



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



990-PF

Form  
Department of the Treasury  
Internal Revenue ServiceReturn 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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning

, 2008, and ending

, 20

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

BHBT & JK PETTY TTEES RICHARD S. PETTY CHAR.F  
DN 007028

Number and street (or P O box number if mail is not delivered to street address)

135 HIGH STREET, P O BOX 1100

City or town, state, and ZIP code

ELLSWORTH, ME 04605-1100

A Employer identification number

01-0525593

B Telephone number (see page 10 of the instructions)

(207) 667-3883

C If exemption application is pending, check here

D 1 Foreign organizations, check here

2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

H Check type of organization: Section 501(c)(3) exempt private foundation

X Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col (c), line

16) \$ 1,136,645.

J Accounting method: X Cash Accrual

Other (specify)

(Part I, column (d) must be on cash basis.)

## 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)

1 Contributions, gifts, grants, etc., received (attach schedule)

2 Check 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

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

Other income (attach schedule)

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see page 14 of the instructions)

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

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

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

Form 990-PF (2008)

JSA  
8E1410 1 000

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

0070

5 S  
6/14/11

SCANNED AUG 04 2010

023369710 AUG 02 2010

59994

E2-654

Operating and Administrative Expenses

Revenue

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	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.	
		Less allowance for doubtful accounts ▶		52,494.	52,494.	52,494.
	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 Less accumulated depreciation (attach schedule) ▶	88,755.	88,755.	88,755.	165,000.
	12	Investments - mortgage loans . . . . .				
	13	Investments - other (attach schedule) . . . . .		85,917.	79,774.	68,587.
14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ STMT 7 )				2,212.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		1,158,772.	1,085,168.	1,136,645.	
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .					
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶</b>					
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X</b>					
	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	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .		1,158,772.	1,085,168.	
31	<b>Total liabilities and net assets/fund balances</b> (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	<b>Total net assets or fund balances at end of year</b> (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.)
<b>1a</b> SEE PART IV DETAIL					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) . . . . .			<b>2</b>	-37,327.	
<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="font-size: 2em;">}</div> </div>					
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			<b>3</b>		
<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">           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. . . . .         </div> <div style="font-size: 2em;">}</div> </div>					

**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

(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
<b>2</b> Total of line 1, column (d) . . . . .			<b>2</b> 0.27620844675
<b>3</b> 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 . . . . .			<b>3</b> 0.05524168935
<b>4</b> Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 . . . . .			<b>4</b> 1,255,631.
<b>5</b> Multiply line 4 by line 3 . . . . .			<b>5</b> 69,363.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			<b>6</b> 315.
<b>7</b> Add lines 5 and 6 . . . . .			<b>7</b> 69,678.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .			<b>8</b> 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	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		3	630.
3 Add lines 1 and 2 . . . . .		4	NONE
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		5	630.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .			
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	210.	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/> 210.	11	210.	

**Part VII-A Statements Regarding Activities**

	Yes	No
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? . . . . .		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)? . . . . .		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		X
If "Yes," attach a detailed description of the activities		
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
4a 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? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		X
If "Yes," attach the statement required by General Instruction T		
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	
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		
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 2008 or the taxable year beginning in 2008 (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

Form 990-PF (2008)

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions) . . . . .	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address <b>►</b> N/A				
14	The books are in care of <b>►</b> BAR HARBOR TRUST SERVICES Telephone no <b>►</b> (207) 667-3883			
	Located at <b>►</b> 135 HIGH ST., PO BOX 1100, ELLSWORTH, ME ZIP + 4 <b>►</b> 04605-1100			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . <b>►</b> X			
	and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>►</b> 15			

**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)? . . . . . <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 2008? . . . . . <input type="checkbox"/>	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>►</b> . . . . .		
b Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>►</b> . . . . .		
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

Form 990-PF (2008)

**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)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

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

If you answered "Yes" to 6b, also file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see 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

Form 990-PF (2008)

**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	
<b>Total.</b> Add lines 1 through 3 . . . . .	

Form **990-PF** (2008)



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,122,355.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	152,397.
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,274,752.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,274,752.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	19,121.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,255,631.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	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.)

