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

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

0812

2008

For calendar year 2008, or tax year beginning 2008, and ending 2008G 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 BHBT & JK PETTY TTEES <u>RICHARD S. PETTY CHAR.F</u> DN 007028	A Employer identification number <u>01-0525593</u>	
	Number and street (or P O box number if mail is not delivered to street address) 135 HIGH STREET, P O BOX 1100	Room/suite	B Telephone number (see page 10 of the instructions) <u>(207) 667-3883</u>
	City or town, state, and ZIP code ELLSWORTH, ME 04605-1100		C If exemption application is pending, check here <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
			D 1 Foreign organizations, check here <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/>

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,136,645.J Accounting method: Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis.)

C If private foundation status was terminated under section 507(b)(1)(A), check here

E If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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 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				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a	<u>807,573.</u>			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 Gross sales less returns and allowances				
b Less Cost of goods sold					
11 Gross profit or (loss) (attach schedule)					
12 Total Add lines 1 through 11	<u>-206.</u>	<u>37,121.</u>			
13 Compensation of officers, directors, trustees, etc.	<u>10,980.</u>	<u>5,490.</u>		<u>5,490.</u>	
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)	<u>245.</u>	<u>123.</u>	<u>NONE</u>	<u>123.</u>	
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see page 14 of the instructions)	<u>2,377.</u>			<u>944.</u>	
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)	<u>760.</u>				
24 Total operating and administrative expenses.					
Add lines 13 through 23	<u>14,362.</u>	<u>5,613.</u>	<u>NONE</u>	<u>6,557.</u>	
25 Contributions, gifts, grants paid	<u>60,000.</u>			<u>60,000.</u>	
26 Total expenses and disbursements Add lines 24 and 25	<u>74,362.</u>	<u>5,613.</u>	<u>NONE</u>	<u>66,557.</u>	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	<u>-74,568.</u>				
b Net investment income (if negative, enter -0-)		<u>31,508.</u>			
c Adjusted net income (if negative, enter -0-)					

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions

Form 990-PF (2008)

JSA

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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	313.	NONE		
	2 Savings and temporary cash investments	79,398.	227,616.	227,616.	
	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 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ► *	52,494.	52,494.	52,494.	
	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)	539,137.	376,032.	356,125.	
	c Investments - corporate bonds (attach schedule)	312,758.	260,497.	264,611.	
	11 Investments - land, buildings, and equipment basis ►	88,755.	88,755.	165,000.	
Less accumulated depreciation ►					
12 Investments - mortgage loans					
13 Investments - other (attach schedule)	85,917.	79,774.	68,587.		
14 Land, buildings, and equipment basis ►					
Less accumulated depreciation ►					
15 Other assets (describe ► STMT 7)			2,212.		
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,158,772.	1,085,168.	1,136,645.		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	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)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	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				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds	1,158,772.	1,085,168.		
	30 Total net assets or fund balances (see page 17 of the instructions)	1,158,772.	1,085,168.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,158,772.	1,085,168.			

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	1,158,772.
2 Enter amount from Part I, line 27a	2	-74,568.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 8	3	964.
4 Add lines 1, 2, and 3	4	1,085,168.
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	1,085,168.

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 PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-37,327.	
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))
2007	81,057.	1,381,984.	0.05865263274
2006	73,916.	1,338,931.	0.05520523462
2005	70,397.	1,263,768.	0.05570405328
2004	61,247.	1,168,509.	0.05241465834
2003	55,690.	1,026,887.	0.05423186777
2 Total of line 1, column (d)			2 0.27620844675
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 0.05524168935
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 1,255,631.
5 Multiply line 4 by line 3			5 69,363.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 315.
7 Add lines 5 and 6			7 69,678.
8 Enter qualifying distributions from Part XII, line 4			8 66,557.
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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	{	1	630.
Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions) . . .				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input 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		
3	Add lines 1 and 2 . . .	3		630.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .	4		NONE
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0- . . .	5		630.
6	Credits/Payments			
a	2008 estimated tax payments and 2007 overpayment credited to 2008 . . .	6a		840.
b	Exempt foreign organizations-tax withheld at source . . .	6b		NONE
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c		NONE
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . .	7		840.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . ► 9	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ► 10	10		210.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax ► <input type="checkbox"/> NONE Refunded ► 11	11		210.

