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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

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

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

Name of foundation

CO-TEE U/W OF EDWIN PHILLIPS

A Employer identification number

04-6025549

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

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

Room/suite

P O BOX 1802

City or town, state, and ZIP code

PROVIDENCE, RI 02901-1802

B Telephone number (see page 10 of the instructions)

() -

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 X 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) ► \$ 10,697,626.

J Accounting method: Cash Accrual Other (specify)

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

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <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	305,561.	305,561.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-104,966.			
b Gross sales price for all assets on line 6a	762,539.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	136.			STMT 2
12 Total. Add lines 1 through 11	200,731.	305,561.		
13 Compensation of officers, directors, trustees, etc	93,190.	37,276.		55,914.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	11,973.	NONE	NONE	11,973.
b Accounting fees (attach schedule)	2,153.	2,028.	NONE	125.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	1,775.	775.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	50,318.			50,318.
24 Total operating and administrative expenses.				
Add lines 13 through 23	159,409.	40,079.	NONE	118,330.
25 Contributions, gifts, grants paid	499,048.			499,048.
26 Total expenses and disbursements Add lines 24 and 25	658,457.	40,079.	NONE	617,378.
27 Subtract line 26 from line 12	-457,726.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		265,482.		
c Adjusted net income (if negative, enter -0-)				

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

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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)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing	1,506.	1,306.	1,306.
	2 Savings and temporary cash investments	35,844.	64,545.	64,545.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ► *	*	NONE	
	Less: allowance for doubtful accounts ►	NONE	NONE	NONE
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
Assets	10 a Investments - U S and state government obligations (attach schedule)	NONE	NONE	NONE
	b Investments - corporate stock (attach schedule)	STMT 8.	10,961,380.	10,529,748.
	c Investments - corporate bonds (attach schedule)		NONE	NONE
	11 Investments - land, buildings, and equipment basis	NONE		
	Less accumulated depreciation ►		NONE	NONE
	12 Investments - mortgage loans		NONE	NONE
	13 Investments - other (attach schedule)		NONE	NONE
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation ►			
	15 Other assets (describe ►)		NONE	NONE
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		10,998,730.	10,595,599.
				10,697,626.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds		10,997,224.	10,594,293.
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds		1,506.	1,306.
	30 Total net assets or fund balances (see page 17 of the instructions)		10,998,730.	10,595,599.
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		10,998,730.	10,595,599.

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	10,998,730.
2 Enter amount from Part I, line 27a	2	-457,726.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 10	3	54,595.
4 Add lines 1, 2, and 3	4	10,595,599.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 11	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,595,599.

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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 SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-104,966.	
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	635,113.	11,386,957.	0.05577548067
2007	577,128.	13,001,490.	0.04438937383
2006	595,061.	12,153,819.	0.04896082458
2005	567,614.	11,824,277.	0.04800411898
2004	573,458.	11,611,653.	0.04938642242

- 2 Total of line 1, column (d) 2 0.24651622048
- 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0.04930324410
- 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 4 9,730,992.
- 5 Multiply line 4 by line 3 5 479,769.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 2,655.
- 7 Add lines 5 and 6 7 482,424.
- 8 Enter qualifying distributions from Part XII, line 4 8 617,378.

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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	2,655.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	2,655.	
3	Add lines 1 and 2	3	NONE	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	2,655.	
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,120.	
b	Exempt foreign organizations-tax withheld at source	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	4,120.	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	10	1,465.	
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ► 1,465. Refunded ►	11		

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b	X
1c	Did the foundation file Form 1120-POL for this year?	1c	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► STMT 12		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) **11** X

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

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

14 The books are in care of ► PRIVATE BANK TAX SERVICES Telephone no ► (401) 278-6812
Located at ► P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 ► 02901-1802

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

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	<input type="checkbox"/> X
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	<input type="checkbox"/> X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► <u> </u>		
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u> </u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input type="checkbox"/> X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	<input type="checkbox"/> X

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

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		93,190.	-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
SEE STATEMENT 15		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ► NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 16		NONE
Total number of others receiving over \$50,000 for professional services ►		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	NONE	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
2		
All other program-related investments. See page 24 of the instructions		
3	NONE	
Total. Add lines 1 through 3 ►		



Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	9,793,535.
b	Average of monthly cash balances	1b	85,645.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	9,879,180.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	9,879,180.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	148,188.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,730,992.
6	Minimum investment return. Enter 5% of line 5	6	486,550.

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	486,550.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,655.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,655.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	483,895.
4	Recoveries of amounts treated as qualifying distributions	4	12,243.
5	Add lines 3 and 4	5	496,138.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	496,138.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	617,378.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	NONE
3	Amounts set aside for specific charitable projects that satisfy the:	3b	NONE
a	Suitability test (prior IRS approval required)	4	617,378.
b	Cash distribution test (attach the required schedule)	5	2,655.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	614,723.
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)		
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 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				496,138.
2 Undistributed income, if any, as of the end of 2009			463,092.	
a Enter amount for 2008 only		NONE		
b Total for prior years 20 07, 20 20				
3 Excess distributions carryover, if any, to 2009				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$ 617,378.			463,092.	
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)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				154,286.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				341,852.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

Form 990-PF (2009)

Form 990-PF (2009)

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

4942

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

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

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

N/A

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

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

- a The name, address, and telephone number of the person to whom applications should be addressed:
SEE STATEMENT 17
- b The form in which applications should be submitted and information and materials they should include:
SEE ATTACHED STATEMENT FOR LINE 2
- c Any submission deadlines
SEE ATTACHED STATEMENT FOR LINE 2
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE ATTACHED STATEMENT FOR LINE 2



Form 990-PF (2009)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 18				
Total				► 3a 499,048
b Approved for future payment				
Total				► 3b

Form 990-PF (2009)

JSA
9E1491 1000

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Part XVI-A | Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	305,561.	
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	-104,966.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b FEDERAL TAX REFUND			1	136.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				200,731.	
13 Total. Add line 12, columns (b), (d), and (e)				13	200,731.

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

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.)



Form 990-PF (2009)

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

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of		
(1) Cash	1a(1)	X
(2) Other assets	1a(2)	X
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3) Rental of facilities, equipment, or other assets	1b(3)	X
(4) Reimbursement arrangements	1b(4)	X
(5) Loans or loan guarantees	1b(5)	X
(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

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

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

ef, it is true, correct, and complete Declaration
Anton Lebedev

03/26/2010 SVP Tax

Signature of officer or trustee

AUSTIN WENTWORTH

Date _____

Title

Sign Here

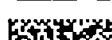
Signature of officer or trustee		AUSTIN WENTWORTH		Date	Title
Paid Preparer's Use Only	Preparer's signature ►		Date	Check if self-employed ► <input type="checkbox"/>	Preparer's identifying number (See Signature on page 30 of the instructions)
	Firm's name (or yours if self-employed), address, and ZIP code ►			EIN ►	Phone no.

Form 990-PF (2009)

JSA
9E1493 1000



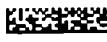
FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME



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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,750.00		77.605 COLUMBIA SMALL CAP GROWTH I FUND PROPERTY TYPE: SECURITIES 1,490.00				06/17/2009	11/10/2009	260.00
105,000.00		1950.698 LARGE CAP CORE CTF PROPERTY TYPE: SECURITIES 109,236.00				12/15/1970	11/13/2009	-4,236.00
76,038.00		10122.28 GOVERNMENT CREDIT CTF PROPERTY TYPE: SECURITIES 75,153.00				10/10/1997	11/13/2009	885.00
3,962.00		527.49 GOVERNMENT CREDIT CTF PROPERTY TYPE: SECURITIES 3,907.00				07/12/1989	11/13/2009	55.00
TOTAL GAIN (LOSS)						-104,966.		=====

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



DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LARGE CAP CORE CTF	102,698.	102,698.
COLUMBIA ACORN FUND CLASS Z SHARES	646.	646.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	88.	88.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	4,760.	4,760.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	1,736.	1,736.
COLUMBIA MARSICO INT'L OPPORTUNITIES FD	1,259.	1,259.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	3,029.	3,029.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	345.	345.
GOVERNMENT CREDIT CTF	190,772.	190,772.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	228.	228.
TOTAL	305,561.	305,561.



CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION

FEDERAL TAX REFUND

REVENUE
AND
EXPENSES
PER BOOKS

TOTALS

136.

136.

=====

STATEMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - INCOME (ALLOCABLE	11,973.		11,973.	
TOTALS	11,973.	NONE	NONE	11,973.





CO-TTEE U/W OF EDWIN PHILLIPS

22- 2

04-6025549

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT & ACCOUNTING FEES (ALLOC TAX PREPARATION FEE (NON-ALLOC	2,028. 125.	2,028.	125.	
TOTALS	2,153.	2,028.	NONE	125.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	127.	127.
FEDERAL ESTIMATES - PRINCIPAL	1,000.	
FOREIGN TAXES ON QUALIFIED FOR	516.	516.
FOREIGN TAXES ON NONQUALIFIED	132.	132.
TOTALS	1,775.	775.



FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE- INCOME	50,318.	50,318.
TOTALS	50,318.	50,318.



25- 2

CO-TEE U/W OF EDWIN PHILLIPS

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

04-6025549

DESCRIPTION

SEE ATTACHED STATEMENTS

TOTALS



26- 2

CO-TEE U/W OF EDWIN PHILLIPS

FORM 990PF, PART II - CORPORATE STOCK
=====

04-6025549

DESCRIPTION

SEE ATTACHED STATEMENTS

TOTALS



CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

FORM 990PF, PART II - OTHER FUNDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
CHECKING ACCOUNT	1,506.	1,306.
TOTALS	1,506.	1,306.

CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

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

DESCRIPTION	AMOUNT
-----	-----
CTF ADJUSTMENT	42,350.
INCOME ADJUSTMENT	2.
RECOVERY	12,243.
TOTAL	54,595.
=====	=====

STATEMENT 10



CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

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

DESCRIPTION

AMOUNT

ROUNDING

TOTAL

=====

STATEMENT 11

CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

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

MA

STATEMENT 12

CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

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

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

100 FEDERAL STREET
BOSTON, MA 02110

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION

91,090.

OFFICER NAME:

ROBERT E GALVIN, ESQ

ADDRESS:

10 ENTERPRISE STREET
DUXBURY, MA 02332

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION

500.

OFFICER NAME:

WILMA RAE GOODHUE

ADDRESS:

P.O. BOX 675
NOFRWELL, MA 02061

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION

400.

OFFICER NAME:

KIM BOURESSA

ADDRESS:

188 PEREGRINE DRIVE
MARSHFIELD, MA 02050

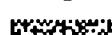
TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION

400.



CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

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

OFFICER NAME:

BEVERLY JOHNSTON

ADDRESS:

134 TILDEN RD
MARSHFIELD, MA 02050

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 400.

OFFICER NAME:

MELISSA DIPANFILO

ADDRESS:

56 COUNTRY CLUB CIR
PEMBROKE, MA 02359

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 400.

TOTAL COMPENSATION:

93,190.

=====

STATEMENT 14



CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES
=====

EMPLOYEE NAME:

NONE

STATEMENT 15



CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:

NONE

STATEMENT 16

CO-TTEE U/W OF EDWIN PHILLIPS
•FORM 990PF, PART XV - LINES 2a - 2d
=====

04-6025549

RECIPIENT NAME:

SEE ATTACHMENT

FORM, INFORMATION AND MATERIALS:

SEE ATTACHMENT

SUBMISSION DEADLINES:

SEE ATTACHMENT

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE ATTACHMENT

CO-TTEE U/W OF EDWIN PHILLIPS
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

04-6025549

RECIPIENT NAME:

SEE ATTACHED STATEMENTS

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SEE ATTACHED

FOUNDATION STATUS OF RECIPIENT:

N/A

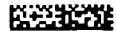
AMOUNT OF GRANT PAID 499,048.

TOTAL GRANTS PAID:

499,048.

=====

STATEMENT 18



2009

SCHEDULE D
(Form 1041)
Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

Name of estate or trust

CO-TTEE U/W OF EDWIN PHILLIPS

Employer identification number

04-6025549

Note: Form 5227 filers need to complete **only** Parts I and II.
Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	1,579.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	113,414.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	114,993.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-61,584.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	-158,375.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	-219,959.

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

Schedule D (Form 1041) 2009



Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			114,993.
14 Net long-term gain or (loss):				
a Total for year	14a			-219,959.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ►	15			-104,966.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation	
16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	
a The loss on line 15, column (3) or b \$3,000	

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ►	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24?			
<input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box.	25		
<input type="checkbox"/> No. Enter the amount from line 23	26		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same?			
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	27		
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (.15)	30		
31 Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32 Add lines 30 and 31	32		
33 Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2009

► See instructions for Schedule D (Form 1041).

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

Name of estate or trust

CO-TTEE U/W OF EDWIN PHILLIPS

Employer identification number
04-6025549

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

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

1,579.00

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

Schedule D-1 (Form 1041) 2009

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

04-6025549

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

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

-61,584.00

Schedule D-1 (Form 1041) 2009



CO-TEE U/W OF EDWIN PHILLIPS

04-6025549

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	113,414.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)	113,414.00
	=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	-158,375.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)	-158,375.00
	=====

149 BENEFICIARY DISTRIBUTIONS
DISTRIBUTIONS NOT MATCHED TO BENEFICIARY

04/07/09	ABILITYTIONS PAYMENT AS REQUESTED FOR INV #304900046218 F/B/O ABIGAIL O'CONNELL FOR: TR TRAN#=090970001000	TR CD=305	REG=0	PORT=INC	-2308.25	-2308.25 090400004 BENE DISTRIBUTION WITH NO SSN **CHANGED** 03/18/10 GMF
04/10/09	BRINKS HOME SECURITY PAYMENT AS REQUESTED F/B/O CUSTOMER #114495906 LISA MORTELL FOR: TR TRAN#=091000003000	TR CD=305	REG=0	PORT=INC	-963.99	-963.99 090400007 BENE DISTRIBUTION WITH NO SSN **CHANGED** 03/18/10 GMF
06/08/09	THE ARC OF GREATER PLYMOUTH PAYMENT AS REQUESTED FOR: TR TRAN#=091590001000	TR CD=305	REG=0	PORT=INC	-3420.00	-3420.00 0906000011 BENE DISTRIBUTION WITH NO SSN **CHANGED** 03/18/10 GMF
06/08/09	FRIENDSHIP HOME, INC. PAYMENT AS REQUESTED FOR: TR TRAN#=091590002000	TR CD=305	REG=0	PORT=INC	-25000.00	-25000.00 0906000012 BENE DISTRIBUTION WITH NO SSN **CHANGED** 03/18/10 GMF
06/16/09	DELL PAYMENT AS REQUESTED F/B/O ADRYANA BARONE FOR: TR TRAN#=091670001000	TR CD=305	REG=0	PORT=INC	-1099.00	-1099.00 0906000018 BENE DISTRIBUTION WITH NO SSN **CHANGED** 03/18/10 GMF
06/16/09	HANDIKIDS PAYMENT AS REQUESTED F/B/O BOBBY BRANTLEY FOR: TR TRAN#=091670003000	TR CD=305	REG=0	PORT=INC	-900.00	-900.00 0906000020 BENE DISTRIBUTION WITH NO SSN
06/16/09	HOME DEPOT PAYMENT AS REQUESTED F/B/O BREVICK CALLAHAN FOR: TR TRAN#=091670004000	TR CD=305	REG=0	PORT=INC	-5957.65	-5957.65 0906000021 BENE DISTRIBUTION WITH NO SSN
06/16/09	LIVING FREE HOME PAYMENT AS REQUESTED F/B/O CHRISTOPHER CARDINAL FOR: TR TRAN#=091670005000	TR CD=305	REG=0	PORT=INC	-3495.00	-3495.00 0906000022 BENE DISTRIBUTION WITH NO SSN
06/16/09	APPLE STORE PAYMENT AS REQUESTED F/B/O RYAN JOHN CRAIG FOR: TR TRAN#=091670006000	TR CD=305	REG=0	PORT=INC	-2146.20	-2146.20 0906000023 BENE DISTRIBUTION WITH NO SSN

