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

2008

Department of the Treasury
Internal Revenue Service (77)

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

For calendar year 2008, or tax year beginning 9/01, 2008, and ending 8/31, 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.M. MCKENNEY & E. W. BOOKER EDUCATION TR.
163 PARK ROW
BRUNSWICK, ME 04011

A Employer identification number

01-6070365

B Telephone number (see the instructions)

207-725-4327

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)

\$ 3,876,887.

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))

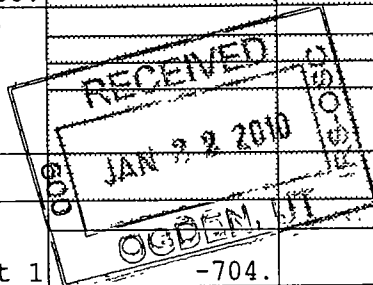
(a) Revenue and expenses per books

(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 <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	45,935.	45,935.	45,935.	
	4 Dividends and interest from securities	102,369.	102,369.	102,369.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-144,665.			
	b Gross sales price for all assets on line 6a	366,050.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	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	-704.				
12 Total. Add lines 1 through 11	2,935.	148,304.	148,304.		
13 Compensation of officers, directors, trustees, etc	10,800.	10,800.	10,800.	10,800.	
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach sch)	See St 2	4,000.	4,000.	4,000.	
c Other prof fees (attach sch)	See St 3	14,601.	14,601.	14,601.	
17 Interest					
18 Taxes (attach schedule)	See Stmt 4	1,188.		1,188.	
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
See Statement 5	136.	136.	136.	136.	
24 Total operating and administrative expenses. Add lines 13 through 23	30,725.	29,537.	29,537.	30,725.	
25 Contributions, gifts, grants paid Part XV	221,835.			221,835.	
26 Total expenses and disbursements. Add lines 24 and 25	252,560.	29,537.	29,537.	252,560.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-249,625.				
b Net investment income (if negative, enter 0-)		118,767.			
c Adjusted net income (if negative, enter 0-)			118,767.		



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	422,377.	121,605.	121,605.
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		8,812.	8,812.
10 a	Investments -- U.S. and state government obligations (attach schedule)			
b	Investments -- corporate stock (attach schedule) Statement 6	2,788,901.	2,834,031.	3,209,150.
c	Investments -- corporate bonds (attach schedule) Statement 7	542,982.	536,357.	537,320.
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)	3,754,260.	3,500,805.	3,876,887.

LIABILITIES

17	Accounts payable and accrued expenses	3,829.		
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)	1.		
23	Total liabilities (add lines 17 through 22)	3,830.	0.	

NET ASSETS OR FUND BALANCES

	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>		
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>		
27	Capital stock, trust principal, or current funds		3,750,430.	3,500,805.
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)		3,750,430.	3,500,805.
31	Total liabilities and net assets/fund balances (see the instructions)		3,754,260.	3,500,805.

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	3,750,430.
2	Enter amount from Part I, line 27a	2	-249,625.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,500,805.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) -- Part II, column (b), line 30	6	3,500,805.

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 See Statement 8				
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-144,665.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>		3	-83,625.

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	264,585.	5,156,734.	0.051309
2006	241,968.	5,076,599.	0.047663
2005	237,975.	4,700,764.	0.050625
2004	231,660.	4,557,854.	0.050827
2003	209,567.	4,294,771.	0.048796

2 Total of line 1, column (d)	2	0.249220
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	0.049844
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	3,593,850.
5 Multiply line 4 by line 3	5	179,132.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,188.
7 Add lines 5 and 6	7	180,320.
8 Enter qualifying distributions from Part XII, line 4	8	252,560.

