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Form **990-PF**
Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2008

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

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

ADAMS WILLIAM T TR U/W PLUNKETT 312045016

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

Room/suite

PO BOX 1180

City or town, state, and ZIP code

SOUTH YARMOUTH, MA 02664

A Employer identification number

04-6024004

B Telephone number (see page 10 of the instructions)

(508) 862-0875

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 ☐

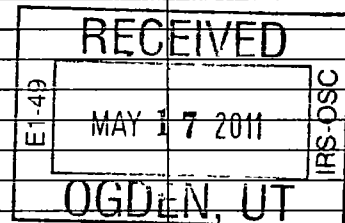
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization: ☐ Section 501(c)(3) exempt private foundation
☒ 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) ☐ Accounting method: ☒ 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	25,788.	25,788.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	17,405.			
b Gross sales price for all assets on line 6a	418,980.			
7 Capital gain net income (from Part IV, line 2)		17,405.		
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)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	43,193.	43,193.		
13 Compensation of officers, directors, trustees, etc.	8,650.	5,768.		2,883.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 4	475.	317.	NONE	158.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	79.	37.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	9,204.	6,122.	NONE	3,041.
25 Contributions, gifts, grants paid	20,373.			20,373.
26 Total expenses and disbursements. Add lines 24 and 25	29,577.	6,122.	NONE	23,414.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	13,616.			
b Net investment income (if negative, enter -0-)		37,071.		
c Adjusted net income (if negative, enter -0-)				



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

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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	47,573.	21,769.	21,769.
	2 Savings and temporary cash investments			
	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) ▶			
	Less: allowance for doubtful accounts ▶	NONE		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶ (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)		STMT 6		
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶ (attach schedule)				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		737,797.	751,844.	679,260.
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 ▶ ☐			
	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. ▶ ☒			
	27 Capital stock, trust principal, or current funds	737,797.	751,844.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see page 17 of the instructions)	737,797.	751,844.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	737,797.	751,844.		

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	737,797.
2 Enter amount from Part I, line 27a	2	13,616.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	436.
4 Add lines 1, 2, and 3	4	751,849.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	5.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	751,844.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
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	17,405.	
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			
2006			
2005			
2004			
2003			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4 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.	8	

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 ☐ and enter "N/A" on line 1.		1	741.
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 ☐ and enter 1% of Part I, line 27b		2	
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-)		3	741.
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	741.
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		
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	NONE	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	23.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	764.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2009 estimated tax ☐ NONE Refunded ☐	11		

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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		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?		X
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) ☐ 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

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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 N/A				
14	The books are in care of TD Bank	Telephone no (508) 862-0875		
Located at PO BOX 1330, HYANNIS, MA		ZIP + 4 02601		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	☐		
and enter the amount of tax-exempt interest received or accrued during the year		15		

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.

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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ 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)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐		1b		
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? ☐ Yes ☒ 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? ☐ Yes ☒ 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:(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 inRegulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b**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 **6b**

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 **7b****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		8,650.	-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 CHARITABLE CONTRIBUTIONS TO PLUNKETT MEMORIAL HOSPITAL	
	20,373.
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	735,721.
b	Average of monthly cash balances	1b	23,418.
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	759,139.
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	759,139.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	11,387.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	747,752.
6	Minimum investment return. Enter 5% of line 5	6	37,388.

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	37,388.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	741.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	741.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	36,647.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	36,647.
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	36,647.

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	23,414.
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	23,414.
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	23,414.

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
1 Distributable amount for 2008 from Part XI, line 7				36,647.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	NONE			
b From 2004	NONE			
c From 2005	NONE			
d From 2006	NONE			
e From 2007	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 23,414.				
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				23,414.
e Remaining amount distributed out of corpus	NONE			
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	NONE			
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				13,233.
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)	NONE			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2004	NONE			
b Excess from 2005	NONE			
c Excess from 2006	NONE			
d Excess from 2007	NONE			
e Excess from 2008	NONE			

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

1a 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)

2a 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).)

N/A

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.

N/A

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 Name and address (home or business)	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
a <i>Paid during the year</i> SEE STATEMENT 12				
Total			▶ 3a	20,373.
b <i>Approved for future payment</i>				
Total			▶ 3b	

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	
		14	16,647.	
		14	9,141.	
		18	17,405.	
			43,193.	

13

43,193.

13 Total. Add line 12, columns (b), (d), and (e) **13** 43,193.
(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 28 of the instructions)
----------------------	--

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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.			
Sign Here		<i>Julia J. Smith</i>	
Signature of officer or trustee		Date 04/19/2011	Title
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed ☐
	Firm's name (or yours if self-employed), address, and ZIP code	Preparer's identifying number (See Signature on page 30 of the instructions)	
		EIN	Phone no.

