



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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 change

| | | | |
|---|---|--|--|
| Use the IRS label. Otherwise, print or type. See Specific Instructions. | Name of foundation WILLIAM DEAN FAUSETT CHARITABLE TRUST | | A Employer identification number 03-6079398 |
| | Number and street (or P.O. box number if mail is not delivered to street address) 430055012 | | B Telephone number (see page 10 of the instructions) (802) 786-4154 |
| | Room/suite | | |
| | City or town, state, and ZIP code P.O. BOX 595 WILLISTON, VT 05495 | | C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |

H Check type of organization: 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) ▶ \$ **628,628.**

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

| | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B. | | | | |
| 3 Interest on savings and temporary cash investments | | | | |
| 4 Dividends and interest from securities | 19,936. | 19,936. | | STMT 1 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 20,296. | | | |
| b Gross sales price for all assets on line 6a 286,967. | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 20,296. | | |
| 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) | 46. | | | STMT 4 |
| 12 Total. Add lines 1 through 11 | 40,278. | 40,232. | | |
| 13 Compensation of officers, directors, trustees, etc. | 6,790. | 4,526. | | 2,263. |
| 14 Other employee salaries and wages | | NONE | NONE | |
| 15 Pension plans, employee benefits | | NONE | NONE | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach schedule) STMT 5 | 575. | 383. | NONE | 192. |
| c Other professional fees (attach schedule) | | | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see page 14 of the instructions) STMT 6 | 111. | | | |
| 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 | 7,476. | 4,909. | NONE | 2,455. |
| 25 Contributions, gifts, grants paid | 32,427. | | | 32,427. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 39,903. | 4,909. | NONE | 34,882. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | 375. | | | |
| b Net investment income (if negative, enter -0-) | | 35,323. | | |
| c Adjusted net income (if negative, enter -0-) | | | | |

SCANNED MAY 29 2010
Operating and Administrative Expenses

RECEIVED
MAY 17 2010
ODDEN UT IRS-ESC

| 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 | | 23,686. | 31,261. | 31,261. |
| | 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 7 | | 535,321. | 523,266. | 597,367. |
| | 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) | | 559,007. | 554,527. | 628,628. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | | |
| | 18 | Grants payable | | | | |
| | 19 | Deferred revenue | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | |
| | 22 | Other liabilities (describe ▶) | | | | |
| | 23 | Total liabilities (add lines 17 through 22) | | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | | | | | |
| | and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| | 24 | Unrestricted | | | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | 559,007. | 554,527. | |
| | 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) | | 559,007. | 554,527. | | |
| 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | | 559,007. | 554,527. | | |

| 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) | 1 559,007. |
| 2 | Enter amount from Part I, line 27a | 2 375. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 |
| 4 | Add lines 1, 2, and 3 | 4 559,382. |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10 | 5 4,855. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 554,527. |

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 | 20,296. |
| 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 | 39,038. | 599,682. | 0.06509783519 | |
| 2007 | 37,748. | 732,493. | 0.05153359827 | |
| 2006 | 36,652. | 713,817. | 0.05134649357 | |
| 2005 | 23,109. | 685,956. | 0.03368874972 | |
| 2004 | 22,884. | 666,175. | 0.03435133411 | |
| 2 Total of line 1, column (d) | | | 2 | 0.23601801086 |
| 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 | 0.04720360217 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | | | 4 | 561,025. |
| 5 Multiply line 4 by line 3 | | | 5 | 26,482. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 | 353. |
| 7 Add lines 5 and 6 | | | 7 | 26,835. |
| 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 | 34,882. |

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

| | | | |
|----|---|----|------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 353. |
| 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 | 353. |
| 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 | 353. |
| 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 <input type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 353. |
| 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 <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | |

Part VII-A Statements Regarding Activities

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

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 05701
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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here 1b
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? If "Yes," list the years Yes X No
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 X 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "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? 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 12 | | 6,790. | -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 ALL INCOME FROM THE TRUST IS DISTRIBUTED QUARTERLY TO THE WILLIAM DEAN FAUSETT FOUNDATION FOR THE PRESERVATION AND | |
| 2 PROTECTION OF GREEN MOUNTAIN BOY HISTORY | |
| 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 | 549,247. |
| b | Average of monthly cash balances | 1b | 20,322. |
| 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 | 569,569. |
| 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 | 569,569. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) | 4 | 8,544. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 561,025. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 28,051. |

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 | 28,051. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 353. |
| b | Income tax for 2009. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 353. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 27,698. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 27,698. |
| 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 | 27,698. |

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 | 34,882. |
| 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 | 34,882. |
| 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 | 353. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 34,529. |