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 <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary – see instructions)		1	1,188.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, 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	1,188.
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	1,188.
6 Credits/Payments			
a 2006 estimated tax profits and 2007 overpayment credited to 2008	6a	10,000.	
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	10,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,812.	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	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		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?	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	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) ME		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(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 BRIAN M. PERKINS, TRUSTEE Telephone no 207-725-4327			
	Located at 163 PARK ROW, BRUNSWICK, ME ZIP + 4 04011			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)	3b	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

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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

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
BRIAN M. PERKINS 163 PARK ROW BRUNSWICK, ME 04011	Trustee 1.00	3,600.	0.	0.
RUPERT B. WHITE 25 MCKEEN ST BRUNSWICK, ME 04011	Trustee 1.00	3,600.	0.	0.
JOSEPH A. ALDRED III 22 LONGFELLOW AVENUE BRUNSWICK, ME 04011	Trustee 1.00	3,600.	0.	0.

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.

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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	3,648,579.
b Average of monthly cash balances	1b	
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	3,648,579.
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	3,648,579.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	54,729.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,593,850.
6 Minimum investment return. Enter 5% of line 5	6	179,693.

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	179,693.
2a Tax on investment income for 2008 from Part VI, line 5	2a	1,188.	
b Income tax for 2008 (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c	1,188.	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	178,505.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	178,505.	
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	178,505.	

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	252,560.
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	252,560.
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	1,188.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	251,372.

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				178,505.
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	9,309.			
c From 2005	5,585.			
d From 2006				
e From 2007	16,577.			
f Total of lines 3a through e	31,471.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 252,560.				
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				178,505.
e Remaining amount distributed out of corpus	74,055.			
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	105,526.			
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	105,526.			
10 Analysis of line 9:				
a Excess from 2004	9,309.			
b Excess from 2005	5,585.			
c Excess from 2006				
d Excess from 2007	16,577.			
e Excess from 2008	74,055.			

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

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

Part XV **Supplementary Information** (Complete this part only if the 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% or greater interest.
- None

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

SEE STATEMENT ATTACHED

- 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
<i>a</i> Paid during the year BRUNSWICK AREA STUDENT AID FUN C/O JOHN LOYD ESQ. 167 PARK RW BRUNSWICK, ME 04011,		501 (C)	SCHOLARSHIPS	221,835.
Total				221,835.
<i>b</i> Approved for future payment				
Total				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion 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			14	45,935.	
4	Dividends and interest from securities			14	102,369.	
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			14	-1,306.	
8	Gain or (loss) from sales of assets other than inventory			18	-144,665.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	MICELLANEOUS					602.
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				2,333.	602.
13	Total. Add line 12, columns (b), (d), and (e)				13	2,935.

(See worksheet in the instructions for line 13 to verify calculations)

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

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
MICELLANEOUS	\$ 602.		
Other Investment Income	-1,306.		
Total	\$ -704.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
	\$ 4,000.	\$ 4,000.	\$ 4,000.	\$ 4,000.
Total	\$ 4,000.	\$ 4,000.	\$ 4,000.	\$ 4,000.

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
ACCOUNT MANAGEMENT FEES	\$ 14,601.	\$ 14,601.	\$ 14,601.	\$ 14,601.
Total	\$ 14,601.	\$ 14,601.	\$ 14,601.	\$ 14,601.

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
	\$ 1,188.			\$ 1,188.
Total	\$ 1,188.	\$ 0.	\$ 0.	\$ 1,188.

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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
ADVERTISING	\$ 33.	\$ 33.	\$ 33.	\$ 33.
MISCELLANEOUS	103.	103.	103.	103.
Total	<u>\$ 136.</u>	<u>\$ 136.</u>	<u>\$ 136.</u>	<u>\$ 136.</u>

