Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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 7/01 **, 2008, and ending** 6/30 , 2009

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions	Morris S & Florence H Bender Foundation 170 Mason Street, Attn. J.D. Port Greenwich, CT 06830

A Employer identification number: 13-2951469

B Telephone number (see the instructions): 203-661-6000

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 2,773,853.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 (att sch)				
2 Ck ► ☒ if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments	3,993.	3,993.	3,993.	
4 Dividends and interest from securities	85,692.	85,692.	85,692.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-98,646.			
b Gross sales price for all assets on line 6a 642,756.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			60,227.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Statement 1	44,757.	38,960.		
12 **Total.** Add lines 1 through 11	35,796.	128,645.	149,912.	
OPERATING AND ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc	27,000.	8,000.		19,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St 2	6,123.	2,000.		4,123.
b Accounting fees (attach sch)				
c Other prof fees (attach sch) See St 3	26,398.	26,398.		
17 Interest				
18 Taxes (attach schedule) See Stmt 4	6,326.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	120.			
23 Other expenses (attach schedule) See Statement 5	594.	344.		250.
24 **Total operating and administrative expenses.** Add lines 13 through 23	66,561.	36,742.		23,373.
25 Contributions, gifts, grants paid Part XV	125,000.			125,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	191,561.	36,742.	0.	148,373.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-155,765.			
b **Net investment income** (if negative, enter -0-)		91,903.		
c **Adjusted net income** (if negative, enter -0-)			149,912.	

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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			
	2 Savings and temporary cash investments	119,257.	89,971.	89,971.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	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 (attach schedule)	99,797.		
	b Investments – corporate stock (attach schedule)	3,177,725.	3,150,641.	2,683,882.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see instructions. Also, see page 1, item I)	3,396,779.	3,240,612.	2,773,853.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	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 ► ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,396,779.	3,240,612.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see the instructions)	3,396,779.	3,240,612.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	3,396,779.	3,240,612.	

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	3,396,779.
2	Enter amount from Part I, line 27a	2	-155,765.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,241,014.
5	Decreases not included in line 2 (itemize) ► See Statement 6	5	402.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,240,612.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Various assets Sold at a Gain	P	Various	Various
b	Various assets Sold at a Loss	P	Various	Various
c	Various assets Capital Gains Distributions	P		
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	342,769.		292,415.	50,354.
b	239,760.		448,987.	-209,227.
c	60,227.			60,227.
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				50,354.
b				-209,227.
c				60,227.
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** -98,646.

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 the instructions) If (loss), enter -0- in Part I, line 8 — **3** 60,227.

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 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 (column (b) divided by column (c))
2007	195,346.	3,949,547.	0.049460
2006	152,788.	3,882,315.	0.039355
2005	192,105.	3,694,521.	0.051997
2004	175,698.	3,531,614.	0.049750
2003	138,193.	3,462,273.	0.039914

2	**Total** of line 1, column (d)	2	0.230476
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.046095
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	2,868,127.
5	Multiply line 4 by line 3	5	132,206.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	919.
7	Add lines 5 and 6	7	133,125.
8	Enter qualifying distributions from Part XII, line 4	8	148,373.

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 the instructions)

1 a 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	919.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	919.
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	919.
6 Credits/Payments:				
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a	4,200.		
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	4,200.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	11.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	3,270.
11 Enter the amount of line 10 to be **Credited to 2009 estimated tax** ►		3,270. **Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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 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 ► $ 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?	4b	N/A	
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, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► NY			
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 ► Jennifer D. Port, Esq. Telephone no ► 203-661-6000

Located at ► 170 Mason Street Greenwich CT ZIP + 4 ► 06830

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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 the instructions)?		1b	N/A	
	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 ► 20__ , 20__ , 20__ , 20__ .				
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 the instructions.)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__ .				
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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 instructions)? **5b** N/A

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** X (No)

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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 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
Jennifer D. Port One Dewart Road Greenwich, CT 06830	Sec/As Needed 0	7,000.00*	0.	0.
Jane Laffend 12 Lantern Land Media, PA 19063	Pres/As needed 0	0.	0.	0.
Ralph M. Engel 6 Rockwood Drive Larchmont, NY 10580	Treas/As Needed 0	20,000.00*	0.	0.
	*The above commissions were not paid to the individuals but rather to the law firms with which they are affiliated.			

