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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

, and ending

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 CARDINAL BROOK TRUST C/O CCR LLP	A Employer identification number 04-3050557			
	Number and street (or P O box number if mail is not delivered to street address) 1400 COMPUTER DRIVE	Room/suite	B Telephone number 617-226-7000		
	City or town, state, and ZIP code WESTBOROUGH, MA 01581		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>		
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 5,928,565.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis)			
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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue Operating and Administrative Expenses SCANNED JUL 26 2010	1 Contributions, gifts, grants, etc., received			N/A	
	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	51,444.	51,102.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,636,042.			
	b Gross sales price for all assets on line 6a	407,801.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a b Less Cost of goods sold				
c Gross profit or (loss)					
11 Other income	1,634.	1,634.		STATEMENT 2	
12 Total Add lines 1 through 11	-1,582,964.	52,736.			
13 Compensation of officers, directors, trustees, etc	0.	0.		0.	
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees	3,250.	3,250.		0.	
17 Interest					
18 Taxes	70.	0.		70.	
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23	3,320.	3,250.		70.	
25 Contributions, gifts, grants paid	485,620.			485,620.	
26 Total expenses and disbursements. Add lines 24 and 25	488,940.	3,250.		485,690.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-2,071,904.				
b Net investment income (if negative, enter -0-)		49,486.			
c Adjusted net income (if negative, enter -0-)			N/A		

JW/S

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year
			(a) Book Value	(b) Book Value
Assets	1	Cash - non-interest-bearing	830,566.	3,646,582.
	2	Savings and temporary cash investments	187,851.	2,009,224.
	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		
	7	Other notes and loans receivable ►		
		Less: allowance for doubtful accounts ►		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments - U.S. and state government obligations		
	b	Investments - corporate stock		
	c	Investments - corporate bonds		
Liabilities	11	Investments - land, buildings, and equipment basis ►		
		Less accumulated depreciation ►		
	12	Investments - mortgage loans		
	13	Investments - other		
	14	Land, buildings, and equipment: basis ►		
		Less accumulated depreciation ►		
	15	Other assets (describe ► STATEMENT 5)	6,982,052.	272,759.
	16	Total assets (to be completed by all filers)	8,000,469.	5,928,565.
	17	Accounts payable and accrued expenses		
	18	Grants payable		
Net Assets or Fund Balances	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable		
	22	Other liabilities (describe ►)		
	23	Total liabilities (add lines 17 through 22)	0.	0.
		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 ► <input checked="" type="checkbox"/>		
		and complete lines 27 through 31.		
Net Assets or Fund Balances	27	Capital stock, trust principal, or current funds	1,000,000.	1,000,000.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	7,000,469.	7,000,469.
	29	Retained earnings, accumulated income, endowment, or other funds	0.	-2,071,904.
	30	Total net assets or fund balances	8,000,469.	5,928,565.
	31	Total liabilities and net assets/fund balances	8,000,469.	5,928,565.

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	8,000,469.
2	Enter amount from Part I, line 27a	2	-2,071,904.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	5,928,565.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,928,565.

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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					
b SEE ATTACHED STATEMENT					
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	407,801.	2,043,843.			-1,636,042.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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					-1,636,042.
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		-1,636,042.
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). If (loss), enter -0- in Part I, line 8			3		N/A

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 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	798,478.	7,562,543.	.105583
2007	809,855.	8,922,384.	.090767
2006	650,167.	8,532,325.	.076200
2005	321,377.	5,879,190.	.054663
2004	370,739.	4,898,131.	.075690

2 Total of line 1, column (d)

2 .402903

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 .080581

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 4,386,026.

5 Multiply line 4 by line 3

5 353,430.

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

6 495.

7 Add lines 5 and 6

7 353,925.

8 Enter qualifying distributions from Part XII, line 4

8 485,690.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of 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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2009 estimated tax payments and 2008 overpayment credited to 2009

6a 5,908.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 5,908.

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

10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 5,413.

11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ►

5,413. Refunded ►

11 0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes No 1a

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b *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.*1c

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2 *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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

N/A

4a

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 *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:

6

• 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?

7

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.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

8b MAb 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*9 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)? *If "Yes," complete Part XIV*10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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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 instructions)

11

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

12

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A

13

14 The books are in care of ► KAREN DAVIS Telephone no. ► 617-226-7000

Located at ► C/O CCR LLP, 1400 COMPUTER DRIVE, WESTBOROUGH, MA ZIP+4 01581

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 ► N/A

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

 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)?

 Yes No Yes No

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)? 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 instructions)?

N/A



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?

N/A

- 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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

- Yes No

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?

