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

2008

Department of the Treasury
Internal Revenue Service

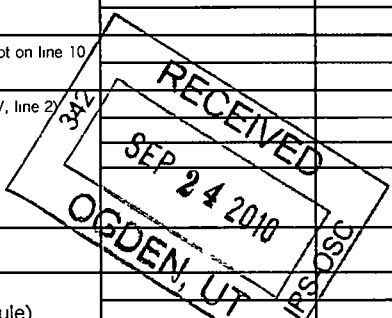
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning Nov 1, 2008, **and ending** Oct 31, 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 The Braxton Fund, Inc.	A Employer identification number 13-6162097
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 736 College Avenue	B Telephone number (see the instructions) (973) 245-4636
	City or town State ZIP code Haverford PA 19041	C If exemption application is pending, 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	D 1 Foreign organizations, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 407,268.	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)	D 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"/>

	Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ch <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	246.	246.		
	4 Dividends and interest from securities	3,975.	3,975.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)			0.	
	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/(loss) (att sch)					
11 Other income (attach schedule)					
Investment advisory fees and foreign		-2,812.	-2,812.		
12 Total. Add lines 1 through 11		1,409.	1,409.		
ADMINISTRATIVE AND EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) L-16c Stmt	1,774.	1,774.		1,774.
	17 Interest				
	18 Taxes (attach schedule) See Line 18 Stmt	450.	450.		450.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
Office expense	81.	81.		81.	
24 Total operating and administrative expenses. Add lines 13 through 23	2,305.	2,305.		2,305.	
25 Contributions, gifts, grants paid	17,760.			17,760.	
26 Total expenses and disbursements. Add lines 24 and 25	20,065.	2,305.		20,065.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-18,656.				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)					



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P 23

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
A S S E T S	1	Cash – non-interest-bearing		81.		
	2	Savings and temporary cash investments		56,243.	31,683.	31,683.
	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 the instructions)				
	7	Other notes and loans receivable (attach sch)				
		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 (attach schedule)				
		b Investments – corporate stock (attach schedule) L-10b Stmt		135,178.	128,318.	165,604.
		c Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) L-13 Stmt		255,281.	238,245.	209,981.	
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 instructions Also, see page 1, item I)		446,783.	398,246.	407,268.	
L I A B I L I T I E S	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe _____)				
	23	Total liabilities (add lines 17 through 22)				
N E T A S S E T S O R F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		446,783.	398,246.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see the instructions)		446,783.	398,246.		
31	Total liabilities and net assets/fund balances (see the instructions)		446,783.	398,246.		

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	446,783.
2	Enter amount from Part I, line 27a	2	-18,656.
3	Other increases not included in line 2 (itemize) _____	3	
4	Add lines 1, 2, and 3	4	428,127.
5	Decreases not included in line 2 (itemize) <u>Capital losses</u>	5	29,881.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	398,246.

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 shares MLC Company)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	545.53 sh BNY Mellon Sm Cap	P	06/22/05	04/22/09
b	927.02 sh BNY Mellon Sm Cap	P	12/20/06	04/22/09
c	200 sh UPS	P	03/31/00	01/27/09
d	300 sh Citigroup Inc	P	02/07/00	01/27/09
e	See Columns (a) thru (d)			
(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	4,075.	6,327.	-2,252.	
b	6,925.	10,752.	-3,827.	
c	9,426.	12,305.	-2,879.	
d	1,047.	9,909.	-8,862.	
e	See Columns (e) thru (h)	53,361.	-12,061.	
(i) Fair Market Value as of 12/31/69			(j) Adjusted basis as of 12/31/69	
a			-2,252.	
b			-3,827.	
c			-2,879.	
d			-8,862.	
e	See Columns (i) thru (j)		-12,061.	
(k) Excess of column (i) over column (j), if any			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))	
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	-29,881.
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 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

(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 (column (b) divided by column (c))
2007	33,395.	540,648.	0.061768
2006	34,260.	688,416.	0.049766
2005	29,750.	650,926.	0.045704
2004	39,298.	658,263.	0.059700
2003	32,702.	630,768.	0.051845
2	Total of line 1, column (d)		0.268783
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		0.053757
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5		400,643.
5	Multiply line 4 by line 3		21,537.
6	Enter 1% of net investment income (1% of Part I, line 27b)		0.
7	Add lines 5 and 6		21,537.
8	Enter qualifying distributions from Part XII, line 4		20,065.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary – see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	0.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0.
6	Credits/Payments		
a	2008 estimated tax pmts and 2007 overpayment credited to 2008	6a	
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	0.
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	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
b		X
c		X
2		X
3		X
4 a		X
4 b		
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
<u>Theron H. Worth</u> 736 College Avenue Haverford PA 19041	Sole Member, Pres & 1.00	0.	0.	0.
<u>Jaqueline M. B. Wren</u> 26 Quinibeck Road Fairlee, VT 05045	VP, Sec, Director 0.00	0.	0.	0.
<u>Andrew P. Zappia</u> 95 Wheatstone Circle, Fairport NY 14450	Director 0.00	0.	0.	0.
<u>Christopher S. Wren</u> Bragg Hill Rd., Fairlee, VT 05045	Director 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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
<u>None</u>				
<u>0</u>				
<u>0</u>				
<u>0</u>				
<u>0</u>				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 -----	
2 -----	
3 -----	
4 -----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 -----	
2 -----	
All other program-related investments. See instructions	
Total. Add lines 1 through 3	

BAA

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	400,744.
b Average of monthly cash balances	1b	6,000.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	406,744.
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	
3 Subtract line 2 from line 1d	3	406,744.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	6,101.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	400,643.
6 Minimum investment return. Enter 5% of line 5	6	20,032.

