



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

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

OMB No. 1545-0052

2008

Department of the Treasury
Internal Revenue Service

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

10/01, 2008, and ending

09/30, 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.	Name of foundation MABEL A. HORNE FUND FLEET NATIONAL BANK	A Employer identification number 04-6089241
	Number and street (or P.O. box number if mail is not delivered to street address) P O BOX 1802	B Telephone number (see page 10 of the instructions) () -
	City or town, state, and ZIP code PROVIDENCE, RI 02901-1802	C If exemption application is pending, check here <input type="checkbox"/>
		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ **5,597,401.** J Accounting method: Cash Accrual
Other (specify) _____ (Part I, column (d) must be on cash basis.)

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

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss) _____				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a 1,323,338.				
7 Capital gain net income (from Part IV, line 2) .				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	-89,935.	175,275.		
13 Compensation of officers, directors, trustees, etc.	37,179.	14,871.		22,307.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 4.	800.	NONE	NONE	800.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5.	5,181.	3,101.		
19 Depreciation (attach schedule) and depletion .				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 6.	573.			573.
24 Total operating and administrative expenses.				
Add lines 13 through 23	43,733.	17,972.	NONE	23,680.
25 Contributions, gifts, grants paid	268,000.			268,000.
26 Total expenses and disbursements. Add lines 24 and 25.	311,733.	17,972.	NONE	291,680.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-401,668.			
b Net investment income (if negative, enter -0-)		157,303.		
c Adjusted net income (if negative, enter -0-)				

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

JSA

8E1410 1000

GX4602 L775 01/07/2010 14:03:01

Form 990-PF (2008)

6 -

ENVELOPE POSTMARK DATE JAN 13 2010

SCANNED JAN 22 2010

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		NONE	
	2 Savings and temporary cash investments	302,969.	190,876.	190,876.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ► *		*	NONE
	Less allowance for doubtful accounts ►		NONE	NONE
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments- U.S and state government obligations (attach schedule)			NONE
	b Investments - corporate stock (attach schedule)	5,974,692.	5,683,832.	5,406,525.
	c Investments - corporate bonds (attach schedule)			NONE
	11 Investments- land, buildings, and equipment basis ►	NONE		NONE
Less accumulated depreciation ►			NONE	
12 Investments - mortgage loans			NONE	
13 Investments - other (attach schedule)	STMT 7.		NONE	
14 Land, buildings, and equipment basis			NONE	
Less accumulated depreciation ►				
15 Other assets (describe ►)			NONE	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,277,661.	5,874,708.	5,597,401.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	6,277,661.	5,874,708.	5,597,401.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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. ► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	6,184,023.	5,874,708.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	93,638.	NONE	
	30 Total net assets or fund balances (see page 17 of the instructions)	6,277,661.	5,874,708.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,277,661.	5,874,708.	

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	6,277,661.
2 Enter amount from Part I, line 27a	2	-401,668.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	5,875,993.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 8	5	1,285.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,874,708.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-266,096.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.	{ }		3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	356,894.	6,672,702.	0.05348567941
2006	338,475.	6,919,329.	0.04891731554
2005	289,182.	6,503,054.	0.04446864504
2004	282,615.	6,279,274.	0.04500759164
2003	318,046.	6,157,493.	0.05165186546
2 Total of line 1, column (d)			2 0.24353109709
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 0.04870621942
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 5,045,055.
5 Multiply line 4 by line 3			5 245,726.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,573.
7 Add lines 5 and 6			7 247,299.
8 Enter qualifying distributions from Part XII, line 4			8 291,680.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)			
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> 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 ► <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, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .		
3	Add lines 1 and 2 . . .		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . .		
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 . . .	6a	3,496.
b	Exempt foreign organizations-tax withheld at source . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	NONE
d	Backup withholding erroneously withheld . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . .	7	3,496.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .	10	1,923.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax ►	11	347.
Part VII-A Statements Regarding Activities			
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	Yes	X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	Yes	X
<i>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</i>			
1c	Did the foundation file Form 1120-POL for this year? . . .	Yes	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		
(1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .	Yes	X
<i>If "Yes," attach a detailed description of the activities.</i>			
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 . . .	Yes	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	Yes	X
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	Yes	X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . .	Yes	X
<i>If "Yes," attach the statement required by General Instruction T</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	Yes	X
• 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? . . .			
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV . . .	Yes	X
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ►	STMT 9	
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . .	Yes	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . .	Yes	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . .	Yes	X

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14	(401) 278-6823	
15		X

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions)

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

Website address ► N/A

14 The books are in care of ► PRIVATE BANK, TAX SERVICES Telephone no. ► (401) 278-6823
Located at ► P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 ► 02901-1802

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

		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 checked="" type="checkbox"/> Yes	<input 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 page 20 of the instructions)?	1b	X
c	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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	
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

Form 990-PF (2008)

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b
	If you answered "Yes" to 6b, also file Form 8870			X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		37,179.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ► NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 12		NONE

Total number of others receiving over \$50,000 for professional services ► NONE
Part IX-A Summary of Direct Charitable Activities

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

2	

3	

4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1NONE	

2	

All other program-related investments. See page 24 of the instructions	
3NONE	

Total. Add lines 1 through 3 ►	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,826,935.
b	Average of monthly cash balances	1b	294,948.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,121,883.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,121,883.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	76,828.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,045,055.
6	Minimum investment return. Enter 5% of line 5	6	252,253.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	252,253.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	1,573.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,573.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	250,680.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	250,680.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	250,680.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	291,680.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	NONE
3	Amounts set aside for specific charitable projects that satisfy the:	3b	NONE
a	Suitability test (prior IRS approval required)	4	291,680.
b	Cash distribution test (attach the required schedule)	5	1,573.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	290,107.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				250,680.
2 Undistributed income, if any, as of the end of 2007.			266,631.	
a Enter amount for 2007 only		NONE		
b Total for prior years 20 06, 20 20				
3 Excess distributions carryover, if any, to 2008:				
a From 2003	NONE			
b From 2004	NONE			
c From 2005	NONE			
d From 2006	NONE			
e From 2007	NONE			
f Total of lines 3a through e		NONE		
4 Qualifying distributions for 2008 from Part XII, line 4. ► \$ 291,680.			266,631.	
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)		NONE		
d Applied to 2008 distributable amount				25,049.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		NONE		
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE	
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions			NONE	
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009.				225,631.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		NONE		
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)		NONE		
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a		NONE		
10 Analysis of line 9				
a Excess from 2004	NONE			
b Excess from 2005	NONE			
c Excess from 2006	NONE			
d Excess from 2007	NONE			
e Excess from 2008	NONE			

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 27 of the instructions.)**1 Information Regarding Foundation Managers:**

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 13

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 17				
Total			► 3a	268,000.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	Related or exempt function income (See page 28 of the instructions.)	
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	176,161.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	-266,096.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				-89,935.	
13	Total. Add line 12, columns (b), (d), and (e)				13	-89,935.