Part VII-A Statements Regarding Activities

1a	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? . . .	Yes	No
1a		X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	Yes	No
1b		X	
1c	<i>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</i>	Yes	No
1c		X	
2	Did the foundation file Form 1120-POL for this year? . . .	Yes	No
2		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 ► \$ _____		
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? <i>If "Yes," attach a conformed copy of the changes</i> . . .	Yes	No
3		X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	Yes	No
4a		X	
4b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	Yes	No
4b		X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . <i>If "Yes," attach the statement required by General Instruction T</i>	Yes	No
5		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? . . .	Yes	No
6		X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i> . . .	Yes	No
7		X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► <input type="checkbox"/> STMT 9		
8b	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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . .	Yes	No
8b		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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i> . . .	Yes	No
9		X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	Yes	No
10		X	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14	Telephone no ► (207) 667-3883	
	Located at ► 135 HIGH ST., PO BOX 1100, ELLSWORTH, ME	ZIP + 4 ► 04605-1100
15	► 15	X

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 20 of the instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
If "Yes," list the years ►		
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 20 of the instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
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 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008)	3b	
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 2008?	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
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 22 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
SEE STATEMENT 10		10,980.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ► **NONE**

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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		NONE

Total number of others receiving over \$50,000 for professional services ► **NONE**

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	

3	

4	

Part IX-B Summary of Program-Related Investments (see page 23 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	

All other program-related investments. See page 24 of the instructions	
3 NONE	

Total. Add lines 1 through 3 ►	

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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 1,122,355.
b	Average of monthly cash balances	1b 152,397.
c	Fair market value of all other assets (see page 24 of the instructions)	1c NONE
d	Total (add lines 1a, b, and c)	1d 1,274,752.
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 NONE
3	Subtract line 2 from line 1d	3 1,274,752.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4 19,121.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 1,255,631.
6	Minimum investment return. Enter 5% of line 5	6 62,782.

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 62,782.
2a	Tax on investment income for 2008 from Part VI, line 5	2a 630.
b	Income tax for 2008. (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 630.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 62,152.
4	Recoveries of amounts treated as qualifying distributions	4 NONE
5	Add lines 3 and 4	5 62,152.
6	Deduction from distributable amount (see page 25 of the instructions)	6 NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 62,152.

Part XII Qualifying Distributions (see page 25 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 66,557.
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 NONE
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required)	3a NONE
b	Cash distribution test (attach the required schedule)	3b NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 66,557.
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 N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 66,557.

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

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

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				62,152.
2 Undistributed income, if any, as of the end of 2007			NONE	
a Enter amount for 2007 only			NONE	
b Total for prior years 20 06 ,20 20		NONE		
3 Excess distributions carryover, if any, to 2008				
a From 2003	4,450.			
b From 2004	4,469.			
c From 2005	9,553.			
d From 2006	10,626.			
e From 2007	13,634.			
f Total of lines 3a through e	42,732.			
4 Qualifying distributions for 2008 from Part XII, line 4 ► \$ 66,557.				
a Applied to 2007, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2008 distributable amount				62,152.
e Remaining amount distributed out of corpus	4,405.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	47,137.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				NONE
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)	NONE			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	4,450.			
9 Excess distributions carryover to 2009				
Subtract lines 7 and 8 from line 6a	42,687.			
10 Analysis of line 9				
a Excess from 2004	4,469.			
b Excess from 2005	9,553.			
c Excess from 2006	10,626.			
d Excess from 2007	13,634.			
e Excess from 2008	4,405.			

