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

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

12/01, 2008, and ending

11/30, 2009

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation ALICE A PAXTON CHARITABLE TRUST	A Employer identification number 01-6180869
	Number and street (or P O box number if mail is not delivered to street address) 21 E MARKET STREET	Room/suite
	City or town, state, and ZIP code YORK, PA 17401-1205	
		B Telephone number (see page 10 of the instructions) (301) 790-6838

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		C If exemption application is pending, check here ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 2,804,743		D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
(Part I, column (d) must be on cash basis.)		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 page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		68,621.	68,356.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		15,390.			
b Gross sales price for all assets on line 6a	1,923,808.				
7 Capital gain net income (from Part IV, line 2)			15,390.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		4,571.			STMT 2
12 Total. Add lines 1 through 11		88,582.	83,746.		
13 Compensation of officers, directors, trustees, etc.		21,091.	21,091.		
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest	OGDEN, UT				
18 Taxes (attach schedule) (see page 14 of the instructions)		2,945.	2,549.		STMT 3
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses.					
Add lines 13 through 23		24,036.	23,640.		
25 Contributions, gifts, grants paid		149,500.			149,500.
26 Total expenses and disbursements Add lines 24 and 25		173,536.	23,640.		149,500.
27 Subtract line 26 from line 12:		-84,954.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			60,106.		
c Adjusted net income (if negative, enter -0-)					

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

JSA
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Form 990-PF (2008)

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
	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	25,926.	146,240.	146,240.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
Assets	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	STMT 4.	3,038,148.	2,832,884.
	c	Investments - corporate bonds (attach schedule)			2,658,503.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ► (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ► (attach schedule)			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,064,074.	2,979,124.	2,804,743.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	3,064,074.	2,979,124.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	3,064,074.	2,979,124.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,064,074.	2,979,124.	

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	3,064,074.
2	Enter amount from Part I, line 27a	2	-84,954.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 8	3	4.
4	Add lines 1, 2, and 3	4	2,979,124.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,979,124.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	15,390.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.	{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. }		3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	193,711.	3,237,167.	0.05983966845
2006	150,000.	3,742,522.	0.04007992471
2005	173,491.	3,088,002.	0.05618228227
2004	153,229.	3,475,179.	0.04409240502
2003	159,691.	3,108,970.	0.05136459985

2 Total of line 1, column (d) **2** **0.25155888030**

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years **3** **0.05031177606**

4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 **4** **2,457,161.**

5 Multiply line 4 by line 3 **5** **123,624.**

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** **601.**

7 Add lines 5 and 6 **7** **124,225.**

8 Enter qualifying distributions from Part XII, line 4 **8** **149,500.**

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling letter: _____ (attach copy of ruling letter if necessary - see instructions)	1	601.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . .			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .	2		
3	Add lines 1 and 2 . . .	3	601.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .	4	NONE	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . .	5	601.	
6	Credits/Payments:			
a	2008 estimated tax payments and 2007 overpayment credited to 2008 . . .	6a	792.	
b	Exempt foreign organizations-tax withheld at source . . .	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	NONE	
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments. Add lines 6a through 6d . . .	7	792.	
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	191.	
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax ►	11	191. Refunded ►	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions) 11 X

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X

Website address ► N/A

14 The books are in care of ► M & T Telephone no ► (301) 790-6838
Located at ► 101 WEST WASHINGTON ST, HAGERSTOWN, MD ZIP + 4 ► 21741

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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?		
1b		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)		
2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008)		
3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		
4a		
4b		

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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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?			5b	
	Organizations relying on a current notice regarding disaster assistance check here ►				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870.			6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		21,091.	-0-	-0-

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions).
If none, enter "NONE."**

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

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

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

Part IX-A Summary of Direct Charitable Activities

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

2	

3	

4	

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

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

2	

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

Total. Add lines 1 through 3 ►	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,418,332.
b	Average of monthly cash balances	1b	76,248.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,494,580.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,494,580.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	37,419.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,457,161.
6	Minimum investment return. Enter 5% of line 5	6	122,858.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	122,858.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	601.
b	Income tax for 2008. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	601.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	122,257.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	122,257.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	122,257.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	149,500.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	NONE
3	Amounts set aside for specific charitable projects that satisfy the:	3b	NONE
a	Suitability test (prior IRS approval required)	4	149,500.
b	Cash distribution test (attach the required schedule)	5	601.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	148,899.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

