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

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 **JUL 1, 2009**, and ending **JUN 30, 2010**G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label Otherwise, print or type See Specific Instructions	Name of foundation WINSLOW-JOHNSON SCHOLARSHIP TRUST Number and street (or P O box number if mail is not delivered to street address) BATH SAVINGS TRUST CO, P.O. BOX 548	Room/suite	A Employer identification number 01-0521503	
	City or town, state, and ZIP code BATH, ME 04530	B Telephone number 207-443-6296		
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 411,666. (Part I, column (d) must be on cash basis)		J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	
Revenue Operating and Administrative Expenses SCANNED NOV 24 2010	1 Contributions, gifts, grants, etc., received			N/A
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments			
	3 Dividends and interest from securities			
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	56,537.	<5,842.>	
	7 Capital gain net income (from Part IV, line 2)		0.	
	8 Net short-term capital gain			
	9 Income modifications Gross sales less returns and allowances			
	10a b Less Cost of goods sold			
	c Gross profit or (loss)			
	11 Other income			
	12 Total Add lines 1 through 11	5,532.	11,374.	
	13 Compensation of officers, directors, trustees, etc.	4,440.	4,040.	400.
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees			
	b Accounting fees	575.	575.	0.
	c Other professional fees			
	17 Interest			
	18 Taxes	<273.>	0.	0.
	19 Depreciation and depletion			
20 Occupancy				
21 Travel, conferences, and meetings	385.	0.	385.	
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	5,127.	4,615.	785.	
25 Contributions, gifts, grants paid	16,800.		16,800.	
26 Total expenses and disbursements. Add lines 24 and 25	21,927.	4,615.	17,585.	
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	<16,395.>			
b Net investment income (if negative, enter -0-)		6,759.		
c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments			
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations	Stmt 4		
	b	Investments - corporate stock	403,507.	387,112.	411,666.
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)	403,507.	387,112.	411,666.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total Liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
Net Assets or Fund Balances		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	403,507.	387,112.	
	30	Total net assets or fund balances	403,507.	387,112.	
	31	Total liabilities and net assets/fund balances	403,507.	387,112.	

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	403,507.
2	Enter amount from Part I, line 27a	2	<16,395.>
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	387,112.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	387,112.

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 KIMCO REALTY CORP			P	Various	12/24/09
b MONSANTO CO			P	Various	06/25/10
c ALCON INC			P	Various	03/19/10
d FEDERAL HOME LOAN BANK			P	Various	08/14/09
e CADBURY PLC			P	Various	10/15/09
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 6,951.		13,551.			<6,600. >
b 7,217.		11,875.			<4,658. >
c 12,192.		10,652.			1,540.
d 20,000.		20,178.			<178. >
e 10,177.		6,123.			4,054.
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					<6,600. >
b					<4,658. >
c					1,540.
d					<178. >
e					4,054.
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	<5,842. >
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8				3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	21,694.	420,538.	.051586
2007	25,643.	509,905.	.050290
2006	30,229.	530,557.	.056976
2005	47,406.	526,528.	.090035
2004	28,097.	551,883.	.050911

2 Total of line 1, column (d)

2 .299798

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 .059960

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 428,888.

5 Multiply line 4 by line 3

5 25,716.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 68.

7 Add lines 5 and 6

7 25,784.

8 Enter qualifying distributions from Part XII, line 4

8 17,585.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	1 135. 2 0. 3 135. 4 0. 5 135. 6a 200. 6b 6c 6d 7 200. 8 9 10 65. 11 0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	
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-)	
3 Add lines 1 and 2	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	
6 Credits/Payments:	
a 2009 estimated tax payments and 2008 overpayment credited to 2009	
b Exempt foreign organizations - tax withheld at source	
c Tax paid with application for extension of time to file (Form 8868)	
d Backup withholding erroneously withheld	
7 Total credits and payments. Add lines 6a through 6d	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ►	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

