AMENDED

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

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 , **and ending**

G Check all that apply: [ ] Initial return [ ] Final return [X] Amended return [ ] Address change [ ] Name change

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

Name of foundation: CORINNE TURNER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 370 MAIN STREET, 12TH FLOOR

City or town, state, and ZIP code: WORCESTER, MA 01608

A Employer identification number 20-6569832

B Telephone number 508-459-8000

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 1,297,180.

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

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

		(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			N/A	
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,679.	1,679.		STATEMENT 2
4	Dividends and interest from securities	26,521.	26,521.		STATEMENT 3
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-145,438.			STATEMENT 1
b	Gross sales price for all assets on line 6a 1,855,207.				
7	Capital gain net income (from Part IV, line 2)		0.		
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)				
11	Other income				
12	**Total.** Add lines 1 through 11	-117,238.	28,200.		
13	Compensation of officers, directors, trustees, etc	3,000.	1,500.		1,500.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 4	13,500.	6,750.		6,750.
b	Accounting fees STMT 5	13,778.	6,889.		6,889.
c	Other professional fees				
17	Interest				
18	Taxes STMT 6	208.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	2,475.	1,237.		1,238.
24	**Total operating and administrative expenses.** Add lines 13 through 23	32,961.	16,376.		16,377.
25	Contributions, gifts, grants paid	75,000.			75,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	107,961.	16,376.		91,377.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-225,199.			
b	**Net investment income** (if negative, enter -0-)		11,824.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

Revenue / Operating and Administrative Expenses

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	44,943.	25,323.	25,323.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	774.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	1,876,855.	1,676,943.	1,271,857.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,922,572.	1,702,266.	1,297,180.
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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,829,547.	1,922,572.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	93,025.	-220,306.	
	30 Total net assets or fund balances	1,922,572.	1,702,266.	
	31 Total liabilities and net assets/fund balances	1,922,572.	1,702,266.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,922,572.
2	Enter amount from Part I, line 27a	2	-225,199.
3	Other increases not included in line 2 (itemize) ▶ BALANCE ADJUSTMENT	3	4,893.
4	Add lines 1, 2, and 3	4	1,702,266.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,702,266.

Part IV | Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED STATE STREET BANK - S/T	P		
b	SEE ATTACHED STATE STREET BANK - L/T	P		
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	1,208,960.		1,479,761.	-270,801.
b	646,247.		520,884.	125,363.
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				-270,801.
b				125,363.
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	-145,438.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 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	92,767.	2,221,141.	.041765
2006	80,815.	1,810,613.	.044634
2005			
2004			
2003			

2 **Total** of line 1, column (d)	2	.086399
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	.043200
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	1,955,666.
5 Multiply line 4 by line 3	5	84,485.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	118.
7 Add lines 5 and 6	7	84,603.
8 Enter qualifying distributions from Part XII, line 4	8	91,377.

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.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 ▶ [X] and enter 1% of Part I, line 27b		1	118.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	118.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	118.
6	Credits/Payments:			
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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** SEE STATEMENT 9 ▶		9	118.
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 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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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? N/A	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 instructions) ▶ MA			
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)? *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)(13)? If "Yes," attach schedule (see 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 ▶ FLETCHER, TILTON & WHIPPLE, P.C. Telephone no. ▶ (508) 459-8000

Located at ▶ 370 MAIN STREET, 12TH FLOOR, WORCESTER, MA ZIP+4 ▶ 01608

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

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)? N/A	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 instructions.) N/A	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.)* N/A	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)? ☐ 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 instructions)? N/A **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? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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? N/A **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.

