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 , 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
PAYNE FAMILY FOUNDATION C/O TRUST CO. OF CT, A DIVISION OF NEWALLIANCE BANK

A Employer identification number: 06-1475247

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
100 PEARL STREET

B Telephone number: (860)293-4140

City or town, state, and ZIP code
HARTFORD, CT 06103

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 ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 801,899.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

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

		(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	0.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	19,738.	19,738.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	150,174.			
	b Gross sales price for all assets on line 6a 199,903.				
	7 Capital gain net income (from Part IV, line 2)		150,174.		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	169,912.	169,912.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	2,750.	0.		2,750.
	c Other professional fees STMT 3	6,543.	4,253.		2,290.
	17 Interest				
	18 Taxes STMT 4	1,166.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	10,459.	4,253.		5,040.
	25 Contributions, gifts, grants paid	64,700.			64,700.
	26 **Total expenses and disbursements.** Add lines 24 and 25	75,159.	4,253.		69,740.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	94,753.			
	b **Net investment income** (if negative, enter -0-)		165,659.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.** Form **990-PF** (2009)

09360505 784735 2478025002 2009.03051 PAYNE FAMILY FOUNDATION C/O 24780251

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	22,907.	59,353.	59,353.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 5	200,099.	258,406.	742,546.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	223,006.	317,759.	801,899.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	223,006.	317,759.	
	30 **Total net assets or fund balances**	223,006.	317,759.	
	31 **Total liabilities and net assets/fund balances**	223,006.	317,759.	

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	223,006.
2 Enter amount from Part I, line 27a	2	94,753.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	317,759.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	317,759.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b	SEE ATTACHED STATEMENTS			
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	199,903.		49,729.	150,174.

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				150,174.

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 — 150,174.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 — 3 — N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	47,257.	787,925.	.059977
2007	57,169.	822,652.	.069494
2006	34,286.	700,361.	.048955
2005	30,221.	556,862.	.054270
2004	28,574.	505,530.	.056523

2	**Total** of line 1, column (d)	2	.289219
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	.057844
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	757,888.
5	Multiply line 4 by line 3	5	43,839.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,657.
7	Add lines 5 and 6	7	45,496.
8	Enter qualifying distributions from Part XII, line 4	8	69,740.

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 instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	1,657.
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	0.
3 Add lines 1 and 2		3	1,657.
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	1,657.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 880.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	880.
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	777.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶	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
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *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? N/A	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, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
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 ▶ TRUST COMPANY OF CONNECTICUT Telephone no ▶ (860)293-4140

Located at ▶ 100 PEARL STREET, HARTFORD, CT ZIP+4 ▶ 06103

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

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A	1b		
	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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
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 instructions) N/A	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 ▶ ______, ______, ______, ______			
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)* N/A	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

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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
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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 ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID B. PAYNE P.O. BOX 356 ELKINS, NH 03233	TRUSTEE 1.00	0.	0.	0.
BEVERLY PAYNE P.O. BOX 356 ELKINS, NH 03233	TRUSTEE 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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	728,299.
b	Average of monthly cash balances	1b	41,130.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	769,429.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	769,429.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,541.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	757,888.
6	**Minimum investment return.** Enter 5% of line 5	6	37,894.

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	37,894.
2a	Tax on investment income for 2009 from Part VI, line 5 2a 1,657.		
b	Income tax for 2009 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	1,657.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	36,237.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	36,237.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	36,237.

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	69,740.
b	Program-related investments - total from Part IX-B	1b	0.
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	69,740.
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	5	1,657.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	68,083.

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				36,237.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004 — 3,913.				
b From 2005 — 2,699.				
c From 2006 — 238.				
d From 2007 — 16,764.				
e From 2008 — 8,737.				
f Total of lines 3a through e	32,351.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 69,740.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				36,237.
e Remaining amount distributed out of corpus	33,503.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	65,854.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	3,913.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	61,941.			
10 Analysis of line 9				
a Excess from 2005 — 2,699.				
b Excess from 2006 — 238.				
c Excess from 2007 — 16,764.				
d Excess from 2008 — 8,737.				
e Excess from 2009 — 33,503.				

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
2 a 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 the instructions.)

