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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

OMB No 1545-0052

2008

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

For calendar year 2008, or tax year beginning **NOV 1, 2008**, and ending **OCT 31, 2009**G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type
See Specific
Instructions.

Name of foundation

H.A. KIMBALL & S.E. KIMBALL FOUNDATION**THOMAS F. BLACK, III ET AL TRUSTEES**

Number and street (or P.O. box number if mail is not delivered to street address)

23 BROAD STREET

Room/suite

City or town, state, and ZIP code

WESTERLY, RI 02891

A Employer identification number

05-6006130

B Telephone number

401-364-3565C 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)

\$ 6,682,409.03J 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))

(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

500.002 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

273,428.17**273,428.17****Statement 2**

5a Gross rents

b Net rental income (or loss)

6a Net gain (or loss) from sale of assets not on line 10

-210,557.96**Statement 1**b Gross sales price for all assets on line 6a **818,852.45**

7 Capital gain net income (from Part IV, line 2)

0.00

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)

11 Other income

382.76**8,378.00****Statement 3**

12 Total Add lines 1 through 11

63,752.97**281,806.17**

13 Compensation of officers, directors, trustees, etc

38,392.00**3,839.20****34,552.80**

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

Stmt 4**1,580.00****1,580.00****0.00**

c Other professional fees

17 Interest

18 Taxes

Stmt 5**9,761.90****441.61****0.00**

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

Stmt 6**13,764.53****7,960.80****0.00**

24 Total operating and administrative expenses. Add lines 13 through 23

63,498.43**13,821.61****34,552.80**

25 Contributions, gifts, grants paid

289,932.00**289,932.00**

26 Total expenses and disbursements. Add lines 24 and 25

353,430.43**13,821.61****324,484.80**

27 Subtract line 26 from line 12

-289,677.46

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

267,984.56

c Adjusted net income (if negative, enter -0-)

N/A

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form **990-PF** (2008)832501
01-02-09

H.A. KIMBALL & S.E. KIMBALL FOUNDATION

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THOMAS F. BLACK, III ET AL TRUSTEES

05-6006130

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	12,358.68	64,263.11	64,263.11
	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			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations	200,000.00		
	b	Investments - corporate stock Stmt 8	3,323,719.38	2,592,627.97	3,491,714.40
	c	Investments - corporate bonds Stmt 9	2,012,957.41	2,102,466.94	2,002,767.34
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 10	598,927.18	1,098,927.18	1,123,664.18
	14	Land, buildings, and equipment basis ▶ 7,444.00			
		Less accumulated depreciation Stmt 11 ▶ 7,444.00			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers)	6,147,962.65	5,858,285.20	6,682,409.03
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.00	0.00	
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	6,743,242.18	6,743,242.18	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.00	0.00	
	29	Retained earnings, accumulated income, endowment, or other funds	-595,279.53	-884,956.98	
	30	Total net assets or fund balances	6,147,962.65	5,858,285.20	
31	Total liabilities and net assets/fund balances	6,147,962.65	5,858,285.20		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,147,962.65
2	Enter amount from Part I, line 27a	2	-289,677.46
3	Other increases not included in line 2 (itemize) ▶ See Statement 7	3	0.01
4	Add lines 1, 2, and 3	4	5,858,285.20
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,858,285.20

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01-02-09

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				
b See Attached Statements				
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 818,852.45		1,030,410.41	-211,557.96

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV 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			-211,557.96

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	-211,557.96
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) If (loss), enter -0- in Part I, line 8		3	N/A

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 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	394,907.00	8,034,777.60	.049150
2006	430,142.49	8,635,155.44	.049813
2005	417,317.72	8,471,686.40	.049260
2004	394,851.98	8,484,834.33	.046536
2003	423,825.43	8,004,008.39	.052952

2 Total of line 1, column (d)	2	.247711
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	.049542
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	6,567,829.96
5 Multiply line 4 by line 3	5	325,383.43
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,679.85
7 Add lines 5 and 6	7	328,063.28
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	8	324,484.80

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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	5,359.69
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	0.00
3 Add lines 1 and 2		3	5,359.69
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.00
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	5,359.69
6 Credits/Payments			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	6,368.00	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	6,368.00	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,008.31	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax	11	0.00	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
1c 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"/> \$ 0.00 (2) On foundation managers <input type="checkbox"/> \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.00		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> RI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X

Website address ► www.hkimballfoundation.org

14 The books are in care of ► THE WASHINGTON TRUST COMPANY Telephone no ► 401-348-1234
 Located at ► 23 BROAD STREET, WESTERLY, RI ZIP+4 ► 02891

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 | N/A

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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 instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008) N/A	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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If you answered "Yes" to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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
THOMAS F. BLACK, III 130 WOODVILLE ROAD HOPE VALLEY, RI 02832	PRESIDENT 0.00	18,152.00	0.00	0.00
NORMAN D. BAKER 1164 RIVERWIND CIRCLE VERO BEACH FL 32967	SECRETARY 0.00	10,120.00	0.00	0.00
PAUL D. LYNCH P.O. BOX 296 WESTERLY, RI 02891	TRUSTEE 0.00	10,120.00	0.00	0.00

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

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

Total number of other employees paid over \$50,000

0

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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. If none, enter "NONE."

