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Operating and Administrative Expenses

Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052
2008

For calendar year 2008, or tax year beginning 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
GEORGE B RUDY JR T/W FIVE CHARITIES
Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
21 E MARKET STREET
City or town, state, and ZIP code
YORK, PA 17401-1205

A Employer identification number
23-6708045
B Telephone number (see page 10 of the instructions)
(717) 852-3011
C If exemption application is pending, check here ☐
D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 6,331,025.**
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 | 180,146. | 181,313. | | STMT 1 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 643,132. | | | |
| b Gross sales price for all assets on line 6a | 3,271,911. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 643,132. | | |
| 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 | 823,278. | 824,445. | | |
| 13 Compensation of officers, directors, trustees, etc. | 37,276. | 37,276. | | |
| 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) | 6,767. | 2,110. | | |
| 19 Depreciation (attach schedule) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) STMT. 3 | 2. | | | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 44,045. | 39,386. | | |
| 25 Contributions, gifts, grants paid | 251,700. | | | 251,700. |
| 26 Total expenses and disbursements Add lines 24 and 25 | 295,745. | 39,386. | | 251,700. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | 527,533. | | | |
| b Net investment income (if negative, enter -0-) | | 785,059. | | |
| c Adjusted net income (if negative, enter -0-) | | | | |

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 | 29,932. | 187,385. | 187,385. |
| | 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) | 853,526. | 545,698. | 580,093. |
| | b Investments - corporate stock (attach schedule) | 1,823,336. | 2,121,654. | 2,648,397. |
| | c Investments - corporate bonds (attach schedule) | 1,132,214. | 1,185,642. | 1,223,500. |
| | 11 Investments - land, buildings, and equipment basis | | | |
| Less: accumulated depreciation (attach schedule) ▶ | | | | |
| 12 Investments - mortgage loans | | | | |
| 13 Investments - other (attach schedule) | 1,079,565. | 1,405,731. | 1,691,650. | |
| 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) | 4,918,573. | 5,446,110. | 6,331,025. | |
| 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 ▶ <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 | 4,918,573. | 5,446,110. | |
| | 28 Paid-in or capital surplus, or land, bldg, and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| 30 Total net assets or fund balances (see page 17 of the instructions) | 4,918,573. | 5,446,110. | | |
| 31 Total liabilities and net assets/fund balances (see page 17 of the instructions) | 4,918,573. | 5,446,110. | | |

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 | 4,918,573. |
| 2 Enter amount from Part I, line 27a | 2 | 527,533. |
| 3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11 | 3 | 4. |
| 4 Add lines 1, 2, and 3 | 4 | 5,446,110. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 5,446,110. |

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) 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) | | | 2 | 643,132. | |
| <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div> | | | | | |
| 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 | 365,835. | 7,269,179. | 0.05032686635 |
| 2006 | 380,860. | 7,387,061. | 0.05155771693 |
| 2005 | 356,390. | 6,974,105. | 0.05110189766 |
| 2004 | 349,327. | 6,860,200. | 0.05092081864 |
| 2003 | 337,334. | 6,323,211. | 0.05334852814 |
| 2 Total of line 1, column (d) | | | 2 0.25725582772 |
| 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 0.05145116554 |
| 4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 | | | 4 5,617,420. |
| 5 Multiply line 4 by line 3 | | | 5 289,023. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 7,851. |
| 7 Add lines 5 and 6 | | | 7 296,874. |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 8 251,700. |

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. | | 1 | 15,701. |
| 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 type="checkbox"/> and enter 1% of Part I, line 27b | | 2 | |
| 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 | 15,701. |
| 3 Add lines 1 and 2 | | 4 | NONE |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | 5 | 15,701. |
| 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 | 5,632. | |
| 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 | 5,632. | |
| 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 | 10,069. | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | | |
| 11 Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? | | X |
| If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities | | |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? | | X |
| If "Yes," attach a detailed description of the activities. | | |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? | | X |
| If "Yes," attach the statement required by General Instruction T | | |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument. or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV. | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> STMT 12 | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|-----------------------|---|----|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(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 ▶ MANUFACTURERS & TRADERS TRUST Telephone no ▶ (717) 852-3011 | | | |
| | Located at ▶ 21 E MARKET STREET, YORK, PA ZIP + 4 ▶ 17401-1205 | | | |
| 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. | | Yes | No |
|---|--|-----|----|
| 1a | During the year did the foundation (either directly or indirectly): | | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> | 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? <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 | 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? <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 |

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 ☒ NoOrganizations 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 13 | | 37,276. | -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

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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 | |

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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 | 5,505,026. |
| b | Average of monthly cash balances | 1b | 197,938. |
| 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 | 5,702,964. |
| 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 | 5,702,964. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) | 4 | 85,544. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 5,617,420. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 280,871. |

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 | 280,871. |
| 2a | Tax on investment income for 2008 from Part VI, line 5 | 2a | 15,701. |
| b | Income tax for 2008. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 15,701. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 265,170. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 265,170. |
| 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 | 265,170. |

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 | 251,700. |
| 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 | 251,700. |
| 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 | N/A |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 251,700. |

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 | | | | 265,170. |
| 2 Undistributed income, if any, as of the end of 2007 | | | | |
| a Enter amount for 2007 only | | | 129,710. | |
| b Total for prior years 20 <u>06</u> , 20 <u> </u> , 20 <u> </u> | | 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>251,700.</u> | | | | |
| a Applied to 2007, but not more than line 2a | | | 129,710. | |
| 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 | | | | 121,990. |
| 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 | | | | 143,180. |
| 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 | | | |

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

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

4942(1)(3) or

4942(1)(5)

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

(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 (i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income .

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

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:

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

c Any submission deadlines:

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

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

| Recipient | 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) | | | | |
| a Paid during the year SEE STATEMENT 16 | | | | |
| Total | | | ▶ 3a | 251,700. |
| b Approved for future payment | | | | |
| Total | | | ▶ 3b | |

Enter gross amounts unless otherwise indicated.

| Enter gross amounts unless otherwise indicated. | | Unrelated business income | Excluded by section 512, 513, or 514 | | (e) 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 | 180,146. |
| 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 | 643,132. |
| 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) | | | | 823,278. |
| 13 | Total. Add line 12, columns (b), (d), and (e) | | | | 823,278. |

(See worksheet in line 13 instructions on page 28 to verify calculations)

| | |
|----------------------|--|
| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 28 of the instructions.) |
|----------------------|--|

NOT APPLICABLE

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 SHORT-TERM CAPITAL GAIN DIVIDENDS | | | | | 4,091. | |
| | | TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS | | | | | 10,817. | |
| 74,963.00 | | 1800. ABBOTT LABORATORIES COMMON ~ PROPERTY TYPE: SECURITIES 21,784.00 | | | | | 07/21/1993 53,179.00 | 05/01/2009 |
| 7,885.00 | | 300. ABERCROMBIE & FITCH CO-CL A PROPERTY TYPE: SECURITIES 23,617.00 | | | | | 01/25/2008 -15,732.00 | 05/01/2009 |
| 5,780.00 | | 454. ACTIVISION BLIZZARD INC PROPERTY TYPE: SECURITIES 4,938.00 | | | | | 05/01/2009 842.00 | 08/07/2009 |
| 8,618.00 | | 248. ALBEMARLE CORPORATION PROPERTY TYPE: SECURITIES 6,720.00 | | | | | 05/01/2009 1,898.00 | 09/18/2009 |
| 5,001.00 | | 146. ALEX & BALDWIN INC PROPERTY TYPE: SECURITIES 3,629.00 | | | | | 05/01/2009 1,372.00 | 09/18/2009 |
| 332.00 | | 10. ALEX & BALDWIN INC PROPERTY TYPE: SECURITIES 249.00 | | | | | 05/01/2009 83.00 | 09/29/2009 |
| 1,547.00 | | 28. ALLERGAN INC COMMON PROPERTY TYPE: SECURITIES 1,275.00 | | | | | 05/01/2009 272.00 | 08/07/2009 |
| 2,171.00 | | 38. ALLERGAN INC COMMON PROPERTY TYPE: SECURITIES 1,731.00 | | | | | 05/01/2009 440.00 | 09/29/2009 |
| 2,718.00 | | 420. ALPINE GLOBAL PREMIER PPTYS PROPERTY TYPE: SECURITIES 1,671.00 | | | | | 05/01/2009 1,047.00 | 09/18/2009 |
| 14,787.00 | | 2398. ALPINE GLOBAL PREMIER PPTYS PROPERTY TYPE: SECURITIES 9,538.00 | | | | | 05/01/2009 5,249.00 | 09/29/2009 |

