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

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

OMB No. 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: ROBERT I QUIGLEY TRUST B

Number and street (or P O. box number if mail is not delivered to street address): P O BOX 31 | Room/suite

City or town, state, and ZIP code: PORTLAND, ME 04112-0031

A Employer identification number: 01-6079695

B Telephone number (see page 10 of the instructions): (207) 772-3761

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 1,031,805.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify) ______
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	33,337.	33,337.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	236,786.			
	b Gross sales price for all assets on line 6a 1,032,061.				
	7 Capital gain net income (from Part IV, line 2)		236,786.		
	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)	3,220.	3,220.		STMT 1
	12 **Total.** Add lines 1 through 11	273,343.	273,343.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	8,548.	8,548.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 2	1,504.	1,504.	NONE	NONE
	b Accounting fees (attach schedule) STMT 3	800.	800.	NONE	NONE
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	1,692.	312.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 5	764.	764.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	13,308.	11,928.	NONE	NONE
	25 Contributions, gifts, grants paid	29,064.			29,064.
	26 **Total expenses and disbursements** Add lines 24 and 25	42,372.	11,928.	NONE	29,064.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	230,971.			
	b **Net investment income** (if negative, enter -0-)		261,415.		
	c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing		1,925.	1,925.
	2 Savings and temporary cash investments	8,606.	64,743.	64,743.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	170.		
	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 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule) STMT 6		25,430.	25,188.
	b Investments - corporate stock (attach schedule) STMT 7	518,918.	514,390.	674,751.
	c Investments - corporate bonds (attach schedule) STMT 9	74,626.	91,163.	93,413.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 10	7,249.	144,184.	171,785.
	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)	609,569.	841,835.	1,031,805.
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 ▶ ☐ 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. ▶ X			
	27 Capital stock, trust principal, or current funds	609,569.	841,835.	
	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)	609,569.	841,835.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	609,569.	841,835.	

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	609,569.
2 Enter amount from Part I, line 27a	2	230,971.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	1,297.
4 Add lines 1, 2, and 3	4	841,837.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	2.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	841,835.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	236,786.
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))
2008	53,944.	1,043,317.	0.05170432381
2007			
2006			
2005			
2004			

2 **Total** of line 1, column (d)	2	0.05170432381
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	0.05170432381
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	858,982.
5 Multiply line 4 by line 3	5	44,413.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,614.
7 Add lines 5 and 6	7	47,027.
8 Enter qualifying distributions from Part XII, line 4	8	29,064.

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination 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 ▶ ☐ and enter 1% of Part I, line 27b		1	5,228.
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	5,228.
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	5,228.
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 270.		
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	270.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	3.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	4,961.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	**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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ____________ (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? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 13			
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*	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ SEE STATEMENT 14 Telephone no ▶

Located at ▶ ZIP + 4 ▶

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.

			Line	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ 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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*		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 2009?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ 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** No: X

If "Yes" to 6b, 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 15		8,548.	-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

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
1 THE TRUST MUST CONTRIBUTE ANNUALLY ALL ITS INCOME TO ORGANIZATIONS SPECIFICALLY NAMED IN ITS ORGANIZATIONAL DOCUMENT.	
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 . . . . . ▶	

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	869,895.
b	Average of monthly cash balances	1b	2,168.
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	872,063.
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	872,063.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	13,081.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	858,982.
6	**Minimum investment return.** Enter 5% of line 5	6	42,949.

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	42,949.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	5,228.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,228.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	37,721.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	37,721.
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	37,721.

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	29,064.
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	29,064.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	29,064.

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 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				37,721.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			883.	
b	Total for prior years 20____,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2009				
a	From 2004 ... NONE				
b	From 2005 ... NONE				
c	From 2006 ... NONE				
d	From 2007 ... NONE				
e	From 2008 ... NONE				
f	Total of lines 3a through e	NONE			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 29,064.				
a	Applied to 2008, but not more than line 2a			883.	
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 2009 distributable amount				28,181.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2009 *(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 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				9,540.
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 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9:				
a	Excess from 2005 ... NONE				
b	Excess from 2006 ... NONE				
c	Excess from 2007 ... NONE				
d	Excess from 2008 ... NONE				
e	Excess from 2009 ... 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 2009, 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)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 28 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 ▶ [X] 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 17				
Total . . . . ▶ **3a**				29,064.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	33,337.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	236,786.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b			14	3,220.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				273,343.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 273,343.