[illegible]

Total number of others receiving over \$50,000 for professional services

0

Part IX-A	Summary of Direct Charitable Activities
------------------	--

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
------------------	---

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	N/A	
2		
All other program-related investments See instructions		
3		
Total. Add lines 1 through 3		0.00

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	6,554,504.61
b	Average of monthly cash balances	1b	113,343.07
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,667,847.68
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	6,667,847.68
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	100,017.72
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,567,829.96
6	Minimum investment return. Enter 5% of line 5	6	328,391.50

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	328,391.50
2a	Tax on investment income for 2008 from Part VI, line 5	2a	5,359.69
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,359.69
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	323,031.81
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	323,031.81
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	323,031.81

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	324,484.80
b	Program-related investments - total from Part IX-B	1b	0.00
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	324,484.80
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	5	0.00
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	324,484.80

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				323,031.81
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.00	
b Total for prior years		0.00		
3 Excess distributions carryover, if any, to 2008				
a From 2003	2,485.16			
b From 2004				
c From 2005				
d From 2006	5,205.34			
e From 2007				
f Total of lines 3a through e	7,690.50			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$	324,484.80			
a Applied to 2007, but not more than line 2a			0.00	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2008 distributable amount				323,031.81
e Remaining amount distributed out of corpus	1,452.99			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 Enter the net total of each column as indicated below.	9,143.49			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.00		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.00		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see instr			0.00	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	2,485.16			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	6,658.33			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006	5,205.34			
d Excess from 2007				
e Excess from 2008	1,452.99			

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

N/A

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

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(a) 2008

(b) 2007

(c) 2006

(d) 2005

(e) Total

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

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

None

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

None

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

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

THOMAS F. BLACK, III 130 WOODVILLE ROAD, HOPE VALLEY, RI 02832

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

LETTER OF INTENT OR PURPOSE

c Any submission deadlines

N/A

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

N/A

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See Statement 12				
Total				▶ 3a 289,932.00
b Approved for future payment				
None				
Total				▶ 3b 0.00



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 | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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. | | |

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.			
Signature of officer or trustee 		Date 2/3/10	
Title TRUSTEE AND PRESIDENT			
Paid Preparer's Use Only	Preparer's signature 		Date 2/15/10
	Firm's name (or yours if self-employed), address, and ZIP code THE WASHINGTON TRUST COMPANY 23 BROAD STREET WESTERLY, RI 02891		Check if self-employed <input type="checkbox"/> Preparer's identifying number P00015484
		EIN <input type="checkbox"/> Phone no	

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	1500 Cisco Systems	P	04/09/08	12/17/08
b	200,000 FNMA 6%	P	11/04/03	04/27/09
c	100,000 Target Corp 5.375%	P	11/14/07	10/01/09
d	21 California Wtr Svc Group	P	08/04/03	12/17/08
e	1200 California Wtr Svc Group	P	08/04/03	12/17/08
f	35 California Wtr Svc Group	P	08/04/03	12/17/08
g	400 California Wtr Svc Group	P	08/04/03	12/17/08
h	100 California Wtr Svc Group	P	08/04/03	12/17/08
i	200 California Wtr Svc Group	P	08/04/03	12/17/08
j	100 California Wtr Svc Group	P	08/04/03	12/17/08
k	200 California Wtr Svc Group	P	08/04/03	12/17/08
l	300 California Wtr Svc Group	P	08/04/03	12/17/08
m	1100 California Wtr Svc Group	P	08/04/03	12/17/08
n	1044 California Wtr Svc Group	P	08/04/03	12/17/08
o	300 California Wtr Svc Group	P	08/04/03	12/17/08

(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	25,260.91	35,906.25	-10,645.34
b	200,000.00	200,000.00	0.00
c	107,125.00	98,319.00	8,806.00
d	879.68	551.25	328.43
e	50,255.71	31,500.00	18,755.71
f	1,468.24	918.75	549.49
g	16,747.90	10,500.00	6,247.90
h	4,182.97	2,625.00	1,557.97
i	8,363.95	5,250.00	3,113.95
j	4,180.97	2,625.00	1,555.97
k	8,359.95	5,250.00	3,109.95
l	12,533.92	7,875.00	4,658.92
m	45,946.74	28,875.00	17,071.74
n	43,597.19	27,405.00	16,192.19
o	12,524.92	7,875.00	4,649.92

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-10,645.34
b			0.00
c			8,806.00
d			328.43
e			18,755.71
f			549.49
g			6,247.90
h			1,557.97
i			3,113.95
j			1,555.97
k			3,109.95
l			4,658.92
m			17,071.74
n			16,192.19
o			4,649.92