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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) | |
| 27,030.00 | | 2435.141 ALPINE INTL REAL ESTATE EQ FD PROPERTY TYPE: SECURITIES 81,619.00 | | | | | 12/21/2007 -54,589.00 | 12/22/2008 |
| 2,158.00 | | 24. AMAZON.COM INCORPORATED PROPERTY TYPE: SECURITIES 1,898.00 | | | | | 05/01/2009 260.00 | 09/18/2009 |
| 77,621.00 | | 1600. AMGEN INC COMMON PROPERTY TYPE: SECURITIES 21,762.00 | | | | | 02/17/1998 55,859.00 | 05/01/2009 |
| 67,209.00 | | 900. APACHE CORP COMMON PROPERTY TYPE: SECURITIES 27,477.00 | | | | | 05/01/2003 39,732.00 | 05/01/2009 |
| 2,757.00 | | 40. APOLLO GROUP INCORPORATED CL A PROPERTY TYPE: SECURITIES 2,437.00 | | | | | 05/01/2009 320.00 | 09/18/2009 |
| 5,832.00 | | 46. APPLE COMPUTER INC COMMON PROPERTY TYPE: SECURITIES 2,675.00 | | | | | 06/21/2006 3,157.00 | 05/01/2009 |
| 20,466.00 | | 124. APPLE COMPUTER INC COMMON PROPERTY TYPE: SECURITIES 7,211.00 | | | | | 06/21/2006 13,255.00 | 08/07/2009 |
| 4,071.00 | | 22. APPLE COMPUTER INC COMMON PROPERTY TYPE: SECURITIES 1,279.00 | | | | | 06/21/2006 2,792.00 | 09/18/2009 |
| 2,763.00 | | 70. ATHENAHEALTH INC PROPERTY TYPE: SECURITIES 2,325.00 | | | | | 05/01/2009 438.00 | 09/18/2009 |
| 4,466.00 | | 500. BANK OF AMERICA CORPORATION PROPERTY TYPE: SECURITIES 22,610.00 | | | | | 03/02/2006 -18,144.00 | 05/01/2009 |
| 100,000.00 | | 100000. BELL SOUTH CORP PROPERTY TYPE: SECURITIES 99,096.00 | | 4.200% | 9/1 | | 09/09/2005 904.00 | 09/15/2009 |

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|--|---------------------------------------|--|--------------------------|--------------------------------|------------------------------------|--------------|-------------------------|------------|
| 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) | |
| 549.00 | | 24. BRISTOL MYERS SQUIBB COMMON ~ PROPERTY TYPE: SECURITIES 463.00 | | | | | 05/01/2009 86.00 | 09/29/2009 |
| 2,719.00 | | 42. BRITISH AMERICAN TOBACCO-SP ADR PROPERTY TYPE: SECURITIES 2,004.00 | | | | | 05/01/2009 715.00 | 09/18/2009 |
| 8,788.00 | | 132. BURLINGTON NORTHERN SANTA FE PROPERTY TYPE: SECURITIES 10,831.00 | | | | | 04/12/2006 -2,043.00 | 05/01/2009 |
| 11,333.00 | | 40. CME GROUP INC PROPERTY TYPE: SECURITIES 8,894.00 | | | | | 05/01/2009 2,439.00 | 07/15/2009 |
| 21,175.00 | | 718. CVS CORP COMMON PROPERTY TYPE: SECURITIES 22,840.00 | | | | | 05/01/2009 -1,665.00 | 05/27/2009 |
| 1,500.00 | | 44. CVS CORP COMMON PROPERTY TYPE: SECURITIES 1,400.00 | | | | | 05/01/2009 100.00 | 08/07/2009 |
| 26,789.00 | | 1000. CARNIVAL CORPORATION PROPERTY TYPE: SECURITIES 14,030.00 | | | | | 03/08/1996 12,759.00 | 05/01/2009 |
| 4,211.00 | | 80. CELGENE CORPORATION PROPERTY TYPE: SECURITIES 3,251.00 | | | | | 05/01/2009 960.00 | 09/18/2009 |
| 46,119.00 | | 699. CHEVRONTXACO CORPORATION PROPERTY TYPE: SECURITIES 19,588.00 | | | | | 05/06/1996 26,531.00 | 05/01/2009 |
| 38,320.00 | | 2000. CISCO SYS INC COMMON PROPERTY TYPE: SECURITIES 42,529.00 | | | | | 02/14/2006 -4,209.00 | 05/01/2009 |
| 32,021.00 | | 1197. COACH INCORPORATED PROPERTY TYPE: SECURITIES 29,777.00 | | | | | 05/01/2009 2,244.00 | 06/11/2009 |

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| Kind of Property | | Description | | | | 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) | |
| 12,352.00 | | 360. COGNIZANT TECH SOL CORP PROPERTY TYPE: SECURITIES 8,860.00 | | | | 05/01/2009 3,492.00 | 08/07/2009 |
| 90,295.00 | | 1500. COLGATE PALMOLIVE CO COMMON ~ PROPERTY TYPE: SECURITIES 26,042.00 | | | | 11/01/1995 64,253.00 | 05/01/2009 |
| 63,288.00 | | 4500. CORNING INC COMMON ~ PROPERTY TYPE: SECURITIES 40,566.00 | | | | 12/27/2001 22,722.00 | 05/01/2009 |
| 1,194.00 | | 72. DELL INC PROPERTY TYPE: SECURITIES 937.00 | | | | 07/13/2009 257.00 | 09/18/2009 |
| 21,746.00 | | 800. DENTSPLY INTL INC NEW COMMON PROPERTY TYPE: SECURITIES 23,141.00 | | | | 04/12/2006 -1,395.00 | 05/01/2009 |
| 60,260.00 | | 2800. DISNEY WALT CO COMMON ~ PROPERTY TYPE: SECURITIES 40,568.00 | | | | 12/15/1994 19,692.00 | 05/01/2009 |
| 7,001.00 | | 266. DOW CHEMICAL CO COMMON ~ PROPERTY TYPE: SECURITIES 4,293.00 | | | | 05/01/2009 2,708.00 | 09/18/2009 |
| 38,959.00 | | 1400. DUPONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES 53,380.00 | | | | 02/22/1996 -14,421.00 | 05/01/2009 |
| 536.00 | | 34. DUKE ENERGY CORP PROPERTY TYPE: SECURITIES 474.00 | | | | 05/01/2009 62.00 | 09/29/2009 |
| 8,644.00 | | 670. EMC CORPORATION COMMON PROPERTY TYPE: SECURITIES 8,187.00 | | | | 05/01/2009 457.00 | 07/13/2009 |
| 2,059.00 | | 122. EMC CORPORATION COMMON PROPERTY TYPE: SECURITIES 1,491.00 | | | | 05/01/2009 568.00 | 09/18/2009 |

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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) | |
| 35,794.00 | | 550. EOG RESOURCES INCORPORATED PROPERTY TYPE: SECURITIES 40,298.00 | | | | | 06/12/2007 -4,504.00 | 05/01/2009 |
| 76,205.00 | | 2000. ECOLAB INCORPORATED PROPERTY TYPE: SECURITIES 42,994.00 | | | | | 07/18/2002 33,211.00 | 05/01/2009 |
| 90,111.00 | | 2600. EMERSON ELEC CO COMMON ~ PROPERTY TYPE: SECURITIES 92,279.00 | | | | | 10/01/2002 -2,168.00 | 05/01/2009 |
| 87,535.00 | | 8641.133 EVERGREEN INTL BD FD -IN PROPERTY TYPE: SECURITIES 99,534.00 | | | | | 03/10/2008 -11,999.00 | 05/01/2009 |
| 4,452.00 | | 122. EXPEDITORS INTL WASH INC PROPERTY TYPE: SECURITIES 4,237.00 | | | | | 05/01/2009 215.00 | 09/18/2009 |
| 159,505.00 | | 2400. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 19,016.00 | | | | | 01/05/1988 140,489.00 | 05/01/2009 |
| 64,880.00 | | 1200. FPL GROUP INC COMMON ~ PROPERTY TYPE: SECURITIES 38,031.00 | | | | | 06/10/2004 26,849.00 | 05/01/2009 |
| 100,000.00 | | 100000. FED HOME LN BK PROPERTY TYPE: SECURITIES 100,388.00 | | 5.000% | 9/1 | | 10/31/2006 -388.00 | 09/18/2009 |
| 100,000.00 | | 100000. FEDERAL NATL MTG PROPERTY TYPE: SECURITIES 100,116.00 | | AS 5.250% | 1/1 | | 05/10/2006 -116.00 | 01/15/2009 |
| 100,000.00 | | 100000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 99,735.00 | | 4.250% | 5/1 | | 06/18/2004 265.00 | 05/15/2009 |
| 7,665.00 | | 138. FEDEX CORPORATION PROPERTY TYPE: SECURITIES 7,641.00 | | | | | 05/01/2009 24.00 | 07/13/2009 |

