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Form **990-PF**

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

OMB No 1545-0052

2007

Department of the Treasury
Internal Revenue Service

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

For calendar year 2007, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type See Specific Instructions.	Name of foundation PHYLLIS L REED TRUST		A Employer identification number 13-6893488
	Number and street (or P O box number if mail is not delivered to street address) P O BOX 185		B Telephone number (see page 10 of the instructions) (914) 289-3035
	City or town, state, and ZIP code PITTSBURGH PA 15230-0185		
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			C* If exemption application is pending, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,176,324			D 1 Foreign organizations, check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	96,858	103,711		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	163,300			
	b Gross sales price for all assets on line 6a 529,598				
	7 Capital gain net income (from Part IV, line 2)		163,300		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	100				
12 Total. Add lines 1 through 11	260,258	267,011	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	48,555	29,133		19,422
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 11 of the instructions)	14,055	2,807		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	62,610	31,940	0	19,422
	25 Contributions, gifts, grants paid	92,438			92,438
26 Total expenses and disbursements. Add lines 24 and 25	155,048	31,940	0	111,860	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	105,210				
b Net investment income (if negative, enter -0-)		235,071			
c Adjusted net income (if negative, enter -0-)			0		

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Form **990-PF** (2007)

*PREPARATION IN PROCESS

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments		195,855	195,855
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶	2,190,968	2,101,849	2,980,469
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,190,968	2,297,704	3,176,324
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	2,190,968	2,297,704	
Analysis of Changes in Net Assets or Fund Balances	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	2,190,968	2,297,704	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,190,968	2,297,704	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,190,968
2 Enter amount from Part I, line 27a	2	105,210
3 Other increases not included in line 2 (itemize) ▶ RETURN OF CAPITAL	3	1,526
4 Add lines 1, 2, and 3	4	2,297,704
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,297,704

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a		0	0
b		0	0
c		0	0
d		0	0
e		0	0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	163,300
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2006			0.000000
2005			0.000000
2004			0.000000
2003			0.000000
2002			0.000000

2 Total of line 1, column (d)

2 0.000000

3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 0.000000

4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5

4

5 Multiply line 4 by line 3

5 0

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

7 Add lines 5 and 6

7 0

8 Enter qualifying distributions from Part XII, line 4

8

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary—see instructions)		1	4,701
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	4,701
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,701
6 Credits/Payments			
a 2007 estimated tax payments and 2006 overpayment credited to 2007	6a		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached. INTEREST	8		743
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		5,444
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0
11 Enter the amount of line 10 to be. Credited to 2008 estimated tax Refunded	11		0

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) FL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2007 or the taxable year beginning in 2007 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11a	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11a		X
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?	11b	N/A	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► BNY MELLON N A	Telephone no ►	(914) 289-3035	
	Located at ► P O BOX 185 PITTSBURGH PA	ZIP+4 ►	15230-0185	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ►	15	N/A	<input type="checkbox"/>

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2007?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2007 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2007)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2007?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here

☐**5b**

N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870☐ Yes ☒ No**7b**

N/A

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 23 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BNY MELLON, N.A. P O BOX 185 PITTSBURGH PA 15230-0185	TRUSTEE SEE ATTACHED	48,555	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE	00			
	00			
	00			
	00			
	00			

Total number of other employees paid over \$50,000

☐ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter**

"NONE." (a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE

2 NONE

3 NONE

4 NONE

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE

2 NONE

All other program-related investments See page 24 of the instructions

3 NONE

Total. Add lines 1 through 3

0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,903,028
b	Average of monthly cash balances	1b	171,515
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,074,543
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,074,543
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	46,118
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,028,425
6	Minimum investment return. Enter 5% of line 5	6	151,421

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	151,421
2a	Tax on investment income for 2007 from Part VI, line 5	2a	4,701
b	Income tax for 2007. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,701
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	146,720
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	146,720
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	146,720

Part XII Qualifying Distributions (see page 26 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	111,860
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	111,860
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	111,860

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				146,720
2 Undistributed income, if any, as of the end of 2006				
a Enter amount for 2006 only			-7,135	
b Total for prior years 20 03 , 20 04 , 20 05		43,118		
3 Excess distributions carryover, if any, to 2007				
a From 2002	NONE			
b From 2003	NONE			
c From 2004	NONE			
d From 2005	NONE			
e From 2006	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2007 from Part XII, line 4 ▶ \$ 111,860				
a Applied to 2006, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 27 of the instructions)		43,118		
c Treated as distributions out of corpus (Election required—see page 27 of the instructions)				
d Applied to 2007 distributable amount				68,742
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2007. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2007 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008				77,978
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2003				
b Excess from 2004				
c Excess from 2005				
d Excess from 2006				
e Excess from 2007				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2007, enter the date of the ruling ▶ N/A