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149 BENEFICIARY DISTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)					
06/16/09	BUILD-A-BOND PAYMENT AS REQUESTED F/B/O RYAN JOHN CRAIG FOR: TR TRAN#=091670007000	TR CD=305	REG=0	PORT=INC	-1800.00 -1800.00 BENE DISTRIBUTION WITH NO SSN 0906000024
06/16/09	COMCAST PAYMENT AS REQUESTED F/B/O PATRICIA ANN DELPH FOR: TR TRAN#=091670009000	TR CD=305	REG=0	PORT=INC	-187.00 -187.00 BENE DISTRIBUTION WITH NO SSN 0906000026
06/16/09	PLYMOUTH FITNESS PAYMENT AS REQUESTED F/B/O ANDREW FERRIS FOR: TR TRAN#=091670010000	TR CD=305	REG=0	PORT=INC	-1995.00 -1995.00 BENE DISTRIBUTION WITH NO SSN 0906000027
06/16/09	EAST COAST FENCE, INC. PAYMENT AS REQUESTED F/B/O MATTHEW GERARD FOR: TR TRAN#=091670011000	TR CD=305	REG=0	PORT=INC	-8168.91 -8168.91 BENE DISTRIBUTION WITH NO SSN 0906000028
06/16/09	DAVE QUINN PAYMENT AS REQUESTED F/B/O JOSIAH GIBBS FOR: TR TRAN#=091670012000	TR CD=305	REG=0	PORT=INC	-2690.00 -2690.00 BENE DISTRIBUTION WITH NO SSN 0906000029
06/16/09	STAPLES PAYMENT AS REQUESTED F/B/O PATRICIA ANN DELPH FOR: TR TRAN#=091670008000	TR CD=305	REG=0	PORT=INC	-2913.97 -2913.97 BENE DISTRIBUTION WITH NO SSN 0906000025
06/16/09	JOHN R LENNON PAYMENT AS REQUESTED F/B/O DEANNA & MICHAEL HEBERT FOR: TR TRAN#=091670014000	TR CD=305	REG=0	PORT=INC	-1500.00 -1500.00 BENE DISTRIBUTION WITH NO SSN 0906000031
06/16/09	JASON BROWN PAYMENT AS REQUESTED F/B/O DEANNA & MICHAEL HEBERT FOR: TR TRAN#=091670015000	TR CD=305	REG=0	PORT=INC	-1500.00 -1500.00 BENE DISTRIBUTION WITH NO SSN 0906000032
06/16/09	THE POOL PLACE, INC. PAYMENT AS REQUESTED F/B/O CALEB & JOSHUA LAVALLEY FOR: TR TRAN#=091670016000	TR CD=305	REG=0	PORT=INC	-14308.50 -14308.50 BENE DISTRIBUTION WITH NO SSN 0906000033
06/16/09	INDIANHEAD WATER PAYMENT AS REQUESTED F/B/O CALEB & JOSHUA LAVALLEY FOR: TR TRAN#=091670017000	TR CD=305	REG=0	PORT=INC	-300.00 -300.00 BENE DISTRIBUTION WITH NO SSN 0906000034
06/16/09	PERKINS PRODUCTS PAYMENT AS REQUESTED F/B/O LINDSAY HALE - QUOTE #3271 FOR: TR TRAN#=091670013000	TR CD=305	REG=0	PORT=INC	-1719.94 -1719.94 BENE DISTRIBUTION WITH NO SSN 0906000030
06/16/09	EAST COAST FENCE, INC. PAYMENT AS REQUESTED F/B/O SEAN PATRICK MAGEE FOR: TR TRAN#=091670018000	TR CD=305	REG=0	PORT=INC	-4455.62 -4455.62 BENE DISTRIBUTION WITH NO SSN 0906000035
06/16/09	COMMUNITY SYSTEMS PAYMENT AS REQUESTED F/B/O LEE, LAUREN & SHELBY RICHARDI FOR: TR TRAN#=091670019000	TR CD=305	REG=0	PORT=INC	-1500.00 -1500.00 BENE DISTRIBUTION WITH NO SSN 0906000036
06/16/09	BEG INFO, INC. PAYMENT AS REQUESTED F/B/O NATALYA SIMPSON FOR: TR TRAN#=091670020000	TR CD=305	REG=0	PORT=INC	-4200.00 -4200.00 BENE DISTRIBUTION WITH NO SSN 0906000037

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149 BENEFICIARY DISTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
06/16/09 PERKINS PRODUCTS PAYMENT AS REQUESTED F/B/O EMMA TUBBERVILLE - QUOTE #3272 FOR: TR TRAN#=091670021000 TR CD=305 REG=0 PORT=INC	-2862.20	-2862.20		0906000038 BENE DISTRIBUTION WITH NO SSN
06/19/09 SUZANNE BENISCH PAYMENT AS REQUESTED F/B/O SPENCER BENISCH FOR SUMMER CAMP FOR: TR TRAN#=091700001000 TR CD=305 REG=0 PORT=INC	-875.00	-875.00		0906000047 BENE DISTRIBUTION WITH NO SSN
06/19/09 KAREN RODRIGUEZ PAYMENT AS REQUESTED F/B/O MARI RODRIGUEZ FOR SWIM, DANCE AND SOCIAL SKILLS LESSON FOR: TR TRAN#=091700002000 TR CD=305 REG=0 PORT=INC	-1000.00	-1000.00		0906000048 BENE DISTRIBUTION WITH NO SSN
06/19/09 HOPE MALNATI PAYMENT AS REQUESTED F/B/O BRIAN MALNATI FOR SUMMER CAMP, SWIM LESSONS & KARATE FOR: TR TRAN#=091700003000 TR CD=305 REG=0 PORT=INC	-1000.00	-1000.00		0906000049 BENE DISTRIBUTION WITH NO SSN
06/19/09 SUSAN MARRINER PAYMENT AS REQUESTED F/B/O JARED MARRINER FOR SUMMER ART & MUSIC LESSONS FOR: TR TRAN#=091700004000 TR CD=305 REG=0 PORT=INC	-1000.00	-1000.00		0906000050 BENE DISTRIBUTION WITH NO SSN
06/19/09 LYNNE BOPP PAYMENT AS REQUESTED F/B/O RICHARD BOPP FOR HANDI KIDS CAMP FOR: TR TRAN#=091700005000 TR CD=305 REG=0 PORT=INC	-1000.00	-1000.00		0906000051 BENE DISTRIBUTION WITH NO SSN
06/19/09 BUILD A BOND WORKSHOP PAYMENT AS REQUESTED F/B/O CHRIS SULLIVAN FOR: TR TRAN#=091700006000 TR CD=305 REG=0 PORT=INC	-1000.00	-1000.00		0906000052 BENE DISTRIBUTION WITH NO SSN
06/19/09 RHONDA DRAVENSTADT PAYMENT AS REQUESTED F/B/O MARSHALL DRAVENSTADT FOR SUMMER CAMP FOR: TR TRAN#=091700007000 TR CD=305 REG=0 PORT=INC	-1000.00	-1000.00		0906000053 BENE DISTRIBUTION WITH NO SSN
06/19/09 HANDI KIDS GIFT F/B/O JOSEPH LAFOREST FOR CAMP CONNECT FOR: TR TRAN#=091700008000 TR CD=305 REG=0 PORT=INC	-1000.00	-1000.00		0906000054 BENE DISTRIBUTION WITH NO SSN
06/19/09 KAREN PAUL PAYMENT AS REQUESTED F/B/O JASON PAUL PURCHASE OF BICYCLE & HELMET FOR: TR TRAN#=091700009000 TR CD=305 REG=0 PORT=INC	-350.00	-350.00		0906000055 BENE DISTRIBUTION WITH NO SSN
06/19/09 ARMSTRONG FENCE PAYMENT AS REQUESTED F/B/O SEAMUS MCGONAGLE FOR: TR TRAN#=091700011000 TR CD=305 REG=0 PORT=INC	-15844.73	-15844.73		0906000057 BENE DISTRIBUTION WITH NO SSN
06/19/09 MCG. CONSTRUCTION PAYMENT AS REQUESTED F/B/O DECLAN NAGLE FOR: TR TRAN#=091700012000 TR CD=305 REG=0 PORT=INC	-23800.00	-23800.00		0906000058 BENE DISTRIBUTION WITH NO SSN
06/19/09 RIDE-AWAY CORPORATION PAYMENT AS REQUESTED F/B/O SERENA ALVARNAZ FOR: TR TRAN#=091700013000 TR CD=305 REG=0 PORT=INC	-20890.00	-20890.00		0906000059 BENE DISTRIBUTION WITH NO SSN
06/19/09 HORRIGAN MUSIC SCHOOL PAYMENT AS REQUESTED	-1000.00	-1000.00		0906000060 BENE DISTRIBUTION WITH NO SSN

