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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

2009

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 ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

JOHN ELWYN STONE TR U/W TAX EXEMPT TRUST
318177003

A Employer identification number

51-0175745

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

Room/suite

PO BOX 477

City or town, state, and ZIP code

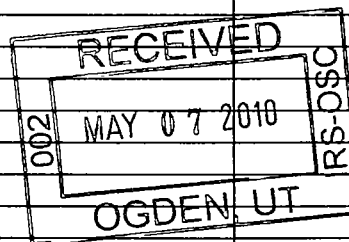
CONCORD, NH 03302-0477

B Telephone number (see page 10 of the instructions)

(603) 229-5810

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 6,741,387.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	183.	183.		STMT 1
4 Dividends and interest from securities	222,888.	222,888.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-104,119.			
b Gross sales price for all assets on line 6a 2,664,782.				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	118,952.	223,071.		
13 Compensation of officers, directors, trustees, etc.	34,057.	34,057.		
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) STMT 2	575.	575.	NONE	NONE
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	4,934.	937.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 4	198.	198.		
24 Total operating and administrative expenses. Add lines 13 through 23	39,764.	35,767.	NONE	NONE
25 Contributions, gifts, grants paid	389,241.			389,241.
26 Total expenses and disbursements. Add lines 24 and 25	429,005.	35,767.	NONE	389,241.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-310,053.			
b Net investment income (if negative, enter -0-)		187,304.		
c Adjusted net income (if negative, enter -0-)				



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

JSA

Form 990-PF (2009)

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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	Savings and temporary cash investments	300,799.	212,873.	212,873.
	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 ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule) STMT 5	1,872,688.	1,528,584.	1,616,441.
	b	Investments - corporate stock (attach schedule) STMT 6	3,473,045.	2,805,276.	3,462,800.
	c	Investments - corporate bonds (attach schedule) STMT 8	751,813.	1,424,529.	1,445,173.
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule)			
15	Other assets (describe ▶ STMT 9)	-112,930.	4,100.	4,100.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,285,415.	5,975,362.	6,741,387.	
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"/>				
	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	6,285,415.	5,975,362.	
	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)	6,285,415.	5,975,362.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,285,415.	5,975,362.	

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	6,285,415.
2	Enter amount from Part I, line 27a	2	-310,053.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,975,362.
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	5,975,362.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-104,119.	
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	234,030.	6,860,372.	0.03411331047
2007	NONE	NONE	NONE
2006			
2005			
2004			
2 Total of line 1, column (d)			2 0.03411331047
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 0.01705665524
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 6,218,980.
5 Multiply line 4 by line 3			5 106,075.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,873.
7 Add lines 5 and 6			7 107,948.
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.			8 389,241.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b.		1	1,873.
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	1,873.
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	1,873.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,968.	
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	1,968.	
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	95.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 95. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► STMT 10		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> TD BANK, N.A. Telephone no <input type="checkbox"/> (603) 229-5810			
Located at <input type="checkbox"/> PO BOX 477, CONCORD, NH ZIP + 4 <input type="checkbox"/> 03302				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	<input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year		15		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 type="checkbox"/> Yes <input checked="" 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)? <input type="checkbox"/> 1b		
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <input type="checkbox"/> 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 <input type="checkbox"/>		
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.) <input type="checkbox"/> 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. <input type="checkbox"/>		
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.) <input type="checkbox"/> 3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> 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? <input type="checkbox"/> 4b		X

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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

5b

6b

7b

X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see 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 11		34,057.	-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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	

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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	5,977,556.
b	Average of monthly cash balances	1b	332,029.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	4,100.
d	Total (add lines 1a, b, and c)	1d	6,313,685.
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	6,313,685.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	94,705.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,218,980.
6	Minimum investment return. Enter 5% of line 5	6	310,949.

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	310,949.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,873.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,873.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	309,076.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	309,076.
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	309,076.

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	389,241.
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	389,241.
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	1,873.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	387,368.

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				309,076.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			105,059.	
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>389,241.</u>				
a Applied to 2008, but not more than line 2a			105,059.	
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				284,182.
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.				24,894.
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

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

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 13				
Total			3a	389,241.
b Approved for future payment				
Total			3b	

Form **990-PF** (2009)

Enter gross amounts unless otherwise indicated.