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2007	(b) 2006	(c) 2005	(d) 2004	
				0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			3a	92,438
b Approved for future payment NONE				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	96,858	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	163,300	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a <u>FEDERAL TAX REFUND</u>			41	100	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0		260,258	0
13 Total. Add line 12, columns (b), (d), and (e)				13	260,258

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

[illegible]

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

- | | | Yes | No |
|----------|--|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Sign Here

Signature of officer or trustee

11/5/2010
Date

VICE PRESIDENT
Title

**Paid
Preparer's
Use Only**

Preparer's
signature

Date _____

11/5/2010

Check if self-employed ☒

Preparer's SSN or PTIN
(See **Signature** on page 30 of
the instructions)
P00965923

Firm's name (or yours if self-employed), address and ZIP code

PRICEWATERHOUSECOOPERS, LLP
600 GRANT STREET, PITTSBURGH, PA 15219

EIN ► 13-4008324

Phone no 412-355-6000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

BUCKSPORT REGIONAL HEALTH CENTER, ATTN. JOHN M CORRIGAN

☐

Person

☒

Business

Street

City

State

Zip code

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

Amount

9,244

Name

BANGOR THEOLOGICAL SEMINARY, ATTN BUSINESS OFFICE

☐

Person

☒

Business

Street

City

State

Zip code

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

Amount

9,244

Name

WALDO COUNTY GENERAL HOSPITAL, ATTN LAURI MCLEAN

☐

Person

☒

Business

Street

City

State

Zip code

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

Amount

36,975

Name

WHITE PLAINS HOSPITAL, ATTN.ELIZABETH FILIPPELA

☐

Person

☒

Business

Street

City

State

Zip code

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

Amount

36,975

Name

☐

Person

☐

Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

☐

Person

☐

Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

**Attachment to Form 990-PF Part VIII, Column (b) Title and average hours
per week devoted to position**

As Trustee, the Bank of New York Mellon provides administrative services such as acting as investment manager for the named organization. These services require numerous individual bank employees' involvement in the activities of the organization and thus cannot be quantified on an hourly basis. Therefore, the Trustee's fees are not based upon an hourly basis but are calculated based upon factors such as the market value of the account and in accordance with our agreement with the client.

THE BANK OF NEW YORK

2455

TRUST ACCOUNT 802482
 PHYLLIS L REED TR FBO CHARITIES ART 7
 ASSETS HELD DECEMBER 31, 2007

PAR VALUE		MARKET VALUE	PRICE	PR-DATE
50,000	CREDIT SUISSE FIRST BOSTON USA INC NT 5.50% 08/15/13 0843611 22541LAH6	50,890.00	101.78000	12/31/07
50,000	FEDERAL NATL MTGE ASSN 5.25% 01/15/09 1117321 31359MEK5	50,640.62	101.28125	12/31/07
100,000	FEDERAL NATL MTG ASSN 7.25% 01/15/10 1150628 31359MFG3	107,187.50	107.18750	12/31/07
100,000	GENERAL ELEC CAP CORP M/T/N STEP CPN RATE 4.75% TO 3/09; 5% TO 3/14; 6% TO 3/19; THEREAFTER 7% 4.75% 03/30/24 1205717 36962GH23	93,478.00	93.47800	12/31/07
100,000	HANCOCK JOHN LIFE INS CO MTN SIGNATURENOTES BOOK ENTRY TRANCHE # TR 00871 FLTG DTD 0.00% 07/15/14 1331108 41013M6G0	95,711.00	95.71100	12/31/07
150,000	FEDERAL HOME LN BKS STEP CPN RATE 4% TO 4/08; 6% TO 4/12; 7% TO 4/16; THEREAFTER 10% 4.00% 04/15/19 3887662 3133X5E38	150,000.00	100.00000	12/31/07
190,529.21	AIM SHORT TERM TREASURY INSTITUTIONAL 00/00/00 9999028	190,529.21	1.00000	12/31/07
5,325.92	AIM SHORT TERM TREASURY INSTITUTIONAL 00/00/00 9999028	5,325.92	1.00000	12/31/07
TOTAL BONDS MKT. VAL.		743,762.25		
SHARES		MARKET VALUE	PRICE	PR-DATE
1,000	AGNICO-EAGLE MINES LTD 4010700 008474108	54,630.00	54.63000	12/31/07
500	APPLE INC COM 4130580 037833100	99,040.00	198.09000	12/31/07
4,000	ARC ENERGY TR TR UNIT 4133035 001986108	82,040.64	20.51016	12/31/07

