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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

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

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			A Employer identification number 23-6708045
	Number and street (or P.O. box number if mail is not delivered to street address) 21 E MARKET STREET		Room/suite	B Telephone number (see page 10 of the instructions) (717) 852-3011
	City or town, state, and ZIP code YORK, PA 17401-1205			C If exemption application is pending, check here <input type="checkbox"/>
				D 1 Foreign organizations, check here <input type="checkbox"/>
			2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> 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: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total 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				
5a Gross rents	180,146.	181,313.		STMT 1
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.		STMT 2
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	2.			STMT 3
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-)				

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

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	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) F M.V. as of 12/31/69			(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))	
a									
b									
c									
d									
e									
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	643,132.				
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.	{ 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)

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

4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

8 Enter qualifying distributions from Part XII, line 4

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling letter: _____ (attach copy of ruling letter if necessary - see instructions)	1	15,701.
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			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2		
3	Add lines 1 and 2	3		15,701.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		NONE
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5		15,701.
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	9		10,069.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10	10		
11	Enter the amount of line 10 to be Credited to 2009 estimated tax ►	Refunded	► 11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	► 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)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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))?			<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No	
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?			<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?			<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)			<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?			<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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)?					5b
	Organizations relying on a current notice regarding disaster assistance check here			> <input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?			<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).					
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?					6b
	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?			<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?					7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 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
1NONE	

2	

3	

4	

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

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

2	

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

Total. Add lines 1 through 3 ►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	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.	1a	251,700.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	NONE
3	Amounts set aside for specific charitable projects that satisfy the:	3b	NONE
a	Suitability test (prior IRS approval required)	4	251,700.
b	Cash distribution test (attach the required schedule)	5	N/A
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

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

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				265,170.
2 Undistributed income, if any, as of the end of 2007			129,710.	
a Enter amount for 2007 only		NONE		
b Total for prior years 20 06 ,20 20				
3 Excess distributions carryover, if any, to 2008				
a From 2003	NONE			
b From 2004	NONE			
c From 2005	NONE			
d From 2006	NONE			
e From 2007	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 251,700.			129,710.	
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2008 distributable amount				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			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling				►																																							
b	Check box to indicate whether the foundation is a private operating foundation described in section				4942(j)(3) or 4942(j)(5)																																							
2a	<table border="1"> <thead> <tr> <th>Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2008</th> <th>(b) 2007</th> <th>(c) 2006</th> <th>(d) 2005</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>					Tax year	Prior 3 years			(e) Total	(a) 2008	(b) 2007	(c) 2006	(d) 2005																														
Tax year	Prior 3 years			(e) Total																																								
(a) 2008	(b) 2007	(c) 2006	(d) 2005																																									
b	85% of line 2a																																											
c	Qualifying distributions from Part XII, line 4 for each year listed																																											
d	Amounts included in line 2c not used directly for active conduct of exempt activities																																											
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c																																											
3	Complete 3a, b, or c for the alternative test relied upon																																											
a	"Assets" alternative test - enter																																											
(1)	Value of all assets																																											
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)																																											
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed																																											
c	"Support" alternative test - enter																																											
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)																																											
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)																																											
(3)	Largest amount of support from an exempt organization																																											
(4)	Gross investment income																																											

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

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

N/A

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

N/A

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

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

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

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	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	
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)			13	823,278.

13 Total: Add line 12, columns (b), (d), and (e).
(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

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

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of		
(1) Cash	1a(1)	X
(2) Other assets	1a(2)	X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3) Rental of facilities, equipment, or other assets	1b(3)	X
(4) Reimbursement arrangements	1b(4)	X
(5) Loans or loan guarantees	1b(5)	X
(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

12/21/2009 Vice President

Sign Here

Signature of officer or trustee		M AND T TRUST COMPANY		Date	Title
Paid Preparer's Use Only	 Robert E. Campbell		Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See Signature on page 30 of the instructions)
			12/21/2009		P00541305
Firm's name (or yours if self-employed), address, and ZIP code	 THOMSON REUTERS (TAX & ACCOUNTING) 9711 FARRAR COURT, SUITE 110 RICHMOND, VA 23236			EIN  75-1297386	Phone no 804-727-3150