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 }

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)
If (loss), enter "-0-" in Part I, line 8

2

3

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	1500 EMC Corp.	P	05/16/02	12/17/08
b	100 Agilent Technologies Inc.	P	02/01/01	12/17/08
c	900 Agilent Technologies Inc.	P	02/01/01	12/17/08
d	1000 Cisco Systems	P	12/30/99	12/17/08
e	500 Cisco Systems	P	03/16/01	12/17/08
f	500 EMC Corp.	P	03/16/01	12/17/08
g	1000 EMC Corp.	P	09/29/04	12/17/08
h	1000 Microsoft Corp.	P	12/30/99	12/17/08
i	1000 Microsoft Corp.	P	04/03/00	12/17/08
j	1000 Microsoft Corp.	P	09/29/04	12/17/08
k	1000 Spectra Energy Corp.	P	11/06/02	12/17/08
l	1500 Spectra Energy Corp.	P	11/06/02	12/17/08
m	900 Texas Instruments	P	01/26/01	12/17/08
n	100 Texas Instruments	P	01/26/01	12/17/08
o	500 Time Warner Inc.	P	12/30/99	12/17/08

(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	16,066.11	12,060.00	4,006.11
b	1,618.12	5,022.01	-3,403.89
c	14,561.91	45,198.11	-30,636.20
d	16,840.60	53,250.00	-36,409.40
e	8,420.30	10,668.75	-2,248.45
f	5,355.37	18,350.00	-12,994.63
g	10,710.73	11,270.00	-559.27
h	19,560.69	59,562.50	-40,001.81
i	19,560.69	45,375.00	-25,814.31
j	19,560.68	27,680.00	-8,119.32
k	15,690.71	18,655.68	-2,964.97
l	23,536.06	29,060.41	-5,524.35
m	14,192.92	37,068.75	-22,875.83
n	1,577.12	4,118.75	-2,541.63
o	5,135.77	38,282.70	-33,146.93

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			4,006.11
b			-3,403.89
c			-30,636.20
d			-36,409.40
e			-2,248.45
f			-12,994.63
g			-559.27
h			-40,001.81
i			-25,814.31
j			-8,119.32
k			-2,964.97
l			-5,524.35
m			-22,875.83
n			-2,541.63
o			-33,146.93

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

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)
If (loss), enter "-0-" in Part I, line 8

3

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	500 Time Warner Inc.	P	01/11/00	12/17/08
b	500 Time Warner Inc.	P	09/29/04	12/17/08
c	2000 Ingersoll-Rand Company	P	12/29/99	12/17/08
d	100 Ingersoll-Rand Company	P	12/29/99	12/17/08
e	100 Ingersoll-Rand Company	P	12/29/99	12/17/08
f	200 Ingersoll-Rand Company	P	12/29/99	12/17/08
g	800 Ingersoll-Rand Company	P	12/29/99	12/17/08
h	800 Ingersoll-Rand Company	P	12/29/99	12/17/08
i	Capital Gains Dividends			
j				
k				
l				
m				
n				
o				

(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 5,135.77		32,562.50	-27,426.73
b 5,135.77		8,175.00	-3,039.23
c 31,719.82		54,287.50	-22,567.68
d 1,586.12		2,714.38	-1,128.26
e 1,585.02		2,714.37	-1,129.35
f 3,170.00		5,428.75	-2,258.75
g 12,679.92		21,715.00	-9,035.08
h 12,681.20		21,715.00	-9,033.80
i 11,343.00			11,343.00
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-27,426.73
b			-3,039.23
c			-22,567.68
d			-1,128.26
e			-1,129.35
f			-2,258.75
g			-9,035.08
h			-9,033.80
i			11,343.00
j			
k			
l			
m			
n			
o			

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	-211,557.96
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

2008 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COPIER	12/11/99	SL	5.00	16	1,799.00			1,799.00	1,799.00		0.00
2	NEW COPIER	10/22/02	SL	5.00	16	1,645.00			1,645.00	1,645.00		0.00
3	Van	12/27/02	SL	5.00	16	4,000.00			4,000.00	4,000.00		0.00
	* Total 990-PF Pg 1 Depr					7,444.00		0.00	7,444.00	7,444.00	0.00	0.00

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1500 Cisco Systems	Purchased	04/09/08	12/17/08

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
25,260.91	35,906.25	0.00	0.00	-10,645.34

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
200,000 FNMA 6%	Purchased	11/04/03	04/27/09

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
200,000.00	200,000.00	0.00	0.00	0.00

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
100,000 Target Corp 5.375%	Purchased	11/14/07	10/01/09

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
107,125.00	98,319.00	0.00	0.00	8,806.00

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
21 California Wtr Svc Group	Purchased	08/04/03	12/17/08	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
879.68	551.25	0.00	0.00	328.43

