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

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

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 HOWARD C CONNOR CHARITABLE FOUNDATION	A Employer identification number 22-3204723
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite EASTERN BANK, TRUSTEE ACCT 1041698	B Telephone number (see page 10 of the instructions) (781) 581-4215
	City or town, state, and ZIP code 605 BROADWAY SAUGUS, MA 01906	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"/>

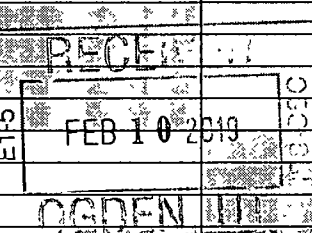
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **1,494,359.**
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 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 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	41,317.	41,317.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-131,145.			
b Gross sales price for all assets on line 6a 606,039.				
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)	5,347.			STMT 4
12 Total. Add lines 1 through 11	-84,481.	41,317.		
13 Compensation of officers, directors, trustees, etc.	15,534.	3,884.		11,650.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	3,687.	93.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 6	153.			153.
24 Total operating and administrative expenses. Add lines 13 through 23	19,374.	3,977.		11,803.
25 Contributions, gifts, grants paid	75,000.			75,000.
26 Total expenses and disbursements. Add lines 24 and 25	94,374.	3,977.		86,803.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-178,855.			
b Net investment income (if negative, enter -0-)		37,340.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments				
	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)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	1,615,882.	1,409,250.	1,494,359.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,615,882.	1,409,250.	1,494,359.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <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	1,517,075.	1,517,075.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	98,807.	-107,825.		
30	Total net assets or fund balances (see page 17 of the instructions)	1,615,882.	1,409,250.			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,615,882.	1,409,250.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,615,882.
2	Enter amount from Part I, line 27a	2	-178,855.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,437,027.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 7	5	27,777.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,409,250.

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			(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))
(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	
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	-131,145.
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	78,504.	1,750,971.	0.04483455180
2006	115,862.	1,811,498.	0.06395922049
2005	97,875.	1,693,413.	0.05779747764
2004	91,535.	1,667,564.	0.05489144645
2003	93,391.	1,662,307.	0.05618155972

2 Total of line 1, column (d)	2	0.27766425610
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	0.05553285122
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	1,386,680.
5 Multiply line 4 by line 3	5	77,006.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	373.
7 Add lines 5 and 6	7	77,379.
8 Enter qualifying distributions from Part XII, line 4 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.	8	86,803.

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	1	373.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	373.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	373.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	3,214.
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	3,214.
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	2,841.
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> 376. Refunded <input checked="" type="checkbox"/>	11	2,465.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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)? <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>		X
1c Did the foundation file Form 1120-POL for this year?		X
2 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? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 8		
8b 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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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)(3)? If "Yes," attach schedule (see page 20 of the instructions) 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of EASTERN BANK Telephone no. (781) 581-4215
Located at 605 BROADWAY STREET, SAUGUS, MA ZIP + 4 01906
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No X
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)? Organizations relying on a current notice regarding disaster assistance check here 1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? Yes No X
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 X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008? 4b X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If you answered "Yes" to 6b, also file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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 9		15,534.	-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
NONE		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
NONE		NONE

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,407,797.
b	Average of monthly cash balances	1b	NONE
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	1,407,797.
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	1,407,797.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	21,117.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,386,680.
6	Minimum investment return. Enter 5% of line 5	6	69,334.

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	69,334.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	373.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	373.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	68,961.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	68,961.
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	68,961.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	86,803.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	86,803.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	373.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	86,430.

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				68,961.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			23,351.	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	NONE			
b From 2004	NONE			
c From 2005	NONE			
d From 2006	NONE			
e From 2007	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ <u>86,803.</u>				
a Applied to 2007, but not more than line 2a			23,351.	
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				63,452.
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				5,509.
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**

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:
SEE STATEMENT 10

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 14				
Total				75,000.
b Approved for future payment				
Total				3b