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
27,030.00		2435.141 ALPINE INTL REAL ESTATE EQ FD PROPERTY TYPE: SECURITIES 81,619.00				12/21/2007	12/22/2008	
2,158.00		24. AMAZON.COM INCORPORATED PROPERTY TYPE: SECURITIES 1,898.00				05/01/2009	09/18/2009	
77,621.00		1600. AMGEN INC COMMON PROPERTY TYPE: SECURITIES 21,762.00				02/17/1998	05/01/2009	
67,209.00		900. APACHE CORP COMMON PROPERTY TYPE: SECURITIES 27,477.00				05/01/2003	05/01/2009	
2,757.00		40. APOLLO GROUP INCORPORATED CL A PROPERTY TYPE: SECURITIES 2,437.00				05/01/2009	09/18/2009	
5,832.00		46. APPLE COMPUTER INC COMMON PROPERTY TYPE: SECURITIES 2,675.00				06/21/2006	05/01/2009	
20,466.00		124. APPLE COMPUTER INC COMMON PROPERTY TYPE: SECURITIES 7,211.00				06/21/2006	08/07/2009	
4,071.00		22. APPLE COMPUTER INC COMMON PROPERTY TYPE: SECURITIES 1,279.00				06/21/2006	09/18/2009	
2,763.00		70. ATHENAHEALTH INC PROPERTY TYPE: SECURITIES 2,325.00				05/01/2009	09/18/2009	
4,466.00		500. BANK OF AMERICA CORPORATION PROPERTY TYPE: SECURITIES 22,610.00				03/02/2006	05/01/2009	
100,000.00		100000. BELLSOUTH CORP PROPERTY TYPE: SECURITIES 99,096.00	4.200%	9/1		09/09/2005	09/15/2009	
							904.00	

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

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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)	
12,352.00		360. COGNIZANT TECH SOL CORP PROPERTY TYPE: SECURITIES	8,860.00			05/01/2009	08/07/2009	
90,295.00		1500. COLGATE PALMOLIVE CO COMMON ~ PROPERTY TYPE: SECURITIES	26,042.00			11/01/1995	05/01/2009	
63,288.00		4500. CORNING INC COMMON ~ PROPERTY TYPE: SECURITIES	40,566.00			12/27/2001	05/01/2009	
1,194.00		72. DELL INC PROPERTY TYPE: SECURITIES	937.00			07/13/2009	09/18/2009	
21,746.00		800. DENTSPLY INTL INC NEW COMMON PROPERTY TYPE: SECURITIES	23,141.00			04/12/2006	05/01/2009	
60,260.00		2800. DISNEY WALT CO COMMON ~ PROPERTY TYPE: SECURITIES	40,568.00			12/15/1994	05/01/2009	
7,001.00		266. DOW CHEMICAL CO COMMON ~ PROPERTY TYPE: SECURITIES	4,293.00			05/01/2009	09/18/2009	
38,959.00		1400. DUPONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES	53,380.00			02/22/1996	05/01/2009	
536.00		34. DUKE ENERGY CORP PROPERTY TYPE: SECURITIES	474.00			05/01/2009	09/29/2009	
8,644.00		670. EMC CORPORATION COMMON PROPERTY TYPE: SECURITIES	8,187.00			05/01/2009	07/13/2009	
2,059.00		122. EMC CORPORATION COMMON PROPERTY TYPE: SECURITIES	1,491.00			05/01/2009	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	05/01/2009	
76,205.00			2000. ECOLAB INCORPORATED PROPERTY TYPE: SECURITIES 42,994.00			07/18/2002	05/01/2009	
90,111.00			2600. EMERSON ELEC CO COMMON ~ PROPERTY TYPE: SECURITIES 92,279.00			10/01/2002	05/01/2009	
87,535.00			8641.133 EVERGREEN INTL BD FD -IN PROPERTY TYPE: SECURITIES 99,534.00			03/10/2008	05/01/2009	
4,452.00			122. EXPEDITORS INTL WASH INC PROPERTY TYPE: SECURITIES 4,237.00			05/01/2009	09/18/2009	
159,505.00			2400. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 19,016.00			01/05/1988	05/01/2009	
64,880.00			1200. FPL GROUP INC COMMON ~ PROPERTY TYPE: SECURITIES 38,031.00			06/10/2004	05/01/2009	
100,000.00			100000. FED HOME LN BK PROPERTY TYPE: SECURITIES 100,388.00	5.000%	9/1	10/31/2006	09/18/2009	
100,000.00			100000. FEDERAL NATL MTG AS PROPERTY TYPE: SECURITIES 100,116.00	5.250%	1/1	05/10/2006	01/15/2009	
100,000.00			100000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 99,735.00	4.250%	5/1	06/18/2004	05/15/2009	
7,665.00			138. FEDEX CORPORATION PROPERTY TYPE: SECURITIES 7,641.00			05/01/2009	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	09/18/2009	852.00
12,921.00		1451.8 FORWARD INTL SM COMPANIES FD-IN PROPERTY TYPE: SECURITIES 25,000.00				05/01/2008	11/17/2008	-12,079.00
51,589.00		1000. GENERAL DYNAMICS CORP COMMON ~ PROPERTY TYPE: SECURITIES 42,935.00				01/30/2002	05/01/2009	8,654.00
44,231.00		3488. GENERAL ELECTRIC CO COMMON ~ PROPERTY TYPE: SECURITIES 10,408.00				10/03/1990	05/01/2009	33,823.00
19,050.00		1312. GENERAL ELECTRIC CO COMMON ~ PROPERTY TYPE: SECURITIES 6,122.00				10/03/1990	08/07/2009	12,928.00
70,905.00		1400. GENERAL MILLS INC COMMON ~ PROPERTY TYPE: SECURITIES 63,084.00				12/29/2003	05/01/2009	7,821.00
8,511.00		186. GILEAD SCIENCES INCORPORATED PROPERTY TYPE: SECURITIES 8,383.00				05/01/2009	09/18/2009	128.00
78,172.00		11581.034 GOLDMAN SACHS HIGH YIELD FD-I# PROPERTY TYPE: SECURITIES 65,549.00				05/01/2009	09/30/2009	12,623.00
22,843.00		50. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 19,828.00				05/01/2009	08/07/2009	3,015.00
2,776.00		87.081 GUINNESS ATKINSON - CHINA & HK FD PROPERTY TYPE: SECURITIES 1,859.00				05/01/2009	09/30/2009	917.00
22,170.00		1000. HARLEY DAVIDSON INC COMMON PROPERTY TYPE: SECURITIES 46,518.00				07/30/2003	05/01/2009	-24,348.00