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 | | | | 27,698. |
| 2 Undistributed income, if any, as of the end of 2009: | | | | |
| a Enter amount for 2008 only | | | NONE | |
| b Total for prior years: 20 07, 20 , 20 | | NONE | | |
| 3 Excess distributions carryover, if any, to 2009: | | | | |
| a From 2004 | NONE | | | |
| b From 2005 | NONE | | | |
| c From 2006 | 1,572. | | | |
| d From 2007 | 1,533. | | | |
| e From 2008 | 9,372. | | | |
| f Total of lines 3a through e | 12,477. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 34,882. | | | | |
| 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 | | | | 27,698. |
| e Remaining amount distributed out of corpus | 7,184. | | | |
| 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 | 19,661. | | | |
| 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 | 19,661. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2005 | NONE | | | |
| b Excess from 2006 | 1,572. | | | |
| c Excess from 2007 | 1,533. | | | |
| d Excess from 2008 | 9,372. | | | |
| e Excess from 2009 | 7,184. | | | |

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)

Table with 5 columns: Tax year (a) 2009, Prior 3 years (b) 2008, (c) 2007, (d) 2006, (e) Total. Rows include 2a-2e (Qualifying distributions) and 3a-3d (Alternative tests).

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 [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 |
|--|--|--------------------------------------|-------------------------------------|-------------------|
| <p>a Paid during the year</p> <p>SEE STATEMENT 14</p> | | | | |
| Total | | | | 3a 32,427. |
| b Approved for future payment | | | | |
| Total | | | | 3b |

**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 | | | | | 266. | |
| 3,150.00 | | 60. AMGEN INC PROPERTY TYPE: SECURITIES 3,437.00 | | | | | 02/19/2009 -287.00 | 11/02/2009 |
| 9,743.00 | | 750. ARTIO TOTAL RETURN BOND FD-I #1524 PROPERTY TYPE: SECURITIES 9,460.00 | | | | | 02/03/2009 283.00 | 07/20/2009 |
| 547.00 | | 102. BANK AMER CORP COM PROPERTY TYPE: SECURITIES 1,052.00 | | | | | 01/14/2009 -505.00 | 02/12/2009 |
| 724.00 | | 135. BANK AMER CORP COM PROPERTY TYPE: SECURITIES 4,851.00 | | | | | 07/17/2003 -4,127.00 | 02/12/2009 |
| 1,746.00 | | 50. COGNIZANT TECHN LGY SLTNS COR PROPERTY TYPE: SECURITIES 1,244.00 | | | | | 06/23/2009 502.00 | 08/26/2009 |
| 714.00 | | 20. COGNIZANT TECHN LGY SLTNS COR PROPERTY TYPE: SECURITIES 430.00 | | | | | 06/23/2009 284.00 | 09/08/2009 |
| 2,011.00 | | 157. EBAY INC PROPERTY TYPE: SECURITIES 1,964.00 | | | | | 11/12/2008 47.00 | 01/14/2009 |
| 16,975.00 | | 300. EXPRESS SCRIPTS INC CL A PROPERTY TYPE: SECURITIES 3,197.00 | | | | | 11/02/2001 13,778.00 | 02/19/2009 |
| 3,415.00 | | 50. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 1,999.00 | | | | | 12/31/2001 1,416.00 | 04/13/2009 |
| 4,702.00 | | 70. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 2,714.00 | | | | | 12/31/2001 1,988.00 | 04/17/2009 |

**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) | |
| 20,000.00 | | 20000. FEDERAL HME LN BK 5.790% PROPERTY TYPE: SECURITIES 19,790.00 | | | | | 07/03/2001 210.00 | 04/27/2009 |
| 23,007.00 | | 1935. FEDERATED US GOVT SEC 2-5 YRS PROPERTY TYPE: SECURITIES 22,543.00 | | | | | 02/03/2009 464.00 | 07/14/2009 |
| 18,726.00 | | 1780. FEDERATED TOTAL RETURN BOND FUND I PROPERTY TYPE: SECURITIES 18,072.00 | | | | | 02/03/2009 654.00 | 07/14/2009 |
| 4,665.00 | | 300. FIDELITY ADVISOR EMERGING MARKET CL PROPERTY TYPE: SECURITIES 6,777.00 | | | | | 08/29/2008 -2,112.00 | 05/20/2009 |
| 11,104.00 | | 200. FRANKLIN RESOURCES PROPERTY TYPE: SECURITIES 9,507.00 | | | | | 12/08/2003 1,597.00 | 01/14/2009 |
| 1,478.00 | | 120. IMS HEALTH INC COM PROPERTY TYPE: SECURITIES 1,673.00 | | | | | 02/19/2009 -195.00 | 06/23/2009 |
| 25,000.00 | | 25000. IBM CORP 5.375% 02/01/2009 DTD 02 PROPERTY TYPE: SECURITIES 24,782.00 | | | | | 09/27/2001 218.00 | 02/01/2009 |
| 3,629.00 | | 100. ISHARES COHEN & STEERS RLTY PROPERTY TYPE: SECURITIES 7,727.00 | | | | | 07/31/2008 -4,098.00 | 05/20/2009 |
| 1,598.00 | | 100. KEELEY SMALL CAP VALUE FUND - A FUN PROPERTY TYPE: SECURITIES 2,794.00 | | | | | 08/25/2008 -1,196.00 | 05/20/2009 |
| 13,991.00 | | 850. KEELEY SMALL CAP VALUE FUND - A FUN PROPERTY TYPE: SECURITIES 14,905.00 | | | | | 02/19/2009 -914.00 | 07/17/2009 |
| 4,700.00 | | 400. MFS RESEARCH INTERNATIONAL FUND I F PROPERTY TYPE: SECURITIES 7,008.00 | | | | | 08/06/2008 -2,308.00 | 05/20/2009 |