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,657.	
50,000.00		50000. ANHEUSER BUSCH 5.125% 10/01/2008 PROPERTY TYPE: SECURITIES 52,193.00					02/08/2005 -2,193.00	10/01/2008
1,069.00		107. HARTFORD FINANCIAL SERVICES GROUP I PROPERTY TYPE: SECURITIES 5,553.00					09/26/2008 -4,484.00	10/31/2008
2,637.00		264. HARTFORD FINANCIAL SERVICES GROUP I PROPERTY TYPE: SECURITIES 20,408.00					08/24/2007 -17,771.00	10/31/2008
24,823.00		1025.759 ARTIO (FORMERLY JULIUS BAER) IN PROPERTY TYPE: SECURITIES 40,225.00					12/27/2006 -15,402.00	11/13/2008
9,524.00		803. LEGG MASON EMERGING MKTS TRUST-INST PROPERTY TYPE: SECURITIES 22,203.00					05/01/2008 -12,679.00	11/13/2008
2,767.00		136.841 RAINIER SM/MID CAP EQUITY-INST. PROPERTY TYPE: SECURITIES 5,101.00					01/10/2008 -2,334.00	11/13/2008
19,565.00		967.586 RAINIER SM/MID CAP EQUITY-INST. PROPERTY TYPE: SECURITIES 36,310.00					12/15/2006 -16,745.00	11/13/2008
50,000.00		50000. FEDERAL HOME LOAN BANK 3.625% 11/ PROPERTY TYPE: SECURITIES 49,895.00					11/30/2004 105.00	11/14/2008
3,466.00		131. A T & T INC PROPERTY TYPE: SECURITIES 3,405.00					05/30/2006 61.00	11/17/2008
1,407.00		97. ABB LTD ADR PROPERTY TYPE: SECURITIES 1,272.00					08/09/2006 135.00	12/16/2008

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
8,248.00		229. ALLERGAN INC. PROPERTY TYPE: SECURITIES 12,176.00				02/27/2007	12/16/2008	
						-3,928.00		
4,905.00		66. APACHE CORP PROPERTY TYPE: SECURITIES 7,114.00				02/13/2008	12/16/2008	
						-2,209.00		
1,332.00		78. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 1,357.00				10/13/2005	12/16/2008	
						-25.00		
15,681.00		879. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 18,045.00				08/27/2004	12/16/2008	
						-2,364.00		
9,797.00		638. INTEL CORP PROPERTY TYPE: SECURITIES 12,417.00				01/23/1998	12/16/2008	
						-2,620.00		
1,465.00		17. I B M CORP PROPERTY TYPE: SECURITIES 1,824.00				02/19/2008	12/16/2008	
						-359.00		
16,163.00		360. I SHARES MSCI EAFE INDEX FUND PROPERTY TYPE: SECURITIES 15,089.00				11/13/2008	12/16/2008	
						1,074.00		
10,829.00		361. ESTEE LAUDER COMPANY PROPERTY TYPE: SECURITIES 14,792.00				05/11/2006	12/16/2008	
						-3,963.00		
4,061.00		156. MARATHON OIL CORP PROPERTY TYPE: SECURITIES 4,565.00				11/28/2005	12/16/2008	
						-504.00		
7,237.00		116. MCDONALD'S CORP PROPERTY TYPE: SECURITIES 6,821.00				11/09/2007	12/16/2008	
						416.00		
10,834.00		115. STANDARD & POORS MIDCAP 400 DEP RE PROPERTY TYPE: SECURITIES 10,686.00				11/13/2008	12/16/2008	
						148.00		

**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)	
1,382.00		35. NEWMONT MINING CO PROPERTY TYPE: SECURITIES 1,714.00				05/16/2008	12/16/2008 -332.00	
1,697.00		85. J C PENNEY CO PROPERTY TYPE: SECURITIES 3,410.00				06/05/2008	12/16/2008 -1,713.00	
2,996.00		150. J C PENNEY CO PROPERTY TYPE: SECURITIES 7,523.00				10/28/2005	12/16/2008 -4,527.00	
12,859.00		1058. RED HAT INC PROPERTY TYPE: SECURITIES 23,021.00				08/28/2007	12/16/2008 -10,162.00	
2,999.00		328. SAN DISK CORP PROPERTY TYPE: SECURITIES 15,679.00				10/15/2007	12/16/2008 -12,680.00	
3,387.00		80. TEVA PHARMACEUTICAL ADR PROPERTY TYPE: SECURITIES 2,558.00				06/30/2006	12/16/2008 829.00	
3,346.00		71. BUNGE LIMITED PROPERTY TYPE: SECURITIES 6,547.00				08/19/2008	12/16/2008 -3,201.00	
8,107.00		469. ASML HOLDINGS PROPERTY TYPE: SECURITIES 10,008.00				08/28/2007	12/16/2008 -1,901.00	
3,354.00		88. ST JUDE MEDICAL INCORPORATED PROPERTY TYPE: SECURITIES 3,390.00				04/10/2007	02/13/2009 -36.00	
1,585.00		59. AETNA U S HEALTHCARE INC PROPERTY TYPE: SECURITIES 1,459.00				12/16/2008	02/25/2009 126.00	
5,373.00		200. AETNA U S HEALTHCARE INC PROPERTY TYPE: SECURITIES 8,200.00				10/26/2005	02/25/2009 -2,827.00	