(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 29 of the instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

John C. Downing

Signature of officer or trustee JOHN C DOWNING ET AL TRUS | Date 04/28/2010 | Title TRUSTEE

Paid Preparer's Use Only

Preparer's signature Robert E Ample	Date 04/28/2010	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00541305
Firm's name (or yours if self-employed), address, and ZIP code	THOMSON REUTERS (TAX & ACCOUNTING) 9711 FARRAR COURT, SUITE 110 RICHMOND, VA 23236	EIN ▶ 75-1297386	Phone no 804-727-3150

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

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					975.	
		150. AFLAC INC PROPERTY TYPE: SECURITIES					03/27/2009	06/11/2009
5,129.00		2,999.00					2,130.00	
		1400. AT&T INC PROPERTY TYPE: SECURITIES					07/02/1987	04/21/2009
35,355.00		13,935.00					21,420.00	
		220. AIRGAS INC PROPERTY TYPE: SECURITIES					04/20/2009	05/07/2009
9,264.00		8,133.00					1,131.00	
		230. AIRGAS INC PROPERTY TYPE: SECURITIES					04/20/2009	08/05/2009
10,347.00		8,503.00					1,844.00	
		400. ALPHA NATURAL RESOURCES INC PROPERTY TYPE: SECURITIES					03/27/2009	07/24/2009
13,211.00		8,228.00					4,983.00	
		700. ALTRIA GROUP INC PROPERTY TYPE: SECURITIES					04/12/2004	01/23/2009
11,794.00		7,656.00					4,138.00	
		350. ASHLAND INC PROPERTY TYPE: SECURITIES					04/21/2009	07/27/2009
10,488.00		5,880.00					4,608.00	
		350. ASHLAND INC PROPERTY TYPE: SECURITIES					04/21/2009	07/28/2009
11,105.00		5,880.00					5,225.00	
		530. AVON PRODUCTS INC PROPERTY TYPE: SECURITIES					07/28/2009	10/15/2009
17,960.00		15,198.00					2,762.00	
		1134. BB&T CORP PROPERTY TYPE: SECURITIES					02/08/1996	04/21/2009
23,551.00		15,838.00					7,713.00	

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)	
		656. BP PLC SPONS ADR (ISIN #US055622104					12/08/1987	03/27/2009
		PROPERTY TYPE: SECURITIES						
26,821.00		13,457.00					13,364.00	
		667. BANK OF AMERICA CORP					04/22/2005	01/23/2009
		PROPERTY TYPE: SECURITIES						
3,809.00		14,111.00					-10,302.00	
		150. BECTON DICKINSON & CO					10/02/2008	04/20/2009
		PROPERTY TYPE: SECURITIES						
10,189.00		11,970.00					-1,781.00	
		200. CUMMINS INC					04/20/2009	12/10/2009
		PROPERTY TYPE: SECURITIES						
9,230.00		5,445.00					3,785.00	
		400. DIAGEO PLC SPONSORED ADR (ISIN #US2					10/31/2008	05/01/2009
		PROPERTY TYPE: SECURITIES						
19,380.00		24,870.00					-5,490.00	
		25000. DOW CHEMICAL COMPANY SR UNSECURED					01/23/2006	11/15/2009
		PROPERTY TYPE: SECURITIES						
25,000.00		25,300.00					-300.00	
		350. DU PONT E I DE NEMOURS & CO					01/23/2009	04/21/2009
		PROPERTY TYPE: SECURITIES						
9,704.00		8,398.00					1,306.00	
		450. DU PONT E I DE NEMOURS & CO					01/23/2009	09/03/2009
		PROPERTY TYPE: SECURITIES						
14,055.00		10,797.00					3,258.00	
		300. DUKE REALTY CORP (REIT)					03/06/2008	04/20/2009
		PROPERTY TYPE: SECURITIES						
2,383.00		6,486.00					-4,103.00	
		700. DUKE REALTY CORP (REIT)					03/06/2008	07/31/2009
		PROPERTY TYPE: SECURITIES						
6,538.00		15,134.00					-8,596.00	
		100. ENTERGY CORP					03/19/1991	01/23/2009
		PROPERTY TYPE: SECURITIES						
7,695.00		2,406.00					5,289.00	