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

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				122,257.
2 Undistributed income, if any, as of the end of 2007			-147,444.	
a Enter amount for 2007 only				
b Total for prior years 20 06 ,20 20		NONE		
3 Excess distributions carryover, if any, to 2008				
a From 2003	NONE			
b From 2004	NONE			
c From 2005	NONE			
d From 2006	NONE			
e From 2007	NONE			
f Total of lines 3a through e		NONE		
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 149,500.			147,444.	
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)		NONE		
d Applied to 2008 distributable amount				2,056.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))		NONE		NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		NONE		
b Prior years' undistributed income Subtract line 4b from line 2b			NONE	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE	
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions			NONE	
e Undistributed income for 2007 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009.				120,201.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		NONE		
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)		NONE		
9 Excess distributions carryover to 2009.		NONE		
Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2004	NONE			
b Excess from 2005	NONE			
c Excess from 2006	NONE			
d Excess from 2007	NONE			
e Excess from 2008	NONE			

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

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	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 foundation had \$5,000 or more in assets at any time during the year - see page 27 of the instructions.)**

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

- a The name, address, and telephone number of the person to whom applications should be addressed:
- b The form in which applications should be submitted and information and materials they should include:
- c Any submission deadlines:
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 14				
Total			► 3a	149,500.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

1 Program service revenue

- a _____
- b _____
- c _____
- d _____
- e _____
- f _____

g Fees and contracts from government agencies

2 Membership dues and assessments**3 Interest on savings and temporary cash investments****4 Dividends and interest from securities****5 Net rental income or (loss) from real estate**

a Debt-financed property

b Not debt-financed property

6 Net rental income or (loss) from personal property**7 Other investment income****8 Gain or (loss) from sales of assets other than inventory****9 Net income or (loss) from special events****10 Gross profit or (loss) from sales of inventory****11 Other revenue**

- a _____
- b _____
- c _____
- d _____
- e _____

12 Subtotal Add columns (b), (d), and (e)**13 Total Add line 12, columns (b), (d), and (e)**

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

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

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

NOT APPLICABLE

SCHEDULE D
(Form 1041)Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

2008

Name of estate or trust

ALICE A PAXTON CHARITABLE TRUST

Employer identification number

01-6180869

Note: Form 5227 filers need to complete **only** Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			2,413.
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b				1b	2,300.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet				4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►				5	4,713.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			5,997.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b				6b	4,680.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				8	
9 Capital gain distributions				9	
10 Gain from Form 4797, Part I				10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet				11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►				12	10,677.

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

Schedule D (Form 1041) 2008

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		4,713.
14	Net long-term gain or (loss):			
a	Total for year	14a		10,677.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		15,390.

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

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	()
a	The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ►	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,200	24		
25	Is the amount on line 23 equal to or more than the amount on line 24?			
	<input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box.	25		
	<input type="checkbox"/> No. Enter the amount from line 23	26		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same?	27		
	<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	28		
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	29		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)	30		
31	Figure the tax on the amount on line 23. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)	34		