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		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2.	
15,000.00		15000. FEDERAL HME LN BK 3.80% 01/18/200 PROPERTY TYPE: SECURITIES 15,000.00					12/23/2004	01/18/2008
12,981.00		12980.76 FEDERAL HME LN BK 5.225% 11/19/ PROPERTY TYPE: SECURITIES 12,981.00					10/29/2002	01/25/2008
195.00		7. CEMEX S.A.B. DE C.V PROPERTY TYPE: SECURITIES 270.00					06/07/2007	02/04/2008
8,355.00		300. CEMEX S.A.B. DE C.V PROPERTY TYPE: SECURITIES 9,813.00					12/06/2006	02/04/2008
6,650.00		150. HEWLETT PACKARD PROPERTY TYPE: SECURITIES 6,393.00					01/18/2007	02/04/2008
7,320.00		150. MARATHON OIL PROPERTY TYPE: SECURITIES 2,186.00					11/05/2003	02/04/2008
9,632.00		180. MCDONALDS CORP. PROPERTY TYPE: SECURITIES 8,120.00					03/29/2007	02/04/2008
4,301.00		225. STARBUCKS CORP PROPERTY TYPE: SECURITIES 2,468.00					11/13/2002	02/04/2008
2,492.00		50. UNITEDHEALTH GROUP INC COM PROPERTY TYPE: SECURITIES 1,109.00					08/13/2002	02/04/2008
6,520.00		170. VERIZON COMMUNICATION PROPERTY TYPE: SECURITIES 6,393.00					01/18/2007	02/04/2008

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)	
5,117.00		160. WELLS FARGO & COMPANY NEW PROPERTY TYPE: SECURITIES 4,921.00					08/31/2005 196.00	02/04/2008
4,605.00		40. APACHE CORP COM PROPERTY TYPE: SECURITIES 1,349.00					09/16/2003 3,256.00	03/05/2008
2,277.00		40. APOLLO GROUP INC CL A PROPERTY TYPE: SECURITIES 1,768.00					03/29/2007 509.00	03/05/2008
3,606.00		40. BECTON DICKINSON PROPERTY TYPE: SECURITIES 2,161.00					11/12/2004 1,445.00	03/05/2008
2,859.00		70. CVS CORP COM PROPERTY TYPE: SECURITIES 1,461.00					06/02/2004 1,398.00	03/05/2008
5,608.00		280. INTEL CORP PROPERTY TYPE: SECURITIES 6,773.00					08/22/2007 -1,165.00	03/05/2008
2,286.00		40. QUESTAR CORP PROPERTY TYPE: SECURITIES 1,012.00					11/30/2004 1,274.00	03/05/2008
15,000.00		1501.502 TD ASSET MGMT SHORT TERM INV FD PROPERTY TYPE: SECURITIES 15,000.00					02/04/2008	03/05/2008
4,770.00		160. WELLS FARGO & COMPANY NEW PROPERTY TYPE: SECURITIES 4,683.00					10/11/2005 87.00	03/05/2008
5,568.00		170. ZEBRA TECHNOLOGIES CORP CL A PROPERTY TYPE: SECURITIES 6,512.00					03/29/2007 -944.00	03/05/2008
4,407.00		250. AMERICAN EAGLE OUTFITTERS PROPERTY TYPE: SECURITIES 6,100.00					10/30/2007 -1,693.00	04/07/2008

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)	
6,712.00		140. APOLLO GROUP INC CL A PROPERTY TYPE: SECURITIES 6,189.00					03/29/2007 523.00	04/07/2008
3,132.00		40. DANAHER CORP PROPERTY TYPE: SECURITIES 2,145.00					10/08/2004 987.00	04/07/2008
2,131.00		25. GENERAL DYNAMICS CORP PROPERTY TYPE: SECURITIES 1,266.00					01/04/2005 865.00	04/07/2008
20,000.00		20000. FEDERAL HME LN BK 5.22% 12/30/201 PROPERTY TYPE: SECURITIES 19,988.00					12/23/2004 12.00	04/11/2008
8,066.00		200. AVON PRODUCTS INC PROPERTY TYPE: SECURITIES 8,216.00					10/30/2007 -150.00	04/15/2008
4,134.00		50. GENERAL DYNAMICS CORP PROPERTY TYPE: SECURITIES 2,501.00					01/04/2005 1,633.00	04/15/2008
3,048.00		50. QUESTAR CORP PROPERTY TYPE: SECURITIES 709.00					03/06/2003 2,339.00	04/15/2008
25,000.00		2502.502 TD ASSET MGMT SHORT TERM INV FD PROPERTY TYPE: SECURITIES 25,000.00					02/04/2008	04/15/2008
4,929.00		35. APACHE CORP COM PROPERTY TYPE: SECURITIES 1,181.00					09/16/2003 3,748.00	04/21/2008
2,001.00		50. CVS CORP COM PROPERTY TYPE: SECURITIES 1,043.00					06/02/2004 958.00	04/21/2008
6,210.00		190. UNITEDHEALTH GROUP INC COM PROPERTY TYPE: SECURITIES 4,091.00					03/06/2003 2,119.00	05/12/2008