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)	
		400. ENTERGY CORP PROPERTY TYPE: SECURITIES					03/19/1991	03/20/2009
26,917.00		9,624.00					17,293.00	
		200. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					11/20/1986	01/23/2009
15,482.00		1,496.00					13,986.00	
		400. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					12/08/1987	03/20/2009
26,732.00		2,848.00					23,884.00	
		300. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					12/08/1987	04/20/2009
19,582.00		2,055.00					17,527.00	
		800. FREEPORT-MCMORAN COPPER & GOLD CLA PROPERTY TYPE: SECURITIES					10/31/2008	01/23/2009
18,881.00		23,464.00					-4,583.00	
		500. GOODRICH CORP COM PROPERTY TYPE: SECURITIES					09/21/2001	04/21/2009
20,637.00		8,121.00					12,516.00	
		10. GOOGLE INC CLASS A PROPERTY TYPE: SECURITIES					04/21/2009	12/10/2009
5,933.00		3,818.00					2,115.00	
		450. HEALTH CARE PROPERTY INVESTORS INC PROPERTY TYPE: SECURITIES					08/15/2002	03/27/2009
7,859.00		8,446.00					-587.00	
		.6299 HARRIS STRATEX NETWORKS INC A PROPERTY TYPE: SECURITIES					05/27/2009	06/10/2009
4.00		3.00					1.00	
		136. HARRIS STRATEX NETWORKS INC A PROPERTY TYPE: SECURITIES					05/27/2009	06/25/2009
810.00		726.00					84.00	
		650. HOSPITALITY PROPERTIES TRUST (REIT) PROPERTY TYPE: SECURITIES					03/27/2009	04/20/2009
6,337.00		7,781.00					-1,444.00	

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)	
		135. ISHARES RUSSELL 2000 INDEX FUND (ET PROPERTY TYPE: SECURITIES					05/08/2009	08/31/2009
7,688.00		6,860.00					828.00	
		49. ISHARES RUSSELL 2000 INDEX FUND (ETF PROPERTY TYPE: SECURITIES					05/08/2009	09/28/2009
3,008.00		2,490.00					518.00	
		146. ISHARES RUSSELL 2000 INDEX FUND (ET PROPERTY TYPE: SECURITIES					05/08/2009	10/28/2009
8,325.00		7,419.00					906.00	
		100. ISHARES IBOXX $ HIGH YIELD CORPORAT PROPERTY TYPE: SECURITIES					01/23/2009	10/12/2009
8,561.00		7,395.00					1,166.00	
		400. ISHARES IBOXX $ HIGH YIELD CORPORAT PROPERTY TYPE: SECURITIES					03/27/2009	10/12/2009
34,256.00		28,626.00					5,630.00	
		50. ISHARES BARCLAYS INTERMEDIATE CREDIT PROPERTY TYPE: SECURITIES					03/27/2009	10/20/2009
5,117.00		4,692.00					425.00	
		640. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					12/31/2007	03/27/2009
18,021.00		17,672.00					349.00	
		230. JOHNSON AND JOHNSON PROPERTY TYPE: SECURITIES					03/25/2004	04/20/2009
12,046.00		11,539.00					507.00	
		270. JOHNSON CONTROLS INC PROPERTY TYPE: SECURITIES					03/20/2009	04/21/2009
4,712.00		3,046.00					1,666.00	
		410. JOHNSON CONTROLS INC PROPERTY TYPE: SECURITIES					03/20/2009	05/08/2009
8,376.00		4,626.00					3,750.00	
		690. JOHNSON CONTROLS INC PROPERTY TYPE: SECURITIES					03/20/2009	06/25/2009
14,237.00		7,785.00					6,452.00	

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)	
		484. KRAFT FOODS INC CLASS A PROPERTY TYPE: SECURITIES					04/12/2004	01/23/2009
13,684.00		7,896.00					5,788.00	
		100. MARATHON OIL CORP PROPERTY TYPE: SECURITIES					04/20/2009	09/28/2009
3,228.00		2,839.00					389.00	
		300. MARATHON OIL CORP PROPERTY TYPE: SECURITIES					04/20/2009	12/10/2009
9,286.00		8,517.00					769.00	
		1200. MERCK & CO INC PROPERTY TYPE: SECURITIES					12/15/2005	03/27/2009
32,589.00		26,224.00					6,365.00	
		210. MICROSOFT CORP PROPERTY TYPE: SECURITIES					10/31/2008	04/21/2009
3,964.00		4,727.00					-763.00	
		1100. MYLAN INC PROPERTY TYPE: SECURITIES					04/20/2009	04/30/2009
15,107.00		15,506.00					-399.00	
		750. NOKIA OYJ CORP SPON ADR (ISIN #US65 PROPERTY TYPE: SECURITIES					06/09/2004	05/01/2009
10,486.00		10,645.00					-159.00	
		750. NOKIA OYJ CORP SPON ADR (ISIN #US65 PROPERTY TYPE: SECURITIES					06/09/2004	06/25/2009
10,784.00		10,645.00					139.00	
		140. NUCOR CORP PROPERTY TYPE: SECURITIES					04/20/2009	05/08/2009
6,082.00		5,867.00					215.00	
		145. NUCOR CORP PROPERTY TYPE: SECURITIES					04/20/2009	06/10/2009
6,731.00		6,076.00					655.00	
		145. NUCOR CORP PROPERTY TYPE: SECURITIES					04/20/2009	07/28/2009
6,576.00		6,076.00					500.00	

