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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 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 CO-TTEE UW OF C ALICE R BEAN		A Employer identification number 04-6014549
	Number and street (or P O box number if mail is not delivered to street address) Room/suite P O BOX 1802		B Telephone number (see page 10 of the instructions) () -
	City or town, state, and ZIP code PROVIDENCE, RI 02901-1802		C If exemption application is pending, check here <input type="checkbox"/>
			D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,150,123.		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.)	
		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 checked="" 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	35,126.	35,126.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-6,895.			
b	Gross sales price for all assets on line 6a 263,695.				
7	Capital gain net income (from Part IV, line 2)				
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)	1,142.			STMT 3
12	Total. Add lines 1 through 11	29,373.	35,126.		
13	Compensation of officers, directors, trustees, etc.	16,991.	10,195.		6,796.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 4	800.	NONE	NONE	800.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) STMT 5	366.	366.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 6	435.			435.
24	Total operating and administrative expenses. Add lines 13 through 23	18,592.	10,561.	NONE	8,031.
25	Contributions, gifts, grants paid	65,000.			65,000.
26	Total expenses and disbursements. Add lines 24 and 25	83,592.	10,561.	NONE	73,031.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-54,219.			
b	Net investment income (if negative, enter -0-)		24,565.		
c	Adjusted net income (if negative, enter -0-)				

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

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	NONE	NONE	
	2	Savings and temporary cash investments	73,939.	82,014.	82,014.
	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 ▶	NONE	* NONE NONE	NONE
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	258,580.	149,525.	158,220.
	b	Investments - corporate stock (attach schedule)	668,153.	764,677.	808,728.
	c	Investments - corporate bonds (attach schedule)	149,488.	99,719.	101,161.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶	NONE		
	12	Investments - mortgage loans	NONE	NONE	
	13	Investments - other (attach schedule)	NONE	NONE	NONE
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	NONE	NONE	NONE	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,150,160.	1,095,935.	1,150,123.	
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	1,117,169.	1,095,935.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	32,991.	NONE	
30	Total net assets or fund balances (see page 17 of the instructions)	1,150,160.	1,095,935.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,150,160.	1,095,935.		

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	1,150,160.
2	Enter amount from Part I, line 27a	2	-54,219.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,095,941.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	6.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,095,935.

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	-6,895.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.**1** Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	77,254.	1,274,025.	0.06063774259
2006	11,913.	1,402,907.	0.00849165340
2005	135,585.	1,300,727.	0.10423786083
2004	79,192.	1,302,327.	0.06080807662
2003	14,445.	1,311,808.	0.01101151998
2 Total of line 1, column (d)			2 0.24518685342
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 0.04903737068
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 1,002,522.
5 Multiply line 4 by line 3			5 49,161.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 246.
7 Add lines 5 and 6			7 49,407.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 73,031.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	246.
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 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	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	246.
3 Add lines 1 and 2		4	NONE
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	246.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	320.	
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	320.	
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	74.	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax ▶ 74. Refunded ▶	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ PRIVATE BANK, TAX SERVICES Telephone no ▶ (401) 278-6823 Located at ▶ P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 ▶ 02901-1802			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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)? <input type="checkbox"/> 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 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?	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)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **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? ☐ 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** ☒

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? ☐ **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 9		16,991.	-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
SEE STATEMENT 10		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
SEE STATEMENT 11		NONE

Total number of others receiving over \$50,000 for professional services **NONE****Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	969,234.
b	Average of monthly cash balances	1b	48,555.
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	1,017,789.
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	1,017,789.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	15,267.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,002,522.
6	Minimum investment return. Enter 5% of line 5	6	50,126.

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	50,126.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	246.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	246.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	49,880.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	49,880.
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	49,880.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	73,031.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	73,031.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	246.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	72,785.

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				49,880.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			NONE	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				NONE
b From 2004				NONE
c From 2005				8,755.
d From 2006				NONE
e From 2007				14,189.
f Total of lines 3a through e	22,944.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 73,031.				
a Applied to 2007, but not more than line 2a			NONE	
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				49,880.
e Remaining amount distributed out of corpus	23,151.			
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	46,095.			
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			NONE	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	46,095.			
10 Analysis of line 9:				
a Excess from 2004	NONE			
b Excess from 2005	8,755.			
c Excess from 2006	NONE			
d Excess from 2007	14,189.			
e Excess from 2008	23,151.			