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149 BENEFICIARY DISTRIBUTIONS (CONTINUED)					
DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)					
F/B/O JOHN BERSANI FOR MUSIC LESSONS FOR: TR TRAN#=091700014000	TR CD=305	REG=0	PORT=INC		
06/19/09 RIDE-AWAY CORPORATION PAYMENT AS REQUESTED F/B/O SEAN PAUL CULLINAN FOR: TR TRAN#=091700010000	TR CD=305	REG=0	PORT=INC	-16060.00 -16060.00 BENE DISTRIBUTION WITH NO SSN	0906000056
06/29/09 JACQUES KRUGER/ HQ CONTRACTING PAYMENT AS REQUESTED F/B/O AIDEN & TYLER BOPP FOR: TR TRAN#=091800001000	TR CD=305	REG=0	PORT=INC	-4000.00 -4000.00 BENE DISTRIBUTION WITH NO SSN	0906000065
07/30/09 DAVE QUINN PAYMENT AS REQUESTED F/B/O JOSIAH GIBBS FOR: TR TRAN#=092110001000	TR CD=305	REG=0	PORT=INC	-270.00 -270.00 BENE DISTRIBUTION WITH NO SSN	0907000023
08/25/09 JOHN R LENNON PAYMENT AS REQUESTED F/B/O DEANNA & MICHAEL HEBERT FOR: TR TRAN#=092370001000	TR CD=305	REG=0	PORT=INC	-2150.00 -2150.00 BENE DISTRIBUTION WITH NO SSN	0908000019
08/25/09 JASON BROWN PAYMENT AS REQUESTED F/B/O DEANNA & MICHAEL HEBERT FOR: TR TRAN#=092370002000	TR CD=305	REG=0	PORT=INC	-750.00 -750.00 BENE DISTRIBUTION WITH NO SSN	0908000020
09/09/09 JACQUES KRUGER PAYMENT AS REQUESTED FBO TYLER & AIDEN BOPP FOR: TR TRAN#=092520001000	TR CD=305	REG=0	PORT=INC	-9000.00 -9000.00 BENE DISTRIBUTION WITH NO SSN	0909000004
10/06/09 LYNN BOPP PAYMENT AS REQUESTED FBO AIDEN & TYLER BOPP REPLACING CK #15310813 FOR: TR TRAN#=092790001000	TR CD=305	REG=0	PORT=INC	-3000.00 -3000.00 BENE DISTRIBUTION WITH NO SSN	0910000004
10/29/09 ASPERGER'S ASSOCIATION OF NEW PAYMENT AS REQUESTED FOR: TR TRAN#=093020001000	TR CD=305	REG=0	PORT=INC	-20000.00 -20000.00 BENE DISTRIBUTION WITH NO SSN	0910000030
10/29/09 MASSACHUSETTS ADVOCATES FOR PAYMENT AS REQUESTED PROVIDE ADVOCACY SERVICES FOR AT LEAST 30 FAMILIES IN PLYMOUTH COUNTY FOR: TR TRAN#=093020002000	TR CD=305	REG=0	PORT=INC	-25000.00 -25000.00 BENE DISTRIBUTION WITH NO SSN	0910000031
10/30/09 BEST BUY PAYMENT AS REQUESTED F/B/O CHRISTIAN AND JORDAN YOUNG COMPUTER W/ ASSISTIVE TECHNOLOGY FOR: TR TRAN#=093030001000	TR CD=305	REG=0	PORT=INC	-1592.26 -1592.26 BENE DISTRIBUTION WITH NO SSN	0910000036
11/13/09 RADIANT LIFE COMPANY PAYMENT AS REQUESTED F/B/O DANIEL ADAMS FOR: TR TRAN#=093170002000	TR CD=305	REG=0	PORT=INC	-3271.71 -3271.71 BENE DISTRIBUTION WITH NO SSN	0911000022
11/13/09 S.G.S. CONSTRUCTION PAYMENT AS REQUESTED F/B/O JAIDYN ARAUJO FIRST PAYMENT FOR: TR TRAN#=093170003000	TR CD=305	REG=0	PORT=INC	-4766.00 -4766.00 BENE DISTRIBUTION WITH NO SSN	0911000023
11/13/09 BEST BUY PAYMENT AS REQUESTED F/B/O MATTHEW BERRY FOR: TR TRAN#=093170004000	TR CD=305	REG=0	PORT=INC	-2279.99 -2279.99 BENE DISTRIBUTION WITH NO SSN	0911000024