D-1. VII.B. Relationship of Activities to the Accomplishment of Exempt Purposes

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|-----|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| (1) | Cash | 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. | | |

- 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.

If Yes, complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

<p>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.</p> <p> 01/07/2010 SVP Tax</p> <p>Signature of officer or trustee AUSTIN WENTWORTH Date 01/07/2010 Title SVP Tax</p>				
Sign Here	<p>Paid Preparer's Use Only</p> <p>Preparer's signature </p>	Date 	Check if self-employed 	Preparer's identifying number (See Signature on page 30 of the instructions)
	Firm's name (or yours if self-employed), address, and ZIP code 	EIN 	Phone no. 	

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
8,234.00		282.92 BANK NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES 7,101.00				02/11/2003	08/12/2009	1,133.00
8,237.00		283.02 BANK NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES 9,864.00				02/17/2004	08/12/2009	-1,627.00
10,983.00		377.36 BANK NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES 13,088.00				03/18/2004	08/12/2009	-2,105.00
13,729.00		471.7 BANK NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES 15,887.00				02/01/2006	08/12/2009	-2,158.00
25,605.00		700. BEST BUY INCORPORATED PROPERTY TYPE: SECURITIES 28,868.00				11/18/2004	08/12/2009	-3,263.00
34,934.00		1002. CVS CAREMARK CORP COM PROPERTY TYPE: SECURITIES 19,470.00				06/23/2004	08/12/2009	15,464.00
15,025.00		700. CISCO SYSTEMS INCORPORATED PROPERTY TYPE: SECURITIES 27,537.00				11/10/1999	08/12/2009	-12,512.00
17,172.00		800. CISCO SYSTEMS INCORPORATED PROPERTY TYPE: SECURITIES 10,800.00				02/11/2003	08/12/2009	6,372.00
21,556.00		300. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES 16,523.00				02/01/2006	08/12/2009	5,033.00
35,927.00		500. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES 33,556.00				02/13/2007	08/12/2009	2,371.00
50,000.00		4789.272 COLUMBIA CORE BOND FUND CLASS Z PROPERTY TYPE: SECURITIES 49,377.00				08/22/2000	08/12/2009	623.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
51,620.00		4744.448 COLUMBIA INTERNATIONAL STOCK FU PROPERTY TYPE: SECURITIES 120,123.00				08/29/1997	08/12/2009	-68,503.00
16,061.00		1476.149 COLUMBIA INTERNATIONAL STOCK FU PROPERTY TYPE: SECURITIES 36,171.00				10/30/1997	08/12/2009	-20,110.00
2,828.00		259.933 COLUMBIA INTERNATIONAL STOCK FUN PROPERTY TYPE: SECURITIES 6,276.00				11/21/1997	08/12/2009	-3,448.00
718.00		65.967 COLUMBIA INTERNATIONAL STOCK FUND PROPERTY TYPE: SECURITIES 1,593.00				11/21/1997	08/12/2009	-875.00
10,074.00		925.923 COLUMBIA INTERNATIONAL STOCK FUN PROPERTY TYPE: SECURITIES 22,063.00				11/26/1997	08/12/2009	-11,989.00
2,192.00		201.444 COLUMBIA INTERNATIONAL STOCK FUN PROPERTY TYPE: SECURITIES 5,356.00				04/29/1998	08/12/2009	-3,164.00
5,276.00		484.921 COLUMBIA INTERNATIONAL STOCK FUN PROPERTY TYPE: SECURITIES 13,280.00				06/29/1998	08/12/2009	-8,004.00
18,815.00		1729.321 COLUMBIA INTERNATIONAL STOCK FU PROPERTY TYPE: SECURITIES 43,131.00				08/28/1998	08/12/2009	-24,316.00
19,888.00		1827.979 COLUMBIA INTERNATIONAL STOCK FU PROPERTY TYPE: SECURITIES 42,722.00				09/29/1998	08/12/2009	-22,834.00
1,963.00		180.436 COLUMBIA INTERNATIONAL STOCK FUN PROPERTY TYPE: SECURITIES 4,604.00				12/18/1998	08/12/2009	-2,641.00
20,566.00		1890.244 COLUMBIA INTERNATIONAL STOCK FU PROPERTY TYPE: SECURITIES 53,058.00				11/17/1999	08/12/2009	-32,492.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
40,009.00		800. EXELON CORP COM PROPERTY TYPE: SECURITIES 33,446.00				11/18/2004	08/12/2009	6,563.00
10,252.00		205. EXELON CORP COM PROPERTY TYPE: SECURITIES 11,286.00				09/07/2005	08/12/2009	-1,034.00
62,140.00		900. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 45,081.00				11/18/2004	08/12/2009	17,059.00
40,046.00		580. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 36,318.00				02/01/2006	08/12/2009	3,728.00
9,923.00		700. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 26,730.00				02/22/2002	08/12/2009	-16,807.00
4,253.00		300. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 6,798.00				02/11/2003	08/12/2009	-2,545.00
7,088.00		500. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 18,415.00				11/18/2004	08/12/2009	-11,327.00
7,088.00		500. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 16,899.00				09/07/2005	08/12/2009	-9,811.00
3,402.00		240. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 7,855.00				02/01/2006	08/12/2009	-4,453.00
7,897.00		900. GENWORTH FINANCIAL INC CL A COM PROPERTY TYPE: SECURITIES 28,764.00				09/07/2005	08/12/2009	-20,867.00
19,617.00		500. GLAXO PLC PROPERTY TYPE: SECURITIES 25,275.00				09/07/2005	08/12/2009	-5,658.00

