Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending ,

G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

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

MILTON-FREEWATER AREA FOUNDATION
BAKER BOYER TRUST & INVESTMENT SERVICES
P.O. BOX 1796
WALLA WALLA, WA 99362

A Employer identification number: 93-6025936

B Telephone number (see the instructions): 509-525-2000

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 1,472,794.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	126,275.			
	2 Ck ► ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	19,838.	19,838.	N/A	
	4 Dividends and interest from securities	14,807.	14,807.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-99,332.			
	b Gross sales price for all assets on line 6a 169,185.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	2,231.			
	12 **Total.** Add lines 1 through 11	63,819.	34,645.		
ADMINISTRATIVE OPERATING AND EXPENSES	13 Compensation of officers, directors, trustees, etc	12,327.	6,163.		6,164.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 2	1,751.	876.		875.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instr) SEE STM 3	3,747.	3,747.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 4	1,292.	1,292.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	19,117.	12,078.		7,039.
	25 Contributions, gifts, grants paid PART XV	63,946.			63,946.
	26 **Total expenses and disbursements.** Add lines 24 and 25	83,063.	12,078.		70,985.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-19,244.			
	b **Net investment income** (if negative, enter -0-)		22,567.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	27,768.	9,610.	9,610.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	1,030,594.	912,416.	831,252.
	c Investments — corporate bonds (attach schedule)	454,061.	566,335.	537,177.
	11 Investments — land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)	200.	5,018.	5,018.
	14 Land, buildings, and equipment: basis ► 89,737.			
	Less. accumulated depreciation (attach schedule) SEE STMT 5 ►	89,737.	89,737.	89,737.
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	1,602,360.	1,583,116.	1,472,794.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	711,837.	711,837.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	890,523.	871,279.	
	30 Total net assets or fund balances (see the instructions)	1,602,360.	1,583,116.	
	31 Total liabilities and net assets/fund balances (see the instructions)	1,602,360.	1,583,116.	

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	1,602,360.
2	Enter amount from Part I, line 27a	2	-19,244.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,583,116.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,583,116.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 6			
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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	-99,332.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8	3	-12,958.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	64,668.	1,459,213.	0.044317
2007	79,623.	1,653,859.	0.048144
2006	69,791.	1,513,297.	0.046119
2005	80,096.	1,447,592.	0.055331
2004	60,866.	1,335,442.	0.045577

2	**Total** of line 1, column (d)	2	0.239488
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	0.047898
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,285,585.
5	Multiply line 4 by line 3	5	61,577.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	226.
7	Add lines 5 and 6	7	61,803.
8	Enter qualifying distributions from Part XII, line 4	8	70,985.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1 Date of ruling or determination letter: _______ (attach copy of letter if necessary - see instr.)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	226.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	226.
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	226.
6	Credits/Payments:			
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 604.		
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	604.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	378.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ► 240.	**Refunded** ►	11	138.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► $ 0. (2) On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ► OR			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *Continued*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► JOHN MATHWICH, TRUST OFFICER Telephone no ► 509-525-2000

Located at ► BAKER BOYER BANK, 7 W. MAIN, WALLA WALLA ZIP + 4 ► 99362

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

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

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

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

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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 instructions)? **5b** N/A

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

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? **7b** N/A

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation **(If not paid, enter -0-)**	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BAKER BOYER BANK TRUST DIV P.O. BOX 1796 WALLA WALLA, WA 99362	TRUSTEE 0	12,327.	0.	0.

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

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

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 – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		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 EDUCATION SCHOLARSHIPS FOR STUDENTS FROM THE LOCAL AREA.	5,500.
2 GRANTS TO LOCAL CHARITABLE ORGANIZATIONS FOR THE WELFARE OF THE COMMUNITY.	55,646.
3 GRANTS TO LOCAL SCHOOLS FOR STUDENT EDUCATIONAL PURPOSES.	2,800.
4	

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:			
a Average monthly fair market value of securities		1a	1,161,171.
b Average of monthly cash balances		1b	51,959.
c Fair market value of all other assets (see instructions)		1c	92,032.
d Total (add lines 1a, b, and c)		1d	1,305,162.
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	1,305,162.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	19,577.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,285,585.
6 **Minimum investment return.** Enter 5% of line 5		6	64,279.

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	64,279.
2a Tax on investment income for 2009 from Part VI, line 5	2a 226.		
b Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	226.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	64,053.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	64,053.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	64,053.

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	70,985.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	70,985.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	226.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	70,759.