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

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

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

4942(j)(3) or

4942(j)(5)

2a 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**

<div>Recipient</div> <div>Name and address (home or business)</div>	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 14				
Total ► 3a				65,000.
b Approved for future payment				
Total ► 3b				

Enter gross amounts unless otherwise indicated

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

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

NOT APPLICABLE

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					3,485.	
25.00		6.64 CITIGROUP INC PROPERTY TYPE: SECURITIES 255.00					02/10/2000 -230.00	01/16/2009
663.00		178.95 CITIGROUP INC PROPERTY TYPE: SECURITIES 4,411.00					02/09/2000 -3,748.00	01/16/2009
424.00		114.41 CITIGROUP INC PROPERTY TYPE: SECURITIES 2,796.00					07/25/1995 -2,372.00	01/16/2009
3.00		.101 TIME WARNER CABLE INC COM PROPERTY TYPE: SECURITIES 6.00					09/27/2006 -3.00	04/17/2009
60,000.00		60000. FEDERAL NATIONAL MORTGAGE ASSN NO PROPERTY TYPE: SECURITIES 59,085.00					06/16/1999 915.00	06/15/2009
50,000.00		50000. FEDERAL HOME LOAN MORTGAGE CORP N PROPERTY TYPE: SECURITIES 49,970.00					11/04/1999 30.00	09/15/2009
8,563.00		200. AFLAC INC PROPERTY TYPE: SECURITIES 6,553.00					05/01/2003 2,010.00	09/16/2009
3,958.00		50. AIR PRODUCTS AND CHEMICALS INC PROPERTY TYPE: SECURITIES 3,394.00					09/27/2006 564.00	09/16/2009
3,958.00		50. AIR PRODUCTS AND CHEMICALS INC PROPERTY TYPE: SECURITIES 3,333.00					03/30/2006 625.00	09/16/2009
1,979.00		25. AIR PRODUCTS AND CHEMICALS INC PROPERTY TYPE: SECURITIES 1,574.00					06/22/2006 405.00	09/16/2009

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)	
3,569.00		100. AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES 5,578.00					09/27/2006 -2,009.00	09/16/2009
7,963.00		200. BAKER HUGHES INCORPORATED PROPERTY TYPE: SECURITIES 7,122.00					06/27/2001 841.00	09/16/2009
4,187.00		50. BURLINGTON NORTHERN SANTA FE CORP PROPERTY TYPE: SECURITIES 3,788.00					03/08/2006 399.00	09/16/2009
5,248.00		100. COCA COLA CO COM PROPERTY TYPE: SECURITIES 4,712.00					11/22/2006 536.00	09/16/2009
1,225.00		113.278 COLUMBIA MARSICO INT'L OPPORTUNI PROPERTY TYPE: SECURITIES 1,831.00					12/21/2007 -606.00	09/16/2009
5,330.00		493.044 COLUMBIA MARSICO INT'L OPPORTUNI PROPERTY TYPE: SECURITIES 7,968.00					12/21/2007 -2,638.00	09/16/2009
2,800.00		259.011 COLUMBIA MARSICO INT'L OPPORTUNI PROPERTY TYPE: SECURITIES 4,186.00					12/21/2007 -1,386.00	09/16/2009
646.00		59.736 COLUMBIA MARSICO INT'L OPPORTUNIT PROPERTY TYPE: SECURITIES 946.00					06/20/2007 -300.00	09/16/2009
10,238.00		250. CONSOLIDATED EDISON INC PROPERTY TYPE: SECURITIES 9,810.00					09/20/2002 428.00	09/16/2009
4,494.00		75. EATON CORPORATION PROPERTY TYPE: SECURITIES 5,432.00					03/30/2006 -938.00	09/16/2009
2,791.00		50. GENZYME CORPORATION PROPERTY TYPE: SECURITIES 3,112.00					05/29/2007 -321.00	09/16/2009

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)	
50,657.00		50000. HSBC FINANCE CORP DTD 4/20/05 5.2 PROPERTY TYPE: SECURITIES 49,769.00					02/26/2007 888.00	09/16/2009
2,784.00		35. L-3 COMMUNICATIONS HLDGS INC COM PROPERTY TYPE: SECURITIES 3,621.00					08/12/2008 -837.00	09/16/2009
3,210.00		100. MERCK & CO INC COM PROPERTY TYPE: SECURITIES 6,723.00					08/29/2000 -3,513.00	09/16/2009
2,857.00		50. NIKE INC CL B PROPERTY TYPE: SECURITIES 3,294.00					12/10/2007 -437.00	09/16/2009
4,965.00		100. NORTHROP CORPORATION PROPERTY TYPE: SECURITIES 4,959.00					10/18/2002 6.00	09/16/2009
4,920.00		50. PRECISION CASTPARTS CORPORATION PROPERTY TYPE: SECURITIES 3,163.00					09/27/2006 1,757.00	09/16/2009
6,236.00		100. SCHLUMBERGER LIMITED PROPERTY TYPE: SECURITIES 6,011.00					09/27/2006 225.00	09/16/2009
1,041.00		25. TIME WARNER CABLE INC COM PROPERTY TYPE: SECURITIES 1,395.00					09/27/2006 -354.00	09/16/2009
5,476.00		100. WATERS CORP PROPERTY TYPE: SECURITIES 5,793.00					03/30/2007 -317.00	09/16/2009