**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)	
1,335.00		45. PNC BANK CORP PROPERTY TYPE: SECURITIES 2,175.00				12/16/2008	02/26/2009 -840.00	
4,125.00		139. PNC BANK CORP PROPERTY TYPE: SECURITIES 10,118.00				06/19/2007	02/26/2009 -5,993.00	
1,908.00		44. TEVA PHARMACEUTICAL ADR PROPERTY TYPE: SECURITIES 1,407.00				06/30/2006	03/11/2009 501.00	
7,182.00		393. AKAMAI TECHNOLOGIES PROPERTY TYPE: SECURITIES 5,813.00				12/16/2008	03/12/2009 1,369.00	
5,100.00		393. CONSTELLATION BRANDS, INC. PROPERTY TYPE: SECURITIES 7,553.00				03/09/2007	03/13/2009 -2,453.00	
7,976.00		166. PEPSICO INC PROPERTY TYPE: SECURITIES 5,360.00				01/31/1997	03/13/2009 2,616.00	
7,615.00		409. MEMC ELECTRONIC MATERIALS PROPERTY TYPE: SECURITIES 6,428.00				12/16/2008	03/26/2009 1,187.00	
4,928.00		169. MARATHON OIL CORP PROPERTY TYPE: SECURITIES 4,945.00				11/28/2005	04/03/2009 -17.00	
2,931.00		158. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 3,466.00				06/26/2008	04/07/2009 -535.00	
2,845.00		256. CONSTELLATION BRANDS, INC. PROPERTY TYPE: SECURITIES 3,153.00				12/16/2008	04/14/2009 -308.00	
2,012.00		181. CONSTELLATION BRANDS, INC. PROPERTY TYPE: SECURITIES 3,478.00				03/09/2007	04/14/2009 -1,466.00	

**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)	
4,342.00		269. WEATHERFORD INTL LTD NEW PROPERTY TYPE: SECURITIES 3,353.00					05/20/2005	04/28/2009
							989.00	
3,076.00		93. AMERICA MOVIL SERIES L PROPERTY TYPE: SECURITIES 4,159.00					12/16/2008	04/30/2009
							-1,083.00	
8,038.00		243. AMERICA MOVIL SERIES L PROPERTY TYPE: SECURITIES 8,509.00					05/26/2006	04/30/2009
							-471.00	
4,057.00		82. PEPSICO INC PROPERTY TYPE: SECURITIES 2,648.00					01/31/1997	05/01/2009
							1,409.00	
3,235.00		66. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 1,983.00					07/27/2000	05/01/2009
							1,252.00	
3,508.00		173. AKAMAI TECHNOLOGIES PROPERTY TYPE: SECURITIES 2,559.00					12/16/2008	05/13/2009
							949.00	
2,674.00		34. APACHE CORP PROPERTY TYPE: SECURITIES 3,665.00					02/13/2008	05/13/2009
							-991.00	
1,103.00		96. BANK AMERICA CORP PROPERTY TYPE: SECURITIES 3,277.00					02/10/2003	05/13/2009
							-2,174.00	
1,294.00		30. BOEING CO PROPERTY TYPE: SECURITIES 1,211.00					12/16/2008	05/13/2009
							83.00	
1,915.00		28. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES 2,408.00					07/18/2008	05/13/2009
							-493.00	
1,187.00		53. COACH, INC. PROPERTY TYPE: SECURITIES 1,888.00					04/06/2006	05/13/2009
							-701.00	