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

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

Form **990-PF** (2009)

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 LONG-TERM CAPITAL GAIN DIVIDENDS					1,478.	
7,554.00		270. AT&T INC PROPERTY TYPE: SECURITIES 7,135.00					10/20/2008	12/11/2009
							419.00	
38,496.00		2400. ADOBE SYSTEMS INC PROPERTY TYPE: SECURITIES 45,987.00					01/09/2004	03/02/2009
							-7,491.00	
19,070.00		470. AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES 17,531.00					09/18/2008	12/11/2009
							1,539.00	
11,557.00		380. ANALOG DEVICES INC PROPERTY TYPE: SECURITIES 7,547.00					11/13/2008	12/11/2009
							4,010.00	
8,708.00		120. APACHE CORP COM PROPERTY TYPE: SECURITIES 12,604.00					08/12/2008	04/30/2009
							-3,896.00	
10,382.00		110. APACHE CORP COM PROPERTY TYPE: SECURITIES 11,553.00					08/12/2008	12/11/2009
							-1,171.00	
11,144.00		560. AUTODESK INC PROPERTY TYPE: SECURITIES 17,881.00					11/23/2004	04/30/2009
							-6,737.00	
7,321.00		310. AUTODESK INC PROPERTY TYPE: SECURITIES 9,898.00					11/23/2004	12/11/2009
							-2,577.00	
9,894.00		230. AUTOMATIC DATA PROCESSING INC PROPERTY TYPE: SECURITIES 9,253.00					11/02/2009	12/11/2009
							641.00	
11,864.00		2000. BANK AMERICA CORP PROPERTY TYPE: SECURITIES 92,420.00					11/23/2004	02/11/2009
							-80,556.00	

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)	
54,473.00		700. BARD C R INC PROPERTY TYPE: SECURITIES 41,930.00					11/23/2004 12,543.00	03/02/2009
6,263.00		390. BARCLAYS PLC ADR PROPERTY TYPE: SECURITIES 2,464.00					02/11/2009 3,799.00	04/30/2009
23,100.00		568.976 BARON ASSET FD GROWTH & INC PROPERTY TYPE: SECURITIES 19,920.00					07/17/2009 3,180.00	12/14/2009
44,829.00		700. BECTON DICKINSON PROPERTY TYPE: SECURITIES 37,933.00					11/23/2004 6,896.00	03/02/2009
12,219.00		220. BOEING CO PROPERTY TYPE: SECURITIES 6,498.00					03/02/2009 5,721.00	12/11/2009
75,465.00		2740. CVS CORP COM PROPERTY TYPE: SECURITIES 72,207.00					03/15/2005 3,258.00	02/11/2009
6,544.00		100. CHEVRONTExACO CORP PROPERTY TYPE: SECURITIES 6,799.00					10/20/2008 -255.00	04/30/2009
7,765.00		100. CHEVRONTExACO CORP PROPERTY TYPE: SECURITIES 6,799.00					10/20/2008 966.00	12/11/2009
125,299.00		2400. CHURCH & DWIGHT CO. PROPERTY TYPE: SECURITIES 73,512.00					11/23/2004 51,787.00	02/11/2009
8,795.00		460. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 11,891.00					05/12/2008 -3,096.00	04/30/2009
18,004.00		760. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 19,645.00					05/12/2008 -1,641.00	12/11/2009

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)	
69,299.00		4000. COGNIZANT TECHN LGY SLTNS COR PROPERTY TYPE: SECURITIES 74,089.00					11/23/2004 -4,790.00	03/02/2009
10,916.00		130. COLGATE PALMOLIVE PROPERTY TYPE: SECURITIES 8,157.00					02/11/2009 2,759.00	12/11/2009
13,223.00		260. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 12,019.00					02/11/2009 1,204.00	12/11/2009
70,106.00		1240. DANAHER CORP PROPERTY TYPE: SECURITIES 41,410.00					03/19/2003 28,696.00	02/11/2009
61,340.00		2380. DENTSPLY INTL INC PROPERTY TYPE: SECURITIES 65,505.00					03/09/2005 -4,165.00	02/11/2009
14,114.00		850. E M C CORP MASS PROPERTY TYPE: SECURITIES 10,673.00					06/23/2009 3,441.00	12/11/2009
2,657.00		160. E M C CORP MASS PROPERTY TYPE: SECURITIES 1,651.00					11/13/2008 1,006.00	12/11/2009
51,188.00		770. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 68,691.00					05/12/2008 -17,503.00	04/30/2009
146,079.00		150000. FEDERAL HOME LN BK 5.67% 02/26/2 PROPERTY TYPE: SECURITIES 146,079.00					03/03/1999	02/26/2009
150,000.00		150000. FEDERAL HOME LN BK 6.500% 08/14/ PROPERTY TYPE: SECURITIES 151,083.00					07/16/1999 -1,083.00	08/14/2009
46,942.00		50000. FEDERAL HOME LN BK 6.500% 11/13/2 PROPERTY TYPE: SECURITIES 46,942.00					01/28/2000	11/13/2009