**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) | |
| 7,840.00 | | 150. MCDONALDS CORP PROPERTY TYPE: SECURITIES 3,854.00 | | | | | 12/08/2003 3,986.00 | 03/09/2009 |
| 8,421.00 | | 150. MCDONALDS CORP PROPERTY TYPE: SECURITIES 3,854.00 | | | | | 12/08/2003 4,567.00 | 04/13/2009 |
| 922.00 | | 34. MOHAWK INDS INC PROPERTY TYPE: SECURITIES 586.00 | | | | | 03/09/2009 336.00 | 03/24/2009 |
| 485.00 | | 16. MOHAWK INDS INC PROPERTY TYPE: SECURITIES 276.00 | | | | | 03/09/2009 209.00 | 03/25/2009 |
| 8,817.00 | | 200. MURPHY OIL CORP PROPERTY TYPE: SECURITIES 6,065.00 | | | | | 12/08/2003 2,752.00 | 01/14/2009 |
| 5,750.00 | | 113. PEPSICO INCORPORATED PROPERTY TYPE: SECURITIES 5,584.00 | | | | | 12/31/2001 166.00 | 01/14/2009 |
| 2,205.00 | | 100. POWERSHARES DB CMDTY IDX TRA UNIT B PROPERTY TYPE: SECURITIES 1,732.00 | | | | | 07/31/2008 473.00 | 05/20/2009 |
| 9,662.00 | | 435. POWERSHARES DB CMDTY IDX TRA UNIT B PROPERTY TYPE: SECURITIES 9,762.00 | | | | | 04/13/2009 -100.00 | 09/22/2009 |
| 3,332.00 | | 150. POWERSHARES DB CMDTY IDX TRA UNIT B PROPERTY TYPE: SECURITIES 2,829.00 | | | | | 07/31/2008 503.00 | 09/22/2009 |
| 8,111.00 | | 141. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 5,573.00 | | | | | 12/31/2001 2,538.00 | 01/14/2009 |
| 8,438.00 | | 250. QUALCOMM INCORPORATED PROPERTY TYPE: SECURITIES 8,690.00 | | | | | 02/18/2005 -252.00 | 01/14/2009 |