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

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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)	
1,118.00		42. JUNIPER NETWORKS INCORPORATED PROPERTY TYPE: SECURITIES 905.00				05/01/2009	09/29/2009	
42,641.00		1000. KELLOGG CO COMMON PROPERTY TYPE: SECURITIES 29,190.00				10/16/2001	05/01/2009	
23.00		.5091 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 20.00				05/01/2009	08/20/2009	
36,632.00		1200. LAUDER ESTEE CO CL A PROPERTY TYPE: SECURITIES 46,176.00				12/29/2003	05/01/2009	
4,285.00		245.423 LAZARD EMERGING MARKETS PORTFOLI PROPERTY TYPE: SECURITIES 6,693.00				10/09/2007	09/30/2009	
14,700.00		696. LOWES COS INC COMMON PROPERTY TYPE: SECURITIES 16,558.00				06/12/2002	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	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	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	09/30/2009	
22,755.00		297. MARTIN MARIETTA MATERIALS INC PROPERTY TYPE: SECURITIES 24,562.00				05/01/2009	07/13/2009	
43,261.00		2172. MICROSOFT CORP COMMON PROPERTY TYPE: SECURITIES 14,949.00				05/06/1996	05/01/2009	
							28,312.00	

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

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
18,177.00		782. SUNPOWER CORP CL A PROPERTY TYPE: SECURITIES 21,297.00				05/01/2009	07/15/2009	
27,953.00		1200. SYSCO CORP COMMON PROPERTY TYPE: SECURITIES 39,800.00				08/16/2006	05/01/2009	
12,693.00		312. TARGET CORPORATION PROPERTY TYPE: SECURITIES 12,895.00				03/05/2002	05/01/2009	
4,571.00		94. TARGET CORPORATION PROPERTY TYPE: SECURITIES 3,885.00				03/05/2002	09/18/2009	
3,488.00		68. TEVA PHARMACEUTICAL INDS LTD PROPERTY TYPE: SECURITIES 3,008.00				05/01/2009	09/18/2009	
6,019.00		410. UDR INC REIT PROPERTY TYPE: SECURITIES 4,107.00				05/01/2009	09/18/2009	
2,542.00		164. UDR INC REIT PROPERTY TYPE: SECURITIES 1,643.00				05/01/2009	09/29/2009	
36,746.00		2000. US BANCORP NEW PROPERTY TYPE: SECURITIES 45,657.00				01/17/2001	05/01/2009	
1,694.00		28. UNION PACIFIC CORP COMMON ~ PROPERTY TYPE: SECURITIES 1,365.00				05/01/2009	08/07/2009	
31,141.00		600. UNITED PARCEL SERVICE INC CLASS B PROPERTY TYPE: SECURITIES 43,527.00				11/01/2005	05/01/2009	
31,925.00		1054. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 27,741.00				03/30/1993	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)	
583.00		10. VULCAN MATERIAL COM PROPERTY TYPE: SECURITIES 465.00				05/01/2009	09/18/2009	118.00
495.00		25.341 CRM MID CAP VALUE FD-INSTL #32 PROPERTY TYPE: SECURITIES 736.00				09/01/2006	05/01/2009	-241.00
47,713.00		2357. WELLS FARGO & COMPANY NEW PROPERTY TYPE: SECURITIES 19,731.00				12/15/1995	05/01/2009	27,982.00
5,279.00		186. WELLS FARGO & COMPANY NEW PROPERTY TYPE: SECURITIES 1,557.00				12/15/1995	09/18/2009	3,722.00
42,301.00		1000. WYETH PROPERTY TYPE: SECURITIES 18,923.00				05/12/1995	05/01/2009	23,378.00
17,323.00		400. ZIMMER HOLDINGS INCORPORATED PROPERTY TYPE: SECURITIES 27,606.00				03/02/2006	05/01/2009	-10,283.00
5,516.00		500. ZIONS BANCORP INC COMMON COMMON PROPERTY TYPE: SECURITIES 36,371.00				07/25/2005	05/01/2009	-30,855.00
TOTAL GAIN(LOSS)						-----	643,132.	=====