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

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	66,557.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	66,557.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	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

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

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

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling . . . . .

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

**Part XV Supplementary Information** (Complete this part only if the 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**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<b>a</b> <i>Paid during the year</i>  SEE STATEMENT 11				
<b>Total</b> . . . . . ▶ <b>3a</b>				60,000.
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . . ▶ <b>3b</b>				





**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 LONG-TERM CAPITAL GAIN DIVIDENDS					2,243.	
19,001.00		800. ABB LTD PROPERTY TYPE: SECURITIES 19,496.00					03/17/2008 -495.00	08/13/2008
45,702.00		610. AMAZON.COM INC PROPERTY TYPE: SECURITIES 19,361.00					09/28/2006 26,341.00	01/24/2008
22,340.00		400. AMEDISYS INC COM PROPERTY TYPE: SECURITIES 20,037.00					07/01/2008 2,303.00	08/12/2008
17,331.00		625. AMERICAN CAPITAL STRATEGIES PROPERTY TYPE: SECURITIES 22,801.00					02/26/2008 -5,470.00	06/19/2008
12,597.00		1092. ANNALY CAP MGMT INC PROPERTY TYPE: SECURITIES 18,839.00					09/08/2008 -6,242.00	10/10/2008
81.00		8. ANNALY CAP MGMT INC PROPERTY TYPE: SECURITIES 138.00					09/08/2008 -57.00	10/10/2008
27,169.00		1012. BROOKFIELD ASSET MGMT INC PROPERTY TYPE: SECURITIES 16,830.00					05/19/2005 10,339.00	03/18/2008
12,984.00		800. BROOKFIELD ASSET MGMT INC PROPERTY TYPE: SECURITIES 20,879.00					10/03/2008 -7,895.00	10/28/2008
18,963.00		425. COCA COLA CO COM PROPERTY TYPE: SECURITIES 18,736.00					08/17/2006 227.00	10/14/2008
23,760.00		340. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 19,890.00					10/12/2006 3,870.00	09/10/2008

**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)	
22,057.00		775. CONSTELLATION ENERGY GROUP I PROPERTY TYPE: SECURITIES 18,255.00					10/01/2008 3,802.00	10/03/2008
11,942.00		410. CONSTELLATION ENERGY GROUP I PROPERTY TYPE: SECURITIES 9,636.00					10/10/2008 2,306.00	12/03/2008
18,107.00		325. CORPORATE EXECUTIVE BRD CO PROPERTY TYPE: SECURITIES 22,635.00					08/23/2007 -4,528.00	01/07/2008
17,351.00		794. COVANTA HOLDINGS CORP PROPERTY TYPE: SECURITIES 16,741.00					08/16/2007 610.00	10/03/2008
5,802.00		321. COVANTA HOLDINGS CORP PROPERTY TYPE: SECURITIES 6,768.00					08/16/2007 -966.00	10/07/2008
17,333.00		1000. CUBIST PHARMACEUTICALS INC PROPERTY TYPE: SECURITIES 22,070.00					03/29/2007 -4,737.00	01/28/2008
18,531.00		920. DIRECTV GROUP INC PROPERTY TYPE: SECURITIES 21,796.00					03/22/2007 -3,265.00	01/17/2008
6,692.00		574. EBAY INC PROPERTY TYPE: SECURITIES 9,214.00					10/10/2008 -2,522.00	11/20/2008
886.00		76. EBAY INC PROPERTY TYPE: SECURITIES 1,238.00					10/10/2008 -352.00	11/20/2008
3.00		.45 FAIRPOINT COMMUNICATIONS INC PROPERTY TYPE: SECURITIES 4.00					04/27/2007 -1.00	04/16/2008
105.00		12. FAIRPOINT COMMUNICATIONS INC PROPERTY TYPE: SECURITIES 106.00					04/27/2007 -1.00	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 -5,690.00	01/18/2008
8,082.00		501. HUTCHINSON TELECOM-ADR PROPERTY TYPE: SECURITIES 10,456.00					02/04/2008 -2,374.00	09/30/2008
7,404.00		459. HUTCHINSON TELECOM-ADR PROPERTY TYPE: SECURITIES 9,452.00					02/05/2008 -2,048.00	09/30/2008
3,205.00		104. ICON PUB LTD CO SPONSORED ADR PROPERTY TYPE: SECURITIES 2,456.00					05/18/2007 749.00	10/10/2008
5,794.00		188. ICON PUB LTD CO SPONSORED ADR PROPERTY TYPE: SECURITIES 4,456.00					05/21/2007 1,338.00	10/10/2008
9,738.00		316. ICON PUB LTD CO SPONSORED ADR PROPERTY TYPE: SECURITIES 7,377.00					05/22/2007 2,361.00	10/10/2008
5,702.00		214. ICON PUB LTD CO SPONSORED ADR PROPERTY TYPE: SECURITIES 4,996.00					05/22/2007 706.00	10/10/2008
4,210.00		158. ICON PUB LTD CO SPONSORED ADR PROPERTY TYPE: SECURITIES 3,683.00					05/23/2007 527.00	10/10/2008
48,835.00		550. ISHARES IBOXX & INVT GR CORP PROPERTY TYPE: SECURITIES 59,142.00					06/25/2004 -10,307.00	09/26/2008
13,319.00		150. ISHARES IBOXX & INVT GR CORP PROPERTY TYPE: SECURITIES 16,529.00					08/24/2004 -3,210.00	09/26/2008
13,824.00		1250. JDS UNIPHASE CORP PROPERTY TYPE: SECURITIES 17,441.00					03/24/2008 -3,617.00	05/06/2008