N/A

7b

Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
KAREN DAVIS C/O CCR LLP, 1400 COMPUTER DRIVE WESTBOROUGH, MA 01581	TRUSTEE 2.00	0.	0.	0.
DAVID DAVIS C/O CCR LLP, 1400 COMPUTER DRIVE WESTBOROUGH, MA 01581	TRUSTEE 2.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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				

Total number of other employees paid over \$50,000



0

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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. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ► 0

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.

1	NONE	Expenses
		0.
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	NONE	Amount
		0.
2		
3		
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,918,294.
b	Average of monthly cash balances	1b	1,534,524.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,452,818.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,452,818.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	66,792.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,386,026.
6	Minimum investment return Enter 5% of line 5	6	219,301.

Part XI Distributable Amount (see 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	219,301.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	495.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	495.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	218,806.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	218,806.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	218,806.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	485,690.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	485,690.
b	Cash distribution test (attach the required schedule)	5	495.
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	485,195.
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		
6	Adjusted qualifying distributions Subtract line 5 from line 4		

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				218,806.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only			0.	
b Total for prior years:			0.	
3 Excess distributions carryover, if any, to 2009:				
a From 2004	153,738.			
b From 2005	106,436.			
c From 2006	240,799.			
d From 2007	398,264.			
e From 2008	421,305.			
f Total of lines 3a through e	1,320,542.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 485,690.			0.	
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.	
c Treated as distributions out of corpus (Election required - see instructions)			0.	
d Applied to 2009 distributable amount				218,806.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,587,426.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	153,738.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,433,688.			
10 Analysis of line 9:				
a Excess from 2005	106,436.			
b Excess from 2006	240,799.			
c Excess from 2007	398,264.			
d Excess from 2008	421,305.			
e Excess from 2009	266,884.			

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Part XIV. Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a 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)

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 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).)

SEE STATEMENT 7

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 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;

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Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 8				
Total			► 3a	485,620.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

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Form 990-PF (2009)

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2009.03060 CARDINAL BROOK TRUST C/O CC 36439_1

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount		
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities			14	51,444.
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory			18	-1,636,042.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a <u>CLASS ACTION PROCEEDS</u>			14	1,634.
b				
c				
d				
e				
12 Subtotal. Add columns (b), (d), and (e)		0.	-1,582,964.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	-1,582,964.
(See worksheet in line 13 instructions to verify calculations.)				

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

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

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

↳ Other transaction

- (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.

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
N/A		

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.

17-10-2010

TRUSTEE

[Sign Here](#)

Sign Here		Date	Date	Date
Paid Preparer's Use Only	Preparer's signature	<i>John Smith</i>	Date 07/01/10	Check if self- employed ► <input type="checkbox"/>
Firm's name (or yours if self-employed), address, and ZIP code	CCR LLP 1400 COMPUTER DRIVE WESTBOROUGH, MA 01581		EIN ►	Preparer's identifying number
			Phone no.	617-226-7000

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	187908 JPMORGAN US TREAS	P	VARIOUS	VARIOUS
b	50000 UNITED STATES TREAS NTS	P	07/29/09	11/04/09
c	100000 FEDERAL FARM CR BKS	P	09/09/09	12/15/09
d	10474 SHS CATALYST PAPER CORP COM	P	VARIOUS	10/27/09
e	GREENLIGHT OFFSHORE (MARK TO MARKET)	P	VARIOUS	VARIOUS
f	INTEREST IN KISCO TAX-EXEMPT INVESTORS, LLC	P	VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 187,908.		187,391.	517.
b 53,211.		52,811.	400.
c 100,000.		99,950.	50.
d 2,747.		444.	2,303.
e 63,935.			63,935.
f		1,703,247.	-1,703,247.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			517.
b			400.
c			50.
d			2,303.
e			63,935.
f			-1,703,247.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	-1,636,042.
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). If (loss), enter "-0-" in Part I, line 8 } 3		N/A

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIELDPOINT	35,392.	0.	35,392.
GOLDMAN SACHS	342.	0.	342.
JP MORGAN	1,190.	0.	1,190.
US TRUST	12,517.	0.	12,517.
US TRUST	2,003.	0.	2,003.
TOTAL TO FM 990-PF, PART I, LN 4	51,444.	0.	51,444.

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION PROCEEDS	1,634.	1,634.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,634.	1,634.	

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT FEES	3,250.	3,250.		0.
TO FORM 990-PF, PG 1, LN 16C	3,250.	3,250.		0.

FORM 990-PF

TAXES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MA ANNUAL FILING FEE	70.	0.		70.
TO FORM 990-PF, PG 1, LN 18	70.	0.		70.