SHARES		MARKET VALUE	PRICE	PR-DATE
8,438.84	BNY HAMILTON SMALL CAP CORE EQUITY 4192781 05561M374	99,409.53	11.78000	12/31/07
19,704.045	BNY HAMILTON FDS INC HIGH YIELD FD INSTL CL 4192785 05561M556	184,823.94	9.38000	12/31/07
500	BP PLC SPONS ADR 4407812 055622104	36,585.00	73.17000	12/31/07
1,500	CORNING INC COM 4831271 219350105	35,985.00	23.99000	12/31/07
700	DEVON ENERGY CORPORATION NEW COM 4952812 25179M103	62,237.00	88.91000	12/31/07
250	DISCOVER FINL SVCS COM 4957802 254709108	3,770.00	15.08000	12/31/07
1,000	DOW CHEMICAL COMPANY COMMON 4970420 260543103	39,420.00	39.42000	12/31/07
2,000	DUKE ENERGY CORP COM 4978470 26441C105	40,340.00	20.17000	12/31/07
700	EXXON MOBIL CORP COM 5069693 30231G102	65,583.00	93.69000	12/31/07
3,000	GENERAL ELECTRIC CO 5198800 369604103	111,210.00	37.07000	12/31/07
1,500	GOLDCORP INC NEW COM 5269050 380956409	50,895.00	33.93000	12/31/07
1,200	ISHARES MSCI GERMANY INDEX FUND 5454343 464286806	42,528.00	35.44000	12/31/07
2,000	ISHARES MSCI JAPAN INDEX FUND 5454354 464286848	26,580.00	13.29000	12/31/07
1,200	ISHARES S&P MIDCAP 400 INDEX FUND S&P MIDCAP 400 INDEX FD 5454367 464287507	101,928.00	84.94000	12/31/07
3,000	ISHARESTR MSCI EAFE INDEX FD MSCI EAFE INDEX FD 5454401 464287465	235,500.00	78.50000	12/31/07

SHARES			MARKET VALUE	PRICE	PR-DATE
1,600	INTEL CORPORATION 5487590	458140100	42,656.00	26.66000	12/31/07
1,500	JOHNSON & JOHNSON COM 5543300	478160104	100,050.00	66.70000	12/31/07
1,200	KIMBERLY-CLARK CORP COM 5581900	494368103	83,208.00	69.34000	12/31/07
2,000	MICROSOFT CORP COM 5895396	594918104	71,200.00	35.60000	12/31/07
500	MORGAN STANLEY CO 5973261	617446448	26,555.00	53.11000	12/31/07
1,500	PLUM CREEK TIMBER CO INC COM 6734173	729251108	69,060.00	46.04000	12/31/07
1,000	PEPSICO INC COM 6831565	713448108	75,900.00	75.90000	12/31/07
5,000	PEYTO ENERGY TR TR UNIT 6835950	717045108	84,956.30	16.99126	12/31/07
1,500	PROCTER & GAMBLE CO COM 6947140	742718109	110,130.00	73.42000	12/31/07
2,000	ROYCE VALUE TR INC 7081521	780910105	37,160.00	18.58000	12/31/07
4,000	SILVER WHEATON CORP COM 7236318	828336107	67,880.00	16.97000	12/31/07
600	UNITED PARCEL SVC INC CL B 7563274	911312106	42,432.00	70.72000	12/31/07
600	UNITED TECHNOLOGIES CORP 7646400	913017109	45,924.00	76.54000	12/31/07
1,500	VERIZON COMMUNICATIONS INC 7670787	92343V104	65,535.00	43.69000	12/31/07
1,000	WAL MART STORES INC 7692250	931142103	47,530.00	47.53000	12/31/07
1,750	XTO ENERGY INC COM 7870209	98385X106	89,880.00	51.36000	12/31/07

THE BANK OF NEW YORK
802482

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TOTAL STOCKS MKT. VAL. 2,432,561.41