(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
JOHN E. HODGSON 370 MAIN STREET, 12TH FLOOR WORCESTER, MA 01608	TRUSTEE 0.25	0.	0.	0.
GERALD A KASHUK 370 MAIN STREET, 12TH FLOOR WORCESTER, MA 01608	TRUSTEE 0.25	1,000.	0.	0.
MATTHEW F. ERSKINE 370 MAIN STREET, 12TH FLOOR WORCESTER, MA 01608	TRUSTEE 0.25	1,000.	0.	0.
RUTH M. SHEA 370 MAIN STREET, 12TH FLOOR WORCESTER, MA 01608	TRUSTEE 0.25	1,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
FLETCHER TILTON & WHIPPLE 370 MAIN STREET, 12TH FL, WORCESTER, MA 01608	LEGAL & PROFESSIONAL	13,500.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,844,242.
b	Average of monthly cash balances	1b	141,206.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,985,448.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,985,448.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,782.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,955,666.
6	**Minimum investment return.** Enter 5% of line 5	6	97,783.

Part XI Distributable Amount (see 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	97,783.
2a	Tax on investment income for 2008 from Part VI, line 5 — 2a: 118.		
b	Income tax for 2008. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	118.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	97,665.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	97,665.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	97,665.

Part XII Qualifying Distributions (see 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	91,377.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	91,377.
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	5	118.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	91,259.

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 instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				97,665.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			24,055.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 91,377.				
a Applied to 2007, but not more than line 2a			24,055.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				67,322.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				30,343.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

Part XIV | Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ▶ [X] 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 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 Paid during the year				
COLBY-SAWYER COLLEGE, 541 MAIN STREET, NEW LONDON, NH 03257	NONE	PUBLIC CHARITY	ONGOING SUPPORT	25,000.
VISITING NURSES ASSOCIATION, 5 FEDERAL STREET, DANVERS, MA 01923	NONE	PUBLIC CHARITY	ONGOING SUPPORT	25,000.
YWCA, ONE SALEM SQUARE, WORCESTER, MA 01608	NONE	PUBLIC CHARITY	ONGOING SUPPORT	25,000.
Total			▶ 3a	75,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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
	(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			13	1,679.	
4 Dividends and interest from securities			13	26,521.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-145,438.	
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)		0.		-117,238.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 -117,238.

(See worksheet in line 13 instructions 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).

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
		N/A	

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
N/A		

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 of officer or trustee: [signature] Date: 7/26/11 Title: TRUSTEE

Paid Preparer's Use Only

Preparer's signature: Sandra Zdonczyk Date: 09/23/11 Check if self-employed ☐ Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: FLETCHER, TILTON & WHIPPLE, P.C. 370 MAIN STREET, SUITE 1250 WORCESTER, MA 01608-1779

EIN

Phone no. (508)459-8000

823622 01-02-09

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	2,475.	1,237.		1,238.
TO FORM 990-PF, PG 1, LN 23	2,475.	1,237.		1,238.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	COST	1,353,090.	1,023,693.
MUTUAL FUNDS	COST	295,353.	219,664.
SECURED NOTE	COST	28,500.	28,500.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,676,943.	1,271,857.

9- 1

Account Name:

TURNER, CORINNE C FND - EQT AN8506

STATE STREET.

Account Number: AN8506

Tax I.D. Number: 20-6569832

THE FOLLOWING ARE THE DETAILS OF THE SALES REPORTED TO THE IRS ON THE 2008 FORM 1099-B.

Units	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
	SHORT-TERM SALES REPORTED ON FORM 1099-B:					