FORM 990-PF

OTHER ASSETS

STATEMENT 5

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
GREENLIGHT CAPITAL OFFSHORE	208,825.	272,759.	272,759.
KISCO TAX EXEMPT INVESTORS, LLC	6,627,878.	0.	0.
KISCO PRIVATE INVESTORS, LLC	145,349.	0.	0.
TO FORM 990-PF, PART II, LINE 15	6,982,052.	272,759.	272,759.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 6

NAME OF CONTRIBUTOR

ADDRESS

KAREN & DAVID DAVIS

C/O CCR LLP, 1400 COMPUTER DRIVE
WESTBOROUGH, MA 01581

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 7

NAME OF MANAGER

KAREN DAVIS
DAVID DAVIS

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
1794 MEETING HOUSE BOX 8 NEW SALEM, MA 01355	NONE CHARITABLE	PUBLIC CHARITY	3,000.
ATHOL AREA YMCA 545 MAIN STREET ATHOL, MA 01331	NONE CHARITABLE	PUBLIC CHARITY	15,000.
CALCUTTA KIDS PO BOX 465 MARLBOO, VT 05344	NONE CHARITABLE	PUBLIC CHARITY	1,020.
COMMUNITY COALITION FOR TEENS 425 MAIN STREET GREENFIELD, MA 01301	NONE CHARITABLE	PUBLIC CHARITY	2,000.
COMMUNITIES COLLABORATIVE INC 131 WEST MAIN ST. SUITE 2 ORANGE, MA 01364	NONE CHARITABLE	PUBLIC CHARITY	10,000.
EAST QUABBIN LAND TRUST P.O. BOX 5 HARDWICK, MA 01037	NONE CHARITABLE	PUBLIC CHARITY	30,000.
FORWARD IN HEALTH 192 LAWRENCE ST GARDNER, MA 01440	NONE CHARITABLE	PUBLIC CHARITY	5,000.
FRIENDS OF SWATHMORE ATHLETICS 500 COLLEGE AVENUE SWARTHMORE, PA 19081	NONE CHARITABLE	PUBLIC CHARITY	1,000.

FRIENDS OF WFCR HAMPSHIRE HOUSE UNIV OF MASS AMHERST, MA 01003	NONE CHARITABLE	PUBLIC CHARITY	5,000.
GREATER GARDNER COMMUNITY HEALTH CENTER 175 CONNORS STREET GARDNER, MA 01440	NONE CHARITABLE	PUBLIC CHARITY	10,000.
HARVARD FOREST 324 NORTH MAIN STREET PETERSHAM, MA 01366	NONE CHARITABLE	PUBLIC CHARITY	35,000.
HEIFER PROJECT PO BOX 1692 MERRIFIELD, VA 22116	NONE CHARITABLE	PUBLIC CHARITY	20,000.
HEYWOOD HOSPITAL CAPITAL CAMPAIGN 242 GREEN STREET GARDNER, MA 01440	NONE CHARITABLE	PUBLIC CHARITY	5,000.
INSIGHT MEDITATION SOCIETY 1230 PLEASANT STREET BARRE, MA 01005	NONE CHARITABLE	PUBLIC CHARITY	15,000.
ISLAND AFFORDABLE HOUSING FUND PO BOX 4769 VINEYARD HAVEN, MA 02568	NONE CHARITABLE	PUBLIC CHARITY	20,000.
LISTENING, THE BARRE INTEGRATIVE HEALTH CTR 35 SOUTH STREET BARRE, MA 01005	NONE CHARITABLE	PUBLIC CHARITY	25,000.
MARINE BIOLOGICAL LABORATORY WATER STREET WOODS HOLE, MA 02543	NONE CHARITABLE	PUBLIC CHARITY	2,000.
MASSACHUSETTS AUDUBON SOCIETY 208 SOUTH GREAT ROAD LINCOLN, MA 01773	NONE CHARITABLE	PUBLIC CHARITY	1,900.

MIETTA DANA PROJECT IN BURMA P O BOX 551681 KAPAU, HI 96755	NONE CHARITABLE	PUBLIC CHARITY	5,000.
MILLERS RIVER WATERSHED COUNCIL 100 MAIN STREET ATHOL, MA 01331	NONE CHARITABLE	PUBLIC CHARITY	17,000.
MOUNT WACHUSSETT COMMUNITY COLLEGE 444 GREEN STREET GARDNER, MA 01440	NONE CHARITABLE	PUBLIC CHARITY	20,000.
MT. GRACE LAND CONSERVATION TRUST 1461 OLD KEENE ROAD ATHOL, MA 01331	NONE CHARITABLE	PUBLIC CHARITY	25,000.
NEW ENGLAND NATURAL RESOURCE COUNCIL PO BOX 44 WAYLAND, MA 01778	NONE CHARITABLE	PUBLIC CHARITY	20,000.
NORTHEAST ORGANIC FARMERS ASSOC. 411 SHELDON ROAD BARRE, MA 01005	NONE CHARITABLE	PUBLIC CHARITY	2,000.
PETERSHAM ARTS COUNCIL NORTH MAIN STREET PETERSHAM, MA 01366	NONE CHARITABLE	PUBLIC CHARITY	1,000.
PETERSHAM CRAFT CENTER NORTH MAIN STREET PETERSHAM, MA 01366	NONE CHARITABLE	PUBLIC CHARITY	1,000.
PETERSHAM UNITARIAN CHURCH ON THE COMMON PETERSHAM, MA 01366	NONE CHARITABLE	PUBLIC CHARITY	4,000.
PINEWOODS 80 CORNISH ROAD PLYMOUTH, MA 02360	NONE CHARITABLE	PUBLIC CHARITY	500.