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)	
TOTAL GAIN (LOSS)					----- -6,895. =====	

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AFLAC INC	216.	216.
AT&T INC	435.	435.
ABBOTT LABORATORIES	468.	468.
AIR PRODUCTS AND CHEMICALS INC	168.	168.
AMERICAN EXPRESS CO	54.	54.
APACHE CORPORATION	90.	90.
AVON PRODUCTS INC	249.	249.
BAKER HUGHES INCORPORATED	90.	90.
BURLINGTON NORTHERN SANTA FE CORP	80.	80.
CHEVRONTXACO CORP COM	641.	641.
CITIGROUP INC GLOBAL SUB NT	2,750.	2,750.
COCA COLA CO COM	161.	161.
COLGATE PALMOLIVE CO	344.	344.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	284.	284.
COLUMBIA MARSICO INT'L OPPORTUNITIES FD	2,431.	2,431.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	313.	313.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	25.	25.
CONSOLIDATED EDISON INC	589.	589.
EATON CORPORATION	113.	113.
EXELON CORP COM	420.	420.
EXXON MOBIL CORPORATION	246.	246.
FEDERAL HOME LOAN MORTGAGE CORP NOTE	3,313.	3,313.
FEDERAL NATIONAL MORTGAGE ASSN NOTE	3,825.	3,825.
GENERAL ELEC CO	164.	164.
GENERAL ELEC CO 01/28/2003 5% 02/01/2013	2,500.	2,500.
GOLDMAN SACHS GROUP INC	88.	88.
HSBC FINANCE CORP DTD 4/20/05 5.25% DUE	2,450.	2,450.
HEWLETT PACKARD COMPANY	96.	96.
ILLINOIS TOOL WORKS INCORPORATED	186.	186.
INTERNATIONAL BUSINESS MACHS	315.	315.
J P MORGAN CHASE & CO COM	106.	106.
JOHNSON & JOHNSON	570.	570.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
KIMBERLY CLARK CORP COM	298.	298.
L-3 COMMUNICATIONS HLDGS INC COM	47.	47.
MCDONALDS CORP	400.	400.
MCKESSON HBOC INC	48.	48.
MERCK & CO INC COM	304.	304.
MICROSOFT CORPORATION	416.	416.
MONSANTO CO NEW COM	78.	78.
NEWS CORP CL A	48.	48.
NIKE INC CL B	50.	50.
NORTHROP CORPORATION	166.	166.
PIMCO TOTAL RETURN FUND INSTL	462.	462.
PNC BK CORP	72.	72.
PEPSICO INCORPORATED	350.	350.
PRECISION CASTPARTS CORPORATION	6.	6.
SCHLUMBERGER LIMITED	84.	84.
SONY CORP/AMER SHARES NEW/	32.	32.
STATE STREET CORP	27.	27.
TIME WARNER INC NEW COM	38.	38.
TIME WARNER INC NEW COM	38.	38.
US BANCORP DEL COM NEW	288.	288.
UNITED STATES TREAS NT DTD 02/15/05 3.50	1,750.	1,750.
UNITED STATES TREAS NT DTD 02/28/06 4.50	2,250.	2,250.
UNITED STATES TREAS NT DTD 08/15/06 4.87	1,219.	1,219.
UNITED STATES TREAS NT DTD 11/30/07 3.37	1,266.	1,266.
UNITED TECHNOLOGIES CORP	462.	462.
VERIZON COMMUNICATIONS	371.	371.
WASTE MANAGEMENT INC	228.	228.
WELLS FARGO COMPANY	390.	390.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	158.	158.
	-----	-----
	35,126.	35,126.
	=====	=====
TOTAL		

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND	1,142.

TOTALS	1,142.
	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	800.			800.
TOTALS	800.	NONE	NONE	800.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	2.	2.
FOREIGN TAXES ON QUALIFIED FOR	364.	364.
	-----	-----
TOTALS	366.	366.
	=====	=====

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

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER ALLOCABLE EXPENSE-INCOME

435.

435.

TOTALS

435.

435.

=====

=====

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

=====

DESCRIPTION

AMOUNT

ROUNDING

6.

TOTAL

6.

=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

MA

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

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

100 FEDERAL STREET
BOSTON, MA 02110

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 13,403.