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 6

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 7				
Total			▶ 3a	64,700.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	19,738.	
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	150,174.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		169,912.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 169,912.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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
		N/A	

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

David B Payne — 5/10/2010 — Co-Trustee

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number
[signature]	5/7/10		

Firm's name (or yours if self-employed), address, and ZIP code: J.H. COHN LLP, 180 GLASTONBURY BOULEVARD, GLASTONBURY, CT 06033

EIN ▶

Phone no (860) 633-3000

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	200 SHS WELLS FARGO	P	12/26/08	06/25/09
b	400 SHS INTEL	P	09/15/00	02/09/09
c	100 SHS INTEL	P	12/13/00	02/09/09
d	77 SHS SBT BANCORP	P	05/22/03	02/19/09
e	230 SHS CHEVRON	D	03/18/94	06/25/09
f	100 SHS WALT DISNEY	D	09/18/69	06/25/09
g	169 SHS WALT DISNEY	D	09/18/69	06/25/09
h	100 SHS INTEL	P	12/13/00	06/25/09
i	150 SHS INTEL	P	05/18/01	06/25/09
j	400 SHS PFIZER	D	09/02/76	06/25/09
k	500 SHS PFIZER	D	09/02/76	09/16/09
l	1321 SHS WALT DISNEY	D	09/18/69	09/21/09
m	179 SHS WALT DISNEY	D	10/08/68	09/21/09
n	400 SHS COCA COLA	D	11/17/61	10/14/09
o	45 SHS WALT DISNEY	D	10/08/68	10/14/09

	(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	4,707.		5,546.	<839.>
b	5,984.		22,900.	<16,916.>
c	1,496.		3,562.	<2,066.>
d	1,056.		1,933.	<877.>
e	15,321.		86.	15,235.
f	2,347.		38.	2,309.
g	3,967.		63.	3,904.
h	1,626.		3,563.	<1,937.>
i	2,438.		4,295.	<1,857.>
j	6,095.		242.	5,853.
k	8,137.		303.	7,834.
l	36,864.		496.	36,368.
m	4,995.		59.	4,936.
n	21,883.		227.	21,656.
o	1,289.		15.	1,274.

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<839.>
b				<16,916.>
c				<2,066.>
d				<877.>
e				15,235.
f				2,309.
g				3,904.
h				<1,937.>
i				<1,857.>
j				5,853.
k				7,834.
l				36,368.
m				4,936.
n				21,656.
o				1,274.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

923591
04-24-09

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	955 SHS WALT DISNEY	D	10/08/68	10/14/09
b	300 SHS PEPSICO	D	01/07/66	10/14/09
c	1000 SHS NEW ALLIANCE	D	11/30/92	11/24/09
d	2000 SHS NEW ALLIANCE	D	11/30/92	11/24/09
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	27,347.		312.	27,035.
b	18,248.		209.	18,039.
c	12,034.		1,960.	10,074.
d	24,069.		3,920.	20,149.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				27,035.
b				18,039.
c				10,074.
d				20,149.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	150,174.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

923591
04-24-09

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS SECURITIES	19,738.	0.	19,738.
TOTAL TO FM 990-PF, PART I, LN 4	19,738.	0.	19,738.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,750.	0.		2,750.
TO FORM 990-PF, PG 1, LN 16B	2,750.	0.		2,750.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUSTEE FEES	6,543.	4,253.		2,290.
TO FORM 990-PF, PG 1, LN 16C	6,543.	4,253.		2,290.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2009 ESTIMATES PAID	880.	0.		0.
2008 BALANCE DUE	240.	0.		0.
FOREIGN TAXES PAID	46.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,166.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS-CORPORATE STOCK-SEE SCHEDULE	258,406.	742,546.
TOTAL TO FORM 990-PF, PART II, LINE 10B	258,406.	742,546.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 6

