, the President shall execute all instruments requiring such execution, except to the extent that signing and execution thereof is expressly delegated by the Board of Directors to some other officer or agent of the Corporation. Upon request of the Board of Directors, the President shall report to it all matters which the interests of the Corporation may require to be brought to the attention of the Board of Directors. The President shall preside at meetings of the Board of Directors if the Chairman of the Board is absent,

SECTION 4.6 Secretary. The Secretary shall keep the minutes of the Corporation and shall give such notices of meetings as required by these Bylaws. The Secretary shall have such other duties and have such other powers as shall be designated by the Board of Directors.

SECTION 4.7 Treasurer. The Treasurer shall have care and custody of the books and records of account of the Corporation and, subject to the direction of the Board of Directors, shall have charge of and be responsible for all funds and securities of the Corporation. He shall render financial statements to the Board of Directors from time to time upon request. The funds of the Corporation shall be deposited to its credit in such a manner and in such depositories as the Board of Directories may from time to time designate and shall be subject to withdrawal by check, draft or other order by such officer or officers of the Corporation as may from time to time be designated by the Board of Directors. The Treasurer shall have such other powers and duties as may be designated by the Board of Directors.

SECTION 4.8 Manager. A manager may be engaged by the Board of Directors. The Manager shall perform all duties incident to the office of Manager, including supervision of services, maintenance of accounts, notices and such other duties as from time to time may be assigned by the Board of Directors.

SECTION 4.9 Other Officers. Other officers of the Corporation shall have such powers and duties as may be designated from time to time by the Board of Directors.

SECTION 4.10 Vacancy and Removal. Any officer, committee member, employee or other agent of the Corporation may be removed, with or without cause, by the Board of Directors. The Board of Directors shall immediately elect a new officer to fill the unexpired term of any officer's position which becomes vacant be either removal or resignation.

SECTION 4.11 The Board may declare vacant the office of a Director who is declared of unsound mind by an order of the court or is convicted of a crime.

ARTICLE V

BOARD OF ADVISORS

Section 5.1 Board of Advisors. The Board of Directors may establish a Board of Advisors and, if it does so, shall appoint one or more persons who may but need not be Members of the Corporation to serve as the chairperson of the Board of Advisors. The Chairman of the Board shall also be an ex officio member of the Board of Advisors. Members of the Board of Advisors shall serve at the pleasure of the Board of Directors and may be removed by the Board of Directors with or without cause.

Section 5.2 Purpose. The purpose of the Board of Advisors shall be to advise the Corporation and the Board of Directors with respect to how the purposes of the Corporation may be furthered.

Section 5.3 The Board of Advisors' reports and recommendations to the Board of Directors will not be binding on the Board of Directors. The Board of Advisors shall not have any power or authority on behalf of the Corporation.

Section 5.4 Qualifications of Members. Each member of the Board of Advisors shall be an

individual at least 21 years of age who shall be an owner, or an owner's representative, of a commercial business and/or property located within the boundaries of the Corporation.

Section 5.5 Number. The Board of Advisors may have up to thirty (30) members who shall be selected as follows. At least one member of the Board of Advisors should be selected from each of the 1200, 1300, 1400, 1500, 1600, 1700, 1800 and 1900 blocks of East Passyunk Avenue and one from the South side of Broad Street which is within the Corporations boundaries ("Represented Blocks").

Section 5.6 Selection. The Board of Directors shall request and receive a written request from each person whom wants to serve on the Board of Advisors.

ARTICLE VI

COMMITTEES

SECTION 6.1 Executive Committee. The Corporation shall have an Executive Committee which shall perform the duties and exercise the authority assigned to them by the Board of Directors subject to the limitations set forth in these by-laws.

SECTION 6.2 Chairman. The Chairman of the Board of Directors or, if no Chairman is elected, the President shall act as Chairman of the Executive Committee. Members of the Executive Committee shall be appointed by the Chairman or the President if no Chairman is elected.

SECTION 6.3 The Board of Directors may, by resolution adopted by a majority of the directors in office, establish such committees (to consist of at least one director) as the Board of Directors shall deem necessary or advisable. All such committees shall have and may exercise such powers and authority of the Board as the Board of Directors shall, by resolution, determine.

