Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation: **Forest Foundation**

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: **Day Pitney, LLP One International Place**

City or town, state, and ZIP code: **Boston, MA 02110**

A Employer identification number: **04 - 3177775**

B Telephone number (see page 10 of the instructions): **617 - 345-4600**

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ **1,914,914**

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule) Schedule 1	343,550			
2	Check ▶ ☑ if the foundation is **not** required to attach Sch. B				
3	Interest on savings and temporary cash investments	12	12		
4	Dividends and interest from securities	38,483	38,483		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Schedule 2	(241,953)			
b	Gross sales price for all assets on line 6a 1,052,915				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule) Schedule 3				
11	Other income (attach schedule) Schedule 4				
12	**Total.** Add lines 1 through 11	140,092	38,495	0	
13	Compensation of officers, directors, trustees, etc.	59,500	0	0	68,620
14	Other employee salaries and wages	9,120			
15	Pension plans, employee benefits	13,383			13,383
16a	Legal fees (attach schedule) Schedule 5				
b	Accounting fees (attach schedule) Schedule 5	955			955
c	Other professional fees (attach schedule) Schedule 5	1,200			
17	Interest Schedule 6				
18	Taxes (attach schedule) (see page 14 of the instructions) Schedule 7	7,131	1,445		5,686
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	2,047			2,047
22	Printing and publications				
23	Other expenses (attach schedule) Schedule 8	4,534			4,534
24	**Total operating and administrative expenses.** Add lines 13 through 23	97,870	1,445	0	95,225
25	Contributions, gifts, grants paid Schedule 9	119,227			119,227
26	**Total expenses and disbursements.** Add lines 24 and 25	217,097	1,445	0	214,452
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	(77,005)			
b	**Net investment income** (if negative, enter -0-)		37,050		
c	**Adjusted net income** (if negative, enter -0-)			0	

Revenue | Operating and Administrative Expenses

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	159	6,311	6,311
	2	Savings and temporary cash investments	4,379	139,953	139,953
	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) Schedule 10			
	7	Other notes and loans receivable (attach schedule) ▶ Schedule 11			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges Schedule 12			
	10a	Investments—U.S. and state government obligations (attach schedule) Schedule 12			
	b	Investments—corporate stock (attach schedule) Schedule 12	1,764,301	1,545,570	1,768,650
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶ Schedule 13			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) Schedule 14			
	14	Land, buildings, and equipment: basis ▶ 14,166			
		Less: accumulated depreciation (attach schedule) ▶ Schedule 15 14,166			
	15	Other assets (describe ▶ Schedule 16)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,768,839	1,691,834	1,914,914
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons Schedule 17			
	21	Mortgages and other notes payable (attach schedule) Schedule 18			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,764,301	1,545,570	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,538	146,264	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,768,839	1,691,834	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,768,839	1,691,834	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,768,839
2	Enter amount from Part I, line 27a	2	(77,005)
3	Other increases not included in line 2 (itemize) ▶ Schedule 20	3	
4	Add lines 1, 2, and 3	4	1,691,834
5	Decreases not included in line 2 (itemize) ▶ Schedule 21	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,691,834

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 SCHEDULE 2			
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	1,052,915		1,294,868	(241,953)

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				(241,953)

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** (241,953)

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	187,161	1,853,572	N/A
2007	157,352	2,335,654	N/A
2006	219,794	1,970,289	N/A
2005	194,555	1,441,361	N/A
2004	217,252	1,281,013	N/A

2	**Total** of line 1, column (d)	2	N/A
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	N/A
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	N/A
5	Multiply line 4 by line 3	5	N/A
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	N/A
7	Add lines 5 and 6	7	N/A
8	Enter qualifying distributions from Part XII, line 4	8	N/A

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	741
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	741
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	741
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a		
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	0
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	741
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		✓
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c	N	A
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2	N	A
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	N	A
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	N	A
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N	A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5	N	A
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	N	A
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	N	A
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ ________			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	N	A
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9	N	A
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	N	A

