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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

For calendar year **2009**, or tax year beginning **2009**, and ending **20**
 G Check all that apply: Initial return Amended return Initial return of a former public charity Address change Name change Final return

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

Name of foundation: **AHEARN FOUNDATION (PFD)**

Number and street (or P O box number if mail is not delivered to street address): **21 E MARKET STREET**

Room/suite: _____

City or town, state, and ZIP code: **YORK, PA 17401-1205**

A Employer identification number: **22-2266031**

B Telephone number (see page 10 of the instructions): **(716) 842-5506**

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **2,022,773.**

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

C If exemption application is pending, check here

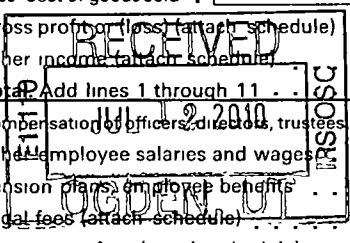
D 1 Foreign organizations, check here
 2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	4	4		
4 Dividends and interest from securities	59,148	59,475		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-31,089			
b Gross sales price for all assets on line 6a 489,528.				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit (or loss) (attach schedule)				
11 Other income (attach schedule)	1,477	674		STMT 2
12 Total. Add lines 1 through 11	29,540	60,153		
13 Compensation of officers, directors, trustees, etc.	3,334	3,334		
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) STMT 3	3,250			3,250
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	1,365	723		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications	483	NONE	NONE	483
23 Other expenses (attach schedule) STMT 5	3,192	3,192		
24 Total operating and administrative expenses. Add lines 13 through 23	11,624	7,249	NONE	3,733
25 Contributions, gifts, grants paid	81,804			81,804
26 Total expenses and disbursements. Add lines 24 and 25	93,428	7,249	NONE	85,537
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-63,888			
b Net investment income (if negative, enter -0-)		52,904		
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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		2,018.	2,285.	2,285.
	2	Savings and temporary cash investments		212,003.	62,068.	62,068.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	STMT 6	299,508.	299,508.	314,695.
	b	Investments - corporate stock (attach schedule)	STMT 7	946,586.	835,188.	858,219.
	c	Investments - corporate bonds (attach schedule)	STMT 10	199,335.	100,163.	87,570.
	11	Investments - land, buildings, and equipment, basis Less: accumulated depreciation ▶ (attach schedule)				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)	STMT 11	379,607.	675,968.	697,936.
	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 the instructions. Also, see page 1, item I)		2,039,057.	1,975,180.	2,022,773.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		2,039,057.	1,975,180.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see page 17 of the instructions)		2,039,057.	1,975,180.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		2,039,057.	1,975,180.		

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	2,039,057.
2	Enter amount from Part I, line 27a	2	-63,888.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	11.
4	Add lines 1, 2, and 3	4	1,975,180.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,975,180.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any				
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	-31,089.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.						

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	92,998.	2,138,911.	0.04347913494
2007	110,396.	2,430,910.	0.04541344599
2006	103,698.	2,291,922.	0.04524499525
2005	114,000.	2,234,924.	0.05100844592
2004	130,624.	2,218,428.	0.05888133399
2 Total of line 1, column (d)			2 0.24402735609
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 0.04880547122
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 1,813,439.
5 Multiply line 4 by line 3			5 88,506.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 529.
7 Add lines 5 and 6			7 89,035.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			8 85,537.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,058.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3 Add lines 1 and 2	3	1,058.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	1,058.
6 Credits/Payments		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,284.
b Exempt foreign organizations-tax withheld at source	6b	NONE
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	1,284.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	226.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	226. Refunded

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 page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b		X
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? <i>If "Yes," attach a detailed description of the activities.</i>	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► STMT 13			
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? <i>If "No," attach explanation</i>	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	9		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of MANUFACTURERS & TRADERS TRUST Telephone no (717) 852-3011
Located at 21 E MARKET ST, YORK, PA ZIP + 4 17401
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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.
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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? 1b
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 X
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 page 20 of the instructions) 2b X
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 X
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 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)? (see page 22 of the instructions) 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 page 22 of the instructions)? Yes No
 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 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? Yes No
 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? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		3,334.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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 page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,652,589.
b	Average of monthly cash balances	1b	188,466.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,841,055.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,841,055.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	27,616.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,813,439.
6	Minimum investment return. Enter 5% of line 5	6	90,672.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	90,672.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,058.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,058.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	89,614.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	89,614.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	89,614.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	85,537.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	85,537.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	85,537.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				89,614.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			4,722.	
b Total for prior years 20 <u>07</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ <u>85,537.</u>				
a Applied to 2008, but not more than line 2a			4,722.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				80,815.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				8,799.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