**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) | |
| 1,440.00 | | 20. RESEARCH IN MOTION LIMITED PROPERTY TYPE: SECURITIES 711.00 | | | | | 03/09/2009 729.00 | 05/01/2009 |
| 1,396.00 | | 20. RESEARCH IN MOTION LIMITED PROPERTY TYPE: SECURITIES 711.00 | | | | | 03/09/2009 685.00 | 06/23/2009 |
| 1,637.00 | | 30. RESEARCH IN MOTION LIMITED PROPERTY TYPE: SECURITIES 1,067.00 | | | | | 03/09/2009 570.00 | 11/02/2009 |
| 3,241.00 | | 77. SEMPRA ENERGY COMMON PROPERTY TYPE: SECURITIES 3,090.00 | | | | | 06/15/2005 151.00 | 01/14/2009 |
| 416.00 | | 10. SEMPRA ENERGY COMMON PROPERTY TYPE: SECURITIES 401.00 | | | | | 06/15/2005 15.00 | 03/16/2009 |
| 3,037.00 | | 63. SEMPRA ENERGY COMMON PROPERTY TYPE: SECURITIES 2,528.00 | | | | | 06/15/2005 509.00 | 07/07/2009 |
| 563.00 | | 20. SOUTHERN CO PROPERTY TYPE: SECURITIES 697.00 | | | | | 11/05/2008 -134.00 | 03/16/2009 |
| 610.00 | | 60. TD ASSET MGMT SHORT TERM BOND #4 PROPERTY TYPE: SECURITIES 604.00 | | | | | 02/03/2009 6.00 | 07/20/2009 |
| 2,404.00 | | 63. UNITED PARCEL SERVICE PROPERTY TYPE: SECURITIES 3,316.00 | | | | | 11/05/2008 -912.00 | 03/09/2009 |
| 20,000.00 | | 20000. U S TREASURY NOTE 4.625% 11/15/20 PROPERTY TYPE: SECURITIES 19,997.00 | | | | | 01/04/2007 3.00 | 11/15/2009 |
| 3,143.00 | | 250. VANGUARD MID-CAP INDEX FUND A PROPERTY TYPE: SECURITIES 4,610.00 | | | | | 08/06/2008 -1,467.00 | 05/20/2009 |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|---------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 3,579.00 | | 123. WALGREEN CO PROPERTY TYPE: SECURITIES 3,016.00 | | | | | 11/05/2008 563.00 | 07/07/2009 |
| 2,059.00 | | 195. WESTERN UN CO COM PROPERTY TYPE: SECURITIES 4,319.00 | | | | | 10/02/2008 -2,260.00 | 03/09/2009 |
| 4,170.00 | | 88. XTO ENERGY INC PROPERTY TYPE: SECURITIES 3,224.00 | | | | | 11/05/2008 946.00 | 12/16/2009 |
| 915.00 | | 20. RENAISSANCE RE HLDGS LTD PROPERTY TYPE: SECURITIES 988.00 | | | | | 01/14/2009 -73.00 | 05/19/2009 |
| 2,483.00 | | 55. RENAISSANCE RE HLDGS LTD PROPERTY TYPE: SECURITIES 2,661.00 | | | | | 02/12/2009 -178.00 | 05/20/2009 |
| TOTAL GAIN(LOSS) | | | | | | | ----- 20,296. ===== | |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--|---|-----------------------------|
| ----- | ----- | ----- |
| AT&T INC | 205. | 205. |
| ABERCROMBIE & FITCH CO CL A | 53. | 53. |
| AMERICAN EXPRESS CO | 91. | 91. |
| APACHE CORPORATION | 32. | 32. |
| ARTIO TOTAL RETURN BOND FD-I #1524 | 134. | 134. |
| BHP BILLITON LTD | 49. | 49. |
| CATERPILLAR FIN 5.125% 10/12/2011 DTD 10 | 1,025. | 1,025. |
| CHEVRONTEXACO CORP | 141. | 141. |
| CIMAREX ENERGY CO | 16. | 16. |
| CLOROX CO | 161. | 161. |
| COLGATE PALMOLIVE CO | 81. | 81. |
| CONOCOPHILLIPS 4.75% 10/15/2012 DTD 10/9 | 950. | 950. |
| DIAGEO PLC ADR | 199. | 199. |
| EXELON CORP COM | 74. | 74. |
| EXPEDITORS INTL WASH INC | 35. | 35. |
| EXXON MOBIL CORP COM | 181. | 181. |
| FASTENAL CO COM | 57. | 57. |
| FEDERAL HME LN BK 5.790% 04/27/2009 DTD | 579. | 579. |
| FEDERATED US GOVT SEC 2-5 YRS | 325. | 325. |
| FEDERATED TOTAL RETURN BOND FUND INSTITU | 487. | 487. |
| FIDELITY ADVISOR EMERGING MARKET CLASS I | 242. | 242. |
| FRANKLIN RESOURCES | 42. | 42. |
| GALLAGHER ARTHUR J & CO | 146. | 146. |
| GENERAL DYNAMICS 4.50% 8/15/2010 DTD 8/1 | 900. | 900. |
| HEWLETT PACKARD CO | 21. | 21. |
| HOME DEPOT INC | 134. | 134. |
| IMS HEALTH INC COM | 7. | 7. |
| ILLINOIS TOOL WORKS | 112. | 112. |
| IBM CORP 5.375% 02/01/2009 DTD 02/01/99 | 672. | 672. |
| ISHARES TR US TIPS BD FD | 164. | 164. |
| ISHARES COHEN & STEERS RLTY | 722. | 722. |
| J P MORGAN CHASE & CO | 58. | 58. |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--|---|-----------------------------|
| JOHNSON & JOHNSON CO | 165. | 165. |
| ARTIO TOTAL RETURN BOND FUND 1524 C | 50. | 50. |
| MFS RESEARCH INTERNATIONAL FUND I FUND # | 607. | 607. |
| MCDONALDS CORP | 150. | 150. |
| MEDTRONIC INC | 63. | 63. |
| MICROSOFT CORPORATION | 114. | 114. |
| MONSANTO CO NEW | 36. | 36. |
| NOVARTIS A G SPONSORED ADR | 137. | 137. |
| PIMCO TOTAL RETURN FUND #35 | 5,263. | 5,263. |
| PIMCO HIGH YLD FUND INSTL #108 | 467. | 467. |
| PAYCHEX INC | 146. | 146. |
| PEPSICO INCORPORATED | 166. | 166. |
| PETSMART INC | 37. | 37. |
| PROCTER & GAMBLE CO | 119. | 119. |
| QUALCOMM INCORPORATED | 40. | 40. |
| QUEST DIAGNOSTICS INC COM | 22. | 22. |
| T ROWE PRICE NEW ERA FUND #41 | 259. | 259. |
| SEMPRA ENERGY COMMON | 102. | 102. |
| SIGMA-ALDRICH CORP COMMON | 26. | 26. |
| SOUTHERN CO | 157. | 157. |
| STATE STREET CORP | 17. | 17. |
| STRYKER CORP | 10. | 10. |
| TD ASSET MGMT MONEY MKT INSTL CL #1 | 45. | 45. |
| TD ASSET MGMT SHORT TERM BOND #4 | 8. | 8. |
| TEXAS INSTRUMENTS | 80. | 80. |
| 3M CO | 122. | 122. |
| US BANCORP DEL NEW | 68. | 68. |
| UNITED PARCEL SERVICE | 28. | 28. |
| U S TREASURY NOTE 4.625% 11/15/2009 DTD | 925. | 925. |
| U S TREASURY NOTE 4.625% 12/31/2011 DTD | 925. | 925. |
| UNITED TECHNOLOGIES | 112. | 112. |
| VANGUARD GNMA FIXED INCOME | 543. | 543. |
| VANGUARD MID-CAP INDEX FUND A | 395. | 395. |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--------------------------|---|-----------------------------|
| VERIZON COMMUNICATIONS | 163. | 163. |
| WALGREEN CO | 28. | 28. |
| WELLS FARGO & CO NEW | 23. | 23. |
| XTO ENERGY INC | 44. | 44. |
| YUM BRANDS INC | 130. | 130. |
| RENAISSANCE RE HLDGS LTD | 18. | 18. |
| ACE LTD | 31. | 31. |
| TOTAL | 19,936. | 19,936. |