**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)	
2,663.00		44. GENZYME CORP GENERAL DIVISION PROPERTY TYPE: SECURITIES 3,111.00				02/07/2006	05/13/2009	-448.00
928.00		82. INTERSIL HOLDING CORP. PROPERTY TYPE: SECURITIES 826.00				12/16/2008	05/13/2009	102.00
1,274.00		29. I SHARES MSCI EAFE INDEX FUND PROPERTY TYPE: SECURITIES 1,215.00				11/13/2008	05/13/2009	59.00
1,496.00		51. MARATHON OIL CORP PROPERTY TYPE: SECURITIES 2,165.00				02/13/2008	05/13/2009	-669.00
2,232.00		113. MICROSOFT PROPERTY TYPE: SECURITIES 2,247.00				12/16/2008	05/13/2009	-15.00
1,146.00		37. OMNICOM GROUP PROPERTY TYPE: SECURITIES 1,050.00				02/10/2003	05/13/2009	96.00
6,052.00		392. PFIZER INC PROPERTY TYPE: SECURITIES 10,076.00				03/22/2007	05/13/2009	-4,024.00
3,039.00		60. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 1,803.00				07/27/2000	05/13/2009	1,236.00
792.00		21. ST JUDE MEDICAL INCORPORATED PROPERTY TYPE: SECURITIES 809.00				04/10/2007	05/13/2009	-17.00
1,077.00		24. TEVA PHARMACEUTICAL ADR PROPERTY TYPE: SECURITIES 767.00				06/30/2006	05/13/2009	310.00
4,042.00		98. XTO ENERGY INC PROPERTY TYPE: SECURITIES 3,742.00				01/08/2009	05/13/2009	300.00

**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)	
632.00		35. WEATHERFORD INTL LTD NEW PROPERTY TYPE: SECURITIES 436.00				05/20/2005	05/13/2009	
						196.00		
50,000.00		50000. FEDERAL HOME LOAN BANKS 4% 05/15/ PROPERTY TYPE: SECURITIES 50,192.00				11/30/2004	05/15/2009	
						-192.00		
7,024.00		87. LOCKHEED MARTIN CORP PROPERTY TYPE: SECURITIES 9,492.00				05/16/2008	06/30/2009	
						-2,468.00		
3,329.00		142. COACH, INC. PROPERTY TYPE: SECURITIES 4,403.00				05/24/2006	07/10/2009	
						-1,074.00		
3,689.00		65. MCDONALD'S CORP PROPERTY TYPE: SECURITIES 3,822.00				11/09/2007	07/10/2009	
						-133.00		
7,273.00		727. NEW YORK COMMUNITY BANCORP PROPERTY TYPE: SECURITIES 7,888.00				05/13/2009	07/10/2009	
						-615.00		
3,587.00		92. ST JUDE MEDICAL INCORPORATED PROPERTY TYPE: SECURITIES 3,544.00				04/10/2007	07/17/2009	
						43.00		
4,986.00		306. AKAMAI TECHNOLOGIES PROPERTY TYPE: SECURITIES 4,526.00				12/16/2008	07/30/2009	
						460.00		
6,378.00		123. GENZYME CORP GENERAL DIVISION PROPERTY TYPE: SECURITIES 8,223.00				06/12/2007	07/31/2009	
						-1,845.00		
3,463.00		88. MEAD JOHNSON NUTRITION COMPANY PROPERTY TYPE: SECURITIES 2,415.00				03/12/2009	08/12/2009	
						1,048.00		
15,803.00		437. I SHARES MSCI EMERGING MKT INDEX PROPERTY TYPE: SECURITIES 10,007.00				11/13/2008	08/13/2009	
						5,796.00		