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)	
32,493.00		800. FEDEX CORP PROPERTY TYPE: SECURITIES 32,136.00					08/20/2001 357.00	03/02/2009
10,189.00		640. GENERAL ELECTRIC PROPERTY TYPE: SECURITIES 4,915.00					03/02/2009 5,274.00	12/11/2009
12,648.00		480. HOME DEPOT INC PROPERTY TYPE: SECURITIES 13,761.00					05/12/2008 -1,113.00	04/30/2009
10,992.00		550. IMS HEALTH INC COM PROPERTY TYPE: SECURITIES 7,985.00					02/11/2009 3,007.00	12/11/2009
17,252.00		360. ILLINOIS TOOL WKS INC PROPERTY TYPE: SECURITIES 12,684.00					02/11/2009 4,568.00	12/11/2009
14,061.00		710. INTEL CORP PROPERTY TYPE: SECURITIES 16,820.00					05/12/2008 -2,759.00	12/11/2009
32,991.00		890. ISHARES COHEN & STEERS RLTY PROPERTY TYPE: SECURITIES 43,553.00					02/11/2009 -10,562.00	04/30/2009
39,759.00		780. ISHARES COHEN & STEERS RLTY PROPERTY TYPE: SECURITIES 23,381.00					03/02/2009 16,378.00	12/11/2009
55,092.00		1200. ISHARES TR RUSL 2000 VALUE PROPERTY TYPE: SECURITIES 97,776.00					01/31/2007 -42,684.00	04/30/2009
63,675.00		1200. ISHARES TR RUSL 2000 GROWTH PROPERTY TYPE: SECURITIES 96,564.00					01/31/2007 -32,889.00	04/30/2009
7,361.00		220. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 10,399.00					05/12/2008 -3,038.00	04/30/2009

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)	
7,340.00		180. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 8,508.00					05/12/2008 -1,168.00	12/11/2009
8,853.00		170. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 10,268.00					11/23/2004 -1,415.00	04/30/2009
9,716.00		150. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 9,060.00					11/23/2004 656.00	12/11/2009
159,595.00		9695.903 KEELEY SMALL CAP VALUE FUND - A PROPERTY TYPE: SECURITIES 131,957.00					04/30/2009 27,638.00	07/17/2009
63,339.00		1000. L-3 COMMUNICATIONS HLDGS INC COM PROPERTY TYPE: SECURITIES 69,974.00					11/23/2004 -6,635.00	03/02/2009
7,419.00		270. LEGG MASON INC PROPERTY TYPE: SECURITIES 14,735.00					01/08/2004 -7,316.00	12/11/2009
62,033.00		4310.828 MFS RESEARCH INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 47,850.00					05/07/2009 14,183.00	12/14/2009
47,937.00		1800. MARATHON OIL PROPERTY TYPE: SECURITIES 30,713.00					01/08/2004 17,224.00	02/11/2009
62,184.00		1170. MCDONALDS CORP PROPERTY TYPE: SECURITIES 38,003.00					02/25/2005 24,181.00	04/30/2009
10,853.00		340. MEDTRONIC INC PROPERTY TYPE: SECURITIES 11,028.00					02/11/2009 -175.00	04/30/2009
12,102.00		600. MICROSOFT CORP PROPERTY TYPE: SECURITIES 18,030.00					05/12/2008 -5,928.00	04/30/2009