FORM 990PF, PART I - OTHER INCOME

=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- |
|----------------------|--|
| 990PF REFUND | 46. |
| TOTALS | ----- 46. ===== |

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 | 21. |
| FOREIGN TAXES ON QUALIFIED FOR | 61. |
| FOREIGN TAXES ON NONQUALIFIED | 29. |
| | ----- |
| TOTALS | 111. |
| | ===== |

FORM 990PF, PART II - OTHER INVESTMENTS

=====

| DESCRIPTION | COST/ FMV | C OR F | ENDING | |
|--------------------------------|--------------|--------|------------|----------|
| | | | BOOK VALUE | FMV |
| 20000 US TREASURY NOTE 4.625% | C | | 20,022. | 21,375. |
| 20000 CATERPILLAR FIN 5.125% | C | | 20,000. | 21,228. |
| 20000 CONOCOPHILLIPS 4.75% | C | | 20,703. | 21,431. |
| 20000 GENERAL DYNAMICS 4.50% | C | | 20,830. | 20,516. |
| 75 ISHARES TR US TIPS BD FD | C | | 7,592. | 7,793. |
| 10015 PIMCO TOTAL RETURN INSTL | C | | 104,473. | 108,162. |
| 1300 PIMCO HIGH YLD FUND INSTL | C | | 9,776. | 11,440. |
| 1200 VANGUARD GNMA FUND #36 | C | | 12,512. | 12,768. |
| 100 ABERCROMB & FITCH CO CL A | C | | 2,441. | 3,485. |
| 110 WALT DISNEY CO | C | | 1,714. | 3,548. |
| 149 HOME DEPOT INC | C | | 4,445. | 4,311. |
| 160 PETSMA RT INC | C | | 2,670. | 4,270. |
| 169 YUM BRANDS INC | C | | 6,774. | 5,910. |
| 98 CLOROX CO | C | | 5,834. | 5,978. |
| 47 COLGATE PALMOLIVE CO | C | | 2,947. | 3,861. |
| 95 DIAGEO PLC ADR | C | | 6,569. | 6,594. |
| 82 PEPSICO INCORPORATED | C | | 4,169. | 4,986. |
| 79 PROCTER & GAMBLE CO | C | | 3,141. | 4,790. |
| 50 TRANSOCEAN LTD ZUG | C | | 3,408. | 4,140. |
| 55 APACHE CORPORATION | C | | 5,774. | 5,674. |
| 70 CHEVRON CORPORATION | C | | 4,759. | 5,389. |
| 90 CIMAREX ENERGY CO | C | | 2,162. | 4,767. |
| 80 EXXON MOBIL CORP | C | | 2,858. | 5,455. |
| 90 ULTRA PETROLEUM CORP | C | | 4,573. | 4,487. |
| 50 ACE LTD | C | | 2,147. | 2,520. |
| 161 AMERICAN EXPRESS CO | C | | 5,289. | 6,524. |
| 152 GALLAGHER ARTHUR J & CO | C | | 3,382. | 3,422. |
| 125 J P MORGAN CHASE & CO | C | | 4,472. | 5,209. |
| 80 STATE STREET CORP | C | | 3,426. | 3,483. |