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

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 – (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
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 (see instructions)

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.

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	2,651,410.
b	Average of monthly cash balances	1b	260,394.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,911,804.
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	2,911,804.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	43,677.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,868,127.
6	**Minimum investment return.** Enter 5% of line 5	6	143,406.

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	143,406.
2a	Tax on investment income for 2008 from Part VI, line 5 — 2a: 919.		
b	Income tax for 2008 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	919.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	142,487.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	142,487.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	142,487.

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	148,373.
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	
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	148,373.
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 instructions)	5	919.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	147,454.

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					142,487.
2 Undistributed income, if any, as of the end of 2007:					
a Enter amount for 2007 only				0.	
b Total for prior years 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2008					
a From 2003					
b From 2004	2,044.				
c From 2005	53,000.				
d From 2006					
e From 2007	6,215.				
f **Total** of lines 3a through e		61,259.			
4 Qualifying distributions for 2008 from Part XII, line 4 ► $ 148,373.					
a Applied to 2007, but not more than line 2a				0.	
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					142,487.
e Remaining amount distributed out of corpus		5,886.			
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		67,145.			
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 instructions				0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a		67,145.			
10 Analysis of line 9:					
a Excess from 2004	2,044.				
b Excess from 2005	53,000.				
c Excess from 2006					
d Excess from 2007	6,215.				
e Excess from 2008	5,886.				

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

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			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
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 organization had $5,000 or more in assets at any time during the year – see 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% 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*				
See Rider Attached for details on grants	None		See Rider Attached	125,000.
Total			► **3a**	125,000.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
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					3,993.
4 Dividends and interest from securities					85,692.
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					5,797.
8 Gain or (loss) from sales of assets other than inventory					-98,646.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Royalties					38,960.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					35,796.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	35,796.

(See worksheet in the instructions for line 13 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 the instructions)
N/A	

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

► Jennifer D. Port | 2/3/2010 | ► Secretary

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ► Jennifer D. Port Jennifer D. Port	Date 2/3/2010	Check if self-employed ► ☐	Preparer's Identifying number (See Signature in the instrs) P00098503
Firm's name (or yours if self-employed), address, and ZIP code ► Ivey, Barnum & O'Mara, LLC 170 Mason Street Greenwich, CT 06830	EIN ► 06-0642300 Phone no ► (203) 661-6000	

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	$ 5,797.		
Royalties	38,960.	$ 38,960.	
Total	$ 44,757.	$ 38,960.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ivey Barnum & O'Mara	$ 6,123.	$ 2,000.		$ 4,123.
Total	$ 6,123.	$ 2,000.	$ 0.	$ 4,123.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bny Mellon Bank	$ 32,345.	$ 32,345.		
Dreyfus Midcap Index Fund - Refund fees	-521.	-521.		
Mellon Emerging Markets Fund - Refund	-617.	-617.		
Mellon Inter. Bond Fund - Refund fees	-2,008.	-2,008.		
Mellon International Fund-Refund fees	-1,590.	-1,590.		
Mellon Money Fund - Refund fees	-352.	-352.		
Mellon Small Cap Fund-Refund fees	-859.	-859.		
Total	$ 26,398.	$ 26,398.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
IRS - 2008 estimated tax payment	$ 4,000.			
IRS - Additional 2007 excise tax	229.			

Statement 4 (continued)
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
IRS - Excise tax 2007	$ 2,097.			
Total	$ 6,326.	$ 0.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign stock fees	$ 344.	$ 344.		
NYS Attorney General - Filing Fee	250.			$ 250.
Total	$ 594.	$ 344.	$ 0.	$ 250.

Statement 6
Form 990-PF, Part III, Line 5
Other Decreases

Adjustment for Rounding	$ 402.
Total	$ 402.

Other Income Producing Activities
Other investment income [O]

Proceeds of class action lawsuits		$ 5,797.
	Total	$ 5,797.