**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)	
4,012.00		67. AMGEN INC PROPERTY TYPE: SECURITIES 5,136.00					10/18/2005 -1,124.00	08/17/2009
7,612.00		125. NORTHERN TRUST CORP PROPERTY TYPE: SECURITIES 7,104.00					02/26/2009 508.00	08/20/2009
50,000.00		50000. GENERAL ELECTRIC CAP CORP 4.625% PROPERTY TYPE: SECURITIES 51,300.00					01/31/2005 -1,300.00	09/15/2009
5,899.00		133. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 5,513.00					03/07/2006 386.00	09/24/2009
9,751.00		444. U.S. BANCORP NEW PROPERTY TYPE: SECURITIES 10,975.00					05/13/2009 -1,224.00	09/24/2009
2,933.00		89. COACH, INC. PROPERTY TYPE: SECURITIES 2,579.00					02/22/2008 354.00	09/29/2009
3,470.00		7. GOOGLE INC PROPERTY TYPE: SECURITIES 2,657.00					06/02/2006 813.00	09/29/2009
4,519.00		79. MCDONALD'S CORP PROPERTY TYPE: SECURITIES 4,645.00					11/09/2007 -126.00	09/29/2009
TOTAL GAIN(LOSS)							----- -131,145. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABB LTD ADR	422.	422.
A T & T INC	770.	770.
ABBOTT LABORATORIES INC	295.	295.
AETNA U S HEALTHCARE INC	8.	8.
ALLERGAN INC.	11.	11.
ANHEUSER BUSCH 5.125% 10/01/2008	1,281.	1,281.
APACHE CORP	85.	85.
BANK AMERICA CORP	313.	313.
BOEING CO	440.	440.
CVS CORP.	185.	185.
CATERPILLAR FINANCIAL 4.15% 01/15/2010	2,075.	2,075.
CHEVRONTEXACO CORP	957.	957.
COACH, INC.	74.	74.
CUMMINS INC	31.	31.
DANAHER CORP	19.	19.
DEERE & CO	63.	63.
EDISON INTERNATIONAL	959.	959.
EXXON MOBIL CORP	541.	541.
FEDERAL HOME LOAN BANK 3.625% 11/14/2008	901.	901.
FEDERAL HOME LOAN BANKS 4% 05/15/2009	2,000.	2,000.
FEDERAL HOME LOAN BANKS 5% 05/13/2011	5,000.	5,000.
FREEMPORT-MCMORAN	98.	98.
GAZPROM ADR	71.	71.
GENERAL ELEC CO	272.	272.
GENERAL ELECTRIC CAP CORP 4.625% 09/15/2	2,313.	2,313.
GEORGIA POWER CO 6% 11/01/2013	1,158.	1,158.
GOLDMAN SACHS GROUP	29.	29.
HARTFORD FINANCIAL SERVICES GROUP INC.	140.	140.
HEWLETT-PACKARD CO	22.	22.
HONEYWELL INT'L INC. 4.25% 03/01/2013	59.	59.
INTEL CORP	323.	323.
I B M CORP	239.	239.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTERMEDIATE HOLDING CORP.	218.	218.
I SHARES MSCI EMERGING MKT INDEX	468.	468.
I SHARES MSCI EAFE INDEX FUND	433.	433.
I SHARES BARCLAYS 1-3 YR CREDIT BOND FU	46.	46.
J P MORGAN CHASE & CO	474.	474.
JOHNSON & JOHNSON	394.	394.
KIMBERLY CLARK CORP 5.625% 02/15/2012	1,406.	1,406.
ESTEE LAUDER COMPANY	199.	199.
LOCKHEED MARTIN CORP	397.	397.
LOWES COMPANIES INC 5.6% 09/15/2012	3,185.	3,185.
MARATHON OIL CORP	286.	286.
MCDONALD'S CORP	687.	687.
MEAD JOHNSON NUTRITION COMPANY	78.	78.
MERRILL LYNCH & CO 4.5% 11/04/2010	2,250.	2,250.
METLIFE INC.	223.	223.
MICROSOFT	280.	280.
STANDARD & POORS MIDCAP 400 DEP REC	253.	253.
FEDERATED PRIME OBLIGATIONS FUND # 396 C	6.	6.
FEDERATED GOV'T OBLIGATION TAX MANAGED F	1,468.	1,468.
MORGAN STANLEY	37.	37.
NEW YORK COMMUNITY BANCORP	141.	141.
NEWMONT MINING CO	76.	76.
NORTHERN TRUST CORP	70.	70.
OMNICOM GROUP	277.	277.
ORACLE CORPORATION	104.	104.
PNC BANK CORP	213.	213.
J C PENNEY CO	47.	47.
PEPSICO INC	451.	451.
PFIZER INC	876.	876.
PROCTER & GAMBLE CO	627.	627.
QUALCOMM INC	80.	80.
EB REALTY LLC / TA FUND VII	859.	859.
TEVA PHARMACEUTICAL ADR	233.	233.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
U.S. BANCORP NEW	202.	202.
VANGUARD INTERMEDIATE-TERM INV GRADE # 5	2,674.	2,674.
WAL-MART STORES INC	230.	230.
XTO ENERGY INC	79.	79.
BUNGE LIMITED	136.	136.
TOTAL	41,317.	41,317.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
EB REALTY LLC / TA FUND VII	5,347.
TOTALS	----- 5,347. =====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	55.	55.
FEDERAL TAX PAYMENT - PRIOR YE	380.	
FEDERAL ESTIMATES - PRINCIPAL	3,214.	
FOREIGN TAXES ON QUALIFIED FOR	38.	38.
TOTALS	3,687.	93.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER NONALLOCABLE EXPENSES -	153.	153.
TOTALS	153.	153.
	=====	=====

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

DESCRIPTION -----	AMOUNT -----
ADJUSTMENT TO REFLECT EB REALTY CHG IN AC	13,303.
ADJUSTMENT TO REFLECT BOOK VALUE	14,474.

TOTAL	27,777.
	=====

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

MA

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

=====

OFFICER NAME:

EASTERN BANK & TRUST COMPANY

ADDRESS:

605 BROADWAY
SAUGUS, MA 01906

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

COMPENSATION 15,534.