OFFICER NAME:

MICHAEL G CONWAY

ADDRESS:

P.O. BOX 1744
LOWELL, MA 01853-1744

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 1,794.

OFFICER NAME:

JAMES C SHANNON III, CPA

ADDRESS:

7 FLETCHER STREET
CHELMSFORD, MA 01824

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 1,794.

TOTAL COMPENSATION:

16,991.

=====

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:

NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:
NONE

RECIPIENT NAME:

YMCA OF
GREATER LOWELL

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORTS NAMED ORGANIZATION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

LOWELL HUMANE SOCIETY

ADDRESS:

ATTN MR ALLAN DAVIDSON JR
LOWELL, MA 01854-3007

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORTS NAMED ORGANIZATION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 17,000.

RECIPIENT NAME:

BOYS & GIRLS CLUB OF GREATER

ADDRESS:

LOWELL INC:
LOWELL, MA 01851-1410

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORTS NAMED ORGANIZATION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

GIRLS INCORPORATED OF GREATER

ADDRESS:

LOWELL

LOWELL, MA 01852-1823

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORTS NAMED ORGANIZATION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

CHRIST CHURCH UNITED

ADDRESS:

1 BARTLETT ST

LOWELL, MA 01852-1310

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORTS NAMED ORGANIZATION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 17,000.

RECIPIENT NAME:

OPEN PANTRY OF GREATER LOWELL

ADDRESS:

ATTN: ANITA ADAMS EXEC. DIR.

LOWELL, MA 01852-2201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORTS NAMED ORGANIZATION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

CHALLENGE UNLIMITED AT

ADDRESS:

IRONSTONE FARM

ANDOVER, MA 01810-5305

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORTS NAMED ORGANIZATION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:

MERRIMACK VALLEY FOOD BANK INC.

ADDRESS:

ATTN: AMY PESSIA EXEC. DIR.

LOWELL, MA 01854-3129

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORTS NAMED ORGANIZATION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,500.

TOTAL GRANTS PAID:

65,000.

=====

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2008

Name of estate or trust

CO-TTEE UW OF C ALICE R BEAN

Employer identification number

04-6014549

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					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b
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

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			3,485.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b -10,380.
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 -6,895.

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

Schedule D (Form 1041) 2008

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

		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		-6,895.
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		-6,895.

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: a The loss on line 15, column (3) or b \$3,000	16	(3,000)
-----------	--	-----------	-----------

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2008

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

Employer identification number

CO-TTEE UW OF C ALICE R BEAN

04-6014549

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 6.64 CITIGROUP INC	02/10/2000	01/16/2009	25.00	255.00	-230.00
178.95 CITIGROUP INC	02/09/2000	01/16/2009	663.00	4,411.00	-3,748.00
114.41 CITIGROUP INC	07/25/1995	01/16/2009	424.00	2,796.00	-2,372.00
.101 TIME WARNER CABLE INC COM	09/27/2006	04/17/2009	3.00	6.00	-3.00
60000. FEDERAL NATIONAL MORTGAGE ASSN NOTE	06/16/1999	06/15/2009	60,000.00	59,085.00	915.00
50000. FEDERAL HOME LOAN MORTGAGE CORP NOTE	11/04/1999	09/15/2009	50,000.00	49,970.00	30.00
200. AFLAC INC	05/01/2003	09/16/2009	8,563.00	6,553.00	2,010.00
50. AIR PRODUCTS AND CHEMICALS INC	09/27/2006	09/16/2009	3,958.00	3,394.00	564.00
50. AIR PRODUCTS AND CHEMICALS INC	03/30/2006	09/16/2009	3,958.00	3,333.00	625.00
25. AIR PRODUCTS AND CHEMICALS INC	06/22/2006	09/16/2009	1,979.00	1,574.00	405.00
100. AMERICAN EXPRESS CO	09/27/2006	09/16/2009	3,569.00	5,578.00	-2,009.00
200. BAKER HUGHES INCORPORATED	06/27/2001	09/16/2009	7,963.00	7,122.00	841.00
50. BURLINGTON NORTHERN SANTA FE CORP	03/08/2006	09/16/2009	4,187.00	3,788.00	399.00
100. COCA COLA CO COM	11/22/2006	09/16/2009	5,248.00	4,712.00	536.00
113.278 COLUMBIA MARSICO INT'L OPPORTUNITIES FD CLAS	12/21/2007	09/16/2009	1,225.00	1,831.00	-606.00
493.044 COLUMBIA MARSICO INT'L OPPORTUNITIES FD CLAS	12/21/2007	09/16/2009	5,330.00	7,968.00	-2,638.00
259.011 COLUMBIA MARSICO INT'L OPPORTUNITIES FD CLAS	12/21/2007	09/16/2009	2,800.00	4,186.00	-1,386.00
59.736 COLUMBIA MARSICO INT'L OPPORTUNITIES FD CLAS	06/20/2007	09/16/2009	646.00	946.00	-300.00
250. CONSOLIDATED EDISON INC	09/20/2002	09/16/2009	10,238.00	9,810.00	428.00
75. EATON CORPORATION	03/30/2006	09/16/2009	4,494.00	5,432.00	-938.00
50. GENZYME CORPORATION	05/29/2007	09/16/2009	2,791.00	3,112.00	-321.00
50000. HSBC FINANCE CORP DTD 4/20/05 5.25% DUE 4/15/	02/26/2007	09/16/2009	50,657.00	49,769.00	888.00
35. L-3 COMMUNICATIONS HLDGS INC COM	08/12/2008	09/16/2009	2,784.00	3,621.00	-837.00
100. MERCK & CO INC COM	08/29/2000	09/16/2009	3,210.00	6,723.00	-3,513.00
50. NIKE INC CL B	12/10/2007	09/16/2009	2,857.00	3,294.00	-437.00