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)	
12,809.00		430. MICROSOFT CORP PROPERTY TYPE: SECURITIES 12,922.00					05/12/2008 -113.00	12/11/2009
25,811.00		550. MOHAWK INDS INC PROPERTY TYPE: SECURITIES 41,823.00					05/12/2008 -16,012.00	12/14/2009
9,089.00		110. MONSANTO CO NEW PROPERTY TYPE: SECURITIES 9,841.00					10/20/2008 -752.00	12/11/2009
12,917.00		240. NOVARTIS A G SPONSORED ADR PROPERTY TYPE: SECURITIES 12,006.00					11/13/2008 911.00	12/11/2009
59,268.00		1650. OPPENHEIMER GLOBAL FD CLASS A PROPERTY TYPE: SECURITIES 87,912.00					01/09/2004 -28,644.00	02/11/2009
9,801.00		160. PEPSICO PROPERTY TYPE: SECURITIES 8,109.00					02/11/2009 1,692.00	12/11/2009
11,373.00		230. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 13,959.00					02/17/2006 -2,586.00	04/30/2009
58,966.00		1800. QUALCOMM, INC. PROPERTY TYPE: SECURITIES 72,702.00					11/23/2004 -13,736.00	03/02/2009
31,122.00		610. QUEST DIAGNOSTICS INC COM PROPERTY TYPE: SECURITIES 27,887.00					11/23/2004 3,235.00	04/30/2009
9,061.00		150. QUEST DIAGNOSTICS INC COM PROPERTY TYPE: SECURITIES 6,858.00					11/23/2004 2,203.00	12/11/2009
19,963.00		290. RESEARCH IN MOTION LTD PROPERTY TYPE: SECURITIES 10,447.00					03/06/2009 9,516.00	04/30/2009

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)	
45,358.00		650. RESEARCH IN MOTION LTD PROPERTY TYPE: SECURITIES 23,415.00					03/06/2009 21,943.00	06/23/2009
24,555.00		450. RESEARCH IN MOTION LTD PROPERTY TYPE: SECURITIES 16,210.00					03/06/2009 8,345.00	11/02/2009
54,508.00		650. SPDR TR UNIT SER 1 PROPERTY TYPE: SECURITIES 58,852.00					12/31/2008 -4,344.00	02/11/2009
7,824.00		170. SEMPRA ENERGY COMMON PROPERTY TYPE: SECURITIES 9,845.00					05/12/2008 -2,021.00	04/30/2009
7,766.00		140. SEMPRA ENERGY COMMON PROPERTY TYPE: SECURITIES 8,107.00					05/12/2008 -341.00	12/11/2009
10,453.00		240. SIGMA ALDRICH CORP PROPERTY TYPE: SECURITIES 10,160.00					11/13/2008 293.00	04/30/2009
11,794.00		300. STATE STREET CORP COM PROPERTY TYPE: SECURITIES 12,320.00					11/13/2008 -526.00	12/11/2009
8,979.00		110. 3M CO PROPERTY TYPE: SECURITIES 5,642.00					02/11/2009 3,337.00	12/11/2009
8,124.00		140. UNITED PARCEL SVC INC CL B PROPERTY TYPE: SECURITIES 5,423.00					03/02/2009 2,701.00	12/11/2009
7,291.00		150. UNITED TECHNOLOGIES PROPERTY TYPE: SECURITIES 9,380.00					09/18/2008 -2,089.00	04/30/2009
8,315.00		120. UNITED TECHNOLOGIES PROPERTY TYPE: SECURITIES 7,504.00					09/18/2008 811.00	12/11/2009

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)	
15,959.00		680. UNITEDHEALTH GROUP INC COM PROPERTY TYPE: SECURITIES 15,686.00					07/17/2002 273.00	04/30/2009
67,776.00		3200. VANGUARD INTERNATIONAL VALUE #46 PROPERTY TYPE: SECURITIES 107,680.00					08/12/2005 -39,904.00	02/11/2009
47,909.00		2948.25 VANGUARD MID-CAP INDEX FUND #859 PROPERTY TYPE: SECURITIES 37,148.00					05/07/2009 10,761.00	12/14/2009
7,400.00		220. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 7,638.00					08/12/2008 -238.00	12/11/2009
11,075.00		220. WALMART STORES, INC PROPERTY TYPE: SECURITIES 12,791.00					05/12/2008 -1,716.00	04/30/2009
5,418.00		140. WALGREEN CO PROPERTY TYPE: SECURITIES 3,781.00					02/11/2009 1,637.00	12/11/2009
4,644.00		120. WALGREEN CO PROPERTY TYPE: SECURITIES 2,917.00					11/13/2008 1,727.00	12/11/2009
41,097.00		4000. WESTERN UN CO COM PROPERTY TYPE: SECURITIES 74,410.00					03/02/2009 -33,313.00	03/06/2009
9,110.00		220. XTO ENERGY INC PROPERTY TYPE: SECURITIES 14,002.00					05/12/2008 -4,892.00	12/11/2009
9,477.00		200. XTO ENERGY INC PROPERTY TYPE: SECURITIES 7,602.00					02/11/2009 1,875.00	12/16/2009
60,652.00		1280. XTO ENERGY INC PROPERTY TYPE: SECURITIES 81,469.00					05/12/2008 -20,817.00	12/16/2009