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
1200 California Wtr Svc Group	Purchased	08/04/03	12/17/08	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
50,255.71	31,500.00	0.00	0.00	18,755.71

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
35 California Wtr Svc Group	Purchased	08/04/03	12/17/08

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,468.24	918.75	0.00	0.00	549.49

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
400 California Wtr Svc Group	Purchased	08/04/03	12/17/08	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
16,747.90	10,500.00	0.00	0.00	6,247.90

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
100 California Wtr Svc Group	Purchased	08/04/03	12/17/08	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4,182.97	2,625.00	0.00	0.00	1,557.97

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
200 California Wtr Svc Group	Purchased	08/04/03	12/17/08	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8,363.95	5,250.00	0.00	0.00	3,113.95

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
100 California Wtr Svc Group	Purchased	08/04/03	12/17/08	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4,180.97	2,625.00	0.00	0.00	1,555.97

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
200 California Wtr Svc Group	Purchased	08/04/03	12/17/08	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8,359.95	5,250.00	0.00	0.00	3,109.95

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
300 California Wtr Svc Group	Purchased	08/04/03	12/17/08	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
12,533.92	7,875.00	0.00	0.00	4,658.92

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
1100 California Wtr Svc Group	Purchased	08/04/03	12/17/08	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
45,946.74	28,875.00	0.00	0.00	17,071.74

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
1044 California Wtr Svc Group	Purchased	08/04/03	12/17/08	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
43,597.19	27,405.00	0.00	0.00	16,192.19

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
300 California Wtr Svc Group	Purchased	08/04/03	12/17/08	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
12,524.92	7,875.00	0.00	0.00	4,649.92

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1500 EMC Corp.	16,066.11	12,060.00	0.00	0.00	4,006.11

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
100 Agilent Technologies Inc.	1,618.12	5,022.01	0.00	0.00	-3,403.89

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
900 Agilent Technologies Inc.	14,561.91	45,198.11	0.00	0.00	-30,636.20

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1000 Cisco Systems	16,840.60	53,250.00	0.00	0.00	-36,409.40

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
500 Cisco Systems	8,420.30	10,668.75	0.00	0.00	-2,248.45

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
500 EMC Corp.	5,355.37	18,350.00	0.00	0.00	-12,994.63

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1000 EMC Corp.	10,710.73	11,270.00	0.00	0.00	-559.27

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1000 Microsoft Corp.	19,560.69	59,562.50	0.00	0.00	-40,001.81

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1000 Microsoft Corp.	19,560.69	45,375.00	0.00	0.00	-25,814.31

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1000 Microsoft Corp.	19,560.68	27,680.00	0.00	0.00	-8,119.32

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1000 Spectra Energy Corp.	15,690.71	18,655.68	0.00	0.00	-2,964.97

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1500 Spectra Energy Corp.	23,536.06	28,060.41	0.00	0.00	-4,524.35

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
900 Texas Instruments	Purchased	01/26/01	12/17/08

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
14,192.92	37,068.75	0.00	0.00	-22,875.83

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
100 Texas Instruments	Purchased	01/26/01	12/17/08	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,577.12	4,118.75	0.00	0.00	-2,541.63

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
500 Time Warner Inc.	Purchased	12/30/99	12/17/08

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5,135.77	38,282.70	0.00	0.00	-33,146.93

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
500 Time Warner Inc.	Purchased	01/11/00	12/17/08

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5,135.77	32,562.50	0.00	0.00	-27,426.73

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
500 Time Warner Inc.	5,135.77	8,175.00	0.00	0.00	-3,039.23

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2000 Ingersoll-Rand Company	31,719.82	54,287.50	0.00	0.00	-22,567.68

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
100 Ingersoll-Rand Company	1,586.12	2,714.38	0.00	0.00	-1,128.26

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
100 Ingersoll-Rand Company	1,585.02	2,714.37	0.00	0.00	-1,129.35

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
200 Ingersoll-Rand Company	Purchased	12/29/99	12/17/08	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3,170.00	5,428.75	0.00	0.00	-2,258.75

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
800 Ingersoll-Rand Company	Purchased	12/29/99	12/17/08	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
12,679.92	21,715.00	0.00	0.00	-9,035.08

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
800 Ingersoll-Rand Company	Purchased	12/29/99	12/17/08	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
12,681.20	21,715.00	0.00	0.00	-9,033.80

Capital Gains Dividends from Part IV	11,343.00
Total to Form 990-PF, Part I, line 6a	-210,557.96

Form 990-PF	Dividends and Interest from Securities	Statement	2
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
DOMESTIC DIVIDENDS	149,607.47	0.00	149,607.47
FOREIGN DIVIDENDS	2,943.92	0.00	2,943.92
MERITAGE/OPPENHEIMER I	1,579.00	0.00	1,579.00
MERITAGE/OPPENHEIMER I	11,343.00	11,343.00	0.00
MERITAGE/OPPENHEIMER II	273.00	0.00	273.00

