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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

2009

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

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

Name of foundation

CLARKE FRANCIS AND EDWINA T/U/W 430056010

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

Room/suite

P.O. BOX 595

City or town, state, and ZIP code

WILLISTON, VT 05495

A Employer identification number

03-6072967

B Telephone number (see page 10 of the instructions)

(802) 786-4154

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: ☒ 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) ▶ \$ 494,006.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 ☒ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	15,221.	15,221.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-16,259.			
b Gross sales price for all assets on line 6a	145,105.			
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)	129.			STMT 4
12 Total. Add lines 1 through 11	-909.	15,221.		
13 Compensation of officers, directors, trustees, etc.	6,536.	4,357.		2,179.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)	30.	20.	NONE	10.
b Accounting fees (attach schedule)	575.	383.	NONE	192.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	28.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	7,169.	4,760.	NONE	2,381.
25 Contributions, gifts, grants paid	24,450.			24,450.
26 Total expenses and disbursements. Add lines 24 and 25	31,619.	4,760.	NONE	26,831.
27 Subtract line 26 from line 12	-32,528.			
a Excess of revenue over expenses and disbursements		10,461.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

Revenue

Operating and Administrative Expenses

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

JSA

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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			
	2	Savings and temporary cash investments	38,662.	18,901.	18,901.
	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 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)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 8	444,826.	431,991.	475,105.
	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)	483,488.	450,892.	494,006.	
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	483,488.	450,892.	
	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)	483,488.	450,892.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	483,488.	450,892.	

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	483,488.
2	Enter amount from Part I, line 27a	2	-32,528.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	450,960.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	68.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	450,892.

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	-16,259.	
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	30,374.	481,490.	0.06308334545
2007	28,920.	566,436.	0.05105607694
2006	28,159.	540,499.	0.05209815374
2005	28,864.	542,426.	0.05321278847
2004	27,063.	536,302.	0.05046223956
2 Total of line 1, column (d)			2 0.26991260416
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 0.05398252083
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 453,139.
5 Multiply line 4 by line 3			5 24,462.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 105.
7 Add lines 5 and 6			7 24,567.
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 26,831.

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 <u>05/01/2002</u> (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	105.
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	105.
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	105.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
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	NONE	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	105.	
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?	2		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	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?	5		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?	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 12			
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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ TD Wealth Management Telephone no. ▶ (802) 786-4154			
Located at ▶ 89 MERCHANTS ROW, RUTLAND, VT ZIP + 4 ▶ 05201				
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?	☐ 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	
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

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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** ☐ Yes ☒ No

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** ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see 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 13		6,536.	-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 **7** ☐ Yes ☒ No

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 CHRIST THE KING CHURCH AND UNITED METHODIST CHURCH OF RUTLAND, VT, EACH RECEIVE \$50 ANNUALLY PLUS 1% OF THE NET INCOME TO HELP THOSE IN NEED. THE REMAINING ANNUAL NET	
2 INCOME IS DISTRIBUTED AS SCHOLARSHIPS FOR HIGHER EDUCATION TO STUDENTS WHO GRADUATE FROM HIGH SCHOOLS IN THE RUTLAND COUNTY SCHOOL DISTRICT AND HAVE BEEN STUDENTS FOR AT LEAST	
3 THREE YEARS IN THAT DISTRICT.	
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	431,997.
b	Average of monthly cash balances	1b	28,043.
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	460,040.
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	460,040.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	6,901.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	453,139.
6	Minimum investment return. Enter 5% of line 5	6	22,657.

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	22,657.
2a	Tax on investment income for 2009 from Part VI, line 5 2a		105.
b	Income tax for 2009. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	105.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	22,552.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	22,552.
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	22,552.

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	26,831.
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	26,831.
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	105.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	26,726.

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				22,552.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			NONE	
b Total for prior years 20 <u>07</u> , 20 <u> </u> , 20 <u> </u>		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	5,767.			
f Total of lines 3a through e	5,767.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ <u>26,831.</u>				
a Applied to 2008, 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 2009 distributable amount				22,552.
e Remaining amount distributed out of corpus	4,279.			
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	10,046.			
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			NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				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 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	10,046.			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	5,767.			
e Excess from 2009	4,279.			

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)

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) 2009	(b) 2008	(c) 2007	(d) 2006		
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).)