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

Kind of Property	Description					P or D	Date acquired	Date sold
	Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		
23,540.00			600. GLAXO PLC PROPERTY TYPE: SECURITIES 30,889.00				02/01/2006	08/12/2009
3,967.00			200. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES 12,779.00				03/18/2004	08/12/2009
5,951.00			300. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES 20,103.00				06/23/2004	08/12/2009
5,951.00			300. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES 19,001.00				11/18/2004	08/12/2009
27,803.00			600. KELLOGG CO PROPERTY TYPE: SECURITIES 27,462.00				09/07/2005	08/12/2009
32,436.00			700. KELLOGG CO PROPERTY TYPE: SECURITIES 30,288.00				02/01/2006	08/12/2009
26,211.00			500. KOHLS CORPORATION PROPERTY TYPE: SECURITIES 35,989.00				02/13/2007	08/12/2009
13,176.00			460. KRAFT FOODS INC CL A COM PROPERTY TYPE: SECURITIES 15,891.00				02/13/2007	08/12/2009
17,643.00			600. LAM RESEARCH CORP PROPERTY TYPE: SECURITIES 27,870.00				02/01/2006	08/12/2009
8,442.00			500. MEMC ELECTRONIC MATERIALS PROPERTY TYPE: SECURITIES 14,454.00				02/01/2006	08/12/2009
3,831.00			125. MERCK & CO INC COM PROPERTY TYPE: SECURITIES 5,481.00				02/13/2007	08/12/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
27,774.00			2100. NOKIA CORPORATION SPONSORED ADR PROPERTY TYPE: SECURITIES 38,531.00			02/01/2006	08/12/2009	
9,015.00			200. NOVARTIS AG ADR PROPERTY TYPE: SECURITIES 11,112.00			02/01/2006	08/12/2009	
22,537.00			500. NOVARTIS AG ADR PROPERTY TYPE: SECURITIES 29,330.00			02/13/2007	08/12/2009	
20,810.00			400. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 17,002.00			02/11/2003	08/12/2009	
20,810.00			400. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 16,202.00			03/05/2003	08/12/2009	
26,012.00			500. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 27,395.00			11/18/2004	08/12/2009	
1,631.00			26. RALCORP HOLDINGS INC W/I PROPERTY TYPE: SECURITIES 1,360.00			02/13/2007	08/12/2009	
30,898.00			200. RIO TINTO PLC SPONSORED ADR PROPERTY TYPE: SECURITIES 29,006.00			09/07/2005	08/12/2009	
10,767.00			200. SCHLUMBERGER LIMITED PROPERTY TYPE: SECURITIES 12,643.00			02/01/2006	08/12/2009	
19,458.00			865. STAPLES INCORPORATED PROPERTY TYPE: SECURITIES 18,142.00			11/18/2004	08/12/2009	
47,509.00			4597. TAIWAN SEMICONDUCTOR MFG LTD SPONS PROPERTY TYPE: SECURITIES 46,728.00			02/01/2006	08/12/2009	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
13,432.00		300. TIDEWATER INC PROPERTY TYPE: SECURITIES 15,542.00				02/13/2007	08/12/2009	-2,110.00
9,329.00		333. TIME WARNER INC NEW COM PROPERTY TYPE: SECURITIES 16,124.00				02/13/2007	08/12/2009	-6,795.00
2,847.00		83. TIME WARNER CABLE INC COM PROPERTY TYPE: SECURITIES 5,275.00				02/13/2007	08/12/2009	-2,428.00
2,875.00		130. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES 3,844.00				09/07/2005	08/12/2009	-969.00
16,321.00		550. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES 15,510.00				09/07/2005	08/12/2009	811.00
15,487.00		300. WELLPOINT INC PROPERTY TYPE: SECURITIES 14,644.00				11/18/2004	08/12/2009	843.00
50,716.00		1850. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 41,796.00				11/10/1999	08/12/2009	8,920.00
1,746.00		206. WINDSTREAM CORP COM PROPERTY TYPE: SECURITIES 2,284.00				09/07/2005	08/12/2009	-538.00
TOTAL GAIN(LOSS)						-----		-266,096.
						=====		

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC	1,040.	1,040.
AT&T INC	4,075.	4,075.
AIR PRODUCTS AND CHEMICALS INC	979.	979.
AUTOMATIC DATA PROCESSING INC	1,024.	1,024.
AVON PRODUCTS INC	320.	320.
BANK NEW YORK MELLON CORP COM	934.	934.
BEST BUY INCORPORATED	392.	392.
CVS CAREMARK CORP COM	298.	298.
COCA COLA CO COM	1,422.	1,422.
COLGATE PALMOLIVE CO	1,344.	1,344.
COLUMBIA ACORN FUND CLASS Z SHARES	82.	82.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	1,386.	1,386.
COLUMBIA MARSICO INT'L OPPORTUNITIES FD	1,566.	1,566.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	1,302.	1,302.
COLUMBIA GOVERNMENT RESERVES CAPITAL CLA	2,303.	2,303.
COLUMBIA CORE BOND FUND CLASS Z SHARES	75,465.	75,465.
COLUMBIA STRATEGIC INCOME FUND CLASS Z S	23,004.	23,004.
COLUMBIA INTERNATIONAL STOCK FUND CLASS	1,918.	1,918.
COLUMBIA CONSERVATIVE HIGH YIELD FUND CL	6,220.	6,220.
COLUMBIA REAL ESTATE EQUITY FUND CLASS Z	3,893.	3,007.
CONOCOPHILLIPS COM	2,256.	2,256.
CORNING INC	127.	127.
DUN & BRADSTREET CORP DEL NEW COM	132.	132.
EXELON CORP COM	3,150.	3,150.
EXXON MOBIL CORPORATION	3,116.	3,116.
FPL GROUP INC COM	239.	239.
GENERAL ELEC CO	3,708.	3,708.
GENWORTH FINANCIAL INC CL A COM	90.	90.
GLAXO PLC	2,088.	2,088.
GOLDMAN SACHS GROUP INC	123.	123.
HARTEFORD FINANCIAL SVCS GRP	760.	760.
HESS CORP COM	153.	153.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HEWLETT PACKARD COMPANY	352.	352.
INTERNATIONAL BUSINESS MACHINES CORP	1,050.	1,050.
J P MORGAN CHASE & CO COM	860.	860.
JOHNSON & JOHNSON	1,520.	1,520.
KELLOGG CO	1,326.	1,326.
KIMBERLY CLARK CORP COM	1,180.	1,180.
KRAFT FOODS INC CL A COM	534.	534.
MCDONALDS CORP	600.	600.
MERCK & CO INC COM	760.	760.
MICROSOFT CORPORATION	1,502.	1,502.
MOLSON COORS BREWING CO CL B	52.	52.
NOKIA CORPORATION SPONSORED ADR	1,146.	1,146.
NORDSTROM INCORPORATED	1,135.	1,135.
NOVARTIS AG ADR	1,200.	1,200.
PARKER HANNIFIN CORPORATION	96.	96.
PEPSICO INCORPORATED	2,800.	2,800.
PFIZER INC	1,440.	1,440.
PIMCO COMMODITY REALRETURN STRATEGY FUND	811.	811.
PRAXAIR INCORPORATED	60.	60.
PROCTER & GAMBLE CO COM	2,184.	2,184.
RIO TINTO PLC SPONSORED ADR	1,088.	1,088.
SCHLUMBERGER LIMITED	168.	168.
STAPLES INCORPORATED	330.	330.
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED A	2,085.	2,085.
TIDEWATER INC	225.	225.
TIME WARNER INC NEW COM	125.	125.
TIME WARNER INC NEW COM	62.	62.
US Bancorp Del Com New	1,235.	1,235.
United Technologies Corp	2,156.	2,156.
WACHOVIA CORP 2ND NEW	70.	70.
WASTE MANAGEMENT INC	867.	867.
WELLS FARGO COMPANY	2,267.	2,267.
WINDSTREAM CORP COM	206.	206.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
YUM BRANDS INC COM	760.	760.
TOTAL	176,161.	175,275.