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| 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) | |
| 3,178.00 | | 42. FEDEX CORPORATION PROPERTY TYPE: SECURITIES 2,326.00 | | | | | 05/01/2009 852.00 | 09/18/2009 |
| 12,921.00 | | 1451.8 FORWARD INTL SM COMPANIES FD-IN PROPERTY TYPE: SECURITIES 25,000.00 | | | | | 05/01/2008 -12,079.00 | 11/17/2008 |
| 51,589.00 | | 1000. GENERAL DYNAMICS CORP COMMON ~ PROPERTY TYPE: SECURITIES 42,935.00 | | | | | 01/30/2002 8,654.00 | 05/01/2009 |
| 44,231.00 | | 3488. GENERAL ELECTRIC CO COMMON ~ PROPERTY TYPE: SECURITIES 10,408.00 | | | | | 10/03/1990 33,823.00 | 05/01/2009 |
| 19,050.00 | | 1312. GENERAL ELECTRIC CO COMMON ~ PROPERTY TYPE: SECURITIES 6,122.00 | | | | | 10/03/1990 12,928.00 | 08/07/2009 |
| 70,905.00 | | 1400. GENERAL MILLS INC COMMON ~ PROPERTY TYPE: SECURITIES 63,084.00 | | | | | 12/29/2003 7,821.00 | 05/01/2009 |
| 8,511.00 | | 186. GILEAD SCIENCES INCORPORATED PROPERTY TYPE: SECURITIES 8,383.00 | | | | | 05/01/2009 128.00 | 09/18/2009 |
| 78,172.00 | | 11581.034 GOLDMAN SACHS HIGH YIELD FD-I# PROPERTY TYPE: SECURITIES 65,549.00 | | | | | 05/01/2009 12,623.00 | 09/30/2009 |
| 22,843.00 | | 50. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 19,828.00 | | | | | 05/01/2009 3,015.00 | 08/07/2009 |
| 2,776.00 | | 87.081 GUINNESS ATKINSON - CHINA & HK FD PROPERTY TYPE: SECURITIES 1,859.00 | | | | | 05/01/2009 917.00 | 09/30/2009 |
| 22,170.00 | | 1000. HARLEY DAVIDSON INC COMMON PROPERTY TYPE: SECURITIES 46,518.00 | | | | | 07/30/2003 -24,348.00 | 05/01/2009 |

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property | | Description | | | | 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) | |
| 43,408.00 | | 1600. HARSCO CORP COMMON PROPERTY TYPE: SECURITIES 36,488.00 | | | | 07/16/2004 6,920.00 | 05/01/2009 |
| 2,185.00 | | 68. HATTERAS FINANCIAL CORP PROPERTY TYPE: SECURITIES 1,607.00 | | | | 05/01/2009 578.00 | 09/18/2009 |
| 18,041.00 | | 500. HERSHEY FOODS CORP COMMON ~ PROPERTY TYPE: SECURITIES 26,770.00 | | | | 03/20/2007 -8,729.00 | 05/01/2009 |
| 700.00 | | 36. INTEL CORP COMMON~ PROPERTY TYPE: SECURITIES 563.00 | | | | 05/01/2009 137.00 | 09/29/2009 |
| 28,886.00 | | 279. INTL BUSINESS MACHINES CORP PROPERTY TYPE: SECURITIES 29,744.00 | | | | 03/05/2002 -858.00 | 05/01/2009 |
| 2,780.00 | | 12. INTUITIVE SURGICAL INC PROPERTY TYPE: SECURITIES 1,728.00 | | | | 05/01/2009 1,052.00 | 08/07/2009 |
| 46,049.00 | | 842. ISHARES MSCI EAFE INDEX FD PROPERTY TYPE: SECURITIES 46,713.00 | | | | 09/18/2009 -664.00 | 09/29/2009 |
| 70,456.00 | | 2100. JP MORGAN CHASE & COMPANY PROPERTY TYPE: SECURITIES 99,559.00 | | | | 03/07/2002 -29,103.00 | 05/01/2009 |
| 107,248.00 | | 2066. JOHNSON & JOHNSON COMMON ~ PROPERTY TYPE: SECURITIES 15,664.00 | | | | 06/07/1990 91,584.00 | 05/01/2009 |
| 7,065.00 | | 400. JOY GLOBAL INCORPORATED PROPERTY TYPE: SECURITIES 22,748.00 | | | | 01/25/2008 -15,683.00 | 03/04/2009 |
| 4,502.00 | | 164. JUNIPER NETWORKS INCORPORATED PROPERTY TYPE: SECURITIES 3,534.00 | | | | 05/01/2009 968.00 | 09/18/2009 |

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

| Kind of Property | | Description | | | | 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) | |
| 1,118.00 | | 42. JUNIPER NETWORKS INCORPORATED PROPERTY TYPE: SECURITIES 905.00 | | | | 05/01/2009 213.00 | 09/29/2009 |
| 42,641.00 | | 1000. KELLOGG CO COMMON PROPERTY TYPE: SECURITIES 29,190.00 | | | | 10/16/2001 13,451.00 | 05/01/2009 |
| 23.00 | | .5091 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 20.00 | | | | 05/01/2009 3.00 | 08/20/2009 |
| 36,632.00 | | 1200. LAUDER ESTEE CO CL A PROPERTY TYPE: SECURITIES 46,176.00 | | | | 12/29/2003 -9,544.00 | 05/01/2009 |
| 4,285.00 | | 245.423 LAZARD EMERGING MARKETS PORTFOLI PROPERTY TYPE: SECURITIES 6,693.00 | | | | 10/09/2007 -2,408.00 | 09/30/2009 |
| 14,700.00 | | 696. LOWES COS INC COMMON PROPERTY TYPE: SECURITIES 16,558.00 | | | | 06/12/2002 -1,858.00 | 05/01/2009 |
| 1,356.00 | | 108.344 MTB SM CAP GRWTH-INST I-FD #555 PROPERTY TYPE: SECURITIES 1,644.00 | | | | 08/25/2008 -288.00 | 09/30/2009 |
| 2,943.00 | | 342.572 MTB MID CAP GRWTH-INST I-FD #401 PROPERTY TYPE: SECURITIES 2,752.00 | | | | 11/01/1995 191.00 | 05/01/2009 |
| 2,770.00 | | 261.331 MTB MID CAP GRWTH-INST I-FD #401 PROPERTY TYPE: SECURITIES 2,099.00 | | | | 11/01/1995 671.00 | 09/30/2009 |
| 22,755.00 | | 297. MARTIN MARIETTA MATERIALS INC PROPERTY TYPE: SECURITIES 24,562.00 | | | | 05/01/2009 -1,807.00 | 07/13/2009 |
| 43,261.00 | | 2172. MICROSOFT CORP COMMON PROPERTY TYPE: SECURITIES 14,949.00 | | | | 05/06/1996 28,312.00 | 05/01/2009 |