SECTION 6.4 Limitation on Authority. No committee shall have any power or authority as to the following:

(a) The filing of vacancies on the Board of Directors.

(b) The adoption, amendment or repeal of the Bylaws.

(c) The amendment or repeal of any resolution of the Board of Directors.

(d) Action on other matters committed by resolution of the Board of Directors or by Pennsylvania law to the full Board of Directors or to another committee of the Board.

(e) A director of the corporation shall stand in a fiduciary relation to the corporation and shall perform the duties as a director, including the duties as a member of any committee of the Board upon which they may serve, in good faith, in a manner they reasonably believes to be in the best interests of the Corporation, and with such care,

including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing the duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

(1) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matter presented.

(2) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person.

(3) A committee of the Board upon which they do not serve, duly designated in accordance with law, as to matters within its designated authority, which the Director reasonably believes to merit confidence.

(f) A Director shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause his reliance to be unwarranted.

(g) In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

(h) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

(i) A Director of the Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(1) The Director has breached or failed to perform the duties of the office under this section.

(2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(j) The provision of this section shall not apply to: 1) The responsibility or liability of a Director pursuant to any criminal statues; or 2) The liability of a Director for the payment of taxes pursuant to local, State of Federal law.

ARTICLE VII

PERSONAL LIABILITY OF DIRECTORS AND INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS

SECTION 7.1 Personal Liability of Directors.

(a) A director of this Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(1) the director has breached or failed to perform the duties of his or her office under 15 Pa. C.S.A. Section 511 (which, as amended from time to time, is hereafter called Section 511); and

(2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) This Section 7.1 shall not limit a director's liability for monetary damages to the extent prohibited by the provisions of the Pennsylvania Nonprofit Corporation Law of 1988.

SECTION 7.2 Mandatory Indemnification of Directors and Officers. The Corporation shall, to the fullest extent permitted by applicable law, indemnify its directors and officers who were or are a party or are threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not such action, suit or proceeding arises or arose by or in the right of the Corporation or other entity) by reason of the fact that such director of officer is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a trustee, director, officer, employee, general partner, agent or fiduciary of another corporation, partnership, joint venture, trust or other enterprise (including tiding service with respect to employee benefit plans), against expenses (including but not limited to, attorney fees and costs), judgments, fines (including excise taxes assessed on a person with respect to any employee benefit plan) and amounts paid in settlement actually and reasonably incurred by such director or officer in connection with such action, suit or proceeding, except as otherwise provided in Section 7.4 hereof. A director or officer of the Corporation entitled to indemnification under this Section 7.2 is hereafter called a "person covered by Section 7.2 hereof."

SECTION 7.3 Expenses. Expenses incurred by a person covered by Section 7.2 hereof in defending a threatened, pending or completed civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation, except as otherwise provided, in Section 7.4.

SECTION 7.4 Exceptions. No indemnification under Section 7.2 or advancement or reimbursement of expenses under Section 7.3 shall be provided to a person covered by Section 7.2 hereof(a) if a final unappeasable judgment or award establishes that such director or officer engaged in self-dealing, willful misconduct or recklessness; (b) for expenses or liabilities of any type whatsoever (including, but not limited to, judgments, fines, and amounts paid in settlement) which have been paid directly to such person by an insurance carrier under a policy of officers' and director's liability insurance maintained by the

Corporation or other enterprise; or ~ for amounts paid in settlement of any threatened, pending or completed action, suits or proceeding without the written consent of the Corporation, which written consent shall not be unreasonably withheld. The Board of Directors of the Corporation is hereby authorized, at any time by resolution, to add to the above list of exceptions from the right of indemnification under Section 7.1 or advancement or reimbursement of expenses under Section 7.3, but any such additional exception shall not apply with, respect to any event, act or omission which has occurred prior to the date that the Board of Directors in fact adopts such resolution. Any such additional exception may, at any time after its adoption, be amended, supplemented, waived or terminated by further resolution of the Board of Directors of the Corporation.

SECTION 7.5 Continuation of Rights. The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article VII shall continue as to a person who has ceased to be a director or officer of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 7.6 General Provisions.