MERITAGE/OPPENHEIMER II	101.00	0.00	101.00
OTHER INTEREST	118,923.78	0.00	118,923.78
Total to Fm 990-PF, Part I, ln 4	284,771.17	11,343.00	273,428.17

Form 990-PF	Other Income	Statement	3
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
MERITAGE/OPPENHEIMER I DISTRIBUTION			
ADJ	-7,995.24	0.00	
MERITAGE/OPPENHEIMER I	7,576.00	7,576.00	
MERITAGE/OPPENHEIMER II	802.00	802.00	
Total to Form 990-PF, Part I, line 11	382.76	8,378.00	

Form 990-PF	Accounting Fees	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX RETURN PREPARATION FEES	1,580.00	1,580.00		0.00
To Form 990-PF, Pg 1, ln 16b	1,580.00	1,580.00		0.00

Form 990-PF	Taxes	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ESTIMATED TAXES	6,368.00	0.00		0.00
EXCISE TAX BALANCE DUE WITH 990-PF	2,952.29	0.00		0.00
FOREIGN TAX WITHHOLDING	441.61	441.61		0.00
To Form 990-PF, Pg 1, ln 18	9,761.90	441.61		0.00

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
COX COMMUNICATIONS -					
TELEPHONE & FAX	870.85	0.00		0.00	
OFFICER HEALTH INSURANCE	2,878.95	0.00		0.00	
OFFICERS DENTAL	1,389.49	0.00		0.00	
SAFE DEPOSIT BOX	275.00	275.00		0.00	
CHAMBER OF COMMERCE - ANNUAL					
MEMBERSHIP	128.00	0.00		0.00	
RI ATTY GENERAL ANNUAL FEE	50.00	50.00		0.00	
WASHINGTON TRUST CUSTODIAL					
FEES	7,320.81	7,320.81		0.00	
DELAWARE SEC. OF STATE					
FRANCHISE TAX	25.00	25.00		0.00	
CT CORPORATION DELAWARE					
REPRESENTATION	270.00	270.00		0.00	
USSUPERNET - WEB HOSTING					
SERVICES	240.00	0.00		0.00	
WESCON - Conference					
reimbursement	296.44	0.00		0.00	
WIRE TRANSFER FEES	19.99	19.99		0.00	
To Form 990-PF, Pg 1, ln 23	13,764.53	7,960.80		0.00	

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	7
Description		Amount	
Correction to Meritage/Oppenheimer I carrying value		0.01	
Total to Form 990-PF, Part III, line 3		0.01	

Form 990-PF	Corporate Stock		Statement	8
Description	Book Value	Fair Market Value		
COMMON & PREFERRED STOCKS	2,592,627.97	3,491,714.40		
Total to Form 990-PF, Part II, line 10b	2,592,627.97	3,491,714.40		

Form 990-PF	Corporate Bonds	Statement	9
Description	Book Value	Fair Market Value	
BONDS	2,102,466.94	2,002,767.34	
Total to Form 990-PF, Part II, line 10c	2,102,466.94	2,002,767.34	

Form 990-PF	Other Investments	Statement	10
Description	Valuation Method	Book Value	Fair Market Value
MERITAGE/OPPENHEIMER	COST	1,098,927.18	1,123,664.18
Total to Form 990-PF, Part II, line 13		1,098,927.18	1,123,664.18

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	11
Description	Cost or Other Basis	Accumulated Depreciation	Book Value
COPIER	1,799.00	1,799.00	0.00
NEW COPIER	1,645.00	1,645.00	0.00
Van	4,000.00	4,000.00	0.00
Total To Fm 990-PF, Part II, ln 14	7,444.00	7,444.00	0.00

Form 990-PF

Grants and Contributions
Paid During the Year

Statement 12

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
ST. MARY'S - ST. JAMES COMMUNITY FOOD PANTRY	NONE Operations	PUBLIC	15,000.00
WESTERLY SENIOR CENTER	NONE NAEIR	PUBLIC	2,500.00
BRADFORD JONNYCAKE CENTER	NONE Operations	PUBLIC	2,500.00
DORCAS PLACE	NONE Capital	PUBLIC	15,600.00
BRADFORD JONNYCAKE CENTER OF WESTERLY	NONE Operations	PUBLIC	5,000.00
PAWCATUCK NEIGHBORHOOD CENTER	NONE Operations	PUBLIC	5,000.00
RHODE ISLAND BAR ASSOCIATION MATCHING GRANT FOR SCHOLARSHIP	NONE SCHOLARSHIPS	PUBLIC	25,000.00
BRADLEY HOSPITAL	NONE Capital	PUBLIC	20,000.00
OCEAN COMMUNITY YMCA	NONE Summer Camperships	PUBLIC	10,000.00
RHODE ISLAND CAN	NONE Food purchases	PUBLIC	10,000.00