NAME OF MANAGER

DAVID B. PAYNE
BEVERLY PAYNE

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 7

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALOHA FOUNDATION 2968 LAKE MOREY ROAD FAIRLEE, VT 05045	NONE CHARITY	501(3)	1,200.
ALOHA-HULBERT OUTDOOR CENTER 2968 LAKE MOREY ROAD FAIRLEE, VT 05045	NONE CHARITY	501(3)	300.
APPALACHIAN MOUNTAIN CLUB 5 JOY STREET BOSTON, MA 02108	NONE CHARITY	501(3)	1,500.
AUSBON SARGENT LAND PRESERVATION TRUST 71 PLEASANT STREET NEW LONDON, NH 03257	NONE CHARITY	501(3)	4,000.
BOULDER SHELTER FOR THE HOMELESS 4869 BROADWAY ST BOULDER, CO 80304	NONE CHARITY	501(3)	300.
CENTER FOR RESOURCE CONSERVATION 2639 SPRUCE STREET BOULDER, CO 80302	NONE CHARITY	501(3)	1,000.
COLBY COLLEGE 400 MAYFLOWER HILL WATERVILLE, ME 04901	NONE CHARITY	501(3)	500.
COLBY-SAWYER COLLEGE 541 MAIN STREET NEW LONDON, NH 03257	NONE CHARITY	501(3)	26,000.

COMMUNITY FOUNDATION OF TETON VALLEY PO BOX 1523 DRIGGS, ID 83422	NONE CHARITY	501(3)	1,200.
DERBY ACADEMY 56 BURDITT AVENUE HINGHAM, MA 02043	NONE CHARITY	501(3)	300.
EQUINE ADVOCATES PO BOX 354 CHATHAM, NY 12037	NONE CHARITY	501(3)	300.
FRIENDS OF BLUE HILLS PO BOX 416 MILTON, MA 02186	NONE CHARITY	501(3)	200.
MAINE ISLAND TRAIL ASSOCIATION 58 FORE ST #30-3 PORTLAND, ME 04101	NONE CHARITY	501(3)	100.
MIDDLEBURY COLLEGE MIDDLEBURY, VT 05753	NONE CHARITY	501(3)	300.
MILTON ANIMAL SHELTER 181 GOVERNOR STOUGHTON LANE MILTON, MA 02186	NONE CHARITY	501(3)	300.
MILTON FIREMEN'S RELIEF ASSOCIATION MILTON, MA 02186	NONE CHARITY	501(3)	200.
MILTON LIBRARY FOUNDATION 476 CANTON AVENUE MILTON, MA 02186	NONE CHARITY	501(3)	200.
NEW LONDON BARN PLAYHOUSE 84 MAIN ST NEW LONDON, NH 03257	NONE CHARITY	501(3)	1,000.

NEW LONDON HISTORICAL SOCIETY 179 LITTLE SUNAPEE RD NEW LONDON, NH 03257	NONE CHARITY	501(3)	1,000.
NEW LONDON NH HOSPITAL 273 COUNTY ROAD NEW LONDON, NH 03257	NONE CHARITY	501(3)	8,000.
NOLS FUND 284 LINCOLN STREET LANDER, WY 82520	NONE CHARITY	501(3)	400.
NORTHERN STAGE - ANNUAL FUND PO BPX 4287 WHITE RIVER JUNCTION, CT 05001	NONE CHARITY	501(3)	1,000.
ROCKY MOUNTAIN INSTITUTE 1820 FOLSOM STREET BOULDER, CO 80302	NONE CHARITY	501(3)	200.
SKIDMORE COLLEGE 815 NORTH BROADWAY SARATOGA SPRINGS, NY 12866	NONE CHARITY	501(3)	15,000.
TRINITY COLLEGE 300 SUMMIT STREET HARTFORD, CT 06106	NONE CHARITY	501(3)	200.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			64,700.