**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) | |
| 12,219.00 | | 152. MONSANTO COMPANY NEW PROPERTY TYPE: SECURITIES 17,253.00 | | | | | 01/25/2008 -5,034.00 | 05/27/2009 |
| 1,488.00 | | 18. MONSANTO COMPANY NEW PROPERTY TYPE: SECURITIES 2,043.00 | | | | | 01/25/2008 -555.00 | 08/07/2009 |
| 10,628.00 | | 130. MONSANTO COMPANY NEW PROPERTY TYPE: SECURITIES 14,755.00 | | | | | 01/25/2008 -4,127.00 | 09/04/2009 |
| 12,263.00 | | 150. MONSANTO COMPANY NEW PROPERTY TYPE: SECURITIES 12,683.00 | | | | | 05/01/2009 -420.00 | 09/04/2009 |
| 9,684.00 | | 144. NEWMARKET CORPORATION PROPERTY TYPE: SECURITIES 9,334.00 | | | | | 05/01/2009 350.00 | 07/13/2009 |
| 3,794.00 | | 40. NEWMARKET CORPORATION PROPERTY TYPE: SECURITIES 2,593.00 | | | | | 05/01/2009 1,201.00 | 09/18/2009 |
| 1,252.00 | | 26. NOVARTIS AG-ADR COMMON PROPERTY TYPE: SECURITIES 1,487.00 | | | | | 08/16/2006 -235.00 | 09/18/2009 |
| 93,327.00 | | 9140.768 PIMCO TOTAL RETURN FD-I #35 PROPERTY TYPE: SECURITIES 100,000.00 | | | | | 03/19/2008 -6,673.00 | 05/01/2009 |
| 4,642.00 | | 454.666 PIMCO TOTAL RETURN FD-I #35 PROPERTY TYPE: SECURITIES 4,501.00 | | | | | 12/10/2008 141.00 | 05/01/2009 |
| 118,127.00 | | 2400. PEPSICO INC COMMON ~ PROPERTY TYPE: SECURITIES 12,612.00 | | | | | 02/10/1988 105,515.00 | 05/01/2009 |
| 803.00 | | 48. PFIZER INC COMMON ~ PROPERTY TYPE: SECURITIES 1,529.00 | | | | | 04/23/2003 -726.00 | 09/29/2009 |

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

| Kind of Property | | Description | | | | 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) | |
| 1,547.00 | | 32. PHILIP MORRIS INTL INC PROPERTY TYPE: SECURITIES 1,168.00 | | | | 05/01/2009 379.00 | 09/18/2009 |
| 2,189.00 | | 22. POTASH CORP OF SASKATCHEWAN PROPERTY TYPE: SECURITIES 1,952.00 | | | | 05/01/2009 237.00 | 08/07/2009 |
| 39,248.00 | | 800. PROCTER & GAMBLE CO COMMON ~ PROPERTY TYPE: SECURITIES 35,465.00 | | | | 05/01/2003 3,783.00 | 05/01/2009 |
| 2,654.00 | | 60. QUALCOMM INCORPORATED PROPERTY TYPE: SECURITIES 2,501.00 | | | | 05/01/2009 153.00 | 09/18/2009 |
| 2,095.00 | | 46. QUALCOMM INCORPORATED PROPERTY TYPE: SECURITIES 1,918.00 | | | | 05/01/2009 177.00 | 09/29/2009 |
| 31,996.00 | | 646. SCHLUMBERGER LTD COMMON ~ PROPERTY TYPE: SECURITIES 14,672.00 | | | | 10/20/1998 17,324.00 | 05/01/2009 |
| 1,177.00 | | 22. SCHLUMBERGER LTD COMMON ~ PROPERTY TYPE: SECURITIES 500.00 | | | | 10/20/1998 677.00 | 08/07/2009 |
| 979.00 | | 16. SCHLUMBERGER LTD COMMON ~ PROPERTY TYPE: SECURITIES 363.00 | | | | 10/20/1998 616.00 | 09/18/2009 |
| 597.00 | | 32. SCHWAB CHARLES CORPORATION PROPERTY TYPE: SECURITIES 582.00 | | | | 05/01/2009 15.00 | 08/07/2009 |
| 2,662.00 | | 138. SCHWAB CHARLES CORPORATION PROPERTY TYPE: SECURITIES 2,509.00 | | | | 05/01/2009 153.00 | 09/29/2009 |
| 3,143.00 | | 442. SERVICE CORP INTERNATIONAL PROPERTY TYPE: SECURITIES 2,011.00 | | | | 05/01/2009 1,132.00 | 09/18/2009 |

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) | |
| 18,177.00 | | 782. SUNPOWER CORP CL A PROPERTY TYPE: SECURITIES 21,297.00 | | | | | 05/01/2009 -3,120.00 | 07/15/2009 |
| 27,953.00 | | 1200. SYSCO CORP COMMON PROPERTY TYPE: SECURITIES 39,800.00 | | | | | 08/16/2006 -11,847.00 | 05/01/2009 |
| 12,693.00 | | 312. TARGET CORPORATION PROPERTY TYPE: SECURITIES 12,895.00 | | | | | 03/05/2002 -202.00 | 05/01/2009 |
| 4,571.00 | | 94. TARGET CORPORATION PROPERTY TYPE: SECURITIES 3,885.00 | | | | | 03/05/2002 686.00 | 09/18/2009 |
| 3,488.00 | | 68. TEVA PHARMACEUTICAL INDS LTD PROPERTY TYPE: SECURITIES 3,008.00 | | | | | 05/01/2009 480.00 | 09/18/2009 |
| 6,019.00 | | 410. UDR INC REIT PROPERTY TYPE: SECURITIES 4,107.00 | | | | | 05/01/2009 1,912.00 | 09/18/2009 |
| 2,542.00 | | 164. UDR INC REIT PROPERTY TYPE: SECURITIES 1,643.00 | | | | | 05/01/2009 899.00 | 09/29/2009 |
| 36,746.00 | | 2000. US BANCORP NEW PROPERTY TYPE: SECURITIES 45,657.00 | | | | | 01/17/2001 -8,911.00 | 05/01/2009 |
| 1,694.00 | | 28. UNION PACIFIC CORP COMMON ~ PROPERTY TYPE: SECURITIES 1,365.00 | | | | | 05/01/2009 329.00 | 08/07/2009 |
| 31,141.00 | | 600. UNITED PARCEL SERVICE INC CLASS B PROPERTY TYPE: SECURITIES 43,527.00 | | | | | 11/01/2005 -12,386.00 | 05/01/2009 |
| 31,925.00 | | 1054. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 27,741.00 | | | | | 03/30/1993 4,184.00 | 05/01/2009 |

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

| Kind of Property | | Description | | | | 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) | |
| 583.00 | | 10. VULCAN MATERIAL COM PROPERTY TYPE: SECURITIES 465.00 | | | | 05/01/2009 118.00 | 09/18/2009 |
| 495.00 | | 25.341 CRM MID CAP VALUE FD-INSTL #32 PROPERTY TYPE: SECURITIES 736.00 | | | | 09/01/2006 -241.00 | 05/01/2009 |
| 47,713.00 | | 2357. WELLS FARGO & COMPANY NEW PROPERTY TYPE: SECURITIES 19,731.00 | | | | 12/15/1995 27,982.00 | 05/01/2009 |
| 5,279.00 | | 186. WELLS FARGO & COMPANY NEW PROPERTY TYPE: SECURITIES 1,557.00 | | | | 12/15/1995 3,722.00 | 09/18/2009 |
| 42,301.00 | | 1000. WYETH PROPERTY TYPE: SECURITIES 18,923.00 | | | | 05/12/1995 23,378.00 | 05/01/2009 |
| 17,323.00 | | 400. ZIMMER HOLDINGS INCORPORATED PROPERTY TYPE: SECURITIES 27,606.00 | | | | 03/02/2006 -10,283.00 | 05/01/2009 |
| 5,516.00 | | 500. ZIONS BANCORP INC COMMON COMMON PROPERTY TYPE: SECURITIES 36,371.00 | | | | 07/25/2005 -30,855.00 | 05/01/2009 |
| TOTAL GAIN(LOSS) | | | | | | ----- 643,132. ===== | |

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

=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|----------------------|--|--------------------------------------|
| INT AND DIVIDENDS | 180,146. | 181,313. |
| | ----- | ----- |
| TOTAL | 180,146. | 181,313. |
| | ===== | ===== |

FORM 990PF, PART I - TAXES

=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|--------------------------------|--|--------------------------------------|
| FOREIGN TAXES | 221. | 221. |
| FEDERAL ESTIMATED TAX DEPOSITS | 4,657. | |
| FOREIGN TAXES ON QUALIFIED FOR | 1,703. | 1,703. |
| FOREIGN TAXES ON NONQUALIFIED | 186. | 186. |
| | ----- | ----- |
| TOTALS | 6,767. | 2,110. |
| | ===== | ===== |

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

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- |
|----------------------|--|
| OTHER EXPENSES | 2. |
| | ----- |
| TOTALS | 2. |
| | ===== |

