NOTICE 2008-6 STATUS CHANGE

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

0812

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: [X] Initial return [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: THOMAS CARR WATSON TRUST

A Employer identification number: 05-6065386

Number and street (or P O box number if mail is not delivered to street address) Room/suite: P O BOX 1802 **NOTICE 2008-6 STATUS CHANGE**

B Telephone number (see page 10 of the instructions): ( ) -

City or town, state, and ZIP code: PROVIDENCE, RI 02901-1802

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 ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 3,916,881.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ________ (Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	160,774.	160,774.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-185,646.			
	b Gross sales price for all assets on line 6a 687,090.				
	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)				
	11 Other income (attach schedule)				
	12 **Total** Add lines 1 through 11	-24,872.	160,774.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	21,094.	12,657.		8,438.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	800.	NONE	NONE	800.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	915.	915.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 5	89.			89.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	22,898.	13,572.	NONE	9,327.
	25 Contributions, gifts, grants paid	206,517.			206,517.
	26 Total expenses and disbursements Add lines 24 and 25	229,415.	13,572.	NONE	215,844.
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	-254,287.			
	b **Net investment income** (if negative, enter -0-)		147,202.		
	c **Adjusted net income** (if negative, enter -0-)				

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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	NONE	NONE	
2	Savings and temporary cash investments	373,128.	421,034.	421,034.
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) ▶ *		* NONE	
	Less. allowance for doubtful accounts ▶	NONE	NONE	NONE
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U.S and state government obligations (attach schedule)	NONE	NONE	NONE
b	Investments - corporate stock (attach schedule)	NONE	NONE	NONE
c	Investments - corporate bonds (attach schedule)	NONE	NONE	NONE
11	Investments - land, buildings, and equipment basis ▶ NONE			
	Less accumulated depreciation (attach schedule) ▶	NONE	NONE	
12	Investments - mortgage loans	NONE	NONE	
13	Investments - other (attach schedule) STMT 6	4,079,773.	3,755,482.	3,495,847.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	NONE	NONE	NONE
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,452,901.	4,176,516.	3,916,881.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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. ▶ X			
27	Capital stock, trust principal, or current funds	4,418,505.	4,154,458.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	34,396.	22,058.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	4,452,901.	4,176,516.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,452,901.	4,176,516.	

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	4,452,901.
2	Enter amount from Part I, line 27a	2	-254,287.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	4,941.
4	Add lines 1, 2, and 3	4	4,203,555.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	27,039.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,176,516.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) ..... { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** -185,646.

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 N/A

(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	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. 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	1	2,944.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	2,944.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	2,944.
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	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	2,944.
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** ▶ **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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.*	7	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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
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 ▶ PRIVATE BANK TAX SERVICES Telephone no. ▶ (888)866-3275
Located at ▶ P O BOX 1802, PROVIDENCE, RI ZIP + 4 ▶ 02901-1802

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.

					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?	☐ 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)?			1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐					
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		
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)*

		Yes	No
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)? **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? **6b**		X
	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? **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		21,094.	-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
SEE STATEMENT 11		NONE	NONE	NONE

Total number of other employees paid over $50,000 . . . . . . ▶ NONE

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
SEE STATEMENT 12		NONE

Total number of others receiving over $50,000 for professional services ▶ NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	4,369,331.
b	Average of monthly cash balances	1b	378,999.
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	4,748,330.
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	4,748,330.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	71,225.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,677,105.
6	**Minimum investment return.** Enter 5% of line 5	6	233,855.

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	233,855.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	2,944.		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,944.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	230,911.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	230,911.
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	230,911.

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	215,844.
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	215,844.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	215,844.

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				230,911.
2	Undistributed income, if any, as of the end of 2007.				
a	Enter amount for 2007 only			NONE	
b	Total for prior years 20 06 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2008:				
a	From 2003 ... 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: ▶ $ 215,844.				
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				215,844.
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				15,067.
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)

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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 *Paid during the year*				
SEE STATEMENT 13				
Total . . . . ▶ **3a**				206,517.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

05-6065386

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	160,774.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				-185,646.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-24,872.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . . 13 -24,872.

(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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

Sign Here

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

[signature] 09/15/2010 SVP Tax

Signature of officer or trustee Date Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (See **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no.	

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: THOMAS CARR WATSON TRUST

Employer identification number: 05-6065386

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-170,626.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-170,626.

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

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			18,780.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-33,800.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-15,020.

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

Part III Summary of Parts I and II
Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-170,626.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-15,020.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-185,646.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

SCHEDULE D-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: THOMAS CARR WATSON TRUST

Employer identification number: 05-6065386

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 688.463 COLUMBIA MARSICO INT'L OPPORTUNITIES FD CLAS	12/27/2007	08/20/2008	8,785.00	11,208.00	-2,423.00
36. NORTEL NETWORKS CORP NEW COM	05/05/2008	08/20/2008	212.00	303.00	-91.00
1068.845 COLUMBIA HIGH INCOME FUND CLASS Z SHARES	09/17/2007	08/25/2008	8,465.00	9,395.00	-930.00
1000. AKAMAI TECHNOLOGIES INC	02/07/2008	12/17/2008	15,842.00	32,905.00	-17,063.00
642.588 COLUMBIA INTERNATIONAL STOCK FUND CL	12/27/2007	12/17/2008	6,111.00	10,956.00	-4,845.00
1912.792 COLUMBIA VALUE AND RESTRUCTURING FUND CLAS	08/20/2008	12/17/2008	56,772.00	98,164.00	-41,392.00
8671.437 COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS	12/27/2007	12/17/2008	60,353.00	109,260.00	-48,907.00
1005. POWERSHARES WILDERHILL CLEAN ENERGY POR	01/07/2008	12/17/2008	8,789.00	25,750.00	-16,961.00
815. POWERSHARES WILDERHILL CLEAN ENERGY POR	06/11/2008	12/17/2008	7,127.00	17,466.00	-10,339.00
620. POWERSHARES WILDERHILL CLEAN ENERGY POR	08/25/2008	12/17/2008	5,422.00	12,318.00	-6,896.00
1283. POWERSHARES WATER RESOURCES PORT	01/07/2008	12/17/2008	18,405.00	26,426.00	-8,021.00
455. POWERSHARES WATER RESOURCES PORT	06/11/2008	12/17/2008	6,527.00	10,000.00	-3,473.00
500. POWERSHARES WATER RESOURCES PORT	08/25/2008	12/17/2008	7,172.00	10,772.00	-3,600.00
100. SCHLUMBERGER LIMITED	12/27/2007	12/17/2008	4,172.00	9,857.00	-5,685.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -170,626.00