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

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

Name of estate or trust

ALICE A PAXTON CHARITABLE TRUST

Employer identification number

01-6180869

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

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 2,300.00

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

Schedule D-1 (Form 1041) 2008

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

ALICE A PAXTON CHARITABLE TRUST

Employer identification number

01-6180869

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1700. ALCOA INCORPORATED	05/27/2004	11/24/2009	21,778.00	47,817.00	-26,039.00
600. AMGEN INCORPORATED	10/24/2003	11/24/2009	33,840.00	35,790.00	-1,950.00
1503. CVS CORPORATION	09/10/2003	11/24/2009	47,690.00	20,304.00	27,386.00
700. CAPITAL ONE FINANCIAL CORPORATION	07/07/2003	11/24/2009	26,538.00	35,336.00	-8,798.00
878. CHEVRONTEXACO CORPORATION	11/14/2000	11/24/2009	69,054.00	34,030.00	35,024.00
1100. CISCO SYSTEMS INCORPORATED	10/24/2003	11/24/2009	26,004.00	21,956.00	4,048.00
1100. CITIGROUP INCORPORATED	10/24/2003	11/24/2009	4,609.00	50,889.00	-46,280.00
730. COCA COLA COMPANY	04/03/2006	11/24/2009	42,296.00	39,929.00	2,367.00
900. COMCAST CORP NEW A	10/24/2003	11/24/2009	13,545.00	18,876.00	-5,331.00
4694.049 EVERGREEN INTL BD FD - IN	05/14/2008	11/24/2009	55,718.00	56,000.00	-282.00
400. EXPRESS SCRIPTS INCORPORATED CLASS A	04/03/2006	11/24/2009	35,383.00	17,690.00	17,693.00
1100. EXXON MOBIL CORPORATION	10/24/2003	11/24/2009	83,423.00	41,118.00	42,305.00
33. FAIRPOINT COMMUNICATIO NS INC	11/14/2000	05/29/2009	32.00	389.00	-357.00
10000. FULTON FINANCIAL CORPORATION PA	11/14/2000	11/24/2009	86,386.00	111,723.00	-25,337.00
1000. GENERAL ELECTRIC COMPANY	07/07/2003	11/24/2009	16,110.00	28,940.00	-12,830.00
108. GOLDMAN SACHS GROUP INCORPORATED	11/07/2008	11/24/2009	18,455.00	8,776.00	9,679.00
2370.029 GOLDMAN SACHS HIGH YIELD FD-I#527	11/07/2008	11/24/2009	16,187.00	12,727.00	3,460.00
2870.027 HARBOR FUND INTERNATIONAL FUND OPEN	03/18/2005	11/24/2009	160,435.00	145,431.00	15,004.00
1000. HOME DEPOT INCORPORATED	10/23/2006	11/24/2009	27,410.00	35,738.00	-8,328.00
600. IMS HEALTH INCORPORATED	04/03/2006	05/29/2009	7,051.00	15,558.00	-8,507.00
1092. INTEL CORPORATION	05/27/2004	11/24/2009	21,163.00	31,867.00	-10,704.00
578. INTERNATIONAL BUSINESS MACHINES CORP	05/27/2004	11/24/2009	73,798.00	49,660.00	24,138.00
548. JOHNSON & JOHNSON	11/14/2000	11/24/2009	34,540.00	25,551.00	8,989.00