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)	
4,317.00		100. CVS CORP COM PROPERTY TYPE: SECURITIES 1,735.00					03/17/2004 2,582.00	05/15/2008
4,448.00		50. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 1,326.00					08/05/2003 3,122.00	05/15/2008
3,119.00		25. PRECISION CASTPARTS CORP PROPERTY TYPE: SECURITIES 1,643.00					10/12/2006 1,476.00	05/15/2008
3,293.00		50. QUESTAR CORP PROPERTY TYPE: SECURITIES 709.00					03/06/2003 2,584.00	05/15/2008
3,877.00		65. SIGMA ALDRICH CORP PROPERTY TYPE: SECURITIES 2,513.00					01/18/2007 1,364.00	05/15/2008
10,000.00		960.615 VANGUARD GNMA PROPERTY TYPE: SECURITIES 10,029.00					04/15/2008 -29.00	05/15/2008
7,974.00		130. ANHEUSER-BUSCH COMPANIES, INC PROPERTY TYPE: SECURITIES 6,608.00					01/18/2007 1,366.00	06/17/2008
6,712.00		70. FRANKLIN RESOURCES INC PROPERTY TYPE: SECURITIES 4,653.00					12/06/2004 2,059.00	06/27/2008
4,552.00		220. MAXIM INTERGRATED PRODUCTS INC PROPERTY TYPE: SECURITIES 6,872.00					08/22/2007 -2,320.00	06/27/2008
2,551.00		30. BECTON DICKINSON PROPERTY TYPE: SECURITIES 1,476.00					11/12/2004 1,075.00	07/23/2008
4,179.00		65. STRYKER CORP PROPERTY TYPE: SECURITIES 2,026.00					03/18/2002 2,153.00	07/23/2008

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

Kind of Property		Description				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)	
8,714.00		115. TELEFONICA DE ESPANA S A PROPERTY TYPE: SECURITIES 5,755.00				09/07/2006 2,959.00	07/24/2008
25,000.00		25000. BANK ONE CORP 6.000% 08/01/2008 D PROPERTY TYPE: SECURITIES 25,791.00				10/14/2005 -791.00	08/01/2008
9,925.00		10000. BOEING CAP CORP 4.75% 08/25/2008 PROPERTY TYPE: SECURITIES 9,925.00				10/17/2006	08/25/2008
1,981.00		100. AMERICAN INTERNATIONAL GROUP PROPERTY TYPE: SECURITIES 7,119.00				01/18/2007 -5,138.00	08/27/2008
8,334.00		85. PRECISION CASTPARTS CORP PROPERTY TYPE: SECURITIES 5,587.00				10/12/2006 2,747.00	09/08/2008
1,163.00		10. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 1,147.00				02/04/2008 16.00	09/22/2008
5,242.00		265. SK TELECOM LTD SPONSORED ADR PROPERTY TYPE: SECURITIES 6,453.00				02/04/2008 -1,211.00	09/22/2008
548.00		10. SIGMA ALDRICH CORP PROPERTY TYPE: SECURITIES 387.00				01/18/2007 161.00	09/22/2008
15,000.00		15000. TARGET CORP 5.4% 10/1/2008 DTD 10 PROPERTY TYPE: SECURITIES 15,487.00				09/22/2005 -487.00	10/01/2008
2,581.00		100. AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES 4,082.00				10/11/2005 -1,501.00	10/30/2008
2,153.00		100. AUTODESK INC PROPERTY TYPE: SECURITIES 4,718.00				11/07/2005 -2,565.00	10/30/2008