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) . . Schedule 22	11	N/A	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	N/A	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	N/A	

Website address ▶ forestfoundation.net

14 The books are in care of ▶ David W Fitts Telephone no. ▶ 617-345-460

Located at ▶ One International Place Boston, MA ZIP+4 ▶ 2,110

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here . . . . ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year . . . . . . ▶ | 15 |

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . N/A ☐ Yes ☐ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? N/A ☐ Yes ☐ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . N/A ☐ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . N/A ☐ 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)? N/A ☐ 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.) N/A ☐ Yes ☐ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	N/A	
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? N/A ☐ Yes ☐ No			
	If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
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	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? N/A ☐ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	N/A	
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	N/A	

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))?	N/A ☐ 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?	N/A ☐ Yes ☐ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	N/A ☐ 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)	N/A ☐ 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?	N/A ☐ Yes ☐ No		
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		5b	N/A
	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?	N/A ☐ Yes ☐ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	N/A
	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?	N/A ☐ Yes ☐ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

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
Arthur P. Poor, Jr. 2202 Gulf shore Blvd N Naples, FL 34102	Trustee 1.0	0	0	0
Loel A. Poor 2202 Gulf shore Blvd N Naples FL 34102	Trustee 1.0	0	0	0
David W Fitts, Esq. International Place Boston, MA 02110	Trustee 1.0	0	0	0
Elton McCausland 44 High St Ipswich MA 01938	Trustee 1.0	0	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
David R Sullivan 100 Federal St Salem, MA 01970	Executive Dir. 40.0	59,500	13,383	0

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

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

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 NOT APPLICABLE	0
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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 NOT APPLICABLE	0
2	
All other program-related investments See page 24 of the instructions	
3	
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	1,618,650
b	Average of monthly cash balances	1b	20,000
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,638,650
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	
3	Subtract line 2 from line 1d	3	1,638,650
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	24,580
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,614,070
6	**Minimum investment return.** Enter 5% of line 5	6	80,704

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	80,704
2a	Tax on investment income for 2009 from Part VI, line 5	2a	741		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	741
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	79,963
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	79,963
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	79,963

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	214,452
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	214,452
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	214,452

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				79,963
2	Undistributed income, if any, as of the end of 2009:				
a	Enter amount for 2008 only				
b	Total for prior years: 20 20 ,20 ____,20 ____				
3	Excess distributions carryover, if any, to 2009:				
a	From 2004 . . . 153,521				
b	From 2005 . . . 123,029				
c	From 2006 . . . 122,619				
d	From 2007 . . . 45,603				
e	From 2008 . . . 94,919				
f	**Total** of lines 3a through e	539,691			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 214,452				
a	Applied to 2008, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d	Applied to 2009 distributable amount				79,963
e	Remaining amount distributed out of corpus	134,489			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	674,180			
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				
d	Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			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) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	153,521			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	520,659			
10	Analysis of line 9:				
a	Excess from 2005 . . . 123,029				
b	Excess from 2006 . . . 122,619				
c	Excess from 2007 . . . 45,603				
d	Excess from 2008 . . . 94,919				
e	Excess from 2009 . . . 134,489				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	N/A	N/A	N/A	N/A	N/A
b 85% of line 2a	N/A	N/A	N/A	N/A	N/A
c Qualifying distributions from Part XII, line 4 for each year listed	N/A				N/A
d Amounts included in line 2c not used directly for active conduct of exempt activities					N/A
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	N/A	N/A	N/A	N/A	N/A
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test—enter:					
(1) Value of all assets					N/A
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					N/A
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	N/A	N/A	N/A	N/A	N/A
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					N/A
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					N/A
(3) Largest amount of support from an exempt organization					N/A
(4) Gross investment income					N/A

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).)