3518.515 LAZARD EMERGING MARKETS PORTFOLIO-IN	05/14/2008	11/24/2009	63,720.00	84,798.00	-21,078.00
500. LILLY ELI & COMPANY	10/23/2006	11/24/2009	18,560.00	28,460.00	-9,900.00

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

Schedule D-1 (Form 1041) 2008

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

ALICE A PAXTON CHARITABLE TRUST

Employer identification number

01-6180869

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 10031.963 MTB MID CAP GRWTH-INST I-FD #401	12/04/2007	11/24/2009	108,947.00	148,501.00	-39,554.00
9113.35 MTB INTERMED TERM BD-INST I-FD #220	01/18/2006	11/24/2009	96,146.00	89,949.00	6,197.00
11953.69 MTB INCOME FUND-INST I-FD #143	12/27/2006	11/24/2009	117,146.00	118,911.00	-1,765.00
500. MCCORMICK & COMPANY INCORPORATED	04/03/2006	11/24/2009	18,222.00	16,925.00	1,297.00
105. MICROSOFT CORPORATION	10/24/2003	11/24/2009	3,134.00	2,840.00	294.00
1000. MORGAN STANLEY DEAN WITTER DISCOVER	09/10/2003	11/24/2009	32,110.00	39,580.00	-7,470.00
400. THE MOSAIC COMPANY	11/07/2008	11/24/2009	21,604.00	14,124.00	7,480.00
300. NIKE INCORPORATED CLASS B	11/07/2008	11/24/2009	19,377.00	15,369.00	4,008.00
382. NOVARTIS AG SPONSORED ADR	10/23/2006	11/24/2009	21,001.00	21,670.00	-669.00
1000. PEPSICO INCORPORATED	09/10/2003	11/24/2009	62,249.00	46,499.00	15,750.00
1100. PFIZER INCORPORATED	07/07/2003	11/24/2009	20,131.00	38,346.00	-18,215.00
400. T. ROWE PRICE GROUP INCORPORATED	11/07/2008	11/24/2009	19,588.00	14,397.00	5,191.00
358. QUALCOMM INCORPORATED	10/23/2006	11/24/2009	16,296.00	13,575.00	2,721.00
900. STAPLES INCORPORATED	03/17/2005	11/24/2009	20,728.00	18,006.00	2,722.00
1000. TOLL BROS INC	09/10/2003	11/24/2009	19,550.00	14,890.00	4,660.00
1000. UNITED TECHNOLOGIES CORPORATION	11/14/2000	11/24/2009	67,949.00	33,516.00	34,433.00
400. UNITEDHEALTH GROUP INCORPORATED	04/03/2006	11/24/2009	11,768.00	22,660.00	-10,892.00
1296. VERIZON COMMUNICATIONS	11/14/2000	11/24/2009	41,278.00	69,595.00	-28,317.00
484. WAL MART STORES INCORPORATED	04/03/2006	11/24/2009	26,470.00	22,958.00	3,512.00
378. WELLS FARGO & COMPANY NEW	10/24/2003	11/24/2009	10,456.00	10,365.00	91.00
600. WYETH	11/14/2000	10/16/2009	30,151.00	34,894.00	-4,743.00
400. WYETH	11/14/2000	10/16/2009	20,101.00	23,263.00	-3,162.00
400. ZIMMER HOLDINGS INCORPORATED	04/03/2006	11/24/2009	23,261.00	27,060.00	-3,799.00
1700. ACCENTURE PLC- CL A	10/24/2003	11/24/2009	68,782.00	38,244.00	30,538.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					4,680.00