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Charitable Contributions

Name and Address of Organization receiving Grant	Status of Organization receiving Grant	Purpose of the Grant	Amount of the Grant
American Ballet Theatre 890 Broadway New York, New York	Public Charity	To support the National Training Program	$15,000.00
Creative Connections 412 Main Street Ridgefield CT 06877	Public Charity	To permit students in the US and abroad to interact with each other	2,000.00
Domestic Abuse Project of Delaware County 14 West Second Street Media, PA 19063	Public Charity	To educate and assist victims and families	500.00
Food Bank of Lower Fairfield County 461 Glenbrook Road Stamford, CT 06906	Public Charity	To provide food to individ-uals in need	4,000.00
Larchmont-Mamaroneck Volunteer Ambulance Corps. 155 Weaver Street Larchmont, New York	Public Charity	To provide emergency medical assistance	1,000.00
Larchmont Manor Park Society P. O. Box 1 Larchmont, New York	Public Charity	To repair storm damage	1,000.00
Long Ridge School 478 Erskine Road Stamford, Connecticut	Public Charity	To promote elemen-tary education	4,000.00

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Name and Address of Organization receiving Grant	Status of Organization receiving Grant	Purpose of the Grant	Amount of the Grant
The Main Idea 4727 Locust Street, No. 214 Philadelphia, PA 19104	Public Charity	To provide at risk girls with the opportunity to attend sleep away camp	$ 9,000.00
Epilepsy Foundation 8301 Professional Place Landover, Maryland 20785	Public Charity	To raise awareness about and provide research funds to combat Epilepsy	500.00
New York City Ballet Lincoln Center Plaza New York, New York	Public Charity	To provide scholarships to dancers	12,000.00
The Otolaryngology Fund - Long Island Jewish Hospital - Hillside Medical Center 3 Howard Drive RFD Muttontown, New York	Public Charity	To promote medical research and programs relating to ear, nose and throat issues	15,000.00
Pennsylvania Ballet 1101 South Broad Street Philadelphia, PA 19147	Public Charity	To promote ballet performances	7,500.00
Rye Country Day School Cedar Street Rye, New York 10580-2034	Public Charity	To promote education	6,000.00
The Legacy Charter School 4217 West 18th Street Chicago, Illinois	Public Charity	To promote education	3,000.00

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Name and Address of Organization receiving Grant	Status of Organization receiving Grant	Purpose of the Grant	Amount of the Grant
The School of American Ballet 144 West 66th Street New York, New York	Public Charity	To promote the instruction and performance of ballet	$ 15,000.00
Shore Memorial Hospital Health Foundation One East New York Avenue Somers Point, New Jersey	Public Charity	To support the Stainton Society building project	10,000.00
Simon Wiesenthal Center 1399 South Roxbury Los Angeles, California	Public Charity	To educate people in order to eliminate antisemitism, hate and terrorism	1,000.00
Tomorrows Children's Fund 30 Prospect Avenue Hackensack, New Jersey 07601	Public Charity	To assist families whose children have cancer	10,000.00
Village of Larchmont Town Hall Larchmont, New York	Public Charity	To enable the Town to have non-denominational holiday decorations	7,500.00
Yeshiva University 500 West 185th Street New York, New York	Public Charity	To enable medical research	1,000.00
Total 2008-2009 Contributions			$ 125,000.00

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Part III - Itemized Statement of Securities and All Other Assets Asset Description	Beginning of Fiscal Year Book Value	End of the Fiscal Year Book Value	End of the Year Fair Market Value
Treasury Note, 4.125% due 8/15/2008	$ 99,796.88	Matured During Year	Matured During Year
Total Treasury Notes and Corporate Bonds	$ 99,796.88	$ -	$ -
Publically Traded Stocks			
540 shs., Abbott Laboratories, Inc., common	$ 23,524.31	Sold During Year	Sold During Year
410 shs., Accenture, Ltd., common	Not on Hand	$ 11,913.78	$ 13,718.60
580 shs., Altria Group, Inc., common	11,283.32	Sold During Year	Sold During Year
410 shs., Amdocs, Ltd., common	11,996.60	11,996.60	8,794.50
460 shs., American Express Company, common	19,734.04	19,734.04	10,690.40
510 shs., American International Group, common	33,577.50	Sold During Year	Sold During Year
1,130 shs., American Telephone and Telegraph Company, common	41,945.60	41,945.60	28,069.20
210 shs., Amgen, Inc., common (shares and basis have been adjusted due to the sale of 220 shares)	21,771.52	12,449.12	11,117.40
360 shs., Apache Corp., common	29,656.80	29,656.80	25,974.00
230 shs., Apple Computer, Inc., common	Not on Hand	36,291.70	32,758.90