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
THOMAS CARR WATSON TRUST	05-6065386

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 600. WELLPOINT INC	07/18/2003	03/11/2008	28,064.00	24,210.00	3,854.00
100. WELLPOINT INC	07/07/2006	03/11/2008	4,677.00	7,261.00	-2,584.00
.245 FAIRPOINT COMMUNICATIONS INC COM	09/04/2002	04/21/2008	2.00	2.00	
.105 FAIRPOINT COMMUNICATIONS INC COM	01/13/2005	04/21/2008	1.00	1.00	
.07 FAIRPOINT COMMUNICATIONS INC COM	02/25/2005	04/21/2008	1.00	1.00	
.07 FAIRPOINT COMMUNICATIONS INC COM	06/24/2005	04/21/2008	1.00	1.00	
.263 FAIRPOINT COMMUNICATIONS INC COM	02/17/2006	04/21/2008	2.00	2.00	
.105 FAIRPOINT COMMUNICATIONS INC COM	07/07/2006	04/21/2008	1.00	1.00	
35. AIR PRODUCTS AND CHEMICALS INC	07/18/2003	06/11/2008	3,537.00	1,565.00	1,972.00
36. AIR PRODUCTS AND CHEMICALS INC	03/24/2004	06/11/2008	3,638.00	1,610.00	2,028.00
14. AIR PRODUCTS AND CHEMICALS INC	09/07/2005	06/11/2008	1,415.00	773.00	642.00
15. AIR PRODUCTS AND CHEMICALS INC	02/17/2006	06/11/2008	1,516.00	958.00	558.00
83. APACHE CORPORATION	07/18/2003	06/11/2008	11,639.00	2,628.00	9,011.00
17. APACHE CORPORATION	09/07/2005	06/11/2008	2,384.00	1,190.00	1,194.00
8.562 FAIRPOINT COMMUNICATIONS INC COM	09/04/2002	06/11/2008	67.00	56.00	11.00
3.667 FAIRPOINT COMMUNICATIONS INC COM	01/13/2005	06/11/2008	29.00	31.00	-2.00
2.438 FAIRPOINT COMMUNICATIONS INC COM	02/25/2005	06/11/2008	19.00	20.00	-1.00
2.457 FAIRPOINT COMMUNICATIONS INC COM	06/24/2005	06/11/2008	19.00	19.00	
1.211 FAIRPOINT COMMUNICATIONS INC COM	09/07/2005	06/11/2008	9.00	9.00	
9.167 FAIRPOINT COMMUNICATIONS INC COM	02/17/2006	06/11/2008	71.00	71.00	
3.667 FAIRPOINT COMMUNICATIONS INC COM	07/07/2006	06/11/2008	29.00	27.00	2.00
1.831 FAIRPOINT COMMUNICATIONS INC COM	09/28/2006	06/11/2008	14.00	15.00	-1.00
140. NOVARTIS AG ADR	07/18/2003	06/11/2008	7,084.00	5,334.00	1,750.00
20. NOVARTIS AG ADR	02/25/2005	06/11/2008	1,012.00	999.00	13.00
40. NOVARTIS AG ADR	02/17/2006	06/11/2008	2,024.00	2,186.00	-162.00

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

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

Employer identification number
05-6065386

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 58.278 PROCTER & GAMBLE CO COM	01/30/1998	06/11/2008	3,862.00	2,271.00	1,591.00
58.278 PROCTER & GAMBLE CO COM	03/07/2000	06/11/2008	3,862.00	1,756.00	2,106.00
19.426 PROCTER & GAMBLE CO COM	10/01/2002	06/11/2008	1,287.00	865.00	422.00
47.35 PROCTER & GAMBLE CO COM	09/23/2004	06/11/2008	3,138.00	1,971.00	1,167.00
16.668 PROCTER & GAMBLE CO COM	07/07/2006	06/11/2008	1,104.00	942.00	162.00
943.334 BANK NEW YORK MELLON CORP COM	01/13/2005	08/20/2008	32,821.00	32,858.00	-37.00
188.666 BANK NEW YORK MELLON CORP COM	06/24/2005	08/20/2008	6,564.00	5,833.00	731.00
2333.664 COLUMBIA MARSICO INT'L OPPORTUNITIES FD CLAS	12/06/2004	08/20/2008	29,778.00	27,211.00	2,567.00
1976.934 COLUMBIA MARSICO INT'L OPPORTUNITIES FD CLAS	03/24/2005	08/20/2008	25,226.00	22,675.00	2,551.00
200. GENENTECH INC	04/24/2002	08/20/2008	19,670.00	5,491.00	14,179.00
11010.746 COLUMBIA HIGH INCOME FUND CLASS Z SHARES	08/17/2006	08/25/2008	87,205.00	96,784.00	-9,579.00
145.572 COLUMBIA HIGH INCOME FUND CLASS Z SHARES	09/28/2006	08/25/2008	1,153.00	1,287.00	-134.00
107.754 COLUMBIA HIGH INCOME FUND CLASS Z SHARES	11/01/2006	08/25/2008	853.00	963.00	-110.00
560. NOVARTIS AG ADR	07/18/2003	08/25/2008	30,861.00	21,336.00	9,525.00
80. NOVARTIS AG ADR	02/25/2005	08/25/2008	4,409.00	3,996.00	413.00
160. NOVARTIS AG ADR	02/17/2006	08/25/2008	8,817.00	8,745.00	72.00
1000. AUTODESK INC (DEL)	01/29/2007	12/17/2008	19,262.00	42,915.00	-23,653.00
200. AUTODESK INC (DEL)	03/16/2007	12/17/2008	3,852.00	7,532.00	-3,680.00
672.535 COLUMBIA INTERNATIONAL STOCK FUND CL	03/12/1998	12/17/2008	6,396.00	10,969.00	-4,573.00
652.653 COLUMBIA INTERNATIONAL STOCK FUND CL	03/23/1998	12/17/2008	6,207.00	10,645.00	-4,438.00
629.741 COLUMBIA INTERNATIONAL STOCK FUND CL	06/11/1998	12/17/2008	5,989.00	10,271.00	-4,282.00
808.178 COLUMBIA INTERNATIONAL STOCK FUND CL	12/12/2002	12/17/2008	7,686.00	11,992.00	-4,306.00
1359.334 COLUMBIA INTERNATIONAL STOCK FUND CL	03/24/2005	12/17/2008	12,927.00	20,485.00	-7,558.00
625.692 COLUMBIA INTERNATIONAL STOCK FUND CL	11/03/2005	12/17/2008	5,950.00	10,243.00	-4,293.00
816.606 COLUMBIA INTERNATIONAL STOCK FUND CL	02/17/2006	12/17/2008	7,766.00	14,340.00	-6,574.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
THOMAS CARR WATSON TRUST	05-6065386