Form 990-PF (2008)

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

<p>a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling</p> <p>b Check box to indicate whether the foundation is a private operating foundation described in section</p>					4942(j)(3) or	4942(j)(5)
<p>2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed</p> <p>b 85% of line 2a</p> <p>c Qualifying distributions from Part XII, line 4 for each year listed</p> <p>d Amounts included in line 2c not used directly for active conduct of exempt activities</p> <p>e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c</p> <p>3 Complete 3a, b, or c for the alternative test relied upon</p> <p>a "Assets" alternative test - enter</p> <p>(1) Value of all assets</p> <p>(2) Value of assets qualifying under section 4942(j)(3)(B)(i)</p> <p>b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed</p> <p>c "Support" alternative test - enter</p> <p>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)</p> <p>(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)</p> <p>(3) Largest amount of support from an exempt organization</p> <p>(4) Gross investment income</p>	Tax year	Prior 3 years			(e) Total	
	(a) 2008	(b) 2007	(c) 2006	(d) 2005		

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 27 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).)

SEE ATTACHED DETAIL

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

SEE ATTACHED DETAIL

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:
- b The form in which applications should be submitted and information and materials they should include:
- c Any submission deadlines
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

Recipient	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 STATEMENT 11				
Total			► 3a	60,000.
b Approved for future payment				
Total			► 3b	

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) Related or exempt function income (See page 28 of the instructions)	
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	37,045.	
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			18	-37,327.	
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a			14	76.	
b	TAX REFUND					
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)				-206.	
13	Total Add line 12, columns (b), (d), and (e)				13	-206.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

NOT APPLICABLE

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash	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		

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.

Signature of officer or trustee

Date

Date Title

[Sign Here](#)

Sign Here		Date		Filing	
Preparer's signature		Date		Check if self-employed ► <input type="checkbox"/>	
John P. Morris		04/23/2009		Preparer's identifying number (See Signature on page 30 of the instructions) P00260194	
Paid Preparer's Use Only		Firm's name (or yours if self-employed), address, and ZIP code		EIN ► 75-1297386	
		THOMSON REUTERS (TAX & ACCOUNTING) 35 THOMSON PLACE, 1ST FLOOR BOSTON, MA 02210		Phone no 800-950-8810	