See Schedule1

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

None

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

David Sullivan PO Box 112 Boxford, MA 01921

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

No Particular Form

c Any submission deadlines:

None

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

Primarily Women and Children At Risk

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Detail on Schedule 9				**119,227**
			charities to provide	**0**
			services to at risk	**0**
			families for their	**0**
			physical and mental	**0**
			well being.	**0**
Total			▶ 3a	**119,227**
b *Approved for future payment*				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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				12	
4 Dividends and interest from securities				38,483	
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					(241,953)
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		38,495	(241,953)

13 Total. Add line 12, columns (b), (d), and (e) 13 (203,458)

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions.)
	Not Applicable

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

[signature] 5/11/2010 Trustee

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ▶ ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN ▶ -	
		Phone no. -	

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Schedule 1: Part I, Line 1 - Contributions, Gifts, Grants, etc. Received

Description	**Amount**
1 Arthur P Poor, Jr 2202 Gulf Shore Blvd N Naples Fl 34102	343,550
Total	343,550

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Schedule 2: Part I, Line 6a - Net Gain or (Loss) from Sale of Assets Not on Line 10

Description		Date Acquired	How Acquired	Gross Sales Price	Cost, Other basis, or Donated Value Amount	Cost, Other basis, or Donated Value Which One	To Part XVI-A Line 8 (See Note)
1	3325 shs Activision Blizzard	10/27/2008	P	29,651	36,314	COST	
2	785 shs Amgen	12/29/2008	P	49,367	44,388	COST	
3	22 shs Baxter	4/1/2009	P	1,126	1,242	COST	
4	486 shs CF Inds Hldgs	12/1/2008	P	23,717	74,181	COST	
5	1960 shs CSX Corp	2/2/2009	P	56,835	65,246	COST	
6	1024 shs Devon Energy	12/31/2008	P	47,620	96,466	COST	
7	730 shs Express Scripts	10/27/2008	P	58,168	36,389	COST	
8	8 shs Fluor	7/2/2009	P	407	359	COST	
9	600 shs General Mills	10/27/2008	P	32,155	38,772	COST	
10	402 shs Hess	10/27/2008	P	51,217	36,040	COST	
11	275 shs Mastercard	10/27/2008	P	49,174	36,418	COST	
12	9 shs Monsanto	10/27/2008	P	750	1,045	COST	
13	741 shs Mosaic	11/20/2008	P	26,768	137,146	COST	
14	682 shs Norfolk Southern	3/10/2009	P	25,024	36,805	COST	
15	2 shs Potash Corp	11/10/2008	P	144	266	COST	
16	22 shs Praxair	12/15/2008	P	1,407	1,764	COST	
17	1612 shs Public Storage	10/27/2008	P	113,549	103,589	COST	
18	22 shs Sygenta	6/4/2009	P	982	1,110	COST	
19	954 shs Union Pacific	1/2/2009	P	35,806	75297	COST	
20	1293 shs Baxter	6/19/2007	P	66,085	74,606	COST	
21	955 shs Fluor	5/6/2008	P	46,425	76,864	COST	
22	2200 shs Gilead Sciences	9/16/2006	P	100,222	71,101	COST	
23	835 shs Monsanto	5/16/2006	P	63,580	36,286	COST	
24	575 shs Potash Corp	8/6/2007	P	43,750	47,555	COST	
25	1169 shs Praxair	8/22/2007	P	72,061	89,097	COST	
26	1280 shs Sygenta	5/6/2008	P	56,925	76,522	COST	
Total				1,052,915	1,294,868		