NONE

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

NONE

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

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

SEE STATEMENT 15

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 18				
Total			▶ 3a	24,450.
b Approved for future payment				
Total			▶ 3b	

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 (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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.	Yes	No
1a(1)			X
1a(2)			X
1b(1)			X
1b(2)			X
1b(3)			X
1b(4)			X
1b(5)			X
1b(6)			X
1c			X

[illegible]

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

b If "Yes," complete the following schedule.

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

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.

Sign Here	 Signature of officer or trustee		05/06/2010 Date		Trustee Title	
	CATHERINE FERREE					
Paid Preparer's Use Only	Preparer's signature		Date		Check if self-employed ☐	
	Firm's name (or yours if self-employed), address, and ZIP code		Preparer's identifying number (See Signature on page 30 of the instructions)		EIN	
					Phone no.	

Form **990-PF** (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 LONG-TERM CAPITAL GAIN DIVIDENDS					128.	
4,987.00		95. AMGEN INC PROPERTY TYPE: SECURITIES 5,936.00					07/30/2008 -949.00	11/02/2009
2,788.00		40. APACHE CORPORATION PROPERTY TYPE: SECURITIES 2,563.00					10/31/2005 225.00	04/13/2009
782.00		167. BANK AMER CORP COM PROPERTY TYPE: SECURITIES 3,973.00					10/17/2008 -3,191.00	02/24/2009
25,000.00		25000. BANKAMERICA CORP 5.875% 02/15/200 PROPERTY TYPE: SECURITIES 25,343.00					05/09/2007 -343.00	02/15/2009
801.00		130. BARCLAYS PLC ADR PROPERTY TYPE: SECURITIES 7,005.00					10/25/2006 -6,204.00	01/28/2009
2,095.00		60. COGNIZANT TECHN LGY SLTNS COR PROPERTY TYPE: SECURITIES 1,215.00					01/28/2009 880.00	08/26/2009
4,891.00		85. DANAHER CORP PROPERTY TYPE: SECURITIES 4,442.00					11/17/2005 449.00	01/28/2009
2,212.00		175. EBAY INC PROPERTY TYPE: SECURITIES 5,889.00					11/30/2007 -3,677.00	01/28/2009
4,748.00		80. GENERAL DYNAMICS CORP PROPERTY TYPE: SECURITIES 5,134.00					03/31/2006 -386.00	01/28/2009
1,847.00		150. IMS HEALTH INC COM PROPERTY TYPE: SECURITIES 2,311.00					01/28/2009 -464.00	06/23/2009

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)	
23,600.00		25000. INTL LEASE FIN AIG 5.00% 04/15/20 PROPERTY TYPE: SECURITIES 24,925.00					05/09/2007 -1,325.00	08/07/2009
2,270.00		70. MOHAWK INDS INC PROPERTY TYPE: SECURITIES 2,618.00					01/28/2009 -348.00	03/27/2009
2,965.00		40. RESEARCH IN MOTION LIMITED PROPERTY TYPE: SECURITIES 1,817.00					03/27/2009 1,148.00	05/04/2009
1,396.00		20. RESEARCH IN MOTION LIMITED PROPERTY TYPE: SECURITIES 909.00					03/27/2009 487.00	06/23/2009
2,183.00		40. RESEARCH IN MOTION LIMITED PROPERTY TYPE: SECURITIES 1,817.00					03/27/2009 366.00	11/02/2009
2,303.00		50. SEMPRA ENERGY COMMON PROPERTY TYPE: SECURITIES 2,768.00					07/30/2008 -465.00	04/13/2009
4,097.00		85. SEMPRA ENERGY COMMON PROPERTY TYPE: SECURITIES 4,705.00					07/30/2008 -608.00	07/07/2009
2,752.00		90. SOUTHERN CO PROPERTY TYPE: SECURITIES 3,202.00					03/06/2007 -450.00	04/13/2009
25,000.00		25000. TARGET CORP 5.375% 6/15/2009 DTD PROPERTY TYPE: SECURITIES 25,206.00					08/31/2007 -206.00	06/15/2009
5,288.00		105. UNITED PARCEL SERVICE PROPERTY TYPE: SECURITIES 5,131.00					02/24/2009 157.00	03/27/2009
1,455.00		50. WALGREEN CO PROPERTY TYPE: SECURITIES 1,224.00					02/24/2009 231.00	07/07/2009