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV --- |
|--------------------------------|-------------------------------|----------------------|
| TREAS INFLATION SERIES IX 3.5% | 237,741. | 257,610. |
| TREAS INFLTION SERIES IX 1.875 | 110,517. | 114,389. |
| FNMA 5.25% 1/15/09 | | |
| FNMA 4.25% 5/15/09 | | |
| FHLB 5% 9/18/09 | 98,230. | 101,344. |
| FNMA 3.875 % 2/15/10 | 99,210. | 106,750. |
| FNMA 5.125% 4/15/11 | | |
| | ----- | ----- |
| | 545,698. | 580,093. |
| | ===== | ===== |
| TOTALS | | |

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

FORM 990PF, PART II - CORPORATE STOCK
=====

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV --- |
|--------------------------------|-------------------------------|----------------------|
| CARNIVAL CORP | | |
| WALT DISNEY | | |
| COLGATE PALMOLIVE | | |
| PEPSICO INC | | |
| ABBOTT LABORATORIES W/RTS | | |
| WYETH | | |
| AMGEN INC | 7,166. | 40,675. |
| JOHNSON & JOHNSON | | |
| J P MORGAN CHASE & COMPANY | | |
| US BANCORP NEW | | |
| WELLS FARGO & COMPANY | 8,848. | 29,786. |
| DU PONT EI DE NEMOURS | | |
| CHEVRON CORP | 18,698. | 39,793. |
| EXXON MOBIL CORP | | |
| SCHLUMBERGER LIMITED | 20,804. | 54,594. |
| EMERSON ELECTRIC | | |
| GENERAL ELECTRIC COMPANY | | |
| INTERNATIONAL BUSINESS MACHINC | 27,308. | 38,395. |
| MICROSOFT CORP | 72,500. | 87,397. |
| VERIZON COMMUNICATIONS | 18,558. | 20,826. |
| THE HERSHEY CO | | |
| TARGET CORP | | |
| LOWES COMPANIES INC | 45,086. | 53,962. |
| KELLOGG COMPANY | 69,855. | 63,741. |
| GENERAL DYNAMICS CORP | | |
| CORNING INC | | |
| ECOLAB INC | | |
| HARLEY DAVIDSON W/ RTS | | |
| PROCTOR & GAMBLE CO | | |

GEORGE B RUDY JR T/W FIVE CHARITIES
 FORM 990PF, PART II - CORPORATE STOCK
 =====

23-6708045

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV --- |
|---------------------------------|-------------------------------|----------------------|
| APACHE CORP | | |
| PFIZER INC W/RTS | 45,871. | 30,038. |
| HARSCO CORP | | |
| GENERAL MILLS INC | | |
| LAUDER ESTEE CO CL A | | |
| MONSANTO CO | 34,075. | 31,192. |
| AMBERCROMBIE & FITCH | | |
| CISCO SYSTEMS INC | | |
| FPL GROUP INC COM | | |
| UNITED PARCEL SERVICE CL B | | |
| JOY GLOBAL INC | | |
| SYSCO CORP W/ RTS | | |
| ZIONS BANCORPORATION | | |
| BURLINGTON NORTHERN SANTA FE | 27,986. | 29,377. |
| EOG RESOURCES INC | | |
| BANK OF AMERICA | | |
| DENTSPLY INTERNATIONAL | | |
| NOVARTIS AG SPONSORED ADR | 33,065. | 31,790. |
| ZIMMER HOLDINGS | | |
| APPLE COMPUTER INC | 29,540. | 94,158. |
| ALBEMARLE CORP | 30,372. | 40,482. |
| DOW CHEMICAL | 12,444. | 20,100. |
| FREEMPORT-MCMORAN COPPER AND AU | 26,172. | 27,307. |
| NEWMARKET CORP | 13,678. | 19,631. |
| POTASH CORP OF SASKATCHEWAN | 40,691. | 38,395. |
| VULCAN MATERIAL | 15,766. | 18,330. |
| ALEX & BALDWIN INC | 29,823. | 38,380. |
| EXPEDITORS INTL WASH INC | 42,297. | 43,059. |
| FEDEX CORP | 14,673. | 19,933. |

GEORGE B RUDY JR T/W FIVE CHARITIES
 FORM 990PF, PART II - CORPORATE STOCK
 =====

23-6708045

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV ---- |
|--------------------------------|-------------------------------|-----------------------|
| UNION PACIFIC | 39,250. | 46,972. |
| AMAZON.COM INC | 44,909. | 52,935. |
| APOLLO GROUP | 45,915. | 53,337. |
| SERVICE CORP INTL | 20,665. | 30,213. |
| ALTRIA GROUP | 37,027. | 40,073. |
| BROWN-FORMAN CORP | 17,131. | 19,481. |
| COCA COLA | 33,869. | 40,705. |
| CVS CAREMARK | 54,427. | 61,151. |
| PHILIP MORRIS INTL | 15,589. | 20,812. |
| WALMART STORES | 30,332. | 29,847. |
| CONOCO PHILLIPS | 27,108. | 29,309. |
| KINDER MORGAN MGMT | 25,563. | 30,257. |
| BERKSHIRE HATHAWAY | 39,983. | 43,199. |
| CME GROUP | 24,013. | 33,285. |
| GOLDMAN SACH GROUP INC | 38,974. | 55,489. |
| MARKEL | 16,518. | 19,130. |
| SCHWAB CHARLES | 59,735. | 63,597. |
| WHITE MOUNTAINS INSURANCE | 16,727. | 22,719. |
| ALLERGAN INC | 49,350. | 58,179. |
| ATHENA HEALTH INC | 29,013. | 33,113. |
| BRISTOL MYERS SQUIBB | 17,212. | 19,908. |
| CELGENE CORP | 56,690. | 75,297. |
| GILEAD SCIENCES | 86,888. | 89,513. |
| INTUITIVE SURGICAL INC | 34,557. | 62,940. |
| TEVA PHARMACEUTICALS | 71,512. | 79,784. |
| ACTIVISION BLIZZARD INC | 52,238. | 58,642. |
| COGNIZANT TECHNOLOGY SOLUTIONS | 74,917. | 111,109. |
| DELL INC | 16,826. | 19,533. |
| EMC CORP MASS | 14,589. | 20,346. |

GEORGE B RUDY JR T/W FIVE CHARITIES
FORM 990PF, PART II - CORPORATE STOCK
=====

23-6708045

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|--------------------------|----------------------|---------------|
| ----- | ----- | ---- |
| GOOGLE INC | 58,690. | 73,386. |
| INTEL CORP | 15,895. | 19,883. |
| JUNIPER NETWORKS | 50,518. | 61,660. |
| MASTERCARD | 53,515. | 63,475. |
| QUALCOMM INC | 83,555. | 89,825. |
| DUKE ENERGY | 26,552. | 29,717. |
| BRITISH AMERICAN TOBACCO | 22,423. | 29,728. |
| HATTERAS FINANCIAL CORP | 14,700. | 18,648. |
| UDR INC | 19,003. | 29,859. |
| | ----- | ----- |
| TOTALS | 2,121,654. | 2,648,397. |
| | ===== | ===== |

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

FORM 990PF, PART II - CORPORATE BONDS

=====

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|----------------------|---------------|
| ----- | ----- | --- |
| GENERAL ELECTRIC CAP CORP 5% | 100,112. | 105,255. |
| INTL LEASE FINANCE CORP 5.125 | 99,270. | 93,638. |
| INTERNATIONAL BUS MACH 4.75% | 99,894. | 108,163. |
| CONOCOPHILLIPA 4.75% 10/15/1 | 103,545. | 107,528. |
| VERIZON NEW ENGLAND 6.5% | 128,949. | 134,405. |
| BELLSOUTH CORP 4.2% | | |
| CITIGROUP INC 4.125% | 99,901. | 101,007. |
| AMERICAN EXPRESS CRDIT | 100,380. | 103,006. |
| MCDONALDS CORP | 102,103. | 106,192. |
| JP MORGAN CHASE 4.75% 5/1/13 | 99,954. | 105,870. |
| GENERAL DYNAMICS 4.25% 5/15/13 | 99,010. | 105,912. |
| DREYFUS BOND FUND | 89,168. | 89,168. |
| MFS EMERGING MKTS | 63,356. | 63,356. |
| | ----- | ----- |
| TOTALS | 1,185,642. | 1,223,500. |
| | ===== | ===== |

FORM 990PF, PART II - OTHER INVESTMENTS

=====

| DESCRIPTION | COST/ FMV | | ENDING FMV |
|------------------------------|--------------|-------|---------------|
| | C | OR F | |
| ----- | ----- | ----- | ---- |
| HARBOR INTERNATIONAL FUND | C | | 502,479. |
| FORWARD INTL SM CO | C | | |
| MASTERS SELECT INTL FUND | C | | 104,397. |
| MTB MID CAP GROWTH #401 | C | | 173,310. |
| EVERGREEN INTERNATL BOND FD | C | | |
| CRM MID CAP VALUE FD #32 | C | | 69,188. |
| MTB SMALL CAP STK INSTITUT | C | | |
| ALPINE INTERNATIONAL | C | | |
| PIM CO TOTAL RETURN | C | | 140,688. |
| RIDGEWORTH SEIX FLOATING | C | | 224,828. |
| LAZARD EMERGING MKTS PORT | C | | 174,977. |
| GOLDMAN SACHS HI YLD | C | | 63,356. |
| MTB SHORT TERM CORP BD | C | | 51,461. |
| MTB SM CAP GRWTH #555 | C | | 65,224. |
| ALPINE GLOBAL PREMIER | C | | 70,050. |
| GUINNESS ATKINSON CHINA & HK | C | | 51,692. |
| | | | ----- |
| TOTALS | | | 1,691,650. |
| | | | ===== |

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

DESCRIPTION

AMOUNT

ROUNDING

4 .