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)	
		110. PFIZER INC PROPERTY TYPE: SECURITIES					03/27/2009	04/21/2009
1,454.00		1,557.00					-103.00	
		700. PHILIP MORRIS INTERNATIONAL INC PROPERTY TYPE: SECURITIES					04/12/2004	03/20/2009
26,928.00		17,590.00					9,338.00	
		200. POLARIS INDUSTRIES INC PROPERTY TYPE: SECURITIES					01/23/2009	04/21/2009
5,840.00		4,284.00					1,556.00	
		800. POLARIS INDUSTRIES INC PROPERTY TYPE: SECURITIES					08/17/2006	04/21/2009
23,359.00		28,790.00					-5,431.00	
		130. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES					07/31/2009	10/22/2009
7,478.00		7,299.00					179.00	
		320. SHERWIN WILLIAMS CO PROPERTY TYPE: SECURITIES					10/02/2008	03/27/2009
16,552.00		17,924.00					-1,372.00	
		180. SHERWIN WILLIAMS CO PROPERTY TYPE: SECURITIES					10/02/2008	04/20/2009
9,996.00		10,082.00					-86.00	
		200. SMITH INTERNATIONAL INC PROPERTY TYPE: SECURITIES					01/23/2009	04/21/2009
5,078.00		4,879.00					199.00	
		500. SMITH INTERNATIONAL INC PROPERTY TYPE: SECURITIES					01/23/2009	08/20/2009
13,510.00		12,198.00					1,312.00	
		240. STATE STREET CORPORATION PROPERTY TYPE: SECURITIES					04/21/2009	04/30/2009
8,273.00		7,906.00					367.00	
		210. TJX COS INC NEW PROPERTY TYPE: SECURITIES					04/21/2009	07/21/2009
7,361.00		5,837.00					1,524.00	

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)	
		72. TJX COS INC NEW PROPERTY TYPE: SECURITIES					04/21/2009	09/28/2009
2,695.00		2,001.00					694.00	
		300. 3M CO PROPERTY TYPE: SECURITIES					04/21/2009	06/25/2009
17,465.00		15,824.00					1,641.00	
		350. THE TRAVELERS COMPANIES INC PROPERTY TYPE: SECURITIES					04/20/2009	12/17/2009
17,170.00		14,631.00					2,539.00	
		180. VF CORPORATION PROPERTY TYPE: SECURITIES					10/31/2008	04/20/2009
11,436.00		9,961.00					1,475.00	
		60. VF CORPORATION PROPERTY TYPE: SECURITIES					10/31/2008	07/28/2009
3,943.00		3,320.00					623.00	
		4683.841 VANGUARD HIGH-YIELD CORPORATE F PROPERTY TYPE: SECURITIES					10/31/2008	11/06/2009
25,105.00		20,000.00					5,105.00	
		1300. VANGUARD EMERGING MARKETS (ETF) PROPERTY TYPE: SECURITIES					03/27/2009	07/23/2009
45,480.00		32,237.00					13,243.00	
		400. VANGUARD EMERGING MARKETS (ETF) PROPERTY TYPE: SECURITIES					03/27/2009	12/08/2009
16,236.00		9,304.00					6,932.00	
		460. VERIZON COMMUNICATIONS INC PROPERTY TYPE: SECURITIES					02/20/1987	03/27/2009
13,893.00		9,416.00					4,477.00	
		170. WAL-MART STORES INC PROPERTY TYPE: SECURITIES					05/01/2009	05/08/2009
8,470.00		8,471.00					-1.00	
		2000. WELLS FARGO & COMPANY PROPERTY TYPE: SECURITIES					12/13/1994	04/20/2009
35,991.00		10,464.00					25,527.00	

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)	
		350. COVIDIEN PLC (ISIN #IE00B3QN1M21 SE PROPERTY TYPE: SECURITIES					05/01/2009	06/11/2009
12,641.00		11,354.00					1,287.00	
		1300. INGERSOLL-RAND COMPANY LTD CL A (I PROPERTY TYPE: SECURITIES					10/31/2008	03/27/2009
19,468.00		23,772.00					-4,304.00	
TOTAL GAIN(LOSS)							236,786.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	TOTALS	3,220.	3,220.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		1,504.	1,504.		
	TOTALS	1,504.	1,504.	NONE	NONE