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
35,383.00			400. EXPRESS SCRIPTS INCORPORATED CLASS PROPERTY TYPE: SECURITIES 17,690.00			04/03/2006	11/24/2009	
83,423.00			1100. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 41,118.00			10/24/2003	11/24/2009	
32.00			33. FAIRPOINT COMMUNICATIONS INC PROPERTY TYPE: SECURITIES 389.00			11/14/2000	05/29/2009	
86,386.00			10000. FULTON FINANCIAL CORPORATION PA PROPERTY TYPE: SECURITIES 111,723.00			11/14/2000	11/24/2009	
16,110.00			1000. GENERAL ELECTRIC COMPANY PROPERTY TYPE: SECURITIES 28,940.00			07/07/2003	11/24/2009	
18,455.00			108. GOLDMAN SACHS GROUP INCORPORATED PROPERTY TYPE: SECURITIES 8,776.00			11/07/2008	11/24/2009	
16,187.00			2370.029 GOLDMAN SACHS HIGH YIELD FD-I#5 PROPERTY TYPE: SECURITIES 12,727.00			11/07/2008	11/24/2009	
160,435.00			2870.027 HARBOR FUND INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 145,431.00			03/18/2005	11/24/2009	
27,410.00			1000. HOME DEPOT INCORPORATED PROPERTY TYPE: SECURITIES 35,738.00			10/23/2006	11/24/2009	
7,051.00			600. IMS HEALTH INCORPORATED PROPERTY TYPE: SECURITIES 15,558.00			04/03/2006	05/29/2009	
21,163.00			1092. INTEL CORPORATION PROPERTY TYPE: SECURITIES 31,867.00			05/27/2004	11/24/2009	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
73,798.00		578. INTERNATIONAL BUSINESS MACHINES COR PROPERTY TYPE: SECURITIES 49,660.00				05/27/2004	11/24/2009	
34,540.00		548. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 25,551.00				11/14/2000	11/24/2009	
63,720.00		3518.515 LAZARD EMERGING MARKETS PORTFOL PROPERTY TYPE: SECURITIES 84,798.00				05/14/2008	11/24/2009	
18,560.00		500. LILLY ELI & COMPANY PROPERTY TYPE: SECURITIES 28,460.00				10/23/2006	11/24/2009	
5,016.00		461.886 MTB MID CAP GRWTH-INST I-FD #401 PROPERTY TYPE: SECURITIES 3,155.00				12/02/2008	11/24/2009	
108,947.00		10031.963 MTB MID CAP GRWTH-INST I-FD #4 PROPERTY TYPE: SECURITIES 148,501.00				12/04/2007	11/24/2009	
96,146.00		9113.35 MTB INTERMED TERM BD-INST I-FD # PROPERTY TYPE: SECURITIES 89,949.00				01/18/2006	11/24/2009	
117,146.00		11953.69 MTB INCOME FUND-INST I-FD #143 PROPERTY TYPE: SECURITIES 118,911.00				12/27/2006	11/24/2009	
18,222.00		500. MCCORMICK & COMPANY INCORPORATED PROPERTY TYPE: SECURITIES 16,925.00				04/03/2006	11/24/2009	
3,134.00		105. MICROSOFT CORPORATION PROPERTY TYPE: SECURITIES 2,840.00				10/24/2003	11/24/2009	
32,110.00		1000. MORGAN STANLEY DEAN WITTER DISCOVE PROPERTY TYPE: SECURITIES 39,580.00				09/10/2003	11/24/2009	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
21,604.00		400. THE MOSAIC COMPANY PROPERTY TYPE: SECURITIES 14,124.00				11/07/2008	11/24/2009	7,480.00
19,377.00		300. NIKE INCORPORATED CLASS B PROPERTY TYPE: SECURITIES 15,369.00				11/07/2008	11/24/2009	4,008.00
21,001.00		382. NOVARTIS AG SPONSORED ADR PROPERTY TYPE: SECURITIES 21,670.00				10/23/2006	11/24/2009	-669.00
62,249.00		1000. PEPSICO INCORPORATED PROPERTY TYPE: SECURITIES 46,499.00				09/10/2003	11/24/2009	15,750.00
10,212.00		558. PFIZER INCORPORATED PROPERTY TYPE: SECURITIES 9,773.00				10/16/2009	11/24/2009	439.00
20,131.00		1100. PFIZER INCORPORATED PROPERTY TYPE: SECURITIES 38,346.00				07/07/2003	11/24/2009	-18,215.00
19,588.00		400. T. ROWE PRICE GROUP INCORPORATED PROPERTY TYPE: SECURITIES 14,397.00				11/07/2008	11/24/2009	5,191.00
16,296.00		358. QUALCOMM INCORPORATED PROPERTY TYPE: SECURITIES 13,575.00				10/23/2006	11/24/2009	2,721.00
20,728.00		900. STAPLES INCORPORATED PROPERTY TYPE: SECURITIES 18,006.00				03/17/2005	11/24/2009	2,722.00
19,550.00		1000. TOLL BROS INC PROPERTY TYPE: SECURITIES 14,890.00				09/10/2003	11/24/2009	4,660.00
67,949.00		1000. UNITED TECHNOLOGIES CORPORATION PROPERTY TYPE: SECURITIES 33,516.00				11/14/2000	11/24/2009	34,433.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
11,768.00			400. UNITEDHEALTH GROUP INCORPORATED PROPERTY TYPE: SECURITIES 22,660.00			04/03/2006	11/24/2009	
41,278.00			1296. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 69,595.00			11/14/2000	11/24/2009	
26,470.00			484. WAL MART STORES INCORPORATED PROPERTY TYPE: SECURITIES 22,958.00			04/03/2006	11/24/2009	
10,456.00			378. WELLS FARGO & COMPANY NEW PROPERTY TYPE: SECURITIES 10,365.00			10/24/2003	11/24/2009	
30,151.00			600. WYETH PROPERTY TYPE: SECURITIES 34,894.00			11/14/2000	10/16/2009	
20,101.00			400. WYETH PROPERTY TYPE: SECURITIES 23,263.00			11/14/2000	10/16/2009	
23,261.00			400. ZIMMER HOLDINGS INCORPORATED PROPERTY TYPE: SECURITIES 27,060.00			04/03/2006	11/24/2009	
68,782.00			1700. ACCENTURE PLC- CL A PROPERTY TYPE: SECURITIES 38,244.00			10/24/2003	11/24/2009	
TOTAL GAIN (LOSS)						-----	15,390.	
						=====		