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149 BENEFICIARY DISTRIBUTIONS (CONTINUED)					
DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)					
11/13/09 ACORN STAIRLIFTS, INC. PAYMENT AS REQUESTED F/B/O LAUREN CAYER FOR: TR TRAN#=093170005000	TR CD=305	REG=0	PORT=INC	-12000.00	-12000.00 BENE DISTRIBUTION WITH NO SSN 0911000025
11/13/09 ANDREA CORDEIRO PAYMENT AS REQUESTED F/B/O AUDREY CORDIERO FOR: TR TRAN#=093170006000	TR CD=305	REG=0	PORT=INC	-1191.79	-1191.79 BENE DISTRIBUTION WITH NO SSN 0911000026
11/13/09 VARRASSO ELECTRIC LIGHTING PAYMENT AS REQUESTED F/B/O MICHAEL HEBERT FOR: TR TRAN#=093170007000	TR CD=305	REG=0	PORT=INC	-7800.00	-7800.00 BENE DISTRIBUTION WITH NO SSN 0911000027
11/13/09 MATTRESS WORLD PAYMENT AS REQUESTED F/B/O KAILA MACLEOD FOR: TR TRAN#=093170008000	TR CD=305	REG=0	PORT=INC	-3353.31	-3353.31 BENE DISTRIBUTION WITH NO SSN 0911000028
11/13/09 MICHAEL McCARTHY PAYMENT AS REQUESTED F/B/O CAITLIN McCARTHY FOR: TR TRAN#=093170009000	TR CD=305	REG=0	PORT=INC	-11658.56	-11658.56 BENE DISTRIBUTION WITH NO SSN 0911000029
11/13/09 DYNAVOX SYSTEMS, LLC PAYMENT AS REQUESTED F/B/O KELLY MCCOWAN FOR: TR TRAN#=093170010000	TR CD=305	REG=0	PORT=INC	-7935.00	-7935.00 BENE DISTRIBUTION WITH NO SSN 0911000030
11/13/09 DELL PAYMENT AS REQUESTED F/B/O JASON PAULL FOR: TR TRAN#=093170011000	TR CD=305	REG=0	PORT=INC	-3162.00	-3162.00 BENE DISTRIBUTION WITH NO SSN 0911000031
11/13/09 BEST BUY PAYMENT AS REQUESTED F/B/O JASON PAULL FOR: TR TRAN#=093170012000	TR CD=305	REG=0	PORT=INC	-1412.00	-1412.00 BENE DISTRIBUTION WITH NO SSN 0911000032
11/13/09 MIDDLE ST. SCHOOL OF MUSIC PAYMENT AS REQUESTED F/B/O JASON PAULL FOR: TR TRAN#=093170013000	TR CD=305	REG=0	PORT=INC	-1000.00	-1000.00 BENE DISTRIBUTION WITH NO SSN 0911000033
11/13/09 ZUMIEZ PAYMENT AS REQUESTED F/B/O JASON PAULL FOR: TR TRAN#=093170015000	TR CD=305	REG=0	PORT=INC	-150.00	-150.00 BENE DISTRIBUTION WITH NO SSN 0911000035
11/13/09 REGAL ENTERTAINMENT PAYMENT AS REQUESTED F/B/O JASON PAULL FOR: TR TRAN#=093170016000	TR CD=305	REG=0	PORT=INC	-100.00	-100.00 BENE DISTRIBUTION WITH NO SSN 0911000036
11/13/09 SWERZEY FENCE ERECTORS PAYMENT AS REQUESTED F/B/O NICHOLAS PILALAS FOR: TR TRAN#=093170017000	TR CD=305	REG=0	PORT=INC	-9423.00	-9423.00 BENE DISTRIBUTION WITH NO SSN 0911000037
11/13/09 WALMART PAYMENT AS REQUESTED F/B/O ELIOT RIOUX FOR: TR TRAN#=093170018000	TR CD=305	REG=0	PORT=INC	-310.25	-310.25 BENE DISTRIBUTION WITH NO SSN 0911000038
11/13/09 WALMART PAYMENT AS REQUESTED F/B/O ELIOT RIOUX FOR: TR TRAN#=093170019000	TR CD=305	REG=0	PORT=INC	-977.16	-977.16 BENE DISTRIBUTION WITH NO SSN 0911000039

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149 BENEFICIARY DISTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
11/13/09 MATTRESS WORLD PAYMENT AS REQUESTED F/B/O ELIOT RIOUX FOR: TR TRAN#=093170020000	TR CD=305 REG=0 PORT=INC	-1066.75	-1066.75 BENE DISTRIBUTION WITH NO SSN	0911000040
11/13/09 ANNE MCGRATH PAYMENT AS REQUESTED F/B/O ELIOT RIOUX FOR: TR TRAN#=093170021000	TR CD=305 REG=0 PORT=INC	-2249.75	-2249.75 BENE DISTRIBUTION WITH NO SSN	0911000041
11/13/09 R.H.C. GENERAL CONTRACTING INC. PAYMENT AS REQUESTED F/B/O MICHAEL SCOTT FOR: TR TRAN#=093170022000	TR CD=305 REG=0 PORT=INC	-7000.00	-7000.00 BENE DISTRIBUTION WITH NO SSN	0911000042
11/13/09 KERRI TOWER PAYMENT AS REQUESTED F/B/O JAKE TOWER FOR: TR TRAN#=093170023000	TR CD=305 REG=0 PORT=INC	-725.00	-725.00 BENE DISTRIBUTION WITH NO SSN	0911000043
11/13/09 TOWN OF MARSHFIELD PAYMENT AS REQUESTED FOR: TR TRAN#=093170024000	TR CD=574 REG=0 PORT=INC	-10000.00	-10000.00 **CHANGED** 03/18/10 GMF	0911000044
11/13/09 PLYMOUTH RECREATION DEPARTMENT PAYMENT AS REQUESTED FOR: TR TRAN#=093170025000	TR CD=305 REG=0 PORT=INC	-5000.00	-5000.00 BENE DISTRIBUTION WITH NO SSN	0911000045
11/13/09 MARSHFIELD KIDS AT PLAY PAYMENT AS REQUESTED FOR: TR TRAN#=093170001000	TR CD=305 REG=0 PORT=INC	-500.00	-500.00 BENE DISTRIBUTION WITH NO SSN	0911000021
11/13/09 TOWN OF KINGSTON PAYMENT AS REQUESTED FOR: TR TRAN#=093170026000	TR CD=305 REG=0 PORT=INC	-5000.00	-5000.00 BENE DISTRIBUTION WITH NO SSN	0911000046
11/13/09 TOWN OF SCITUATE PAYMENT AS REQUESTED FOR: TR TRAN#=093170027000	TR CD=305 REG=0 PORT=INC	-5000.00	-5000.00 BENE DISTRIBUTION WITH NO SSN	0911000047
11/13/09 CARDINAL CUSHING PAYMENT AS REQUESTED F/B/O TYLER ENGLISH FOR: TR TRAN#=093170028000	TR CD=305 REG=0 PORT=INC	-3600.00	-3600.00 BENE DISTRIBUTION WITH NO SSN	0911000048
11/13/09 RJ COOPER AND ASSOCIATES PAYMENT AS REQUESTED F/B/O NICHOLAS TSITOS FOR: TR TRAN#=093170029000	TR CD=305 REG=0 PORT=INC	-148.00	-148.00 BENE DISTRIBUTION WITH NO SSN	0911000049
11/13/09 PRC PAYMENT AS REQUESTED F/B/O NICHOLAS TSITOS FOR: TR TRAN#=093170030000	TR CD=305 REG=0 PORT=INC	-696.00	-696.00 BENE DISTRIBUTION WITH NO SSN	0911000050
11/13/09 CAMBIUM LEARNING PAYMENT AS REQUESTED F/B/O NICHOLAS TSITOS FOR: TR TRAN#=093170031000	TR CD=305 REG=0 PORT=INC	-99.95	-99.95 BENE DISTRIBUTION WITH NO SSN	0911000051
11/13/09 BRIDGEWATER STATE COLLEGE PAYMENT AS REQUESTED F/B/O MICHAEL SHEA FOR: TR TRAN#=093170034000	TR CD=305 REG=0 PORT=INC	-170.00	-170.00 BENE DISTRIBUTION WITH NO SSN	0911000054
11/13/09 TOWN OF PLYMOUTH PAYMENT AS REQUESTED F/B/O MICHAEL SHEA FOR: TR TRAN#=093170035000	TR CD=305 REG=0 PORT=INC	-180.00	-180.00 BENE DISTRIBUTION WITH NO SSN	0911000055