	Date Sold	To Whom Sold	Expense of Sale and Cost of Improvements	Depreciation Since Acquisition	Gain or (Loss)
1	2/2/2009	OPEN MARKET			(6,663)
2	7/29/2009	OPEN MARKET			4,979
3	5/12/2009	OPEN MARKET			(116)
4	2/2/2009	OPEN MARKET			(50,464)
5	2/26/2009	OPEN MARKET			(8,411)
6	2/26/2009	OPEN MARKET			(48,846)
7	10/9/2009	OPEN MARKET			21,779
8	10/9/2009	OPEN MARKET			48
9	5/12/2009	OPEN MARKET			(6,617)
10	5/12/2009	OPEN MARKET			15,177
11	5/12/2009	OPEN MARKET			12,756
12	2/2/2009	OPEN MARKET			(295)
13	2/2/2009	OPEN MARKET			(110,378)
14	5/12/2009	OPEN MARKET			(11,781)
15	2/2/2009	OPEN MARKET			(122)
16	2/2/2009	OPEN MARKET			(357)
17	8/24/2009	OPEN MARKET			9,960
18	8/3/2009	OPEN MARKET			(128)
19	2/26/2009	OPEN MARKET			(39,491)
20	5/12/2009	OPEN MARKET			(8,521)
21	10/9/2009	OPEN MARKET			(30,439)
22	8/27/2009	OPEN MARKET			29,121
23	2/2/2009	OPEN MARKET			27,294
24	2/2/2009	OPEN MARKET			(3,805)
25	2/2/2009	OPEN MARKET			(17,036)

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26	7/29/2009	OPEN MARKET			(19,597)
Total			0	0	(241,953)

Amounts Carried To Part XVI-A line 8	**Gross Sales Price**	**Cost or Other Basis**	**Expense of Sale and Cost of Improvements**	**Depreciation Since Acquisition**	**Gain or (Loss)**
Unrelated Business Income (Col B)	0	0	0	0	0
Excluded by Sec 512, 513, or 514 (Col D)	0	0	0	0	0
Related / Exempt Function Income (Col E)	1,052,915	1,294,868	0	0	(241,953)
Total	1,052,915	1,294,868	0	0	(241,953)

Note Numeric codes used above are
1 - if Unrelated Business Income (Part XVI-A, Column B),
2 - if Excluded by Sec 512, 513, or 514 (Part XVI-A, Column D)
Balance is Related / Exempt Function Income (Part XVI-A, Column E)

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Schedule 3: Part I, Line 10 - Gross Profit from Sales of Inventory

Description:	Gross Sales, Less Returns and Allowances	Cost of Goods Sold	Gross Profit of (Loss)	To Part XVI-A Line 10 (See Note)
1 Not Applicable			0	
Total	0	0	0	

Amounts Carried To Part XVI-A line 10			
Unrelated Business Income (Col B)	0	0	0
Excluded by Sec 512, 513, or 514 (Col D)	0	0	0
Related / Exempt Function Income (Col E)	0	0	0
Total	0	0	0

Note Numeric codes used above are
1 - if Unrelated Business Income (Part XVI-A, Column B),
2 - if Excluded by Sec 512, 513, or 514 (Part XVI-A, Column D)
Balance is Related / Exempt Function Income (Part XVI-A, Column E)

Schedule 4: Part I, Line 11 - Other Income

Description	From Part XVI-A Unrelated Business Income (Column (b))	Excluded by Section 512, 513, or 514 (Column (d))	Related or exempt function income (Column (e))	Total to Part I, Line 11
1 Program Service Revenue (total of lines 1a through 1g)	0	0	0	0
2 Membership dues and assessments	0	0	0	0
7 Other investment income	0	0	0	0
9 Gross revenue from special events	0	0	0	0
11 Total Other Revenue (listed separately on line 11)				
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0
Total line 11	0	0	0	0
Total	0	0	0	0

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Schedule 5: Part I, Line 16a - Legal Fees

Type of service	Amount
1 None	
Total	0

Schedule 5: Part I, Line 16b - Accounting Fees

Type of service	Amount
1 Payroll Service	955
Total	955

Schedule 5: Part I, Line 16c - Other Professional Fees

Type of service	Amount
1 Speaker's Fee	1,200
Total	1,200

Schedule 6: Part I, Line 18 - Taxes

Type of tax	Amount
1 Payroll Tax	5,249
2 Foreign Taxes Withheld on Dividends	1,445
3 Federal Excise Tax	437
Total	7,131