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
2500 S. BANK OF AMERICA	Cost	\$ 78,998.	\$ 43,975.
1000 S. CATERPILLAR INC	Cost	0.	0.
3000 S. CISCO SYSTEMS INC	Cost	5,394.	64,800.
4000 S. CITIGROUP INC	Cost	16,360.	20,000.
1000 S. DEERE AND CO	Cost	30,670.	43,600.
2000 S. EXXON MOBIL CORP	Cost	19,934.	138,300.
4200 S. GENERAL ELECTRIC CO	Cost	9,311.	58,380.
350 S. GOLDMAN SACHS	Cost	0.	0.
1500 S. GOODRICH CORP	Cost	0.	0.
1000 S. HEALTH CARE REIT INC	Cost	34,404.	42,710.
850 S. HBSC HOLDINGS PLC	Cost	51,327.	45,832.
2000 S. INTEL CORP	Cost	3,251.	40,640.
700 S. JOHNSON & JOHNSON	Cost	42,709.	42,308.
1500 S. J. P. MORGAN CHASE	Cost	64,625.	65,190.
350 S. LOCKHEED MARTIN CORP	Cost	17,760.	26,243.
1250 S. MERCK & CO	Cost	27,967.	40,537.
2600 S. MICROSOFT CORP	Cost	8,816.	64,090.
1500 OCCIDENTAL PETROLEUM CORP	Cost	21,800.	109,650.
600 S. PEPSICO INC	Cost	29,215.	34,002.
4000 S. PETROLEO BRASILEIRO SA	Cost	32,489.	158,560.
1400 S. PROCTER & GAMBLE	Cost	46,583.	75,754.
750 PROGRESS ENERGY INC	Cost	27,724.	29,647.
1825 S. VERIZON COMMUNICATIONS	Cost	60,410.	56,648.
1400 S. WELLPOINT INC	Cost	0.	0.
771 S. ISHARES TRUST RUSSELL 2000 VAL IN	Cost	30,456.	41,703.
745 S. ISHARES TRUST RUSSELL 2000 GWTH	Cost	40,951.	45,952.
1275 S. ISHARES TRUST RUSSELL M VAL IN	Cost	31,673.	42,853.
1120 S. ISHARES TRUST RUSSELL M GRWTH	Cost	39,113.	45,226.
900 S. ISHARES MSCI EAFE INDEX FD	Cost	49,158.	47,412.
750 FORD MOTOR CO CAP TR II	Cost	42,810.	21,825.
2000 S. MERRILL LYNCH PFD CAP TR	Cost	50,000.	38,510.
807 S. METLIFE INC	Cost	38,250.	30,472.
15007.372 S. FT TEMPLETON FOREIGN A	Cost	120,969.	93,046.
500 S. APPLE COMPUTER INC	Cost	33,150.	84,105.
500 S. BPH BILLITON LTD SPON ADR	Cost	15,475.	31,150.
400 S. BOEING COMPANY	Cost	30,334.	19,868.
500 S. CONOCO PHILLIPS	Cost	34,250.	22,515.
1000 S. CYPRESS SEMICONDUCTOR CP	Cost	0.	0.
75 S. GOOGLE INC	Cost	30,615.	34,625.
3727 S. FIDUCIARY CLAYMORE MLP	Cost	72,795.	61,085.
2000 S. DUKE REALTY CORP 7.250%	Cost	50,000.	41,000.