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	800.			800.
TOTALS	800.	NONE		800.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	769.	769.
FEDERAL ESTIMATES - PRINCIPAL	2,080.	
FOREIGN TAXES ON QUALIFIED FOR	2,332.	2,332.
TOTALS	5,181.	3,101.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINC	125.	125.
OTHER ALLOCABLE EXPENSE-INCOME	400.	400.
OTHER NON-ALLOCABLE EXPENSE -	35.	35.
OTHER NON-ALLOCABLE EXPENSE -	13.	13.
TOTALS	573.	573.

MABEL A. HORNE FUND

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST / FMV C OR F
SEE ATTACHED STATEMENT	C
TOTALS	

04-6089241

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

DESCRIPTION	AMOUNT
-----	-----
SECURITIES ADJ	1,281.
ROUNDING	4.
-----	-----
TOTAL	1,285.
=====	=====

MABEL A. HORNE FUND

04-6089241

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

MA

STATEMENT 9

MABEL A. HORNE FUND

04-6089241

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

=====

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

100 FEDERAL STREET
BOSTON, MA 02110

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

37,179.

COMPENSATION

TOTAL COMPENSATION:

37,179.

=====

STATEMENT 10

X0576 2 000

GX4602 L775 01/07/2010 14:03:01

35 -

MABEL A. HORNE FUND

04-6089241

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

=====

EMPLOYEE NAME:

NONE

STATEMENT 11

MABEL A. HORNE FUND

04-6089241

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

=====

NAME :
NONE

STATEMENT 12

MABEL A. HORNE FUND
FORM 990PF, PART XV - LINES 2a - 2d
=====

04-6089241

RECIPIENT NAME:

SEE ATTACHED

FORM, INFORMATION AND MATERIALS:

SEE ATTACHED

SUBMISSION DEADLINES:

SEE ATTACHED

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE ATTACHED

STATEMENT 13

MABEL A. HORNE FUND
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

04-6089241

RECIPIENT NAME:
BOSTON TENPOINT COALITION, INC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 40,000.

RECIPIENT NAME:
NEW ENGLAND SHELTER HOMELESS VET
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
WELLSPRING HOUSE, INC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 45,000.

RECIPIENT NAME:
THE HOME FOR LITTLE WANDERERS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A

STATEMENT 14

MABEL A. HORNE FUND
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

04-6089241

RECIPIENT NAME:
MOUNT AUBURN HOSPITAL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
BROCKTON NEIGHBORHOOD HEALTH CTR
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
WRITERBOSTON
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
BIRD STREET COMMUNITY CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 20,000.

STATEMENT 15

MABEL A. HORNE FUND
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

04-6089241

RECIPIENT NAME:
HYDE SQUARE TASK FORCE, INC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
JULIE'S FAMILY LEARNING PROGRAM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
WINCHESTER HOSPITAL FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
FIRST CONG. CHURCH OF WINCHESTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 1,000.

STATEMENT 16

MABEL A. HORNE FUND
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

04-6089241

RECIPIENT NAME:
MT. VERNON HOUSE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
FAMILY NURTURING CENTER OF MASS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 20,000.

TOTAL GRANTS PAID: 268,000.
=====

STATEMENT 17

Capital Gains and Losses

2008

► Attach to Form 1041, Form 5227, or Form 990-T. See the separate
instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).

Name of estate or trust

MABEL A. HORNE FUND

Employer identification number

04-6089241

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

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

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

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			32,911.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-299,007.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet	11 ()	
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	-266,096.

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

Schedule D (Form 1041) 2008

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			
14 Net long-term gain or (loss):				
a Total for year	14a			-266,096.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ►	15			-266,096.

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2008

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

MABEL A. HORNE FUND

Employer identification number

04-6089241

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a .74 WELLS FARGO COMPANY	11/10/1999	01/21/2009	15.00	17.00	-2.00
400. GENENTECH INC	02/13/2007	03/26/2009	38,000.00	34,095.00	3,905.00
.333 TIME WARNER INC NEW COM	02/13/2007	04/17/2009	7.00	16.00	-9.00
.67 TIME WARNER CABLE INC COM	02/13/2007	04/17/2009	19.00	43.00	-24.00
.874 TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	02/01/2006	07/31/2009	9.00	9.00	
400. AFLAC INC	06/23/2004	08/12/2009	16,750.00	16,080.00	670.00
900. AFLAC INC	11/18/2004	08/12/2009	37,687.00	33,696.00	3,991.00
150. AT&T INC	11/18/2004	08/12/2009	3,838.00	3,932.00	-94.00
550. AIR PRODUCTS AND CHEMICALS INC	11/18/2004	08/12/2009	41,422.00	31,114.00	10,308.00
800. AUTOMATIC DATA PROCESSING INC	09/07/2005	08/12/2009	30,637.00	30,440.00	197.00
282.92 BANK NEW YORK MELLON CORP COM	02/11/2003	08/12/2009	8,234.00	7,101.00	1,133.00
283.02 BANK NEW YORK MELLON CORP COM	02/17/2004	08/12/2009	8,237.00	9,864.00	-1,627.00
377.36 BANK NEW YORK MELLON CORP COM	03/18/2004	08/12/2009	10,983.00	13,088.00	-2,105.00
471.7 BANK NEW YORK MELLON CORP COM	02/01/2006	08/12/2009	13,729.00	15,887.00	-2,158.00
700. BEST BUY INCORPORATED	11/18/2004	08/12/2009	25,605.00	28,868.00	-3,263.00
1002. CVS CAREMARK CORP COM	06/23/2004	08/12/2009	34,934.00	19,470.00	15,464.00
700. CISCO SYSTEMS INCORPORATED	11/10/1999	08/12/2009	15,025.00	27,537.00	-12,512.00
800. CISCO SYSTEMS INCORPORATED	02/11/2003	08/12/2009	17,172.00	10,800.00	6,372.00
300. COLGATE PALMOLIVE CO	02/01/2006	08/12/2009	21,556.00	16,523.00	5,033.00
500. COLGATE PALMOLIVE CO	02/13/2007	08/12/2009	35,927.00	33,556.00	2,371.00
4789.272 COLUMBIA CORE BOND FUND CLASS Z SHARES	08/22/2000	08/12/2009	50,000.00	49,377.00	623.00
4744.448 COLUMBIA INTERNATIONAL STOCK FUND CL	08/29/1997	08/12/2009	51,620.00	120,123.00	-68,503.00
1476.149 COLUMBIA INTERNATIONAL STOCK FUND CL	10/30/1997	08/12/2009	16,061.00	36,171.00	-20,110.00
259.933 COLUMBIA INTERNATIONAL STOCK FUND CL	11/21/1997	08/12/2009	2,828.00	6,276.00	-3,448.00
65.967 COLUMBIA INTERNATIONAL STOCK FUND CL	11/21/1997	08/12/2009	718.00	1,593.00	-875.00