Schedule 7: Part I, Line 19 - Depreciation and Depletion

Description	Date Acquired	Cost or Other Basis	Depreciation Allowable in Prior Years	Depreciation Method	Rate (%)	Depreciation This Year
None						
Total		0	0			0
Less Depreciation included in cost of goods sold and not on line 19						
Total						0

Schedule 8: Part I, Line 23 - Other Expenses

Description	Amount
1 TELEPHONE	498
2 OFFICE SUPPLIES	2,986
3 AUTO EXPENSE	1,050
10 Amortization from schedule below	
Total	4,534

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Schedule 9: Part I, Line 25 - Contributions, Gifts, Grants Paid

From detail below:	Cash Amount	Property Other than Cash	Total
Paid during the year	119,227	0	119,227
Approved for future payment	0	0	0
Total	119,227	0	119,227

Paid During the Year Donee Name	Donee Address	Cash Amount	Property Other than Cash (1)	Relationship to Disqualified Persons (2)	Organizational Status of Donee (3)
Adelante!	40 Lawrence St Lawrence, MA 01840	3,500	0		Public Charity
Beverly Bootstraps Pantry	371 Cabot Street Beverly, MA 01915	3,500	0		Public Charity
Bowdoin College Fund	5000 College Station Brunswick, ME 04011	50,000	0		Public Charity
Bread and Jams	50 Quincy ST Cambridge, MA 02138	3,500	0		Public Charity
Children's Friends	110 Boston St Salem, MA 01970	300	0		Public Charity
El Centro Inc	650 Minnesota Ave Kansas City, KS 66101	1,000	0		Public Charity
Essex County Comm Found	175 Andover St Danvers, MA 01923	3,500	0		Public Charity
Essex Country Greenblt	82 Eastern Ave Essex, MA 01929	3,500	0		Public Charity
Girls Inc	220 Worthen Street Lowell, MA 01852	3,500	0		Public Charity
Groundwork Lawrence	60 Island Street Lawrence, MA 01840	3,500	0		Public Charity
Jericho Road	20 Lexington Rd Concord, MA 01742	1,750	0		Public Charity
Jericho Road Concord	same as above	1,750	0		Public Charity
KSDS	124 W. 7th Street Washington, KS 66968	300	0		Public Charity
Lawrence Comm Works	166 Newbury St Lawrence, MA 01841	3,500	0		Public Charity
McGinn Bus Camp	36 Alley Street Lynn, MA 01902	600	0		Public Charity
Neighbors in Need	95 East Haverhill St Lawrence, MA 01841	2,188	0		Public Charity
Nordstrom Gala FOBH	85 Herrick St Beverly, MA 01915	75	0		Public Charity
North Reading Trans	36 Jackman St Georgetown, MA 01833	300	0		Public Charity
North Shore Rape Crisis	156 Broad St Lynn, MA 01901	3,500	0		Public Charity
Open Door	28 Emerson Ave Gloucester, MA 01930	3,500	0		Public Charity
Operation Breakthrough	3039 Troost Ave Kansas City, KS 64109	1,000	0		Public Charity
Pettengill House	13 Lafayette Rd Salisbury, MA 01952	3,500	0		Public Charity
Portsmouth Little League	P.O Box 38 Portsmouth, RI 02871	1,000	0		Public Charity
Prep@Pingree	537 Highland St S. Hamilton, MA 01982	3,500	0		Public Charity
Revolving Musuem	122 Western Ave Lowell, MA 01851	3,500	0		Public Charity
Salem Mission	56 Margin St Salem, MA 01970	3,500	0		Public Charity
Stand and Deliver	225 Essex Street Lawrence, MA 01842	3,500	0		Public Charity
The Community Group	190 Hampshire St Lawrence, MA 01840	3,500	0		Public Charity
The Food Project	120 Munroe St Lynn, MA 01901	3,500	0		Public Charity
Therapeutic Riding	516 Third Beach Rd Middletown, RI	1,000	0		Public Charity
Frost School	248 Cabot St Beverly, MA 01915	(336)	0		Public Charity
Peabody Essex Museum	1 East India Square Salem, MA 01970	(200)	0		Public Charity
Imm HS Choir	HIS 701 Immokalee Dr Immokalee, FL 34142	(1,000)	0		Public Charity
Total		119,227	0		
Total amount paid for which the foundation exercised expenditure responsibility					
Total Paid During the Year		119,227	0		