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

Schedule D-1 (Form 1041) 2008

Employer identification number

04-6014549

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	-10,380.00
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FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARE	840.00
COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES	852.00
ENRON CORPORATION	1,794.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

3,485.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

3,485.00

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07-337

ASSET SUMMARY

AS OF 11/30/09

ACCOUNT
80-09-900-8536554

CO-TTEE UW OF C ALICE R BEAN

PAGE 1

TYPE OF ASSET	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH AND CASH EQUIVALENTS					
INCOME CASH	0.00	0.00			
PRINCIPAL CASH	0.00	0.00			
MONEY MARKET FUNDS	82,013.85	82,013.85	7.131	123.02	.2
TOTAL CASH AND CASH EQUIVALENTS	82,013.85	82,013.85	7.131	123.02	.2
FIXED INCOME					
GOVERNMENT AND AGENCY	149,525.38	158,220.50	13.757	6,062.50	3.8
CORPORATE BONDS	99,719.00	101,161.00	8.796	5,250.00	5.2
MUTUAL FUNDS-FIXED	102,746.01	105,297.74	9.155	6,013.10	5.7
TOTAL FIXED INCOME	351,990.39	364,679.24	31.708	17,325.60	4.8
EQUITIES					
CONSUMER DISCRETIONARY	20,922.76	20,306.00	1.766	563.00	2.8
CONSUMER STAPLES	32,310.91	47,803.25	4.156	1,264.00	2.6
ENERGY	19,479.61	46,100.15	4.008	954.00	2.1
FINANCIALS	50,462.92	55,713.25	4.844	379.00	.7
HEALTH CARE	33,224.81	59,074.00	5.136	1,268.00	2.1
INDUSTRIALS	26,434.93	37,240.00	3.238	960.00	2.6
INFORMATION TECHNOLOGY	80,039.74	95,951.50	8.343	842.00	.9
MATERIALS	15,321.06	14,336.25	1.246	279.50	2.0
TELECOMMUNICATION SERVICES	6,789.49	13,431.10	1.168	814.60	6.1
UTILITIES	8,958.00	9,636.00	.838	420.00	4.4
MUTUAL FUNDS-EQUITY	351,543.38	286,820.49	24.938	2,871.59	1.0
OTHER EQUITIES	16,443.00	17,018.40	1.480	207.90	1.2
TOTAL EQUITIES	661,930.61	703,430.39	61.161	10,823.59	1.5
TOTAL ASSETS	1,095,934.85	1,150,123.48	100.000	28,272.21	2.5
ACCOUNT TOTAL	1,095,934.85	1,150,123.48	100.004		

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 ACCOUNT
 80-09-900-8536554 CO-TTEE UW OF C ALICE R BEAN

