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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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 ,

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: EDWARD J & VIRGINIA M ROUTHIER FOUNDATION #1011000633

Number and street (or P O box number if mail is not delivered to street address): C/O CITIZENS BANK, 870 WESTMINSTER STREET — Room/suite:

City or town: PROVIDENCE — State: RI — ZIP code: 02903

A Employer identification number: 05-0485198

B Telephone number (see the instructions): (401) 454-2323

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: [X] 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, column (c), line 16)* ► $ 15,193,273.

J Accounting method: [X] 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 the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	5,254.	5,254.		
	4 Dividends and interest from securities	445,295.	445,295.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-579,968.			
	b Gross sales price for all assets on line 6a 3,461,419.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	-129,419.	450,549.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	43,739.	21,869.		21,870.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)	52,000.	26,000.		26,000.
	17 Interest				
	18 Taxes (attach schedule)(see instr)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	550.	275.		275.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	96,289.	48,144.		48,145.
	25 Contributions, gifts, grants paid	669,000.			669,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	765,289.	48,144.		717,145.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-894,708.			
	b **Net investment income** (if negative, enter -0-)		402,405.		
	c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	2,656.	5,555.	5,555.
	2 Savings and temporary cash investments	761,242.	90,254.	90,254.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)	1,146,799.	2,258,248.	2,340,925.
	b Investments — corporate stock (attach schedule)	6,860,964.	6,683,642.	6,972,500.
	c Investments — corporate bonds (attach schedule)	4,109,635.	2,678,924.	2,791,626.
	11 Investments — land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)	2,674,782.	3,011,196.	2,992,413.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers — see instructions Also, see page 1, item I)	15,556,078.	14,727,819.	15,193,273.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	15,027,123.	14,659,243.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	528,955.	68,576.	
	30 **Total net assets or fund balances** (see the instructions)	15,556,078.	14,727,819.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	15,556,078.	14,727,819.	

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	15,556,078.
2	Enter amount from Part I, line 27a	2	-894,708.
3	Other increases not included in line 2 (itemize) ► PLEASE SEE ATTACHED	3	66,449.
4	Add lines 1, 2, and 3	4	14,727,819.
5	Decreases not included in line 2 (itemize) ► PLEASE SEE ATTACHED	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	14,727,819.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	PLEASE SEE ATTACHED	P	Various	12/31/09
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	3,461,419.		4,041,387.	-579,968.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-579,968.
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	-579,968.
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 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 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 (column (b) divided by column (c))
2008	893,108.	16,089,085.	0.055510
2007	889,330.	17,819,384.	0.049908
2006	877,075.	16,794,585.	0.052224
2005	828,005.	16,496,057.	0.050194
2004	793,297.	16,356,335.	0.048501

2	**Total** of line 1, column (d)	2	0.256337
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	0.051267
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	14,000,112.
5	Multiply line 4 by line 3	5	717,744.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,024.
7	Add lines 5 and 6	7	721,768.
8	Enter qualifying distributions from Part XII, line 4	8	717,145.

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

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

1 a 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 instr.)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	8,048.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	8,048.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	8,048.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 19,761.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	19,761.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	11,713.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ► 11,713.	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ ________ **(2)** On foundation managers ► $ ________			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ________			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	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? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	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? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► RI - Rhode Island			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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 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 ► RBS CITIZENS NA Telephone no ► (401) 454-2323

Located at ► ONE CAPITAL PLAZA, PROVIDENCE, RI ZIP + 4 ► 02903

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see 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 ► 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?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes [X] No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes [X] 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 instructions)	☐ Yes [X] No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes [X] No			
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes [X] No			
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		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?	☐ Yes [X] No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		X

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 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
RBS CITIZENS NA ONE CAPITAL PLAZA, PROVIDENCE, RI 02903	TRUSTEE 5.00	43,739.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

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

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

3 **Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ►	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.			
a Average monthly fair market value of securities		1a	13,499,534.
b Average of monthly cash balances		1b	713,778.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	14,213,312.
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	14,213,312.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	213,200.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	14,000,112.
6 **Minimum investment return.** Enter 5% of line 5		6	700,006.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6			1	700,006.
2a Tax on investment income for 2009 from Part VI, line 5	2a	8,048.		
b Income tax for 2009 (This does not include the tax from Part VI.)	2b			
c Add lines 2a and 2b			2c	8,048.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	691,958.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	691,958.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	691,958.

Part XII **Qualifying Distributions** (see 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	717,145.
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	717,145.
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 instructions)	5	0.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	717,145.

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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				691,958.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			574,785.	
b Total for prior years: 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2009:				
a From 2004 0.				
b From 2005 0.				
c From 2006 0.				
d From 2007 0.				
e From 2008 0.				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► $ 717,145.				
a Applied to 2008, but not more than line 2a			574,785.	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2009 distributable amount				142,360.
e Remaining amount distributed out of corpus	0.			
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	0.			
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 instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				549,598.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005 0.				
b Excess from 2006 0.				
c Excess from 2007 0.				
d Excess from 2008 0.				
e Excess from 2009 0.				

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

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

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

	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					
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 organization had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

N/A

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

N/A

c Any submission deadlines.

N/A

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

N/A

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				
AMERICAN RED CROSS 105 GANO STREET PROVIDENCE RI 02906	N/A	501(C)(3)	GENERAL OBLIGATIONS	10,000.
COURTHOUSE CENTER FOR THE ARTS P O BOX 186 WEST KINGSTON RI 02892	N/A	501(C)(3)	GENERAL OBLIGATIONS	41,000.
LIFESPAN CORPORATION 167 POINT ST., SUITE 1B PROVIDENCE RI 02903	N/A	501(C)(3)	GENERAL OBLIGATIONS	50,000.
OCEAN TIDES 635 OCEAN ROAD NARRAGANSETT RI 02882	N/A	501(C)(3)	GENERAL OBLIGATIONS	25,000.
PROVIDENCE PUBLIC LIBRARY 225 WASHINGTON STREET PROVIDENCE RI 02903	N/A	501(C)(3)	GENERAL OBLIGATIONS	5,000.
HOME & HOSPICE CARE RI 169 GEORGE STREET PAWTUCKET RI 02860	N/A	501(C)(3)	GENERAL OBLIGATIONS	35,000.
PROUT SCHOOL 4640 TOWER HILL ROAD WAKEFIELD RI 02879	N/A	501(C)(3)	GENERAL OBLIGATIONS	10,000.
ROUTHIER NURSING FACULTY FUND ONE UNION STATION PROVIDENCE RI 02903	N/A	501(C)(3)	GENERAL OBLIGATIONS	125,000.
ST MARY STAR OF THE SEA CHURCH P O BOX 3329 NARRAGANSETT RI 02882	N/A	501(C)(3)	GENERAL OBLIGATIONS	2,000.
See Line 3a statement				366,000.
Total			► 3a	669,000.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see 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			14	5,254.	
4 Dividends and interest from securities			14	445,295.	
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	-579,968.	
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)				-129,419.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -129,419.