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				64,053.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years: 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005 4,010.				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	4,010.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► $ 70,985.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2009 distributable amount				64,053.
e Remaining amount distributed out of corpus	6,932.			
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	10,942.			
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 instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	10,942.			
10 Analysis of line 9:				
a Excess from 2005 4,010.				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009 6,932.				

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

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)

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

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 7

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 8				
Total			► **3a**	63,946.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	19,838.	
4 Dividends and interest from securities			14	14,807.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-99,332.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a GRANTS REFUNDED					500.
b PRIOR YEAR 990PF REFUND					1,729.
c SECURITIES SETTLEMENT					2.
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-64,687.	2,231.

13 Total. Add line 12, columns (b), (d), and (e) 13 -62,456.

(See worksheet in the instructions for line 13 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See the instructions.)
11A	REFUND FROM GRANT ISSUED IN PRIOR YEAR.
11B	REFUND FROM OVERPAYMENT OF PRIOR YEAR FORM 990PF TAXES.
11C	REFUND FROM SECURITIES LITIGATIONS.

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If 'Yes,' complete the following schedule.

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

SIGN HERE

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

BAKER BOYER NATIONAL BANK
BY [signature] 5/11/2010 ► TRUST OFFICER
VICE PRESIDENT
Signature of officer or trustee Date Title

Paid Preparer's Use Only			
Preparer's signature	► MICHAEL A. DANDREA, CPA	Date 5/10/10	Check if self-employed ► ☐ Preparer's Identifying number (See Signature in the instrs) P00078856
Firm's name (or yours if self-employed), address, and ZIP code	► LEMASTER & DANIELS, PLLC 101 W. POPLAR, PO BOX 998 WALLA WALLA, WA 99362		EIN ► 91-0292442 Phone no ► (509) 525-1410

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, 990-EZ, or 990-PF

OMB No 1545 0047

2009

Name of the organization MILTON-FREEWATER AREA FOUNDATION BAKER BOYER TRUST & INVESTMENT SERVICES

Employer identification number 93-6025936

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule —

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules —

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year. ► $ ____________

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
MILTON-FREEWATER AREA FOUNDATION	93-6025936

Part I **Contributors** (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MILTON-FREEWATR HISTORICAL SOC 1403 CHESTNUT STREET MILTON-FREEWATER, OR 97862	$ 20,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	ESTATE OF VESTA MAMIE BASCOM PO BOX 388 MILTON-FREEWATER, OR 9762	$ 105,239.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: MILTON-FREEWATER AREA FOUNDATION

Employer identification number: 93-6025936

Part II Noncash Property (see instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A	$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
MILTON-FREEWATER AREA FOUNDATION	93-6025936

Part III *Exclusively* **religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete cols (a) through (e) and the following line entry.)

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year. (Enter this information once — see instructions.) ► $ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

5/10/10 01:56PM

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
GRANTS REFUNDED	$ 500.		
PRIOR YEAR 990PF REFUND	1,729.		
SECURITIES SETTLEMENT	2.		
TOTAL	$ 2,231.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 1,751.	$ 876.		$ 875.
TOTAL	$ 1,751.	$ 876.		$ 875.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2009 FORM 990PF ESTIMATED TAX	$ 2,940.	$ 2,940.		
FOREIGN TAX WITHHELD	35.	35.		
OREGON DEPARTMENT OF JUSTICE	205.	205.		
REAL ESTATE TAXES - 1403 CHESTNUT	567.	567.		
TOTAL	$ 3,747.	$ 3,747.		$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE EXPENSE	$ 1,122.	$ 1,122.		
INVESTMENT EXPENSE	168.	168.		
MISCELLANEOUS EXPENSE	2.	2.		
TOTAL	$ 1,292.	$ 1,292.		$ 0.

STATEMENT 5
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY		BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
BUILDINGS		$ 89,737.	$ 0.	$ 89,737.	$ 89,737.
	TOTAL	$ 89,737.	$ 0.	$ 89,737.	$ 89,737.