**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)	
6,775.00		375. LEUCADIA NATIONAL CORP PROPERTY TYPE: SECURITIES 11,973.00					10/10/2008 -5,198.00	11/13/2008
11,848.00		415. LOEWS CORP PROPERTY TYPE: SECURITIES 18,919.00					01/28/2008 -7,071.00	10/09/2008
6,927.00		1110. MBIA INC PROPERTY TYPE: SECURITIES 9,597.00					11/05/2008 -2,670.00	11/12/2008
18,543.00		425. MCKESSON CORPORATION PROPERTY TYPE: SECURITIES 23,161.00					05/02/2008 -4,618.00	10/08/2008
19,943.00		1400. MOTOROLA INC PROPERTY TYPE: SECURITIES 24,970.00					07/12/2007 -5,027.00	01/16/2008
42,852.00		1200. NOKIA CORPORATION ADR A PROPERTY TYPE: SECURITIES 14,208.00					08/23/2004 28,644.00	01/08/2008
20,831.00		475. NOVARTIX AG SPONSORED ADR PROPERTY TYPE: SECURITIES 20,217.00					03/11/2004 614.00	10/10/2008
17,325.00		800. PFIZER INC COM PROPERTY TYPE: SECURITIES 20,637.00					08/04/2006 -3,312.00	03/11/2008
18,091.00		535. PLUM CREEK TIMBER CO INC PROPERTY TYPE: SECURITIES 17,288.00					03/09/2004 803.00	10/23/2008
203.00		6. PLUM CREEK TIMBER CO INC PROPERTY TYPE: SECURITIES 220.00					05/11/2006 -17.00	10/23/2008
203.00		6. PLUM CREEK TIMBER CO INC PROPERTY TYPE: SECURITIES 204.00					09/22/2006 -1.00	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		Gain or (loss)	
12,397.00		430. POTLATCH HLDGS INC COM PROPERTY TYPE: SECURITIES 20,103.00					12/15/2005 -7,706.00	10/27/2008
4,815.00		167. POTLATCH HLDGS INC COM PROPERTY TYPE: SECURITIES 6,514.00					03/30/2006 -1,699.00	10/27/2008
231.00		8. POTLATCH HLDGS INC COM PROPERTY TYPE: SECURITIES 303.00					05/30/2006 -72.00	10/27/2008
231.00		8. POTLATCH HLDGS INC COM PROPERTY TYPE: SECURITIES 295.00					09/22/2006 -64.00	10/27/2008
22,624.00		550. QUALCOMM INC PROPERTY TYPE: SECURITIES 23,100.00					04/22/2008 -476.00	09/30/2008
13,797.00		750. SMITHFIELD FOODS INC PROPERTY TYPE: SECURITIES 19,186.00					08/08/2008 -5,389.00	09/23/2008
1,850.00		197. THORNBURG MORTGAGE INC PROPERTY TYPE: SECURITIES 1,929.00					01/07/2008 -79.00	02/29/2008
9,844.00		2003. THORNBURG MORTGAGE INC PROPERTY TYPE: SECURITIES 19,617.00					01/07/2008 -9,773.00	03/03/2008
23,907.00		1825. TIMBERWEST FOREST CORP PROPERTY TYPE: SECURITIES 22,238.00					02/21/2006 1,669.00	04/28/2008
445.00		34. TIMBERWEST FOREST CORP PROPERTY TYPE: SECURITIES 436.00					06/28/2006 9.00	04/28/2008
458.00		35. TIMBERWEST FOREST CORP PROPERTY TYPE: SECURITIES 423.00					10/30/2006 35.00	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	Excess of FMV over adj basis		Gain or (loss)	
15,166.00		600. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES 18,478.00					11/21/2007 -3,312.00	07/14/2008
20,949.00		660. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 24,965.00					04/27/2007 -4,016.00	09/18/2008
1,948.00		200. VITERRA INC PROPERTY TYPE: SECURITIES 1,388.00					07/31/2006 560.00	09/10/2008
5,883.00		604. VITERRA INC PROPERTY TYPE: SECURITIES 4,125.00					08/01/2006 1,758.00	09/10/2008
21,390.00		2196. VITERRA INC PROPERTY TYPE: SECURITIES 15,218.00					08/01/2006 6,172.00	09/10/2008
15,845.00		650. WELLS FARGO & COMPANY NEW PROPERTY TYPE: SECURITIES 21,066.00					03/25/2008 -5,221.00	06/24/2008
11,752.00		704. WESTERN REFNG INC PROPERTY TYPE: SECURITIES 16,517.00					02/21/2008 -4,765.00	03/07/2008
2,437.00		146. WESTERN REFNG INC PROPERTY TYPE: SECURITIES 3,425.00					02/21/2008 -988.00	03/07/2008
9.00		.48 BROOKFIELD INFRASTRUCTURE PARTNERS L PROPERTY TYPE: SECURITIES 10.00					02/01/2008 -1.00	02/28/2008
746.00		40. BROOKFIELD INFRASTRUCTURE PARTNERS L PROPERTY TYPE: SECURITIES 807.00					02/01/2008 -61.00	03/03/2008