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)	
6,718.00		100. BECTON DICKINSON PROPERTY TYPE: SECURITIES 4,822.00					08/04/2004 1,896.00	10/30/2008
5,797.00		200. CVS CORP COM PROPERTY TYPE: SECURITIES 3,470.00					03/17/2004 2,327.00	10/30/2008
7,561.00		150. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 3,979.00					08/05/2003 3,582.00	10/30/2008
8,628.00		150. DANAHER CORP PROPERTY TYPE: SECURITIES 8,045.00					10/08/2004 583.00	10/30/2008
5,988.00		100. GENERAL DYNAMICS CORP PROPERTY TYPE: SECURITIES 4,961.00					06/17/2004 1,027.00	10/30/2008
6,182.00		70. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES 11,153.00					04/12/2006 -4,971.00	10/30/2008
2,752.00		70. MEDTRONIC INC PROPERTY TYPE: SECURITIES 3,811.00					01/18/2007 -1,059.00	10/30/2008
3,275.00		100. QUESTAR CORP PROPERTY TYPE: SECURITIES 1,417.00					03/06/2003 1,858.00	10/30/2008
7,803.00		150. STRYKER CORP PROPERTY TYPE: SECURITIES 4,468.00					04/12/2002 3,335.00	10/30/2008
1,834.00		150. BJ SVCS CO PROPERTY TYPE: SECURITIES 4,376.00					05/12/2008 -2,542.00	11/10/2008
1,388.00		125. BARCLAYS PLC ADR PROPERTY TYPE: SECURITIES 6,756.00					10/12/2006 -5,368.00	11/10/2008

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)	
2,016.00		140. MORGAN STANLEY, DEAN WITTER, DISCOV PROPERTY TYPE: SECURITIES 9,331.00					07/12/2007 -7,315.00	11/10/2008
1,446.00		75. VALERO ENERGY CORP COM PROPERTY TYPE: SECURITIES 4,036.00					04/21/2008 -2,590.00	11/10/2008
4,900.00		70. ANHEUSER-BUSCH COMPANIES, INC PROPERTY TYPE: SECURITIES 3,558.00					01/18/2007 1,342.00	11/19/2008
922.00		275. CITIGROUP INC COM PROPERTY TYPE: SECURITIES 10,912.00					05/02/2003 -9,990.00	11/21/2008
1,193.00		30. SEMPRA ENERGY INC PROPERTY TYPE: SECURITIES 1,637.00					07/23/2008 -444.00	12/22/2008
TOTAL GAIN(LOSS)							----- 17,405. =====	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
AT&T INC	84.	84.
AMERICAN EAGLE OUTFITTERS	50.	50.
AMERICAN EXPRESS CO	184.	184.
AMERICAN INTERNATIONAL GROUP	40.	40.
ANHEUSER-BUSCH COMPANIES, INC	184.	184.
APACHE CORP COM	94.	94.
AVON PRODUCTS INC	40.	40.
BJ SVCS CO	15.	15.
BANK AMERICA CORP	554.	554.
BANK OF AMERICA CRP 5.375% 8/15/2011 DTD	806.	806.
BANK OF AMERICA 5.75% 12/01/2017 DTD 1	763.	763.
BANK ONE CORP 6.000% 08/01/2008 DTD 08/0	1,500.	1,500.
BARCLAYS PLC ADR	330.	330.
BECTON DICKINSON	151.	151.
BOEING CAP CORP 4.75% 08/25/2008 DTD 08/	550.	550.
CVS CORP COM	74.	74.
CHEVRONTXACO CORP	65.	65.
CIMAREX ENERGY CO	42.	42.
CITIGROUP INC COM	308.	308.
CLOROX CO	110.	110.
CONOCOPHILLIPS	306.	306.
CONOCOPHILLIPS 5.625% 10/15/2016 DTD 10/	741.	741.
DANAHER CORP	20.	20.
JOHN DEERE CAP CORP 5.1% 01/15/2013 DTD	878.	878.
DIAGEO PLC ADR	197.	197.
EXPEDITORS INTL WASH INC	29.	29.
EXXON MOBIL CORP	155.	155.
FASTENAL CO COM	30.	30.
FED FARM CREDIT BK 5.0% 09/21/2010 DTD 0	1,250.	1,250.
FEDERAL HME LN BK 5.225% 11/19/2012 DTD	124.	124.
FEDERAL HME LN BK 5.22% 12/30/2014 DTD 1	293.	293.
FEDERAL HME LN BK 3.80% 01/18/2008 DTD 1	285.	285.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL HME LN BK 4.75% 12/10/2010 DTD 1	950.	950.
FED HOME LN MTG 4.75% 11/17/2015 DTD 10/	825.	825.
FIDELITY INVT TR DIVERS INTL #325	140.	140.
FRANKLIN RESOURCES INC	42.	42.
GENERAL DYNAMICS CORP	173.	173.
GOLDMAN SACHS GROUP INC COM	98.	98.
HSBC FINANCE 6.75% 5/15/2011 DTD 5/9/200	970.	970.
HEWLETT PACKARD	12.	12.
HOME DEPOT INC	169.	169.
HOUSEHOLD FIN CO 6.300% 01/15/2009 DTD 0	4,725.	4,725.
IMS HEALTH INC COM	24.	24.
ILLINOIS TOOL WKS INC	184.	184.
INTEL CORP	36.	36.
ISHARES TR MSCI EMERG MKT	187.	187.
ISHARES TR RUSSELL MCP VL	92.	92.
ISHARES RUSSELL MID CAP GROWTH	39.	39.
J P MORGAN CHASE & CO	228.	228.
JOHNSON & JOHNSON	287.	287.
MAXIM INTEGRATED PRODUCTS INC	83.	83.
MEDTRONIC INC	125.	125.
MICROSOFT CORP	126.	126.
MONSANTO CO NEW COM	47.	47.
MORGAN STANLEY, DEAN WITTER, DISCOVER & PAYCHEX INC	151.	151.
PEPSICO, INC	78.	78.
PEPSICO INC 5.15% 05/15/2012 DTD 05/21/2	160.	160.
PETSMART INC	876.	876.
PRECISION CASTPARTS CORP	22.	22.
PROCTOR & GAMBLE	8.	8.
QUEST DIAGNOSTICS INC COM	155.	155.
QUESTAR CORP	32.	32.
SK TELECOM LTD SPONSORED ADR	54.	54.
SEMPRA ENERGY INC	28.	28.
	18.	18.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
SIGMA ALDRICH CORP	59.	59.
SOUTHERN COMPANY	224.	224.
STRYKER CORP	71.	71.
TD ASSET MGMT SHORT TERM INV FD #3	201.	201.
TD ASSET MGMT US GOVT PORT INSTL #2	771.	771.
TARGET CORP 5.4% 10/1/2008 DTD 10/10/01	810.	810.
TELEFONICA DE ESPANA S A	210.	210.
TEXAS INSTRUMENTS	105.	105.
3M COMPANY	170.	170.
U.S. BANCORP	174.	174.
UNITED PARCEL SVC CL B	50.	50.
UNITED TECHNOLOGIES	114.	114.
UNITEDHEALTH GROUP INC COM	6.	6.
VALERO ENERGY CORP COM	34.	34.
VANGUARD GNMA	893.	893.
VERIZON COMMUNICATION	142.	142.
WALGREEN CO.	23.	23.
WELLS FARGO & COMPANY NEW	50.	50.
WESTERN UNION CO	11.	11.
XTO ENERGY INC	78.	78.
YUM BRANDS INC	175.	175.
RENAISSANCE RE HLDGS LTD	21.	21.
	-----	-----
TOTAL	25,788.	25,788.
	=====	=====