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)	
4,074.00		140. WALGREEN CO PROPERTY TYPE: SECURITIES 6,312.00					12/12/2006 -2,238.00	07/07/2009
3,152.00		247. WESTERN UN CO COM PROPERTY TYPE: SECURITIES 4,754.00					10/17/2008 -1,602.00	03/27/2009
9,761.00		206. XTO ENERGY INC PROPERTY TYPE: SECURITIES 7,303.00					01/23/2007 2,458.00	12/16/2009
1,189.00		26. RENAISSANCE RE HLDGS LTD PROPERTY TYPE: SECURITIES 1,240.00					01/28/2009 -51.00	05/19/2009
3,341.00		74. RENAISSANCE RE HLDGS LTD PROPERTY TYPE: SECURITIES 3,622.00					04/13/2009 -281.00	05/20/2009
TOTAL GAIN(LOSS)							----- -16,259. =====	

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	308.	308.
ABERCROMBIE & FITCH CO CL A	58.	58.
AMERICAN EXPRESS CO	122.	122.
APACHE CORPORATION	54.	54.
ARTIO TOTAL RETURN BOND FD-I #1524	106.	106.
BANKAMERICA CORP 5.875% 02/15/2009 DTD 0	734.	734.
BHP BILLITON LTD	57.	57.
CATERPILLAR FIN 5.125% 10/12/2011 DTD 10	1,281.	1,281.
CHEVRONTXACO CORP	245.	245.
CIMAREX ENERGY CO	24.	24.
CLOROX CO	207.	207.
COLGATE PALMOLIVE CO	92.	92.
DANAHER CORP	3.	3.
DIAGEO PLC ADR	265.	265.
WALT DISNEY CO	42.	42.
EXELON CORP COM	95.	95.
EXPEDITORS INTL WASH INC	53.	53.
EXXON MOBIL CORP COM	142.	142.
FASTENAL CO COM	72.	72.
FEDERATED US GOVT SEC 2-5 YRS	106.	106.
FEDERATED TOTAL RETURN BOND FUND INSTITU	298.	298.
GALLAGHER ARTHUR J & CO	246.	246.
GENERAL DYNAMICS CORP	28.	28.
GE COMPANY 5.00% 02/01/2013 DTD 1/28/200	1,250.	1,250.
HEWLETT PACKARD CO	26.	26.
HOME DEPOT INC	212.	212.
IMS HEALTH INC COM	9.	9.
ILLINOIS TOOL WORKS	161.	161.
INTL LEASE FIN AIG 5.00% 04/15/2010 DTD	1,028.	1,028.
ISHARES TR US TIPS BD FD	18.	18.
J P MORGAN CHASE & CO	90.	90.
JOHNSON & JOHNSON CO	227.	227.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ARTIO TOTAL RETURN BOND FUND 1524 C	17.	17.
MEDTRONIC INC	73.	73.
MICROSOFT CORPORATION	165.	165.
MONSANTO CO NEW	62.	62.
NOVARTIS A G SPONSORED ADR	188.	188.
PIMCO TOTAL RETURN FUND #35	1,234.	1,234.
PIMCO HIGH YLD FUND INSTL #108	111.	111.
PAYCHEX INC	186.	186.
PEPSICO INCORPORATED	180.	180.
PEPSICO INC 5.15% 05/15/2012 DTD 05/21/2	1,288.	1,288.
PETSMART INC	55.	55.
PROCTER & GAMBLE CO	172.	172.
QUEST DIAGNOSTICS INC COM	28.	28.
SEMPRA ENERGY COMMON	133.	133.
SIGMA-ALDRICH CORP COMMON	44.	44.
SOUTHERN CO	263.	263.
STATE STREET CORP	3.	3.
STRYKER CORP	14.	14.
TD ASSET MGMT US GOVT INSTL SVS #6	19.	19.
TARGET CORP 5.375% 6/15/2009 DTD 6/19/20	672.	672.
TEXAS INSTRUMENTS	115.	115.
3M CO	194.	194.
US BANCORP DEL NEW	105.	105.
UNITED PARCEL SERVICE	34.	34.
U S TREASURY NOTE 5.000% 02/15/2011	1,250.	1,250.
UNITED TECHNOLOGIES	146.	146.
VANGUARD GNMA FIXED INCOME	167.	167.
VERIZON COMMUNICATIONS	232.	232.
WALGREEN CO	37.	37.
WELLS FARGO & CO NEW	31.	31.
XTO ENERGY INC	102.	102.
YUM BRANDS INC	180.	180.
RENAISSANCE RE HLDGS LTD	19.	19.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ACE LTD	43.	43.
	-----	-----
TOTAL	15,221.	15,221.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
990PF REFUND	129.