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS	68,621.	68,356.
TOTAL	68,621.	68,356.

FORM 990PF, PART I - OTHER INCOME

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DESCRIPTION

TOTALS

REVENUE
AND
EXPENSES
PER BOOKS

4,571.

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FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	154.	154.
FEDERAL ESTIMATES - PRINCIPAL	396.	
FOREIGN TAXES ON QUALIFIED FOR	2,273.	2,273.
FOREIGN TAXES ON NONQUALIFIED	122.	122.
TOTALS	2,945.	2,549.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WALMART	10,221.	11,783.
COCA COLA	11,381.	15,444.
PEPSICO		
JOHNSON & JOHNSON	11,750.	15,836.
WYETH		
FULTON FINANCIAL	7,752.	15,608.
CHEVRON CORP		
UNITED TECHNOLOGIES	27,065.	15,856.
VERIZON COMMUNICATIONS		
ALCOA		
GENERAL ELECTRIC		
COMCAST	11,571.	11,833.
HOME DEPOT		
TOLL BROS	7,479.	7,759.
EXXON MOBIL		
CAPITAL ONE		
CITIGROUP		
MORGAN STANLEY		
WELLS FARGO		
AMGEN		
Pfizer		
ACCENTURE		
CISCO		
INTEL		
IBM		
MICROSOFT		
MTB INCOME		
HARBOR INTERNATIONAL		
MTB MID CAP GROWTH	491,905.	434,223.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
STAPLES INC	205,618.	125,627.
ALPINE INTL RE		
EXPRESS SCRIPTS		
IMS HEALTH		
LILLY ELI		
MCCORMICK		
NOVARTIS	13,145.	12,121.
QUALCOMM	16,760.	19,890.
UNITEDHEALTH		
ZIMMER HLDGS		
MTB INTERMED TERM	175,757.	110,544.
MTB SM CAP GRWTH		
CVS/CAREMARK		
LAZARD EMERGING	82,938.	102,790.
EVERGREEN INTL		
GOLDMAN SACHS HIGH YIELD		
RIDGEWORTH SEIX	12,273.	15,587.
THE MOSAIC CO	51,613.	48,191.
FAIRPOINT		
NIKE	5,444.	11,367.
GOLDMAN SACHS GROUP		
T ROWE PRICE GROUP		
DREYFUS INTL BOND FUND I	46,545.	46,771.
MFS EMERGING MARKETS DEBT FUND	30,936.	30,651.
PIMCO TOTAL RETURN	251,174.	251,630.
ALBEMARLE CORP	11,703.	11,610.
FREEPORT MCMORAN COPPER & GOLD	7,140.	6,955.
MONSANTO	7,036.	7,106.
NEWMARKET CORP	19,881.	18,850.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BOOK VALUE	ENDING FMV
POTASH CORP	11,248.	11,242.
VULCAN MATERIAL	3,991.	3,878.
ALEX & BALDWIN INC	15,783.	15,703.
BURLINGTON NORTHERN	11,994.	11,993.
EXPEDITORS INTL	8,631.	8,493.
FEDEX	7,861.	8,107.
UNION PACIFIC	11,367.	11,134.
AMAZON COM	16,216.	16,581.
LOWES CO INC	20,100.	19,891.
SERVICE CORP	11,964.	11,981.
TARGET CORP	16,136.	15,830.
ALTRIA GROUP	11,970.	11,625.
BROWN-FORMAN	7,816.	7,778.
PHILIP MORRIS INTL	7,980.	7,598.
CONOCOPHILLIPS	11,876.	11,700.
KINDER MORGAN LLC	12,024.	12,165.
SCHLUMBERGER	12,870.	12,650.
BERKSHIRE HATHAWAY	13,661.	13,412.
MARKEL CORP	7,918.	8,136.
SCHWAB CHARLES CORP NEW	13,508.	13,711.
WHITE MOUNTAINS INS	12,161.	12,382.
ALLERGAN INC	13,502.	13,254.
ATHENAHEALTH	8,322.	8,045.
BRISTOL-MYERS SQUIBB	7,919.	7,998.
CELGENE CORP	16,159.	16,191.
GILEAD SCIENCES	19,587.	19,274.
INTUITIVE SURGICAL	11,146.	11,222.
TEVA PHARMACEUTICAL	18,160.	18,054.
ACTIVISION BLIZZARD	14,140.	14,055.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BOOK VALUE	ENDING FMV
APPLE INC	22,449.	21,990.
COGNIZANT TECH SOLUTIONS	27,908.	27,588.
DELL INC	7,705.	7,540.
EMC CORP	7,849.	7,775.
F5 NETWORKS	10,487.	10,347.
GOOGLE	17,432.	17,490.
JUNIPER NETWORKS	12,923.	13,013.
MASTERCARD	16,580.	16,860.
DUKE ENERGY	11,937.	12,010.
BRITISH AMERICAN TOBACCO	7,918.	7,597.
HATTERAS FINANCIAL	7,880.	7,956.
UDR INC	11,557.	11,826.
CRM MID CAP	37,179.	36,881.
GOLDMAN SACHS GROWTH OPP	111,822.	110,733.
HARBOR CAPITAL APPRECIATION	192,993.	191,796.
T ROWE PRICE INST LARGE CAP	192,993.	191,725.
GUINNESS ATKINSON	42,572.	42,560.
MASTERS SELECT INTL	170,288.	168,189.
TOTALS	2,832,884.	2,658,503.