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990 shs., Bank of America Corp., common	$ 47,235.61	$ 47,235.61	$ 13,068.00
380 shs., Best Buy, Inc., common	Not on Hand	13,041.59	12,726.20
270 shs., Capital One Financial Corp., common	18,575.47	Sold During Year	Sold During Year
370 shs., Caterpillar, Inc., common	16,890.50	Sold During Year	Sold During Year
770 shs., Chicos Fashions, Inc., common	17,471.30	Sold During Year	Sold During Year
380 shs., Chubb Corp., common	20,158.43	20,158.43	15,154.40
670 shs., Circuit City Stores, Inc., common	19,430.00	19,430.00	10.12
1,210 shs., Cisco Systems, Inc., common	29,670.61	29,670.61	22,566.50
970 shs., Citigroup, Inc., common	Not on Hand	17,951.01	2,880.90
230 shs., Colgate Palmolive Co., common	Not on Hand	14,110.47	16,270.20
1,500 shs., Companhia Vale Do Rio Doce, common	17,422.40	Sold During Year	Sold During Year
580 shs., Conocophillips, common	14,577.75	14,577.75	24,394.80
650 shs., Corning Inc., common	18,096.00	18,096.00	10,439.00

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400 shs., Cummins, Inc., common	Not on Hand	$ 13,119.40	$ 14,084.00
1,120 shs., CVS Caremark Corp., common (shares and basis have been increased due to the purchase of 430 shares of stock)	$ 24,762.72	36,375.86	35,694.40
370 shs., Danaher Corp., common	19,584.10	19,584.10	22,843.80
310 shs., Eaton Corp., common	29,654.57	29,654.57	13,829.10
1,330 shs., EMC Corp., common	20,801.20	Sold During Year	Sold During Year
460 shs., Emerson Electric Company, common	22,394.92	22,394.92	14,904.00
300 shs., Ensco International, Inc., common	23,942.97	23,942.97	10,461.00
570 shs., Exelon Corp., common	15,321.66	15,321.66	29,189.70
800 shs., ExxonMobil Corp., common	15,574.97	15,574.97	55,928.00
16 shs., Fairpoint Communications, Inc., common	150.42	Sold During Year	Sold During Year
220 shs., Genentech. Inc., common	17,795.80	Sold During Year	Sold During Year
1,460 shs., General Electric Co., common	22,511.28	22,511.28	17,111.20
290 shs., Gilead Sciences, Inc., common	Not on Hand	14,259.30	13,583.60

Part III - Itemized Statement of Securities and All Other Assets Asset Description	Beginning of Fiscal Year Book Value	End of the Fiscal Year Book Value	End of the Year Fair Market Value
180 shs., Goldman Sachs Group, Inc., common	$ 16,211.30	Sold During Year	Sold During Year
350 shs., Hess Corp., common	9,315.73	$ 9,315.73	$ 18,812.50
770 shs., Hewlett Packard Co., common	31,516.10	Sold During Year	Sold During Year
570 shs., Home Depot, Inc., common	Not on Hand	13,006.55	13,469.10
510 shs., Honeywell International, Inc., common	18,389.58	18,389.58	16,014.00
380 shs., Hospira, Inc., common	Not on Hand	12,967.90	14,637.60
214 shs., Host Marriott Corp., common	4,007.06	4,007.06	1,795.46
35 shs., Hugoton Royalty Trust, Texas	990.68	Sold During Year	Sold During Year
51 shs., Idearc, Inc., common	1,283.03	1,283.03	1.89
1,360 shs., Intel Corp., common	Not on Hand	30,148.75	22,508.00
280 shs., International Business Machines Corp., common	30,427.32	30,427.32	29,237.60
860 shs., JP Morgan Chase Corporation,	22,348.68	22,348.68	29,334.60
310 shs., Johnson & Johnson, common	19,612.86	19,612.86	17,608.00
690 shs., Juniper Networks, Inc., common	Not on Hand	16,952.54	16,284.00