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 71. HEWLETT PACKARD COMPANY	09/07/2005	12/17/2008	2,599.00	1,952.00	647.00
14. HEWLETT PACKARD COMPANY	02/17/2006	12/17/2008	512.00	476.00	36.00
15. HEWLETT PACKARD COMPANY	07/07/2006	12/17/2008	549.00	495.00	54.00
160. JOHNSON & JOHNSON	01/06/2000	12/17/2008	9,413.00	7,365.00	2,048.00
20. JOHNSON & JOHNSON	03/24/2004	12/17/2008	1,177.00	993.00	184.00
20. JOHNSON & JOHNSON	02/17/2006	12/17/2008	1,177.00	1,182.00	-5.00
58.278 PROCTER & GAMBLE CO COM	01/30/1998	12/17/2008	3,537.00	2,271.00	1,266.00
58.278 PROCTER & GAMBLE CO COM	03/07/2000	12/17/2008	3,537.00	1,756.00	1,781.00
19.426 PROCTER & GAMBLE CO COM	10/01/2002	12/17/2008	1,179.00	865.00	314.00
47.35 PROCTER & GAMBLE CO COM	09/23/2004	12/17/2008	2,874.00	1,971.00	903.00
16.668 PROCTER & GAMBLE CO COM	07/07/2006	12/17/2008	1,012.00	942.00	70.00
400. SCHLUMBERGER LIMITED	09/17/2007	12/17/2008	16,689.00	40,127.00	-23,438.00
160. WELLS FARGO COMPANY	01/06/2000	12/17/2008	4,801.00	3,080.00	1,721.00
40. WELLS FARGO COMPANY	03/24/2004	12/17/2008	1,200.00	1,135.00	65.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -33,800.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

COLUMBIA ACORN FUND CLASS Z SHARES	2,795.00	
COLUMBIA ACORN INTERNATIONAL FUND CL Z	1,024.00	
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	1,143.00	
COLUMBIA MARSICO INT'L OPPORTUNITIES FD CLASS	588.00	
COLUMBIA GREATER CHINA FUND CLASS Z SHARES	707.00	
COLUMBIA INTERNATIONAL STOCK FUND CLASS Z SHA	3,437.00	
COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES	3,309.00	
COLUMBIA SMALL CAP CORE FUND CLASS Z SHARES	3,871.00	
NORTEL NETWORKS CORP NEW COM	766.00	
COLUMBIA FUND SETTLEMENT DISTRIBUTION	1,140.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		18,780.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		18,780.00

Bank of America

SETTLEMENT DATE

ASSET SUMMARY

AS OF 12/31/08

ACCOUNT
36-09-900-8546157

THOMAS CARR WATSON TRUST

	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
CASH AND CASH EQUIVALENTS					
MONEY MARKET FUNDS	421,033.53	421,033.53	10.749	0.939	3,953.50
FIXED INCOME					
GOVERNMENT AND AGENCY	150,070.63	229,813.00	5.867	5.521	12,687.50
MUTUAL FUNDS-FIXED	1,476,932.90	1,186,590.81	30.294	7.352	87,239.55
TOTAL FIXED INCOME	1,627,003.53	1,416,403.81	36.162	7.055	99,927.05
EQUITIES					
CONSUMER DISCRETIONARY	78,632.30	98,766.00	2.522	2.328	2,299.00
CONSUMER STAPLES	106,971.37	172,488.00	4.404	2.737	4,720.80
ENERGY	71,600.45	148,647.00	3.795	2.408	3,580.00
FINANCIALS	162,782.50	155,381.00	3.967	5.450	8,468.00
HEALTH CARE	272,524.63	287,108.00	7.330	2.187	6,280.00
INDUSTRIALS	175,786.86	170,482.00	4.352	4.005	6,828.00
INFORMATION TECHNOLOGY	217,390.14	175,788.00	4.488	1.852	3,256.00
MATERIALS	54,271.11	48,270.00	1.232	6.364	3,072.00
TELECOMMUNICATION SERVICES	125,513.79	127,960.00	3.267	6.224	7,964.00
UTILITIES	65,969.27	67,795.00	1.731	3.378	2,290.00
MUTUAL FUNDS-EQUITY	743,727.49	585,098.88	14.938	2.129	12,453.93
OTHER EQUITIES	53,308.91	41,659.35	1.064	2.391	996.03
TOTAL EQUITIES	2,128,478.82	2,079,443.23	53.089	2.992	62,207.76
ACCOUNT TOTAL	4,176,515.88	3,916,880.57	100.000	4.240	166,088.31