STATEMENT 6
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	CAPITAL GAIN DIVIDENDS (ST)	PURCHASED	VARIOUS	VARIOUS
2	BAKER BOYER EQUITY FUND E (ST)	PURCHASED	VARIOUS	VARIOUS
3	BAKER BOYER INCOME FUND F (ST)	PURCHASED	VARIOUS	VARIOUS
4	BAKER BOYER EQUITY FUND E (LT)	PURCHASED	VARIOUS	VARIOUS
5	BAKER BOYER INCOME FUND F (LT)	PURCHASED	VARIOUS	VARIOUS
6	GOLDMAN SACHS REAL ESTATE FUND (LT)	PURCHASED	VARIOUS	VARIOUS
7	FEDERATED TREASURY OBLIGATIONS (ST)	PURCHASED	VARIOUS	VARIOUS
8	FEDERATED INTERCONTINENTAL #176 (ST)	PURCHASED	VARIOUS	VARIOUS
9	VANGUARD INFLATION PROTECTED (ST)	PURCHASED	VARIOUS	VARIOUS
10	BLACK ROCK US OPPORTUNITY (ST)	PURCHASED	VARIOUS	VARIOUS
11	BLACK ROCK EQUITY DIVIDEND FUND (ST)	PURCHASED	VARIOUS	VARIOUS
12	BAKER BOYER EQUITY FUND E (ST)	PURCHASED	VARIOUS	VARIOUS
13	BAKER BOYER INCOME FUND F (ST)	PURCHASED	VARIOUS	VARIOUS
14	DODGE & COX INTL STOCK FUND (ST)	PURCHASED	VARIOUS	VARIOUS
15	FEDERATED KAUFMAN SMALL CAP (ST)	PURCHASED	VARIOUS	VARIOUS
16	FEDERATED CAPITAL APPRECIATION #680 (ST)	PURCHASED	VARIOUS	VARIOUS
17	GOLDMAN SACHS MID CAP VALUE (ST)	PURCHASED	VARIOUS	VARIOUS
18	GOLDMAN SACHS REAL ESTATE FUND (ST)	PURCHASED	VARIOUS	VARIOUS
19	GOLDMAN SACHS ULTRA SHORT GOVT (ST)	PURCHASED	VARIOUS	VARIOUS
20	WELLS FARGO ADVANTAGE ASIA (ST)	PURCHASED	VARIOUS	VARIOUS
21	FEDERATED KAUFMAN SMALL CAP (LT)	PURCHASED	VARIOUS	VARIOUS
22	GOLDMAN SACHS REAL ESTATE FUND (LT)	PURCHASED	VARIOUS	VARIOUS
23	GOLDMAN SACHS MID CAP FUND (LT)	PURCHASED	VARIOUS	VARIOUS
24	BLACK ROCK US OPPORTUNITY (LT)	PURCHASED	VARIOUS	VARIOUS
25	BLACK ROCK EQUITY DIVIDEND FUND (LT)	PURCHASED	VARIOUS	VARIOUS
26	BAKER BOYER EQUITY FUND E (LT)	PURCHASED	VARIOUS	VARIOUS
27	BAKER BOYER INCOME FUND F (LT)	PURCHASED	VARIOUS	VARIOUS
28	DODGE & COX INTL STOCK FUND (LT)	PURCHASED	VARIOUS	VARIOUS
29	WELLS FARGO ADVANTAGE ASIA (LT)	PURCHASED	VARIOUS	VARIOUS
30	FEDERATED INTERCONTINENTAL (LT)	PURCHASED	VARIOUS	VARIOUS
31	VANGUARD INFLATION PROTECTED (LT)	PURCHASED	VARIOUS	VARIOUS
32	PENDLETON GRAIN GROWERS PATRONAGE	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	711.		0.	711.				$ 711.
2	0.		4,171.	-4,171.				-4,171.
3	0.		18.	-18.				-18.
4	0.		25,727.	-25,727.				-25,727.
5	0.		638.	-638.				-638.
6	0.		99.	-99.				-99.
7	7,622.		7,622.	0.				0.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
8	10,250.		17,405.	-7,155.				$ -7,155.
9	1,433.		1,638.	-205.				-205.
10	957.		1,587.	-630.				-630.
11	275.		296.	-21.				-21.
12	679.		633.	46.				46.
13	445.		501.	-56.				-56.
14	29.		28.	1.				1.
15	3,877.		5,033.	-1,156.				-1,156.
16	713.		603.	110.				110.
17	1,033.		1,401.	-368.				-368.
18	124.		243.	-119.				-119.
19	28,469.		28,264.	205.				205.
20	203.		335.	-132.				-132.
21	27,164.		45,104.	-17,940.				-17,940.
22	5,280.		15,359.	-10,079.				-10,079.
23	16,564.		22,063.	-5,499.				-5,499.
24	7,391.		10,539.	-3,148.				-3,148.
25	3,153.		4,817.	-1,664.				-1,664.
26	13,498.		17,259.	-3,761.				-3,761.
27	9,451.		10,792.	-1,341.				-1,341.
28	9,034.		13,066.	-4,032.				-4,032.
29	2,342.		3,819.	-1,477.				-1,477.
30	11,695.		22,037.	-10,342.				-10,342.
31	6,611.		7,238.	-627.				-627.
32	182.		182.	0.				0.
							TOTAL	$ -99,332.