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640 shs., Kbr, Inc., common	Not on Hand	$ 18,592.00	$ 11,801.60
401 shs., Kraft Foods, Inc., Class A common	$ 12,373.17	12,373.17	10,161.34
210 shs., Legg Mason, Inc., common	18,197.40	Sold During Year	Sold During Year
330 shs., Lilly Eli & Company, common	21,272.34	21,272.34	11,431.20
220 shs., Lorillard, Inc., common	Not on Hand	13,607.00	14,909.40
1,280 shs., Marvell Tech. Group, Ltd., common	38,669.50	Sold During Year	Sold During Year
420 shs., McDonald's Corporation, common	24,926.96	Sold During Year	Sold During Year
420 shs., Medtronic, Inc., common	21,515.94	21,515.94	14,653.80
460 shs., Merck & Co., common	22,340.96	Sold During Year	Sold During Year
340 shs., Metlife, Inc., common	20,487.52	Sold During Year	Sold During Year
540 shs., Microchip Technology, Inc., common	17,474.40	Sold During Year	Sold During Year
1,750 shs., Microsoft Corp., common	47,990.95	47,990.95	41,597.50
600 shs., Morgan Stanley, common (shares and basis have been adjusted due to the purchase and sale of shares of stock)	19,459.15	17,994.00	17,106.00

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830 shs., Motorola, Inc., common	$ 19,787.20	Sold During Year	Sold During Year
1,220 shs., News Corp., Ltd., common	21,752.39	$ 21,752.39	$ 12,895.40
157 shs., Nortel Networks Corp., common	Not on Hand	0.15	6.85
200 shs., Occidental Petroleum Corp., common	Not on Hand	13,430.00	13,162.00
760 shs., Omnicom Group, Inc., common	40,319.94	40,319.94	24,000.80
1,760 shs., Oracle Corp., common	29,849.60	29,849.60	37,699.20
490 shs., Pepsico, Inc., common	21,358.48	21,358.48	26,930.40
1,770 shs., Pfizer, Inc., common	54,171.94	54,171.94	26,550.00
580 shs., Philip Morris International, Inc., common	25,921.97	25,921.97	25,299.60
250 shs., PNC Financial Services Group, common	Not on Hand	17,754.98	9,702.50
450 shs., Praxair Inc., common	19,919.00	19,919.00	31,981.50
350 shs., Procter & Gamble Co., common (shares and basis have been adjusted due to the sale of 350 shares)	30,449.50	15,224.75	17,885.00
560 shs., Qualcomm, Inc., common	14,302.93	14,302.93	25,312.00

Part III - Itemized Statement of Securities and All Other Assets Asset Description	Beginning of Fiscal Year Book Value	End of the Fiscal Year Book Value	End of the Year Fair Market Value
370 shs., Ross Stores, Inc., common	Not on Hand	$ 14,212.40	$ 14,282.00
415 shs., Sanofi Synthelabo Sponsor ADR	$ 19,774.75	19,774.75	12,238.35
950 shs., Schering Plough Corp., common	20,641.70	20,641.70	23,864.00
510 shs., Sempra Energy, common	29,852.54	29,852.54	25,311.30
380 shs., St. Jude Medical Center, Inc., common	Not on Hand	13,952.84	15,618.00
350 shs., Starwood Hotels & Resorts, common	16,751.88	Sold During Year	Sold During Year
360 shs., State Street Corp., common (shares and basis have been adjusted due to the sale of 70 shares)	21,397.54	16,177.57	16,992.00
890 shs., T J X Companies, Inc., common	24,722.51	Sold During Year	Sold During Year
370 shs., Target Corp., common	17,082.90	Sold During Year	Sold During Year
570 shs., Texas Instruments, Inc., common	17,926.50	Sold During Year	Sold During Year
520 shs., Textron, Inc., common (shares have been increased due a stock split)	24,109.80	24,109.80	5,023.20
610 shs., Thermo Fisher Scientific, Inc., common	35,981.90	35,981.90	24,869.70