Form 990-PF (2008)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,243.	
19,001.00		800. ABB LTD PROPERTY TYPE: SECURITIES 19,496.00				03/17/2008	08/13/2008	
45,702.00		610. AMAZON.COM INC PROPERTY TYPE: SECURITIES 19,361.00				09/28/2006	01/24/2008	
22,340.00		400. AMEDISYS INC COM PROPERTY TYPE: SECURITIES 20,037.00				07/01/2008	08/12/2008	
17,331.00		625. AMERICAN CAPITAL STRATEGIES PROPERTY TYPE: SECURITIES 22,801.00				02/26/2008	06/19/2008	
12,597.00		1092. ANNALY CAP MGMT INC PROPERTY TYPE: SECURITIES 18,839.00				09/08/2008	10/10/2008	
81.00		8. ANNALY CAP MGMT INC PROPERTY TYPE: SECURITIES 138.00				09/08/2008	10/10/2008	
27,169.00		1012. BROOKFIELD ASSET MGMT INC PROPERTY TYPE: SECURITIES 16,830.00				05/19/2005	03/18/2008	
12,984.00		800. BROOKFIELD ASSET MGMT INC PROPERTY TYPE: SECURITIES 20,879.00				10/03/2008	10/28/2008	
18,963.00		425. COCA COLA CO COM PROPERTY TYPE: SECURITIES 18,736.00				08/17/2006	10/14/2008	
23,760.00		340. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 19,890.00				10/12/2006	09/10/2008	
							3,870.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
22,057.00		775. CONSTELLATION ENERGY GROUP I PROPERTY TYPE: SECURITIES 18,255.00				10/01/2008	10/03/2008	
11,942.00		410. CONSTELLATION ENERGY GROUP I PROPERTY TYPE: SECURITIES 9,636.00				10/10/2008	12/03/2008	
18,107.00		325. CORPORATE EXECUTIVE BRD CO PROPERTY TYPE: SECURITIES 22,635.00				08/23/2007	01/07/2008	
17,351.00		794. COVANTA HOLDINGS CORP PROPERTY TYPE: SECURITIES 16,741.00				08/16/2007	10/03/2008	
5,802.00		321. COVANTA HOLDINGS CORP PROPERTY TYPE: SECURITIES 6,768.00				08/16/2007	10/07/2008	
17,333.00		1000. CUBIST PHARMACEUTICALS INC PROPERTY TYPE: SECURITIES 22,070.00				03/29/2007	01/28/2008	
18,531.00		920. DIRECTV GROUP INC PROPERTY TYPE: SECURITIES 21,796.00				03/22/2007	01/17/2008	
6,692.00		574. EBAY INC PROPERTY TYPE: SECURITIES 9,214.00				10/10/2008	11/20/2008	
886.00		76. EBAY INC PROPERTY TYPE: SECURITIES 1,238.00				10/10/2008	11/20/2008	
3.00		.45 FAIRPOINT COMMUNICATIONS INC PROPERTY TYPE: SECURITIES 4.00				04/27/2007	04/16/2008	
105.00		12. FAIRPOINT COMMUNICATIONS INC PROPERTY TYPE: SECURITIES 106.00				04/27/2007	04/21/2008	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
16,215.00		550. FREIGHTCAR AMER INC PROPERTY TYPE: SECURITIES 21,905.00				10/11/2007	01/18/2008	-5,690.00
8,082.00		501. HUTCHINSON TELECOM-ADR PROPERTY TYPE: SECURITIES 10,456.00				02/04/2008	09/30/2008	-2,374.00
7,404.00		459. HUTCHINSON TELECOM-ADR PROPERTY TYPE: SECURITIES 9,452.00				02/05/2008	09/30/2008	-2,048.00
3,205.00		104. ICON PUB LTD CO SPONSORED ADR PROPERTY TYPE: SECURITIES 2,456.00				05/18/2007	10/10/2008	749.00
5,794.00		188. ICON PUB LTD CO SPONSORED ADR PROPERTY TYPE: SECURITIES 4,456.00				05/21/2007	10/10/2008	1,338.00
9,738.00		316. ICON PUB LTD CO SPONSORED ADR PROPERTY TYPE: SECURITIES 7,377.00				05/22/2007	10/10/2008	2,361.00
5,702.00		214. ICON PUB LTD CO SPONSORED ADR PROPERTY TYPE: SECURITIES 4,996.00				05/22/2007	10/10/2008	706.00
4,210.00		158. ICON PUB LTD CO SPONSORED ADR PROPERTY TYPE: SECURITIES 3,683.00				05/23/2007	10/10/2008	527.00
48,835.00		550. ISHARES IBOXX & INV GR CORP PROPERTY TYPE: SECURITIES 59,142.00				06/25/2004	09/26/2008	-10,307.00
13,319.00		150. ISHARES IBOXX & INV GR CORP PROPERTY TYPE: SECURITIES 16,529.00				08/24/2004	09/26/2008	-3,210.00
13,824.00		1250. JDS UNIPHASE CORP PROPERTY TYPE: SECURITIES 17,441.00				03/24/2008	05/06/2008	-3,617.00