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

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

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

Table with columns: Tax year (a) 2009, (b) 2008, (c) 2007, (d) 2006, (e) Total. Rows include: 2a Adjusted net income, b 85% of line 2a, c Qualifying distributions from Part XII, 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, 3 Complete 3a, b, or c for the alternative test relied upon (Assets, Endowment, Support).

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

1 Information Regarding Foundation Managers:

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

SEE ATTACHED DETAIL

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.

SEE ATTACHED DETAIL

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

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

a The name, address, and telephone number of the person to whom applications should be addressed: SEE STATEMENT 16

b The form in which applications should be submitted and information and materials they should include: SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines: SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors: SEE ATTACHED STATEMENT FOR LINE 2

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
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 20</p>				
<p>Total. ▶ 3a</p>				<p>81,804.</p>
<p>b <i>Approved for future payment</i></p>				
<p>Total. ▶ 3b</p>				

Part XVI-A Analysis of Income-Producing Activities

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, Subtotal, and Total.

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

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

Table with 2 columns: Line No, Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions.)

NOT APPLICABLE

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (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

Table with 3 columns: (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.
Signature of officer or trustee: M & T TRUST COMPANY, Date: 07/01/2010, Title: Vice President
Preparer's signature: [Signature], Date: 07/01/2010, Check if self-employed: []
Firm's name (or yours if self-employed), address, and ZIP code: THOMSON REUTERS (TAX & ACCOUNTING), 9711 FARRAR COURT, SUITE 110, RICHMOND, VA 23236
Phone no: 804-727-3150

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					1,249.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,345.	
3,149.00		100. ABERCROMBIE & FITCH CO CL A PROPERTY TYPE: SECURITIES 6,733.00					06/04/2008 -3,584.00	08/11/2009
10,000.00		407.664 ALPINE INTL REAL ESTATE EQ FD PROPERTY TYPE: SECURITIES 7,986.00					08/11/2009 2,014.00	10/16/2009
18,000.00		1286.633 AMERICAN BEACON SM CAP VAL-IS # PROPERTY TYPE: SECURITIES 23,931.00					09/13/2004 -5,931.00	08/11/2009
5,000.00		320.307 AMERICAN BEACON SM CAP VAL-IS #3 PROPERTY TYPE: SECURITIES 5,958.00					09/13/2004 -958.00	10/16/2009
17,481.00		1106.383 AMERICAN BEACON SM CAP VAL-IS # PROPERTY TYPE: SECURITIES 20,579.00					09/13/2004 -3,098.00	10/19/2009
9,477.00		300. AMERN EXPRESS CO COM PROPERTY TYPE: SECURITIES 13,524.00					07/13/2001 -4,047.00	08/11/2009
2,173.00		60. AMERIPRISE FINANCIAL INC PROPERTY TYPE: SECURITIES 1,927.00					07/13/2001 246.00	10/16/2009
10,312.00		165. AMGEN INC COM PROPERTY TYPE: SECURITIES 11,238.00					08/11/2003 -926.00	08/11/2009
4,052.00		25. APPLE COMPUTER INC COM PROPERTY TYPE: SECURITIES 2,636.00					11/05/2008 1,416.00	08/11/2009
16,210.00		100. APPLE COMPUTER INC COM PROPERTY TYPE: SECURITIES 18,366.00					06/04/2008 -2,156.00	08/11/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,762.00		100. AUTOMATIC DATA PROCESSING INC PROPERTY TYPE: SECURITIES 4,406.00				10/16/2001	08/11/2009	
						-644.00		
10.00		.925 BANK AMER CORP COM PROPERTY TYPE: SECURITIES 60.00				07/13/2001	01/16/2009	
						-50.00		
48,302.00		1400. CVS CORP COM PROPERTY TYPE: SECURITIES 12,785.00				04/16/2002	08/11/2009	
						35,517.00		
27,163.00		1713.73 CALIFORNIA INVT TR II S&P MIDCAP PROPERTY TYPE: SECURITIES 35,000.00				08/19/2005	08/11/2009	
						-7,837.00		
5,103.00		.004 CALIFORNIA INVT TR II S&P MIDCAP IN PROPERTY TYPE: SECURITIES				09/13/2004	10/16/2009	
		75. CHEVRONTXACO CORP PROPERTY TYPE: SECURITIES 3,357.00				07/13/2001	08/11/2009	
						1,746.00		
10,004.00		475. CISCO SYS INC COM PROPERTY TYPE: SECURITIES 8,812.00				10/24/2001	08/11/2009	
						1,192.00		
2,367.00		650. CITIGROUP INC COM PROPERTY TYPE: SECURITIES 31,424.00				03/11/2002	08/11/2009	
						-29,057.00		
14,414.00		200. COLGATE PALMOLIVE CO COM PROPERTY TYPE: SECURITIES 11,575.00				06/28/2004	08/11/2009	
						2,839.00		
4,376.00		100. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 2,759.00				08/23/2000	08/11/2009	
						1,617.00		
3,116.00		60. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 1,656.00				08/23/2000	10/16/2009	
						1,460.00		