WILLIAM DEAN FAUSETT CHARITABLE TRUST

03-6079398

FORM 990PF, PART II - OTHER INVESTMENTS

=====

| DESCRIPTION | COST/ FMV | C OR F | ENDING | |
|--------------------------------|--------------|--------|------------|--------|
| | | | BOOK VALUE | FMV |
| 243 US BANCORP DEL NEW | C | | 5,717. | 5,470. |
| 170 WELLS FARGO & CO NEW | C | | 3,111. | 4,588. |
| 90 JOHNSON & JOHNSON CO | C | | 5,780. | 5,797. |
| 80 MEDTRONIC INC | C | | 3,138. | 3,518. |
| 100 NOVARTIS A G SPONSORED ADR | C | | 5,101. | 5,443. |
| 55 QUEST DIAGNOSTICS INC COM | C | | 2,965. | 3,321. |
| 100 STRYKER CORP | C | | 4,683. | 5,037. |
| 60 THERMO FISHER SCIENTIFIC IN | C | | 3,166. | 2,861. |
| 60 ZIMMER HLDGS INC | C | | 2,401. | 3,547. |
| 92 EXPEDITORS INTL WASH INC | C | | 3,221. | 3,199. |
| 79 FASTENAL CO | C | | 2,633. | 3,290. |
| 90 ILLINOIS TOOL WKS INC | C | | 3,784. | 4,319. |
| 60 3M CO | C | | 3,951. | 4,960. |
| 75 UNITED TECHNOLOGIES | C | | 4,086. | 5,206. |
| 191 AUTODESK INC | C | | 3,393. | 4,853. |
| 304 CISCO SYSTEMS INC | C | | 4,998. | 7,278. |
| 148 COGNIZANT TECHNOLOGY SOLUT | C | | 2,563. | 6,709. |
| 332 EMC CORPORATION/ MASS | C | | 3,689. | 5,800. |
| 99 HEWLETT PACKARD CO | C | | 3,519. | 5,099. |
| 230 MICROSOFT CORPORATION | C | | 6,013. | 7,010. |
| 130 PAYCHEX INC | C | | 3,755. | 3,983. |
| 207 TEXAS INSTRUMENTS | C | | 3,507. | 5,394. |
| 60 BHP BILLITON LTD | C | | 2,830. | 4,595. |
| 35 MONSANTO CO NEW | C | | 2,841. | 2,861. |
| 45 SIGMA-ALDRICH CORP COMMON | C | | 2,278. | 2,275. |
| 135 AT&T INC | C | | 3,848. | 3,784. |
| 88 VERIZON COMMUNICATIONS | C | | 2,573. | 2,915. |
| 70 EXCELON CORP | C | | 3,359. | 3,421. |
| 86 SOUTHERN CO | C | | 2,997. | 2,866. |

03-6079398

WILLIAM DEAN FAUSETT CHARITABLE TRUST

FORM 990PF, PART II - OTHER INVESTMENTS

=====

| DESCRIPTION | COST/ FMV C OR F | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|------------------------|----------------------|---------------|
| 430 BARON GROWTH FUND #587 | C | 15,054. | 17,763. |
| 905 FIDELITY ADVISOR EMERGING | C | 12,381. | 19,105. |
| 330 ISHARES COHEN & STEER RLTY | C | 12,357. | 17,332. |
| 2371.707 MFS RESEARCH INTERNAT | C | 27,346. | 33,963. |
| 480.199 T ROWE PRICE NEW ERA F | C | 19,554. | 20,951. |
| 2160 VANGUARD MID-CAP INDEX FU | C | 31,812. | 35,338. |
| TOTALS | | 523,266. | 597,367. |

=====

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

| DESCRIPTION ----- | AMOUNT ----- |
|--|-----------------|
| CASH ACCRUAL ADJUSTING ENTRY | 131. |
| ADJ TO COST BASIS FOR SALE OF INVESTMENT | 4,724. |
| | ----- |
| TOTAL | 4,855. |
| | ===== |

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 6,790.