TOTALS	129.
	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL ADS; COURT OR BOND FEES	30.	20.		10.
TOTALS	30.	20.	NONE	10.
	=====	=====	=====	=====

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	575.	383.		192.
	-----	-----	-----	-----
TOTALS	575.	383.	NONE	192.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FOREIGN TAXES	28.

TOTALS	28.
	=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
25000 U S TREAS NOTE 5.00%	C	25,767.	26,208.
25000 CATERPILLAR FIN 5.125%	C	25,000.	26,535.
25000 GE COMPANY 5.00%	C	25,823.	26,449.
25000 PEPSICO INC 5.15%	C	26,532.	26,913.
225 ARTIO TOTAL RETURN BOND FD	C	2,952.	3,013.
355 FEDERATED US GOVT SEC 2-5	C	4,043.	4,164.
575 FEDERATED TOTAL RETURN BON	C	6,009.	6,250.
10 ISHARES TR US TIPS BD FD	C	1,003.	1,039.
3106 PIMCO TOTAL RETURN INSTL	C	33,014.	33,545.
368 PIMCO HIGH YLD FUND INSTL	C	2,981.	3,238.
473 VANGUARD GNMA FUND #36	C	4,915.	5,033.
110 ABERCROMB & FITCH CO CL A	C	2,750.	3,834.
120 WALT DISNEY CO	C	3,762.	3,870.
235 HOME DEPOT INC	C	5,409.	6,799.
210 PETSMART INC	C	6,922.	5,605.
240 YUM BRANDS INC	C	8,664.	8,393.
120 CLOROX CO	C	6,506.	7,320.
70 COLGATE PALMOLIVE CO	C	4,455.	5,751.
117 DIAGEO PLC ADR	C	6,636.	8,121.
110 PEPSICO INCORPORATED	C	6,534.	6,688.
105 PROCTER & GAMBLE CO	C	4,625.	6,366.
70 TRANSOCEAN LTD ZUG	C	4,271.	5,796.
80 APACHE CORPORATION	C	5,193.	8,254.
97 CHEVRON CORPORATION	C	6,112.	7,468.
100 CIMAREX ENERGY CO	C	3,888.	5,297.
105 EXXON MOBIL CORP	C	8,017.	7,160.
130 ULTRA PETROLEUM CORP	C	6,605.	6,482.
70 ACE LTD	C	3,006.	3,528.
215 AMERICAN EXPRESS CO	C	6,544.	8,712.

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
210 GALLAGHER ARTHUR J & CO	C	5,068.	4,727.
170 J P MORGAN CHASE & CO	C	8,494.	7,084.
100 STATE STREET CORP	C	2,881.	4,354.
327 US BANCORP DEL NEW	C	8,228.	7,361.
230 WELLS FARGO & CO NEW	C	4,295.	6,208.
125 JOHNSON & JOHNSON CO	C	7,590.	8,051.
93 MEDTRONIC INC	C	3,690.	4,090.
150 NOVARTIS A G SPONSORED ADR	C	7,860.	8,165.
70 QUEST DIAGNOSTICS INC COM	C	2,831.	4,227.
140 STRYKER CORP	C	6,556.	7,052.
80 THERMO FISHER SCIENTIFIC IN	C	3,201.	3,815.
76 ZIMMER HLDGS INC	C	4,291.	4,492.
140 EXPEDITORS INTL WASH INC	C	4,206.	4,868.
100 FASTENAL CO	C	3,562.	4,164.
130 ILLINOIS TOOL WKS INC	C	5,578.	6,239.
100 3M CO	C	6,196.	8,267.
95 UNITED TECHNOLOGIES	C	5,540.	6,594.
280 AUTODESK INC	C	8,995.	7,115.
375 CISCO SYSTEMS INC	C	5,663.	8,978.
210 COGNIZANT TECHNOLOGY SOLUT	C	4,664.	9,519.
530 EMC CORPORATION/ MASS	C	7,120.	9,259.
120 HEWLETT PACKARD CO	C	4,475.	6,181.
340 MICROSOFT CORPORATION	C	9,077.	10,363.
200 PAYCHEX INC	C	5,185.	6,128.
260 TEXAS INSTRUMENTS	C	7,478.	6,776.
70 BHP BILLITON LTD	C	3,335.	5,361.
60 MONSANTO CO NEW	C	5,882.	4,905.
75 SIGMA-ALDRICH CORP COMMON	C	3,213.	3,791.
200 AT&T INC	C	5,772.	5,606.