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	800.	800.		
TOTALS	800.	800.	NONE	NONE

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	123.	123.
FEDERAL TAX PAYMENT - PRIOR YE	1,152.	
FEDERAL ESTIMATES - PRINCIPAL	228.	
FOREIGN TAXES ON QUALIFIED FOR	167.	167.
FOREIGN TAXES ON NONQUALIFIED	22.	22.
TOTALS	1,692.	312.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NON-ALLOCABLE EXPENSE -	750.	750.
OTHER NON-ALLOCABLE EXPENSE -	14.	14.
TOTALS	764.	764.

ROBERT I QUIGLEY TRUST B 01-6079695

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FEDERAL HOME LN 2.05% 8/10/12	25,430.	25,188.
TOTALS	25,430.	25,188.

ROBERT I QUIGLEY TRUST B 01-6079695

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AREOPOSTALE INC	11,848.	12,599.
HASBRO INC	11,965.	15,709.
POLARIS INDUSTRIES INC	11,988.	16,579.
TJX COS INC	6,060.	7,968.
VF CORP	11,621.	15,380.
DIAGEO PLC ADR	16,310.	20,823.
PROCTER & GAMBLE CO	14,908.	17,583.
WAL-MART STORES INC	16,711.	17,638.
BP PLC ADR	15,022.	17,391.
CONOCOPHILLIPS	16,058.	20,939.
UNIT CORP	12,075.	20,825.
NOBLE CORP	15,790.	18,722.
AFLAC INC	6,999.	16,187.
BB &T CORP	13,770.	14,207.
BERKSHIRE HATHAWAY INC	12,300.	13,144.
HCC INC HOLDINGS	17,624.	18,181.
JP MORGAN CHASE & CO	6,109.	15,001.
AMEDISYS INC	6,459.	7,290.
BECTON DICKINSON & CO	21,233.	22,081.
JOHNSON AND JOHNSON	17,204.	21,255.
MEDTRONIC INC	13,262.	17,152.
PFIZER INC	16,026.	20,009.
PHARMACEUTICAL PRODUCT	9,852.	11,486.
ABB LTD ADR	13,445.	16,617.
CUMMINS INC	7,623.	12,841.
GENERAL DYNAMICS CORP	13,616.	19,088.
ITT CORP	12,513.	15,419.
UNITED TECHNOLOGIES CORP	12,436.	18,047.
FLIR SYSTEMS INC	16,079.	24,547.

ROBERT I QUIGLEY TRUST B 01-6079695

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GOOGLE INC	13,364.	21,699.
HARRIS CORP	15,981.	26,152.
HEWLETT-PACKARD CO	13,303.	18,029.
IBM CORP	16,238.	20,944.
MICROSOFT CORP	17,781.	24,079.
TYLER TECHNOLOGIES INC	11,274.	12,862.
ANNALY MORTGAGE MANAGEMENT	27,937.	26,025.
DUKE REALTY CORP	7,479.	15,821.
HEALTH CARE PROPERTY INVESTORS	14,127.	24,432.
TOTALS	514,390.	674,751.

ROBERT I QUIGLEY TRUST B 01-6079695

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PFIZER INC SR 4.45% 03/15/12	15,816.	15,865.
GOLDMAN SACHS NT 3.625% 8/1/12	15,450.	15,455.
AT&T INC SR NT 4.95% 1/15/13	10,571.	10,669.
WACHOVIA CORP NT 5.25% 8/1/14	24,615.	25,882.
AMERICAN EXPRESS 5.5% 9/12/16	24,711.	25,542.
TOTALS	91,163.	93,413.

ROBERT I QUIGLEY TRUST B 01-6079695

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
ISHARES BARCLAY INTER BD FD	C	23,462.	25,677.
ISHARES BARCLAY 1-3 YR BD FD	C	29,585.	31,188.
PROSHARES TRUST ULTRASHORT ETF	C	14,805.	16,460.
VANGUARD EUROPE PACIFIC ETF	C	56,672.	61,560.
VANGUARD EMERGING MKTS ETF	C	19,660.	36,900.
TOTALS		144,184.	171,785.

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

DESCRIPTION	AMOUNT
ADJUSTMENT TO CARRYING VALUE FROM PRIOR	491.
RETURN OF CAPITAL	806.
TOTAL	1,297.