(See worksheet in the instructions for line 13 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 the instructions)

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)		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.

(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? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule

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

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

SIGN HERE

► Mark K Whitten | 6/1/10 | ► Tax Officer
Signature of officer or trustee | Date | Title

Paid Preparer's Use Only			
Preparer's signature ► Mark K Whitten, CPA	Date 6/1/10	Check if self-employed ► ☐	Preparer's Identifying number (See Signature in the instrs) P00030548
Firm's name (or yours if self-employed), address, and ZIP code ► RBS CITIZENS, NA 870 WESTMINSTER STREET PROVIDENCE RI 02903		EIN ► 20-2635739	Phone no ► (401) 455-5309

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

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	Person or Business Checkbox / Amount
a *Paid during the year*				
ST PATRICK WORD OF GOD SCHOOL 244 SMITH STREET PROVIDENCE RI 02908	N/A	501(C)(3)	GENERAL OBLIGATIONS	Person or Business X 15,000.
ST PAUL SCHOOL OF EDGEWOOD ONE SAINT PAUL PLACE CRANSTON RI 02905	N/A	501(C)(3)	GENERAL OBLIGATIONS	Person or Business X 10,000.
ST THOMAS MOORE CHURCH 53 ROCKLAND STREET NARRAGANSETT RI 02882	N/A	501(C)(3)	GENERAL OBLIGATIONS	Person or Business X 2,000.
SOUTH COUNTY HOSPITAL 100 KENYON AVENUE WAKEFIELD RI 02879	N/A	501(C)(3)	GENERAL OBLIGATIONS	Person or Business X 45,000.
THUNDERMIST HEALTH CENTER 450 CLINTON STREET WOONSOCKET RI 02895	N/A	501(C)(3)	GENERAL OBLIGATIONS	Person or Business X 23,000.
ROUTHIER NURSING SCHOLARSHIP FUND ONE UNION STATION PROVIDENCE RI 02903	N/A	501(C)(3)	GENERAL OBLIGATIONS	Person or Business X 30,000.
VOLUNTEERS IN PROVIDENCE SCHOOLS 905 WESTMINSTER STREET PROVIDENCE RI 02903	N/A	501(C)(3)	GENERAL OBLIGATIONS	Person or Business X 23,000.
ST JOHN BAPTIST DE LA SALLE 612 ACADEMY AVENUE PROVIDENCE RI 02908	N/A	501(C)(3)	GENERAL OBLIGATIONS	Person or Business X 75,000.
THE JOHN BURKE MEMORIAL FUND ONE BUTTON HOLE DR., SUITE 2 PROVIDENCE RI 02909	N/A	501(C)(3)	GENERAL OBLIGATIONS	Person or Business X 10,000.
THE GOLF FOUNDATION OF RI ONE BUTTON HOLE DRIVE PROVIDENCE RI 02909	N/A	501(C)(3)	GENERAL OBLIGATIONS	Person or Business X 90,000.
RI SOCIETY FOR THE PREVENTION OF CRUELTY 186 AMARAL STREET PROVIDENCE RI 02915	N/A	501(C)(3)	GENERAL OBLIGATIONS	Person or Business X 8,000.
ROCKY HILL SCHOOL 530 IVEST ROAD EAST GREENWICH RI 02818	N/A	501(C)(3)	GENERAL OBLIGATIONS	Person or Business X 10,000.
ST PHILOMENA SCHOOL 344 CORY'S LANE PORTSMOUTH RI 02871	N/A	501(C)(3)	GENERAL OBLIGATIONS	Person or Business 25,000.

Total **366,000.**

Supporting Statement of:

Form 990-PF, p1/Line 23(a)-1

Description	Amount
TAX PREPARATION FEE	500.
RI FILING FEE	50.
Total	**550.**

INCREASES PART III, LINE 3

TAX BASIS ASSETS SOLD	4041387.00
BOOK VALUE ASSETS SOLD	3974938.00
DIFFERENCE BETWEEN BOOK AND TAX COST	66449.00

ADD:

TAX REFUND	0.00
DISTRIBUTIONS FROM CTF'S	0 00
MISCELLANEOUS	0.00
TOTAL ADDITIONS	**66449.00**

DECREASES PART III, LINE 5

COMMON TRUST FUND INCOME	0.00
COMMON TRUST FUND GAINS	0.00
LESS: COMMON TRUST FUND EXPENSES	0.00
ADD:	
DIFFERENCE BETWEEN BOOK AND TAX COST	0.00
TOTAL DECREASES	**0.00**