- 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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? Website address ► N/A 13 X
- 14 The books are in care of ► BATH SAVINGS TRUST COMPANY Telephone no. ► 207-443-6296
Located at ► P.O. BOX 548, BATH, ME ZIP+4 ► 04530
- 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 ►

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"/> X <input 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"/> X <input 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"/> X <input 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"/> X <input type="checkbox"/> No | | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input 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"/> X <input 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)? N/A | | |
| 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? 1c <input checked="" type="checkbox"/> 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"/> X <input type="checkbox"/> No | | |
| If "Yes," list the years ► 2a <input type="checkbox"/> N/A | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b <input type="checkbox"/> 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. ► 2c <input type="checkbox"/> N/A | | |
| 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"/> X <input 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.) 3b <input type="checkbox"/> N/A | | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a <input type="checkbox"/> N/A <input checked="" type="checkbox"/> 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 <input type="checkbox"/> N/A <input checked="" type="checkbox"/> X | | |

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

►

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

N/A

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?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
REBECCA K. CARR HEARTHSIDE ROAD NO WINDHAM, ME 04048	TRUSTEE 1.00	400.	0.	0.
BATH SAVINGS TRUST COMPANY 105 FRONT STREET BATH, ME 04530	TRUSTEE 1.00	4,040.	0.	0.
DANIEL COFFIN MAIN ROAD PHIPPSBURG, ME 04562	SCHOLARSHIP COMMITTEE 1.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

►

0

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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. 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 Scholarship awards to residents of Phippsburg, Maine	
	17,585.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	0.

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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	435,419.
b Average of monthly cash balances	1b	
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	435,419.
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	435,419.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,531.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	428,888.
6 Minimum investment return Enter 5% of line 5	6	21,444.

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	21,444.
2a Tax on investment income for 2009 from Part VI, line 5	2a	135.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	135.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	21,309.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	21,309.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	21,309.

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	17,585.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	17,585.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	17,585.

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				21,309.
2 Undistributed income, if any, as of the end of 2008			0.	
a Enter amount for 2008 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005	1,428.			
c From 2006	3,835.			
d From 2007	749.			
e From 2008	794.			
f Total of lines 3a through e	6,806.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 17,585.			0.	
a Applied to 2008, but not more than line 2a				
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				17,585.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	3,724.			3,724.
6 Enter the net total of each column as indicated below:	3,082.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	3,082.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006	1,539.			
c Excess from 2007	749.			
d Excess from 2008	794.			
e Excess from 2009				

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
Scholarships to residents of Phippsburg, Maine	none	none	Post-secondary education	16,800.
Total			► 3a	16,800.
<i>b Approved for future payment</i>				
None				
Total			► 3b	0.

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Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

1 Program service revenue:

a _____
 b _____
 c _____
 d _____
 e _____
 f _____

g Fees and contracts from government agencies

2 Membership dues and assessments

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

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

9 Net income or (loss) from special events

10 Gross profit or (loss) from sales of inventory

11 Other revenue:

a _____
 b _____
 c _____
 d _____
 e _____

12 Subtotal. Add columns (b), (d), and (e)

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

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

	Unrelated business income		(c) Exclu- sion code	(d) Amount	(e) Related or exempt function income
	(a) Business code	(b) Amount			
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	11,374.	
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	<5,842.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		5,532.	0.
13 Total Add line 12, columns (b), (d), and (e)			13		5,532.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

- a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash

- (2) Other assets**

- b Other transactions:**

- (1) Sales of assets to a noncharitable exempt organization**

- (2) Purchases of assets from a noncharitable exempt organization**

- (3) Rental of facilities, equipment, or other assets**

- #### (4) Reimbursement arrangements

- (5) Loans or loan guarantees**

- (6) Performance of services or membership or fundraising solicitations

- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

- d If the answer to any of the above is "Yes," complete the following schedule. 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.