INCOME \$19.12
PRINCIPAL \$.00

TOTAL MKT. VAL. FOR SECURITIES 3,176,323.66

A/C NO	TYPE	GRP/NO	ACCT-TITLE	TS	TC						
802482	SECURITY	REG	UNITS	SECURITY DESCRIPTION							
	LOT		UNITS	ACQUIRED	TAX COST	NYC COST	TCI	RATE	MATURITY	LAST ACTIVITY	
08	24		PHYLLIS L REED TR	FBO CHARITIE	2	0					
0843611	09		50,000.000	CREDIT SUISSE FIRST BOSTON USA				5.50%	08/15/13	12/20/07	
	01		50,000.000	05/25/04	\$49,812.50	\$.00	1	06/01/04			
1117321	12		50,000.000	FEDERAL NATL MTGE ASSN				5.25%	01/15/09	12/31/07	
	01		50,000.000	11/01/05	\$50,750.50	\$.00	1	11/02/05			
1150628	12		100,000.000	FEDERAL NATL MTG ASSN				7.25%	01/15/10	12/31/07	
	01		100,000.000	04/17/00	\$101,376.39	\$.00	1	04/18/00			
1205717	09		100,000.000	GENERAL ELEC CAP CORP M/T/N STEP CPN				4.75%	03/30/24	10/15/07	
	01		100,000.000	03/24/04	\$100,000.00	\$.00	1	03/30/04			
1331108	09		100,000.000	HANCOCK JOHN LIFE INS CO MTN				0.00%	07/15/14	02/22/06	
	01		100,000.000	07/19/04	\$100,000.00	\$.00	1	07/22/04			
3887662	12		150,000.000	FEDERAL HOME LN BKS STEP CPN				4.00%	04/15/19	12/12/07	
	01		150,000.000	03/16/04	\$150,000.00	\$.00	1	04/15/04			
4010700	09		1,000.000	AGNICO-EAGLE MINES LTD						12/31/07	
	01		1,000.000	03/06/07	\$37,277.60	\$.00	1	03/09/07			
4130580	09		500.000	APPLE INC COM						12/31/07	
	01		300.000	03/08/06	\$19,791.00	\$.00	1	06/29/07			
	02		200.000	03/06/07	\$17,604.00	\$.00	1	03/09/07			
4133035	09		4,000.000	ARC ENERGY TR						12/14/07	
	01		3,000.000	04/09/07	\$54,289.20	\$.00	1	04/12/07			
	02		1,000.000	04/17/07	\$19,370.00	\$.00	1	04/20/07			
4192781	27		8,438.840	BNY HAMILTON SMALL CAP CORE EQUITY						12/31/07	
	01		7,700.205	04/21/05	\$75,000.00	\$.00	1	04/22/05			
	02		52.839	12/21/06	\$643.58	\$.00	1	12/28/06			
	03		63.960	07/20/07	\$822.52	\$.00	1	07/24/07			
	04		87.726	07/20/07	\$1,128.15	\$.00	1	07/24/07			
	05		534.110	12/21/07	\$6,436.03	\$.00	1	12/27/07			
4192785	27		19,704.045	BNY HAMILTON FDS INC HIGH YIELD FD INSTL						12/31/07	
	01		10,000.000	06/02/03	\$100,000.00	\$.00	1	06/03/03			
	02		1.689	12/21/04	\$17.50	\$.00	1	12/23/04			
	03		9,643.202	02/16/05	\$100,000.00	\$.00	1	02/17/05			
	04		20.640	07/21/05	\$207.84	\$.00	1	07/25/05			
	05		38.354	07/21/05	\$386.22	\$.00	1	07/25/05			
	06		.040	12/21/05	\$.39	\$.00	1	12/28/05			
	07		.120	12/21/05	\$1.18	\$.00	1	12/28/05			
4407812	09		500.000	BP PLC SPONS ADR						12/31/07	
	01		500.000	09/14/86	\$8,565.16	\$.00	1	02/27/06			
4831271	09		1,500.000	CORNING INC COM						12/31/07	