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Statement 6 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
1000 S. MCDONALDS CORP	Cost	\$ 35,050.	\$ 56,240.
1000 S.BARCLAYS PLC ADR	Cost	57,217.	24,440.
7000 S.CHARTER COMMUNICATIONS INC	Cost	0.	0.
500 S.GENERAL DYNAMICS CORP	Cost	40,226.	29,595.
1000 S.MARSH & MCLENNAN COS	Cost	0.	0.
500 S.MONSANTO CO	Cost	33,010.	41,940.
2000 S.ORACLE CORP	Cost	31,222.	43,760.
1500 S.PRECISION DRILLING TRUST	Cost	37,445.	8,535.
1000 S.WACHOVIA CORP	Cost	0.	0.
700 S.ZIMMER HOLDINGS	Cost	57,048.	33,145.
750 S.SPDR DJ WILSHIRE INTL REAL EST	Cost	46,358.	25,545.
2000 S.AT & T INC 6.375%	Cost	50,000.	51,880.
1000 S.CITIGROUP CAPITAL XIX 7.250%	Cost	25,000.	20,260.
2000 S. ROYAL BANK OF SCOTLAND 6.6%	Cost	50,000.	19,760.
2000 AT & T INC	Cost	59,790.	52,100.
500 S.BAXTER INTL INC	Cost	32,462.	28,460.
1000 S. CHESAPEAKE ENERGY CORP	Cost	46,474.	22,840.
400 S. CHINA MOBILE LTD	Cost	34,628.	19,688.
18 S. FAIRPOINT COMMUNICATIONS INC	Cost	0.	0.
350 S. FLUOR CORP	Cost	32,848.	18,515.
500 S. LEHMAN BROS HLDGS CORP	Cost	0.	0.
1250 S. NATIONAL SEMICONDUCTOR CORP	Cost	25,104.	18,962.
200 S. POTASH CORP SASK	Cost	29,902.	17,702.
350 S. PRAXAIR INC	Cost	33,352.	26,817.
250 S. RESEARCH IN MOTION	Cost	29,875.	18,265.
500 S. VALERO ENERGY	Cost	26,264.	9,370.
1500 S. AMERICAN INTL GROUP	Cost	0.	0.
1200 S. ISHARES MSCI EMERGING MARKETS	Cost	52,968.	42,372.
500 S. ISHARES BARCLAYS (LEHMAN)US TIPS	Cost	55,819.	50,880.
350 S. ISHARES IBOX HIGH YEILD CORP	Cost	33,639.	28,812.
1000 S. AIG SERIES A-5 7.7%	Cost	25,200.	14,940.
1000 S. CITIGROUP CAPITAL XX	Cost	25,250.	21,730.
1000 S. FHLMC SER Z 8.375%	Cost	0.	0.
2000 S. FPL GROUP CAPITAL INC	Cost	50,000.	52,420.
2250 S. ALCOA INC	Cost	24,052.	27,112.
1000 S. AMERICAN EXPRESS	Cost	20,398.	33,820.
500 S. AMGEN INC	Cost	23,820.	29,890.
1000 S. BP PLC SPON ADR	Cost	38,200.	51,450.
1250 S. BRISTOL MYEERS SQUIBB CO	Cost	25,338.	27,663.
300 S. BURLINGTON NRTHN SANTA FE	Cost	23,084.	24,906.
550 S. COCA COLA CO	Cost	24,667.	26,823.
1500 S. DOW CHEMICAL	Cost	23,815.	31,935.
900 S. FREEPORT MCMORAN COPPER & GOLD	Cost	24,687.	56,682.
1000 S. KRAFT FOODS	Cost	26,970.	28,350.
1000 S. MYLAN INC	Cost	13,867.	14,670.
2000 S. PFIZER INC	Cost	30,300.	33,400.
199 WELLS FARGO & CO	Cost	55,202.	5,476.
2200 S. NISOURCE INC	Cost	24,508.	29,062.
1000 JP MORGAN CHASE CAP XII 6.25%	Cost	16,500.	22,750.
1000 S WELLS FARGO CAPITAL IV 7.00%	Cost	17,250.	24,330.
750 S KINDER MORGAN ENERGY PTRS	Cost	25,476.	39,645.
Total		\$ 2,834,031.	\$ 3,209,150.