UNITS	ASSET DESCRIPTION	FEDERAL TAX COST	MARKET PRICE	MARKET VALUE	ESTIMATED RATE	ESTIMATED INCOME	CURRENT YIELD
CASH AND CASH EQUIVALENTS							
MONEY MARKET FUNDS							
28,414.560	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (INCOME INVESTMENT) CUSIP NO: 994458719	28,414.56		28,414.56	.15	42.62	.1
53,599.290	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT CUSIP NO: 994458719	53,599.29		53,599.29	.15	80.40	.1
	TOTAL MONEY MARKET FUNDS	<u>82,013.85</u>		<u>82,013.85</u>		<u>123.02</u>	<u>.1</u>
	TOTAL CASH AND CASH EQUIVALENTS	<u>82,013.85</u>		<u>82,013.85</u>		<u>123.02</u>	<u>.1</u>
FIXED INCOME							
GOVERNMENT AND AGENCY							
50,000	UNITED STATES TREAS NT DTD 02/15/05 3.500% DUE 02/15/10 MOODY'S: AAA S&P: AAA CUSIP NO: 912828DL1		100.70	50,351.50	3.50	1,750.00	3.4
50,000	UNITED STATES TREAS NT DTD 02/28/06 4.500% DUE 02/28/11 MOODY'S: AAA S&P: AAA CUSIP NO: 912828EX4	49,720.70	105.19	52,597.50	4.50	2,250.00	4.2
25,000	UNITED STATES TREAS NT DTD 11/30/07 3.375% DUE 11/30/12 MOODY'S: AAA S&P: AAA CUSIP NO: 912828HK9	25,251.95	106.77	26,693.25	3.38	843.75	3.1

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CO-TTEE UW OF C ALICE R BEAN

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UNITS	ASSET DESCRIPTION	FEDERAL TAX COST	MARKET PRICE	MARKET VALUE	ESTIMATED RATE	ESTIMATED INCOME	CURRENT YIELD
25,000	UNITED STATES TREAS NT DTD 08/15/06 4.875% DUE 08/15/16 MOODY'S: AAA S&P: AAA CUSIP NO: 912828FQ8	25,218.75	114.31	28,578.25	4.88	1,218.75	4.2
	TOTAL GOVERNMENT AND AGENCY	<u>149,525.38</u>		<u>158,220.50</u>		<u>6,062.50</u>	<u>3.8</u>
	CORPORATE BONDS						
50,000	GENERAL ELEC CO NT DTD 01/28/03 5.000% DUE 02/01/13 MOODY'S: AA2 S&P: AA+ CUSIP NO: 369604AY9	50,899.00	107.14	53,572.50	5.00	2,500.00	4.6
50,000	CITIGROUP INC GLOBAL SUB NT DTD 02/12/07 5.500% DUE 02/15/17 MOODY'S: BAA1 S&P: A- CUSIP NO: 172967DY4	48,820.00	95.17	47,588.50	5.50	2,750.00	5.7
	TOTAL CORPORATE BONDS	<u>99,719.00</u>		<u>101,161.00</u>		<u>5,250.00</u>	<u>5.2</u>
	MUTUAL FUNDS-FIXED						
2,165.057	COLUMBIA HIGH INCOME FUND CLASS Z SHARES MOODY'S: NOT RATED S&P: NOT RATED CUSIP NO: 19765H495 SEC YIELD: 6.630%	16,284.42	7.67	16,605.99	.57	1,240.58	7.4
6,935.599	PIMCO TOTAL RETURN FUND INSTL MOODY'S: NOT RATED S&P: NOT RATED CUSIP NO: 693390700	75,461.59	11.04	76,569.01	.61	4,216.84	5.5

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ACCOUNT
80-09-900-8536554

CO-TTEE UW OF C ALICE R BEAN

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UNITS	ASSET DESCRIPTION	FEDERAL TAX COST	MARKET PRICE	MARKET VALUE	ESTIMATED RATE	ESTIMATED INCOME	CURRENT YIELD
1,421.189	PIMCO COMMODITY REALRETURN STRATEGY FUND MOODYS: NOT RATED S&P: NOT RATED CUSIP NO: 722005667	11,000.00	8.53	12,122.74	.39	555.68	4.5
	TOTAL MUTUAL FUNDS-FIXED	102,746.01		105,297.74		6,013.10	5.7
	TOTAL FIXED INCOME	351,990.39		364,679.24		17,325.60	4.8
	EQUITIES						
	CONSUMER DISCRETIONARY						
200	MCDONALDS CORP CUSIP NO: 580135101	9,181.50	63.25	12,650.00	2.20	440.00	3.4
400	NEWS CORP CL A CUSIP NO: 65248E104	7,491.00	11.46	4,584.00	.12	48.00	1.0
100	TIME WARNER INC NEW COM CUSIP NO: 887317303	4,250.26	30.72	3,072.00	.75	75.00	2.4
	TOTAL CONSUMER DISCRETIONARY	20,922.76		20,306.00		563.00	2.8
	CONSUMER STAPLES						
300	AVON PRODS INC CUSIP NO: 054303102	11,558.25	34.25	10,275.00	.84	252.00	2.4
200	COLGATE PALMOLIVE CO CUSIP NO: 194162103	12,220.30	84.19	16,838.00	1.76	352.00	2.0
125	KIMBERLY CLARK CORP CUSIP NO: 494368103	7,309.69	65.97	8,246.25	2.40	300.00	3.6