ACCOUNT#: 1011000633 ROUTHIER FOUNDATION
TAX ID: 05-0485198 ACC TYPE: 10 CAPACITY: 91 ACCNT: 7 ADM: 142 MGR. 138

QUALIFICATION CRITERIA FOR REPORTING

REPORTING FOR ACCOUNT: 1011000633 (ID: 331) ROUTHIER FOUNDATION
MINOR ASSSET CLASSES EXCLUDED:
1 2 3 4 5 6 11

SUMMARY WILL BE SORTED BY DATE OF ENTRY

GAIN/LOSS SCHEDULE

DATE	SHARES/PAR	DESCRIPTION	DATE ACQUIRED	DATE SOLD/RCD	NET PROCEEDS	PURCHASE COST	GAIN (LOSS)
2/13/09	1787.00000	CIMAREX ENERGY CO	7/02/08	2/10/09	46743.90	125325.88	-78581.98
2/13/09	761.00000	CIMAREX ENERGY CO	10/08/08	2/10/09	19906.05	30013.84	-10107.79
2/18/09	3199.00000	CHART INDS INC	5/01/08	2/12/09	25800.75	112924.06	-87123.31
2/18/09	1869.00000	CHART INDS INC	10/08/08	2/12/09	15073.96	36725.85	-21651.89
2/18/09	603.00000	CHART INDS INC	10/15/08	2/12/09	4863.35	10880.55	-6017.20
2/18/09	1923.00000	CHART INDS INC	11/21/08	2/12/09	15509.48	13321.39	2188.09
2/19/09	4580.00000	DOW CHEMICAL CO	12/16/08	2/13/09	43880.27	92431.80	-48551.53
2/19/09	1685.00000	ISHARES BARCLAYS 7-10 YR TREAS BD FD	9/23/08	2/13/09	159147.69	149941.58	9206.11
2/19/09	1498.00000	MICROCHIP	3/11/08	2/13/09	29840.57	48669.87	-18829.30
5/01/09	12787.72400	VANGUARD LONG TERM CORP FUND#28	11/26/08	4/30/09	100511.51	98209.72	2301.79
5/27/09	250000.00000	FED FARM CR BK 4.375% 2/27/17	VARIOUS	5/27/09	250000.00	250000.00	0.00
7/02/09	1509.00000	VALERO ENERGY CORP NEW	7/18/08	6/29/09	24897.85	50156.60	-25258.75
7/03/09	0.92550	FIRSTMERIT CORP	VARIOUS	6/26/09	15.85	17.76	-1.91
10/01/09	0.74630	FIRSTMERIT CORP	5/19/09	9/28/09	13 94	14.21	-0.27
10/09/09	40.00000	HEWLETT PACKARD CO	2/13/09	10/06/09	1876.35	1440.80	435.55
11/13/09	9.00000	EXXON MOBIL CORP	2/13/09	11/09/09	654.10	676.98	-22.88
12/08/09	150.00000	EXXON MOBIL CORP	2/13/09	12/03/09	11262.71	11283.00	-20.29
						TOTAL	-282035.56
				NET CTF ST GAIN/LOSS			0.00
				CAPITAL GAIN DISTRIBUTIONS			1697.76
				MISC. ST GAIN/LOSS			0.00
				ST CAPITAL LOSS CARRYOVER			0.00
				NET ST GAIN/LOSS			-280337 80
1/15/09	250000.00000	PRIN LIFE INCOME 4.500% 7/15/10	7/09/04	1/15/09	250000.00	250000.00	0.00
2/17/09	250000.00000	ABBOTT LABS 3.500% 2/17/09	2/12/04	2/17/09	250000.00	250220.00	-220.00
2/17/09	100000.00000	QUEBEC PROV CDA 5.750% 2/15/09	8/21/03	2/15/09	100000.00	100000.00	0.00
2/19/09	950.00000	MEMC ELECTR MATLS INC	4/09/07	2/13/09	15231.73	58975.37	-43743 64
2/19/09	768.00000	MEMC ELECTR MATLS INC	8/10/07	2/13/09	12313.66	39981.31	-27667.65
2/19/09	2682.00000	MICROCHIP	6/27/07	2/13/09	53426.17	100930.37	-47504.20
2/19/09	1780.00000	OCCIDENTAL PETROLEUM CORP.	1/15/08	2/13/09	101228.03	128952.10	-27724.07

ACCOUNT#: 1011000633 ROUTHIER FOUNDATION
TAX ID: 05-0485198 ACC TYPE: 10 CAPACITY: 91 ACCNT: 7 ADM: 142 MGR: 138

4/29/09	145000.00000	US TREAS NOTE	4.250%	11/15/13	12/01/03	4/29/09	160496.88	143255.47	17241.41
5/01/09	55000.00000	ALCOA INC	6.500%	6/01/11	9/10/03	4/28/09	54175.00	60920.75	-6745.75
5/01/09	60000.00000	COMCAST CABLE COMM	8.875%	5/01/17	12/16/03	4/28/09	66684.00	77224.80	-10540.80
5/01/09	50000.00000	DOW CHEM CO	6.000%	10/01/12	10/09/03	4/28/09	48150.00	51279.00	-3129.00
5/01/09	50000.00000	SCHERING PLOUGH CORP	5.550%	12/01/13	12/16/03	4/28/09	53269.00	50374.50	2894.50
5/01/09	50000.00000	SOUTHERN CA GAS CO	5.450%	4/15/18	10/14/03	4/28/09	49788.50	49901.00	-112.50
5/05/09	90000.00000	VERIZON NEW ENG INC	6.500%	9/15/11	5/20/03	4/30/09	94142.70	104911.20	-10768.50
5/08/09	70000.00000	BOEING CAP CORP	6.100%	3/01/11	5/20/03	5/05/09	74207.00	76341.30	-2134.30
5/08/09	100000.00000	CIT GROUP INC	5.000%	2/13/14	2/17/04	5/05/09	62500.00	99930.00	-37430 00
6/15/09	250000.00000	GENERAL ELEC CC	4.000%	6/15/09	6/02/05	6/15/09	250000.00	249650.00	350.00
6/16/09	150000.00000	CIT GROUP INC	5.000%	2/13/14	2/17/04	6/11/09	104250.00	149895.00	-45645 00
7/14/09	231.00000	FLUOR CORP			4/09/07	7/09/09	11150.52	10590.20	560.32
7/14/09	503.00000	STRYKER CORP.			4/09/07	7/09/09	18781.86	34671.59	-15889.73

GAIN/LOSS SCHEDULE

DATE	SHARES/PAR	DESCRIPTION			DATE ACQUIRED	DATE SOLD/RCD	NET PROCEEDS	PURCHASE COST	GAIN (LOSS)
7/14/09	67.00000	TRANSOCEAN LTD ZUG			7/02/08	7/09/09	4579.33	10118.33	-5539.00
7/14/09	316.00000	VARIAN MED SYS INC			4/09/07	7/09/09	10020.57	15354.72	-5334.15
7/29/09	250000.00000	CITIGROUP INC	4.250%	7/29/09	7/22/04	7/29/09	250000.00	249320.00	680.00
9/21/09	60000.00000	MERRILL LYNCH CO INC	5.300%	9/30/15	9/23/03	9/16/09	60372.00	59830.80	541.20
9/22/09	50000.00000	CAROLINA PWR & LT CO	5.125%	9/15/13	9/08/03	9/17/09	51950.00	49552.50	2397.50
10/09/09	541.00000	AAR CORP			5/01/08	10/06/09	12163.51	12882.73	-719.22
10/09/09	116.00000	AGCO CORP			9/23/08	10/06/09	3182.09	5760.64	-2578.55
10/09/09	32.00000	AMERICAN TOWER CORP			9/23/08	10/06/09	1187.16	1177.60	9.56
10/09/09	47.00000	APPLE COMPUTER INC.			1/30/08	10/06/09	8925.54	6193.51	2732.03
10/09/09	62.00000	CHIPOTLE MEXICAN GRILL INC			7/02/08	10/06/09	5679.37	5116.08	563.29
10/09/09	103.00000	CISCO SYSTEMS			8/31/00	10/06/09	2400.03	6991.13	-4591.10
10/09/09	94.00000	ECOLAB, INC.			6/08/04	10/06/09	4297.56	2924.47	1373 09
10/09/09	61.00000	EMERSON ELECTRIC CO.			11/27/06	10/06/09	2388.08	2630.32	-242.24
10/09/09	72.00000	FRANKLIN RESOURCES INC. (DEL)			7/02/08	10/06/09	7399.24	6629.04	770.20
10/09/09	171.00000	HANESBRANDS INC			7/02/08	10/06/09	3945 01	4830.17	-885.16
10/09/09	57.00000	MOLSON COORS BREWING CO			7/02/08	10/06/09	2804.89	3133 80	-328.91
10/09/09	491.00000	NVIDIA CORP			2/14/08	10/06/09	6835.47	11553.18	-4717.71
10/09/09	201.00000	NYSE EURONEXT INC			8/06/08	10/06/09	5614.32	8617.74	-3003.42
10/09/09	121.00000	PACTIV CORP			9/23/08	10/06/09	3229.73	3074.61	155.12
10/09/09	30.00000	PRECISION CAST PARTS			9/23/08	10/06/09	3023.32	2553.79	469.53
10/09/09	38.00000	PRICELINE COM INC			7/02/08	10/06/09	6496.31	4150.74	2345.57
10/09/09	62.00000	QUEST DIAGNOSTIC INC			6/08/04	10/06/09	3279.09	2732.65	546.44
10/09/09	59.00000	SCHLUMBERGER LTD			7/02/08	10/06/09	3488.58	6335.29	-2846.71
10/09/09	65.00000	SEMPRA ENERGY			7/02/08	10/06/09	3299.96	3714.74	-414.78
10/09/09	87.00000	STERICYCLE INC			2/14/08	10/06/09	4200.25	4744.19	-543.94
10/09/09	50.00000	STRYKER CORP.			4/09/07	10/06/09	2226.44	3446.48	-1220.04
11/06/09	100.00000	CHIPOTLE MEXICAN GRILL INC			7/02/08	11/03/09	8260.78	8251.74	9.04
11/06/09	176.00000	ENERGIZER HLDGS INC			7/02/08	11/03/09	9500.23	12650.35	-3150.12
11/06/09	500.00000	NVIDIA CORP			2/14/08	11/03/09	5965.34	11764.95	-5799.61
11/06/09	150.00000	PRECISION CAST PARTS			9/23/08	11/03/09	14386 12	12768.97	1617.15
11/06/09	200.00000	STRYKER CORP.			4/09/07	11/03/09	9285.76	13785.92	-4500.16
11/13/09	250.00000	AAR CORP			5/01/08	11/09/09	5090.61	5953.20	-862.59
11/13/09	50.00000	APPLE COMPUTER INC.			1/30/08	11/09/09	10081.74	6588.83	3492.91
11/13/09	87.00000	DENTSPLY INTL INC NEW			4/09/07	11/09/09	2939.65	2898.34	41.31