TOTAL

4 .

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

STATE(S) WHERE THE FOUNDATION IS REGISTERED

=====

PA

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

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

=====

OFFICER NAME:

M & T TRUST TRUST

ADDRESS:

21 E MARKET ST
YORK, PA 17401

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 37,276.

TOTAL COMPENSATION:

37,276.

=====

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

=====

| MONTH ----- | LINE 1a-FMV SECURITIES ----- | LINE 1b-FMV CASH BALANCES ----- | LINE 1c-FMV OTHER ASSETS ----- |
|----------------|------------------------------------|---------------------------------------|--------------------------------------|
| JANUARY | 5,217,121. | 168,967. | |
| FEBRUARY | 4,863,631. | 175,179. | |
| MARCH | 5,081,178. | 141,530. | |
| APRIL | 5,396,544. | 148,060. | |
| MAY | 5,378,962. | 414,961. | |
| JUNE | 5,421,031. | 340,887. | |
| JULY | 5,769,653. | 303,135. | |
| AUGUST | 5,846,875. | 333,667. | |
| SEPTEMBER | 6,143,632. | 187,384. | |
| OCTOBER | 5,784,434. | 37,778. | |
| NOVEMBER | 5,569,108. | 66,628. | |
| DECEMBER | 5,588,140. | 57,085. | |
| | ----- | ----- | ----- |
| TOTAL | 66,060,309. | 2,375,261. | |
| | ===== | ===== | ===== |
| AVERAGE FMV | 5,505,026. | 197,938. | |
| | ===== | ===== | ===== |

RECIPIENT NAME:
SALVATION ARMY OF YORK
ADDRESS:
50 E KING ST
YORK, PA 17401-1411
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 50,340.

RECIPIENT NAME:
ST MARKS LUTHERAN CHURCH
C/O JANET GIBSON
ADDRESS:
700 E MARKET ST
YORK, PA 17402
AMOUNT OF GRANT PAID 50,340.

RECIPIENT NAME:
YOUNG MENS CHRISTIAN ASSOCIATION
ADDRESS:
ATTN: JOHN CAMPBELL
YORK, PA 17401-1008
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 50,340.

RECIPIENT NAME:
YORK COLLEGE OF PA
ADDRESS:
COUNTRY CLUB RD
YORK, PA 17403-3426
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 50,340.

RECIPIENT NAME:
VISITING NURSE ASSOC OF YORK COUNTY
ADDRESS:
218 E MARKET ST
YORK, PA 17403-2013
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 50,340.

TOTAL GRANTS PAID: 251,700.
=====

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

GEORGE B RUDY JR T/W FIVE CHARITIES

Employer identification number

23-6708045

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 SHORT-TERM CAPITAL GAIN DIVIDENDS | | STMT 1 | | | 4,091. |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | |
|--|-----------|---------|
| b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b | 1b | 34,955. |
| 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 | 39,046. |

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 | | | 10,817. |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | |
|--|-----------|----------|
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | 6b | 593,269. |
| 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 | 604,086. |

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

Schedule D (Form 1041) 2008

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

| | | (1) Beneficiaries' (see page 5) | (2) Estate's or trust's | (3) Total |
|-----------|---|------------------------------------|----------------------------|-----------|
| 13 | Net short-term gain or (loss) | 13 | | 39,046. |
| 14 | Net long-term gain or (loss): | | | |
| a | Total for year | 14a | | 604,086. |
| 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 | | 643,132. |

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: | 16 | () |
| 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 <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 | | |

Schedule D (Form 1041) 2008

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

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.

2008

Name of estate or trust

GEORGE B RUDY JR T/W FIVE CHARITIES

Employer identification number

23-6708045

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 454. ACTIVISION BLIZZARD INC | 05/01/2009 | 08/07/2009 | 5,780.00 | 4,938.00 | 842.00 |
| 248. ALBEMARLE CORPORATION | 05/01/2009 | 09/18/2009 | 8,618.00 | 6,720.00 | 1,898.00 |
| 146. ALEX & BALDWIN INC | 05/01/2009 | 09/18/2009 | 5,001.00 | 3,629.00 | 1,372.00 |
| 10. ALEX & BALDWIN INC | 05/01/2009 | 09/29/2009 | 332.00 | 249.00 | 83.00 |
| 28. ALLERGAN INC COMMON | 05/01/2009 | 08/07/2009 | 1,547.00 | 1,275.00 | 272.00 |
| 38. ALLERGAN INC COMMON | 05/01/2009 | 09/29/2009 | 2,171.00 | 1,731.00 | 440.00 |
| 420. ALPINE GLOBAL PREMIER PPTYS | 05/01/2009 | 09/18/2009 | 2,718.00 | 1,671.00 | 1,047.00 |
| 2398. ALPINE GLOBAL PREMIER PPTYS | 05/01/2009 | 09/29/2009 | 14,787.00 | 9,538.00 | 5,249.00 |
| 24. AMAZON.COM INCORPORATE D | 05/01/2009 | 09/18/2009 | 2,158.00 | 1,898.00 | 260.00 |
| 40. APOLLO GROUP INCORPORATED CL A | 05/01/2009 | 09/18/2009 | 2,757.00 | 2,437.00 | 320.00 |
| 70. ATHENAHEALTH INC | 05/01/2009 | 09/18/2009 | 2,763.00 | 2,325.00 | 438.00 |
| 24. BRISTOL MYERS SQUIBB COMMON ~ | 05/01/2009 | 09/29/2009 | 549.00 | 463.00 | 86.00 |
| 42. BRITISH AMERICAN TOBACCO-SP ADR | 05/01/2009 | 09/18/2009 | 2,719.00 | 2,004.00 | 715.00 |
| 40. CME GROUP INC | 05/01/2009 | 07/15/2009 | 11,333.00 | 8,894.00 | 2,439.00 |
| 718. CVS CORP COMMON | 05/01/2009 | 05/27/2009 | 21,175.00 | 22,840.00 | -1,665.00 |
| 44. CVS CORP COMMON | 05/01/2009 | 08/07/2009 | 1,500.00 | 1,400.00 | 100.00 |
| 80. CELGENE CORPORATION | 05/01/2009 | 09/18/2009 | 4,211.00 | 3,251.00 | 960.00 |
| 1197. COACH INCORPORATED | 05/01/2009 | 06/11/2009 | 32,021.00 | 29,777.00 | 2,244.00 |
| 360. COGNIZANT TECH SOL CORP | 05/01/2009 | 08/07/2009 | 12,352.00 | 8,860.00 | 3,492.00 |
| 72. DELL INC | 07/13/2009 | 09/18/2009 | 1,194.00 | 937.00 | 257.00 |
| 266. DOW CHEMICAL CO COMMON ~ | 05/01/2009 | 09/18/2009 | 7,001.00 | 4,293.00 | 2,708.00 |
| 34. DUKE ENERGY CORP | 05/01/2009 | 09/29/2009 | 536.00 | 474.00 | 62.00 |
| 670. EMC CORPORATION COMMON | 05/01/2009 | 07/13/2009 | 8,644.00 | 8,187.00 | 457.00 |
| 122. EMC CORPORATION COMMON | 05/01/2009 | 09/18/2009 | 2,059.00 | 1,491.00 | 568.00 |

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.