(1) Additional information for property other than cash included on continuation sheet
(2) Relationship of donee if related by blood, marriage, adoption or employment (including children of employees) to any disqualified person
(3) The organizational status of donee (e g , public charity—an organization described in section 509(a)(1), (2), or (3))

Approved for Future Payment Donee Name	Donee Address	Cash Amount	Property Other than Cash (1)	Relationship to Disqualified Persons (2)	Organizational Status of Donee (3)

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6 1 NONE		
Total	0	0
Total Approved for Future Payment	0	0

(1) Additional information for property other than cash included on continuation sheet
(2) Relationship of donee if related by blood, marriage, adoption or employment (including children of employees) to any disqualified person
(3) The organizational status of donee (e g , public charity—an organization described in section 509(a)(1), (2), or (3))

Additional Information for Property Other Than Cash

Line Number from above **Description of Property**	**Book Value**	**How Determined**	**Fair Market Value**	**How Determine**	**Date of Gift**
NONE					

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Schedule 10: Part II, Line 6 - Receivables Due from Officers, Directors, Trustees, and Other Disqualified Persons

	End of Year Book Value	End of Year Value
Receivables Reported as Single Total:		
Subject to same terms and conditions as receivables from general public		
Travel advances for official business of the organization		
Receivables Reported Separately (see details below)	0	0
Total	0	0

Details of Receivables Reported Separately:

Borrower's Name and Title	Original Amount	Balance Due at Year end	Fair Market Value at Year end	Date of Note
1 NA				
Total		0	0	

	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower
1	NA			

Purpose of Loan	Description and Fair Market Value of Consideration
1 NA	

Schedule 11: Part II, Line 7 - Other Notes and Loans Receivable

	Amount	End of Year Book Value	End of Year Fair Market Value
Notes Receivable not listed on line 6 and not acquired as investments (see details below)		0	0
Loans receivable from the normal activities of the filing organization:			
Type of loan:			
1 NA			
Total	0	0	
Total		0	0
Less allowance for doubtful accounts		0	0
Net amount	0	0	0

Details of Receivables Reported Separately:

Borrower's Name	Relationship of Borrower	Original Amount	Balance Due at Year end	Fair Market Value at Year end	Date of Note
1 NA					
Total			0	0	

	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower
1	NA			

Purpose of Loan	Description and Fair Market Value of Consideration

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Schedule 12: Part II, Line 10 - Investments—Government Obligations, Corporate Stocks and Bonds

Line 10a - Investments - U.S. and state government obligations	Valued at Cost or Market Value	End of Year Book Value	End of Year Fair Market Value
Total U S Government obligations			
Total		0	0