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	20,032.
2a Tax on investment income for 2008 from Part VI, line 5	2a	0.
b Income tax for 2008 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	0.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	20,032.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	20,032.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	20,032.

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	20,065.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	20,065.
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 instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,065.

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 instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				20,032.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			26,632.	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2008				
a From 2003	3,364.			
b From 2004	6,389.			
c From 2005	0.			
d From 2006	288.			
e From 2007	33,795.			
f Total of lines 3a through e	43,836.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 20,065.				
a Applied to 2007, but not more than line 2a			20,065.	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2008 distributable amount				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	43,836.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a Taxable amount – see instructions			6,567.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				20,032.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	3,364.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	40,472.			
10 Analysis of line 9:				
a Excess from 2004	6,389.			
b Excess from 2005	0.			
c Excess from 2006	288.			
d Excess from 2007	33,795.			
e Excess from 2008	0.			

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			(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)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

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

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

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 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
<i>a Paid during the year</i>				
Smith College Main		501(c)3	General support	1,000.
Northampton MA 01063 Brick Church 62 East 92nd Street		501(c)3	General support	2,000.
New York NY 10128 Dartmouth College Main St		501(c)3	General support	1,000.
Hanover NH 03755 Doctors Without Borders 333 7th Avenue, 2nd Floor		501(c)3	General support	500.
New York NY 10001 Wharton Fund 622 West 168th Street		501(c)3	General support	1,000.
New York NY 10032 St. John's-On-The-Hill Church 2401 East Broad Street		501(c)3	General support	500.
Richmond VA 23223 Pace Law School 78 North Broadway		501(c)3	General support	3,010.
White Plains NY 10603 St. Martin's Episcopal Church Lake Morey Rd East, PO Box 158		501(c)3	General support	3,000.
Fairlee VT 05045 St. Vincent's Hospital Manhattan 170 West 12th Street		501(c)3	General support	3,500.
New York NY 10011 See Line 3a statement		501(c)3	General support	2,250.
Total				17,760.
<i>b Approved for future payment</i>				
Total				3b

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
IRS from prior years	450.	450.		450.
NY State Dept. of Law	0.	0.		
Total	<u>450.</u>	<u>450.</u>		<u>450.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1700 sh Sector Spdr Tr Technology	P	03/30/05	04/24/09
550 sh Sector Spdr Tr Fd Health Care	P	05/23/07	04/24/09

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
28,117.		33,215.	-5,098.
13,183.		20,146.	-6,963.
Total		<u>53,361.</u>	<u>-12,061.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			-5,098.
			-6,963.
Total			<u>-12,061.</u>

Form 990-PF, Page 11, Part XV, Line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>Student Conservation Association (SCA)</u> <u>689 River Road, PO Box 550</u> <u>Charlestown NH 03603</u>		501(c)3	General support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 250.
<u>Vermont Historical Society</u> <u>60 Washington Street</u> <u>Barre VT 05641</u>		501(c)3	General support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,000.
<u>Vermont Law School Annual Fund (VLS)</u> <u>164 Chelsea Street, PO Box 96</u> <u>South Royalton VT 05068</u>		501(c)3	General support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,000.

Total

2,250.

Form 990-PF, Page 1, Part I, Line 16c

L-16c Stmt

Line 16c - Other Professional Fees:		Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Name of Provider	Type of Service Provided				
<u>Christina Cuevas</u>	<u>Office manager</u>	<u>1,774.</u>			

Total

1,774.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
<u>3M Co - 100 sh</u>	<u>5,408.</u>	<u>7,357.</u>
<u>Abbott Laboratories - 120 sh</u>	<u>5,317.</u>	<u>6,068.</u>
<u>Bank of New York Mellon - 283 sh</u>	<u>1,907.</u>	<u>7,545.</u>
<u>BNY Mellon Mid Cap Stk Fd - 1,502.73 sh</u>	<u>11,000.</u>	<u>13,044.</u>
<u>Cisco Sys Inc. - 300 sh</u>	<u>5,306.</u>	<u>6,843.</u>
<u>Comcast Corp. Class A - 450 sh</u>	<u>10,558.</u>	<u>6,309.</u>
<u>Exxon Mobil Corp - 300 sh</u>	<u>12,524.</u>	<u>21,501.</u>
<u>General Electric - 400 sh</u>	<u>6,849.</u>	<u>5,704.</u>
<u>Hewlett Packard Co. - 150 sh</u>	<u>5,288.</u>	<u>7,119.</u>
<u>Intel Corp - 350 sh</u>	<u>5,319.</u>	<u>6,688.</u>
<u>JPMorgan Chase & Co. - 200 sh</u>	<u>5,018.</u>	<u>8,354.</u>

Form 990-PF, Page 2, Part II, Line 10b

Continued

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Microsoft Corp. - 275 sh	5,194.	7,626.
Pepsico Inc - 300 sh	11,374.	18,165.
Pfizer Inc. - 400 sh	5,435.	6,812.
Procter & Gamble - 195 sh	9,354.	11,310.
Sempra Energy 125 sh	7,036.	6,431.
Teva Pharmaceuticals Inds - 120 sh	5,303.	6,058.
Thermo Fisher Scientific Inc. - 145 sh	5,192.	6,525.
United Parcel Service Inc - 100 sh	4,936.	6,145.
Total	<u>128,318.</u>	<u>165,604.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
BNY Mellon Intl Appr Fund - 2,898.49 sh	47,080.	33,449.
BNY Mellon Small Cap Stock Fd - 1,384.33 sh	16,056.	11,684.
Legg Mason Value Trust - 4,838.52 sh	175,109.	164,848.
Total	<u>238,245.</u>	<u>209,981.</u>