Schedule D-1 (Form 1041) 2008

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

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.

2008

Name of estate or trust

GEORGE B RUDY JR T/W FIVE CHARITIES

Employer identification number

23-6708045

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 122. EXPEDITORS INTL WASH INC | 05/01/2009 | 09/18/2009 | 4,452.00 | 4,237.00 | 215.00 |
| 138. FEDEX CORPORATION | 05/01/2009 | 07/13/2009 | 7,665.00 | 7,641.00 | 24.00 |
| 42. FEDEX CORPORATION | 05/01/2009 | 09/18/2009 | 3,178.00 | 2,326.00 | 852.00 |
| 1451.8 FORWARD INTL SM COMPANIES FD-IN | 05/01/2008 | 11/17/2008 | 12,921.00 | 25,000.00 | -12,079.00 |
| 186. GILEAD SCIENCES INCORPORATED | 05/01/2009 | 09/18/2009 | 8,511.00 | 8,383.00 | 128.00 |
| 11581.034 GOLDMAN SACHS HIGH YIELD FD-I#527 | 05/01/2009 | 09/30/2009 | 78,172.00 | 65,549.00 | 12,623.00 |
| 50. GOOGLE INC CL A | 05/01/2009 | 08/07/2009 | 22,843.00 | 19,828.00 | 3,015.00 |
| 87.081 GUINNESS ATKINSON - CHINA & HK FD | 05/01/2009 | 09/30/2009 | 2,776.00 | 1,859.00 | 917.00 |
| 68. HATTERAS FINANCIAL CORP | 05/01/2009 | 09/18/2009 | 2,185.00 | 1,607.00 | 578.00 |
| 36. INTEL CORP COMMON~ | 05/01/2009 | 09/29/2009 | 700.00 | 563.00 | 137.00 |
| 12. INTUITIVE SURGICAL INC | 05/01/2009 | 08/07/2009 | 2,780.00 | 1,728.00 | 1,052.00 |
| 842. ISHARES MSCI EAFE INDEX FD | 09/18/2009 | 09/29/2009 | 46,049.00 | 46,713.00 | -664.00 |
| 164. JUNIPER NETWORKS INCORPORATED | 05/01/2009 | 09/18/2009 | 4,502.00 | 3,534.00 | 968.00 |
| 42. JUNIPER NETWORKS INCORPORATED | 05/01/2009 | 09/29/2009 | 1,118.00 | 905.00 | 213.00 |
| .5091 KINDER MORGAN MANAGEMENT LLC | 05/01/2009 | 08/20/2009 | 23.00 | 20.00 | 3.00 |
| 297. MARTIN MARIETTA MATERIALS INC | 05/01/2009 | 07/13/2009 | 22,755.00 | 24,562.00 | -1,807.00 |
| 150. MONSANTO COMPANY NEW | 05/01/2009 | 09/04/2009 | 12,263.00 | 12,683.00 | -420.00 |
| 144. NEWMARKET CORPORATION | 05/01/2009 | 07/13/2009 | 9,684.00 | 9,334.00 | 350.00 |
| 40. NEWMARKET CORPORATION | 05/01/2009 | 09/18/2009 | 3,794.00 | 2,593.00 | 1,201.00 |
| 454.666 PIMCO TOTAL RETURN FD-I #35 | 12/10/2008 | 05/01/2009 | 4,642.00 | 4,501.00 | 141.00 |
| 32. PHILIP MORRIS INTL INC | 05/01/2009 | 09/18/2009 | 1,547.00 | 1,168.00 | 379.00 |
| 22. POTASH CORP OF SASKATCHEWAN | 05/01/2009 | 08/07/2009 | 2,189.00 | 1,952.00 | 237.00 |
| 60. QUALCOMM INCORPORATED | 05/01/2009 | 09/18/2009 | 2,654.00 | 2,501.00 | 153.00 |
| 46. QUALCOMM INCORPORATED | 05/01/2009 | 09/29/2009 | 2,095.00 | 1,918.00 | 177.00 |

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.

Schedule D-1 (Form 1041) 2008

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2008

▶ 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

GEORGE B RUDY JR T/W FIVE CHARITIES

Employer identification number

23-6708045

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

[illegible]

| | |
|---|-----------|
| 1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b | 34,955.00 |
|---|-----------|

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

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

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

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 1800. ABBOTT LABORATORIES COMMON ~ | 07/21/1993 | 05/01/2009 | 74,963.00 | 21,784.00 | 53,179.00 |
| 300. ABERCROMBIE & FITCH CO-CL A | 01/25/2008 | 05/01/2009 | 7,885.00 | 23,617.00 | -15,732.00 |
| 2435.141 ALPINE INTL REAL ESTATE EQ FD | 12/21/2007 | 12/22/2008 | 27,030.00 | 81,619.00 | -54,589.00 |
| 1600. AMGEN INC COMMON | 02/17/1998 | 05/01/2009 | 77,621.00 | 21,762.00 | 55,859.00 |
| 900. APACHE CORP COMMON | 05/01/2003 | 05/01/2009 | 67,209.00 | 27,477.00 | 39,732.00 |
| 46. APPLE COMPUTER INC COMMON | 06/21/2006 | 05/01/2009 | 5,832.00 | 2,675.00 | 3,157.00 |
| 124. APPLE COMPUTER INC COMMON | 06/21/2006 | 08/07/2009 | 20,466.00 | 7,211.00 | 13,255.00 |
| 22. APPLE COMPUTER INC COMMON | 06/21/2006 | 09/18/2009 | 4,071.00 | 1,279.00 | 2,792.00 |
| 500. BANK OF AMERICA CORPORATION | 03/02/2006 | 05/01/2009 | 4,466.00 | 22,610.00 | -18,144.00 |
| 100000. BELL SOUTH CORP 4.200% 9/15/09 | 09/09/2005 | 09/15/2009 | 100,000.00 | 99,096.00 | 904.00 |
| 132. BURLINGTON NORTHERN SANTA FE | 04/12/2006 | 05/01/2009 | 8,788.00 | 10,831.00 | -2,043.00 |
| 1000. CARNIVAL CORPORATION | 03/08/1996 | 05/01/2009 | 26,789.00 | 14,030.00 | 12,759.00 |
| 699. CHEVRONTXACO CORPORATION | 05/06/1996 | 05/01/2009 | 46,119.00 | 19,588.00 | 26,531.00 |
| 2000. CISCO SYS INC COMMON | 02/14/2006 | 05/01/2009 | 38,320.00 | 42,529.00 | -4,209.00 |
| 1500. COLGATE PALMOLIVE CO COMMON ~ | 11/01/1995 | 05/01/2009 | 90,295.00 | 26,042.00 | 64,253.00 |
| 4500. CORNING INC COMMON ~ | 12/27/2001 | 05/01/2009 | 63,288.00 | 40,566.00 | 22,722.00 |
| 800. DENTSPLY INTL INC NEW COMMON | 04/12/2006 | 05/01/2009 | 21,746.00 | 23,141.00 | -1,395.00 |
| 2800. DISNEY WALT CO COMMON ~ | 12/15/1994 | 05/01/2009 | 60,260.00 | 40,568.00 | 19,692.00 |
| 1400. DUPONT E I DE NEMOURS & CO | 02/22/1996 | 05/01/2009 | 38,959.00 | 53,380.00 | -14,421.00 |
| 550. EOG RESOURCES INCORPORATED | 06/12/2007 | 05/01/2009 | 35,794.00 | 40,298.00 | -4,504.00 |
| 2000. ECOLAB INCORPORATED | 07/18/2002 | 05/01/2009 | 76,205.00 | 42,994.00 | 33,211.00 |
| 2600. EMERSON ELEC CO COMMON ~ | 10/01/2002 | 05/01/2009 | 90,111.00 | 92,279.00 | -2,168.00 |
| 8641.133 EVERGREEN INTL BD FD -IN | 03/10/2008 | 05/01/2009 | 87,535.00 | 99,534.00 | -11,999.00 |
| 2400. EXXON MOBIL CORPORATION | 01/05/1988 | 05/01/2009 | 159,505.00 | 19,016.00 | 140,489.00 |
| 1200. FPL GROUP INC COMMON ~ | 06/10/2004 | 05/01/2009 | 64,880.00 | 38,031.00 | 26,849.00 |