1,500.000	AUTODESK INC COM	08/31/2007	02/22/2008	57,764.21	69,626.40	-11,862.19
2,500.000	BANCO BRADESCO-SPONSORED ADR	08/21/2008	09/17/2008	34,861.05	46,161.75	-11,300.70
150.000	CME GROUP INC	06/22/2007	03/17/2008	61,336.54	82,321.99	-20,985.45
500 000	COGNIZANT TECHNOLOGY SOLUTIONS CORP	03/05/2008	05/05/2008	16,658.25	15,574.60	1,083.65
1,500.000	COGNIZANT TECHNOLOGY SOLUTIONS CORP	03/05/2008	05/05/2008	49,965.61	46,619.67	3,345.94
500.000	CONSOL ENERGY INC	09/13/2007	02/12/2008	39,185 01	22,168 00	17,017.01
100.000	CONSOL ENERGY INC	09/13/2007	02/13/2008	7,902.01	4,433.60	3,468.41
600.000	CONSOL ENERGY INC	09/13/2007	08/18/2008	36,878 91	26,601 60	10,277.31
2,500.000	EBAY INC COM	08/31/2007	02/04/2008	72,379.95	85,032.00	-12,652.05
2,000 000	EBAY INC COM	03/05/2008	05/13/2008	62,334 05	53,780.30	8,553.75
1,200 000	EMBRAER EMPRESA BRASILEIRA DE	07/06/2007	05/05/2008	49,891.76	58,476.00	-8,584.24
1,500.000	GOLDCORP INC COM	05/06/2008	09/02/2008	47,214.18	55,159.88	-7,945.70
1,500.000	GRANT PRIDECO INC	11/05/2007	02/01/2008	75,617.61	79,147.37	-3,529.76
400.000	HESS CORP	04/16/2008	04/30/2008	43,063 15	41,607.12	1,456.03
200 000	HESS CORP	04/16/2008	08/06/2008	19,791.88	20,803.56	-1,011.68
1,800.000	HEWLETT PACKARD CO COM [**]	05/13/2008	11/03/2008	69,992.78	79,886.34	-9,893.56
2,200.000	INTEL CORP CAP	03/18/2008	10/07/2008	36,691.83	47,106.84	-10,415.01
475.000	INTERCONTINENTAL EXCHANGE INC	10/09/2007	05/16/2008	73,582.40	75,038.56	-1,456.16
800 000	MEMC ELECTR MATLS INC COM	08/14/2008	10/07/2008	16,978.54	38,373.16	-21,394.62
300 000	MEMC ELECTR MATLS INC COM	09/10/2008	10/07/2008	6,219.50	13,015.07	-6,795.57
400.000	MEMC ELECTR MATLS INC COM	09/10/2008	10/08/2008	8,835.07	13,793.80	-4,958.73
151 000	MGM GRAND INC COM	12/06/2007	02/14/2008	12,080.00	13,584.13	-1,504.13
849.000	MGM GRAND INC COM	12/06/2007	04/15/2008	42,913.73	72,473.07	-29,559.34
400 000	MANITOWOC INC COM	04/29/2008	09/05/2008	8,571.07	15,875.92	-7,304.85
200.000	MANITOWOC INC COM	04/29/2008	09/08/2008	4,302.63	7,692.64	-3,390.01
300.000	MANITOWOC INC COM	04/29/2008	09/09/2008	6,307.13	11,538.96	-5,231.83
200.000	MANITOWOC INC COM	04/29/2008	09/09/2008	4,231.77	7,692.64	-3,460.87
100.000	MANITOWOC INC COM	04/29/2008	09/10/2008	1,998.29	3,846.32	-1,848.03
1,550.000	NATIONAL-OILWELL INC COM	10/09/2008	11/21/2008	28,156.99	89,318.91	-61,161.92
1,100.000	OSHKOSH TRUCK CORP CL B	05/05/2008	06/26/2008	30,895.30	43,181.29	-12,285.99
1,000.000	PEDIATRIX MED GR INC	09/11/2007	05/16/2008	54,394.99	63,419.00	-9,024.01
2,000.000	QUALCOMM INC COM	11/29/2007	01/09/2008	74,827.85	82,352.60	-7,524.75
800.000	BUNGE LIMITED	05/09/2008	10/02/2008	40,541 05	94,058.25	-53,517.20
				------------	------------	------------
	TOTAL SHORT-TERM SALES REPORTED ON 1099-B			1,196,365.09	1,479,761.34	-283,396.25
				============	============	============
				12,594.75	∅	12,594.75
				1208959.54	1479761.34	-270,801.50

L 1511358.53

IMPORTANT TAX RETURN DOCUMENT ENCLOSED

XD960 1 000

Account Name:

TURNER, CORINNE C FND - EQT AN8506

STATE STREET.