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

DESCRIPTION		AMOUNT
ROUNDING		2.
	TOTAL	2.

STATE(S) WHERE THE FOUNDATION IS REGISTERED

ME

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: JOHN C DOWNING
C/O H M PAYSON & CO
ADDRESS: ONE PORTLAND SQUARE P O BOX 31
PORTLAND, ME 04112-0031

TELEPHONE NUMBER: (207)772-3761

STATEMENT 14

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

OFFICER NAME:
THOMAS M PIERCE
ADDRESS:
H M PAYSON, ONE PORTLAND SQUARE
PORTLAND, ME 04101
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 4,274.

OFFICER NAME:
JOHN C DOWNING
ADDRESS:
H M PAYSON, ONE PORTLAND SQUARE
PORTLAND, ME 04101
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 4,274.

TOTAL COMPENSATION: 8,548.

RECIPIENT NAME:
YARMOUTH HIGH SCHOOL GUIDANCE
OFFICE
ADDRESS:
286 WEST ELM ST
YARMOUTH, ME 04096
AMOUNT OF GRANT PAID .... 800.

RECIPIENT NAME:
TRIANGLE LODGE NO 1 A F & A M
C/O MARLON WELCH
ADDRESS:
248 INTERVALE RD
NEW GLOUCESTER, ME 04260
AMOUNT OF GRANT PAID .... 7,066.

RECIPIENT NAME:
SALVATION ARMY
DIVISIONAL HEADQUARTERS
ADDRESS:
297 CUMBERLAND AVE
PORTLAND, ME 04101
AMOUNT OF GRANT PAID .... 7,066.

RECIPIENT NAME:
FIRST BAPTIST CHURCH OF YARMOUTH
ATTN TREASURER
ADDRESS:
346 MAIN ST
YARMOUTH, ME 04096
AMOUNT OF GRANT PAID .... 7,066.

RECIPIENT NAME:
ROBERT I QUIGLEY TRUST B
C/O H. M. PAYSON & CO.
ADDRESS:
PO BOX 31
PORTLAND, ME 04112-0031

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

RECIPIENT NAME:
SHRINERS HOSPITALS FOR CHILDREN
TRUST & INVESTMENT MGR
ADDRESS:
PO BOX 31356
TAMPA, FL 33631-3356
AMOUNT OF GRANT PAID .... 7,066.

TOTAL GRANTS PAID: 29,064.

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 instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust: ROBERT I QUIGLEY TRUST B

Employer identification number: 01-6079695

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	70,346.
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 2008 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	70,346.

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			975.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	165,247.
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	218.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 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	166,440.

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

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			70,346.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			166,440.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			218.
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			236,786.

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 ( )

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 $2,300		24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **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? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **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 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31	
32	Add lines 30 and 31			32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a

OMB No 1545-0092

2009

Name of estate or trust: ROBERT I QUIGLEY TRUST B

Employer identification number: 01-6079695

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 150. AFLAC INC	03/27/2009	06/11/2009	5,129.00	2,999.00	2,130.00
220. AIRGAS INC	04/20/2009	05/07/2009	9,264.00	8,133.00	1,131.00
230. AIRGAS INC	04/20/2009	08/05/2009	10,347.00	8,503.00	1,844.00
400. ALPHA NATURAL RESOURCES INC	03/27/2009	07/24/2009	13,211.00	8,228.00	4,983.00
350. ASHLAND INC	04/21/2009	07/27/2009	10,488.00	5,880.00	4,608.00
350. ASHLAND INC	04/21/2009	07/28/2009	11,105.00	5,880.00	5,225.00
530. AVON PRODUCTS INC	07/28/2009	10/15/2009	17,960.00	15,198.00	2,762.00
150. BECTON DICKINSON & CO	10/02/2008	04/20/2009	10,189.00	11,970.00	-1,781.00
200. CUMMINS INC	04/20/2009	12/10/2009	9,230.00	5,445.00	3,785.00
400. DIAGEO PLC SPONSORED ADR (ISIN #US25243Q2057 SED	10/31/2008	05/01/2009	19,380.00	24,870.00	-5,490.00
350. DU PONT E I DE NEMOURS & CO	01/23/2009	04/21/2009	9,704.00	8,398.00	1,306.00
450. DU PONT E I DE NEMOURS & CO	01/23/2009	09/03/2009	14,055.00	10,797.00	3,258.00
800. FREEPORT-MCMORAN COPPER & GOLD CLASS B (SPE	10/31/2008	01/23/2009	18,881.00	23,464.00	-4,583.00
10. GOOGLE INC CLASS A	04/21/2009	12/10/2009	5,933.00	3,818.00	2,115.00
.6299 HARRIS STRATEX NETWORKS INC A	05/27/2009	06/10/2009	4.00	3.00	1.00
136. HARRIS STRATEX NETWORKS INC A	05/27/2009	06/25/2009	810.00	726.00	84.00
650. HOSPITALITY PROPERTIES TRUST (REIT)	03/27/2009	04/20/2009	6,337.00	7,781.00	-1,444.00
135. ISHARES RUSSELL 2000 INDEX FUND (ETF)	05/08/2009	08/31/2009	7,688.00	6,860.00	828.00
49. ISHARES RUSSELL 2000 INDEX FUND (ETF)	05/08/2009	09/28/2009	3,008.00	2,490.00	518.00
146. ISHARES RUSSELL 2000 INDEX FUND (ETF)	05/08/2009	10/28/2009	8,325.00	7,419.00	906.00
100. ISHARES IBOXX $ HIGH YIELD CORPORATE BON	01/23/2009	10/12/2009	8,561.00	7,395.00	1,166.00
400. ISHARES IBOXX $ HIGH YIELD CORPORATE BON	03/27/2009	10/12/2009	34,256.00	28,626.00	5,630.00
50. ISHARES BARCLAYS INTERMEDIATE CREDIT BON	03/27/2009	10/20/2009	5,117.00	4,692.00	425.00
270. JOHNSON CONTROLS INC	03/20/2009	04/21/2009	4,712.00	3,046.00	1,666.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2009