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

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

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 100000. FED HOME LN BK 5.000% 9/18/09 | 10/31/2006 | 09/18/2009 | 100,000.00 | 100,388.00 | -388.00 |
| 100000. FEDERAL NATL MTG AS 5.250% 1/15/09 | 05/10/2006 | 01/15/2009 | 100,000.00 | 100,116.00 | -116.00 |
| 100000. FED NATL MTG ASSN 4.250% 5/15/09 | 06/18/2004 | 05/15/2009 | 100,000.00 | 99,735.00 | 265.00 |
| 1000. GENERAL DYNAMICS CORP COMMON ~ | 01/30/2002 | 05/01/2009 | 51,589.00 | 42,935.00 | 8,654.00 |
| 3488. GENERAL ELECTRIC CO COMMON ~ | 10/03/1990 | 05/01/2009 | 44,231.00 | 10,408.00 | 33,823.00 |
| 1312. GENERAL ELECTRIC CO COMMON ~ | 10/03/1990 | 08/07/2009 | 19,050.00 | 6,122.00 | 12,928.00 |
| 1400. GENERAL MILLS INC COMMON ~ | 12/29/2003 | 05/01/2009 | 70,905.00 | 63,084.00 | 7,821.00 |
| 1000. HARLEY DAVIDSON INC COMMON | 07/30/2003 | 05/01/2009 | 22,170.00 | 46,518.00 | -24,348.00 |
| 1600. HARSCO CORP COMMON | 07/16/2004 | 05/01/2009 | 43,408.00 | 36,488.00 | 6,920.00 |
| 500. HERSHEY FOODS CORP COMMON ~ | 03/20/2007 | 05/01/2009 | 18,041.00 | 26,770.00 | -8,729.00 |
| 279. INTL BUSINESS MACHINES CORP | 03/05/2002 | 05/01/2009 | 28,886.00 | 29,744.00 | -858.00 |
| 2100. JP MORGAN CHASE & COMPANY | 03/07/2002 | 05/01/2009 | 70,456.00 | 99,559.00 | -29,103.00 |
| 2066. JOHNSON & JOHNSON COMMON ~ | 06/07/1990 | 05/01/2009 | 107,248.00 | 15,664.00 | 91,584.00 |
| 400. JOY GLOBAL INCORPORATED | 01/25/2008 | 03/04/2009 | 7,065.00 | 22,748.00 | -15,683.00 |
| 1000. KELLOGG CO COMMON | 10/16/2001 | 05/01/2009 | 42,641.00 | 29,190.00 | 13,451.00 |
| 1200. LAUDER ESTEE CO CL A | 12/29/2003 | 05/01/2009 | 36,632.00 | 46,176.00 | -9,544.00 |
| 245.423 LAZARD EMERGING MARKETS PORTFOLIO-IN | 10/09/2007 | 09/30/2009 | 4,285.00 | 6,693.00 | -2,408.00 |
| 696. LOWES COS INC COMMON | 06/12/2002 | 05/01/2009 | 14,700.00 | 16,558.00 | -1,858.00 |
| 108.344 MTB SM CAP GRWTH-INST I-FD #555 | 08/25/2008 | 09/30/2009 | 1,356.00 | 1,644.00 | -288.00 |
| 342.572 MTB MID CAP GRWTH-INST I-FD #401 | 11/01/1995 | 05/01/2009 | 2,943.00 | 2,752.00 | 191.00 |
| 261.331 MTB MID CAP GRWTH-INST I-FD #401 | 11/01/1995 | 09/30/2009 | 2,770.00 | 2,099.00 | 671.00 |
| 2172. MICROSOFT CORP COMMON | 05/06/1996 | 05/01/2009 | 43,261.00 | 14,949.00 | 28,312.00 |
| 152. MONSANTO COMPANY NEW | 01/25/2008 | 05/27/2009 | 12,219.00 | 17,253.00 | -5,034.00 |
| 18. MONSANTO COMPANY NEW | 01/25/2008 | 08/07/2009 | 1,488.00 | 2,043.00 | -555.00 |
| 130. MONSANTO COMPANY NEW | 01/25/2008 | 09/04/2009 | 10,628.00 | 14,755.00 | -4,127.00 |

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

GEORGE B RUDY JR T/W FIVE CHARITIES

Employer identification number

23-6708045

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 26. NOVARTIS AG-ADR COMMON | 08/16/2006 | 09/18/2009 | 1,252.00 | 1,487.00 | -235.00 |
| 9140.768 PIMCO TOTAL RETURN FD-I #35 | 03/19/2008 | 05/01/2009 | 93,327.00 | 100,000.00 | -6,673.00 |
| 2400. PEPSICO INC COMMON ~ | 02/10/1988 | 05/01/2009 | 118,127.00 | 12,612.00 | 105,515.00 |
| 48. PFIZER INC COMMON ~ | 04/23/2003 | 09/29/2009 | 803.00 | 1,529.00 | -726.00 |
| 800. PROCTER & GAMBLE CO COMMON ~ | 05/01/2003 | 05/01/2009 | 39,248.00 | 35,465.00 | 3,783.00 |
| 646. SCHLUMBERGER LTD COMMON ~ | 10/20/1998 | 05/01/2009 | 31,996.00 | 14,672.00 | 17,324.00 |
| 22. SCHLUMBERGER LTD COMMON ~ | 10/20/1998 | 08/07/2009 | 1,177.00 | 500.00 | 677.00 |
| 16. SCHLUMBERGER LTD COMMON ~ | 10/20/1998 | 09/18/2009 | 979.00 | 363.00 | 616.00 |
| 1200. SYSCO CORP COMMON | 08/16/2006 | 05/01/2009 | 27,953.00 | 39,800.00 | -11,847.00 |
| 312. TARGET CORPORATION | 03/05/2002 | 05/01/2009 | 12,693.00 | 12,895.00 | -202.00 |
| 94. TARGET CORPORATION | 03/05/2002 | 09/18/2009 | 4,571.00 | 3,885.00 | 686.00 |
| 2000. US BANCORP NEW | 01/17/2001 | 05/01/2009 | 36,746.00 | 45,657.00 | -8,911.00 |
| 600. UNITED PARCEL SERVICE INC CLASS B | 11/01/2005 | 05/01/2009 | 31,141.00 | 43,527.00 | -12,386.00 |
| 1054. VERIZON COMMUNICATIONS | 03/30/1993 | 05/01/2009 | 31,925.00 | 27,741.00 | 4,184.00 |
| 25.341 CRM MID CAP VALUE FD-INSTL #32 | 09/01/2006 | 05/01/2009 | 495.00 | 736.00 | -241.00 |
| 2357. WELLS FARGO & COMPANY NEW | 12/15/1995 | 05/01/2009 | 47,713.00 | 19,731.00 | 27,982.00 |
| 186. WELLS FARGO & COMPANY NEW | 12/15/1995 | 09/18/2009 | 5,279.00 | 1,557.00 | 3,722.00 |
| 1000. WYETH | 05/12/1995 | 05/01/2009 | 42,301.00 | 18,923.00 | 23,378.00 |
| 400. ZIMMER HOLDINGS INCORPORATED | 03/02/2006 | 05/01/2009 | 17,323.00 | 27,606.00 | -10,283.00 |
| 500. ZIONS BANCORP INC COMMON COMMON | 07/25/2005 | 05/01/2009 | 5,516.00 | 36,371.00 | -30,855.00 |
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| | | | | | |

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 593,269.00

Schedule D-1 (Form 1041) 2008

FEDERAL CAPITAL GAIN DIVIDENDS

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SHORT-TERM CAPITAL GAIN DIVIDENDS

| | |
|--------------------------------------|----------|
| LAZARD EMERGING MARKETS PORTFOLIO-IN | 234.00 |
| LAZARD EMERGING MARKETS PORTFOLIO-IN | 133.00 |
| MASTERS SELECT INTERNATIONAL FD #306 | 13.00 |
| MASTERS SELECT INTERNATIONAL FD #306 | 844.00 |
| PIMCO TOTAL RETURN FD-I #35 | 2,868.00 |

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

4,091.00

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

| | |
|--------------------------------------|----------|
| LAZARD EMERGING MARKETS PORTFOLIO-IN | 432.00 |
| MTB MID CAP GRWTH-INST I-FD #401 | 5,097.00 |
| MASTERS SELECT INTERNATIONAL FD #306 | 1,345.00 |
| PIMCO TOTAL RETURN FD-I #35 | 1,633.00 |
| TYCO INTERNATIONAL LTD COMMON | 2,311.00 |

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

10,817.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

10,817.00

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