Account Number: AN8506

Tax I.D. Number: 20-6569832

THE FOLLOWING ARE THE DETAILS OF THE SALES REPORTED TO THE IRS ON THE 2008 FORM 1099-B.

Units	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
	LONG-TERM SALES REPORTED ON FORM 1099-B:					
	15% MAXIMUM RATE SALES REPORTED ON FORM 1099-B:					
300.000	APACHE CORP COM (**)	01/17/2007	04/15/2008	40,504.93	19,543.02	20,961.91
800.000	APACHE CORP COM (**)	06/14/2006	08/18/2008	85,248.40	48,936.02	36,312.38
1,600.000	CVS CORP COM	10/16/2006	09/24/2008	53,035.22	49,792.16	3,243.06
250.000	CELGENE CORP COM	06/01/2006	11/04/2008	16,159.20	10,417.48	5,741.72
200.000	CELGENE CORP COM	06/01/2006	11/10/2008	12,098.05	8,333.98	3,764.07
350.000	CELGENE CORP COM	05/30/2006	11/11/2008	20,471.87	14,307.20	6,164.67
1,000.000	CHESAPEAKE ENERGY CORP COM	05/04/2007	07/02/2008	70,110.40	35,938.78	34,171.62
1,400.000	CHESAPEAKE ENERGY CORP COM	05/04/2007	08/11/2008	60,191.40	46,797.66	13,393.74
1,000.000	ELAN PLC ADR (**)	04/03/2006	05/16/2008	27,013.94	14,979.32	12,034.62
1,000.000	FREEPORT-MCMORAN COPPER & GOLD INC CL B	03/26/2007	11/20/2008	17,744.90	61,936.25	-44,191.35
1,000.000	GILEAD SCIENCES INC COM	06/09/2006	02/22/2008	42,648.23	28,990.00	13,658.23
2,000.000	HALLIBURTON CO COM	05/21/2007	08/27/2008	90,759.89	73,476.40	17,283.49
700.000	KIRBY CORP COM	02/27/2006	03/24/2008	39,754.59	21,133.00	18,621.59
2,000.000	SCHERING PLOUGH CORP COM	07/26/2006	03/31/2008	28,824.68	41,160.00	-12,335.32
700.000	UNITED TECHNOLOGIES CORP COM	03/16/2007	09/24/2008	41,681.40	45,142.86	-3,461.46
	TOTAL 15% MAXIMUM RATE SALES REPORTED ON 1099-B			646,247.10	520,884.13	125,362.97
	TOTAL LONG-TERM SALES REPORTED ON FORM 1099-B			646,247.10	520,884.13	125,362.97

IMPORTANT TAX RETURN DOCUMENT ENCLOSED

11- 1

Account Name:

TURNER, CORINNE C FND - EQT AN8506

STATE STREET.

Account Number: AN8506

Tax I.D. Number: 20-6569832

THE FOLLOWING ARE THE DETAILS OF THE SALES REPORTED TO THE IRS ON THE 2008 FORM 1099-B.