PAYNE FAMILY FOUNDATION, INC.
EIN: 06-1475247

Statement of Value and Activity

January 1, 2009 - December 31, 2009

Asset Detail

Description	Shares/Par Value	Tax Cost	Current Price	Market Value	Est. Ann. Income	Current Yield
Cash & Equivalents						
Money Market						
NewAlliance Bank Taxable Deposit	59,353 33	$59,353 33	1 00	$59,353 33	$71 22	0 12%
Total Cash & Equivalents		$59,353 33		$59,353 33	$71 22	
Equity						
Consumer Discretionary						
Disney Walt Co New	3,000 00	$954 18	32 25	$96,750 00	$1,050 00	1 08%
Home Depot Inc	500 00	$18,589 50	28 93	$14,465 00	$450 00	3 11%
		$19,543 68		$111,215 00	$1,500 00	
Consumer Staples						
Coca Cola Co	800 00	$448 77	57 00	$45,600 00	$1,312 00	2 88%
CVS Caremark Corp	500 00	$14,150 71	32 21	$16,105 00	$152 50	0 95%
Pepsico Inc	1,000 00	$697 08	60 80	$60,800 00	$1,800 00	2 96%
		$15,296 56		$122,505 00	$3,264 50	
Energy						
Chevron Corporation	1,200 00	$445 95	76 99	$92,388 00	$3,264 00	3 53%
Suncor Energy Inc	200 00	$7,363 86	35 31	$7,062 00	$0 00	0 00%
Weatherford Intntl Ltd	300 00	$6,740 99	17 91	$5,373 00	$0 00	0 00%
		$14,550 80		$104,823 00	$3,264 00	
Financials						
Bank of America Corp	500 00	$8,992 13	15 06	$7,530 00	$20 00	0 27%
Citigroup Inc	300 00	$15,021 00	3 31	$993 00	$0 00	0 00%

Statement of Value and Activity

January 1, 2009 - December 31, 2009

Description	Shares/Par Value	Tax Cost	Current Price	Market Value	Est. Ann. Income	Current Yield
Connecticut Bank & Trust	750 00	$7,500 00	3 90	$2,925 00	$0 00	0 00%
JP Morgan Chase & Co	500 00	$16,092 05	41 67	$20,835.00	$100 00	0 48%
NewAlliance Bancshares Inc	5,000 00	$9,800 00	12 01	$60,050 00	$1,400 00	2 33%
		$57,405 18		$92,333 00	$1,520 00	
Health Care						
Johnson & Johnson	400 00	$967 92	64 41	$25,764 00	$784 00	3 04%
Pfizer Inc	1,500 00	$672 51	18 19	$27,285 00	$1,080 00	3 96%
TEVA Pharmaceutical Inds Ltd ADR	500 00	$22,757 27	56 18	$28,090 00	$241 00	0 86%
Zimmer Hldgs Inc	150 00	$10,270 50	59 11	$8,866 50	$0 00	0 00%
		$34,668 20		$90,005 50	$2,105 00	
Industrials						
General Electric Corp	2,500 00	$8,142 28	15 13	$37,825 00	$1,000 00	2 64%
		$8,142 28		$37,825 00	$1,000 00	
Technology						
Cerner Corp	500 00	$26,388 92	82 44	$41,220 00	$0 00	0 00%
Cisco Systems Inc	1,500 00	$24,987 65	23 94	$35,910 00	$0 00	0 00%
Intel Corp	750 00	$15,606 71	20 40	$15,300 00	$420 00	2 74%
Microsoft Corp	1,600 00	$3,450 00	30 48	$48,768 00	$832 00	1 71%
Paychex Inc	350 00	$8,480 15	30 64	$10,724 00	$434 00	4 05%
Research In Motion Limited	100 00	$7,663 25	67 54	$6,754 00	$0 00	0 00%
		$86,576 68		$158,676 00	$1,686 00	
Materials						
Praxair Inc	100 00	$7,599 50	80 31	$8,031 00	$160 00	1 99%
		$7,599 50		$8,031 00	$160 00	

Statement of Value and Activity

January 1, 2009 - December 31, 2009

Description	Shares/Par Value	Tax Cost	Current Price	Market Value	Est. Ann. Income	Current Yield
Utilities						
DPL Inc	500 00	$11,363 71	27 60	$13,800 00	$570 00	4 13%
Southern Company	100 00	$3,258 95	33 32	$3,332 00	$175 00	5 25%
		$14,622 66		$17,132 00	$745 00	
Total Equity		$258,405 54		$742,545 50	$15,244 50	
Total All Assets		**$317,758.87**		**$801,898.83**	**$15,315.72**	