TOTAL COMPENSATION: 15,534.
=====

RECIPIENT NAME:

JOHN DOHERTY, EASTERN BANK

ADDRESS:

605 BROADWAY STREET

SAUGUS, MA 01906

FORM, INFORMATION AND MATERIALS:

LETTER WHICH INCLUDES FINANCIAL DATA, ACTIVITIES OF ORGANIZATIONS,
VERIFICATION OF TAX EXEMPT STATUS AND OTHER PERTINENT INFORMATION.

SUBMISSION DEADLINES:

NONE. MEETINGS ARE HELD IN MAY AND NOVEMBER.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

AWARDS ARE MADE AT DISCRETION OF TRUSTEE TO NEW ENGLAND AREA TAX
EXEMPT ORGANIZATIONS.

RECIPIENT NAME:
ROGERSON COMMUNITIES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
UNITED SOUTH END SETTLEMENTS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
HOME FOR LITTLE WANDERERS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
MALDEN YWCA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
BRIDGE A SCHOOL COMMUNITY PROJECT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
BRIDGE OVER TROUBLED WATERS INC.
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CARITAS COMMUNITIES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
IMMIGRANT LEARNING CENTER INC.
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
MISSION OF DEEDS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
MYSTIC VALLEY ELDER SERVICES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
SAMARITANS INC.
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
VISITING NURSE/MIDDLESEX EAST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
MARY T. & WILLIAM
RICHARDSON FUND
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
TRIANGLE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
BOYS & GIRLS CLUB
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID: 75,000.
=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2008

Name of estate or trust HOWARD C CONNOR CHARITABLE FOUNDATION	Employer identification number 22-3204723
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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	-19,215.
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	-19,215.

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			1,657.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-113,587.
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	-111,930.

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		-19,215.
14	Net long-term gain or (loss):			
a	Total for year	14a		-111,930.
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		-131,145.

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

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	(3,000)
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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. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31. <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)	30		
31	Figure the tax on the amount on line 23. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)	34		

Continuation Sheet for Schedule D
(Form 1041)

2008

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust: **HOWARD C CONNOR CHARITABLE FOUNDATION**
Employer identification number: **22-3204723**

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 107. HARTFORD FINANCIAL SERVICES GROUP INC.	09/26/2008	10/31/2008	1,069.00	5,553.00	-4,484.00
803. LEGG MASON EMERGING MKTS TRUST-INST	05/01/2008	11/13/2008	9,524.00	22,203.00	-12,679.00
136.841 RAINIER SM/MID CAP EQUITY-INST.	01/10/2008	11/13/2008	2,767.00	5,101.00	-2,334.00
66. APACHE CORP	02/13/2008	12/16/2008	4,905.00	7,114.00	-2,209.00
17. I B M CORP	02/19/2008	12/16/2008	1,465.00	1,824.00	-359.00
360. I SHARES MSCI EAFE INDEX FUND	11/13/2008	12/16/2008	16,163.00	15,089.00	1,074.00
115. STANDARD & POORS MIDCAP 400 DEP REC	11/13/2008	12/16/2008	10,834.00	10,686.00	148.00
35. NEWMONT MINING CO	05/16/2008	12/16/2008	1,382.00	1,714.00	-332.00
85. J C PENNEY CO	06/05/2008	12/16/2008	1,697.00	3,410.00	-1,713.00
71. BUNGE LIMITED	08/19/2008	12/16/2008	3,346.00	6,547.00	-3,201.00
59. AETNA U S HEALTHCARE INC	12/16/2008	02/25/2009	1,585.00	1,459.00	126.00
45. PNC BANK CORP	12/16/2008	02/26/2009	1,335.00	2,175.00	-840.00
393. AKAMAI TECHNOLOGIES	12/16/2008	03/12/2009	7,182.00	5,813.00	1,369.00
409. MEMC ELECTRONIC MATERIALS	12/16/2008	03/26/2009	7,615.00	6,428.00	1,187.00
158. ORACLE CORPORATION	06/26/2008	04/07/2009	2,931.00	3,466.00	-535.00
256. CONSTELLATION BRANDS, INC.	12/16/2008	04/14/2009	2,845.00	3,153.00	-308.00
93. AMERICA MOVIL SERIES L	12/16/2008	04/30/2009	3,076.00	4,159.00	-1,083.00
173. AKAMAI TECHNOLOGIES	12/16/2008	05/13/2009	3,508.00	2,559.00	949.00
30. BOEING CO	12/16/2008	05/13/2009	1,294.00	1,211.00	83.00
28. CHEVRONTEXACO CORP	07/18/2008	05/13/2009	1,915.00	2,408.00	-493.00
82. INTERSIL HOLDING CORP.	12/16/2008	05/13/2009	928.00	826.00	102.00
29. I SHARES MSCI EAFE INDEX FUND	11/13/2008	05/13/2009	1,274.00	1,215.00	59.00
113. MICROSOFT	12/16/2008	05/13/2009	2,232.00	2,247.00	-15.00
98. XTO ENERGY INC	01/08/2009	05/13/2009	4,042.00	3,742.00	300.00