BIG APPLE CIRCUS	NONE Circus tickets	PUBLIC	12,000.00
PROVIDENCE BOYS CLUBS	NONE Summer Camperships	PUBLIC	10,000.00
RICHMOND SENIOR CENTER	NONE NAEIR	PUBLIC	2,500.00
PAWCATUCK NEIGHBORHOOD CENTER	NONE NAEIR	PUBLIC	2,500.00
WOOD RIVER HEALTH SERVICES INC.	NONE NAEIR and maintenance	PUBLIC	3,800.00
UVEITAS SUPPORT GROUP FUND	NONE Operations	PUBLIC	5,000.00
CHAD O'BRIEN MEMORIAL SCHOLARSHIP FUND	NONE SCHOLARSHIPS	PUBLIC	12,500.00
ST. MARY'S HOME FOR CHILDREN	NONE Capital	PUBLIC	15,000.00
V.N.S HOME HEALTH SERVICES	NONE Capital	PUBLIC	15,000.00
WESTERLY SENIOR CENTER	NONE Operations	PUBLIC	2,500.00
WESTERLY ADULT DAY SERVICES	NONE NAEIR	PUBLIC	2,500.00
R.I. CENTER ASSISTING THOSE IN NEED FUNDRAISING EVENT	NONE Operations	PUBLIC	10,032.00
WOOD RIVER HEALTH SERVICES INC.	NONE Office equipment	PUBLIC	18,000.00

BRADFORD JONNYCAKE CENTER	NONE Operations	PUBLIC	7,000.00
CHAD O'BRIEN MEMORIAL SCHOLARSHIP FUND	NONE SCHOLARSHIPS	PUBLIC	12,500.00
FRANK OLEAN CENTER	NONE Operations	PUBLIC	10,000.00
GILBERT STUART BIRTHPLACE	NONE Capital	PUBLIC	6,000.00
PAWCATUCK NEIGHBORHOOD CENTER	NONE Operations	PUBLIC	8,000.00
WELCOME HOUSE OF SOUTH COUNTY	NONE Capital	PUBLIC	12,000.00
WESTERLY SENIOR CENTER	NONE Operations	PUBLIC	10,000.00
NORTH KINGSTOWN SENIOR ASOCIATION	NONE NAEIR	PUBLIC	2,500.00

Total to Form 990-PF, Part XV, line 3a

289,932.00

Form **990-W****Estimated Tax on Unrelated Business Taxable
Income for Tax-Exempt Organizations**

OMB No 1545-0976

(WORKSHEET)

Department of the Treasury
Internal Revenue Service

(and on Investment Income for Private Foundations) Form 990-PF

2009

(Keep for your records. Do not send to the Internal Revenue Service.)

1	Unrelated business taxable income expected in the tax year	1	
2	Tax on the amount on line 1. See instructions for tax computation	2	
3	Alternative minimum tax (see instructions)	3	
4	Total. Add lines 2 and 3	4	
5	Estimated tax credits (see instructions)	5	
6	Balance. Subtract line 5 from line 4	6	
7	Other taxes (see instructions)	7	
8	Total. Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8. Note. If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions.	10a	
b	Enter the tax shown on the 2008 return (see instructions). Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c.	10b	5,359.69
c	2009 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c.	Adjusted To	10c 5,360.00

	(a)	(b)	(c)	(d)		
11	11	03/15/10	04/15/10	07/15/10	10/15/10	
12	Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions).	12	1,340.00	1,340.00	1,340.00	1,340.00
13	2008 Overpayment (see instructions)	13	1,008.31			
14	Payment due. (Subtract line 13 from line 12)	14	331.69	1,340.00	1,340.00	1,340.00

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2009)

Estimated Tax	5,360.00
Overpayment Applied	1,008.31
Amount Due	4,351.69

ACCT 1040100683
ASSETS HELD 10/31/2009
VALUED AS OF 10/31/2009

THE WASHINGTON TRUST COMPANY
INVESTMENT REVIEW FOR THE ACCOUNT OF
HORACE A & S ELLA KIMBALL
FOUNDATION CUSTODY THOMAS BLACK
NORMAN BAKER & PAUL D LYNCH
TRUSTEES

INVESTMENT POWERS.....OTHER
GAINS TAXED TO....TRUST
TRUST TAX YEAR END.....10/31
TRUST ADJUSTED TAX BRACKET..
OFFICER.....
REVOCABILITY.....IRREVOCABLE
FINAL TERMINATION DATE.....
BROKER ACCT EXEC.....
TRUSTEE RESTRICTIONS: LDISB
INVESTMENT OBJECTIVE.....CAP PRESERVATION
INCOME TAXED TO.....TRUST
TRUST TAX FILING STATUS.....CHARITABLE NON-EXEMPT
LOSS CARRYOVER.....
REVIEW CYCLE.....09/END/2010 & THEN EVERY: 1 YEAR
BEGIN TERMINATION DATE.....
DIRECTED BROKER.....
TRUST SITUS.....RHODE ISLAND