Bank of America

SETTLEMENT DATE

A S S E T   D E T A I L

AS OF 12/31/08

ACCOUNT
36-09-900-8546157

THOMAS CARR WATSON TRUST

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
	CASH AND CASH EQUIVALENTS						
	MONEY MARKET FUNDS						
22,057.670	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (INCOME INVESTMENT) CUSIP NO: 994458719	22,057.67	22,057.67	22,057.67	0.563	0.939	207.12
398,975.860	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT CUSIP NO: 994458719	398,975.86	398,975.86	398,975.86	10.186	0.939	3,746.38
	TOTAL MONEY MARKET FUNDS	421,033.53	421,033.53	421,033.53	10.749	0.939	3,953.50
	TOTAL CASH AND CASH EQUIVALENTS	421,033.53	421,033.53	421,033.53	10.749	0.939	3,953.50
	FIXED INCOME						
	GOVERNMENT AND AGENCY						
50,000.000	UNITED STATES TREAS BD DTD 02/15/90 8.50% DUE 02/15/20 CUSIP NO: 912810EE4	50,000.00	50,000.00	76,172.00	1.945	5.579	4,250.00
50,000.000	UNITED STATES TREAS BD DTD 05/15/90 8.750% DUE 05/15/20 CUSIP NO: 912810EF1	49,555.00	49,555.00	77,797.00	1.986	5.624	4,375.00
50,000.000	UNITED STATES TREAS BD DTD 05/15/91 8.125% 05/15/21 CUSIP NO: 912810EJ3	50,515.63	50,515.63	75,844.00	1.936	5.356	4,062.50
	TOTAL GOVERNMENT AND AGENCY	150,070.63	150,070.63	229,813.00	5.867	5.521	12,687.50
	MUTUAL FUNDS-FIXED						

Bank of America

SETTLEMENT DATE

ASSET DETAIL

AS OF 12/31/08

ACCOUNT
36-09-900-8546157

THOMAS CARR WATSON TRUST

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
6,220.679	COLUMBIA HIGH INCOME FUND CLASS Z SHARES CUSIP NO: 19765H495 SEC YIELD: 11.570%	54,691.61	54,691.58	36,577.59	0.934	10.357	3,788.39
12,504.513	COLUMBIA HIGH YIELD OPPORTUNITY FUND CLASS Z SHARES CUSIP NO: 19765L553 SEC YIELD: 13.290%	49,267.78	49,267.78	36,138.04	0.923	11.730	4,239.03
76,683.557	COLUMBIA STRATEGIC INCOME FUND CLASS Z SHARES CUSIP NO: 19765L694 SEC YIELD: 7.410%	471,000.00	471,000.00	393,386.65	10.043	8.090	31,823.68
92,016.415	COLUMBIA INCOME FUND CLASS Z SHARES CUSIP NO: 19765N518 SEC YIELD: 7.460%	901,973.54	901,973.54	720,488.53	18.394	6.577	47,388.45
TOTAL	MUTUAL FUNDS-FIXED	1,476,932.93	1,476,932.90	1,186,590.81	30.294	7.352	87,239.55
TOTAL	FIXED INCOME	1,627,003.56	1,627,003.53	1,416,403.81	36.161	7.055	99,927.05
EQUITIES							
CONSUMER DISCRETIONARY							
1,000.000	HOME DEPOT INC CUSIP NO: 437076102	24,884.80	24,884.80	23,020.00	0.588	3.910	900.00
2,300.000	STAPLES INC CUSIP NO: 855030102	20,497.50	20,497.50	41,216.00	1.052	1.842	759.00
1,000.000	TARGET CORP CUSIP NO: 87612E106	33,250.00	33,250.00	34,530.00	0.882	1.853	640.00

SETTLEMENT DATE

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AS OF 12/31/08

ACCOUNT
36-09-900-8546157

THOMAS CARR WATSON TRUST

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
	TOTAL CONSUMER DISCRETIONARY	78,632.30	78,632.30	98,766.00	2.522	2.328	2,299.00
CONSUMER STAPLES							
800.000	CVS CAREMARK CORP CUSIP NO: 126650100	21,246.00	21,246.00	22,992.00	0.587	0.960	220.80
1,000.000	COCA COLA CO CUSIP NO: 191216100	41,486.00	41,486.00	45,270.00	1.156	3.358	1,520.00
1,000.000	PEPSICO INC CUSIP NO: 713448108	13,017.81	13,017.80	54,770.00	1.398	3.104	1,700.00
800.000	PROCTER & GAMBLE CO CUSIP NO: 742718109	31,221.61	31,221.57	49,456.00	1.263	2.588	1,280.00
	TOTAL CONSUMER STAPLES	106,971.42	106,971.37	172,488.00	4.404	2.737	4,720.80
ENERGY							
400.000	APACHE CORP CUSIP NO: 037411105	15,222.34	15,196.77	29,812.00	0.761	0.805	240.00
500.000	BAKER HUGHES INC CUSIP NO: 057224107	13,582.00	13,582.00	16,035.00	0.409	1.871	300.00
500.000	CHEVRON CORP CUSIP NO: 166764100	27,778.76	27,774.16	36,985.00	0.944	3.515	1,300.00
500.000	CONOCOPHILLIPS CUSIP NO: 20825C104	11,687.50	11,687.50	25,900.00	0.661	3.629	940.00
500.000	EXXON MOBIL CORP CUSIP NO: 30231G102	3,360.02	3,360.02	39,915.00	1.019	2.004	800.00

Bank of America

SETTLEMENT DATE

ASSET DETAIL

AS OF 12/31/08

ACCOUNT
36-09-900-8546157

THOMAS CARR WATSON TRUST

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
	TOTAL ENERGY	71,630.62	71,600.45	148,647.00	3.794	2.408	3,580.00
FINANCIALS							
1,500.000	J P MORGAN CHASE & CO CUSIP NO: 46625H100	58,826.25	58,826.25	47,295.00	1.207	4.821	2,280.00
2,200.000	US BANCORP DEL COM NEW CUSIP NO: 902973304	66,021.25	66,021.25	55,022.00	1.405	6.797	3,740.00
1,800.000	WELLS FARGO & CO NEW COM CUSIP NO: 949746101	37,935.00	37,935.00	53,064.00	1.355	4.613	2,448.00
	TOTAL FINANCIALS	162,782.50	162,782.50	155,381.00	3.967	5.450	8,468.00
HEALTH CARE							
500.000	ABBOTT LABS CUSIP NO: 002824100	25,997.60	25,997.60	26,685.00	0.681	2.698	720.00
700.000	EXPRESS SCRIPTS INC CUSIP NO: 302182100	41,294.25	41,294.25	38,486.00	0.983	0.000	0.00
700.000	GENENTECH INC COM NEW CUSIP NO: 368710406	19,219.63	19,219.63	58,037.00	1.482	0.000	0.00
800.000	GILEAD SCIENCES INC CUSIP NO: 375558103	43,115.28	43,115.28	40,912.00	1.045	0.000	0.00
1,200.000	GLAXOSMITHKLINE PLC SPONSORED ADR UNITED KINGDOM CUSIP NO: 37733W105	52,517.00	52,517.00	44,724.00	1.142	5.742	2,568.00