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,170.00		200. WALT DISNEY CO COM PROPERTY TYPE: SECURITIES 7,483.00				08/23/2000	08/11/2009	
						-2,313.00		
50,000.00		50000. DOW CHEMICAL CO DTD 2-5-1999 5.97 PROPERTY TYPE: SECURITIES 50,044.00				08/21/2001	01/15/2009	
						-44.00		
2,898.00		85. DUPONT E I DE NEMOURS & CO COM PROPERTY TYPE: SECURITIES 3,788.00				01/07/2003	10/16/2009	
						-890.00		
50,000.00		50000. DUPONT E I DE NEMOURS & CO NT DTD PROPERTY TYPE: SECURITIES 49,128.00				10/03/2000	10/15/2009	
						872.00		
4,928.00		330. EMC CORP MASS COM PROPERTY TYPE: SECURITIES 10,130.00				07/13/2001	08/11/2009	
						-5,202.00		
12,372.00		695. EMC CORP MASS COM PROPERTY TYPE: SECURITIES 9,659.00				10/24/2001	10/16/2009	
						2,713.00		
4,983.00		140. EMERSON ELEC CO COM PROPERTY TYPE: SECURITIES 7,983.00				06/04/2008	08/11/2009	
						-3,000.00		
2,546.00		35. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 1,478.00				08/23/2000	10/16/2009	
						1,068.00		
2,672.00		50. FPL GROUP INC COM PROPERTY TYPE: SECURITIES 1,309.00				10/24/2001	10/16/2009	
						1,363.00		
5,000.00		255.493 GOLDMAN SACHS GRTH OPP FD#1132 PROPERTY TYPE: SECURITIES 4,471.00				08/11/2009	10/16/2009	
						529.00		
25,000.00		456.371 HARBOR FD INTL FD PROPERTY TYPE: SECURITIES 30,239.00				04/10/2007	10/16/2009	
						-5,239.00		