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)	
9,975.00		290. YUM BRANDS INC PROPERTY TYPE: SECURITIES 11,786.00					05/12/2008 -1,811.00	12/11/2009
7,458.00		170. ZIMMER HLDGS INC PROPERTY TYPE: SECURITIES 7,288.00					11/13/2008 170.00	04/30/2009
7,713.00		130. ZIMMER HLDGS INC PROPERTY TYPE: SECURITIES 5,573.00					11/13/2008 2,140.00	12/11/2009
TOTAL GAIN(LOSS)					----- -104,119. =====	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
TD ASSET MGMT US GOVT PORT INSTL #2	183.	183.
	-----	-----
TOTAL	183.	183.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	575.	575.		
TOTALS	575.	575.	NONE	NONE
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	185.	185.
990-PF TAXES	3,997.	
FOREIGN TAXES ON QUALIFIED FOR	411.	411.
FOREIGN TAXES ON NONQUALIFIED	341.	341.
	-----	-----
TOTALS	4,934.	937.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
STATE/PROBATE FEES	198.	198.
TOTALS	198.	198.
	=====	=====

JOHN ELWYN STONE TR U/W TAX EXEMPT TRUST

51-0175745

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

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
200000 FEDERAL HME LN BK 6.875	202,740.	207,719.
100000 FEDERAL HME LN BK 5.50%	105,222.	111,188.
150000 FEDERAL HME LN BK 4.875	150,000.	160,313.
100000 FEDERAL HME LN BK 4.625	97,692.	107,500.
50000 FEDERAL HME LN BK 4.875%	50,240.	54,234.
200000 FEDERAL HME LN BK 5.125	202,494.	215,532.
250000 FEDERAL HME LN BK 5.375	260,705.	271,406.
50000 FEDERAL HME LN BK 4%	48,363.	51,860.
100000 FEDERAL HME LN BK 4.5%	97,121.	107,844.
100000 FED FARM CREDIT BK 5.87	107,781.	112,719.
100000 FED FARM CREDIT BK 4.95	100,109.	109,469.
100000 U S TREAS BONDS 5.000%	106,117.	106,657.
	-----	-----
TOTALS	1,528,584.	1,616,441.
	=====	=====

JOHN ELWYN STONE TR U/W TAX EXEMPT TRUST

51-0175745

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
590 APOLLO GROUP INC CL A	36,056.	35,742.
1685 WALT DISNEY CO	49,016.	54,341.
1470 HOME DEPOT INC	40,032.	42,527.
680 MCDONALDS CORP	22,087.	42,459.
710 YUM BRANDS INC	28,855.	24,829.
730 COLGATE PALMOLIVE CO	45,803.	59,970.
750 PEPSICO INCORPORATED	38,009.	45,600.
1080 PHILIP MORRIS INTL INC	57,119.	52,045.
770 PROCTER & GAMBLE CO	46,731.	46,685.
780 WAL MART STORES INC	45,348.	41,691.
970 WALGREEN CO	23,581.	35,618.
795 APACHE CORPORATION	68,045.	82,020.
800 CHEVRON CORPORATION	54,395.	61,592.
1015 CONOCOPHILLIPS	45,826.	51,836.
1020 EXXON MOBIL CORP	85,298.	69,554.
970 ULTRA PETROLUEM CORP	49,283.	48,364.
950 AFLAC INCORPORATED	61,316.	43,938.
1820 AMERICAN EXPRESS CO	43,882.	73,746.
3180 BARCLAYS PLC ADR	20,094.	55,968.
1575 J P MORGAN CHASE & CO	68,535.	65,630.
1030 LEGG MASON INC	50,276.	31,065.
1100 STATE STREET CORP	41,066.	47,894.
1830 I M S HEALTH INC	26,120.	38,540.
880 JOHNSON & JOHNSON CO	53,152.	56,681.
1435 MEDTRONIC INC	45,171.	63,111.
710 NOVARITS A G SPONSORED ADR	32,006.	38,645.
840 QUEST DIAGNOSTICS INC COM	38,402.	50,719.
1160 UNITEDHEALTH GROUP INC	26,415.	35,357.
820 ZIMMER HLDGS INC	32,501.	48,470.