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING	
		BOOK VALUE -----	FMV ----
145 VERIZON COMMUNICATIONS	C	4,183.	4,804.
90 EXELON CORP	C	4,319.	4,398.
130 SOUTHERN CO	C	4,625.	4,332.
		-----	-----
TOTALS		431,991.	475,105.
		=====	=====

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

=====

DESCRIPTION	AMOUNT
-----	-----
CASH/ACCRUAL ADJUSTMENT	68.

TOTAL	68.
	=====

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

VT

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

=====

OFFICER NAME:

TD Wealth Management

ADDRESS:

89 Merchants Row

Rutland, VT 05701

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 6,536.

TOTAL COMPENSATION:

6,536.

=====

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

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	384,356.	38,267.	
FEBRUARY	379,656.	17,907.	
MARCH	395,685.	18,033.	
APRIL	424,466.	18,462.	
MAY	435,261.	19,321.	
JUNE	413,184.	43,274.	
JULY	434,889.	43,173.	
AUGUST	450,225.	38,404.	
SEPTEMBER	458,750.	38,417.	
OCTOBER	456,928.	27,122.	
NOVEMBER	475,459.	15,237.	
DECEMBER	475,100.	18,901.	
	-----	-----	-----
TOTAL	5,183,959.	336,518.	
	=====	=====	=====
AVERAGE FMV	431,997.	28,043.	
	=====	=====	=====

=====

RECIPIENT NAME:

Father Justin Baker, Christ the King Church

ADDRESS:

66 South Main Street

Rutland, VT 05701

RECIPIENT'S PHONE NUMBER: 802-773-6820

FORM, INFORMATION AND MATERIALS:

Available upon request

SUBMISSION DEADLINES:

No submission deadlines

RESTRICTIONS OR LIMITATIONS ON AWARDS:

Recipients must have attended the Rutland County School

District for three years and be a graduating from that Dist &
attending higher education. Under age of 21 years.

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

=====

RECIPIENT NAME:

Jillian Gee

ADDRESS:

C/O UNITED MEDODIST CHURCH

Rutland, VT 05701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP ASSISTANCE

FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID 2,760.

RECIPIENT NAME:

Lauren Manney

ADDRESS:

C/O UNITED METHODIST CHURCH

Rutland, VT 05701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP ASSISTANCE

FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID 4,490.

RECIPIENT NAME:

Brian T. Cesiro

ADDRESS:

C/O CHRIST THE KING CHURCH

Rutland, VT 05701-4197

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP ASSISTANCE

FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
Spencer F. Jennings
ADDRESS:
C/O CHRIST THE KING CHURCH
Rutland, VT 05701-4197
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP ASSISTANCE
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
Zak A Johnson
ADDRESS:
C/O CHIRST THE KING CHURCH
Rutland, VT 05701-4197
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP ASSISTANCE
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
FATHER JUSTIN BAKER
CHRIST THE KING CHURCH
ADDRESS:
66 SOUTH MAIN STREET
RUTLAND, VT 05701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ASSIST NEEDY
FOUNDATION STATUS OF RECIPIENT:
CHURCH
AMOUNT OF GRANT PAID 225.

RECIPIENT NAME:
REV. DEBORAH ESTEY
UNITED METHODIST CHURCH
ADDRESS:
71 WILLIAMS STREET
RUTLAND, VT 05701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ASSIST NEEDY
FOUNDATION STATUS OF RECIPIENT:
CHURCH
AMOUNT OF GRANT PAID 225.

RECIPIENT NAME:
Derek Long
ADDRESS:
C/O UNITED METHODIST CHURCH
Rutland, VT 05701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP ASSISTANCE
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID 4,750.

RECIPIENT NAME:
Joseph D Romano
ADDRESS:
C/O CHRIST THE KING CHURCH
Rutland, VT 05701-4197
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP ASSISTANCE
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID 3,000.

TOTAL GRANTS PAID: 24,450.
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JSA
9F0971 2 000

FEDERAL CAPITAL GAIN DIVIDENDS
=====LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

FEDERATED US GOVT SEC 2-5 YRS	34.00
FOREST LABS INC COM	9.00
PIMCO TOTAL RETURN FUND #35	75.00
VANGUARD GNMA FIXED INCOME	9.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

128.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

128.00

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