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	475.	317.		158.
TOTALS	475.	317.	NONE	158.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	42.	
FOREIGN TAXES ON QUALIFIED FOR	37.	37.
	-----	-----
TOTALS	79.	37.
	=====	=====

ADAMS WILLIAM T TR U/W PLUNKETT 312045016

04-6024004

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
SEE ATTACHED	C		
TOTAL FIXED INCOME	C	356,665.	360,248.
TOTAL EQUITIES	C	373,410.	297,243.
		-----	-----
TOTALS		730,075.	657,491.
		=====	=====

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

DESCRIPTION -----	AMOUNT -----
CASH ACCRUAL ADJUSTING ENTRY	208.
ACCRUED INTEREST	228.

TOTAL	436.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

ROUNDING ADJUSTMENT

5.

TOTAL

5.
=====

ADAMS WILLIAM T TR U/W PLUNKETT 312045016

04-6024004

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

MA

STATEMENT 9

ADAMS WILLIAM T TR U/W PLUNKETT 312045016

04-6024004

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

=====

OFFICER NAME:

TD WEALTH MANAGEMENT

ADDRESS:

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

COMPENSATION 8,650.

TOTAL COMPENSATION:

8,650.

=====

STATEMENT 10

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
MAY	813,951.	25,067.	
DECEMBER	657,491.	21,769.	
	-----	-----	-----
TOTAL	1,471,442.	46,836.	
	=====	=====	=====
AVERAGE FMV	735,721.	23,418.	
	=====	=====	=====

ADAMS WILLIAM T TR U/W PLUNKETT 312045016 04-6024004
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

PLUNKETT MEMORIAL HOSPITAL

ADDRESS:

PO BOX 187

ADAMS, MA 01220

AMOUNT OF GRANT PAID 20,373.

TOTAL GRANTS PAID:

20,373.

=====

STATEMENT 12