RE-INVENTING SCHOOLS COALITION 1830 EAST PARKS HIGHWAY WASILLA, AK 99654	NONE CHARITABLE	PUBLIC CHARITY	45,000.
SEEDS OF SOLIDARITY 163 CHESTNUT HILL ROAD ORANGE, MA 01364	NONE CHARITABLE	PUBLIC CHARITY	5,000.
ST. ANDREWS SCHOOL 350 NOXONTOWN ROAD MIDDLETOWN, DE 19709	NONE CHARITABLE	PUBLIC CHARITY	1,500.
SWARTHMORE COLLEGE PARRISH 140 500 COLLEGE AVENUE SWARTHMORE, PA 19081	NONE CHARITABLE	PUBLIC CHARITY	25,000.
TAPESTRY HEALTH SYSTEMS 320 RIVERSIDE DRIVE FLORENCE, MA 01062	NONE CHARITABLE	PUBLIC CHARITY	20,000.
TEMPLE ISRAEL 107 WALNUT STREET ATHOL, MA 01331	NONE CHARITABLE	PUBLIC CHARITY	3,000.
THE FARM SCHOOL MOORE HILL ROAD ATHOL, MA 01331	NONE CHARITABLE	PUBLIC CHARITY	50,000.
THE GOOD LIFE CENTER BOX 11 HARBORSIDE, ME 04642	NONE CHARITABLE	PUBLIC CHARITY	1,000.
THE NATURE CONSERVANCY 205 POSTLAND ST, SUITE 400 BOSTON, MA 02114	NONE CHARITABLE	PUBLIC CHARITY	1,000.
UNIVERSITY OF SAN DIEGO 5998 ALCALA PARK SAN DIEGO, CA 92110	NONE CHARITABLE	PUBLIC CHARITY	5,000.

VINEYARD CONSERVATION SOCIETY PO BOX 2189 VINEYARD HAVEN, MA 02568	NONE CHARITABLE	PUBLIC CHARITY	5,000.
WAMC 318 CENTRAL AVENUE ALBANY, NY 12206	NONE CHARITABLE	PUBLIC CHARITY	500.
WBUR 630 COMMONWEALTH AVENUE BOSTON, MA 02225	NONE CHARITABLE	PUBLIC CHARITY	1,000.
WGBH 125 WESTERN AVENUE BOSTON, MA 02134	NONE CHARITABLE	PUBLIC CHARITY	200.
WOMEN'S FUND OF WESTERN MASS. 116 PLEASANT STREET, SUITE 358 EASTHAMPTON, MA 01027	NONE CHARITABLE	PUBLIC CHARITY	2,000.
WORCESTER ROOTS 4 KING STREET WORCESTER, MA 01610	NONE CHARITABLE	PUBLIC CHARITY	3,000.
BOSTON MEDICAL CENTER 801 MASSACHUSETTS AVE, SUITE 100 BOSTON, MA 02118	NONE CHARITABLE	PUBLIC CHARITY	1,000.
COMMUNITY INVOLVED IN SUSTAINING AGRICULTURE ONE SUGARLOAF ST. SOUTH DEERFIELD, MA 01373	NONE CHARITABLE	PUBLIC CHARITY	500.
MARLBORO COLLEGE PO BOX A 2582 SOUTH ROAD MARLBORO, VT 05344	NONE CHARITABLE	PUBLIC CHARITY	7,000.
OPEN DOOR FAMILY MEDICAL CENTER 165 MAIN ST OSSINING, NY 10562	NONE CHARITABLE	PUBLIC CHARITY	1,000.

PETERSHAM MEMORIAL LIBRARY ON THE COMMON PETERSHAM, MA 01366	NONE CHARITABLE	PUBLIC CHARITY	1,000.
THE TRUSTEES OF RESERVATION 572 ESSEX ST. BEVERLY, MA 01915	NONE CHARITABLE	PUBLIC CHARITY	5,000.
WENDY WEISMANN JENKINSON CULINARY ARTS FUND PO BOX 1182 OAK BLUFFS, MA 02557	NONE CHARITABLE	PUBLIC CHARITY	500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			485,620.