STATEMENT 7
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	MILTON-FREEWATER AREA FOUNDATION
CARE OF:	BAKER BOYER BANK TRUST DIVISION
STREET ADDRESS:	P.O. BOX 1796
CITY, STATE, ZIP CODE:	WALLA WALLA, WA 99362
TELEPHONE:	
FORM AND CONTENT:	APPLICATIONS SHOULD BE WRITTEN AND GIVE DETAIL FOR THE PURPOSE OF THE FUNDS.
SUBMISSION DEADLINES:	NONE
RESTRICTIONS ON AWARDS:	1) LIMITED TO MILTON-FREEWATER, OREGON AREA. 2) ONE FUND LIMITED TO EDUCATIONAL ASSISTANCE.

STATEMENT 8
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
WALLA WALLA COMMUNITY COLLEGE 500 TAUSICK WAY WALLA WALLA, WA 99362	NONE	N/A	DIRECT PAYMENT - STUDENT EDUCATION SCHOLARSHIPS	$ 2,500.
CORBAN COLLEGE 5000 DEER PARK DRIVE SOUTHEAST SALEM, OR 97317	NONE	N/A	DIRECT PAYMENT STUDENT EDUCATION SCHOLARSHIPS	500.
WALLA WALLA UNIVERSITY 204 SOUTH COLLEGE AVENUE COLLEGE PLACE, WA 99324	NONE	N/A	DIRECT PAYMENT STUDENT EDUCATION SCHOLARSHIPS	500.
BLUE MOUNTAIN COMMUNITY COLLEGE 2411 NW CARDEN AVENUE PENDLETON, OR 97801	NONE	N/A	DIRECT PAYMENT STUDENT EDUCATION SCHOLARSHIPS	500.
WHITWORTH COLLEGE 300 WEST HAWTHORNE ROAD SPOKANE, WA 99251	NONE	N/A	DIRECT PAYMENT STUDENT EDUCATION SCHOLARSHIPS	1,000.
UNIVERSITY OF OREGON EUGENE, OR 97403	NONE	N/A	DIRECT PAYMENT STUDENT EDUCATION SCHOLARSHIPS	500.
UNIVERSITY OF HAWAII 2444 DOLE STREET HONOLULU, HA 96816	NONE	N/A	DIRECT PAYMENT STUDENT EDUCATION SCHOLARSHIPS	102.
FRAZIER FARMSTEAD MUSEUM 1403 CHESTNUT MILTON-FREEWATER, OR 97862	NONE	N/A	GENERAL ACTIVITIES GRANT	15,291.
MCLOUGHLIN HIGH SCHOOL 120 S. MAIN STREET MILTON-FREEWATER, OR 97862	NONE		MCLOUGHLIN HIGH SCHOOL CHOIR TRIP.	2,000.
BLUE MOUNTAIN HORTICULTURE SOCIETY MILTON-FREEWATER, OR 97862	NONE	N/A	GENERAL OPERATING PURPOSES.	22,761.
WALLA WALLA SYMPHONY SOCIETY P.O. BOX 92 WALLA WALLA, WA 99362	NONE	N/A	TICKETS FOR YOUTH TO ATTEND YOUNG PEOPLES CONCERT.	1,500.

**STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
MILTON-FREEWATR HISTORICAL SOC 1403 CHESTNUT STREET MILTON-FREEWATER, OR 97862	NONE	N/A	CHARITABLE CONTRIBUTION.	$ 10,800.
FORT WALLA WALLA MUSEUM NORTHEAST MYRA ROAD WALLA WALLA, WA 99362	NONE	N/A	GENERAL MUSEUM OPERATING PURPOSES.	3,000.
MILTON FREEWATER PUBLIC LIBRARY MILTON-FREEWATER, OR 97862	NONE	N/A	DONATION TO THE MILTON-FREEWATER PUBLIC LIBRARY.	1,692.
WALLA WALLA COMMUNITY HOSPICE 1067 E. ISAACS AVENUE WALLA WALLA, WA 99362	NONE	N/A	GENERAL OPERATING PURPOSES.	500.
FREEWATER ELEMENTARY SCHOOL 17 NW 8TH STREET MILTON-FREEWATER, OR 97862	NONE	N/A	AFTER SCHOOL VIOLIN PROGRAM.	800.
			TOTAL	$ 63,946.