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UNITS	ASSET DESCRIPTION	FEDERAL TAX COST	MARKET PRICE	MARKET VALUE	ESTIMATED RATE	ESTIMATED INCOME	CURRENT YIELD
200	PEPSICO INC CUSIP NO: 713448108	1,222.67	62.22	12,444.00	1.80	360.00	2.8
	TOTAL CONSUMER STAPLES	<u>32,310.91</u>		<u>47,803.25</u>		<u>1,264.00</u>	<u>2.6</u>
	ENERGY						
35	TRANSOCEAN LTD SWITZERLAND CUSIP NO: H8817H100	5,340.21	85.39	2,988.65			
150	APACHE CORP CUSIP NO: 037411105	4,321.50	95.28	14,292.00	.60	90.00	.6
225	CHEVRON CORP CUSIP NO: 166764100	581.27	78.04	17,559.00	2.72	612.00	3.4
150	EXXON MOBIL CORP CUSIP NO: 30231G102	9,236.63	75.07	11,260.50	1.68	252.00	2.2
	TOTAL ENERGY	<u>19,479.61</u>		<u>46,100.15</u>		<u>954.00</u>	<u>2.1</u>
	FINANCIALS						
75	GOLDMAN SACHS GROUP INC CUSIP NO: 38141G104	6,363.00	169.66	12,724.50	1.40	105.00	.8
200	J P MORGAN CHASE & CO CUSIP NO: 46625H100	9,357.50	42.49	8,498.00	.20	40.00	.4
75	PNC FINL SVCS GROUP INC CUSIP NO: 693475105	5,461.31	57.01	4,275.75	.40	30.00	.7
100	STATE STR CORP CUSIP NO: 857477103	6,761.75	41.30	4,130.00	.04	4.00	.1



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ACCOUNT
80-09-900-8536554

CO-TTEE UW OF C ALICE R BEAN

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UNITS	ASSET DESCRIPTION	FEDERAL TAX COST	MARKET PRICE	MARKET VALUE	ESTIMATED RATE	ESTIMATED INCOME	CURRENT YIELD
500	US BANCORP DEL COM NEW CUSIP NO: 902973304	9,576.36	24.13	12,065.00	.20	100.00	.8
500	WELLS FARGO & CO NEW COM CUSIP NO: 949746101	12,943.00	28.04	14,020.00	.20	100.00	.7
TOTAL FINANCIALS		50,462.92		55,713.25		379.00	.7
HEALTH CARE							
300	ABBOTT LABS CUSIP NO: 002824100	3,932.17	54.49	16,347.00	1.60	480.00	2.9
100	EXPRESS SCRIPTS INC CUSIP NO: 302182100	4,992.38	85.80	8,580.00			
300	JOHNSON & JOHNSON CUSIP NO: 478160104	5,868.37	62.84	18,852.00	1.96	588.00	3.1
75	LABORATORY CORP AMER HLDGS NEW COM CUSIP NO: 50540R409	5,454.56	72.96	5,472.00			
100	MCKESSON CORP CUSIP NO: 581550103	6,254.48	62.02	6,202.00	.48	48.00	.7
100	MERCK & CO INC NEW COM CUSIP NO: 58933Y105	6,722.85	36.21	3,621.00	1.52	152.00	4.2
TOTAL HEALTH CARE		33,224.81		59,074.00		1,268.00	2.1
INDUSTRIALS							

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 ACCOUNT
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 CO-TTEE UW OF C ALICE R BEAN

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UNITS	ASSET DESCRIPTION	FEDERAL TAX COST	MARKET PRICE	MARKET VALUE	ESTIMATED RATE	ESTIMATED INCOME	CURRENT YIELD
200	GENERAL ELEC CO CUSIP NO: 369604103	1,012.18	16.02	3,204.00	.40	80.00	2.5
150	ILLINOIS TOOL WKS INC CUSIP NO: 452308109	4,493.25	48.64	7,296.00	1.24	186.00	2.5
300	UNITED TECHNOLOGIES CORP CUSIP NO: 913017109	13,686.00	67.24	20,172.00	1.54	462.00	2.2
200	WASTE MGMT INC DEL CUSIP NO: 94106L109	7,243.50	32.84	6,568.00	1.16	232.00	3.5
	TOTAL INDUSTRIALS	26,434.93		37,240.00		960.00	2.6
	INFORMATION TECHNOLOGY						
50	APPLE INC CUSIP NO: 037833100	6,917.63	199.91	9,995.50			
800	CISCO SYS INC CUSIP NO: 17275R102	16,488.00	23.40	18,720.00			
250	EMC CORP CUSIP NO: 268648102	4,791.88	16.83	4,207.50			
10	GOOGLE INC CL A COM CUSIP NO: 38259P508	6,687.68	583.00	5,830.00			
300	HEWLETT PACKARD CO CUSIP NO: 428236103	7,359.00	49.06	14,718.00	.32	96.00	.6
150	INTERNATIONAL BUSINESS MACHS CUSIP NO: 459200101	16,761.75	126.35	18,952.50	2.20	330.00	1.7
800	MICROSOFT CORP CUSIP NO: 594918104	21,033.80	29.41	23,528.00	.52	416.00	1.7