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

Schedule D-1 (Form 1041) 2008

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

MABEL A. HORNE FUND

Employer identification number

04-6089241

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 925.923 COLUMBIA INTERNATIONAL STOCK FUND CL	11/26/1997	08/12/2009	10,074.00	22,063.00	-11,989.00
201.444 COLUMBIA INTERNATIONAL STOCK FUND CL	04/29/1998	08/12/2009	2,192.00	5,356.00	-3,164.00
484.921 COLUMBIA INTERNATIONAL STOCK FUND CL	06/29/1998	08/12/2009	5,276.00	13,280.00	-8,004.00
1729.321 COLUMBIA INTERNATIONAL STOCK FUND CL	08/28/1998	08/12/2009	18,815.00	43,131.00	-24,316.00
1827.979 COLUMBIA INTERNATIONAL STOCK FUND CL	09/29/1998	08/12/2009	19,888.00	42,722.00	-22,834.00
180.436 COLUMBIA INTERNATIONAL STOCK FUND CL	12/18/1998	08/12/2009	1,963.00	4,604.00	-2,641.00
1890.244 COLUMBIA INTERNATIONAL STOCK FUND CL	11/17/1999	08/12/2009	20,566.00	53,058.00	-32,492.00
800. EXELON CORP COM	11/18/2004	08/12/2009	40,009.00	33,446.00	6,563.00
205. EXELON CORP COM	09/07/2005	08/12/2009	10,252.00	11,286.00	-1,034.00
900. EXXON MOBIL CORPORATION	11/18/2004	08/12/2009	62,140.00	45,081.00	17,059.00
580. EXXON MOBIL CORPORATION	02/01/2006	08/12/2009	40,046.00	36,318.00	3,728.00
700. GENERAL ELEC CO	02/22/2002	08/12/2009	9,923.00	26,730.00	-16,807.00
300. GENERAL ELEC CO	02/11/2003	08/12/2009	4,253.00	6,798.00	-2,545.00
500. GENERAL ELEC CO	11/18/2004	08/12/2009	7,088.00	18,415.00	-11,327.00
500. GENERAL ELEC CO	09/07/2005	08/12/2009	7,088.00	16,899.00	-9,811.00
240. GENERAL ELEC CO	02/01/2006	08/12/2009	3,402.00	7,855.00	-4,453.00
900. GENWORTH FINANCIAL INC CL A COM	09/07/2005	08/12/2009	7,897.00	28,764.00	-20,867.00
500. GLAXO PLC	09/07/2005	08/12/2009	19,617.00	25,275.00	-5,658.00
600. GLAXO PLC	02/01/2006	08/12/2009	23,540.00	30,889.00	-7,349.00
200. HARTFORD FINANCIAL SVCS GRP	03/18/2004	08/12/2009	3,967.00	12,779.00	-8,812.00
300. HARTFORD FINANCIAL SVCS GRP	06/23/2004	08/12/2009	5,951.00	20,103.00	-14,152.00
300. HARTFORD FINANCIAL SVCS GRP	11/18/2004	08/12/2009	5,951.00	19,001.00	-13,050.00
600. KELLOGG CO	09/07/2005	08/12/2009	27,803.00	27,462.00	341.00
700. KELLOGG CO	02/01/2006	08/12/2009	32,436.00	30,288.00	2,148.00
500. KOHLS CORPORATION	02/13/2007	08/12/2009	26,211.00	35,989.00	-9,778.00

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

Schedule D-1 (Form 1041) 2008

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side	Employer identification number
MABEL A. HORNE FUND	04-6089241

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 460. KRAFT FOODS INC CL A COM	02/13/2007	08/12/2009	13,176.00	15,891.00	-2,715.00
600. LAM RESEARCH CORP	02/01/2006	08/12/2009	17,643.00	27,870.00	-10,227.00
500. MEMC ELECTRONIC MATERIALS	02/01/2006	08/12/2009	8,442.00	14,454.00	-6,012.00
125. MERCK & CO INC COM	02/13/2007	08/12/2009	3,831.00	5,481.00	-1,650.00
2100. NOKIA CORPORATION SPONSORED ADR	02/01/2006	08/12/2009	27,774.00	38,531.00	-10,757.00
200. NOVARTIS AG ADR	02/01/2006	08/12/2009	9,015.00	11,112.00	-2,097.00
500. NOVARTIS AG ADR	02/13/2007	08/12/2009	22,537.00	29,330.00	-6,793.00
400. PROCTER & GAMBLE CO COM	02/11/2003	08/12/2009	20,810.00	17,002.00	3,808.00
400. PROCTER & GAMBLE CO COM	03/05/2003	08/12/2009	20,810.00	16,202.00	4,608.00
500. PROCTER & GAMBLE CO COM	11/18/2004	08/12/2009	26,012.00	27,395.00	-1,383.00
26. RALCORP HOLDINGS INC W/I	02/13/2007	08/12/2009	1,631.00	1,360.00	271.00
200. RIO TINTO PLC SPONSORED ADR	09/07/2005	08/12/2009	30,898.00	29,006.00	1,892.00
200. SCHLUMBERGER LIMITED	02/01/2006	08/12/2009	10,767.00	12,643.00	-1,876.00
865. STAPLES INCORPORATED	11/18/2004	08/12/2009	19,458.00	18,142.00	1,316.00
4597. TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	02/01/2006	08/12/2009	47,509.00	46,728.00	781.00
300. TIDEWATER INC	02/13/2007	08/12/2009	13,432.00	15,542.00	-2,110.00
333. TIME WARNER INC NEW COM	02/13/2007	08/12/2009	9,329.00	16,124.00	-6,795.00
83. TIME WARNER CABLE INC COM	02/13/2007	08/12/2009	2,847.00	5,275.00	-2,428.00
130. US BANCORP DEL COM NEW	09/07/2005	08/12/2009	2,875.00	3,844.00	-969.00
550. WASTE MANAGEMENT INC	09/07/2005	08/12/2009	16,321.00	15,510.00	811.00
300. WELLPOINT INC	11/18/2004	08/12/2009	15,487.00	14,644.00	843.00
1850. WELLS FARGO COMPANY	11/10/1999	08/12/2009	50,716.00	41,796.00	8,920.00
206. WINDSTREAM CORP COM	09/07/2005	08/12/2009	1,746.00	2,284.00	-538.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b -299,007.00