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740 shs., Tyco International, Ltd., common	Not on Hand	$ 20,023.59	$ 19,225.20
650 shs., US Bancorp., Del., common	$ 19,987.49	19,987.49	11,648.00
750 shs., Vale SA-ADR	Not on Hand	8,711.25	13,222.50
530 shs., Vertex Pharmaceuticals, Inc., common	Not on Hand	15,221.60	19,064.10
640 shs., Wal Mart Stores, Inc., common	33,776.04	33,776.04	31,001.60
440 shs., Walgreen Company, common	18,167.60	Sold During Year	Sold During Year
635 shs., Wells Fargo & Company, common	28,541.57	28,541.57	29,112.00
360 shs., Wyeth Corp., common	Not on Hand	16,012.12	16,340.40
750 shs., Xto Energy, Inc., common (shares and basis have been adjusted due to a stock split)	10,586.40	10,586.40	28,605.00
	$ 1,661,457.07	$ 1,504,373.23	$ 1,335,468.11

Common Trust Funds			
11,522.956 shs., Dreyfus Midcap Index Fund	$ 230,124.17	$ 230,124.17	$ 208,219.81

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20,882.866 shs., Mellon Emerging Markets fund (shares and basis have been adjusted due to purchases and sales of fund)	$ 179,606.30	$ 269,606.30	$ 162,051.04
44,460.428 shs., Mellon Intermediate Bond Fund	547,000.00	547,000.00	$ 560,201.39
35,970.452 shs., Mellon International Fund, Class M (shares and basis have been adjusted due to purchase of funds)	407,948.77	447,948.77	315,101.16
13,100.641 shs., Mellon Small Cap Stock Fund, Class M	126,588.36	151,588.36	102,840.03
	$ 1,491,267.60	$ 1,646,267.60	$ 1,348,413.43
Part II, Line 10b	$ 3,152,724.67	$ 3,150,640.83	$ 2,683,881.54

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Assets Sold at a Gain

Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
$100,000 U.S. Treasury Notes, 4.125% due 8/15/2008	$ 100,000.00	$ 99,796.88	8/15/2008	1/12/2006	$ 203.12
430 shares, Amgen, Inc., common	26,530.85	21,771.52	8/4/2008	1/15/03 thru 10/2/2003	4,759.33
370 shares, Caterpillar, Inc., common	26,278.76	16,890.50	8/4/2008	12/10/2004	9,388.26
770 shares, Hewlett Packard Co., common	34,435.51	31,516.10	8/4/2008	2/28/2007	2,919.41
350 shares, Procter & Gamble Co., common	23,065.15	15,224.75	8/4/2008	1/15/03 thru 6/21/2004	7,840.40
430 shares, State Street Corp., common	30,352.83	21,397.54	8/4/2008	6/28/04 thru 6/30/04	8,955.29
750 shares, Companhia Vale Do Rio Doce, common	9,067.44	8,711.25	11/3/2008	9/13/07	356.19
540 shares, Abbott Laboratories, common	24,067.77	23,524.31	6/3/2009	12/24/03	543.46
1,020 shares, Gap, Inc., common	17,656.86	12,648.00	6/3/2009	11/3/08	5,008.86
180 shares, Goldman Sachs Group, Inc., common	25,839.36	16,211.30	6/3/2009	8/21/03 thru 1/20/04	9,628.06
890 shares, TJX Companies, Inc., common	25,474.18	24,722.51	6/3/2009	7/16/07	751.67
Total for Assets Sold at a Gain	$ 342,768.71	$ 292,414.66			$ 50,354.05