Units	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis
	SALES WITH UNKNOWN COST BASIS REPORTED ON FORM 1099-B:				
255.000	CARDINAL HEALTH INC COM	08/05/2008	09/25/2008	12,594 75	ϕ
	TOTAL SALES WITH UNKNOWN COST BASIS REPORTED ON 1099-B			12,594.75	

IMPORTANT TAX RETURN DOCUMENT ENCLOSED

XD962 1 000

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED STATE STREET BANK - S/T	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,208,960.	1,479,761.	0.	0.	-270,801.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED STATE STREET BANK - L/T	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
646,247.	520,884.	0.	0.	125,363.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-145,438.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
SSB	170.
SSB	1,509.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,679.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CARDINAL HEALTH INC	36.	0.	36.
SSB	16,479.	0.	16,479.
SSB	10,006.	0.	10,006.
TOTAL TO FM 990-PF, PART I, LN 4	26,521.	0.	26,521.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FTW & CO	13,500.	6,750.		6,750.
TO FM 990-PF, PG 1, LN 16A	13,500.	6,750.		6,750.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MGMT FEES	13,778.	6,889.		6,889.
TO FORM 990-PF, PG 1, LN 16B	13,778.	6,889.		6,889.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	208.	0.		0.
TO FORM 990-PF, PG 1, LN 18	208.	0.		0.

CORINNE C TURNER FOUNDATION
Account Number: AN8507

Shares/Units/ Original Face	Description	CUSIP	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
CASH AND EQUIVALENTS								
INCOME								
	CASH BALANCE		$0.00		$0.00			
1,088 940	SSB INSURED MONEY MARKET ACCOUNT	8574498Z8	1,088 94	1 000	1,088 94	0 00	4 79 0 39	0 44
28 480	FIDELITY INSTL MONEY MKT FUND #659	CM1FCOXX2	28 48	1 000	28 48	0.00	0.54 0.00	1.90
PRINCIPAL								
	CASH BALANCE		$0.00		$0.00			
23,272 600	SSB INSURED MONEY MARKET ACCOUNT	8574498Z8	23,272 60	1 000	23,272 60	0 00	102 40 15 89	0 44
TOTAL CASH AND EQUIVALENTS			$24,390.02		$24,390.02	$0.00	$107.73 $16.28	
OTHER FIXED INCOME								
MUTUAL FUNDS								
5,728 825	DREYFUS BASIC US MORT SEC FUND	26188N108	$84,902.13	14.900	$85,329.69	$427.56	$3,733.89 0.00	4.38%
8,618 721	FIDELITY CAPITAL & INCOME FUND SBI	316062108	73,782 64	5 460	47,058 22	26,724 42-	4,705 82 0 00	10 00
7,836 796	VANGUARD LONG TERM INVT GRADE FD IV	922031109	72,403.29	8.720	68,336.86	4,066.43-	4,043.79 0.00	5.92
TOTAL MUTUAL FUNDS			$231,088.06		$200,724.77	$30,363.29-	$12,483.50 $0.00	
TOTAL OTHER FIXED INCOME			$231,088.06		$200,724.77	$30,363.29-	$12,483.50 $0.00	
FOREIGN ASSETS								
MUTUAL FUNDS								
2,428.054	T ROWE PRICE EMERG EURO & MEDITN FD	77956H815	$64,265.01	7.800	$18,938.82	$45,326.19-	$3,205.03 0.00	16.92%
TOTAL MUTUAL FUNDS			$64,265.01		$18,938.82	$45,326.19-	$3,205.03 $0.00	
TOTAL FOREIGN ASSETS			$64,265.01		$18,938.82	$45,326.19-	$3,205.03 $0.00	

CORINNE C TURNER FOUNDATION
Account Number: AN8507

Shares/Units/ Original Face	Description	CUSIP	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
	OTHER ASSETS							
	MORTGAGES AND NOTES							
28,500.000	WATER GLADES 200 CONDO UNIT 9/28/46	UQ0590004819	$28,500.00	1.000	$28,500.00	$0.00	$0.00 0.00	0.00%
	TOTAL MORTGAGES AND NOTES		$28,500.00		$28,500.00	$0.00	$0.00 $0.00	
	TOTAL OTHER ASSETS		$28,500.00		$28,500.00	$0.00	$0.00 $0.00	
	TOTAL ACCOUNT HOLDINGS		$348,243.09		$272,553.61	$75,689.48-	$15,796.26 $16.28	