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,450.00		20. INTERNATIONAL BUSINESS MACHINES PROPERTY TYPE: SECURITIES 2,457.00					08/23/2000 -7.00	10/16/2009
2,426.00		100. INTERNATIONAL PAPER CO COM PROPERTY TYPE: SECURITIES 3,119.00					08/23/2000 -693.00	10/16/2009
5,071.00		190. INTREPID POTASH INC PROPERTY TYPE: SECURITIES 5,078.00					11/12/2009 -7.00	11/17/2009
14,490.00		250. KIMBERLY CLARK CORP COM PROPERTY TYPE: SECURITIES 14,508.00					02/21/2002 -18.00	08/11/2009
4,970.00		175. KRAFT FOODS INC CL A PROPERTY TYPE: SECURITIES 4,974.00					08/11/2003 -4.00	08/11/2009
10,455.00		500. KROGER CO COM ATTACHED RTS EXP PROPERTY TYPE: SECURITIES 10,403.00					04/16/2002 52.00	08/11/2009
4,885.00		65. LOCKHEED MARTIN CORPORATION COM PROPERTY TYPE: SECURITIES 7,024.00					06/04/2008 -2,139.00	08/11/2009
5,000.00		389.105 MTB SM CAP GRWTH-INST I-FD #555 PROPERTY TYPE: SECURITIES 4,564.00					08/11/2009 436.00	10/16/2009
4,620.00		200. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 7,094.00					08/23/2000 -2,474.00	08/11/2009
3,464.00		45. MONSANTO COMPANY PROPERTY TYPE: SECURITIES 3,782.00					08/11/2009 -318.00	10/16/2009
4,944.00		100. THE MOSAIC COMPANY PROPERTY TYPE: SECURITIES 5,205.00					08/11/2009 -261.00	11/12/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
9,832.00		625. PFIZER INC COM PROPERTY TYPE: SECURITIES 25,800.00					04/16/2002	08/11/2009
							-15,968.00	
13.00		.725 PFIZER INC COM PROPERTY TYPE: SECURITIES 29.00					01/07/2002	11/02/2009
							-16.00	
10,430.00		200. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 7,218.00					04/16/2002	08/11/2009
							3,212.00	
5,000.00		356.125 TIAA-CREF INSTL MID-CAP VAL FD - PROPERTY TYPE: SECURITIES 4,498.00					08/11/2009	10/16/2009
							502.00	
4,900.00		160. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 5,956.00					08/11/2003	08/11/2009
							-1,056.00	
17.00		.82 WELLS FARGO CO COM (ATTCHD RTS PROPERTY TYPE: SECURITIES 186.00					06/28/2004	01/21/2009
							-169.00	
10,047.00		215. WYETH PROPERTY TYPE: SECURITIES 8,298.00					06/28/2004	08/11/2009
							1,749.00	
3,880.00		285. WYETH PROPERTY TYPE: SECURITIES					10/15/2009	10/15/2009
							3,880.00	
TOTAL GAIN(LOSS)							-31,089.	=====

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INT AND DIVIDENDS	59,148.	59,475.
TOTAL	59,148.	59,475.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
TOTALS	1,477.	674.
	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
CONSULTING	800.
DUES	995.
INSURANCE	624.
FOUNDATION MEETINGS	831.
TOTALS	3,250.

CHARITABLE PURPOSES	
800.	
995.	
624.	
831.	
TOTALS	3,250.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL ESTIMATES - PRINCIPAL	642.	
FOREIGN TAXES ON QUALIFIED FOR	717.	717.
FOREIGN TAXES ON NONQUALIFIED	6.	6.
TOTALS	1,365.	723.

=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NON-ALLOCABLE EXPENSE -	250.	250.
OTHER ALLOCABLE EXPENSES - 2%	2,942.	2,942.
TOTALS	3,192.	3,192.

=====

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
FHL MTG CORP 5.625% 3/15/11	98,953.	105,844.
USTN 4.75% 02/15/10	100,602.	100,523.
USTN 4.25% 11/15/13	49,223.	54,016.
FHLM 5.125% 7/15/12	50,730.	54,312.
	-----	-----
TOTALS	299,508.	314,695.
	=====	=====