ACCOUNT#: 1011000633 ROUTHIER FOUNDATION
TAX ID: 05-0485198 ACC TYPE: 10 CAPACITY: 91 ACCNT: 7 ADM: 142 MGR: 138

DATE	SHARES/PAR	DESCRIPTION	DATE ACQUIRED	DATE SOLD/RCD	NET PROCEEDS	PURCHASE COST	GAIN (LOSS)
11/13/09	307.00000	NVIDIA CORP	4/09/07	11/09/09	4111.08	6341.09	-2230.01
11/13/09	193.00000	NVIDIA CORP	2/14/08	11/09/09	2584.49	4541.27	-1956.78
11/13/09	250.00000	NYSE EURONEXT INC	8/06/08	11/09/09	6929.85	10718.59	-3788.74
11/13/09	50.00000	PRICELINE COM INC	7/02/08	11/09/09	8669.27	5461.50	3207.77
11/13/09	50.00000	QUEST DIAGNOSTIC INC	6/08/04	11/09/09	2926.42	2203.75	722.67
11/13/09	91.00000	QUESTAR CORP.	7/02/08	11/09/09	3840.10	6537.58	-2697.48
11/13/09	50.00000	SCHLUMBERGER LTD	7/02/08	11/09/09	3256.91	5368.88	-2111.97
12/04/09	270.00000	GAMESTOP CORP NEW CL A	7/02/08	12/01/09	6460.96	11133.80	-4672.84
12/04/09	100.00000	PRICELINE COM INC	7/02/08	12/01/09	21317.23	10923.00	10394.23
12/08/09	250.00000	AAR CORP	5/01/08	12/03/09	4877.40	5953.20	-1075.80
12/08/09	150.00000	AGCO CORP	9/23/08	12/03/09	4816.37	7449.10	-2632.73

GAIN/LOSS SCHEDULE

DATE	SHARES/PAR	DESCRIPTION	DATE ACQUIRED	DATE SOLD/RCD	NET PROCEEDS	PURCHASE COST	GAIN (LOSS)
12/08/09	50.00000	APPLE COMPUTER INC.	1/30/08	12/03/09	9845.24	6588.84	3256.40
12/08/09	53.00000	BAKER HUGHES INC	7/02/08	12/03/09	2120.48	4642.80	-2522.32
12/08/09	105.00000	BAKER HUGHES INC	10/08/08	12/03/09	4200.95	4332.21	-131.26
12/08/09	350.00000	DENTSPLY INTL INC NEW	4/09/07	12/03/09	11952.23	11659.97	292.26
12/08/09	450.00000	GAMESTOP CORP NEW CL A	7/02/08	12/03/09	9850.24	18556.33	-8706.09
12/08/09	16.00000	GOOGLE INC	2/01/08	12/03/09	9420.55	8256.99	1163.56
12/08/09	227.00000	HANOVER INS GROUP INC	7/02/08	12/03/09	9420.25	9718.78	-298.53
12/08/09	500.00000	NVIDIA CORP	4/09/07	12/03/09	6954.92	10327.50	-3372.58
12/08/09	25.00000	PRICELINE COM INC	7/02/08	12/03/09	5535.85	2730.75	2805.10
12/08/09	13316.44300	VANGUARD LONG TERM CORP FUND#28	11/26/08	12/07/09	120114.32	102270.28	17844.04
12/10/09	150.00000	AGCO CORP	9/23/08	12/07/09	4754.89	7449.10	-2694.21
12/10/09	250.00000	GAMESTOP CORP NEW CL A	7/02/08	12/07/09	5284.89	10309.08	-5024.19
12/10/09	250.00000	NVIDIA CORP	4/09/07	12/07/09	3992.39	5163.75	-1171.36
12/10/09	150.00000	NYSE EURONEXT INC	8/06/08	12/07/09	3691.42	6431.15	-2739.73
12/10/09	283.00000	SEI INVESTMENTS COMPANY	6/27/07	12/07/09	4935.39	8093.80	-3158.41
12/28/09	175.00000	BARD CR INC	4/09/07	12/22/09	13864.89	14392.00	-527.11
12/28/09	200.00000	ENERGIZER HLDGS INC	7/02/08	12/22/09	12333.80	14375.40	-2041.60
12/28/09	150.00000	GAMESTOP CORP NEW CL A	7/02/08	12/22/09	3318.24	6185.44	-2867.20
12/28/09	211.00000	MCDONALDS CORP.	4/09/07	12/22/09	13273.66	9710.22	3563.44
12/28/09	750.00000	NVIDIA CORP	4/09/07	12/22/09	13426.30	15491.25	-2064.95

TOTAL	-302,978.80
NET CTF LT GAIN/LOSS	0 00
CAPITAL GAIN DISTRIBUTIONS	3348.75
MISC. LT GAIN/LOSS	0.00
LT CAPITAL LOSS CARRYOVER	0.00