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

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

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

HOWARD C CONNOR CHARITABLE FOUNDATION

22-3204723

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 50000. ANHEUSER BUSCH 5.125% 10/01/2008	02/08/2005	10/01/2008	50,000.00	52,193.00	-2,193.00
264. HARTFORD FINANCIAL SERVICES GROUP INC.	08/24/2007	10/31/2008	2,637.00	20,408.00	-17,771.00
1025.759 ARTIO (FORMERLY JULIUS BAER) INTERNATION	12/27/2006	11/13/2008	24,823.00	40,225.00	-15,402.00
967.586 RAINIER SM/MID CAP EQUITY-INST.	12/15/2006	11/13/2008	19,565.00	36,310.00	-16,745.00
50000. FEDERAL HOME LOAN BANK 3.625% 11/14/2008	11/30/2004	11/14/2008	50,000.00	49,895.00	105.00
131. A T & T INC	05/30/2006	11/17/2008	3,466.00	3,405.00	61.00
97. ABB LTD ADR	08/09/2006	12/16/2008	1,407.00	1,272.00	135.00
229. ALLERGAN INC.	02/27/2007	12/16/2008	8,248.00	12,176.00	-3,928.00
78. CISCO SYSTEMS INC	10/13/2005	12/16/2008	1,332.00	1,357.00	-25.00
879. GENERAL ELEC CO	08/27/2004	12/16/2008	15,681.00	18,045.00	-2,364.00
638. INTEL CORP	01/23/1998	12/16/2008	9,797.00	12,417.00	-2,620.00
361. ESTEE LAUDER COMPANY	05/11/2006	12/16/2008	10,829.00	14,792.00	-3,963.00
156. MARATHON OIL CORP	11/28/2005	12/16/2008	4,061.00	4,565.00	-504.00
116. MCDONALD'S CORP	11/09/2007	12/16/2008	7,237.00	6,821.00	416.00
150. J C PENNEY CO	10/28/2005	12/16/2008	2,996.00	7,523.00	-4,527.00
1058. RED HAT INC	08/28/2007	12/16/2008	12,859.00	23,021.00	-10,162.00
328. SAN DISK CORP	10/15/2007	12/16/2008	2,999.00	15,679.00	-12,680.00
80. TEVA PHARMACEUTICAL ADR	06/30/2006	12/16/2008	3,387.00	2,558.00	829.00
469. ASML HOLDINGS	08/28/2007	12/16/2008	8,107.00	10,008.00	-1,901.00
88. ST JUDE MEDICAL INCORPORATED	04/10/2007	02/13/2009	3,354.00	3,390.00	-36.00
200. AETNA U S HEALTHCARE INC	10/26/2005	02/25/2009	5,373.00	8,200.00	-2,827.00
139. PNC BANK CORP	06/19/2007	02/26/2009	4,125.00	10,118.00	-5,993.00
44. TEVA PHARMACEUTICAL ADR	06/30/2006	03/11/2009	1,908.00	1,407.00	501.00
393. CONSTELLATION BRANDS, INC.	03/09/2007	03/13/2009	5,100.00	7,553.00	-2,453.00
166. PEPSICO INC	01/31/1997	03/13/2009	7,976.00	5,360.00	2,616.00