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Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
100,000 FORD MOTOR CREDIT GL NOTES 7.375	Cost	\$ 97,688.	\$ 100,008.
100,000 DOW CHEMICAL CO NOTES 5.150%	Cost	100,000.	99,550.
50,000 BANK OF AMERICA INTERNOTES 6.50%	Cost	50,000.	51,693.
50,000 HOUSEHOLD FINANCIAL CORP NTS 6.55	Cost	50,000.	52,264.
50,000 FORD MOTOR CREDIT NTS 7.25%	Cost	46,299.	47,018.
50,000 GENERAL MOTORS ACCP NTS 6.80%	Cost	50,000.	36,955.
50,000 BANK OF AMERICA INTERNOTE 4.65%	Cost	50,000.	49,987.
50000 HSBC FIN CORP INTERNOTES 5.00%	Cost	0.	0.
50000 MERRILL LYNCH & CO INC MED TRM NTS	Cost	48,995.	49,922.
50000 GENERAL ELECTRIC CAP CORP NTS 5.0%	Cost	43,375.	49,923.
	Total	\$ 536,357.	\$ 537,320.

Statement 8
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	FRAC SUNPOWER CORP	Purchased	3/21/2006	9/30/2008
2	1000 GOODRICH CORP	Purchased	12/17/2002	10/16/2008
3	1400 WELLPOINT INC	Purchased	7/10/2003	10/16/2008
4	350 GOLDMAN SACHS GROUP INC	Purchased	4/12/2005	11/14/2008
5	CASH IN LIEU WELLS FARGO & CO	Purchased	Various	1/02/2009
6	50000 HSBC FIN CORP INTERNOTES 5.0%	Purchased	1/19/2007	1/15/2009
7	1500 AMERICAN INTL GROUP	Purchased	Various	2/18/2009
8	7000 CHARTER COMMUNICATIONS INC	Purchased	5/15/2007	2/18/2009
9	1000 FHLMC SER Z 8.375% PREF	Purchased	12/18/2007	2/18/2009
10	18 FAIRPOINT COMMUNICATIONS INC	Purchased	4/01/2008	2/18/2009
11	500 LEHMAN BROS HOLDING INC	Purchased	2/20/2008	2/18/2009
12	1000 CYPRESS SEMICONDUCTOR CP	Purchased	3/21/2006	4/21/2009
13	350 LOCKHEED MARTIN CORP	Purchased	1/13/2004	4/21/2009
14	1500 RTS PRECISION BILLING TRUST	Purchased	12/19/2006	6/01/2009
15	1000 CATERPILLAR INC	Purchased	8/17/2004	6/02/2009
16	1000 MARSH & MCLENNAN COS	Purchased	7/17/2007	6/09/2009
17	1500 CITIGROUP INC	Purchased	10/29/2002	7/14/2009
18	1500 CITIGROUP INC	Purchased	8/14/2008	7/14/2009
19	274 SUNPOWER CORP CL B	Purchased	3/21/2006	7/14/2009
20	500 BHP BILLITON LTD	Purchased	11/16/2005	8/18/2009
21	500 EXXON MOBIL CORP	Purchased	10/28/1982	8/18/2009
22	500 PETROLEO BRASILEIRO SA	Purchased	12/16/2008	8/18/2009
23	LONG TERM CAPITAL GAINS DISTRIBUTIONS	Purchased	Various	Various
24	FROM K-1	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	18.		14.	4.				\$ 4.
2	30,310.		18,370.	11,940.				11,940.
3	48,678.		58,389.	-9,711.				-9,711.
4	24,654.		39,375.	-14,721.				-14,721.
5	3.		28.	-25.				-25.
6	50,000.		50,000.	0.				0.

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Federal Supplemental Information

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PART XV QUESTION 2

ALL INCOME EARNED BY THE TRUST IS DISTRIBUTED TO THE BRUNSWICK AREA STUDENT AID FUND AS REQUIRED BY THE TRUST INSTRUMENT. IT IS UP TO THE STUDENT AID FUND TO DISBURSE MONIES TO INDIVIDUALS. THE MCKENNEY BOOKER EDUCATION TRUST HAS NO INPUT IN WHO RECEIVES SCHOLARSHIPS THUS IT RECEIVES NO APPLICATIONS ETC...