LT Loss -299,630.05

Total -579,967.85

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QUANTITY/ PRICE PER SHARE	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	BOOK VALUE	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
MONEY MARKET FUNDS						
27,232.6400 1.0000	RBS CITIZENS N.A. CASH SWEEP ACCOUNT CUSIP NO: 990110702	27,232.64 0.18 %	27,232.64	27,232.64	19	0.07 %
U.S. GOVERNMENT AGENCIES						
250,000.0000 105.5310	FEDERAL HOME LOAN BANK 5.000% 5/13/2011 CUSIP NO: 3133X7C69 MOODY'S RTG: AAA	263,827.50 1.74 %	251,250.00	251,250.00	12,500	4.74 %
250,000.0000 108.6250	FEDERAL HOME LOAN MORTGAGE CORP 5.125% 7/15/2012 CUSIP NO: 3134A4QD9 MOODY'S RTG: AAA	271,562.50 1.79 %	251,960.00	251,960.00	12,813	4 72 %
250,000.0000 110.7190	FEDERAL FARM CREDIT BANKS 5.300% 2/18/2014 CUSIP NO: 31331VX68 MOODY'S RTG: AAA	276,797.50 1.82 %	249,875.00	249,875.00	13,250	4.79 %
250,000.0000 111.0940	FEDERAL HOME LOAN BANK 5.250% 6/18/2014 CUSIP NO: 3133X7FK5 MOODY'S RTG: AAA	277,735.00 1.83 %	250,000.00	250,000.00	13,125	4.73 %
250,000.0000 99.4690	FEDERAL HOME LOAN BANKS (CALLABLE 10/6/2010 @ 100) 3.50% 10/6/2015-2010 CUSIP NO: 3133XUUT8 MOODY'S RTG: AAA	248,672.50 1.64 %	250,000.00	250,000.00	8,750	3.52 %

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QUANTITY/ PRICE PER SHARE	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	BOOK VALUE	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
250,000.0000 98.7190	FEDERAL NATIONAL MORTGAGE ASSN (CALLABLE 4/8/2010 @100) 3.450% 4/8/2016-2010 CUSIP NO: 31398AWM0 MOODY'S RTG: AAA	246,797.50 1.62 %	249,062.50	249,062.50	8,625	3.49 %
250,000.0000 104.2210	FARMER MAC GTD TR 07-09 144A 5.125% 4/19/2017 CUSIP NO: 30769QAA8 MOODY'S RTG: AA1	260,552.50 1.71 %	256,475.00	256,475 00	12,813	4.92 %
250,000.0000 99.3600	FEDERAL HOME LOAN MORTGAGE CORP (CALLABLE 7/3/2012 @ 100) 4.30% 7/13/2018 - 2012 CUSIP NO: 3128X83K6 MOODY'S RTG: AAA	248,400.00 1.63 %	250,000.00	250,000.00	10,750	4.33 %
250,000.0000 98.6320	FEDERAL HOME LOAN MORTGAGE CORP (CALLABLE 12/12/2011 @ 100) 4.25% 12/12/2018-2011 CUSIP NO: 3128X77G3 MOODY'S RTG: AAA	246,580.00 1.62 %	249,625.00	249,625 00	10,625	4.31 %
TOTAL U.S. GOVERNMENT AGENCIES		2,340,925.00 15.41 %	2,258,247.50	2,258,247 50	103,250	4.41 %
CORPORATE & FOREIGN BONDS						
80,000.0000 103.1280	CHASE MANHATTAN CORP 7.875% 6/15/2010 CUSIP NO: 16161ABY3 MOODY'S RTG: A1	82,502.40 0.54 %	99,208.80	99,208 80	6,300	7.64 %

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QUANTITY/ PRICE PER SHARE	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	BOOK VALUE	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
65,000.0000 103.6100	CITIGROUP INC 7.250% 10/01/2010 CUSIP NO: 172967AZ4 MOODY'S RTG: BAA1	67,346.50 0.44 %	75,816.65	75,816.65	4,713	7.00 %
250,000.0000 103.2430	GENERAL ELECTRIC CREDIT CORP 4.250% 12/01/2010 CUSIP NO: 36962GE75 MOODY'S RTG: AA2	258,107.50 1.70 %	253,445.00	253,445.00	10,625	4.12 %
250,000.0000 104.0190	GENERAL ELEC CAP CORP MEDIUM TERM NTS 4.25% 6/15/2012 CUSIP NO: 36962GR30 MOODY'S RTG: AA2	260,047.50 1.71 %	249,162.50	249,162.50	10,625	4.09 %
250,000.0000 107.1980	BOTTLING GROUP LLC 4.625% 11/15/2012 (PEPSI) CUSIP NO: 10138MAB1 MOODY'S RTG: AA2	267,995.00 1.76 %	253,437.50	253,437.50	11,563	4 31 %
250,000.0000 103.9960	BANK OF AMERICA CORP 4.875% 01/15/2013 CUSIP NO: 060505AX2 MOODY'S RTG: A2	259,990.00 1.71 %	246,861.00	246,861.00	12,188	4.69 %
300,000.0000 106.8170	PEPSI INC 4.65% 2/15/2013 CUSIP NO: 713448BG2 MOODY'S RTG: AA2	320,451.00 2.11 %	299,763.00	299,763.00	13,950	4.35 %
250,000.0000 104.6240	GOLDMAN SACHS GROUP INC 4.750% 7/15/2013 CUSIP NO: 38141GDK7 MOODY'S RTG: A1	261,560.00 1.72 %	234,725.00	234,725.00	11,875	4.54 %

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QUANTITY/ PRICE PER SHARE	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	BOOK VALUE	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
250,000.0000 105.8840	VODAFONE GROUP PLC NEW 5.000% 12/16/2013 CUSIP NO: 92857WAF7 MOODY'S RTG: BAA1	264,710.00 1.74 %	253,230.00	253,230.00	12,500	4.72 %
100,000.0000 108.5200	CREDIT SUISSE NY 5.50% 5/1/2014 CUSIP NO: 22546QAA5 MOODY'S RTG: AA1	108,520.00 0.71 %	100,700.00	100,700.00	5,500	5.07 %
100,000.0000 106.1990	CONOCOPHILLIPS 4.6000% 1/15/2015 CUSIP NO: 20825CAT1 MOODY'S RTG: A1	106,199.00 0.70 %	99,911.00	99,911.00	4,600	4.33 %
200,000.0000 100.0850	SHELL INTERNATIONAL FIN BV 3.2500% 9/22/2015 CUSIP NO: 822582AH5 MOODY'S RTG: AA1	200,170.00 1.32 %	199,590.00	199,590.00	6,500	3.25 %
100,000.0000 111.7350	ILLINOIS TOOL WORKS 6.25% 4/1/2019 CUSIP NO: 452308AJ8 MOODY'S RTG: A1	111,735.00 0.74 %	99,984.00	99,984.00	6,250	5.59 %
100,000.0000 108.9370	INTERNATIONAL BUSINESS MACHINES CORP 6.500% 1/15/2028 CUSIP NO: 459200AS0 MOODY'S RTG: A1	108,937.00 0.72 %	103,897.00	103,897.00	6,500	5.97 %
100,000.0000 113.3550	CONOCO INC. 6.95% 04/15/2029 CUSIP NO: 208251AE8 MOODY'S RTG: A1	113,355.00 0.75 %	109,193.00	109,193 00	6,950	6.13 %