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
6,775.00		375. LEUCADIA NATIONAL CORP PROPERTY TYPE: SECURITIES 11,973.00				10/10/2008	11/13/2008	
11,848.00		415. LOEWS CORP PROPERTY TYPE: SECURITIES 18,919.00				01/28/2008	10/09/2008	
6,927.00		1110. MBIA INC PROPERTY TYPE: SECURITIES 9,597.00				11/05/2008	11/12/2008	
18,543.00		425. MCKESSON CORPORATION PROPERTY TYPE: SECURITIES 23,161.00				05/02/2008	10/08/2008	
19,943.00		1400. MOTOROLA INC PROPERTY TYPE: SECURITIES 24,970.00				07/12/2007	01/16/2008	
42,852.00		1200. NOKIA CORPORATION ADR A PROPERTY TYPE: SECURITIES 14,208.00				08/23/2004	01/08/2008	
20,831.00		475. NOVARTIX AG SPONSORED ADR PROPERTY TYPE: SECURITIES 20,217.00				03/11/2004	10/10/2008	
17,325.00		800. PFIZER INC COM PROPERTY TYPE: SECURITIES 20,637.00				08/04/2006	03/11/2008	
18,091.00		535. PLUM CREEK TIMBER CO INC PROPERTY TYPE: SECURITIES 17,288.00				03/09/2004	10/23/2008	
203.00		6. PLUM CREEK TIMBER CO INC PROPERTY TYPE: SECURITIES 220.00				05/11/2006	10/23/2008	
203.00		6. PLUM CREEK TIMBER CO INC PROPERTY TYPE: SECURITIES 204.00				09/22/2006	10/23/2008	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
12,397.00		430. POTLATCH HLDGS INC COM PROPERTY TYPE: SECURITIES 20,103.00				12/15/2005	10/27/2008	
4,815.00		167. POTLATCH HLDGS INC COM PROPERTY TYPE: SECURITIES 6,514.00				03/30/2006	10/27/2008	
231.00		8. POTLATCH HLDGS INC COM PROPERTY TYPE: SECURITIES 303.00				05/30/2006	10/27/2008	
231.00		8. POTLATCH HLDGS INC COM PROPERTY TYPE: SECURITIES 295.00				09/22/2006	10/27/2008	
22,624.00		550. QUALCOMM INC PROPERTY TYPE: SECURITIES 23,100.00				04/22/2008	09/30/2008	
13,797.00		750. SMITHFIELD FOODS INC PROPERTY TYPE: SECURITIES 19,186.00				08/08/2008	09/23/2008	
1,850.00		197. THORNBURG MORTGAGE INC PROPERTY TYPE: SECURITIES 1,929.00				01/07/2008	02/29/2008	
9,844.00		2003. THORNBURG MORTGAGE INC PROPERTY TYPE: SECURITIES 19,617.00				01/07/2008	03/03/2008	
23,907.00		1825. TIMBERWEST FOREST CORP PROPERTY TYPE: SECURITIES 22,238.00				02/21/2006	04/28/2008	
445.00		34. TIMBERWEST FOREST CORP PROPERTY TYPE: SECURITIES 436.00				06/28/2006	04/28/2008	
458.00		35. TIMBERWEST FOREST CORP PROPERTY TYPE: SECURITIES 423.00				10/30/2006	04/28/2008	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property	Description				P or D	Date acquired	Date sold
	Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69		
15,166.00			600. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES 18,478.00			11/21/2007	07/14/2008 -3,312.00
20,949.00			660. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 24,965.00			04/27/2007	09/18/2008 -4,016.00
1,948.00			200. VITERRA INC PROPERTY TYPE: SECURITIES 1,388.00			07/31/2006	09/10/2008 560.00
5,883.00			604. VITERRA INC PROPERTY TYPE: SECURITIES 4,125.00			08/01/2006	09/10/2008 1,758.00
21,390.00			2196. VITERRA INC PROPERTY TYPE: SECURITIES 15,218.00			08/01/2006	09/10/2008 6,172.00
15,845.00			650. WELLS FARGO & COMPANY NEW PROPERTY TYPE: SECURITIES 21,066.00			03/25/2008	06/24/2008 -5,221.00
11,752.00			704. WESTERN REFNG INC PROPERTY TYPE: SECURITIES 16,517.00			02/21/2008	03/07/2008 -4,765.00
2,437.00			146. WESTERN REFNG INC PROPERTY TYPE: SECURITIES 3,425.00			02/21/2008	03/07/2008 -988.00
9.00			.48 BROOKFIELD INFRASTRUCTURE PARTNERS L PROPERTY TYPE: SECURITIES 10.00			02/01/2008	02/28/2008 -1.00
746.00			40. BROOKFIELD INFRASTRUCTURE PARTNERS L PROPERTY TYPE: SECURITIES 807.00			02/01/2008	03/03/2008 -61.00