**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)	
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 MARKE	2,328.	2,328.
BAR HARBOR BANK & TRUST INST MONEY MKT I	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 & INVT 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.	
REAL ESTATE TAX ON NON-RENTAL	944.	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 -----	REVENUE AND EXPENSES PER BOOKS -----
OTHER NON-ALLOCABLE EXPENSE -	760.
	-----
TOTALS	760.
	=====

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 -----
ACCRUAL ADJUSTMENTS	602.
CHANGE TO ABB LTD SALES	362.
	-----
TOTAL	964.
	=====

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

=====

ME

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.

=====

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.  
=====



**SCHEDULE D**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

► **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).**

OMB No 1545-0092

**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)
<b>1a</b>					

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	-95,532.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ►	<b>5</b>	-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)
<b>6a</b>					
LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			2,243.

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

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

Schedule D (Form 1041) 2008

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

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

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

Schedule D (Form 1041) 2008

**SCHEDULE D-1**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**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.

OMB No 1545-0092

**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

**Continuation Sheet for Schedule D**  
**(Form 1041)**

OMB No 1545-0092

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[illegible]

<b>1b Total</b> 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 &amp; 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)
<b>6a</b> 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 . . . . .

Schedule D-1 (Form 1041) 2008



## FEDERAL CAPITAL GAIN DIVIDENDS

=====

## 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

=====