Schedule D-1 (Form 1041) 2008

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

BRISTOL MYERS SQUIBB COMPANY	200.00
CMGI INC COM	599.00
COLUMBIA ACORN FUND CLASS Z SHARES	609.00
COLUMBIA INTERNATIONAL STOCK FUND CLASS Z SHA	13,656.00
COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES	5,247.00
COLUMBIA SMALL CAP CORE FUND CLASS Z SHARES	6,950.00
FEDERAL HOME LN MTG CORP	140.00
RIO TINTO PLC SPONSORED ADR	4,561.00
TENENT HEALTHCARE CORP	737.00
VERITAS SOFTWARE	13.00
CLASS ACTIONS SETTLEMENT FOR AIG INC (SEC)	199.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	32,911.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	32,911.00
=====	

Settlement Date

Bank of America



Account: 80-09-900-8533921 MABEL A HORNE FUND

Account Summary

Sept 01, 2009 through Sept 30, 2009

Market Value \$5,597,400.72

Account Activity		Receivables/Allowances		Income Summary	
Description	Current Period	YTD Since 10/01/08	Description	Current Period	Fiscal YTD
Beginning Market Value	\$5,433,724.36	\$5,938,977.86	Short-term	\$0.00	\$0.00
Income	16,053.19	173,048.50	Long-term	738.90	-266,099.06
Deposits	738.90	32,911.17	Net Total	\$738.90	\$266,099.06
Disbursements	-520.00	-270,642.45			
Bank Fees	-3,149.03	-37,978.69			
Change in Market Value	150,553.30	-238,315.67			
Ending Market Value	\$5,597,400.72	\$5,937,400.72			
Change in Account Value	163,676.36	-341,577.14			

Portfolio Allocation

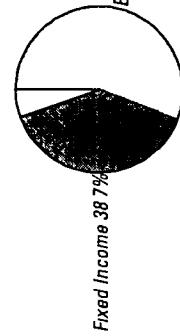
Description	Market Value	Tax Cost	Annual Income	Estimated Current Yield
Cash/Currency	\$190,878.12	\$190,875.55	\$11.45	0.0%
Equities	3,125,756.22	3,335,166.43	50,124.66	1.6
Fixed Income	2,168,613.26	2,170,621.50	101,253.02	4.7
Real Estate	62,218.06	128,044.69	3,889.46	6.3
Tangible Assets	49,935.06	50,000.00	2,538.96	5.1
Total Assets	\$5,597,400.72	\$5,874,708.17	\$157,817.55	2.8%
Total	\$5,597,400.72	\$5,874,708.17	\$157,817.55	

Income Summary

Income Summary

Description	YTD	Description	YTD	Description	YTD	YTD Since 10/01/08
Dividends - Taxable	\$0.00					
Total Income	\$266,099.06					

Assets representing less than 5% of total are grouped together as "Other" for display on the pie chart



Settlement Date

Bank of America



Account: 80-09-900-8533921 **MABEL A HORNE FUND**

Account Summary

Sept. 01, 2009 through Sept. 30, 2009

Current Statement

Beginning Value	<i>Current Period</i>		<i>YTD Since 1/01/08</i>	
	<i>Income Cash</i>	<i>Principal Cash</i>	<i>Income Cash</i>	<i>Principal Cash</i>
Income	\$0.00	\$0.00	\$0.00	\$0.00
Deposits	16,053.19	0.00	173,048.50	0.00
Disbursements	0.00	738.90	0.00	32,911.17
Bank Fees	-3,149.03	0.00	-520.00	-158,472.45
Purchases	0.00	0.00	-37,978.69	0.00
Sales and Maturities	0.00	0.00	0.00	-1,299,853.96
Net Automated Money Market Transactions	-12,904.16	-218.90	23,402.64	1,290,421.80
Ending Value	\$0.00	\$0.00	\$0.00	\$0.00

Settlement Date

Bank of America

Account: 80-09-900-8533921 MABEL A HORNE FUND

Portfolio Analysis
Sept. 01, 2009 through Sept. 30, 2009

Portfolio Summary by Asset Class		Current		Current	
Description	Market Value	% of Account	% of Sector	Tax Cost	Annual Income
Cash/Currency					
Cash Equivalents	\$190,878.12	3.4%	100.0%	\$190,875.55	\$11.45
Total Cash/Currency	\$190,878.12	3.4%	100.0%	\$190,875.55	\$11.45
Equities					
U S. Large Cap	\$1,725,139.14	30.8%	55.2%	\$1,668,391.83	\$37,808.31
U S Mid Cap	699,089.58	12.5	22.4	790,912.97	3,604.49
U S Small Cap	81,162.63	1.5	2.6	111,777.29	0.00
International Developed	550,698.57	9.8	17.6	700,582.84	7,830.87
Emerging Markets	69,666.30	1.2	2.2	63,501.50	880.99
Total Equities	\$3,125,756.22	55.8%	100.0%	\$3,335,166.43	\$50,124.66
Fixed Income					
Investment Grade Taxable	\$2,081,756.78	37.2%	96.0%	\$2,070,621.50	\$95,014.81
Global High Yield Taxable	86,836.48	1.6	4.0	100,000.00	6,238.21
Total Fixed Income	\$2,168,613.26	38.7%	100.0%	\$2,170,621.50	\$101,253.02
Real Estate					
Public REITs	\$62,218.06	1.1%	100.0%	\$128,044.69	\$3,889.46
Total Real Estate	\$62,218.06	1.1%	100.0%	\$128,044.69	\$3,889.46
Tangible Assets					
Commodities	\$49,935.06	0.9%	100.0%	\$50,000.00	\$2,538.96
Total Tangible Assets	\$49,935.06	0.9%	100.0%	\$50,000.00	\$2,538.96
Total Assets	\$5,597,400.72	100.0%		\$5,874,708.17	\$157,817.55
Total	\$5,597,400.72			\$5,874,708.17	\$157,817.55

BANK OF AMERICA, PHILANTHROPIC MANAGEMENT

Grantmaking Procedures – Massachusetts

I. INTRODUCTION

Bank of America serves as trustee, co-trustee, or agent to numerous private foundations. Many of these foundations are managed by Philanthropic Management. In Massachusetts, the donors of approximately 25 of these foundations have granted fairly broad discretion to Bank of America to design and execute charitable grantmaking programs to support nonprofit organizations serving vital community needs.