Name of estate or trust: ROBERT I QUIGLEY TRUST B

Employer identification number: 01-6079695

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 410. JOHNSON CONTROLS INC	03/20/2009	05/08/2009	8,376.00	4,626.00	3,750.00
690. JOHNSON CONTROLS INC	03/20/2009	06/25/2009	14,237.00	7,785.00	6,452.00
100. MARATHON OIL CORP	04/20/2009	09/28/2009	3,228.00	2,839.00	389.00
300. MARATHON OIL CORP	04/20/2009	12/10/2009	9,286.00	8,517.00	769.00
210. MICROSOFT CORP	10/31/2008	04/21/2009	3,964.00	4,727.00	-763.00
1100. MYLAN INC	04/20/2009	04/30/2009	15,107.00	15,506.00	-399.00
140. NUCOR CORP	04/20/2009	05/08/2009	6,082.00	5,867.00	215.00
145. NUCOR CORP	04/20/2009	06/10/2009	6,731.00	6,076.00	655.00
145. NUCOR CORP	04/20/2009	07/28/2009	6,576.00	6,076.00	500.00
110. PFIZER INC	03/27/2009	04/21/2009	1,454.00	1,557.00	-103.00
200. POLARIS INDUSTRIES INC	01/23/2009	04/21/2009	5,840.00	4,284.00	1,556.00
130. PROCTER & GAMBLE CO	07/31/2009	10/22/2009	7,478.00	7,299.00	179.00
320. SHERWIN WILLIAMS CO	10/02/2008	03/27/2009	16,552.00	17,924.00	-1,372.00
180. SHERWIN WILLIAMS CO	10/02/2008	04/20/2009	9,996.00	10,082.00	-86.00
200. SMITH INTERNATIONAL INC	01/23/2009	04/21/2009	5,078.00	4,879.00	199.00
500. SMITH INTERNATIONAL INC	01/23/2009	08/20/2009	13,510.00	12,198.00	1,312.00
240. STATE STREET CORPORATION	04/21/2009	04/30/2009	8,273.00	7,906.00	367.00
210. TJX COS INC NEW	04/21/2009	07/21/2009	7,361.00	5,837.00	1,524.00
72. TJX COS INC NEW	04/21/2009	09/28/2009	2,695.00	2,001.00	694.00
300. 3M CO	04/21/2009	06/25/2009	17,465.00	15,824.00	1,641.00
350. THE TRAVELERS COMPANIES INC	04/20/2009	12/17/2009	17,170.00	14,631.00	2,539.00
180. VF CORPORATION	10/31/2008	04/20/2009	11,436.00	9,961.00	1,475.00
60. VF CORPORATION	10/31/2008	07/28/2009	3,943.00	3,320.00	623.00
1300. VANGUARD EMERGING MARKETS (ETF)	03/27/2009	07/23/2009	45,480.00	32,237.00	13,243.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2009