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3M CO	16,603.	24,801.
ALCOA INC COM	17,731.	8,060.
AMERICAN EXPRESS CO COM		
AMGEN INC COM	13,159.	13,294.
DUPONT E I DE NEMOURS & CO	5,126.	3,872.
AT&T	8,802.	8,409.
AUTOMATIC DATA PROCESSING		
BANK AMER CORP COM	22,605.	7,952.
BANK OF NY MELLON CORP	10,652.	7,916.
CVS /CAREMARK CORP		
CHEVRON CORP COM	9,988.	17,323.
CISCO SYS INC	8,984.	13,766.
CITIGROUP INC COM		
COCA COLA CO COM	17,718.	19,950.
COMCAST CORP-SPECIAL CL A	7,512.	4,803.
EMC CORP MASS COM		
EXXON MOBIL CORP	19,013.	31,708.
FPL GROUP INC COM	3,926.	7,923.
GENERAL ELECTRIC COMPANY	53,624.	18,913.
HARTFORD FIN SVCS GRP INC	11,498.	4,652.
HOME DEPOT INC COM	18,211.	11,572.
INTEL CORP COM	18,029.	12,750.
INTERNATIONAL PAPER CO COM		
INTL BUSINESS MACHS CORP	27,575.	36,652.
JP MORGAN CHASE & CO COM	18,619.	18,752.
KIMBERLY CLARK CORP		
KROGER CO ATTCHD RTS		
LILLY ELI & CO ATTCHD RTS	15,268.	7,142.
LOCKHEED MARTIN CORP COM	18,890.	25,242.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MEDTRONIC INC ATTCHD RTS	16,747.	15,393.
MERCK & CO INC COM	20,911.	12,789.
MERRILL LYNCH & CO INC ATTCHD		
MICROSOFT CORP	32,805.	33,528.
ORACLE CORP COM	9,286.	14,718.
PFIZER INC ATTCHD RTS	30,075.	18,281.
PROCTER & GAMBLE CO COM	12,900.	24,252.
SCHLUMBERGER LTD	11,584.	22,782.
TEXAS INST INC ATTCHD RTS	16,061.	13,030.
STAPLES INC COM	9,544.	14,754.
US BANCORP DEL COM NEW	9,703.	11,255.
VERIZON COMMUNICATIONS COM	8,115.	7,951.
WAL MART STORES INC COM	11,278.	12,026.
WALT DISNEY CO COM	13,329.	19,350.
WELLS FARGO CO ATTCHD RTS	27,628.	22,645.
WYETH		
KRAFT FOODS INC CL A	6,424.	9,513.
CONOCOPHILLIPS	19,085.	36,158.
JOHNSON & JOHNSON COM	10,346.	12,882.
COLGATE PALMOLIVE CO COM	5,788.	8,215.
GENERAL MILLS INC	13,827.	21,243.
WACHOVIA CORP COM		
AMERIPRISE FINANCIAL	1,026.	4,333.
APACHE CORP COM	4,599.	4,713.
WESTERN UNION CO	586.	825.
APACHE CORP	14,826.	11,076.
EMERSON ELECTRIC	7,068.	3,485.
ABERCROMBIE & FITCH	16,247.	14,511.
TARGET		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
APPLE	7,909.	15,805.
FREEMONT MCMORAN COPPER & AU	5,004.	4,817.
MONSANTO COMPANY	10,927.	10,628.
BLACKROCK INC	4,941.	5,805.
GOLDMAN SACHS GROUP INC	12,008.	12,663.
MORGAN STANLEY GROUP	12,111.	11,840.
GOLDMAN SACHS GRWTH OPP	37,529.	44,241.
MTB SMALL CAP GRWTH #555	47,936.	51,097.
TIAA CREF INSTIT	23,502.	26,163.
TOTALS	835,188.	858,219.

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
SLM CORP MED TERM NT 5.050%	50,039.	45,099.
INTL LEASE FIN 5.3% 5/1/12	50,124.	42,471.
DOW CHEMICAL CO NT 5.97%		
DUPONT E I CO NT 6.875%		
TOTALS	----- 100,163. =====	----- 87,570. =====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

 COST/
 FMV
 C OR F

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
PIMCO TOTAL RTN FD-INSTL #35	C	100,193.	103,514.
HARBOR INTERNATIONAL FUND #11	C	293,761.	297,698.
CALIFORNIA S&P MIDCAP	C		
AMER BEACON SM CAP #370	C	50,000.	48,572.
DREYFUS INTL BOND FUND	C	25,000.	24,649.
MFS EMERGING MKTS DEBT FUND	C	65,000.	65,684.
RIDGEWORTH SEIX FLOATING RATE	C	42,014.	48,705.
ALPINE INTL RE EQUITY	C	100,000.	109,114.
MASTERS SELECT FUND #306	C		
TOTALS		675,968.	697,936.

=====

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

=====

DESCRIPTION

AMOUNT

ROUNDING

11.

TOTAL

11.
=====

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

NY

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

OFFICER NAME:

MANUFACTURERS & TRADERS TRUST CO

ADDRESS:

21 E MARKET STREET
YORK, PA 17401

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 3,334.