QUANTITY/ PRICE PER SHARE	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	BOOK VALUE	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
	TOTAL CORPORATE & FOREIGN BONDS	2,791,625.90 18.37 %	2,678,924.45	2,578,940 45	130,638	4.68 %
	COMMON EQUITY SECURITIES					
5,500.0000 22.9800	AAR CORP CUSIP NO: 000361105	126,390.00 0.83 %	105,105.94	109,222 27	0	0.00 %
2,100.0000 32.3400	AGCO CORP COM CUSIP NO: 001084102	67,914.00 0.45 %	93,657.40	95,414 98	0	0 00 %
1,000.0000 29.2900	ALBERTO CULVER CO NEW CUSIP NO: 013078100	29,290.00 0.19 %	24,938.23	24,938 23	300	1.02 %
2,650.0000 43.2100	AMERICAN TOWER CORP CUSIP NO: 029912201	114,506.50 0.75 %	97,519.99	97,519 99	0	0.00 %
500.0000 56.5700	AMGEN INC. CUSIP NO: 031162100	28,285.00 0.19 %	29,104.45	29,104 45	0	0.00 %
900.0000 210.7320	APPLE COMPUTER INC. CUSIP NO: 037833100	189,658.80 1.25 %	116,472.22	116,770 83	0	0 00 %
3,344.0000 28.0300	AT & T INC CUSIP NO: 00206R102	93,732.32 0.62 %	120,196.94	112,862 81	5,618	5.99 %
2,400.0000 40.4800	BAKER HUGHES INC CUSIP NO: 057224107	97,152.00 0.64 %	81,236.91	85,416 07	1,440	1.48 %
750.0000 77.9000	BARD CR INC CUSIP NO: 067383109	58,425.00 0 38 %	61,680.00	61,680 00	510	0.87 %

QUANTITY/ PRICE PER SHARE	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	BOOK VALUE	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
966.0000 78.8600	BECTON DICKINSON & CO CUSIP NO: 075887109	76,178.76 0.50 %	75,821.34	75,821 34	1,430	1.88 %
37.0000 3,286.0000	BERKSHIRE HATHAWAY DEL CL B CUSIP NO: 084670207	121,582.00 0.80 %	100,579.73	100,579.73	0	0.00 %
450.0000 56.3700	BUCYRUS INTL INC NEW CUSIP NO: 118759109	25,366.50 0.17 %	15,992.92	15,992.92	45	0.18 %
1,548.0000 56.9900	CATERPILLAR INC CUSIP NO: 149123101	88,220.52 0.58 %	72,794.78	74,464.08	2,601	2.95 %
500.0000 62.4200	CEPHALON INC CUSIP NO: 156708109	31,210.00 0.21 %	31,355.60	31,355.60	0	0.00 %
500.0000 82.4400	CERNER CORP CUSIP NO: 156782104	41,220.00 0.27 %	29,024.20	29,024.20	0	0.00 %
4,769.0000 18.8200	CHARLES SCHWAB CORP NEW CUSIP NO: 808513105	89,752.58 0.59 %	100,578.21	100,578.21	1,145	1.28 %
1,250.0000 88.1600	CHIPOTLE MEXICAN GRILL INC CUSIP NO: 169656105	110,200.00 0.73 %	91,662.73	92,980.31	0	0.00 %
4,500.0000 23.9400	CISCO SYSTEMS CUSIP NO: 17275R102	107,730.00 0.71 %	126,971.82	73,143.23	0	0.00 %
600.0000 61.0000	CLOROX CO. CUSIP NO: 189054109	36,600.00 0.24 %	34,145.06	34,145.06	1,200	3.28 %
2,218.0000 57.0000	COCA-COLA CO. CUSIP NO: 191216100	126,426.00 0.83 %	114,354.98	114,354.98	3,638	2.88 %

QUANTITY/ PRICE PER SHARE	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	BOOK VALUE	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
3,500.0000 35.1700	DENTSPLY INTL INC NEW CUSIP NO: 249030107	123,095.00 0.81 %	77,399.57	81,750.72	700	0.57 %
1,379.0000 73.5000	DEVON ENERGY CORP NEW CUSIP NO: 25179M103	101,356.50 0.67 %	157,564.19	157,564.19	883	0.87 %
400.0000 48.3000	DOLLAR TREE INC CUSIP NO: 256746108	19,320.00 0.13 %	19,231.36	19,231.36	0	0.00 %
1,507.0000 63.6200	EATON CORP CUSIP NO: 278058102	95,875.34 0.63 %	98,925.96	98,925.96	3,014	3.14 %
2,000.0000 44.5800	ECOLAB, INC. CUSIP NO: 278865100	89,160.00 0.59 %	62,222.80	68,059.05	1,240	1.39 %
2,500.0000 42.6000	EMERSON ELECTRIC CO. CUSIP NO: 291011104	106,500.00 0.70 %	107,800.00	107,800.00	3,350	3.15 %
1,500.0000 61.2800	ENERGIZER HLDGS INC CUSIP NO: 29266R108	91,920.00 0.61 %	107,815.50	107,815 50	0	0.00 %
2,500.0000 68.1900	EXXON MOBIL CORP CUSIP NO: 30231G102	170,475.00 1.12 %	142,654.49	129,324.41	4,200	2.46 %
1,500.0000 33.1100	FIRST AMERN CORP CALIF COM CUSIP NO: 318522307	49,665.00 0.33 %	36,763.05	36,763.05	1,320	2.66 %
1,774.0000 20.1400	FIRSTMERIT CORP CUSIP NO: 337915102	35,728 36 0.24 %	33,786.26	33,786.27	1,135	3.18 %
2,250.0000 45.0400	FLUOR CORP CUSIP NO: 343412102	101,340.00 0.67 %	94,658.14	95,448.92	1,125	1.11 %