REMARKS:
CONTACT NORMAN BAKER
781-906-3050, 781-890-6373 (F)

RECOMMENDED CHANGES:					EST INCOME CHANGE:
SECURITY	PRICE	VALUE	COST	INCOME	EST GAIN/LOSS:
					RATIONALE FOR
					RECOMMENDATION:

REVIEWED:

ENTERED IN MINUTES:

ACCT 1040100683
 ASSETS HELD 10/31/2009
 VALUED AS OF 10/31/2009

THE WASHINGTON TRUST COMPANY
 SUMMARY OF INVESTMENTS
 HORACE A & S ELLA KIMBALL
 FOUNDATION CUSTODY THOMAS BLACK
 NORMAN BAKER & PAUL D LYNCH
 TRUSTEES

PAGE 2

	% OF CURRENT PORTFOLIO	TAX COST	MARKET VALUE AS OF 10/31/2008	MARKET VALUE AS OF 10/31/2009
CASH AND EQUIVALENTS	0.96%	64,263.11	12,358.68	64,263.11
FIXED INCOME	29.97%	2,102,466.94	1,815,357.60	2,002,767.34
EQUITIES	52.25%	2,592,627.97	4,597,547.50	3,491,714.40
MISCELLANEOUS ASSETS	16.82%	1,098,927.18	598,927.18	1,123,664.18
TOTAL FUND	100.00%	5,858,285.20	7,024,190.96	6,682,409.03

ACCT 1040100683
 ASSETS HELD 10/31/2009
 VALUED AS OF 10/31/2009

THE WASHINGTON TRUST COMPANY
 SCHEDULE OF INVESTMENTS
 HORACE A & S ELLA KIMBALL
 FOUNDATION CUSTODY THOMAS BLACK
 • NORMAN BAKER & PAUL D LYNCH
 TRUSTEES

PAGE 3

UNITS	DESCRIPTION	CURRENT PRICE	MARKET VALUE	TAX COST	EST INC	CURRENT YIELD
----	-----	-----	-----	-----	---	-----
	CASH AND EQUIVALENTS					
	=====					
57,401.17	ACCESSOR FUNDS US GOV'T MONEY MARKET FUND	1.00	57,401.17	57,401.17	29	0.051
6,861.94	ACCESSOR FUNDS US GOV'T MONEY MARKET FUND (INCOME)	1.00	6,861.94	6,861.94	3	0.044
	TOTAL CASH AND EQUIVALENTS		64,263.11	64,263.11		
	FIXED INCOME					
	=====					
200,000	PRUDENTIAL FINL INC 4.3% 12/15/2011	96.274	192,548.00	200,000.00	8,600	4.466
100,000	MORGAN STANLEY 4.75% 04/01/2014	100.30	100,300.00	94,500.00	4,750	4.736
200,000	ANHEUSER BUSCH COS INC 5.6% 03/01/2017	103.342	206,684.00	205,215.00	11,200	5.419
200,000	GOLDMAN SACHS GROUP INC GLBL NT 5.95% 01/18/2018	105.367	210,734.00	187,828.53	11,900	5.647
225,000	NATIONAL CITY BK INDIANAPOLIS 4.25% 07/01/2018	87.532	196,947.00	206,995.50	9,563	4.856
260,000	BEAR STEARNS COS INC NT 4.65% 07/02/2018	95.325	247,845.00	245,375.00	12,090	4.878
100,000	CONSOLIDATED EDISON CO NY INC 5.1% 06/15/2033	93.043	93,043.00	95,940.00	5,100	5.481
50,000	BA MTG SEC INC 5.5% 06/25/2033	97.8925	48,946.24	49,250.00	2,750	5.618
50,000	BA MTG SEC INC 5.5% 03/25/2034	77.2831	38,641.57	50,000.00	2,750	7.117
50,000	GNACM MTG LN TR 2004-J1 5.5%	98.2067	49,103.36	50,000.00	2,750	5.600

150,000	04/25/2034	GNMA REMIC TRUST 2003-48	4.8918	104.8836	157,325.34	150,000.00	7,337	4.664
	07/16/2034							

ACCT 1040100683
ASSETS HELD 10/31/2009
VALUED AS OF 10/31/2009

THE WASHINGTON TRUST COMPANY
SCHEDULE OF INVESTMENTS
HORACE A & S ELLA KIMBALL
FOUNDATION CUSTODY THOMAS BLACK
NORMAN BAKER & PAUL D LYNCH
TRUSTEES