503288 F002 426 202 3.4 112

CORINNE C TURNER FOUNDATION -
EQUITIES
Account Number: AN8506

Shares/Units/ Original Face	Description	CUSIP	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
CASH AND EQUIVALENTS								
INCOME								
	CASH BALANCE		$11,105.74-		$11,105.74-			
12,039 050	SSB INSURED MONEY MARKET ACCOUNT	8574498Z8	12,039 05	1 000	12,039 05	0 00	52 97 4 25	0 44
PRINCIPAL								
	CASH BALANCE		$0.00		$0.00			
TOTAL CASH AND EQUIVALENTS			**$933.31**		**$933.31**	**$0.00**	**$52.97** **$4.25**	
EQUITIES								
CONSUMER NON-DURABLES								
DRUGS								
1,400 000	BIOGEN IDEC INC	09062X103	$86,049.42	47 630	$66,682.00	$19,367.42-	$0.00 0.00	0.00%
1,400 000	WYETH	983024100	59,282 44	37 510	52,514 00	6,768 44-	1,680 00 0 00	3 20
HEALTH CARE								
1,500 000	BRISTOL MYERS SQUIBB CO	110122108	$32,112.45	23 250	$34,875.00	$2,762.55	$1,860.00 465.00	5.33%
700 000	CELGENE CORP	151020104	28,521 99	55 280	38,696 00	10,174 01	0 00 0 00	0 00
1,000 000	GILEAD SCIENCES INC	375558103	28,015 00	51 140	51,140 00	23,125 00	0.00 0.00	0.00
TOTAL CONSUMER NON-DURABLES			**$233,981.30**		**$243,907.00**	**$9,925.70**	**$3,540.00** **$465.00**	
CONSUMER SERVICES								
OTHER CONSUMER SERVICES								
600 000	DEVRY INC DEL	251893103	$33,802.44	57 410	$34,446.00	$643.56	$96.00 48.00	0.28%
TOTAL CONSUMER SERVICES			**$33,802.44**		**$34,446.00**	**$643.56**	**$96.00** **$48.00**	
BUSINESS PRODUCTS & SERVICES								
COMPUTER SERVICES								
150 000	GOOGLE INC-A	38259P508	$58,109.05	307 650	$46,147.50	$11,961.55-	$0.00 0.00	0.00%
1,600 000	MICROSOFT CORPORATION	594918104	46,338 08	19 440	31,104 00	15,234 08-	832 00 0 00	2 67
4,000 000	NUANCE COMMUNICATIONS INC	67020Y100	49,720 65	10 360	41,440 00	8,280 65-	0.00 0.00	0.00