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UNITS	ASSET DESCRIPTION	FEDERAL TAX COST	MARKET PRICE	MARKET VALUE	ESTIMATED RATE	ESTIMATED INCOME	CURRENT YIELD
TOTAL INFORMATION TECHNOLOGY							
		80,039.74		95,951.50		842.00	.9
MATERIALS							
100	FREPORT-MCMORAN COPPER & GOLD INC COM CUSIP NO: 35671D857	5,968.75	82.80	8,280.00	2.00	200.00	2.4
75	MONSANTO CO NEW COM CUSIP NO: 61166W101	9,352.31	80.75	6,056.25	1.06	79.50	1.3
	TOTAL MATERIALS	15,321.06		14,336.25		279.50	1.9
TELECOMMUNICATION SERVICES							
265	AT&T INC CUSIP NO: 00206R102	480.92	26.94	7,139.10	1.64	434.60	6.0
200	VERIZON COMMUNICATIONS INC CUSIP NO: 92343V104	6,308.57	31.46	6,292.00	1.90	380.00	6.0
	TOTAL TELECOMMUNICATION SERVICES	6,789.49		13,431.10		814.60	6.1
UTILITIES							
200	EXELON CORP CUSIP NO: 30161N101	8,958.00	48.18	9,636.00	2.10	420.00	4.3
	TOTAL UTILITIES	8,958.00		9,636.00		420.00	4.4
MUTUAL FUNDS-EQUITY							
304.414	COLUMBIA ACORN INTERNATIONAL FUND CLASS Z SHARES CUSIP NO: 197199813	10,000.00	33.43	10,176.56	.53	161.64	1.5

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UNITS	ASSET DESCRIPTION	FEDERAL TAX COST	MARKET PRICE	MARKET VALUE	ESTIMATED RATE	ESTIMATED INCOME	CURRENT YIELD
9,404.440	COLUMBIA MARSICO INTERNATIONAL OPPORTUNITIES FD CLASS Z SHARES CUSIP NO: 19765H636	135,574.55	10.74	101,003.69	.20	1,927.91	1.9
2,607.623	COLUMBIA MID CAP VALUE FUND CLASS Z SHARES CUSIP NO: 19765J830	38,280.63	10.49	27,353.97	.12	315.52	1.1
463.633	COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES CUSIP NO: 19765N567	18,779.54	35.44	16,431.15	.06	26.89	.1
1,800.742	COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES CUSIP NO: 19765P232	46,750.56	19.44	35,006.42			
916.614	COLUMBIA SMALL CAP GROWTH I FUND CLASS Z SHARES CUSIP NO: 19765P596	27,158.10	22.16	20,312.17			
5,186.722	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES CUSIP NO: 19765Y688	50,000.00	9.79	50,778.01			
1,547.988	EATON VANCE LARGE-CAP VALUE FUND CL I CUSIP NO: 277905642	25,000.00	16.64	25,758.52	.28	439.63	1.7
	TOTAL MUTUAL FUNDS-EQUITY	351,543.38		286,820.49		2,871.59	1.0
	OTHER EQUITIES						
420	ISHARES MSCI EMERGING MKTS INDEX FUND CUSIP NO: 464287234	16,443.00	40.52	17,018.40	.50	207.90	1.2

L I S T O F A S S E T S

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UNITS	ASSET DESCRIPTION	FEDERAL TAX COST	MARKET PRICE	MARKET VALUE	ESTIMATED RATE	ESTIMATED INCOME	CURRENT YIELD
	TOTAL OTHER EQUITIES	<u>16,443.00</u>		<u>17,018.40</u>		<u>207.90</u>	<u>1.2</u>
	TOTAL EQUITIES	<u>661,930.61</u>		<u>703,430.39</u>		<u>10,823.59</u>	<u>1.5</u>
	TOTAL FOR ACCOUNT	<u>1,095,934.85</u>		<u>1,150,123.48</u>		<u>28,272.21</u>	<u>2.5</u>
	TOTAL ASSETS	1,095,934.85		1,150,123.48			