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description			P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
TOTAL GAIN (LOSS)						- 37,327.	
						=====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABB LTD	362.	362.
ABERDEEN ASIA PACIFIC INCOM	4,385.	4,385.
AKAMAI TECH INC 1% 12/15/33	3.	3.
AMERICAN CAPITAL STRATEGIES	838.	838.
ANNALY CAP MGMT INC	605.	605.
BAR HARBOR BANK & TRUST INST MONEY MARKET	2,328.	2,328.
BAR HARBOR BANK & TRUST INST MONEY MKT 1	2,380.	2,380.
BROOKFIELD ASSET MGMT INC	938.	938.
CENTRAL FD CDA LTD CL A	14.	14.
COCA COLA CO COM	485.	485.
CONOCOPHILLIPS	479.	479.
DUKE ENERGY CORP NEW	990.	990.
HATTERAS FINANCIAL CORP	887.	887.
HERSHEY FOODS CORP COM	565.	565.
INTEL CORP COM	657.	657.
ISHARES BARCLAYS TIPS BD FD	5,785.	5,785.
ISHARES TR MSCI EMERG MKT	359.	359.
ISHARES IBOXX & INV'T GR CORP	2,623.	2,623.
ISHARES BARCLAYS 1-3 YR TREASURY BOND	5,051.	5,051.
ISHARES TR MSCI EAFE IDX	1,534.	1,534.
JOHNSON & JOHNSON COM	673.	673.
LOEWS CORP	78.	78.
MCKESSON CORPORATION	102.	102.
MICROSOFT CORP	245.	245.
MOTOROLA INC	70.	70.
NOVARTIX AG SPONSORED ADR	728.	728.
PFIZER INC COM	256.	256.
QUALCOMM INC	176.	176.
THE CHARLES SCHWAB CORP	39.	39.
TIMBERWEST FOREST CORP	1,002.	1,002.
US BANCORP DEL COM NEW	765.	765.
VERIZON COMMUNICATIONS	851.	851.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VISA INC	24.	24.
WAL-MART	463.	463.
WELLS FARGO & COMPANY NEW	202.	202.
BROOKFIELD INFRASTRUCTURE PARTNERS LP	4.	4.
INGERSOLL-RAND COMPANY LTD	99.	99.
TOTAL	37,045.	37,045.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTALS	76.	76.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	245.	123.	123.	
TOTALS	245.	123.	NONE	123.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
FOREIGN TAXES	252.	944.
REAL ESTATE TAX ON NON-RENTAL	944.	
FEDERAL ESTIMATES - PRINCIPAL	840.	
FOREIGN TAXES ON QUALIFIED FOR	184.	
FOREIGN TAXES ON NONQUALIFIED	157.	
TOTALS	2,377.	944.

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION

OTHER NON-ALLOCABLE EXPENSE -

TOTALS

REVENUE
AND
EXPENSES
PER BOOKS

760.

760.

=====

STATEMENT 6

BHBT & JK PETTY TTEES RICHARD S. PETTY CHAR.F

01-0525593

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING FMV
EX-DIVIDENDS & ACCRUED INCOME	2,212.
TOTALS	2,212.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION	AMOUNT
-----	-----
ACCUAL ADJUSTMENTS	602.
CHANGE TO ABB LTD SALES	362.
TOTAL	964.
=====	=====

STATEMENT 8

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

ME

STATEMENT 9

BHBT & JK PETTY TTEES RICHARD S. PETTY CHAR.F

01-0525593

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

BAR HARBOR TRUST SERVICES

ADDRESS:

135 HIGH STREET, P O BOX 1100
ELLSWORTH, ME 04605

TITLE:

TRUSTEE

COMPENSATION 10,980.

TOTAL COMPENSATION: 10,980.

=====

STATEMENT 10

XD576 2000

QU2627 565H 04/23/2009 08:22:07

007028

34 -

BHBT & JK PETTY TTEES RICHARD S. PETTY CHAR.F
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

01-0525593

=====

RECIPIENT NAME:
COMMUNITY HEALTH ALLIANCE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR ORGANIZATION'S GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
GOOD LIFE CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR ORGANIZATION'S GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
NETWORK PRODUCTIONS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR ORGANIZATION'S GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID: 60,000.

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STATEMENT 11

Capital Gains and Losses

Department of the Treasury
Internal Revenue Service

► Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).

2008

Name of estate or trust

BHBT & JK PETTY TTEES RICHARD S. PETTY CHAR. F.