OFFICER NAME:

ROBERT J. AHEARN

ADDRESS:

108 MOORE AVENUE
BINGHAMTON, NY 13909-3124

TITLE:

CHAIRMAN

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 8

OFFICER NAME:

WILLIAM C. AHEARN

ADDRESS:

4047 E. RANCHO DRIVE
PHOENIX, AZ 85018-1175

TITLE:

COMMITTEE MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:

WILBUR D. DAHLGREN

ADDRESS:

HINMAN, HOWARD, et al. PO BOX 5250,
BINGHAMTON, NY 13902

TITLE:

SECRETARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

=====

OFFICER NAME:

DAVID J. CAHILL

ADDRESS:

26 WEST END DRIVE
BINGHAMTON, NY 13905

TITLE:

VICE CHAIR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION:

3,334.

=====

RECIPIENT NAME:

ROBERTJ AHEARN

ADDRESS:

108 MOORE AVENUE

BINGHAMTON, NY 13903-3124

RECIPIENT'S PHONE NUMBER: 607-772-8531

FORM, INFORMATION AND MATERIALS:

Submittal form required

Request one or go to www.ahearnfoundation.org

SUBMISSION DEADLINES:

August - see website for exact date

RESTRICTIONS OR LIMITATIONS ON AWARDS:

Grants are ONLY provided to qualified non-profit organizations in Broome County NY for projects which directly benefit the citizens of Broome County NY

RECIPIENT NAME:
HANDICAPPED CHILDRENS'
ASSOCIATION
ADDRESS:
18 BROAD STREET
JOHNSON CITY, NY 13790
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
INTELLI-KEYS LEARNING TECH FOR CLASSROOMS
FOUNDATION STATUS OF RECIPIENT:
NOT-FOR-PROFIT
AMOUNT OF GRANT PAID 3,019.

RECIPIENT NAME:
BOYS & GIRLS CLUB OF
BINGHAMTON
ADDRESS:
PO BOX 638
BINGHAMTON, NY 13902
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CENTURY CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
TRI-CITIES OPERA
ADDRESS:
315 CLINTON STREET
BINGHAMTON, NY 13905
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUBSIDIZE ADMISSION FOR EDUCATIONAL PERFORMANC
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

BINGHAMTON PHILHARMONIC, INC

ADDRESS:

31 FRONT STREET
BINGHAMTON, NY 13905

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUBSIDIZE EDUCAT'L PERFORMANCES FOR STUDENTS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

BINGHAMTON UNIVERSITY FDN

ADDRESS:

P.O. BOX 6000
BINGHAMTON, NY 13902-0600

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

ANALYSIS EQUIPMENT ENHANCEMENT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 18,000.

RECIPIENT NAME:

DISCOVERY CENTER

ADDRESS:

60 MORGAN RD
BINGHAMTON, NY 13903

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ARTISTIC ENRICHMENT THROUGH THEATRE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
KOPERNIK OBSERVATORY
ADDRESS:
698 UNDERWOOD RD
VESTAL, NY 13850-6038
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 7,785.

RECIPIENT NAME:
BROOME COMMUNITY COLLEGE
FOUNDATION
ADDRESS:
PO BOX 1017
BINGHAMTON, NY 13902-1017
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:
TENNIS CHARITIES OF BINGHAMTON
ADDRESS:
PO BOX 375
CHENANGO BRIDGE, NY 13745
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING EXPENSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
SERTOMA CLUB OF BINGHAMTON
ADDRESS:
P.O. BOX 433
BINGHAMTON, NY 13902-0433
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PUBLIC SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
SOUTHERN TIER CELEBRATES
ADDRESS:
1 HAWLEY STREET
BINGHAMTON, NY 13901
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNDERWRITING OF ADMISSIONS & ARTISTS'
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 7,500.

TOTAL GRANTS PAID: 81,804.
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**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2009

Name of estate or trust

AHEARN FOUNDATION (PFD)

Employer identification number

22-2266031

Note: Form 5227 filers need to complete *only* Parts I and II

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			1,249.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	4,311.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	5,560.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			1,345.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-37,994.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-36,649.

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

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		5,560.
14	Net long-term gain or (loss):			
a	Total for year	14a		-36,649.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		-31,089.