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A S S E T   D E T A I L

AS OF 12/31/08

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THOMAS CARR WATSON TRUST

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
800.000	JOHNSON & JOHNSON CUSIP NO: 478160104	38,157.41	38,157.40	47,864.00	1.222	3.075	1,472.00
1,000.000	MERCK & CO INC CUSIP NO: 589331107	52,223.47	52,223.47	30,400.00	0.776	5.000	1,520.00
TOTAL	HEALTH CARE	272,524.64	272,524.63	287,108.00	7.331	2.187	6,280.00
INDUSTRIALS							
700.000	DEERE & CO CUSIP NO: 244199105	8,326.50	8,326.50	26,824.00	0.685	2.923	784.00
1,800.000	GENERAL ELEC CO CUSIP NO: 369604103	52,200.67	52,200.67	29,160.00	0.744	7.654	2,232.00
1,200.000	ILLINOIS TOOL WKS INC CUSIP NO: 452308109	36,001.69	36,001.69	42,060.00	1.074	3.538	1,488.00
700.000	3M CO CUSIP NO: 88579Y101	32,399.50	32,399.50	40,278.00	1.028	3.476	1,400.00
600.000	UNITED TECHNOLOGIES CORP CUSIP NO: 913017109	46,858.50	46,858.50	32,160.00	0.821	2.873	924.00
TOTAL	INDUSTRIALS	175,786.86	175,786.86	170,482.00	4.352	4.005	6,828.00
INFORMATION TECHNOLOGY							
2,200.000	CISCO SYS INC CUSIP NO: 17275R102	51,063.88	51,087.82	35,860.00	0.916	0.000	0.00
1,200.000	HEWLETT PACKARD CO CUSIP NO: 428236103	35,038.28	35,034.17	43,548.00	1.112	0.882	384.00
2,200.000	INTEL CORP CUSIP NO: 458140100	43,018.73	43,018.73	32,252.00	0.823	3.820	1,232.00

Bank of America

SETTLEMENT DATE

ASSET DETAIL

AS OF 12/31/08

ACCOUNT
36-09-900-8546157

THOMAS CARR WATSON TRUST

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
300.000	INTERNATIONAL BUSINESS MACHS CUSIP NO: 459200101	25,718.25	25,718.25	25,248.00	0.645	2.376	600.00
2,000.000	MICROSOFT CORP CUSIP NO: 594918104	62,531.18	62,531.17	38,880.00	0.993	2.675	1,040.00
	TOTAL INFORMATION TECHNOLOGY	217,370.32	217,390.14	175,788.00	4.489	1.852	3,256.00
MATERIALS							
600.000	AIR PRODS & CHEMS INC CUSIP NO: 009158106	29,377.11	29,366.43	30,162.00	0.770	3.501	1,056.00
1,200.000	DOW CHEM CO CUSIP NO: 260543103	24,904.68	24,904.68	18,108.00	0.462	11.133	2,016.00
	TOTAL MATERIALS	54,281.79	54,271.11	48,270.00	1.232	6.364	3,072.00
TELECOMMUNICATION SERVICES							
1,800.000	AT&T INC CUSIP NO: 00206R102	43,837.93	43,838.98	51,300.00	1.310	5.754	2,952.00
1,800.000	VERIZON COMMUNICATIONS INC CUSIP NO: 92343V104	57,998.93	57,998.06	61,020.00	1.558	5.428	3,312.00
1,700.000	WINDSTREAM CORP CUSIP NO: 97381W104	23,676.75	23,676.75	15,640.00	0.399	10.870	1,700.00
	TOTAL TELECOMMUNICATION SERVICES	125,513.61	125,513.79	127,960.00	3.267	6.224	7,964.00
UTILITIES							
500.000	FPL GROUP INC CUSIP NO: 302571104	30,147.90	30,147.90	25,165.00	0.642	3.537	890.00
1,000.000	SEMPRA ENERGY CUSIP NO: 816851109	35,821.67	35,821.37	42,630.00	1.088	3.284	1,400.00

Bank of America

SETTLEMENT DATE

ASSET DETAIL

AS OF 12/31/08

ACCOUNT
36-09-900-8546157

THOMAS CARR WATSON TRUST

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
	TOTAL UTILITIES	65,969.57	65,969.27	67,795.00	1.730	3.378	2,290.00
	MUTUAL FUNDS-EQUITY						
4,458.746	COLUMBIA ACORN FUND CLASS Z SHARES CUSIP NO: 197199409	80,000.00	80,000.00	78,964.39	2.016	0.079	62.42
1,883.741	COLUMBIA ACORN INTERNATIONAL FUND CLASS Z SHARES CUSIP NO: 197199813	54,115.36	54,115.36	43,570.93	1.112	1.833	798.71
7,270.578	COLUMBIA MID CAP VALUE FUND CLASS Z SHARES CUSIP NO: 19765J830	96,924.32	96,924.32	61,436.38	1.569	1.716	1,054.23
1,319.741	COLUMBIA GREATER CHINA FUND CLASS Z SHARES CUSIP NO: 19765L512	38,008.55	38,008.55	44,778.81	1.143	1.851	828.80
8,128.248	COLUMBIA INTERNATIONAL STOCK FUND CLASS Z SHARES CUSIP NO: 19765L736	130,816.17	130,816.15	72,747.82	1.857	7.788	5,665.39
7,614.847	COLUMBIA DIVIDEND INCOME FUND CLASS Z SHARES CUSIP NO: 19765N245	77,442.99	77,442.99	78,356.78	2.000	3.275	2,566.20
6,753.229	COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES CUSIP NO: 19765P232	139,059.68	139,059.68	96,301.05	2.459	0.316	303.90
8,547.791	COLUMBIA CONTRARIAN CORE FUND CLASS Z SHARES FORMERLY COLUMBIA COMMON STOCK FUND CLASS Z SHARES CUSIP NO: 19765P406	77,442.99	77,442.99	77,699.42	1.984	1.133	880.42