Line 10b - Investments - Corporate Stock	Valued at Cost or Market Value	End of Year Book Value	End of Year Fair Market Value
1 697 shs Abbott Laboratories	FMV	37,503	37,617
2 666 shs Apache corp	FMV	74,555	68,733
3 3644 shs Bristol Myers Squibb	FMV	73,479	92,023
4 1480 shs CH Robinson Worldwide	FMV	66,411	86,945
5 2387 shs Cenovus Energy	FMV	67,871	60,152
6 897 shs Clorox co	FMV	52,631	54,736
7 1531 shs Colgate Palmolive	FMV	92,661	125,765
8 859 shs Diageo	FMV	46,052	59,644
9 2387 shs Encana	FMV	81,132	77,316
10 460 shs First Solar	FMV	64,229	62,284
11 1465 shs Heinz	FMV	57,221	62,661
12 830 shs Johnson & Johnson	FMV	46,138	53,468
13 1531 shs McDonalds corp	FMV	80,952	95,587
14 991 shs Occidental Petroleum	FMV	67,464	80,635
15 2020 shs Paychex Inc	FMV	57,428	61,894
16 914 shs Pepsico	FMV	46,306	55,602
17 956 shs Procter & Gamble	FMV	50,698	58,008
18 2448 shs Sociedad Quimica Minera de Chile	FMV	72,471	91,971
19 1655 shs Southern Co	FMV	46,361	55,134
20 1595 shs Southwestern Energy Co	FMV	44,668	76,879
21 2300 shs Sysco Corp	FMV	54,013	64,263
22 705 shs 3M Co	FMV	49,884	58,241
23 1823 shs Unilever	FMV	52,972	58,154
24 1016 shs United Parcel Svc	FMV	54,299	58,312
25 1046 shs Wal-Mart	FMV	61,950	55,912
26 1677 shs Waste Management Inc	FMV	46,221	56,714
Total		1,545,570	1,768,650

Schedule 13: Part II, Line 11 - Investments—Land, Buildings, and Equipment

Description:	Cost or Other Basis	Accumulated Depreciation	End of Year Book Value	End of Year Fair Market Value
1 NONE			0	
Total	0	0	0	0

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Schedule 14: Part II, Line 13 - Investments—Other

Description:	Valued at Cost or Market Value	End of Year Book Value	End of Year Fair Market Value
1 NONE			
Total		0	0

Schedule 15: Part II, Line 14 - Land, Buildings, and Equipment

Description:	Cost or Other Basis	Accumulated Depreciation	End of Year Book Value	End of Year Fair Market Value
1 DELL COMPUTER	2,591	2,591	0	
2 FAX MACHINE	293	293	0	
3 COMPUTER SOFTWARE	282	282	0	
4 AUTOMOBILE	11,000	11,000	0	
Total	14,166	14,166	0	0

Schedule 16: Part II, Line 15 - Other Assets

Description:	End of Year Book Value	End of Year Fair Market Value
1 NONE		
Total	0	0

Schedule 17: Part II, Line 20 – Loans from Officers, Directors, Trustees, and Other Disqualified Persons

Name and Title of Lender	Original Amount	End of Year Balance Due	Date of Note	Maturity Date
1 NA				
Total		0		

Repayment Terms	Interest Rate	Security Provided by Borrower
1 NA		

Purpose of Loan	Description and Fair Market Value of Consideration
1 NA	

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Schedule 18: Part II, Line 21 - Mortgages and Other Notes Payable

	End of Year Balance Due
All mortgages payable	
All Other Notes Payable (see details below)	0
Total	0

Additional Information for Nonmortgage Notes Payable

Name of Lender	Relationship of Lender (1)	Original Amount	Balance Due	Date of Note	Maturity Date
1 NA					
Total			0		

Repayment Terms	Interest Rate	Security Provided by Borrower
1 NA		

Purpose of Loan	Description and Fair Market Value of Consideration
1 NA	

(1) Relationship of the lender to any officer, director, trustee, or key employee of the organization

Schedule 19: Part II, Line 22 - Other Liabilities

Description:	End of Year Amount
1 NA	
Total	0

Schedule 20: Part III, Line 3 - Other Increases Not Included in Line 2

Description	Amount
1 NA	
Total	0

Schedule 21: Part III, Line 5 - Decreases Not Included in Line 2

Description	Amount
1 NA	
Total	0

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Schedule 22: Part VII-A Line 11a - Information Regarding Transfers To or From Controlled Entities

Transfers To Controlled Entities (A) Name and Address of Each Controlled Entity	(B) Employer Identification Number	(C) Description of Transfer	(D) Amount of Transfer
NA			
Total			0

(B) Employer