PAYNE FAMILY FOUNDATION, INC.
EIN: 06-1475247

Asset Detail Section

Statement of Value and Activity

January 1 2009 - December 31, 2009

Asset Detail

Description	Shares/Par Value	Tax Cost	Current Price	Market Value	Est. Ann. Income	Current Yield
Cash & Equivalents						
Money Market						
NewAlliance Bank Taxable Deposit	59,353 33	$59,353 33	1 00	$59,353 33	$71 22	0 12%
Total Cash & Equivalents		$59,353 33		$59,353.33	$71 22	
Equity						
Consumer Discretionary						
Disney Walt Co New	3,000 00	$954 18	32 25	$96,750 00	$1,050 00	1 08%
Home Depot Inc	500 00	$18,589 50	28 93	$14,465 00	$450 00	3 11%
		$19,543.68		$111,215 00	$1,500 00	
Consumer Staples						
Coca Cola Co	800 00	$448 77	57 00	$45,600 00	$1,312 00	2 88%
CVS Caremark Corp	500 00	$14,150 71	32 21	$16,105 00	$152 50	0 95%
Pepsico Inc	1,000 00	$697 08	60 80	$60,800 00	$1,800 00	2 96%
		$15,296 56		$122,505 00	$3,264 50	
Energy						
Chevron Corporation	1,200 00	$445 95	76 99	$92,388 00	$3,264 00	3 53%
Suncor Energy Inc	200 00	$7,363 86	35 31	$7,062 00	$0 00	0 00%
Weatherford Intntl Ltd	300 00	$6,740 99	17 91	$5,373.00	$0 00	0.00%
		$14,550 80		$104,823.00	$3,264 00	
Financials						
Bank of America Corp	500 00	$8,992 13	15 06	$7,530 00	$20 00	0 27%
Citigroup Inc	300 00	$15,021 00	3 31	$993 00	$0 00	0 00%

Statement of Value and Activity

January 1, 2009 - December 31, 2009

Description	Shares/Par Value	Tax Cost	Current Price	Market Value	Est. Ann. Income	Current Yield
Connecticut Bank & Trust	750 00	$7,500 00	3 90	$2,925 00	$0 00	0 00%
JP Morgan Chase & Co	500 00	$16,092 05	41 67	$20,835.00	$100 00	0 48%
NewAlliance Bancshares Inc	5,000 00	$9,800 00	12 01	$60,050 00	$1,400 00	2 33%
		$57,405 18		$92,333 00	$1,520 00	
Health Care						
Johnson & Johnson	400 00	$967 92	64 41	$25,764 00	$784 00	3 04%
Pfizer Inc	1,500 00	$672 51	18 19	$27,285 00	$1,080 00	3 96%
TEVA Pharmaceutical Inds Ltd ADR	500 00	$22,757 27	56 18	$28,090 00	$241 00	0.86%
Zimmer Hldgs Inc	150 00	$10,270 50	59 11	$8,866 50	$0 00	0 00%
		$34,668 20		$90,005 50	$2,105.00	
Industrials						
General Electric Corp	2,500 00	$8,142 28	15 13	$37,825 00	$1,000 00	2 64%
		$8,142 28		$37,825 00	$1,000 00	
Technology						
Cerner Corp	500 00	$26,388 92	82 44	$41,220.00	$0 00	0 00%
Cisco Systems Inc	1,500 00	$24,987 65	23 94	$35,910 00	$0 00	0 00%
Intel Corp	750 00	$15,606 71	20 40	$15,300 00	$420 00	2 74%
Microsoft Corp	1,600 00	$3,450 00	30 48	$48,768 00	$832 00	1 71%
Paychex Inc	350 00	$8,480 15	30 64	$10,724 00	$434 00	4 05%
Research In Motion Limited	100 00	$7,663 25	67 54	$6,754 00	$0 00	0 00%
		$86,576 68		$158,676 00	$1,686 00	
Materials						
Praxair Inc	100 00	$7,599 50	80 31	$8,031 00	$160 00	1 99%
		$7,599 50		$8,031 00	$160 00	

Statement of Value and Activity

January 1, 2009 - December 31, 2009

Description	Shares/Par Value	Tax Cost	Current Price	Market Value	Est. Ann. Income	Current Yield
Utilities						
DPL Inc	500 00	$11,363 71	27 60	$13,800 00	$570 00	4 13%
Southern Company	100 00	$3,258 95	33 32	$3,332.00	$175 00	5 25%
		$14,622 66		$17,132.00	$745 00	
Total Equity		$258,405 54		$742,545.50	$15,244 50	
Total All Assets		**$317,758.87**		**$801,898.83**	**$15,315.72**	