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149 BENEFICIARY DISTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
11/13/09 STARCREATIONS PAYMENT AS REQUESTED F/B/O MICHAEL SHEA FOR: TR TRAN#=093170036000	TR CD=305 REG=0 PORT=INC	-700.00	-700.00 BENE DISTRIBUTION WITH NO SSN	0911000056
11/13/09 OLD COLONY YMCA PAYMENT AS REQUESTED F/B/O MICHAEL SHEA FOR: TR TRAN#=093170037000	TR CD=305 REG=0 PORT=INC	-740.00	-740.00 BENE DISTRIBUTION WITH NO SSN	0911000057
11/13/09 TODD CHAMBER PAYMENT AS REQUESTED F/B/O MICHAEL HEBERT FOR: TR TRAN#=093170033000	TR CD=305 REG=0 PORT=INC	-850.00	-850.00 BENE DISTRIBUTION WITH NO SSN	0911000053
11/13/09 TOM SNYDER PRODUCTIONS PAYMENT AS REQUESTED F/B/O MICHAEL SHEA FOR: TR TRAN#=093170043000	TR CD=305 REG=0 PORT=INC	-710.00	-710.00 BENE DISTRIBUTION WITH NO SSN	0911000063
11/13/09 LEGO PAYMENT AS REQUESTED F/B/O MICHAEL SHEA FOR: TR TRAN#=093170044000	TR CD=305 REG=0 PORT=INC	-290.00	-290.00 BENE DISTRIBUTION WITH NO SSN	0911000064
11/13/09 STAPLES PAYMENT AS REQUESTED F/B/O MICHAEL SHEA FOR: TR TRAN#=093170045000	TR CD=305 REG=0 PORT=INC	-540.00	-540.00 BENE DISTRIBUTION WITH NO SSN	0911000065
11/13/09 PAUL HOWARD PAYMENT AS REQUESTED F/B/O MICHAEL SHEA FOR: TR TRAN#=093170038000	TR CD=305 REG=0 PORT=INC	-243.00	-243.00 BENE DISTRIBUTION WITH NO SSN	0911000058
11/13/09 TOWN OF PLYMOUTH PAYMENT AS REQUESTED F/B/O MICHAEL SHEA FOR: TR TRAN#=093170039000	TR CD=305 REG=0 PORT=INC	-150.00	-150.00 BENE DISTRIBUTION WITH NO SSN	0911000059
11/13/09 MUSIC UNLIMITED PAYMENT AS REQUESTED F/B/O MICHAEL SHEA FOR: TR TRAN#=093170040000	TR CD=305 REG=0 PORT=INC	-607.00	-607.00 BENE DISTRIBUTION WITH NO SSN	0911000060
11/13/09 BRAINPOP.COM PAYMENT AS REQUESTED F/B/O MICHAEL SHEA FOR: TR TRAN#=093170041000	TR CD=305 REG=0 PORT=INC	-150.00	-150.00 BENE DISTRIBUTION WITH NO SSN	0911000061
11/13/09 MONICA SHEA COZY HOME PAYMENT AS REQUESTED F/B/O MICHAEL SHEA FOR: TR TRAN#=093170042000	TR CD=305 REG=0 PORT=INC	-1000.00	-1000.00 BENE DISTRIBUTION WITH NO SSN	0911000062
11/24/09 MOBILITY SOLUTIONS FBO GINA BAILEY FOR: TR TRAN#=093280001000	TR CD=823 REG=0 PORT=INC	-20895.00	-20895.00 **CHANGED** 03/18/10 GMF	0911000070
11/24/09 EAST COAST FENCE FBO PRESTON CARDONA FOR: TR TRAN#=093280002000	TR CD=823 REG=0 PORT=INC	-10449.00	-10449.00 **CHANGED** 03/18/10 GMF	0911000071
11/24/09 PEMBROKE RECREATION COMMITTEE GRANT FOR: TR TRAN#=093280003000	TR CD=823 REG=0 PORT=INC	-5000.00	-5000.00 **CHANGED** 03/18/10 GMF	0911000072
11/24/09 BROCKTON PUBLIC SCHOOLS FBO SPECIAL EDUCATION DEPARTMENT FOR: TR TRAN#=093280004000	TR CD=823 REG=0 PORT=INC	-10000.00	-10000.00 **CHANGED** 03/18/10 GMF	0911000073

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TAX TRANSACTION DETAIL

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TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
11/24/09 TOWN OF MARSHFIELD-SCHOOL DEPT GRANT FOR TR TRAN#=093280005000 TR CD=823 REG=0 PORT=INC	-10000.00	-10000 00		0911000074 **CHANGED** 03/18/10 GMF
11/24/09 DUXBURY BAY MARITIME SCHOOL GRANT FOR TR TRAN#=093280006000 TR CD=323 REG=0 PORT=INC	-10000 00	-10000 00		0911000075 **CHANGED** 12/08/09 RCC
11/24/09 MOBILITY SOLUTIONS FBO JAIDYN ARAUJO FOR TR TRAN#=093280007000 TR CD=823 REG=0 PORT=INC	-17549.00	-17549 00		0911000076 **CHANGED** 03/18/10 GMF
11/30/09 SGS CONSTRUCTION GRANT FOR TR TRAN#=093340002000 TR CD=823 REG=0 PORT=INC	-3178 00	-3178 00		0911000081 **CHANGED** 03/18/10 GMF
11/30/09 SGS CONSTRUCTION GRANT FOR TR TRAN#=093340003000 TR CD=823 REG=0 PORT=INC	-3178.00	-3178.00		0911000082 **CHANGED** 03/18/10 GMF
11/30/09 SGS CONSTRUCTION GRANT FOR TR TRAN#=093340001000 TR CD=823 REG=0 PORT=INC	-3178 00	-3178 00		0911000080 **CHANGED** 03/18/10 GMF
12/03/09 KAREN PAUL EDWIN PHILLIPS FOUNDATION GRANT 2009 RE-IMBURSEMENT FOR ONLINE PURCHASES FOR TR TRAN#=093370001000 TR CD=823 REG=0 PORT=INC	-169.00	-169 00		0912000004 **CHANGED** 03/18/10 GMF
12/04/09 R H C GENERAL CONTRACTING, INC 2009 EDWIN PHILLIPS GRANT F/B/O MICHAEL SCOTT FOR TR TRAN#=093380001000 TR CD=823 REG=0 PORT=INC	-7715 00	-7715 00		0912000005 **CHANGED** 03/18/10 GMF
12/04/09 R H.C. GENERAL CONTRACTING, INC 2009 EDWIN PHILLIPS GRANT F/B/O MICHAEL SCOTT FOR TR TRAN#=093380002000 TR CD=823 REG=0 PORT=INC	-7715 00	-7715 00		0912000006 **CHANGED** 03/18/10 GMF
12/18/09 DONNA TSITOS PAYMENT AS REQUESTED REPLACING CK#15413344 DATED 11/13/09 FOR TR TRAN#=093520001000 TR CD=823 REG=0 PORT=INC	-149.99	-149 99		0912000028 **CHANGED** 03/18/10 GMF
12/23/09 BETH TOWNER EDWIN PHILLIPS TRUST FOR BOYS' BEDDING & BICYCLES FOR TR TRAN#=093570001000 TR CD=823 REG=0 PORT=INC	-2000 00	-2000.00		0912000033 **CHANGED** 03/18/10 GMF
12/23/09 BOYS & GIRLS CLUB OF MARSHFIELD EDWIN PHILLIPS FOUNDATION 2009 GRANT FOR TR TRAN#=093570003000 TR CD=823 REG=0 PORT=INC	-5000.00	-5000 00		0912000035 **CHANGED** 03/18/10 GMF
12/23/09 MARIE LALAMA EDWIN PHILLIPS TRUST ASSISTANCE WITH TWO AUTISTIC CHILDREN FOR TR TRAN#=093570004000 TR CD=823 REG=0 PORT=INC	-2000 00	-2000.00		0912000036 **CHANGED** 03/18/10 GMF
12/23/09 MEREDITH MCLEOD EDWIN PHILLIPS TRUST FOR STROLLER AND RAMP FOR: TR TRAN#=093570002000 TR CD=823 REG=0 PORT=INC	-4100 00	-4100 00		0912000034 **CHANGED** 03/18/10 GMF
12/23/09 DOUG LEAHY EDWIN PHILLIPS FOUNDATION FOR ADAPTIVE EQUIPMENT FOR SON FOR TR TRAN#=093570006000 TR CD=823 REG=0 PORT=INC	-2000.00	-2000 00		0912000038 **CHANGED** 03/18/10 GMF