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988.0000 52.8200	FPL GROUP CUSIP NO: 302571104	52,186.16 0.34 %	50,338.11	50,338.11	1,867	3.58 %
1,100.0000 105.3500	FRANKLIN RESOURCES INC. (DEL) CUSIP NO: 354613101	115,885.00 0.76 %	101,277.00	101,277.00	968	0.84 %
1,350.0000 21.9400	GAMESTOP CORP NEW CL A CUSIP NO: 36467W109	29,619.00 0.19 %	49,828.06	52,476.58	0	0.00 %
3,824.0000 15.1300	GENERAL ELECTRIC CO CUSIP NO: 369604103	57,857.12 0.38 %	112,425.92	112,196.12	1,530	2.64 %
1,250.0000 70.8100	GENERAL MILLS INC CUSIP NO: 370334104	88,512.50 0.58 %	63,937.50	63,937.50	2,450	2.77 %
1,000.0000 53.8600	GLOBAL PAYMENTS INC CUSIP NO: 37940X102	53,860.00 0.35 %	32,375.00	32,375.00	80	0.15 %
225.0000 619.9800	GOOGLE INC CUSIP NO: 38259P508	139,495.50 0.92 %	114,299.81	114,420.25	0	0 00 %
3,500.0000 24.1100	HANESBRANDS INC CUSIP NO: 410345102	84,385.00 0.56 %	98,863.10	98,863.10	0	0.00 %
2,250.0000 44.4300	HANOVER INS GROUP INC CUSIP NO: 410867105	99,967.50 0.66 %	96,225.53	96,235.24	1,688	1.69 %
1,000.0000 35.7900	HERSHEY COMPANY CUSIP NO: 427866108	35,790.00 0.24 %	36,946.23	36,946.23	1,190	3.32 %
2,750.0000 51.5100	HEWLETT PACKARD CO CUSIP NO: 428236103	141,652.50 0.93 %	99,055.00	99,055.00	880	0.62 %

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500.0000 47.3000	HUBBELL INC. CLASS B CUSIP NO: 443510201	23,650.00 0.16 %	21,366.35	21,366.35	700	2 96 %
6,061.0000 20.4000	INTEL CORP CUSIP NO: 458140100	123,644.40 0.81 %	121,538.93	121,538.93	3,394	2.74 %
1,052.0000 130.9000	INTERNATIONAL BUSINESS MACHINES CUSIP NO: 459200101	137,706.80 0.91 %	99,183.09	99,183.09	2,314	1.68 %
2,336.0000 41.6700	JPMORGAN CHASE & CO CUSIP NO: 46625H100	97,341.12 0.64 %	92,643.72	96,856.00	467	0.48 %
150.0000 255.9800	MASTERCARD INC CUSIP NO: 57636Q104	38,397.00 0.25 %	33,647.80	33,647.80	90	0.23 %
1,650.0000 62.4400	MCDONALDS CORP. CUSIP NO: 580135101	103,026.00 0.68 %	75,933.00	75,933.00	3,630	3 52 %
3,827.0000 30.4800	MICROSOFT CORP CUSIP NO: 594918104	116,646.96 0.77 %	101,568.58	101,578.76	1,990	1 71 %
2,650.0000 45.1600	MOLSON COORS BREWING CO CUSIP NO: 60871R209	119,674.00 0.79 %	145,694.35	145,694.35	2,544	2.13 %
1,165.0000 81.7500	MONSANTO CO NEW CUSIP NO· 61166W101	95,238.75 0.63 %	122,711.30	122,711.30	1,235	1.30 %
1,750.0000 52.4200	NORFOLK SOUTHERN CORP. CUSIP NO: 655844108	91,735.00 0.60 %	116,778.84	116,778.84	2,380	2.59 %
1,498.0000 52 4000	NORTHERN TRUST CORP. CUSIP NO: 665859104	78,495.20 0.52 %	104,470.37	104,470.37	1,678	2.14 %

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10,500.0000 18.6800	NVIDIA CORP CUSIP NO: 67066G104	196,140.00 1.29 %	131,332.24	152,947 13	0	0.00 %
2,600.0000 25.3000	NYSE EURONEXT INC CUSIP NO: 629491101	65,780.00 0.43 %	97,865.40	100,420 34	3,120	4 74 %
3,750.0000 24.1400	PACTIV CORP CUSIP NO: 695257105	90,525.00 0.60 %	95,287.47	95,287.47	0	0.00 %
1,000.0000 16.1100	PHH CORP NEW CUSIP NO: 693320202	16,110.00 0.11 %	20,146.56	20,146.56	0	0.00 %
500.0000 80.3100	PRAXAIR INC. NY COM CUSIP NO: 74005P104	40,155 00 0.26 %	39,804.05	39,804.05	800	1.99 %
1,250.0000 110.3500	PRECISION CAST PARTS CUSIP NO: 740189105	137,937.50 0.91 %	99,743.25	100,582.18	150	0.11 %
925.0000 218.4100	PRICELINE COM INC CUSIP NO: 741503403	202,029.25 1.33 %	87,577.41	90,096.79	0	0.00 %
2,350.0000 60.3800	QUEST DIAGNOSTIC INC CUSIP NO: 74834L100	141,893.00 0.93 %	100,869.29	101,455.80	940	0.66 %
2,750.0000 41.5700	QUESTAR CORP. CUSIP NO: 748356102	114,317.50 0.75 %	154,883.62	156,250.72	1,430	1.25 %
600.0000 42.1600	RAYONIER INC COM CUSIP NO: 754907103	25,296.00 0.17 %	24,214.43	24,214.43	1,200	4.74 %
2,750.0000 65.0900	SCHLUMBERGER LTD CUSIP NO: 806857108	178,997.50 1.18 %	110,330 91	116,217.70	2,310	1.29 %

QUANTITY/ PRICE PER SHARE	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	BOOK VALUE	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
4,500.0000 17.5200	SEI INVESTMENTS COMPANY CUSIP NO: 784117103	78,840.00 0.52 %	124,135.38	124,405 46	810	1.03 %
1,900.0000 55.9800	SEMPRA ENERGY CUSIP NO: 816851109	106,362.00 0.70 %	108,584 81	108,584 81	2,964	2.79 %
2,500.0000 42.2600	SNAP ON INC CUSIP NO: 833034101	105,650 00 0.70 %	128,276.00	128,276 00	3,000	2.84 %
1,584.0000 33.3200	SOUTHERN CO CUSIP NO: 842587107	52,778.88 0.35 %	50,225.18	50,225 18	2,772	5.25 %
1,500.0000 55.1700	STERICYCLE INC CUSIP NO: 858912108	82,755.00 0.54 %	81,796.35	81,796 35	0	0.00 %
1,250.0000 50.3700	STRYKER CORP. CUSIP NO: 863667101	62,962.50 0.41 %	86,162.00	86,162 00	750	1.19 %
2,128.0000 47.6900	THERMO FISHER SCIENTIFIC INC CUSIP NO: 883556102	101,484.32 0.67 %	114,441.15	114,441 15	0	0.00 %
2,500.0000 36.5500	TJX COMPANIES NEW CUSIP NO: 872540109	91,375.00 0.60 %	65,146.04	65,146 04	1,200	1.31 %
1,250.0000 82.8000	TRANSOCEAN LTD ZUG NAMEN AKT CUSIP NO: H8817H100	103,500.00 0.68 %	153,050.48	154,867.89	0	0 00 %
3,500.0000 16.7500	VALERO ENERGY CORP NEW CUSIP NO: 91913Y100	58,625.00 0.39 %	100,629.53	105,360 64	2,100	3.58 %
2,500.0000 46.8500	VARIAN MED SYS INC CUSIP NO: 92220P105	117,125.00 0.77 %	121,477.25	121,477.25	0	0.00 %