JOHN ELWYN STONE TR U/W TAX EXEMPT TRUST
 FORM 990PF, PART II - CORPORATE STOCK
 =====

51-0175745

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
580 BOEING CO	17,131.	31,395.
2000 GENERAL ELECTRIC CO	15,360.	30,260.
1140 ILLINOIS TOOLS WKS INC	38,759.	54,709.
750 3M CO	38,469.	62,003.
560 UNITED PARCEL SERVICE CL B	21,693.	32,127.
755 UNITED TECHNOLOGIES	40,804.	52,405.
1640 ANALOG DEVICES INC	31,794.	51,791.
2130 AUTODESK INC	55,945.	54,123.
1290 AUTO DATA PROCESSING INC	46,302.	55,238.
2890 CISCO SYSTEMS INC	64,630.	69,187.
3840 EMC CORPROATION/MASS	39,505.	67,085.
1000 HEWLETT PACKARD CO	28,088.	51,510.
2690 INTEL CORP	63,726.	54,876.
2370 MICROSOFT CORPORATION	71,219.	72,238.
455 MONSANTO CO NEW	38,363.	37,196.
935 SIGMA-ALDRICH CORP COMMON	39,580.	47,264.
1360 AT&T INC	34,985.	38,121.
1055 VERIZON COMMUNICATIONS	34,685.	34,952.
915 SEMPRA ENERGY COMMON	47,057.	51,222.
1275 SOUTHERN CO	45,503.	42,483.
4201.024 BARON GROWTH FUND 587	147,078.	173,544.
3320 ISHARES COHEN & STEERS RL	85,603.	174,366.
23449.172 MFS RESEARCH INTERNA	241,426.	335,792.
21043.75 VANGUARD MID-CAP INDE	243,151.	344,276.
	-----	-----
TOTALS	2,805,276.	3,462,800.
	=====	=====

JOHN ELWYN STONE TR U/W TAX EXEMPT TRUST
 FORM 990PF, PART II - CORPORATE BONDS
 =====

51-0175745

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
75000 BEAR STEARNS CO 5.70%	79,682.	82,525.
10000 CISCO SYSTEMS INC 5.25%	105,935.	104,933.
15000 CREDIT SUISSE FB 5.500%	157,784.	162,953.
10000 GEN ELEC CAP CRP 4.875%	98,584.	103,415.
75000 GOLDMAN SACHS GRP 5.70%	80,052.	80,675.
10000 JPMORGAN CHASE & CO	103,781.	103,498.
50000 OCCIDENTAL PETROLEUM 6.7	53,192.	54,708.
10000 PNC FUNDING CORP 5.25%	97,698.	102,836.
50000 PEPSICO INC 5.15%	51,352.	53,825.
50000 QUEBEC PROV 6.125%	51,870.	52,855.
75000 VERIZON NJ INC 5.875%	81,599.	79,908.
34929.894 PIMCO HIGH YLD FUND	305,000.	307,383.
14629.630 VANGUARD GNMA FUND	158,000.	155,659.
	-----	-----
TOTALS	1,424,529.	1,445,173.
	=====	=====

FORM 990PF, PART II - OTHER ASSETS

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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
SILVER SPOONS	4,100.	4,100.	4,100.
2000 EASEMENT ADJUSTMENT	-117,030.		
	-----	-----	-----
TOTALS	-112,930.	4,100.	4,100.
	=====	=====	=====

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

NH

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

=====

OFFICER NAME:

BRENDA DESCHENES, C/O TD BANK, N.A.

ADDRESS:

PO BOX 477

CONCORD, NH 03302-0477

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 34,057.

TOTAL COMPENSATION:

34,057.

=====

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	5,480,410.	306,848.	4,100.
FEBRUARY	5,001,281.	487,565.	4,100.
MARCH	5,354,964.	337,686.	4,100.
APRIL	5,702,314.	343,384.	4,100.
MAY	5,858,139.	374,288.	4,100.
JUNE	5,832,484.	333,038.	4,100.
JULY	6,129,948.	331,162.	4,100.
AUGUST	6,333,022.	299,469.	4,100.
SEPTEMBER	6,473,464.	312,106.	4,100.
OCTOBER	6,405,167.	317,638.	4,100.
NOVEMBER	6,635,068.	328,296.	4,100.
DECEMBER	6,524,412.	212,873.	4,100.
	-----	-----	-----
TOTAL	71,730,673.	3,984,353.	49,200.
	=====	=====	=====
AVERAGE FMV	5,977,556.	332,029.	4,100.
	=====	=====	=====

JOHN ELWYN STONE TR U/W TAX EXEMPT TRUST 51-0175745
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

DIVISION OF FOREST & LANDS

ADDRESS:

172 PEMBROKE RD - PO BOX 1856
CONCORD, NH 03302-1856

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

DAILY OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 389,241.

TOTAL GRANTS PAID:

389,241.

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JOHN ELWYN STONE TR U/W TAX EXEMPT TRUST
Schedule D Detail of Short-term Capital Gains and Losses

51-0175745

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT					
PURPOSES					
120. APACHE CORP COM	08/12/2008	04/30/2009	8,708.00	12,604.00	-3,896.00
230. AUTOMATIC DATA	11/02/2009	12/11/2009	9,894.00	9,253.00	641.00
390. BARCLAYS PLC ADR	02/11/2009	04/30/2009	6,263.00	2,464.00	3,799.00
568.976 BARON ASSET FD	07/17/2009	12/14/2009	23,100.00	19,920.00	3,180.00
220. BOEING CO	03/02/2009	12/11/2009	12,219.00	6,498.00	5,721.00
100. CHEVRONTXACO CORP	10/20/2008	04/30/2009	6,544.00	6,799.00	-255.00
460. CISCO SYSTEMS INC	05/12/2008	04/30/2009	8,795.00	11,891.00	-3,096.00
130. COLGATE PALMOLIVE	02/11/2009	12/11/2009	10,916.00	8,157.00	2,759.00
260. CONOCOPHILLIPS	02/11/2009	12/11/2009	13,223.00	12,019.00	1,204.00
850. E M C CORP MASS	06/23/2009	12/11/2009	14,114.00	10,673.00	3,441.00
770. EXXON MOBIL CORP	05/12/2008	04/30/2009	51,188.00	68,691.00	-17,503.00
640. GENERAL ELECTRIC	03/02/2009	12/11/2009	10,189.00	4,915.00	5,274.00
480. HOME DEPOT INC	05/12/2008	04/30/2009	12,648.00	13,761.00	-1,113.00
550. IMS HEALTH INC COM	02/11/2009	12/11/2009	10,992.00	7,985.00	3,007.00
360. ILLINOIS TOOL WKS INC	02/11/2009	12/11/2009	17,252.00	12,684.00	4,568.00
890. ISHARES COHEN &	02/11/2009	04/30/2009	32,991.00	43,553.00	-10,562.00
780. ISHARES COHEN &	03/02/2009	12/11/2009	39,759.00	23,381.00	16,378.00
220. J P MORGAN CHASE & CO	05/12/2008	04/30/2009	7,361.00	10,399.00	-3,038.00
9695.903 KEELEY SMALL CAP					
VALUE FUND - A FUND #245	04/30/2009	07/17/2009	159,595.00	131,957.00	27,638.00
4310.828 MFS RESEARCH					
INTERNATIONAL FUND I FUND #899	05/07/2009	12/14/2009	62,033.00	47,850.00	14,183.00
340. MEDTRONIC INC	02/11/2009	04/30/2009	10,853.00	11,028.00	-175.00
600. MICROSOFT CORP	05/12/2008	04/30/2009	12,102.00	18,030.00	-5,928.00
160. PEPSICO	02/11/2009	12/11/2009	9,801.00	8,109.00	1,692.00
290. RESEARCH IN MOTION	03/06/2009	04/30/2009	19,963.00	10,447.00	9,516.00
650. RESEARCH IN MOTION	03/06/2009	06/23/2009	45,358.00	23,415.00	21,943.00
450. RESEARCH IN MOTION	03/06/2009	11/02/2009	24,555.00	16,210.00	8,345.00
650. SPDR TR UNIT SER 1	12/31/2008	02/11/2009	54,508.00	58,852.00	-4,344.00
170. SEMPRA ENERGY COMMON	05/12/2008	04/30/2009	7,824.00	9,845.00	-2,021.00
240. SIGMA ALDRICH CORP	11/13/2008	04/30/2009	10,453.00	10,160.00	293.00
110. 3M CO	02/11/2009	12/11/2009	8,979.00	5,642.00	3,337.00
Totals					

51-0175745

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JOHN ELWYN STONE TR U/W TAX EXEMPT TRUST
Schedule D Detail of Long-term Capital Gains and Losses

51-0175745

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT					
270. AT&T INC	10/20/2008	12/11/2009	7,554.00	7,135.00	419.00
2400. ADOBE SYSTEMS INC	01/09/2004	03/02/2009	38,496.00	45,987.00	-7,491.00
470. AMERICAN EXPRESS CO	09/18/2008	12/11/2009	19,070.00	17,531.00	1,539.00
380. ANALOG DEVICES INC	11/13/2008	12/11/2009	11,557.00	7,547.00	4,010.00
110. APACHE CORP COM	08/12/2008	12/11/2009	10,382.00	11,553.00	-1,171.00
560. AUTODESK INC	11/23/2004	04/30/2009	11,144.00	17,881.00	-6,737.00
310. AUTODESK INC	11/23/2004	12/11/2009	7,321.00	9,898.00	-2,577.00
2000. BANK AMERICA CORP	11/23/2004	02/11/2009	11,864.00	92,420.00	-80,556.00
700. BARD C R INC	11/23/2004	03/02/2009	54,473.00	41,930.00	12,543.00
700. BECTON DICKINSON	11/23/2004	03/02/2009	44,829.00	37,933.00	6,896.00
2740. CVS CORP COM	03/15/2005	02/11/2009	75,465.00	72,207.00	3,258.00
100. CHEVRONTXACO CORP	10/20/2008	12/11/2009	7,765.00	6,799.00	966.00
2400. CHURCH & DWIGHT CO.	11/23/2004	02/11/2009	125,299.00	73,512.00	51,787.00
760. CISCO SYSTEMS INC	05/12/2008	12/11/2009	18,004.00	19,645.00	-1,641.00
4000. COGNIZANT TECHNLY	11/23/2004	03/02/2009	69,299.00	74,089.00	-4,790.00
1240. DANAHER CORP	03/19/2003	02/11/2009	70,106.00	41,410.00	28,696.00
2380. DENTSPLY INTL INC	03/09/2005	02/11/2009	61,340.00	65,505.00	-4,165.00
160. E M C CORP MASS	11/13/2008	12/11/2009	2,657.00	1,651.00	1,006.00
150000. FEDERAL HOME LN BK					
5.67% 02/26/2009	03/03/1999	02/26/2009	146,079.00	146,079.00	
150000. FEDERAL HOME LN BK					
6.500% 08/14/2009	07/16/1999	08/14/2009	150,000.00	151,083.00	-1,083.00
50000. FEDERAL HOME LN BK					
6.500% 11/13/2009					
800. FEDEX CORP	01/28/2000	11/13/2009	46,942.00	46,942.00	
710. INTEL CORP	08/20/2001	03/02/2009	32,493.00	32,136.00	357.00
1200. ISHARES TR RUSL 2000	05/12/2008	12/11/2009	14,061.00	16,820.00	-2,759.00
1200. ISHARES TR RUSL 2000	01/31/2007	04/30/2009	55,092.00	97,776.00	-42,684.00
180. J P MORGAN CHASE & CO	01/31/2007	04/30/2009	63,675.00	96,564.00	-32,889.00
170. JOHNSON & JOHNSON	05/12/2008	12/11/2009	7,340.00	8,508.00	-1,168.00
150. JOHNSON & JOHNSON	11/23/2004	04/30/2009	8,853.00	10,268.00	-1,415.00
1000. L-3 COMMUNICATIONS	11/23/2004	12/11/2009	9,716.00	9,060.00	656.00
1000. L-3 COMMUNICATIONS	11/23/2004	03/02/2009	63,339.00	69,974.00	-6,635.00
Totals					

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FEDERAL CAPITAL GAIN DIVIDENDS
=====LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

FREDDIE MAC	118.00
JANUS OVERSEAS FUND	61.00
MBIA INC COM	831.00
SCUDDER INT'L FUND INC	175.00
VANGUARD GNMA FUND #36	293.00

-----	1,478.00
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TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	-----	1,478.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	-----	1,478.00
	=====	