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

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

OTHER EXPENSES

REVENUE
AND
EXPENSES
PER BOOKS

TOTALS

2.

2.

=====

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

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

DESCRIPTION	BOOK VALUE	ENDING FMV
TREAS INFLATION SERIES IX 3.5%	237,741.	257,610.
TREAS INFLATION 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		
FNMA 3.875% 2/15/10		
FNMA 5.125% 4/15/11		
TOTALS	545,698.	580,093.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	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	18,698.	39,793.
CHEVRON CORP		
EXXON MOBIL CORP		
SCHLUMBERGER LIMITED		
EMERSON ELECTRIC	20,804.	54,594.
GENERAL ELECTRIC COMPANY		
INTERNATIONAL BUSINESS MACHINC		
MICROSOFT CORP	27,308.	38,395.
VERIZON COMMUNICATIONS	72,500.	87,397.
THE HERSHEY CO	18,558.	20,826.
TARGET CORP		
LOWES COMPANIES INC		
KELLOGG COMPANY		
GENERAL DYNAMICS CORP		
CORNING INC		
ECOLAB INC		
HARLEY DAVIDSON W/ RTS		
PROCTOR & GAMBLE CO		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BOOK VALUE	ENDING FMV
APACHE CORP	45,871.	30,038.
PFIZER INC W/RTS		
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.
FREEPORT-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.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	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.	119,533.
EMC CORP MASS	14,589.	20,346.

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	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.

DESCRIPTION	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	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.
CONOCOPHILLIPPA 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 C OR F	ENDING BOOK VALUE	ENDING FMV
HARBOR INTERNATIONAL FUND	C	283,045.	502,479.
FORWARD INTL SM CO	C		
MASTERS SELECT INTL FUND	C	134,136.	104,397.
MTB MID CAP GROWTH #401	C	146,796.	173,310.
EVERGREEN INTERNATIONAL BOND FD	C		
CRM MID CAP VALUE FD #32	C	86,822.	69,188.
MTB SMALL CAP STK INSTITUT	C		
ALPINE INTERNATIONAL	C		
PIM CO TOTAL RETURN	C	139,965.	140,688.
RIDGEWORTH SEIX FLOATING	C	225,039.	224,828.
LAZARD EMERGING MKTS PORT	C	138,643.	174,977.
GOLDMAN SACHS HI YLD	C	54,516.	63,356.
MTB SHORT TERM CORP BD	C	51,359.	51,461.
MTB SM CAP GRWTH #555	C	66,213.	65,224.
ALPINE GLOBAL PREMIER	C	44,579.	70,050.
GUINNESS ATKINSON CHINA & HK	C	34,618.	51,692.
TOTALS		1,405,731.	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

STATEMENT 12

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.

=====

STATEMENT 13

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.	

GEORGE B RUDY JR T/W FIVE CHARITIES
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

23-6708045

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.

GEORGE B RUDY JR T/W FIVE CHARITIES
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

23-6708045

=====

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.

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Capital Gains and Losses

2008

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

Name of estate or trust

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

Continuation Sheet for Schedule D
(Form 1041)

► 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			Employer identification number		
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)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

► 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

Name of estate or trust

NAME OF ESTATE OR TEST.

Employer identification number
23-6708045

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

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

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

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 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. BELLSOUTH 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. CHEVRONTEXACO 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

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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 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

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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

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

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

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