PAGE 4

UNITS	DESCRIPTION	CURRENT PRICE	MARKET VALUE	TAX COST	EST INC	CURRENT YIELD
----	-----	-----	-----	-----	---	-----
80,000	CITICORP MORTGAGE SECS 5.5% 08/25/2034	74.6013	59,681.02	80,000.00	4,400	7.373
89,739.66	FHLMC REMIC SERIES 2857 5.5% 09/15/2034	98.0109	87,954.65	89,739.66	4,936	5.612
250,000	JP MORGAN CHASE 4.994% 07/12/2035	103.5648	258,911.90	251,238.25	12,485	4.822
150,000	RESIDENTIAL ASSET SEC 5.5% 10/25/2035	36.0682	54,102.26	146,385.00	8,250	15.249
	TOTAL FIXED INCOME		2,002,767.34	2,102,466.94		
	EQUITIES					
	=====					
2,000	ABBOTT LABORATORIES INC	50.57	101,140.00	75,477.18	3,200	3.164
6,000	AQUA AMERICA INC	15.45	92,700.00	65,700.00	3,480	3.754
4,000	BANK OF AMERICA CORP	22.06	88,240.00	100,000.00	8,200	9.293
2,500	CLOUGH GLOBAL EQUITY FUND	13.12	32,800.00	50,187.50	2,600	7.927
2,500	CLOUGH GLOBAL OPPORTUNITIES FD SH BEN INT	12.00	30,000.00	50,000.00	2,500	8.333
2,000	COCA COLA CO	53.31	106,620.00	88,428.00	3,280	3.076
5,000	DUKE ENERGY CORP	15.82	79,100.00	62,663.91	4,800	6.068
2,500	EXXON MOBIL CORP	71.67	179,175.00	99,638.00	4,200	2.344
2,500	GENERAL ELECTRIC CO	14.26	35,650.00	83,140.00	1,000	2.805
1,500	INTEL CORP	19.11	28,665.00	60,662.50	840	2.930
2,500	INTEGRYS ENERGY GROUP INC	34.60	86,500.00	85,900.00	6,800	7.861
4,100	MFS SER TR II EMERGING GROWTH FD	33.09	135,669.00	204,344.00	0	0.000
28,720	MASSACHUSETTS INVESTORS GROWTH STOCK FUND INC	12.32	353,830.40	507,195.20	1,809	0.511

2,000	MERCK & CO INC	30.93	61,860.00	89,480.00	3,040	4.914
31,500	PEOPLES UNITED FINANCIAL INC	16.03	504,945.00	151,672.83	19,215	3.805
2,000	PROCTER & GAMBLE CO	58.00	116,000.00	70,171.50	3,520	3.034
4,000	PROVIDENT ENERGY TR UNIT	6.17	24,680.00	49,080.00	2,764	11.199

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ACCT 1040100683
 ASSETS HELD 10/31/2009
 VALUED AS OF 10/31/2009

THE WASHINGTON TRUST COMPANY
 SCHEDULE OF INVESTMENTS
 HORACE A & S ELLA KIMBALL
 FOUNDATION CUSTODY THOMAS BLACK
 NORMAN BAKER & PAUL D LYNCH
 TRUSTEES

UNITS	DESCRIPTION	CURRENT PRICE	MARKET VALUE	TAX COST	EST INC	CURRENT YIELD
----	-----	-----	-----	-----	---	-----
6,000	ROYCE VALUE TR INC	9.68	58,080.00	115,946.00	7,680	13.223
2,000	WAL MART STORES INC	49.68	99,360.00	110,500.00	2,180	2.194
85,000	WASHINGTON TRUST BANCORP INC	15.02	1,276,700.00	472,441.35	71,400	5.593
	TOTAL EQUITIES		3,491,714.40	2,592,627.97		
	MISCELLANEOUS ASSETS					
	=====					
398,927.18	PRTNSP- MERITAGE/OPPENHEIMER I		398,927.18	398,927.18	0	0.000
200,000	PRTNSP- MERITAGE/OPPENHEIMER II		200,000.00	200,000.00	0	0.000
500,000	PRTNSP- MERA FUND LIMITED	1.0495	524,737.00	500,000.00	0	0.000
	PARTNERSHIP PRIVATELY HELD HEDGE FUND					
	TOTAL MISCELLANEOUS ASSETS		1,123,664.18	1,098,927.18		
	TOTAL FUND		6,682,409.03	5,858,285.20		

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization H.A. KIMBALL & S.E. KIMBALL FOUNDATION THOMAS F. BLACK, III ET AL TRUSTEES	Employer identification number 05-6006130
	Number, street, and room or suite no. If a P.O. box, see instructions. 23 BROAD STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WESTERLY, RI 02891	

Check type of return to be filed (file a separate application for each return)

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

THE WASHINGTON TRUST COMPANY

- The books are in the care of ► **23 BROAD STREET, WESTERLY, RI - 02891**

Telephone No. ► **401-348-1234**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **June 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year _____ or
- ☒ tax year beginning **NOV 1, 2008**, and ending **OCT 31, 2009**

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	5,359.69
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	6,368.00
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.00

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev. 4-2009)