MILTON-FREEWATER AREA FOUNDATION
BAKER BOYER TRUST & INVESTMENT SERVICES 93-6025936

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BALANCE SHEET
CORPORATE STOCK (FORM 990-PF)[O]

GOLDMAN SACHS MID CAP #864.	$	149,006.
PGG COMMON STOCK		5,000.
BAKER BOYER EQUITY FUND E		401,429.
DODGE & COX INTL STOCK FUND		114,862.
BR LARGE CAP CORE A		22,812.
FEDERATED KAUFMAN SMALL CAP FUND #575		73,169.
BR US OPPORTUNITY FUND		76,344.
BR EQUITY DIVIDEND FUND		43,100.
VANGUARD INFLATION PROTECTED TIPS		37,595.
GS REAL ESTATE SECURITIES		27,182.
WELLS FARGO ADVANTAGE ASIA PACIFIC		19,291.
FEDERATED INTER CNTL #176		60,804.
TOTAL	$	1,030,594.

BALANCE SHEET
CORPORATE BONDS (FORM 990-PF)[O]

BAKER BOYER INCOME FUND F	$	445,622.
FEDERATED GNMA TRUST #16		3,491.
GOLDMAN SACKS SHORT DURATION INSURED		2,484.
DODGE & COX INCOME FUND		2,464.
TOTAL	$	454,061.

BALANCE SHEET
CORPORATE STOCK (FORM 990-PF)[O]

BR US OPPORTUNITY FUND #120	$	73,894.
BR LARGE CAP CORE FUND A		22,812.
BR EQUITY DIVIDEND FUND		45,209.
BAKER BOYER EQUITY FUND E		382,964.
DODGE & COX INTERNATIONAL STOCK		104,933.
FEDERATED CAPITAL APPRECIATION FUND		25,263.
FEDERATED INTR CONTROL #176		24,519.
FEDERATED KAUFMAN SMALL CAP FUND #757		25,031.
GOLDMAN SACHS MID CAP VALUE FUND		140,028.
GOLDMAN SACHS REAL ESTATE SECURITIES		12,527.
VANGUARD INFLATION PROTECTED #119		37,310.
WELLS FARGO ADVANTAGE ASIA PACIFIC		17,926.
TOTAL	$	912,416.

BALANCE SHEET
CORPORATE BONDS (FORM 990-PF)[O]

BAKER BOYER INCOME FUND F	$	514,270.
DODGE & COX INCOME FUND		2,593.
FEDERATED GNMA TRUST #16		3,655.
GOLDMAN SACHS SHORT DURATION INSURED		2,484.
BR GNMA PORTFOLIO CLASS A		37,190.
FEDERATED INSTITUTIONAL HIGH YIELD FUND		6,143.
TOTAL	$	566,335.

MILTON-FREEWATER AREA FOUNDATION
BAKER BOYER TRUST & INVESTMENT SERVICES 93-6025936

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FMV OF ASSETS (990-PF)
CORPORATE STOCK [O]

BR US OPPORTUNITY FUND #120	$	70,138.
BR LARGE CAP CORE FUND A		16,954.
BR EQUITY DIVIDEND FUND		37,365.
BAKER BOYER EQUITY FUND E		374,276.
DODGE & COX INTERNATIONAL STOCK		86,750.
FEDERATED CAPITAL APPRECIATION FUND		29,756.
FEDERATED INTR CONTROL #176		21,725.
FEDERATED KAUFMANN SMALL CAP FUND #757		19,790.
GOLDMAN SACHS MID CAP VALUE FUND		115,494.
GOLDMAN SACHS REAL ESTATE SECURITIES		7,783.
VANGUARD INFLATION PROTECTED #119		36,356.
WELLS FARGO ADVANTAGE ASIA PACIFIC		14,865.
TOTAL	$	831,252.

FMV OF ASSETS (990-PF)
CORPORATE BONDS [O]

BAKER BOYER INCOME FUND F	$	484,136.
DODGE & COX INCOME FUND		2,679.
FEDERATED GNMA TRUST #16		3,613.
GOLDMAN SACHS SHORT DURATION INSURED		2,321.
BR GNMA PORTFOLIO CLASS A		36,463.
FEDERATED INSTITUTIONAL HIGH YIELD		7,965.
TOTAL	$	537,177.