Working with either an internal distribution committee or in conjunction with a co-trustee, family member, or external advisor, we carefully evaluate grant proposals to ensure that meaningful grants are awarded in accordance with the philanthropic mission of each foundation. We have prepared these grantmaking guidelines as a tool to help the nonprofit community better understand the grantmaking goals and grant application processes for these foundations.

There is a combined annual giving of almost \$11 million from these foundations. The majority of grants are awarded in Massachusetts. However, there are a few foundations with geographic focus areas outside the state. Please review Section IV of these guidelines to learn more about the various foundations and their geographic focus areas.

II. PHILANTHROPIC GOALS

Program Focus Areas

Through our support of charitable organizations, we seek to positively impact the lives of the traditionally underserved within our communities. Please refer to our website, www.bankofamerica.com/grantmaking, and the respective Foundation Overview pages for detailed information about these foundations. Eight of the foundations set forth specific charitable giving areas, such as health care research. The donors of the remaining foundations have granted broad program discretion to Bank of America, and we currently focus funding in 3 primary areas—education, health care, and human services.

Education. We fund educational programs for all ages. To that end, we fund academic access, enrichment, and remedial programming for children, youth, adults, and senior citizens that focuses on preparing individuals to achieve while in school and beyond.

Health Care. We fund programming that improves access to primary care for traditionally underserved individuals. We also fund health education initiatives and programs that impact at-risk populations. In addition, we manage several foundations engaged in medical research.

Human Services. We are committed to serving the community by supporting organizations meeting the basic needs of all individuals. Since the human service needs of communities are broad and evolving, we fund a wide array of programming. Our efforts are focused on—but not limited to—employment, youth development, violence prevention, life skills attainment, and food programs.

Type of Support

To build the capacity of the nonprofit community we serve and to respond to an expressed need by nonprofits to fund their operations, we remain strongly committed to making general operating grants, whenever possible. We also make grants for program support.

Although we make capital grants in a few of the foundations we manage, in general, capital requests are not advised. Additionally, we do not provide support for endowment campaigns.

Please visit www.bankofamerica.com/grantmaking to review the respective Foundation Overview pages for further details and giving preferences of the various foundations.

III. APPLICATION PROCEDURES

The Massachusetts office currently manages approximately 25 separate foundations, each with its own mission statement and funding parameters. However, we have streamlined the application process. The first step in the application process is to select a foundation toward which to apply. This requires that you determine if there is a match in your organization's work with the funding parameters of any of the foundations.

Before You Apply

Before you start the application process, we recommend that you thoroughly research the information provided at www.bankofamerica.com/grantmaking. The website provides detailed information about each foundation, and the Find a Foundation search feature may assist you further in selecting the various foundations. Specifically, we recommend that you thoroughly read the **Foundation Overview** pages, which are 1-page summaries on each foundation, and the **Frequently Asked Questions (FAQ)** tab which provides helpful overview information. After exploring our website, you should be able to determine:

1. An appropriate foundation by entering the *Geographic Area Served* and/or *Program Type* preference(s) in the search filter
2. Whether your organization in fact meets the geographic and/or programmatic parameters of the specific foundation
3. The proposal deadline of the specific foundation, ensuring that your proposal is submitted at the appropriate time of the year

Please refer to Section IV for brief details about the geographic focus area(s) and proposal due dates of each foundation.

Selecting a Foundation

While each of the foundations has its own mission statement and funding parameters, many of our foundations have overlapping interest areas—education, health care, and human services. When the foundation's interest areas are identical, there is no advantage (or disadvantage) to applying to one foundation over another. Please submit your proposal to the foundation that both matches your organization's focus area and has a deadline date that meets your funding needs.

There are approximately 5 major deadline dates for foundations managed by the Massachusetts office.

There is no advantage (or disadvantage) to applying to a foundation within one deadline group over another deadline group.

Only 1 application may be submitted per calendar year to Philanthropic Management for any of the discretionary foundations that the Massachusetts office manages For instance, if you submit a proposal to the Adams Memorial Fund for the February deadline and are declined, you are not eligible to submit another proposal to any of the other foundations managed by the Massachusetts office until the start of the following calendar year.

Similarly, if your organization receives a grant award from a foundation, you are ineligible to re-apply toward any of the remaining foundations again until the end of your grant period. Again, if you submit a proposal to the Adams Memorial Fund and are awarded a grant, you are not eligible to submit another proposal to any of the other foundations managed by the Massachusetts office until completion of your grant cycle.

Although each foundation is managed as a separate entity, we do try—whenever possible—to position your proposal within the foundation where it will be the most competitive. Please feel free to contact a team member if you have any questions about preparing an application. Our contact information is listed in Section V.

Submitting an Application

Please note that we will be piloting our new Standard Online Grant Application with two of our foundations in 2010 (Adams Memorial Fund and the Horne Trust) Please review the Adams and/or Horne Foundation Overview pages for more information including online FAQs and the application link We look forward to your feedback on this new process as we have plans to roll out this online format to all foundations in the future

For the remaining 23 Massachusetts based foundations, please follow the Philanthropic Management Standard Grant Application format (hardcopy), which includes a 2-page cover sheet which must be submitted with the request. You can download the Application format and Cover Sheet form from the Foundation Overview pages at www.bankofamerica.com/grantmaking. Please observe the page range suggestions below, while following the Standard Grant Application format Your responses to the narrative portion of the application should total between 5-9 pages.

Application page limits:

- Question 2: 1-2 pages
- Question 3: 3-5 pages
- Question 4: 1-2 pages

Please note the following important submission information:

- Electronic submissions are **not** currently accepted
- Hand-delivered applications are **not** accepted
- Do **not** include video tapes or DVDs with your proposal submission
- Submit only 1 proposal (original only, no additional copies) on 8 1/2" x 11" paper. We also ask that you **not** use binders or report covers.