Name of estate or trust: ROBERT I QUIGLEY TRUST B

Employer identification number: 01-6079695

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 400. VANGUARD EMERGING MARKETS (ETF)	03/27/2009	12/08/2009	16,236.00	9,304.00	6,932.00
170. WAL-MART STORES INC	05/01/2009	05/08/2009	8,470.00	8,471.00	-1.00
350. COVIDIEN PLC (ISIN #IE00B3QN1M21 SEDOL #	05/01/2009	06/11/2009	12,641.00	11,354.00	1,287.00
1300. INGERSOLL-RAND COMPANY LTD CL A (ISIN #BMG	10/31/2008	03/27/2009	19,468.00	23,772.00	-4,304.00

1b Total Combine the amounts in column (f). Enter here and on Schedule D, line 1b 70,346.00

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
ROBERT I QUIGLEY TRUST B	01-6079695

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 1400. AT&T INC	07/02/1987	04/21/2009	35,355.00	13,935.00	21,420.00
700. ALTRIA GROUP INC	04/12/2004	01/23/2009	11,794.00	7,656.00	4,138.00
1134. BB&T CORP	02/08/1996	04/21/2009	23,551.00	15,838.00	7,713.00
656. BP PLC SPONS ADR (ISIN #US0556221044 SED	12/08/1987	03/27/2009	26,821.00	13,457.00	13,364.00
667. BANK OF AMERICA CORP	04/22/2005	01/23/2009	3,809.00	14,111.00	-10,302.00
25000. DOW CHEMICAL COMPANY SR UNSECURED SERIES	01/23/2006	11/15/2009	25,000.00	25,300.00	-300.00
300. DUKE REALTY CORP (REIT)	03/06/2008	04/20/2009	2,383.00	6,486.00	-4,103.00
700. DUKE REALTY CORP (REIT)	03/06/2008	07/31/2009	6,538.00	15,134.00	-8,596.00
100. ENTERGY CORP	03/19/1991	01/23/2009	7,695.00	2,406.00	5,289.00
400. ENTERGY CORP	03/19/1991	03/20/2009	26,917.00	9,624.00	17,293.00
200. EXXON MOBIL CORP	11/20/1986	01/23/2009	15,482.00	1,496.00	13,986.00
400. EXXON MOBIL CORP	12/08/1987	03/20/2009	26,732.00	2,848.00	23,884.00
300. EXXON MOBIL CORP	12/08/1987	04/20/2009	19,582.00	2,055.00	17,527.00
500. GOODRICH CORP COM	09/21/2001	04/21/2009	20,637.00	8,121.00	12,516.00
450. HEALTH CARE PROPERTY INVESTORS INC (REIT	08/15/2002	03/27/2009	7,859.00	8,446.00	-587.00
640. JP MORGAN CHASE & CO	12/31/2007	03/27/2009	18,021.00	17,672.00	349.00
230. JOHNSON AND JOHNSON	03/25/2004	04/20/2009	12,046.00	11,539.00	507.00
484. KRAFT FOODS INC CLASS A	04/12/2004	01/23/2009	13,684.00	7,896.00	5,788.00
1200. MERCK & CO INC	12/15/2005	03/27/2009	32,589.00	26,224.00	6,365.00
750. NOKIA OYJ CORP SPON ADR (ISIN #US6549022	06/09/2004	05/01/2009	10,486.00	10,645.00	-159.00
750. NOKIA OYJ CORP SPON ADR (ISIN #US6549022	06/09/2004	06/25/2009	10,784.00	10,645.00	139.00
700. PHILIP MORRIS INTERNATIONAL INC	04/12/2004	03/20/2009	26,928.00	17,590.00	9,338.00
800. POLARIS INDUSTRIES INC	08/17/2006	04/21/2009	23,359.00	28,790.00	-5,431.00
4683.841 VANGUARD HIGH-YIELD CORPORATE FUND A	10/31/2008	11/06/2009	25,105.00	20,000.00	5,105.00
460. VERIZON COMMUNICATION S INC	02/20/1987	03/27/2009	13,893.00	9,416.00	4,477.00
6b **Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b					

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
ROBERT I QUIGLEY TRUST B	01-6079695

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 2000. WELLS FARGO & COMPANY	12/13/1994	04/20/2009	35,991.00	10,464.00	25,527.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 165,247.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

BRISTOL-MYERS SQUIBB CO	117.00	
HEALTH CARE PROPERTY INVESTORS INC (REIT	294.00	
ISHARES BARCLAYS 1-3 YEAR CREDIT BOND FU	1.00	
TYCO INTERNATIONAL LTD NEW	563.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		975.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		975.00

STATEMENT 1