QUANTITY/ PRICE PER SHARE	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	BOOK VALUE	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
1,687.0000 33.1300	VERIZON COMMUNICATIONS CUSIP NO: 92343V104	55,890.31 0.37 %	50,084.97	50,084.97	3,205	5.73 %
1,837.0000 53.4500	WAL-MART STORES CUSIP NO: 931142103	98,187.65 0.65 %	104,670.42	104,670 42	2,002	2.04 %
2,329.0000 33.8100	WASTE MGMT INC DEL COM CUSIP NO: 94106L109	78,743.49 0.52 %	81,002.62	81,002 62	2,702	3.43 %
TOTAL COMMON EQUITY SECURITIES		6,972,500.59 45.89 %	6,684,859.17	6,683,641.59	97,422	1.40 %
DOMESTIC EQUITY MUTUAL FUNDS						
27,542.3670 8.2800	PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP NO: 722005667	228,050.80 1.50 %	373,993.56	373,993.56	13,661	5.99 %
CLOSED END EQUITY MUTUAL FUND						
2,253.0000 43.0200	ISHARES DJ US OIL EQUIP & SVCS CUSIP NO: 464288844	96,924.06 0.64 %	60,228.61	60,228.61	1,214	1.25 %
3,288.0000 58.0400	ISHARES RUSSELL 2000 VALUE CUSIP NO: 464287630	190,835.52 1.26 %	203,411.45	203,411.45	4,955	2 60 %
2,496.0000 54.7200	ISHARES S&P SMALL CAP INDEX FD CUSIP NO: 464287804	136,581.12 0.90 %	123,655.35	123,655.35	1,692	1.24 %

ROUTHIER FOUNDATION
ACCOUNT: 1011000633

LIST OF ASSETS

AS OF 12/31/09

QUANTITY/ PRICE PER SHARE	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	BOOK VALUE	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
4,188.0000 55.2800	ISHARES TR MSCI EAFE IDX CUSIP NO· 464287465	231,512.64 1.52 %	229,472.95	232,572.51	6,035	2.61 %
1,753.0000 82.5100	ISHARES TR RUSSELL MIDCAP INDEX FD CUSIP NO: 464287499	144,640.03 0.95 %	148,765.07	148,765.07	2,857	1.98 %
1,550.0000 131.7400	MIDCAP SPDR TRUST SERIES 1 CUSIP NO: 595635103	204,197.00 1.34 %	169,833.50	176,167.50	3,027	1.48 %
12,500.0000 31.2000	SPDR INDEX SHS FDS MSCI ACWI EXUS CUSIP NO: 78463X848	390,000.00 2.57 %	386,557.47	390,825.81	6,225	1.60 %
TOTAL CLOSED END EQUITY MUTUAL FUND		1,394,690.37 9.18 %	1,321,924.40	1,335,626.30	26,006	1.86 %
TAXABLE FIXED INCOME FUNDS						
14,763 7800 10.5900	VANGUARD ADMIRAL FIXED INCOME ST CORP FD # 539 CUSIP NO: 922031836	156,348.43 1.03 %	150,000.00	150,000.00	6,393	4.09 %
32,869.7710 10.6400	VANGUARD ADMIRAL GNMA FD #536 CUSIP NO: 922031794	349,734.36 2.30 %	350,064.75	350,064.75	14,430	4.13 %
39,000.0000 8.9200	VANGUARD LONG TERM CORP FUND (#28) CUSIP NO: 922031109	347,880.00 2.29 %	299,520.00	299,520.00	20,319	5.84 %
TOTAL TAXABLE FIXED INCOME FUNDS		853,962.79 5.62 %	799,584.75	799,584.75	41,142	4.82 %

ROUTHIER FOUNDATION
ACCOUNT: 1011000633

LIST OF ASSETS

AS OF 12/31/09

QUANTITY/ PRICE PER SHARE	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	BOOK VALUE	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
CLOSED-END FIXED INCOME						
1,973.0000 103.1900	ISHARES BARCLAYS AGGREGATE BD FD CUSIP NO: 464287226	203,593.87 1.34 %	198,225.42	199,979 39	7,912	3.89 %
3,004.0000 103.9000	ISHARES BARCLAYS TIPS BOND FUND CUSIP NO: 464287176	312,115.60 2.05 %	302,013.54	302,013.54	12,142	3.89 %
TOTAL CLOSED-END FIXED INCOME		515,709.47 3.39 %	500,238.96	501,992.93	20,054	3.89 %
PRINCIPAL PORTFOLIO TOTAL		15,124,697.56 99.55 %	14,645,005.43	14,659,243.72	432,192	2.86 %

ROUTHIER FOUNDATION
ACCOUNT: 1011000633

LIST OF ASSETS

AS OF 12/31/09

QUANTITY/ PRICE PER SHARE	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	BOOK VALUE	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
INCOME PORTFOLIO						
	INCOME CASH	5,554.68 0.04 %	5,554.68	5,554.68		
MONEY MARKET FUNDS						
63,021.0500 1.0000	RBS CITIZENS N.A. CASH SWEEP ACCOUNT CUSIP NO: 990110702	63,021.05 0.41 %	63,021.05	63,021.05	44	0.07 %
INCOME PORTFOLIO TOTAL		68,575.73 0.45 %	68,575.73	68,575.73	44	0.06 %
TOTAL ASSETS		15,193,273.29 100.00 %	14,713,581.16	14,727,819.45	432,236	2.85 %

Form **8868** (Rev April 2009)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing *(e-file)*. Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T, instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print

File by the due date for filing your return See instructions

Name of Exempt Organization: EDWARD J & VIRGINIA M ROUTHIER FOUNDATION #1011000633

Employer identification number: 05-0485198

Number, street, and room or suite number If a P O box, see instructions: C/O CITIZENS BANK, 870 WESTMINSTER STREET

City, town or post office, state, and ZIP code For a foreign address, see instructions: PROVIDENCE RI 02903

Check type of return to be filed (file a separate application for each return).

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (section 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ► RBS CITIZENS NA

Telephone No. ► (401) 454-2323 FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ► [ ] . If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Aug 16, 20 10 , to file the exempt organization return for the organization named above. The extension is for the organization's return for

► [X] calendar year 20 09 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___.

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 9,020.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 19,761.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions