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

2009

Department of the Treasury
Internal Revenue Service

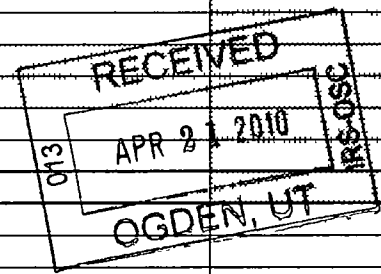
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning _____, 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 BARBARA MORGAN MEMORIAL TRUST C/O CITIZENS BANK WEALTH MANAGEMENT, NA	A Employer identification number 38-3413062
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 328 S SAGINAW STREET M/C 001065	B Telephone number (989) 776-7368
	City or town, state, and ZIP code FLINT, MI 48502	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 112,391. (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	5.	5.		STATEMENT 1
4 Dividends and interest from securities	2,417.	2,417.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-10,742.			
b Gross sales price for all assets on line 6a 87,394.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	-8,320.	2,422.		
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 3	602.	0.		602.
c Other professional fees STMT 4	3,710.	1,855.		1,855.
17 Interest				
18 Taxes STMT 5	123.	9.		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	4,435.	1,864.		2,457.
25 Contributions, gifts, grants paid	2,325.			2,325.
26 Total expenses and disbursements. Add lines 24 and 25	6,760.	1,864.		4,782.
27 Subtract line 26 from line 12	-15,080.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		558.		
c Adjusted net income (if negative, enter -0-)			N/A	



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C/O CITIZENS BANK WEALTH MANAGEMENT, NA

Form 990-PF (2009)

38-3413062 Page 2

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		87.			
	2	Savings and temporary cash investments		2,860.	3,688.	3,688.	
	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 7		73,955.	60,697.	65,467.
		c Investments - corporate bonds	STMT 8		45,692.	43,173.	43,235.
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 ▶ JEWELRY)			0.	1.	1.	
16	Total assets (to be completed by all filers)			122,594.	107,559.	112,391.	
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 <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 <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds			139,275.	139,320.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds			-16,681.	-31,761.		
30	Total net assets or fund balances			122,594.	107,559.		
31	Total liabilities and net assets/fund balances			122,594.	107,559.		

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	122,594.
2	Enter amount from Part I, line 27a	2	-15,080.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	45.
4	Add lines 1, 2, and 3	4	107,559.
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	107,559.

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 SHORT TERM GAIN/LOSS SEE ATTACHED	P	VARIOUS	VARIOUS
b LONG TERM GAIN/LOSS SEE ATTACHED	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 17,966.		15,576.	2,390.
b 69,235.		82,560.	-13,325.
c 193.			193.
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			2,390.
b			-13,325.
c			193.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-10,742.
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	4,944.	116,534.	.042425
2007	5,958.	131,695.	.045241
2006	7,525.	126,165.	.059644
2005	9,008.	126,585.	.071162
2004	5,214.	121,463.	.042927

2 Total of line 1, column (d)	2	.261399
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	.052280
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	98,737.
5 Multiply line 4 by line 3	5	5,162.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6.
7 Add lines 5 and 6	7	5,168.
8 Enter qualifying distributions from Part XII, line 4	8	4,782.

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.

BARBARA MORGAN MEMORIAL TRUST
C/O CITIZENS BANK WEALTH MANAGEMENT, NA

Form 990-PF (2009)

38-3413062 Page 4

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	11.
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	11.
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	11.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	120.
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	120.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	109.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 40. Refunded <input type="checkbox"/>	11	69.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

Form 990-PF (2009)

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 instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ CITIZENS BANK WEALTH MANAGEMENT, NA Telephone no ▶ (989) 776-7368 Located at ▶ 101 N WASHINGTON AVENUE, SAGINAW, MI ZIP+4 ▶ 48607			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) 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

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)? Yes No
Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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.

(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
CITIZENS BANK WEALTH MANAGEMENT, N.A. 328 S SAGINAW ST FLINT, MI 48502	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	
3 All other program-related investments See instructions	
Total. Add lines 1 through 3 ▶ 0.	

Form 990-PF (2009)

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	100,252.
b	Average of monthly cash balances	1b	-11.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	100,241.
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	100,241.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,504.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	98,737.
6	Minimum investment return. Enter 5% of line 5	6	4,937.

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	4,937.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	11.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	11.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,926.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,926.
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	4,926.

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	4,782.
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	4,782.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,782.

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				4,926.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,911.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 4,782.				
a Applied to 2008, but not more than line 2a			1,911.	
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				2,871.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		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				2,055.
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	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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))
- NONE
- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- NONE

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 9

- 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	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
Name and address (home or business)				
<i>a Paid during the year</i>				
THOMAS WHITE ELEMENTARY SCHOOL 3650 SOUTHFIELD DRIVE SAGINAW, MI 48602	NONE	PUBLIC SCHOOL	EDUCATIONAL	1,000.
WHITE PINE MIDDLE SCHOOL 505 N CENTER SAGINAW, MI 48626	NONE	PUBLIC SCHOOL	EDUCATIONAL	1,325.
Total			▶ 3a	2,325.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST ON MONEY MARKETS	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTMENT INCOME	2,610.	193.	2,417.
TOTAL TO FM 990-PF, PART I, LN 4	2,610.	193.	2,417.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE	602.	0.		602.
TO FORM 990-PF, PG 1, LN 16B	602.	0.		602.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CITIZENS BANK WEALTH MANAGEMENT, N.A. - TRUSTEE FEES	3,710.	1,855.		1,855.
TO FORM 990-PF, PG 1, LN 16C	3,710.	1,855.		1,855.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	9.	9.			0.
ESTIMATES	114.	0.			0.
TO FORM 990-PF, PG 1, LN 18	123.	9.			0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
TRANSACTIONS POSTED FOR PRIOR PERIOD		17.	
RETURN ON CAPITAL		28.	
TOTAL TO FORM 990-PF, PART III, LINE 3		45.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MUTUAL FUNDS - EQUITY	60,697.	65,467.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	60,697.	65,467.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MUTUAL FUNDS - FIXED	43,173.	43,235.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	43,173.	43,235.	

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

HELEN JAMES, C/O CITIZENS BANK WEALTH MANAGEMENT, N.A.
101 NORTH WASHINGTON AVENUE
SAGINAW, MI 48607

TELEPHONE NUMBER

(989)776-7368

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS ARE AVAILABLE

ANY SUBMISSION DEADLINES

NONE AT THIS TIME

RESTRICTIONS AND LIMITATIONS ON AWARDS

TEACHERS AND SCHOOLS MAY APPLY FOR GRANTS TO BRING PROFESSIONAL MUSICIANS,
STORYTELLERS, DANCERS AND ARTISTS TO APPEAR IN PROGRAMS OR CONDUCT
WORKSHOPS

FROM 01/01/2009
TO 12/31/2009

CITIZENS BANK WEALTH MANAGEMENT, N A
STATEMENT OF CAPITAL GAINS AND LOSSES
BARBARA A MORGAN MEMORIAL TRUST

PAGE 28

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TRUST YEAR ENDING 12/31/2009

TAX PREPARER. SC
TRUST ADMINISTRATOR. HMJ
INVESTMENT OFFICER. HJZ

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
24.4710 ASTON MONTAG & CALDWELL GTH FD CL I - 00078H281 - MINOR = 3505						
SOLD		10/01/2009	507.53			
ACQ	24 4710	02/04/2008	507.53	585.84	-78.31	LT15
322.5790 ASTON MONTAG & CALDWELL GTH FD CL I - 00078H281 - MINOR = 3505						
SOLD		11/25/2009	7248.35			
ACQ	322.5790	02/04/2008	7248.35	7722.54	-474.19	LT15
9.5690 ASTON MONTAG & CALDWELL GTH FD CL I - 00078H281 - MINOR = 3505						
SOLD		12/03/2009	211.86			
ACQ	9.5690	02/04/2008	211.86	229.08	-17.22	LT15
11.4810 BARON ASSET FD SMALL CAP FD #583 - 068278308 - MINOR = 3505						
SOLD		12/03/2009	209.18			
ACQ	11.4810	11/25/2009	209.18	209.53	-0.35	ST
18.4160 BRIDGEWAY ULTRA-SMALL COMPANY MKT FD - 108747403 - MINOR = 3505						
SOLD		12/03/2009	202.34			
ACQ	18.4160	11/25/2009	202.34	211.42	-9.08	ST
57.9350 COLUMBIA VALUE AND RESTRUCTURING FUND CLASS Z - 19765Y514 - MINOR = 3503						
SOLD		10/01/2009	2236.87			
ACQ	57.9350	02/04/2008	2236.87	3167.91	-931.04	LT15
183.0720 COLUMBIA VALUE AND RESTRUCTURING FUND CLASS Z - 19765Y514 - MINOR = 3503						
SOLD		11/25/2009	7839.14			
ACQ	167.3190	02/04/2008	7164.60	9149.09	-1984.49	LT15
	15.7530	03/11/2009	674.54	379.33	295.21	ST
7.1960 COLUMBIA VALUE AND RESTRUCTURING FUND CLASS Z - 19765Y514 - MINOR = 3503						
SOLD		12/03/2009	302.66			
ACQ	7.1960	03/11/2009	302.66	173.28	129.38	ST
39.8140 DFA INTERNATIONAL CORE EQUITY - 233203371 - MINOR = 3503						
SOLD		12/03/2009	411.28			
ACQ	39.8140	11/25/2009	411.28	410.88	0.40	ST
57.7900 DFA US CORE EQUITY 1 PORTFOLIO - 233203413 - MINOR = 3505						
SOLD		12/03/2009	522.42			
ACQ	57.7900	11/25/2009	522.42	527.04	-4.62	ST
11.6880 DFA EMERGING MARKETS CORE EQUITY FUND - 233203421 - MINOR = 3503						
SOLD		12/03/2009	210.85			
ACQ	11.6880	11/25/2009	210.85	209.80	1.05	ST
81.4140 JENNDRY FUNDS - DRYDEN SMALL CAP CORE EQUITY CLASS Z - 26249A400 - MINOR = 3505						
SOLD		10/01/2009	1107.23			
ACQ	81.4140	02/04/2008	1107.23	1556.64	-449.41	LT15
543.5300 JENNDRY FUNDS - DRYDEN SMALL CAP CORE EQUITY CLASS Z - 26249A400 - MINOR = 3505						
SOLD		11/25/2009	7571.37			
ACQ	393.2720	02/04/2008	5478.28	7519.36	-2041.08	LT15
	150.2580	03/11/2009	2093.09	1361.34	731.75	ST
27.3160 HARBOR INTERNATIONAL FD-INST - 411511306 - MINOR = 3503						
SOLD		10/01/2009	1392.30			
ACQ	27.3160	07/21/1999	1392.30	1096.19	296.11	LT15
66.5280 HARBOR INTERNATIONAL FD-INST - 411511306 - MINOR = 3503						
SOLD		11/25/2009	3777.44			
ACQ	39.6740	07/21/1999	2252.68	1592.12	660.56	LT15
	4.8480	12/30/2003	275.27	177.14	98.13	LT15
	22.0060	12/22/2000	1249.49	740.71	508.78	LT15
5.1010 HARBOR INTERNATIONAL FD-INST - 411511306 - MINOR = 3503						
SOLD		12/03/2009	287.08			
ACQ	5.1010	12/22/2000	287.08	171.70	115.38	LT15
99.3770 JP MORGAN U.S. REAL ESTATE FUND - SEL - 4812C0613 - MINOR = 3505						
SOLD		10/01/2009	1055.38			
ACQ	99.3770	03/20/2008	1055.38	1814.62	-759.24	LT15
31.4310 JP MORGAN U.S. REAL ESTATE FUND - SEL - 4812C0613 - MINOR = 3505						
SOLD		12/03/2009	366.80			
ACQ	31.4310	03/20/2008	366.80	573.93	-207.13	LT15
436.7770 MORGAN STANLEY INTERNATIONAL EQUITY FD CL I - 61744J408 - MINOR = 3503						
SOLD		10/01/2009	5590.75			
ACQ	436.7770	11/13/2003	5590.75	7774.63	-2183.88	LT15
294.4750 PIMCO FDS TOTAL RETURN FD INST #35 - 693390700 - MINOR = 3506						
SOLD		03/11/2009	2924.14			
ACQ	294.4750	08/05/2008	2924.14	3106.71	-182.57	ST
10.3040 PIMCO FDS TOTAL RETURN FD INST #35 - 693390700 - MINOR = 3506						
SOLD		12/03/2009	113.34			
ACQ	10.3040	10/01/2009	113.34	112.83	0.51	ST
12.7460 PIMCO HIGH YIELD FUND #108 - 693390841 - MINOR = 3506						
SOLD		03/11/2009	78.90			
ACQ	12.7460	02/04/2008	78.90	120.96	-42.06	LT15
6.9480 PIMCO HIGH YIELD FUND #108 - 693390841 - MINOR = 3506						
SOLD		10/01/2009	58.78			
ACQ	6.9480	02/04/2008	58.78	65.94	-7.16	LT15
31.1010 PIMCO HIGH YIELD FUND #108 - 693390841 - MINOR = 3506						
SOLD		12/03/2009	269.02			
ACQ	31.1010	02/04/2008	269.02	295.15	-26.13	LT15
267.2440 PIMCO REAL RETURN FUND CLI #122 - 693391104 - MINOR = 3506						
SOLD		03/11/2009	2493.39			
ACQ	267.2440	02/04/2008	2493.39	3033.22	-539.83	LT15
1027.7040 PIMCO REAL RETURN FUND CLI #122 - 693391104 - MINOR = 3506						
SOLD		11/25/2009	11458.90			
ACQ	875.1350	02/04/2008	9757.76	9932.78	-175.02	LT15
	152.5690	10/01/2009	1701.14	1650.80	50.34	ST

FROM 01/01/2009
TO 12/31/2009

CITIZENS BANK WEALTH MANAGEMENT, N A
STATEMENT OF CAPITAL GAINS AND LOSSES
BARBARA A MORGAN MEMORIAL TRUST

PAGE 29

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TRUST YEAR ENDING 12/31/2009

TAX PREPARER. SC
TRUST ADMINISTRATOR. HMJ
INVESTMENT OFFICER. HJZ

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
37 9760 PIONEER CULLEN VALUE FUND CLASS Y - 72387X406 - MINOR = 3505						
SOLD		10/01/2009	593 94			
ACQ	37.9760	02/04/2008	593 94	781.55	-187 61	LT15
652 7070 PIONEER CULLEN VALUE FUND CLASS Y - 72387X406 - MINOR = 3505						
SOLD		11/25/2009	10998 11			
ACQ	560 5180	02/04/2008	9444 73	11535 45	-2090.72	LT15
	92 1890	03/11/2009	1553.38	1029 75	523.63	ST
89 4310 T ROWE PRICE INTERNATIONAL BOND FUND #76 - 77956H104 - MINOR = 3503						
SOLD		03/11/2009	769 11			
ACQ	89 4310	02/04/2008	769.11	926 50	-157 39	LT15
31 7140 T ROWE PRICE INTERNATIONAL BOND FUND #76 - 77956H104 - MINOR = 3503						
SOLD		12/03/2009	328.24			
ACQ	31 7140	02/04/2008	328 24	328.56	-0 32	LT15
95.9620 TRANSAMERICA PREMIER INSTITUTIONAL EQUITY FUND - 893509349 - MINOR = 3505						
SOLD		10/01/2009	836 79			
ACQ	95 9620	02/04/2008	836 79	1171 70	-334.91	LT15
1275 0230 TRANSAMERICA EQUITY CL I #1731 - 893961342 - MINOR = 3505						
SOLD		11/25/2009	10531.69			
ACQ	990.3280	02/04/2008	8180.11	10497 30	-2317.19	LT15
	284.6950	03/11/2009	2351 58	1507.62	843 96	ST
373 1190 VANGUARD TOTAL BOND MARKET INDEX FUND - SIG #1351 - 921937868 - MINOR = 3506						
SOLD		03/11/2009	3723 73			
ACQ	373 1190	08/05/2008	3723 73	3708.80	14 93	ST
48.8270 VANGUARD TOTAL BOND MARKET INDEX FUND - SIG #1351 - 921937868 - MINOR = 3506						
SOLD		12/03/2009	512 68			
ACQ	48 8270	11/25/2009	512.68	514 64	-1 96	ST
12 5160 VANGUARD INFLATION-PROTECTED SECURITIES FUND-IV #119 - 922031869 - MINOR = 3506						
SOLD		12/03/2009	162 33			
ACQ	12 5160	11/25/2009	162 33	162 83	-0 50	ST
10 9900 VANGUARD TOTAL STOCK MKT IDX INV #85 - 922908306 - MINOR = 3505						
SOLD		12/03/2009	296 84			
ACQ	10.9900	11/25/2009	296 84	299.37	-2 53	ST
TOTALS			87200 76	98136 58		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	2389 55	0 00	-13325 37	0 00	0 00	0 00*
COMMON TRUST FUND	0.00	0 00	0 00			0.00
CAPITAL GAIN DIVIDENDS	71.28	0.00	26 62			0 00
	2460 83	0 00	-13298.75	0 00	0 00	0 00
STATE						
SUBTOTAL FROM ABOVE	2389.55	0 00	-13325 37	0.00	0.00	0 00*
COMMON TRUST FUND	0 00	0.00	0 00			0 00
CAPITAL GAIN DIVIDENDS	71 28	0.00	26 62			0 00
	2460 83	0 00	-13298 75	0.00	0 00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
MICHIGAN	0 00	0 00

MORGAN
EIN 38-3413062

BARBARA ANN MORGAN

Statement Period: 12/01/09 - 12/31/09

Asset Position As of 12/31/09

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Cash Equivalents				
Goldman Sachs Fin Sq PR Ob CI I #462	3,457.480	3,457.48 3,457.48	0.00 0.53	0.02%
Goldman Sachs Fin Sq PR Ob CI I #462 (Invested Income)	230.540	230.54 230.54	0.00 0.03	0.02%
Total Cash Equivalents		\$ 3,688.02 \$ 3,688.02	0.00 0.56	0.02%
Equities				
Aston Montag & Caldwell Gth Fd CI I	138.721	3,125.38 3,251.90	16.00	0.52%
Baron Asset Fd Small Cap Fd #583	169.035	3,255.61 3,084.88	0.00	0.00%
Bridgeway Ultra-Small Company Mkt Fd	272.587	3,257.41 3,129.41	47.00	1.45%
Columbia Value and Restructuring Fund Class Z	72.812	3,115.63 1,753.32	41.00	1.32%
DFA International Core Equity	926.317	9,392.85 8,531.80	185.00	1.97%
DFA US Core Equity 1 Portfolio	2,479.326	23,057.73 22,610.44	319.00	1.39%
DFA Emerging Markets Core Equity Fund	172.495	3,144.58 3,096.12	41.00	1.32%
Harbor Fd Intl Fd Inst	54.880	3,011.27 1,698.55	38.00	1.28%
JP Morgan U.S. Real Estate Fund - Sel	359.365	4,387.85 3,895.75	100.00	2.30%
Vanguard Total Stock Market Index Fund - SG #1341	366.725	9,718.21 9,645.08	190.00	1.96%
Total Equities		\$ 65,466.52 \$ 60,697.25	977.00 0.00	1.50%



BARBARA ANN MORGAN

Statement Period: 12/01/09 - 12/31/09

Asset Position As of 12/31/09

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Fixed Income				
Pimco Fds Total Return Fd Inst #35	1,101.291	11,893.94 11,699.62	376.00 35.01	3.16%
Pimco High Yield Fund #108	359.005	3,159.24 3,406.95	255.00 21.92	8.08%
T Rowe Price International Bond Fund #76	298.825	2,949.40 2,852.64	76.00 6.82	2.60%
Vanguard Total Bond Market Index Fund - Sig #1351	2,037.131	21,084.31 20,916.49	815.00 69.88	3.87%
Vanguard Inflation-Protected Securities Fund-IV #119	330.532	4,148.18 4,297.67	70.00	1.71%
Total Fixed Income		\$ 43,235.07 \$ 43,173.37	1,592.00 133.63	3.69%
Miscellaneous				
Misc Jewelry	1.000	1.00 1.00	0.00	0.00%
Total Miscellaneous		\$ 1.00 \$ 1.00	0.00 0.00	0.00%
Cash				
Cash		0.00 0.00	0.00	0.00%
Total Cash		\$ 0.00 \$ 0.00	0.00 0.00	0.00%
Total Market Value		\$ 112,390.61 \$ 107,559.64	2,569.00 134.19	2.29%