(a) The term "to the fullest extent permitted by applicable law," as used in this Article VII, shall mean the maximum extent permitted by public policy, common law or statute. Any person covered by Section 7.2 hereof may, to the fullest extent permitted by applicable law, elect to have the right to indemnification or to advancement or reimbursement of expenses, interpreted, at such person's Option (I) on the basis of the applicable law on the date this Article VII was adopted, or (ii) on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the action, suit or proceeding, or (iii) on the basis of the applicable law in effect the time indemnification is sought.

(b) The right of a person covered by Section 7.2 hereof to be indemnified or to receive an advancement or reimbursement of expenses pursuant to Section 7.3 (I) may also be enforced as a contract right pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the Corporation and such person, and (ii) shall continue to exist after the rescission or restrictive modification (as determined by such person) of this Article VII with respect to events, acts or omissions occurring before such rescission or restrictive modification is adopted.

(c) If a request for indemnification or for the advancement or reimbursement of expenses pursuant hereto is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation together with all supporting information reasonably requested by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim (plus interest at the prime rate announced from time to time by the Corporation's primary banker) and, if successful in whole or in part, the claimant shall be entitled also to be paid the expenses (including, but not Limited to, attorney's fees and costs) of prosecuting such claim. Neither the failure of the Corporation (including

its Board of Directors or its independent legal counsel) to have made a determination prior to the commencement of such action that indemnification made a determination prior to the commencement of such action that indemnification of or the advancement or reimbursement of expenses to the claimant is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Directors or its independent legal. counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses, shall be defense to the action or create a presumption that the claimant is not so entitled.

(d) the indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article VII shall not be deemed exclusive of any rights to which those seeking indemnification or advancement or reimbursement of expenses may be entitled under any bylaw, agreement, vote of the directors or otherwise, both as to action in such director's' or officer's official capacity and as to action in another capacity while holding that office.

(e) Nothing contained in this Article VII shall be construed to limit the rights and powers the Corporation possesses under Subchapter C of the Pennsylvania Nonprofit Corporation Law of 1988 (as amended from time to time), the Director's Liability Act, or otherwise, including, but not limited to, the powers to purchase and maintain insurance, create funds to secure its indemnification obligations, and any other rights or powers the Corporation may otherwise have under applicable law.

(f) The provisions of this Article VII may, at any time (and whether before or after there is any basis for a claim for indemnification or for the advancement of reimbursement of expenses pursuant hereto), be amended, supplemented, waived, or terminated, in whole or in part, with respect to any person covered by Section 7.2 hereof by a written agreement signed by the Corporation and such person.

(g) The Corporation shall have the right to appoint the attorney for a person covered by Section 7.2 hereof, provided such appointment is not unreasonable under the circumstances.

SECTION 7.7 Optional Indemnification. The Corporation may, to the fullest extent permitted by applicable law, indemnify and advance or reimburse expenses for persons in all situations other than that covered by this Article VII.

ARTICLE VIII

FINANCIAL REPORTS

SECTION 8 The President and Treasurer shall present annually to the Board of Directors a report showing in appropriate detail the following:

(1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.

(2) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.

(3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

(4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation. The report shall be filed with the minutes of the annual meeting of the Board of Directors.

ARTICLE IX

SECTION 9 The fiscal year of the Corporation shall be as determined by the Board of Directors.

ARTICLE X
ADOPTION, AMENDMENT AND REPEAL

SECTION 10.1 Adoption and Effective Date. These bylaws, which are supplemental to the Pennsylvania Nonprofit Corporation law of 1988, as the same may be in effect from time to time, were adopted as the Bylaws of the Corporation as on the 11th day of May, 2004, by the Board of Directors and shall be effective as of said date.

SECTION 10.2 Amendment or Repeal. These Bylaws may be amended or repealed, in whole or in part, and new Bylaws may be adopted, by the vote of a majority of the directors then in office at any meeting of the Board after notice to all directors of that purpose.

SECTION 10.3 Recording. The text of each amendment to or repeal of these Bylaws shall be attached hereto with a notation of the date of such amendment or repeal.

Accepted and Attested to by:

Date: August 7, 2007

_____

By: Patricia Gilberti, Secretary