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TAX TRANSACTION DETAIL

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TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
12/23/09 NE DISABLED SPORTS EDWIN PHILLIPS FOUNDATION 2009 FOR MARSHFIELD SPECIAL NEEDS KIDS FOR TR TRAN#=093570007000 TR CD=823 REG=0 PORT=INC	-1000 00	-1000 00		0912000039 **CHANGED** 03/18/10 GMF
12/23/09 CHRISTINE AND BILL SAUNDERS EDWIN PHILLIPS FOUNDATION 2009 F/B/O JUSTIN SAUNDERS FOR: TR TRAN#=093570008000 TR CD=823 REG=0 PORT=INC	-5000 00	-5000 00		0912000040 **CHANGED** 03/18/10 GMF
12/23/09 CREATIVE PLAYTHINGS EDWIN PHILLIPS FOUNDATION F/B/O CONNOR TOWNER FOR TR TRAN#=093570005000 TR CD=823 REG=0 PORT=INC	-1092.25	-1092 25		0912000037 **CHANGED** 03/18/10 GMF
12/23/09 SGS CONSTRUCTION EDWIN PHILLIPS FOUNDATION 2009 GRANT F/B/O ARAUJO FOR TR TRAN#=093570009000 TR CD=823 REG=0 PORT=INC	-2500.00	-2500 00		0912000041 **CHANGED** 03/18/10 GMF
TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS	-499047.68	-499047 68		0 00

EDWIN PHILLIPS FOUNDATION
INSTITUTIONAL GRANT PROPOSAL COVERSHEET

Please provide us with the following information. This coversheet is intended as a summary only. We ask therefore that you restrict your answers to the space provided, and that any additional comments be made in the formal proposal you will submit with the coversheet.

We encourage you to provide us with any letters of recommendation or other endorsements that have been received by your organization or any press reports about your programs.

Please submit proposals on 8 1/2 x 11 inch paper without the use of binders or covers.

**EDWIN PHILLIPS FOUNDATION
INDIVIDUAL GRANT PROPOSAL**

Prior to completing this proposal, please review carefully the "General Information for Grant Application to Edwin Phillips Foundation."

Please provide us with the following information. Please attach additional sheets if additional explanation is necessary or if requested.

1. Child. (Please give the name, address, and telephone # of the child): _____

2. Parents. (Please give the name, address and telephone #, if different, occupation and annual income of parents): _____

4. Amount of funds requested. \$ _____.

5. Purpose of request. (Why are the funds needed? What will the funds be used for?)

6. Total resources available for child.

(Please attach a summary of all assets of the child and child's parents. Include copies of tax returns for prior two years. List all bank accounts, trusts, pensions, brokerage accounts and any other sources of funds available to the child or parents.)

(If you wish, please explain on a separate attached sheet any non-discretionary expenses or other reasons why you feel these assets do not properly reflect the child's need for the grant requested.)

(Please list all other funds, public or private, available to the child or for the child's care, including insurance and federal, state and local funding.)

7. Medical Certificate. (Please attach a letter from a doctor or nurse indicating the child's need for the apparatus requested.)

8. References. (Please list one or more references who are knowledgeable about the child's condition.)

3. Social Agencies. (Please give names, addresses and contact persons of any private or public social agencies with whom the child has worked or from whom the child has applied for benefits or assistance within the last two years.)

10. Cost Projections. (Please attach² signed estimates from contractors or physicians or suppliers of services or products indicating the approximate cost of the items or services requested.)

11. Conflict of Interest. Does the child have any relationship with the Phillips Foundation Trustees, Mr. Phillips or his family or any other contributor to the organization or any other corporation controlled by any other contributor to the organization? .

(If yes, please explain on a separate sheet.)

Statement of Applicant

I have read and completed this grant proposal and certify that the information contained in it is correct to the best of my knowledge and belief. I certify that I have made a diligent search for other sources of funding for this request and that to the best of my knowledge there are no other resources, public or private, available to fulfill this request.

Dated:

Status:

(Signature of child, parent, guardian, caregiver completing application)

Settlement Date

Bank of America



Account: 80-09-900-8536614 CO-TEE U/W OF EDWIN PHILLIPS

Account Summary

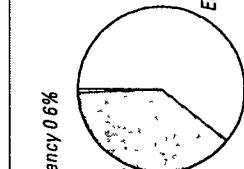
Dec 01, 2009 through Dec. 31, 2009

Market Value \$10,696,320.07

Accrued Income Summary		Receivables/Debtors Summary		Income Summary	
Description	YTD Since	Description	Current Period	Description	YTD
Beginning Market Value	\$10,644,339.10	\$9,102,764.97	Short-term	\$97,277.00	\$134,693.68
Income	28,316.56	281,604.19	Long-term	-3,514.49	Dividends - Taxable
Deposits	318.99	454.99			Interest - Taxable
Disbursements	-40,441.24	-551,969.23			Collective Fund - Taxable
Bank Fees	507.79	-66,413.77			Total Income
Change in Market Value	63,278.87	1,929,878.92			\$82,557.02
Ending Market Value	\$10,696,320.07	\$10,696,320.07			
Change in Account Value	51,980.97	1,593,555.10			

Description	Current Period	Annual Income	Estimated Yield	Current Yield
Market Value				
\$64,554.35	\$64,545.40	\$96.82	0.2%	
6,489,326.13	6,507,613.10	130,231.33	2.0	
4,142,339.59	4,022,134.98	179,264.71	4.3	
Total Assets	\$10,696,320.07	\$10,594,293.48	\$309,592.86	2.9%
Total	\$10,696,320.07	\$10,594,293.48	\$309,592.86	2.9%

Cash/Currency Summary	
Description	Cash/Currency
Cash/Currency	Cash/Currency 0.6%
Equities	Equities 60.7%
Fixed Income	Fixed Income 38.7%
Total Assets	
Total	



Market Value includes accrued income unless otherwise noted
 The amounts shown throughout this statement should not be used in the preparation of tax documents. Details specifying taxable nature of income will be provided with year-end tax documentation. Please consult your tax advisor
 16974358 3/24/2009 02-007 505 B E 0272653 2000003

Settlement Date

Bank of America



Account: 80-09-900-8536614 **CO-TTEE U/W OF EDWIN PHILLIPS**

Account Summary
Dec. 01, 2009 through Dec 31, 2009

Beginning Value	<i>Current Period</i>		<i>YTD Since 02/02/09</i>	
	<i>Income Cash</i> \$0.00	<i>Principal Cash</i> \$0.00	<i>Income Cash</i> \$0.00	<i>Principal Cash</i> \$0.00
Income	28,316.56	0.00	281,604.19	0.00
Deposits	318.99	0.00	318.99	136.00
Disbursements	-40,441.24	0.00	-550,844.23	-1,125.00
Bank Fees	253.87	253.92	-33,207.04	-33,206.73
Income/Principal Transfers	14,365.22	-14,365.22	265,144.77	-265,144.77
Purchases	0.00	0.00	0.00	-450,000.00
Sales and Maturities	0.00	0.00	0.00	807,500.05
Net Automated Money Market Transactions	-2,813.40	14,111.30	36,983.32	-58,159.55
Ending Value	\$0.00	\$0.00	\$0.00	\$0.00