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Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
Assets Sold at a Loss					
1,330 shares, EMC Corp., common	$ 19,444.49	$ 20,801.20	8/4/2008	2/26/08	$ (1,356.71)
510 shares, American International Group, common	7,997.77	33,577.50	9/15/2008	12/24/03 and 3/24/04	(25,579.73)
480 shares, Morgan Stanley, common	8,985.92	19,459.15	9/23/2008	6/20/08	(10,473.23)
340 shares, Metlife, Inc., common	15,589.36	20,487.52	10/8/2008	2/26/08	(4,898.16)
50 shares, Cme Group, Inc., common	13,346.92	18,170.00	11/3/2008	8/4/08	(4,823.08)
220 shares, Genentech, Inc., common	17,584.60	17,795.80	11/3/2008	8/3/06	(211.20)
460 shares, Merck & Co., Inc., common	13,518.45	22,340.96	6/20/2008	7/16/07	(8,822.51)
540 shares, Microchip Technology, Inc., common	13,397.32	17,474.40	11/3/2008	8/3/06	(4,077.08)
370 shares, Target Corp., common	14,423.32	17,082.90	11/3/2008	8/3/06	(2,659.58)
580 shares, Altria Group, Inc., common	8,683.71	11,283.32	2/26/2009	2/28/07	(2,599.61)
270 shares, Capital One Financial Corp., common	2,476.26	18,575.47	2/26/2009	1/22/14 and 1/26/04	(16,099.21)
770 shares, Chicos Fashions, Inc., common	3,312.52	17,471.30	2/26/2009	8/3/06	(14,158.78)

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Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
16 shares, Fairpoint Communications, Inc., common	$ 28.95	$ 150.42	2/26/2009	4/1/08	$ (121.47)
35 shares, Hugoton Royalty Trust Texas, common	317.44	990.68	2/26/2009	5/12/06	(673.24)
210 shares, Legg Mason, Inc., common	2,712.17	18,197.40	2/26/2009	10/25/06	(15,485.23)
580 shares, Macy's Inc., common	4,268.77	21,054.00	2/26/2009	6/1/07	(16,785.23)
700 shares, Marvell Tech. Group, Ltd., common	4,621.23	17,615.50	2/26/2009	5/23/06 and 7/25/06	(12,994.27)
830 shares, Motorola, Inc., common	2,997.86	19,787.20	2/26/2009	1/17/16	(16,789.34)
350 shares, Starwood Hotels & Resorts, common	3,856.97	16,751.88	2/26/2009	2/14/05	(12,894.91)
410 shares, Terex Corp., common	3,112.82	20,084.63	2/26/2009	8/4/08	(16,971.81)
570 shares, Texas Instruments, Inc., common	8,378.95	17,926.50	2/26/2009	10/25/06	(9,547.55)
410 shares, Estee Lauder Companies, Class A common	13,407.88	14,407.40	6/3/2009	11/3/08	(999.52)
420 shares, McDonald's Corporation, common	24,553.36	24,926.96	6/3/2009	6/20/08	(373.60)
490 shares, Novartis AG Spon ADR	19,612.82	24,406.85	6/3/2009	11/3/08	(4,794.03)

Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
440 shares, Walgreens Company, common	$ 13,130.10	$ 18,167.60	6/3/2009	9/25/05	$ (5,037.50)
Totals for Assets Sold at a Loss	$ 239,759.96	$ 448,986.54			$ (209,226.58)

Capital Gains Distributions

Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
Mellon Small Cap Stock Fund, Class M	$ 91.70	0.00	12/4/2008	Various	$ 91.70
Mellon Small Cap Stock Fund, Class M	78.60	0.00	12/4/2008	Various	78.60
Mellon Small Cap Stock Fund, Class M	24.89	0.00	3/30/2009	Various	24.89
Mellon International Fund, Class M	8,056.58	0.00	12/17/2008	Various	8,056.58
Mellon Emerging Markets Fund	31,536.20	0.00	12/23/2008	Various	31,536.20
Mellon Emerging Markets Fund	9,419.17	0.00	12/23/2008	Various	9,419.17
Dreyfus Midcap Index Fund	10,708.28	0.00	12/30/2008	Various	10,708.28
Dreyfus Midcap Index Fund	311.12	0.00	3/27/2009	Various	311.12
Total	$ 60,226.54	$ -			$ 60,226.54