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SETTLEMENT DATE

ASSET DETAIL

AS OF 12/31/08

ACCOUNT
36-09-900-8546157

THOMAS CARR WATSON TRUST

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
3,377.654	COLUMBIA SMALL CAP CORE FUND CLASS Z SHARES CUSIP NO: 19765P810	49,917.45	49,917.45	31,243.30	0.798	0.941	293.86
	TOTAL MUTUAL FUNDS-EQUITY	743,727.51	743,727.49	585,098.88	14.938	2.129	12,453.93
OTHER EQUITIES							
1,581.000	ISHARES MSCI PACIFIC EX-JAPAN INDEX FUND CUSIP NO: 464286665	53,308.91	53,308.91	41,659.35	1.064	2.391	996.03
	TOTAL OTHER EQUITIES	53,308.91	53,308.91	41,659.35	1.064	2.391	996.03
	TOTAL EQUITIES	2,128,500.05	2,128,478.82	2,079,443.23	53.090	2.992	62,207.76
TOTAL FOR ACCOUNT		4,176,537.14	4,176,515.88	3,916,880.57	100.000	4.240	166,088.31

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					18,780.	
		600. WELLPOINT INC PROPERTY TYPE: SECURITIES					07/18/2003	03/11/2008
28,064.00		24,210.00					3,854.00	
		100. WELLPOINT INC PROPERTY TYPE: SECURITIES					07/07/2006	03/11/2008
4,677.00		7,261.00					-2,584.00	
		.245 FAIRPOINT COMMUNICATIONS INC COM PROPERTY TYPE: SECURITIES					09/04/2002	04/21/2008
2.00		2.00						
		.105 FAIRPOINT COMMUNICATIONS INC COM PROPERTY TYPE: SECURITIES					01/13/2005	04/21/2008
1.00		1.00						
		.07 FAIRPOINT COMMUNICATIONS INC COM PROPERTY TYPE: SECURITIES					02/25/2005	04/21/2008
1.00		1.00						
		.07 FAIRPOINT COMMUNICATIONS INC COM PROPERTY TYPE: SECURITIES					06/24/2005	04/21/2008
1.00		1.00						
		.034 FAIRPOINT COMMUNICATIONS INC COM PROPERTY TYPE: SECURITIES					09/07/2005	04/21/2008
		.263 FAIRPOINT COMMUNICATIONS INC COM PROPERTY TYPE: SECURITIES					02/17/2006	04/21/2008
2.00		2.00						
		.105 FAIRPOINT COMMUNICATIONS INC COM PROPERTY TYPE: SECURITIES					07/07/2006	04/21/2008
1.00		1.00						
		.055 FAIRPOINT COMMUNICATIONS INC COM PROPERTY TYPE: SECURITIES					09/28/2006	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)	
		35. AIR PRODUCTS AND CHEMICALS INC PROPERTY TYPE: SECURITIES					07/18/2003	06/11/2008
3,537.00		1,565.00					1,972.00	
		36. AIR PRODUCTS AND CHEMICALS INC PROPERTY TYPE: SECURITIES					03/24/2004	06/11/2008
3,638.00		1,610.00					2,028.00	
		14. AIR PRODUCTS AND CHEMICALS INC PROPERTY TYPE: SECURITIES					09/07/2005	06/11/2008
1,415.00		773.00					642.00	
		15. AIR PRODUCTS AND CHEMICALS INC PROPERTY TYPE: SECURITIES					02/17/2006	06/11/2008
1,516.00		958.00					558.00	
		83. APACHE CORPORATION PROPERTY TYPE: SECURITIES					07/18/2003	06/11/2008
11,639.00		2,628.00					9,011.00	
		17. APACHE CORPORATION PROPERTY TYPE: SECURITIES					09/07/2005	06/11/2008
2,384.00		1,190.00					1,194.00	
		8.562 FAIRPOINT COMMUNICATIONS INC COM PROPERTY TYPE: SECURITIES					09/04/2002	06/11/2008
67.00		56.00					11.00	
		3.667 FAIRPOINT COMMUNICATIONS INC COM PROPERTY TYPE: SECURITIES					01/13/2005	06/11/2008
29.00		31.00					-2.00	
		2.438 FAIRPOINT COMMUNICATIONS INC COM PROPERTY TYPE: SECURITIES					02/25/2005	06/11/2008
19.00		20.00					-1.00	
		2.457 FAIRPOINT COMMUNICATIONS INC COM PROPERTY TYPE: SECURITIES					06/24/2005	06/11/2008
19.00		19.00						
		1.211 FAIRPOINT COMMUNICATIONS INC COM PROPERTY TYPE: SECURITIES					09/07/2005	06/11/2008
9.00		9.00						