TOTAL COMPENSATION: 6,790.
=====

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 | 513,167. | 19,465. | |
| FEBRUARY | 481,418. | 24,053. | |
| MARCH | 504,634. | 20,770. | |
| APRIL | 534,583. | 25,004. | |
| MAY | 538,560. | 9,750. | |
| JUNE | 538,071. | 9,304. | |
| JULY | 555,426. | 19,757. | |
| AUGUST | 567,272. | 20,537. | |
| SEPTEMBER | 586,121. | 17,252. | |
| OCTOBER | 581,224. | 18,520. | |
| NOVEMBER | 593,127. | 28,192. | |
| DECEMBER | 597,366. | 31,261. | |
| | ----- | ----- | ----- |
| TOTAL | 6,590,969. | 243,865. | |
| | ===== | ===== | ===== |
| AVERAGE FMV | 549,247. | 20,322. | |
| | ===== | ===== | ===== |

RECIPIENT NAME:
WILLIAM DEAN FAUSETT FOUNDATION
C/O DORY FELDMANN

ADDRESS:
5950 S.W. 112TH STREET
PINECREST, FL 33156

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
ASSISTANCE FOR HISTORICAL PRESERVATION

AMOUNT OF GRANT PAID 32,427.

TOTAL GRANTS PAID: 32,427.
=====

WILLIAM DEAN FAUSETT CHARITABLE TRUST
 Schedule D Detail of Short-term Capital Gains and Losses

03-6079398

| Description | Date Acquired | Date Sold | Gross Sales Price | Cost or Other Basis | Short-term Gain/Loss |
|--|---------------|------------|-------------------|---------------------|----------------------|
| CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES | | | | | |
| 60. AMGEN INC | 02/19/2009 | 11/02/2009 | 3,150.00 | 3,437.00 | -287.00 |
| 750. ARTIO TOTAL RETURN | 02/03/2009 | 07/20/2009 | 9,743.00 | 9,460.00 | 283.00 |
| 102. BANK AMER CORP COM | 01/14/2009 | 02/12/2009 | 547.00 | 1,052.00 | -505.00 |
| 50. COGNIZANT TECHNLY | 06/23/2009 | 08/26/2009 | 1,746.00 | 1,244.00 | 502.00 |
| 20. COGNIZANT TECHNLY | 06/23/2009 | 09/08/2009 | 714.00 | 430.00 | 284.00 |
| 157. EBAY INC | 11/12/2008 | 01/14/2009 | 2,011.00 | 1,964.00 | 47.00 |
| 1935. FEDERATED US GOVT | 02/03/2009 | 07/14/2009 | 23,007.00 | 22,543.00 | 464.00 |
| 1780. FEDERATED TOTAL | | | | | |
| RETURN BOND FUND INSTITUTIONAL SHARES | 02/03/2009 | 07/14/2009 | 18,726.00 | 18,072.00 | 654.00 |
| 300. FIDELITY ADVISOR | | | | | |
| EMERGING MARKET CLASS I FUND #1290 | 08/29/2008 | 05/20/2009 | 4,665.00 | 6,777.00 | -2,112.00 |
| 120. IMS HEALTH INC COM | 02/19/2009 | 06/23/2009 | 1,478.00 | 1,673.00 | -195.00 |
| 100. ISHARES COHEN & | 07/31/2008 | 05/20/2009 | 3,629.00 | 7,727.00 | -4,098.00 |
| 100. KEELEY SMALL CAP | | | | | |
| VALUE FUND - A FUND #245 | 08/25/2008 | 05/20/2009 | 1,598.00 | 2,794.00 | -1,196.00 |
| 850. KEELEY SMALL CAP | | | | | |
| VALUE FUND - A FUND #245 | 02/19/2009 | 07/17/2009 | 13,991.00 | 14,905.00 | -914.00 |
| 400. MFS RESEARCH | | | | | |
| INTERNATIONAL FUND I FUND #899 | 08/06/2008 | 05/20/2009 | 4,700.00 | 7,008.00 | -2,308.00 |
| 34. MOHAWK INDS INC | 03/09/2009 | 03/24/2009 | 922.00 | 586.00 | 336.00 |
| 16. MOHAWK INDS INC | 03/09/2009 | 03/25/2009 | 485.00 | 276.00 | 209.00 |
| 100. POWERSHARES DB CMDTY | | | | | |
| IDX TRA UNIT BEN INT | 07/31/2008 | 05/20/2009 | 2,205.00 | 1,732.00 | 473.00 |
| 435. POWERSHARES DB CMDTY | | | | | |
| IDX TRA UNIT BEN INT | 04/13/2009 | 09/22/2009 | 9,662.00 | 9,762.00 | -100.00 |
| 20. RESEARCH IN MOTION | 03/09/2009 | 05/01/2009 | 1,440.00 | 711.00 | 729.00 |
| 20. RESEARCH IN MOTION | 03/09/2009 | 06/23/2009 | 1,396.00 | 711.00 | 685.00 |
| 30. RESEARCH IN MOTION | 03/09/2009 | 11/02/2009 | 1,637.00 | 1,067.00 | 570.00 |
| 20. SOUTHERN CO | 11/05/2008 | 03/16/2009 | 563.00 | 697.00 | -134.00 |
| 60. TD ASSET MGMT SHORT | 02/03/2009 | 07/20/2009 | 610.00 | 604.00 | 6.00 |
| 63. UNITED PARCEL SERVICE | 11/05/2008 | 03/09/2009 | 2,404.00 | 3,316.00 | -912.00 |
| 250. VANGUARD MID-CAP | 08/06/2008 | 05/20/2009 | 3,143.00 | 4,610.00 | -1,467.00 |
| Totals | | | | | |