Proposals must be **post marked** on or before the application deadline and mailed to:

Ms. Melanie Khoury, Grants Manager
Bank of America
Philanthropic Management
100 Federal Street, MA5-100-16-01
Boston, MA 02110

Proposals to the Harold Brooks Foundation should be mailed to:

Ms. Sandra Smith
Bank of America
Philanthropic Management
100 Federal Street, MA5-16-06
Boston, MA 02110

Grant Reporting

If awarded a grant, you will be asked to complete a final grant report. If your grant is multi-year, you will also need to complete interim reports. If your organization receives a grant, the details of these reports will be more thoroughly addressed in a Grant Contract which you will receive. For reference, we accept the AGM Common Report Form found at <http://www.agmconnect.org/GrantSeekers/commonreportform.doc>.

IV. LIST OF FOUNDATIONS

Below is a full list of foundations managed by the Massachusetts office, including geographic focus areas, corresponding application deadlines, and decision dates.

Name of Foundation	Geographic Focus of Foundation	Application Deadline*	Decision Date
Lloyd G. Balfour Foundation**	CT, MA, ME, NH, RI, VT	February 1 & Rolling	Rolling
Frank W. & Carl S. Adams Memorial Fund	MA	February 1	May 31
Mabel A. Horne Trust	MA	February 1	May 31
Noonan Memorial Research Fund**	MA***	February 1	August 1
Charles F. Bacon Trust	MA	April 1	June 30
Ida S. Barter Trust	MA	April 1	June 30
Florian O. Bartlett Trust	MA	April 1	June 30
Harold Brooks Foundation	MA***	April 1, October 1	June 30, December 31
Alfred E. Chase Charitable Foundation	MA	April 1	June 30
Horace Moses Charitable Foundation	MA***	April 1	June 30
Deborah Munroe Noonan Memorial Fund	MA***	July 1	September 30
Charles H. Pearson Foundation Fund	MA	July 1	September 30
Frank Reed & Margaret Jane Peters Memorial Fund II	MA	July 1	September 30
Albert W. Rice Charitable Foundation	MA***	July 1	September 30
Bank of America Charitable Gift Fund – General Fund	MA	September 1	November 30
Perpetual Trust for Charitable Giving	MA	September 1	November 30
Frank Reed & Margaret Jane Peters Memorial Fund I	MA	September 1	November 30
Edward N. & Della L. Thome Memorial Foundation**	MD, MI, National	September 15	December 31
Amelia Sillman Rockwell & Carlos Perry Rockwell Charities Fund	MA	October 15	December 31
Simeon J. Fortin Charitable Foundation**	MA	October 15	December 31
S. Elizabeth O'Brien Trust**	MA	October 15	December 31
George W. Wells Foundation	MA***	October 15	December 31
Charles A. King Trust**	MA	December 15	June 1

* If the application deadline date falls on a weekend or holiday, proposals must be postmarked by the next business day

** Indicates a donor-directed charitable giving program area.

***Indicates a further geographic restriction

V. CONTACTS

Please feel free to email or call us to discuss your grant request before preparing a formal proposal.

<u>Name</u>	<u>Email Address</u>	<u>Phone Number</u>
Kim Igoe-Kasper Sr. Vice President	kim.m.igoe-kasper@baml.com	1.617.434.4941
Melanie Khoury Grants Manager	melanie.khoury@baml.com	1.617.434.4898
Michealle Larkins Vice President, Program Officer	michealle.larkins@baml.com	1.617.434.4847
Phung Pham Program Officer	phung.pham@baml.com	1.617.434.6454
George Thorn Vice President, Sr. Program Officer	george.thorn@baml.com	1.617.434.4652

VI. FREQUENTLY ASKED QUESTIONS (FAQ)

The following FAQs provide Massachusetts-specific guidance, but we encourage you to also review the FAQ tab at www.bankofamerica.com/grantmaking for a complete understanding of the grantmaking process. On the FAQ tab, we provide more nationally oriented FAQs.

Grantmaking Process

1. Which foundation should we choose? Do I need to direct my proposal to a particular one?

You will need to select a particular foundation to direct your application. Each of the foundations that our group manages has its own mission statement and funding parameters. If you have already determined the appropriate fit with a foundation given a specific programmatic or geographic match, your foundation selection task is fairly straight-forward.

However, many of our foundations have overlapping interest areas—education, health care, and human services. The funding criteria for these foundations are the same. When the foundation's interest areas are identical, there is no advantage (or disadvantage) to applying to one foundation over another. Please submit your proposal to the foundation that both matches your organization's focus area and has a deadline date that meets your funding needs.

2. Who reviews my proposal and makes the final funding decision?

After the proposal is received, the Grants Manager will conduct a preliminary check to ensure it is complete and meets with the funding parameters for the foundation. If it is complete, a Program Officer will take the lead on reviewing the proposal, conducting site visits, and requesting any additional information if needed. We may also work with a co-trustee or Advisory Committee in conducting this review. Once the due diligence process is complete, the Program Officers and other staff meet to discuss the merits of all proposals and make preliminary staff recommendations in the context of all pending requests. These recommendations are then submitted to our Distribution Committee, which makes the final funding decisions.

Applying for a Grant

3. How do I identify an appropriate dollar request?

Foundations consider several factors when reviewing a request. These include: the significance of the social need being addressed by the organization/project; how effectively the organization is working toward meeting that need; and the organization and/or project budget size.

4. Should I apply for operating, program or capital support?

We place emphasis on the quality of the work being done and understand that organizations need various forms of support. Therefore, we will consider many types of requests. Yet, given limited dollars, we typically do not award many capital grants and prefer to provide operating and program support.

We encourage requests for operating support to help build the capacity and strengthen the nonprofit community, and we recognize the expressed need by the nonprofit community for more operating funding. Program requests can be stronger if a particular program fits within the foundation's mission, where the broader work of the organization does not.

Small, program-related capital expenses may be included in general operating or program requests. If you have any questions, please call our office to discuss the specifics of your situation.

5. Should I apply for single or multi-year support?

We provide single and multi-year support. Please review the individual Foundation Overview pages on the website for details about which foundations are poised for multi-year commitments.

6. Do you invest in start-up nonprofits or in programs that are not yet off the ground?

We typically do not provide support for start-ups. However, we are open to discussing the opportunities with you, so please call our office for further guidance.

7. I applied to a particular foundation, but funding came from a different foundation. Why did this happen?

We will act in your best interest and may redirect the proposal if we believe there is a stronger chance of receiving funding elsewhere. For instance, sometimes there may be a better match in funding interests with another foundation, or the competition for dollars for that particular foundation may be higher than normal, and we want to give a strong proposal a “second chance.”