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

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

Employer identification number

AHEARN FOUNDATION (PFD)

22-2266031

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100. ABERCROMBIE & FITCH CO CL A	06/04/2008	08/11/2009	3,149.00	6,733.00	-3,584.00
1286.633 AMERICAN BEACON SM CAP VAL-IS #370	09/13/2004	08/11/2009	18,000.00	23,931.00	-5,931.00
320.307 AMERICAN BEACON SM CAP VAL-IS #370	09/13/2004	10/16/2009	5,000.00	5,958.00	-958.00
1106.383 AMERICAN BEACON SM CAP VAL-IS #370	09/13/2004	10/19/2009	17,481.00	20,579.00	-3,098.00
300. AMERN EXPRESS CO COM	07/13/2001	08/11/2009	9,477.00	13,524.00	-4,047.00
60. AMERIPRISE FINANCIAL INC	07/13/2001	10/16/2009	2,173.00	1,927.00	246.00
165. AMGEN INC COM	08/11/2003	08/11/2009	10,312.00	11,238.00	-926.00
100. APPLE COMPUTER INC COM	06/04/2008	08/11/2009	16,210.00	18,366.00	-2,156.00
100. AUTOMATIC DATA PROCESSING INC	10/16/2001	08/11/2009	3,762.00	4,406.00	-644.00
.925 BANK AMER CORP COM	07/13/2001	01/16/2009	10.00	60.00	-50.00
1400. CVS CORP COM	04/16/2002	08/11/2009	48,302.00	12,785.00	35,517.00
1713.73 CALIFORNIA INVT TR II S&P MIDCAP INDEX F	08/19/2005	08/11/2009	27,163.00	35,000.00	-7,837.00
75. CHEVRONTXACO CORP	07/13/2001	08/11/2009	5,103.00	3,357.00	1,746.00
475. CISCO SYS INC COM	10/24/2001	08/11/2009	10,004.00	8,812.00	1,192.00
650. CITIGROUP INC COM	03/11/2002	08/11/2009	2,367.00	31,424.00	-29,057.00
200. COLGATE PALMOLIVE CO COM	06/28/2004	08/11/2009	14,414.00	11,575.00	2,839.00
100. CONOCOPHILLIPS	08/23/2000	08/11/2009	4,376.00	2,759.00	1,617.00
60. CONOCOPHILLIPS	08/23/2000	10/16/2009	3,116.00	1,656.00	1,460.00
200. WALT DISNEY CO COM	08/23/2000	08/11/2009	5,170.00	7,483.00	-2,313.00
50000. DOW CHEMICAL CO DTD 2-5-1999 5.97% 01/15	08/21/2001	01/15/2009	50,000.00	50,044.00	-44.00
85. DUPONT E I DE NEMOURS & CO COM	01/07/2003	10/16/2009	2,898.00	3,788.00	-890.00
50000. DUPONT E I DE NEMOURS & CO NT DTD 10-20-9	10/03/2000	10/15/2009	50,000.00	49,128.00	872.00
330. EMC CORP MASS COM	07/13/2001	08/11/2009	4,928.00	10,130.00	-5,202.00
695. EMC CORP MASS COM	10/24/2001	10/16/2009	12,372.00	9,659.00	2,713.00
140. EMERSON ELEC CO COM	06/04/2008	08/11/2009	4,983.00	7,983.00	-3,000.00

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

FEDERAL CAPITAL GAIN DIVIDENDS
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SHORT-TERM CAPITAL GAIN DIVIDENDS

DREYFUS INTL BOND FD -I	425.00
PIMCO FDS TOTAL RETURN FUND	824.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS	-----	1,249.00
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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

BRISTOL MYERS SQUIBB CO COM	46.00
DREYFUS INTL BOND FD -I	181.00
PIMCO FDS TOTAL RETURN FUND	229.00
SYMBOL TECHNOLOGIES INC COM	51.00
TYCO INTL LTD NEW COM	838.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	-----	1,345.00
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TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	-----	1,345.00
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Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ 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
 - 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 <small>File by the due date for filing your return. See instructions.</small>	Name of Exempt Organization AHEARN FOUNDATION (PFD)	Employer identification number 22-2266031
	Number, street, and room or suite no. If a P O box, see instructions. 21 E MARKET STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. YORK, PA 17401-1205	

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

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ MANUFACTURERS & TRADERS TRUST

Telephone No. ▶ (717) 852-3011 FAX No ▶ 717-852-3005

- 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 08/16, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year 2009 or
- ▶ tax year beginning _____, _____, and ending _____, _____

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	\$ 1,028.
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	\$ 1,284.
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	\$

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.