WILLIAM DEAN FAUSETT CHARITABLE TRUST
 Schedule D Detail of Long-term Capital Gains and Losses

03-6079398

| Description | Date Acquired | Date Sold | Gross Sales Price | Cost or Other Basis | Long-term Gain/Loss |
|---|---------------|------------|-------------------|---------------------|---------------------|
| CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES | | | | | |
| 135. BANK AMER CORP COM | 07/17/2003 | 02/12/2009 | 724.00 | 4,851.00 | -4,127.00 |
| 300. EXPRESS SCRIPTS INC | 11/02/2001 | 02/19/2009 | 16,975.00 | 3,197.00 | 13,778.00 |
| 50. EXXON MOBIL CORP COM | 12/31/2001 | 04/13/2009 | 3,415.00 | 1,999.00 | 1,416.00 |
| 70. EXXON MOBIL CORP COM | 12/31/2001 | 04/17/2009 | 4,702.00 | 2,714.00 | 1,988.00 |
| 20000. FEDERAL HME LN BK | | | | | |
| 5.790% 04/27/2009 DTD 04/27/99 | 07/03/2001 | 04/27/2009 | 20,000.00 | 19,790.00 | 210.00 |
| 200. FRANKLIN RESOURCES | 12/08/2003 | 01/14/2009 | 11,104.00 | 9,507.00 | 1,597.00 |
| 25000. IBM CORP 5.375% | | | | | |
| 02/01/2009 DTD 02/01/99 | 09/27/2001 | 02/01/2009 | 25,000.00 | 24,782.00 | 218.00 |
| 150. MCDONALDS CORP | 12/08/2003 | 03/09/2009 | 7,840.00 | 3,854.00 | 3,986.00 |
| 150. MCDONALDS CORP | 12/08/2003 | 04/13/2009 | 8,421.00 | 3,854.00 | 4,567.00 |
| 200. MURPHY OIL CORP | 12/08/2003 | 01/14/2009 | 8,817.00 | 6,065.00 | 2,752.00 |
| 113. PEPSICO INCORPORATED | 12/31/2001 | 01/14/2009 | 5,750.00 | 5,584.00 | 166.00 |
| 150. POWERSHARES DB CMDTY IDX TRA UNIT BEN INT | 07/31/2008 | 09/22/2009 | 3,332.00 | 2,829.00 | 503.00 |
| 141. PROCTER & GAMBLE CO | 12/31/2001 | 01/14/2009 | 8,111.00 | 5,573.00 | 2,538.00 |
| 250. QUALCOMM INCORPORATED | 02/18/2005 | 01/14/2009 | 8,438.00 | 8,690.00 | -252.00 |
| 77. SEMpra ENERGY COMMON | 06/15/2005 | 01/14/2009 | 3,241.00 | 3,090.00 | 151.00 |
| 10. SEMpra ENERGY COMMON | 06/15/2005 | 03/16/2009 | 416.00 | 401.00 | 15.00 |
| 63. SEMpra ENERGY COMMON | 06/15/2005 | 07/07/2009 | 3,037.00 | 2,528.00 | 509.00 |
| 20000. U S TREASURY NOTE | | | | | |
| 4.625% 11/15/2009 DTD 11/15/2006 | 01/04/2007 | 11/15/2009 | 20,000.00 | 19,997.00 | 3.00 |
| 88. XTO ENERGY INC | 11/05/2008 | 12/16/2009 | 4,170.00 | 3,224.00 | 946.00 |
| TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES | | | | | |
| | | | 163,493.00 | 132,529.00 | 30,964.00 |
| Totals | | | | | |
| | | | 163,493.00 | 132,529.00 | 30,964.00 |

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PIMCO TOTAL RETURN FUND #35
VANGUARD GNMA FIXED INCOME

242.00
24.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

266.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

266.00

=====