A/C NO	TYPE	GRP/NO	ACCT-TITLE	TS	TC				
802482	SECURITY	REG	UNITS	SECURITY DESCRIPTION		RATE	MATURITY	LAST ACTIVITY	
	LOT		UNITS	AQUIRED	TAX COST	NYC COST	TCI	LAST ACT	
	01		1,500.000	03/06/07	\$31,065.00	\$.00	1	03/09/07	
4952812	09		700.000	DEVON ENERGY CORPORATION NEW					12/31/07
	01		700.000	04/21/05	\$31,255.00	\$.00	1	04/26/05	
4957802	09		250.000	DISCOVER FINL SVCS					12/31/07
	01		250.000	02/14/05	\$4,972.22	\$.00	1	07/18/07	
4970420	09		1,000.000	DOW CHEMICAL COMPANY COMMON					12/31/07
	01		1,000.000	06/18/02	\$32,640.00	\$.00	1	06/21/02	
4978470	09		2,000.000	DUKE ENERGY CORP					12/31/07
	01		2,000.000	04/09/07	\$41,620.00	\$.00	1	04/12/07	
5069693	09		700.000	EXXON MOBIL CORP					12/31/07
	01		700.000	00/00/00	\$5,816.01	\$.00	1	03/09/07	
5198800	09		3,000.000	GENERAL ELECTRIC CO					12/31/07
	01		3,000.000	09/14/86	\$9,121.47	\$.00	1	02/17/05	
5269050	09		1,500.000	GOLDCORP INC NEW					12/31/07
	01		1,500.000	06/29/05	\$24,090.00	\$.00	1	07/05/05	
5454343	09		1,200.000	ISHARES MSCI GERMANY INDEX FUND					12/31/07
	01		1,200.000	08/28/06	\$28,500.00	\$.00	1	08/31/06	
5454354	09		2,000.000	ISHARES MSCI JAPAN INDEX FUND					12/31/07
	01		2,000.000	08/28/06	\$27,440.00	\$.00	1	08/31/06	
5454367	09		1,200.000	ISHARES S&P MIDCAP 400 INDEX FUND					12/31/07
	01		1,200.000	04/21/05	\$76,128.00	\$.00	1	06/14/05	
5454401	09		3,000.000	ISHARESTR MSCI EAFE INDEX FD					12/31/07
	01		3,000.000	02/14/05	\$161,100.00	\$.00	1	06/14/05	
5487590	09		1,600.000	INTEL CORPORATION					12/31/07
	01		1,600.000	03/25/97	\$26,575.00	\$.00	1	08/03/00	
5543300	09		1,500.000	JOHNSON & JOHNSON COM					12/31/07
	01		1,500.000	04/11/97	\$39,825.00	\$.00	1	02/17/05	
5581900	09		1,200.000	KIMBERLY-CLARK CORP COM					12/31/07
	02		200.000	01/18/89	\$2,757.19	\$.00	1	03/09/07	
	03		1,000.000	04/29/93	\$22,725.94	\$.00	1	12/15/04	
5895396	09		2,000.000	MICROSOFT CORP COM					12/31/07
	01		2,000.000	08/27/03	\$52,968.40	\$.00	1	09/02/03	
5973261	09		500.000	MORGAN STANLEY CO					12/31/07
	01		500.000	02/14/05	\$25,177.78	\$.00	1	07/18/07	
6734173	09		1,500.000	PLUM CREEK TIMBER CO INC					12/31/07