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		9.167 FAIRPOINT COMMUNICATIONS INC COM PROPERTY TYPE: SECURITIES					02/17/2006	06/11/2008
71.00		71.00						
		3.667 FAIRPOINT COMMUNICATIONS INC COM PROPERTY TYPE: SECURITIES					07/07/2006	06/11/2008
29.00		27.00					2.00	
		1.831 FAIRPOINT COMMUNICATIONS INC COM PROPERTY TYPE: SECURITIES					09/28/2006	06/11/2008
14.00		15.00					-1.00	
		140. NOVARTIS AG ADR PROPERTY TYPE: SECURITIES					07/18/2003	06/11/2008
7,084.00		5,334.00					1,750.00	
		20. NOVARTIS AG ADR PROPERTY TYPE: SECURITIES					02/25/2005	06/11/2008
1,012.00		999.00					13.00	
		40. NOVARTIS AG ADR PROPERTY TYPE: SECURITIES					02/17/2006	06/11/2008
2,024.00		2,186.00					-162.00	
		58.278 PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					01/30/1998	06/11/2008
3,862.00		2,271.00					1,591.00	
		58.278 PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					03/07/2000	06/11/2008
3,862.00		1,756.00					2,106.00	
		19.426 PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					10/01/2002	06/11/2008
1,287.00		865.00					422.00	
		47.35 PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					09/23/2004	06/11/2008
3,138.00		1,971.00					1,167.00	
		16.668 PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					07/07/2006	06/11/2008
1,104.00		942.00					162.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		943.334 BANK NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES					01/13/2005	08/20/2008
32,821.00		32,858.00					-37.00	
		188.666 BANK NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES					06/24/2005	08/20/2008
6,564.00		5,833.00					731.00	
		2333.664 COLUMBIA MARSICO INT'L OPPORTUN PROPERTY TYPE: SECURITIES					12/06/2004	08/20/2008
29,778.00		27,211.00					2,567.00	
		1976.934 COLUMBIA MARSICO INT'L OPPORTUN PROPERTY TYPE: SECURITIES					03/24/2005	08/20/2008
25,226.00		22,675.00					2,551.00	
		688.463 COLUMBIA MARSICO INT'L OPPORTUNI PROPERTY TYPE: SECURITIES					12/27/2007	08/20/2008
8,785.00		11,208.00					-2,423.00	
		200. GENENTECH INC PROPERTY TYPE: SECURITIES					04/24/2002	08/20/2008
19,670.00		5,491.00					14,179.00	
		36. NORTEL NETWORKS CORP NEW COM PROPERTY TYPE: SECURITIES					05/05/2008	08/20/2008
212.00		303.00					-91.00	
		11010.746 COLUMBIA HIGH INCOME FUND CLAS PROPERTY TYPE: SECURITIES					08/17/2006	08/25/2008
87,205.00		96,784.00					-9,579.00	
		145.572 COLUMBIA HIGH INCOME FUND CLASS PROPERTY TYPE: SECURITIES					09/28/2006	08/25/2008
1,153.00		1,287.00					-134.00	
		107.754 COLUMBIA HIGH INCOME FUND CLASS PROPERTY TYPE: SECURITIES					11/01/2006	08/25/2008
853.00		963.00					-110.00	
		1068.845 COLUMBIA HIGH INCOME FUND CLASS PROPERTY TYPE: SECURITIES					09/17/2007	08/25/2008
8,465.00		9,395.00					-930.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		560. NOVARTIS AG ADR PROPERTY TYPE: SECURITIES					07/18/2003	08/25/2008
30,861.00		21,336.00					9,525.00	
		80. NOVARTIS AG ADR PROPERTY TYPE: SECURITIES					02/25/2005	08/25/2008
4,409.00		3,996.00					413.00	
		160. NOVARTIS AG ADR PROPERTY TYPE: SECURITIES					02/17/2006	08/25/2008
8,817.00		8,745.00					72.00	
		1000. AKAMAI TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					02/07/2008	12/17/2008
15,842.00		32,905.00					-17,063.00	
		1000. AUTODESK INC (DEL) PROPERTY TYPE: SECURITIES					01/29/2007	12/17/2008
19,262.00		42,915.00					-23,653.00	
		200. AUTODESK INC (DEL) PROPERTY TYPE: SECURITIES					03/16/2007	12/17/2008
3,852.00		7,532.00					-3,680.00	
		672.535 COLUMBIA INTERNATIONAL STOCK FUN PROPERTY TYPE: SECURITIES					03/12/1998	12/17/2008
6,396.00		10,969.00					-4,573.00	
		652.653 COLUMBIA INTERNATIONAL STOCK FUN PROPERTY TYPE: SECURITIES					03/23/1998	12/17/2008
6,207.00		10,645.00					-4,438.00	
		629.741 COLUMBIA INTERNATIONAL STOCK FUN PROPERTY TYPE: SECURITIES					06/11/1998	12/17/2008
5,989.00		10,271.00					-4,282.00	
		808.178 COLUMBIA INTERNATIONAL STOCK FUN PROPERTY TYPE: SECURITIES					12/12/2002	12/17/2008
7,686.00		11,992.00					-4,306.00	
		1359.334 COLUMBIA INTERNATIONAL STOCK FU PROPERTY TYPE: SECURITIES					03/24/2005	12/17/2008
12,927.00		20,485.00					-7,558.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		625.692 COLUMBIA INTERNATIONAL STOCK FUN PROPERTY TYPE: SECURITIES					11/03/2005	12/17/2008
5,950.00		10,243.00					-4,293.00	
		816.606 COLUMBIA INTERNATIONAL STOCK FUN PROPERTY TYPE: SECURITIES					02/17/2006	12/17/2008
7,766.00		14,340.00					-6,574.00	
		642.588 COLUMBIA INTERNATIONAL STOCK FUN PROPERTY TYPE: SECURITIES					12/27/2007	12/17/2008
6,111.00		10,956.00					-4,845.00	
		1912.792 COLUMBIA VALUE AND RESTRUCTURIN PROPERTY TYPE: SECURITIES					08/20/2008	12/17/2008
56,772.00		98,164.00					-41,392.00	
		8671.437 COLUMBIA SELECT LARGE CAP GROWT PROPERTY TYPE: SECURITIES					12/27/2007	12/17/2008
60,353.00		109,260.00					-48,907.00	
		71. HEWLETT PACKARD COMPANY PROPERTY TYPE: SECURITIES					09/07/2005	12/17/2008
2,599.00		1,952.00					647.00	
		14. HEWLETT PACKARD COMPANY PROPERTY TYPE: SECURITIES					02/17/2006	12/17/2008
512.00		476.00					36.00	
		15. HEWLETT PACKARD COMPANY PROPERTY TYPE: SECURITIES					07/07/2006	12/17/2008
549.00		495.00					54.00	
		160. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					01/06/2000	12/17/2008
9,413.00		7,365.00					2,048.00	
		20. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					03/24/2004	12/17/2008
1,177.00		993.00					184.00	
		20. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					02/17/2006	12/17/2008
1,177.00		1,182.00					-5.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1005. POWERSHARES WILDERHILL CLEAN ENERG PROPERTY TYPE: SECURITIES					01/07/2008	12/17/2008
8,789.00		25,750.00					-16,961.00	
		815. POWERSHARES WILDERHILL CLEAN ENERGY PROPERTY TYPE: SECURITIES					06/11/2008	12/17/2008
7,127.00		17,466.00					-10,339.00	
		620. POWERSHARES WILDERHILL CLEAN ENERGY PROPERTY TYPE: SECURITIES					08/25/2008	12/17/2008
5,422.00		12,318.00					-6,896.00	
		1283. POWERSHARES WATER RESOURCES PORT PROPERTY TYPE: SECURITIES					01/07/2008	12/17/2008
18,405.00		26,426.00					-8,021.00	
		455. POWERSHARES WATER RESOURCES PORT PROPERTY TYPE: SECURITIES					06/11/2008	12/17/2008
6,527.00		10,000.00					-3,473.00	
		500. POWERSHARES WATER RESOURCES PORT PROPERTY TYPE: SECURITIES					08/25/2008	12/17/2008
7,172.00		10,772.00					-3,600.00	
		58.278 PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					01/30/1998	12/17/2008
3,537.00		2,271.00					1,266.00	
		58.278 PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					03/07/2000	12/17/2008
3,537.00		1,756.00					1,781.00	
		19.426 PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					10/01/2002	12/17/2008
1,179.00		865.00					314.00	
		47.35 PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					09/23/2004	12/17/2008
2,874.00		1,971.00					903.00	
		16.668 PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					07/07/2006	12/17/2008
1,012.00		942.00					70.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		400. SCHLUMBERGER LIMITED PROPERTY TYPE: SECURITIES					09/17/2007	12/17/2008
16,689.00		40,127.00					-23,438.00	
		100. SCHLUMBERGER LIMITED PROPERTY TYPE: SECURITIES					12/27/2007	12/17/2008
4,172.00		9,857.00					-5,685.00	
		160. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					01/06/2000	12/17/2008
4,801.00		3,080.00					1,721.00	
		40. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					03/24/2004	12/17/2008
1,200.00		1,135.00					65.00	