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

DESCRIPTION	AMOUNT
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ROUNDING	4.
TOTAL	4.
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STATE(S) WHERE THE FOUNDATION IS REGISTERED

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MD

STATEMENT 9

ALICE A PAXTON CHARITABLE TRUST

01-6180869

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

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OFFICER NAME:

M & T

ADDRESS:

25 SOUTH CHARLES ST
BALTIMORE, MD 21201

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 21,091.

TOTAL COMPENSATION: 21,091.

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STATEMENT 10

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

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	2,122,553.	52,045.	
FEBRUARY	1,966,428.	53,603.	
MARCH	2,096,750.	62,376.	
APRIL	2,267,786.	64,214.	
MAY	2,419,539.	64,697.	
JUNE	2,410,409.	75,749.	
JULY	2,605,391.	76,168.	
AUGUST	2,664,094.	76,426.	
SEPTEMBER	2,770,875.	80,347.	
OCTOBER	2,717,221.	113,678.	
NOVEMBER	2,658,502.	146,240.	
DECEMBER	2,320,437.	49,435.	
TOTAL	29,019,985.	914,978.	
AVERAGE FMV	2,418,332.	76,248.	

ALICE A PAXTON CHARITABLE TRUST
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

01-6180869

RECIPIENT NAME:

PROMISE ANIMAL LEAGUE
STAR SILVA, DIRECTOR

ADDRESS:

PO BOX 268
FALLING WATERS, WV 25419

RELATIONSHIP:

NONE

FOUNDATION STATUS OF RECIPIENT:

HUMANE

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

LITTLE WONDERS ANIMAL RESCUE

ADDRESS:

PO BOX 137
CLEAR SPRING, MD 21722

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING EXPENSES

FOUNDATION STATUS OF RECIPIENT:

HUMANE

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

EAST COAST EXOTIC ANIMAL RESCUE INC
RESCUE INC

ADDRESS:

320 ZOO ROAD
FAIRFIELD, PA 17320

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING EXPENSES

FOUNDATION STATUS OF RECIPIENT:

HUMANE

AMOUNT OF GRANT PAID 35,000.

STATEMENT 12

ALICE A PAXTON CHARITABLE TRUST
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

01-6180869

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RECIPIENT NAME:
CHESAPEAKE WILDLIFE HERITAGE
ADDRESS:
46 PENNSYLVANIA AVE
Easton, MD 21601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING EXPENSES
FOUNDATION STATUS OF RECIPIENT:
HUMANE
AMOUNT OF GRANT PAID 39,000.

RECIPIENT NAME:
HUMANE SOCIETY OF
WASHINGTON COUNTY
ADDRESS:
13011 MAUGHANSVILLE ROAD
HAGERSTOWN, MD 21740
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING EXPENSES
FOUNDATION STATUS OF RECIPIENT:
HUMANE
AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:
ALLEGANY COUNTY ANIMAL
SHELTER MGMT FDN INC
ADDRESS:
PO BOX 566
CUMBERLAND, MD 21501-0566
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING EXPENSES
FOUNDATION STATUS OF RECIPIENT:
HUMANE
AMOUNT OF GRANT PAID 16,000.

ALICE A PAXTON CHARITABLE TRUST
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

01-6180869

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RECIPIENT NAME:

FREDERICK COUNTY HUMANE
SOCIETY

ADDRESS:

217 WEST PATRICK STREET
FREDERICK, MD 21701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING EXPENSES

FOUNDATION STATUS OF RECIPIENT:

HUMANE

AMOUNT OF GRANT PAID 9,500.

TOTAL GRANTS PAID: 149,500.

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STATEMENT 14

FEDERAL CAPITAL GAIN DIVIDENDS

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SHORT-TERM CAPITAL GAIN DIVIDENDS

LAZARD EMERGING MARKETS PORTFOLIO-IN	1,540.00
LAZARD EMERGING MARKETS PORTFOLIO-IN	874.00
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS	2,413.00
	=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

LAZARD EMERGING MARKETS PORTFOLIO-IN	2,843.00
MTB MID CAP GRWTH-INST I-FD #401	3,155.00
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	5,997.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	5,997.00
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