A/C NO	TYPE	GRP/NO	ACCT-TITLE	TS	TC					
802482	SECURITY	REG	UNITS	SECURITY DESCRIPTION		RATE	MATURITY	LAST ACTIVITY		
		LOT	UNITS	ACQUIRED	TAX COST	NYC COST	TCI	LAST ACT		
		01	1,500.000	03/06/07	\$58,500.00	\$.00	1	03/09/07		
6831565	09		1,000.000	PEPSICO INC COM						12/31/07
	02		1,000.000	03/27/89	\$6,622.49	\$.00	1	04/12/07		
6835950	09		5,000.000	PEYTO ENERGY TR						12/27/07
	01		2,500.000	04/09/07	\$37,332.50	\$.00	1	04/12/07		
	02		2,500.000	04/17/07	\$39,525.00	\$.00	1	04/20/07		
6947140	09		1,500.000	PROCTER & GAMBLE CO COM						12/31/07
	01		1,500.000	02/08/95	\$24,639.92	\$.00	1	03/09/07		
7081521	09		2,000.000	ROYCE VALUE TR INC						12/31/07
	01		2,000.000	10/07/05	\$39,620.00	\$.00	1	10/13/05		
7236318	09		4,000.000	SILVER WHEATON CORP						12/31/07
	01		4,000.000	04/09/07	\$42,720.00	\$.00	1	04/12/07		
7563274	09		600.000	UNITED PARCEL SVC INC CL B						12/31/07
	01		600.000	04/21/05	\$42,132.00	\$.00	1	04/26/05		
7646400	09		600.000	UNITED TECHNOLOGIES CORP						12/31/07
	01		600.000	02/14/05	\$30,405.99	\$.00	1	06/16/05		
7670787	09		1,500.000	VERIZON COMMUNICATIONS INC						12/31/07
	01		1,000.000	06/18/02	\$40,556.61	\$.00	1	12/05/06		
	02		500.000	08/19/02	\$16,020.34	\$.00	1	12/05/06		
7692250	09		1,000.000	WAL MART STORES INC						12/31/07
	01		1,000.000	08/27/03	\$59,200.00	\$.00	1	09/02/03		
7870209	09		1,750.000	XTO ENERGY INC						12/31/07
	01		1,750.000	05/25/04	\$28,203.00	\$.00	1	12/19/07		
9999028	01		190,529.210	AIM SHORT TERM TREASURY INSTITUTIONAL						12/31/07
	01		180,506.320	08/27/07	\$180,506.32	\$.00	1	12/07/07		
	02		10,000.000	10/04/07	\$10,000.00	\$.00	1	10/04/07		
	03		22.890	12/18/07	\$22.89	\$.00	1	12/18/07		
9999028	51		5,325.920	AIM SHORT TERM TREASURY INSTITUTIONAL						12/31/07
	01		239.680	12/12/07	\$239.68	\$.00	1	12/12/07		
	02		220.000	12/14/07	\$220.00	\$.00	1	12/14/07		
	03		658.620	12/17/07	\$658.62	\$.00	1	12/17/07		
	04		1,493.600	12/18/07	\$1,493.60	\$.00	1	12/18/07		
	05		107.220	12/19/07	\$107.22	\$.00	1	12/19/07		
	06		940.000	12/26/07	\$940.00	\$.00	1	12/26/07		
	07		1,568.800	12/28/07	\$1,568.80	\$.00	1	12/28/07		
	08		98.000	12/31/07	\$98.00	\$.00	1	12/31/07		

PHYLLIS L REED TRUST
13-6893488
c/o BNY Mellon, N.A.
P.O. Box 185
Pittsburgh, Pennsylvania 15230-0185

All undistributed amounts have been distributed as of November 2010 to the following organizations:

Date	Amount	Recipient
11/10/10	14,761.40	BUCKSPORT REGIONAL HEALTH ATTN: JOHN CORRIGAN EXEC DIRECTOR PO BOX 447 110 BROADWAY BUCKSPORT ME 04416
11/10/10	14,761.40	BANGOR THEOLOGICAL SEMINARY ATTN : JACKIE BUSSIÈRE, CONTROLLER PO BOX 411 2 COLLEGE CIR BANGOR ME 04402-0411
11/10/10	59,045.60	WALDO COUNTY GENERAL HOSPITAL ATTN: RAYE PORTER P.O. BOX 287 118 NORTHPORT AVENUE BELFAST, ME 04915
11/10/10	59,045.60	WHITE PLAINS HOSPITAL ATTN: ELIZABETH FILIPPELLA DAVIS AVENUE & E. POST ROAD WHITE PLAINS, NY 10601

Election to Treat Qualifying Distribution as Coming From a Prior Year's Income

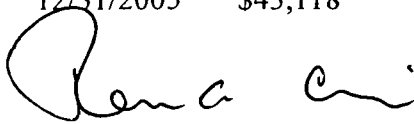
PHYLLIS L REED TRUST
C/O MELLON BANK NA P O BOX 185
PITTSBURGH, PA 15230

Identification Number: 13-6893488

Tax Year End: 12/31/2007

Pursuant to Code Sec. 4942(h)(2) and Reg. §53.4942(a)-3(d)(2), PHYLLIS L REED TRUST elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as coming from prior year's undistributed income as follows:

Year End	Amount
12/31/2005	\$43,118



RENEE A CRISTE, VICE PRESIDENT

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals										Cost, other		Net gain			
										basis and expenses		or loss			
Securities										529,598		366,298		163,300	
Other sales										0		0		0	
Index	Check box if gain/loss is from sale of security	Description	CUSIP #	Purchaser	Check box if purchaser is a business	Date acquired	Acquisition method	Date sold	Gross sales price	Cost or other basis (Enter one field only)		Expense of sale and cost of improve- ments	Depreciation		
										Cost	Donated value				
1	X	PEPSICO INC COM	713448108			10/28/1988		3/6/2007	12,636	1,255					
2	X	PEPSICO INC COM	713448108			3/27/1989		3/6/2007	18,953	1,987					
3	X	PEPSICO INC COM	713448108			3/27/1989		4/9/2007	31,525	3,311					
4	X	PRECISION DRILLING TR	740215108			2/22/2006		4/9/2007	34,467	47,803					
5	X	PRECISION DRILLING TR	740215108			3/6/2007		4/9/2007	11,489	11,005					
6	X	PROCTER & GAMBLE CO C	742718109			2/8/1995		3/6/2007	31,469	8,213					
7	X	SPRINT NEXTEL CORP	852061100			4/21/2005		3/6/2007	29,594	30,987					
8	X	XTO ENERGY INC	98385X106			5/25/2004		3/6/2007	15,189	6,044					
9	X	XTO ENERGY INC	98385X106			5/25/2004		4/9/2007	16,734	6,044					
10	X	APPLE INC COM	037833100			3/8/2006		6/26/2007	23,977	13,194					
11	X	CANETIC RES TR	137513107			2/22/2006		4/17/2007	26,800	40,400					
12	X	CANETIC RES TR	137513107			3/6/2007		4/17/2007	13,400	12,380					
13	X	CITICORP	173034GW3			10/2/2000		6/15/2007	100,000	99,937					
14	X	DOMINION RES INC VA NEV	25746U109			9/29/2003		4/9/2007	81,142	55,395					
15	X	EMBARQ CORP	2 91E+109			4/21/2005		3/6/2007	3,928	3,183					
16	X	EXXON MOBIL CORP	30231G102			1/1/1901		3/6/2007	21,251	2,493					
17	X	IDEARC INC	451663108			6/18/2002		3/6/2007	1,696	1,543					
18	X	IDEARC INC	451663108			8/19/2002		3/6/2007	848	610					
19	X	KIMBERLY-CLARK CORP CO	494368103			1/18/1989		3/6/2007	27,179	5,514					
20	X	NEW YORK ST MED CARE	64988H2R8			7/17/1992		8/15/2007	5,000	5,000					
21	X	NEW YORK ST MED CARE	64988H2R8			7/17/1992		10/4/2007	10,000	10,000					
22	X	CAPITAL GAIN DIST 15%	05561M374					7/24/2007	12,321						

Line 11 (990-PF) - Other Income

		100	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	FEDERAL TAX REFUND	100		
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 18 (990-PF) - Taxes

		14,055	2,807	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	2,195	2,807		
2	2007 FEDERAL ESTIMATED TAX	11,860			
3					
4					
5					
6					
7					
8					
9					
10					

Part II, Line 13 (990-PF) - Investments - Other

			2,190,968	2,101,849	2,980,469
	Item or Category	Basis of Valuation	(a) Book value beg. of year	(b) Book value end of year	(c) FMV end of year
1	OTHER ASSETS		2,190,968	2,101,849	2,980,469
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	(a) Kind(s) of property sold	CUSIP #	(b) How acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis plus expense of sale
1	PEPSICO INC COM	713448108		10/28/1988	3/6/2007	12,636	0	1,255
2	PEPSICO INC COM	713448108		3/27/1989	3/6/2007	18,953	0	1,987
3	PEPSICO INC COM	713448108		3/27/1989	4/9/2007	31,525	0	3,311
4	PRECISION DRILLING TR	740215108		2/22/2006	4/9/2007	34,467	0	47,803
5	PRECISION DRILLING TR	740215108		3/6/2007	4/9/2007	11,489	0	11,005
6	PROCTER & GAMBLE CO COM	742718109		2/8/1995	3/6/2007	31,469	0	8,213
7	SPRINT NEXTEL CORP	852061100		4/21/2005	3/6/2007	29,594	0	30,987
8	XTO ENERGY INC	98385X106		5/25/2004	3/6/2007	15,189	0	6,044
9	XTO ENERGY INC	98385X106		5/25/2004	4/9/2007	16,734	0	6,044
10	APPLE INC COM	037833100		3/8/2006	6/26/2007	23,977	0	13,194
11	CANETIC RES TR	137513107		2/22/2006	4/17/2007	26,800	0	40,400
12	CANETIC RES TR	137513107		3/6/2007	4/17/2007	13,400	0	12,380
13	CITICORP	173034GW3		10/2/2000	6/15/2007	100,000	0	99,937
14	DOMINION RES INC VA NEW	25746U109		9/29/2003	4/9/2007	81,142	0	55,395
15	EMBARQ CORP	#####		4/21/2005	3/6/2007	3,928	0	3,183
16	EXXON MOBIL CORP	30231G102		1/1/1901	3/6/2007	21,251	0	2,493
17	IDEARC INC	451663108		6/18/2002	3/6/2007	1,696	0	1,543
18	IDEARC INC	451663108		8/19/2002	3/6/2007	848	0	610
19	KIMBERLY-CLARK CORP COM	494368103		1/18/1989	3/6/2007	27,179	0	5,514
20	NEW YORK ST MED CARE FACs FIN A	64988HZR8		7/17/1992	8/15/2007	5,000	0	5,000
21	NEW YORK ST MED CARE FACs FIN A	64988HZR8		7/17/1992	10/4/2007	10,000	0	10,000
22	CAPITAL GAIN DIST 15%	05561M374			7/24/2007	12,321	0	0