Settlement Date

Bank of America



Account: 80-09-900-8536614 **CO-TTEE U/W OF EDWIN PHILLIPS**

Portfolio Analysis
Dec. 01, 2009 through Dec 31, 2009

Description	Market Value	% of Account	% of Sector	Tax Cost	Estimated Annual Income	Current Yield
Cash/Currency						
Cash Equivalents	\$64,554.35	0.6%	100.0%	\$64,545.40	\$96.82	0.2%
Total Cash/Currency	\$64,554.35	0.6%	100.0%	\$64,555.40	\$96.82	0.2%
Equities						
U.S. Large Cap	\$5,419,458.13	50.7%	83.5%	\$5,587,241.92	\$120,636.59	2.2%
U.S. Mid Cap	653,536.42	6.1	10.1	577,387.31	3,620.63	0.6
U.S. Small Cap	152,696.65	1.4	2.4	122,539.55	345.64	0.2
International Developed	263,634.93	2.5	4.1	220,444.32	5,628.47	2.1
Total Equities	\$6,489,326.13	60.7%	100.0%	\$6,507,613.10	\$130,231.33	2.0%
Fixed Income						
Investment Grade Taxable	\$4,032,754.22	37.7%	97.4%	\$3,924,040.08	\$171,250.33	4.3%
Global High Yield Taxable	109,685.37	1.0	2.6	98,084.90	8,014.38	7.3
Total Fixed Income	\$4,142,439.59	38.7%	100.0%	\$4,022,134.98	\$179,264.71	4.3%
Total Assets	\$10,636,320.07	100.0%		\$10,594,293.48	\$309,592.86	2.9%
Total	\$10,636,320.07			\$10,594,293.48	\$309,592.86	

Settlement Date

Bank of America



Account: 80-09-900-8536614 CO-TTEE U/W OF EDWIN PHILLIPS

Portfolio Analysis
Dec. 01, 2009 through Dec 31, 2009

Sector	Market Value \$ mil.	% of Equities	% of S&P 500
Consumer Discretionary	\$0.00	0.0%	9.6%
Consumer Staples	0.00	0.0	11.4
Energy	0.00	0.0	11.5
Financials	0.00	0.0	14.4
Health Care	0.00	0.0	12.6
Industrials	0.00	0.0	10.2
Information Technology	0.00	0.0	19.9
Materials	0.00	0.0	3.6
Telecommunication Services	0.00	0.0	3.1
Utilities	0.00	0.0	3.7
Other Equities	6,489,326.13	100.0	0.0
Total Equities	\$6,489,326.13	100.0%	100.0%

Settlement Date



Account: 80-09-900-8536614

CO-TEE U/W OF EDWIN PHILLIPS

Portfolio Detail

Dec 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash Equivalents									
5,579.110	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	99445B719	\$5,579.11	\$0.58	\$5,579.11 1,000	\$0.00	\$0.00	\$8.37	0.2%
58,956.290	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	99445B719	58,966.29	8.37	58,966.29 1,000	0.00	0.00	88.45	0.2
	Total Cash Equivalents		\$64,545.40	\$8.95	\$64,545.40	\$0.00	\$0.00	\$96.82	0.2%
	Total Cash/Currency		\$64,545.40	\$8.95	\$64,545.40	\$0.00	\$0.00	\$96.82	0.2%
 (2) Industry Sector Codes									
CND = Consumer Discretionary CNS = Consumer Staples ENR = Energy									
FIN = Financials HEA = Health Care IND = Industrials									
IT = Information Technology MAT = Materials OEQ = Other Equities									
TEL = Telecommunication Services UTL = Utilities									
 U.S. Large Cap									
99,289.374	LARGE CAP CORE CTF ORIGINAL COST 4,882,737.81 Ticker: INEQPT	1261291H8 0EQ	\$5,418,717.59 54,575	\$740.54	\$5,587,241.92 56,272	\$0.00	\$-168,524.33	\$120,636.59	2.2%
	Total U.S. Large Cap		\$5,418,717.59	\$740.54	\$5,587,241.92	\$0.00	\$-168,524.33	\$120,636.59	2.2%
 U.S. Mid Cap									
13,109.591	COLUMBIA ACORN FUND CLASS Z SHARES Ticker: ACRNX	197199409 0EQ	\$323,544.71 24,680	\$0.00	\$213,949.73 16,320	\$0.00	\$109,594.98	\$642.37	0.2%
29,702.645	COLUMBIA MID CAP VALUE FUND CLASS Z SHARES Ticker: NAMAX	19765,0830 0EQ	329,991.71 11,080	0.00	363,437.58 12,203	\$0.00	-33,445.87	2,978.26	0.9
	Total U.S. Mid Cap		\$553,536.42	\$0.00	\$577,387.31	\$0.00	\$76,149.11	\$3,620.63	0.6%

(1) Market Value in the Portfolio Detail section does not include Accrued Income

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Settlement Date

Bank of America



Portfolio Detail

Dec 01, 2009 through Dec 31, 2009

Account: 80-09-900-8536614 CO-TRTEE U/W OF EDWIN PHILLIPS

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Small Cap								
3,828.645	COLUMBIA SMALL CAP GROWTH I FUND CLASS Z SHARES Ticker: CMSCX	19765P596 0EQ	\$92,193.77 24,080	\$0.00	\$73,509.98 19,200	\$18,683.79	\$0.00	0.0%
1,600.182	COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES Ticker: CSCZX	19765N567 0EQ	60,502.88 37,810	0.00	49,029.57 30,640	11,473.31	345.64	0.6
Total U.S. Small Cap			\$152,696.65	\$0.00	\$122,539.55	\$30,157.10	\$345.64	0.2%
International Developed								
1,813.430	COLUMBIA ACORN INTERNATIONAL FUND CLASS Z SHARES Ticker: ACINX	197199813 0EQ	\$62,128.11 34,260	\$0.00	\$49,035.16 27,040	\$13,092.95	\$962.93	1.6%
5,983.696	COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES Ticker: EMIEX	19765H586 0EQ	84,908.65 14,190	0.00	73,479.79 12,280	11,428.86	1,412.15	1.7
10,917.432	COLUMBIA MARSICO INTERNATIONAL OPPORTUNITIES FD CLASS Z SHARES Ticker: NMOAX	19765H636 0EQ	116,598.17 10,680	0.00	97,929.37 8,970	18,668.80	3,253.39	2.8
Total International Developed			\$263,634.93	\$0.00	\$220,444.32	\$43,190.61	\$5,628.47	2.1%
Total Equities			\$6,488,585.59	\$740.54	\$6,507,613.10	-\$19,027.51	\$130,231.33	2.0%
Investment Grade Taxable								
540,221.869	GOVERNMENT CREDIT CTF ORIGINAL COST 3,942,202.89	993361880	\$4,029,460.90 7,459	\$3,293.32	\$3,924,040.08 7,264	\$105,420.82	\$171,250.33	4.3%
Total Investment Grade Taxable			\$4,029,460.90	\$3,293.32	\$3,924,040.08	\$105,420.82	\$171,250.33	4.2%
Global High Yield Taxable								
14,134.712	COLUMBIA HIGH INCOME FUND CLASS Z SHARES	19765H495	\$109,685.37 7,760	\$0.00	\$98,094.90 6,940	\$11,590.47	\$8,014.38	7.3%

Settlement Date



Portfolio Detail

Dec 01, 2009 through Dec. 31, 2009

Account: 80-09-900-8536614 CO-TTEE U/W OF EDWIN PHILLIPS

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Global High Yield Taxable (cont)									
	Total Global High Yield Taxable		\$109,685.37	\$0.00	\$98,094.90	\$11,590.47	\$8,014.38	7.3%	
	Total Fixed Income		\$4,139,146.27	\$3,293.32	\$4,022,134.98	\$117,011.29	\$179,264.71	4.3%	
	Total Portfolio		\$10,662,277.26	\$4,042.81	\$10,594,293.48	\$97,983.78	\$309,592.86	2.9%	
	Accrued Income			\$4,042.81					
	Total		\$10,666,320.07						