TOTAL GAIN(LOSS)		....					-185,646.	
							==========	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	2,880.	2,880.
AIR PRODUCTS AND CHEMICALS INC	1,102.	1,102.
APACHE CORPORATION	320.	320.
BAKER HUGHES INCORPORATED	280.	280.
BANK NEW YORK MELLON CORP COM	815.	815.
CHEVRONTEXACO CORP COM	1,265.	1,265.
COCA COLA CO COM	1,520.	1,520.
COLUMBIA ACORN FUND CLASS Z SHARES	214.	214.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	644.	644.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	8,094.	8,094.
COLUMBIA MARSICO INT'L OPPORTUNITIES FD	7.	7.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	1,051.	1,051.
COLUMBIA GREATER CHINA FUND CLASS Z SHAR	12.	12.
COLUMBIA HIGH YIELD OPPORTUNITY FUND CLA	1,576.	1,576.
COLUMBIA STRATEGIC INCOME FUND CLASS Z S	31,793.	31,793.
COLUMBIA INTERNATIONAL STOCK FUND CLASS	483.	483.
COLUMBIA INCOME FUND CLASS Z SHARES	47,417.	47,417.
COLUMBIA VALUE AND RESTRUCTURING FUND CL	661.	661.
CONOCOPHILLIPS COM	940.	940.
DEERE & COMPANY	767.	767.
EXXON MOBIL CORPORATION	775.	775.
FPL GROUP INC COM	445.	445.
GENERAL ELEC CO	2,232.	2,232.
GLAXO PLC	2,637.	2,637.
HEWLETT PACKARD COMPANY	416.	416.
ILLINOIS TOOL WORKS INCORPORATED	1,380.	1,380.
INTEL CORPORATION	1,205.	1,205.
ISHARES MSCI PACIFIC EX-JAPAN INDEX FUND	1,036.	1,036.
J P MORGAN CHASE & CO COM	1,938.	1,938.
JOHNSON & JOHNSON	1,795.	1,795.
MERCK & CO INC COM	912.	912.
MICROSOFT CORPORATION	920.	920.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NOVARTIS AG ADR	1,537.	1,537.
PEPSICO INCORPORATED	1,600.	1,600.
POWERSHARES WATER RESOURCES PORT	57.	57.
PROCTER & GAMBLE CO COM	1,700.	1,700.
SCHLUMBERGER LIMITED	385.	385.
SEMPRA ENERGY	1,330.	1,330.
STAPLES INCORPORATED	759.	759.
TARGET CORP	600.	600.
3M CO COM	1,400.	1,400.
US BANCORP DEL COM NEW	3,740.	3,740.
UNITED STATES TREAS BDS 02/15/1990 8.50%	4,250.	4,250.
UNITED STATES TREAS BD DTD 05/15/90 8.75	4,375.	4,375.
UNITED STATES TREAS BD DTD 05/15/91 8.12	4,063.	4,063.
UNITED TECHNOLOGIES CORP	807.	807.
VERIZON COMMUNICATIONS	3,150.	3,150.
WELLS FARGO COMPANY	2,600.	2,600.
WINDSTREAM CORP COM	1,700.	1,700.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	9,176.	9,176.
COLUMBIA FUND SETTLEMENT DISTRIBUTION	13.	13.
TOTAL	160,774.	160,774.

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	800.			800.
TOTALS	800.	NONE	NONE	800.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	231.	231.
FOREIGN TAXES ON QUALIFIED FOR	684.	684.
TOTALS	915.	915.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-INCOME	50.	50.
OTHER NON-ALLOCABLE EXPENSE -	35.	35.
OTHER NON-ALLOCABLE EXPENSE -	4.	4.
TOTALS	89.	89.

THOMAS CARR WATSON TRUST 05-6065386

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
SEE ATTACHED	C
TOTALS	

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

DESCRIPTION		AMOUNT
INCOME ADJUSTMENT		4,941.
	TOTAL	4,941.

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

DESCRIPTION		AMOUNT
ROUNDING ADJUSTMENT		3.
GAIN ADJUSTMENT		27,036.
	TOTAL	27,039.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
RI

THOMAS CARR WATSON TRUST 05-6065386

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

OFFICER NAME:
BANK OF AMERICA
ADDRESS:
111 WESTMINSTER STREET
PROVIDENCE, RI 02903
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 21,094.

TOTAL COMPENSATION: 21,094.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

EMPLOYEE NAME:
NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

NAME:
NONE

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SOC PRESERVATION NE ANTIQUITIE
ADDRESS:
BUSINESS OFFICE - MANAGER
BOSTON, MA 02114-2702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 206,517.

TOTAL GRANTS PAID: 206,517.