Employer identification number

01-0525593

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-95,532.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet	4 ()	
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	-95,532.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo. , day, yr)	(c) Date sold (mo. , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a <u>LONG-TERM CAPITAL GAIN DIVIDENDS</u>		STMT 1			2,243.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	55,962.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
0 Gain from Form 4797, Part I	10	
1 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet	11	()
2 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	58,205.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2008

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			-95,532.
14 Net long-term gain or (loss):				
a Total for year	14a			58,205.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ►	15			-37,327.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	(3,000)
a The loss on line 15, column (3) or b \$3,000			

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and **Form 1041, line 22**, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and **Form 990-T, line 34**, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ►	21		
22 Subtract line 21 from line 20 If zero or less, enter -0-	22		
23 Subtract line 22 from line 17 If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,200	24		
25 Is the amount on line 23 equal to or more than the amount on line 24?			
<input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box	25		
<input type="checkbox"/> No. Enter the amount from line 23	26		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same?			
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	27		
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (15)	30		
31 Figure the tax on the amount on line 23 Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	31		
32 Add lines 30 and 31	32		
33 Figure the tax on the amount on line 17 Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	33		
34 Tax on all taxable income Enter the smaller of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)	34		

Schedule D (Form 1041) 2008

Continuation Sheet for Schedule D
(Form 1041)

► See instructions for Schedule D (Form 1041).
► Attach to Schedule D to list additional transactions for lines 1a and 6a.

2008

Name of estate or trust

BHBT & JK PETTY TTEES RICHARD S. PETTY CHAR.F

Employer identification number
01-0525593

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 800. ABB LTD	03/17/2008	08/13/2008	19,001.00	19,496.00	-495.00
400. AMEDISYS INC COM	07/01/2008	08/12/2008	22,340.00	20,037.00	2,303.00
625. AMERICAN CAPITAL STRATEGIES	02/26/2008	06/19/2008	17,331.00	22,801.00	-5,470.00
1092. ANNALY CAP MGMT INC	09/08/2008	10/10/2008	12,597.00	18,839.00	-6,242.00
8. ANNALY CAP MGMT INC	09/08/2008	10/10/2008	81.00	138.00	-57.00
800. BROOKFIELD ASSET MGMT INC	10/03/2008	10/28/2008	12,984.00	20,879.00	-7,895.00
775. CONSTELLATION ENERGY GROUP I	10/01/2008	10/03/2008	22,057.00	18,255.00	3,802.00
410. CONSTELLATION ENERGY GROUP I	10/10/2008	12/03/2008	11,942.00	9,636.00	2,306.00
325. CORPORATE EXECUTIVE BRD CO	08/23/2007	01/07/2008	18,107.00	22,635.00	-4,528.00
1000. CUBIST PHARMACEUTICA LS INC	03/29/2007	01/28/2008	17,333.00	22,070.00	-4,737.00
920. DIRECTV GROUP INC	03/22/2007	01/17/2008	18,531.00	21,796.00	-3,265.00
574. EBAY INC	10/10/2008	11/20/2008	6,692.00	9,214.00	-2,522.00
76. EBAY INC	10/10/2008	11/20/2008	886.00	1,238.00	-352.00
.45 FAIRPOINT COMMUNICATIO NS INC	04/27/2007	04/16/2008	3.00	4.00	-1.00
12. FAIRPOINT COMMUNICATIO NS INC	04/27/2007	04/21/2008	105.00	106.00	-1.00
550. FREIGHTCAR AMER INC	10/11/2007	01/18/2008	16,215.00	21,905.00	-5,690.00
501. HUTCHINSON TELECOM-ADR	02/04/2008	09/30/2008	8,082.00	10,456.00	-2,374.00
459. HUTCHINSON TELECOM-ADR	02/05/2008	09/30/2008	7,404.00	9,452.00	-2,048.00
1250. JDS UNIPHASE CORP	03/24/2008	05/06/2008	13,824.00	17,441.00	-3,617.00
375. LEUCADIA NATIONAL CORP	10/10/2008	11/13/2008	6,775.00	11,973.00	-5,198.00
415. LOEWS CORP	01/28/2008	10/09/2008	11,848.00	18,919.00	-7,071.00
1110. MBIA INC	11/05/2008	11/12/2008	6,927.00	9,597.00	-2,670.00
425. MCKESSON CORPORATION	05/02/2008	10/08/2008	18,543.00	23,161.00	-4,618.00
1400. MOTOROLA INC	07/12/2007	01/16/2008	19,943.00	24,970.00	-5,027.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2008