CORINNE C TURNER FOUNDATION -
EQUITIES
Account Number: AN8506

Shares/Units/ Original Face	Description	CUSIP	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
EQUITIES (Continued)								
	BUSINESS PRODUCTS & SERVICES (Continued)							
	OTHER BUSINESS PRODS & SVCS							
500.000	APOLLO GROUP INC A	037604105	$37,174.52	76.620	$38,310.00	$1,135.48	$0.00 0.00	0.00%
400 000	GEN-PROBE INC	36866T103	14,262 60	42 840	17,136 00	2,873 40	0 00 0 00	0 00
700.000	IMMUCOR INC	452526106	16,319.25	28.580	18,606.00	2,286.75	0.00 0.00	0.00
50 000	STATE MUT SECS TR	857119101	0 00	10 375 Price as of 06/30/94	518 75	518 75	0 00 0 00	0 00
	TOTAL BUSINESS PRODUCTS & SERVICES		$221,924.15		$193,262.25	$28,661.90-	$832.00 $0.00	
	CAPITAL GOODS							
	MACHINERY							
1,000.000	DEERE & CO	244199105	$76,430.95	38.320	$38,320.00	$38,110.95-	$1,120.00 280.00	2.92%
1,000 000	IDEX CORP	45167R104	22,393 07	24 150	24,150 00	1,756 93	480 00 0 00	1 99
2,200.000	THERMO FISHER SCIENTIFIC INC	883556102	132,688.79	34.070	74,954.00	57,734.79-	0.00 0.00	0.00
	MANUFACTURING-DIVERSIFIED							
300.000	METTLER-TOLEDO INTERNATIONAL INC	592688105	$21,716.86	67.400	$20,220.00	$1,496.86-	$0.00 0.00	0.00%
	COMPUTER & BUSINESS EQUIPMENT							
400.000	APPLE INC	037833100	$36,867.44	85.350	$34,140.00	$2,727.44-	$0.00 0.00	0.00%
	TOTAL CAPITAL GOODS		$290,097.11		$191,784.00	$98,313.11-	$1,600.00 $280.00	
	ENERGY							
	OIL-INTEGRATED							
2,400.000	CAMERON INTERNATIONAL CORP	13342B105	$60,754.80	20.500	$49,200.00	$11,554.80-	$0.00 0.00	0.00%
700 000	OCCIDENTAL PETROLEUM CORP	674599105	54,673 92	59 990	41,993 00	12,680 92-	896 00 224 00	2 13
	COAL							
1,400.000	CONSOL ENERGY INC	20854P109	$61,547.24	28.580	$40,012.00	$21,535.24-	$560.00 0.00	1.40%

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CORINNE C TURNER FOUNDATION -
EQUITIES
Account Number: AN8506

Shares/Units/ Original Face	Description	CUSIP	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
EQUITIES (Continued)								
ENERGY (Continued)								
	COAL (Continued)							
1,500 000	MASSEY ENERGY CORP	576206106	32,565 78	13 790	20,685 00	11,880 78-	360 00 0 00	1 74
TOTAL ENERGY			$209,541.74		$151,890.00	$57,651.74-	$1,816.00 $224.00	
FINANCIAL								
	BANKS							
1,800.000	BANK OF AMERICA CORP	060505104	$65,535.84	14.080	$25,344.00	$40,191.84-	$2,304.00 0.00	9.09%
	OTHER FINANCIAL							
800.000	JPMORGAN CHASE & CO	46625H100	$32,849.60	31.530	$25,224.00	$7,625.60-	$1,216.00 0.00	4.82%
TOTAL FINANCIAL			$98,385.44		$50,568.00	$47,817.44-	$3,520.00 $0.00	
TOTAL EQUITIES			$1,087,732.18		$865,857.25	$221,874.93-	$11,404.00 $1,017.00	
FOREIGN ASSETS								
EQUITIES								
2,000.000	FOSTER WHEELER LTD	G36535139	$87,270.10	23.380	$46,760.00	$40,510.10-	$0.00 0.00	0.00%
64 000	BP PLC-SPONSORED ADR	055622104	3,186 24	46 740	2,991 36	194 88-	211 39 0 00	7 07
5,000.000	ELAN CORP PLC-SPONSORED ADR	284131208	70,547.54	6.000	30,000.00	40,547.54-	0.00 0.00	0.00
3,500 000	NOKIA CORP ADS SER A	654902204	83,070 02	15 600	54,600 00	28,470 02-	2,103 50 0 00	3 85
600.000	SYNGENTA AG-SPONSORED ADR	87160A100	21,283.98	39.140	23,484.00	2,200.02	468.00 0.00	1.99
TOTAL EQUITIES			$265,357.88		$157,835.36	$107,522.52-	$2,782.89 $0.00	
TOTAL FOREIGN ASSETS			$265,357.88		$157,835.36	$107,522.52-	$2,782.89 $0.00	
TOTAL ACCOUNT HOLDINGS			$1,354,023.37		$1,024,625.92	$329,397.45-	$14,239.86 $1,021.25	