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

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

Employer identification number

HOWARD C CONNOR CHARITABLE FOUNDATION

22-3204723

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 169. MARATHON OIL CORP	11/28/2005	04/03/2009	4,928.00	4,945.00	-17.00
181. CONSTELLATION BRANDS, INC.	03/09/2007	04/14/2009	2,012.00	3,478.00	-1,466.00
269. WEATHERFORD INTL LTD NEW	05/20/2005	04/28/2009	4,342.00	3,353.00	989.00
243. AMERICA MOVIL SERIES L	05/26/2006	04/30/2009	8,038.00	8,509.00	-471.00
82. PEPSICO INC	01/31/1997	05/01/2009	4,057.00	2,648.00	1,409.00
66. PROCTER & GAMBLE CO	07/27/2000	05/01/2009	3,235.00	1,983.00	1,252.00
34. APACHE CORP	02/13/2008	05/13/2009	2,674.00	3,665.00	-991.00
96. BANK AMERICA CORP	02/10/2003	05/13/2009	1,103.00	3,277.00	-2,174.00
53. COACH, INC.	04/06/2006	05/13/2009	1,187.00	1,888.00	-701.00
44. GENZYME CORP GENERAL DIVISION	02/07/2006	05/13/2009	2,663.00	3,111.00	-448.00
51. MARATHON OIL CORP	02/13/2008	05/13/2009	1,496.00	2,165.00	-669.00
37. OMNICOM GROUP	02/10/2003	05/13/2009	1,146.00	1,050.00	96.00
392. PFIZER INC	03/22/2007	05/13/2009	6,052.00	10,076.00	-4,024.00
60. PROCTER & GAMBLE CO	07/27/2000	05/13/2009	3,039.00	1,803.00	1,236.00
21. ST JUDE MEDICAL INCORPORATED	04/10/2007	05/13/2009	792.00	809.00	-17.00
24. TEVA PHARMACEUTICAL ADR	06/30/2006	05/13/2009	1,077.00	767.00	310.00
35. WEATHERFORD INTL LTD NEW	05/20/2005	05/13/2009	632.00	436.00	196.00
50000. FEDERAL HOME LOAN BANKS 4% 05/15/2009	11/30/2004	05/15/2009	50,000.00	50,192.00	-192.00
87. LOCKHEED MARTIN CORP	05/16/2008	06/30/2009	7,024.00	9,492.00	-2,468.00
142. COACH, INC.	05/24/2006	07/10/2009	3,329.00	4,403.00	-1,074.00
65. MCDONALD'S CORP	11/09/2007	07/10/2009	3,689.00	3,822.00	-133.00
92. ST JUDE MEDICAL INCORPORATED	04/10/2007	07/17/2009	3,587.00	3,544.00	43.00
123. GENZYME CORP GENERAL DIVISION	06/12/2007	07/31/2009	6,378.00	8,223.00	-1,845.00
67. AMGEN INC	10/18/2005	08/17/2009	4,012.00	5,136.00	-1,124.00
50000. GENERAL ELECTRIC CAP CORP 4.625% 09/15/2	01/31/2005	09/15/2009	50,000.00	51,300.00	-1,300.00

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

Schedule D-1 (Form 1041) 2008

FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

EB REALTY LLC / TA FUND VII	1,550.00
VANGUARD INTERMEDIATE-TERM INV GRADE # 5	107.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	1,657.00
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TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	1,657.00
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ESTIMATED TAX WORKSHEET FOR FORM 990-W

A. 2009 Estimated Tax		A	
B. Enter 100 % of Line A	B		
C. Enter 100 % of tax on 2008 FORM 990-PF	C	373	
D. Required Annual Payment (Smaller of lines B or C)	D		373.
E. Income tax withheld (if applicable)	E		NONE
F. Balance (As rounded to the nearest multiple of 4)	F		376.

The 2009 estimated tax has all been paid in one quarter since computed estimated tax is less than \$ 500.

Record of Estimated Tax Payments

Payment number	(a) Date	(b) Amount	(c) 2008 overpayment credit applied	(d) Total amount paid and credited (add (b) and (c))
1	02/15/2010		376.	376.
2	03/15/2010			
3	06/15/2010			
4	09/15/2010			
Total			376.	376.

ESTIMATED PAYMENTS MUST BE MADE USING EITHER THE ELECTRONIC FEDERAL TAX PAYMENTS SYSTEM (EFTPS) OR IF ALLOWABLE, FEDERAL TAX DEPOSIT COUPONS (FORM 8109). THIS WORKSHEET MERELY PROVIDES THE AMOUNTS WHICH NEED TO BE PAID VIA ONE OF THE ABOVE METHODS.

1041698	
Book	Market
1,589,881.83	1,440,901.59
1,533,495.73	1,396,801.83
1,485,030.45	1,423,942.84
1,485,939.23	1,375,013.42
1,486,603.05	1,318,781.54
1,484,641.85	1,355,769.25
1,480,966.92	1,405,686.93
1,403,984.61	1,389,505.60
1,405,305.08	1,388,616.15
1,402,348.77	1,441,781.44
1,406,039.11	1,462,403.17
1,409,249.81	1,494,359.28
\$ 1,464,457.20	\$ 1,407,796.92