2008

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

BHBT & JK PETTY TTEES RICHARD S. PETTY CHAR.F

Employer identification number

01-0525593

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

1b Total Combine the amounts in column (f). Enter here and on Schedule D, line 1b -95,532.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2008

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side	Employer identification number
BHBT & JK PETTY TTEES RICHARD S. PETTY CHAR.F	01-0525593

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 610. AMAZON.COM INC	09/28/2006	01/24/2008	45,702.00	19,361.00	26,341.00
1012. BROOKFIELD ASSET MGMT INC	05/19/2005	03/18/2008	27,169.00	16,830.00	10,339.00
425. COCA COLA CO COM	08/17/2006	10/14/2008	18,963.00	18,736.00	227.00
340. CONOCOPHILLIPS	10/12/2006	09/10/2008	23,760.00	19,890.00	3,870.00
794. COVANTA HOLDINGS CORP	08/16/2007	10/03/2008	17,351.00	16,741.00	610.00
321. COVANTA HOLDINGS CORP	08/16/2007	10/07/2008	5,802.00	6,768.00	-966.00
104. ICON PUB LTD CO SPONSORED ADR	05/18/2007	10/10/2008	3,205.00	2,456.00	749.00
188. ICON PUB LTD CO SPONSORED ADR	05/21/2007	10/10/2008	5,794.00	4,456.00	1,338.00
316. ICON PUB LTD CO SPONSORED ADR	05/22/2007	10/10/2008	9,738.00	7,377.00	2,361.00
214. ICON PUB LTD CO SPONSORED ADR	05/22/2007	10/10/2008	5,702.00	4,996.00	706.00
158. ICON PUB LTD CO SPONSORED ADR	05/23/2007	10/10/2008	4,210.00	3,683.00	527.00
550. ISHARES IBOXX & INVT GR CORP	06/25/2004	09/26/2008	48,835.00	59,142.00	-10,307.00
150. ISHARES IBOXX & INVT GR CORP	08/24/2004	09/26/2008	13,319.00	16,529.00	-3,210.00
1200. NOKIA CORPORATION ADR A	08/23/2004	01/08/2008	42,852.00	14,208.00	28,644.00
475. NOVARTIX AG SPONSORED ADR	03/11/2004	10/10/2008	20,831.00	20,217.00	614.00
800. PFIZER INC COM	08/04/2006	03/11/2008	17,325.00	20,637.00	-3,312.00
535. PLUM CREEK TIMBER CO INC	03/09/2004	10/23/2008	18,091.00	17,288.00	803.00
6. PLUM CREEK TIMBER CO INC	05/11/2006	10/23/2008	203.00	220.00	-17.00
6. PLUM CREEK TIMBER CO INC	09/22/2006	10/23/2008	203.00	204.00	-1.00
430. POTLATCH HLDGS INC COM	12/15/2005	10/27/2008	12,397.00	20,103.00	-7,706.00
167. POTLATCH HLDGS INC COM	03/30/2006	10/27/2008	4,815.00	6,514.00	-1,699.00
8. POTLATCH HLDGS INC COM	05/30/2006	10/27/2008	231.00	303.00	-72.00
8. POTLATCH HLDGS INC COM	09/22/2006	10/27/2008	231.00	295.00	-64.00
1825. TIMBERWEST FOREST CORP	02/21/2006	04/28/2008	23,907.00	22,238.00	1,669.00
34. TIMBERWEST FOREST CORP	06/28/2006	04/28/2008	445.00	436.00	9.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

Employer identification number

BHBT & JK PETTY TTEES RICHARD S. PETTY CHAR.F

01-0525593

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 55,962.00

Schedule D-1 (Form 1041) 2008

FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

AMERICAN CAPITAL STRATEGIES	179.00
PLUM CREEK TIMBER CO INC	438.00
POTLATCH HLDGS INC COM	689.00
	938.00
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	----- 2,243.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	----- 2,243.00