Part IV (990-PF) - Capital Gains and Losses for

	(a) Kind(s) of property sold	CUSIP #	(h) Gain or Loss	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (col (h) gain minus col (k), but not less than zero) or Losses (from col (h))
1	PEPSICO INC COM	713448108	11,381			0	11,381
2	PEPSICO INC COM	713448108	16,966			0	16,966
3	PEPSICO INC COM	713448108	28,214			0	28,214
4	PRECISION DRILLING TR	740215108	-13,336			0	-13,336
5	PRECISION DRILLING TR	740215108	484			0	484
6	PROCTER & GAMBLE CO COM	742718109	23,256			0	23,256
7	SPRINT NEXTEL CORP	852061100	-1,393			0	-1,393
8	XTO ENERGY INC	98385X106	9,145			0	9,145
9	XTO ENERGY INC	98385X106	10,690			0	10,690
10	APPLE INC COM	037833100	10,783			0	10,783
11	CANETIC RES TR	137513107	-13,600			0	-13,600
12	CANETIC RES TR	137513107	1,020			0	1,020
13	CITICORP	173034GW3	63			0	63
14	DOMINION RES INC VA NEW	25746U109	25,747			0	25,747
15	EMBARQ CORP	#####	745			0	745
16	EXXON MOBIL CORP	30231G102	18,758			0	18,758
17	IDEARC INC	451663108	153			0	153
18	IDEARC INC	451663108	238			0	238
19	KIMBERLY-CLARK CORP COM	494368103	21,665			0	21,665
20	NEW YORK ST MED CARE FACS FIN A	64988HZR8	0			0	0
21	NEW YORK ST MED CARE FACS FIN A	64988HZR8	0			0	0
22	CAPITAL GAIN DIST 15%	05561M374	12,321			0	12,321

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	ZIP	Foreign Country	Title	Average Hours Devoted	Compensation	Benefits	Expense Account
1	BNY MELLON, N.A.	X	P O BOX 185	PITTSBURGH	PA	15230-0185		TRUSTEE	SEE ATTACHED	48,555		
2												
3												
4												
5												
6												
7												
8												
9												
10												

48,555 0 0

Part XIII, Line 4b (990-PF) - Qualifying Distribution Made Out of Prior Year Undistributed Income

If the private foundation is electing to treat a qualifying distribution as made out of the undistributed income of a prior taxable year, please provide an explanation

SEE ATTACHED

Part XVI-A, Lines 11a-11e (990-PF) - Other Revenue

		Unrelated business income		Excluded by section 512, 513, or 514		
Program Service Revenue		(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	(E) Related or exempt function income
a	FEDERAL TAX REFUND			41	100	
b						
c						
d						
e						
f						
g						
h						
i						
j						
k						
l						
m						
n						
o						
p						
q						
r						
s						
t						
u						
v						
w						
x						
y						
z						

Part XVI-B (990-PF) - Relationship of Activities

Line Number	Explanation
	Not Applicable

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2006 that remained undistributed at the beginning of the 2007 tax year	1	-7,135
2	.....	2	
3	.....	3	
4	.....	4	
5	.....	5	
6	.....	6	
7	.....	7	
8	.....	8	
9	.....	9	
10	Total	10	-7,135

Part XIII, Line 2b, Column B (990-PF) - Undistributed Income for Prior Years

1	Undistributed income for the 3rd year 2005	1	<u>43,118</u>
2	Undistributed income for the 4th year 2004	2	<u></u>
3	Undistributed income for the 5th year 2003	3	<u></u>
4	Total	4	<u>43,118</u>