- 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		

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.

Sign Here

Signature of officer or trustee

11-12-10

Sr. V.P.

Page 1

Sign Here		Date	Date	Check if self-employed	Preparer's identifying number
Paid Preparer's Use Only	Preparer's signature	11/03/10		<input checked="" type="checkbox"/>	
Firm's name (or yours if self-employed), address, and ZIP code		WILLIAM T. RACINE, CPA 859 WASHINGTON STREET BATH, ME 04530		EIN	Phone no. 207-443-5716

Form 990-PF	Dividends and Interest from Securities	Statement 1
-------------	--	-------------

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
BATH SAVINGS TRUST COMPANY	11,374.	0.	11,374.
Total to Fm 990-PF, Part I, ln 4	11,374.	0.	11,374.

Form 990-PF	Accounting Fees	Statement 2
-------------	-----------------	-------------

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
WILLIAM T RACINE CPA	575.	575.		0.
To Form 990-PF, Pg 1, ln 16b	575.	575.		0.

Form 990-PF	Taxes	Statement 3
-------------	-------	-------------

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
990-PF, PRIOR YEAR	<273.>	0.		0.
To Form 990-PF, Pg 1, ln 18	<273.>	0.		0.

Form 990-PF	Corporate Stock	Statement 4
-------------	-----------------	-------------

Description	Book Value	Fair Market Value
BATH SAVINGS TRUST CO-SEE ATTACHED	387,112.	411,666.
Total to Form 990-PF, Part II, line 10b	387,112.	411,666.

Form. 990-PF

Grant Application Submission Information
Part XV, Lines 2a through 2d

Statement 5

Name and Address of Person to Whom Applications Should be Submitted

GEORGE E. MESSINGER
105 FRONT STREET
BATH, ME 04530

Telephone Number

207-443-6296

Form and Content of Applications

Applications should be submitted in writing, setting forth candidates academic credentials, financial need, and plans for post-secondary education

Any Submission Deadlines

None

Restrictions and Limitations on Awards

Scholarship awards are limited to residents of the Town of Phippsburg, Maine

Statement of Assets

Account: 33003400

WINSLOW - JOHNSON SCHOLARSHIP TR

As of 6/30/2010

BATH SAVINGS TRUST COMPANY

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
010 Common Stock						
T	AT&T INC		300 0000	\$11,088.74	\$24.19	\$7,257.00
ABT	ABBOTT LABORATORIES		250.0000	\$9,007.95	\$46.78	\$11,695.00
ADP	AUTOMATIC DATA PROCESSING		350 0000	\$14,285.01	\$40.26	\$14,091.00
BDX	BECTON, DICKINSON AND COMPANY		125 0000	\$10,378.33	\$67.62	\$8,452.50
CSCO	CISCO SYSTEMS, INC.		800 0000	\$13,850.50	\$21.31	\$17,048.00
CL	COLGATE PALMOLIVE COMPANY		200.0000	\$10,387.00	\$78.76	\$15,752.00
XRAY	DENTSPLY INTERNATIONAL INC		600 0000	\$12,942.00	\$29.91	\$17,946.00
ECL	ECOLAB INC		275 0000	\$12,742.28	\$44.91	\$12,350.25
XOM	EXXON MOBIL CORPORATION		200 0000	\$13,543.61	\$57.07	\$11,414.00
GD	GENERAL DYNAMICS CORP		150 0000	\$13,027.48	\$58.56	\$8,784.00
JNJ	JOHNSON & JOHNSON		300.0000	\$15,064.00	\$59.06	\$17,718.00
MCD	MCDONALDS CORP		200 0000	\$10,942.06	\$65.87	\$13,174.00
NEE	NEXTERA ENERGY INC		200 0000	\$11,333.20	\$48.76	\$9,752.00
NKE	NIKE INC CL B		200.0000	\$13,461.62	\$67.55	\$13,510.00
PEP	PEPSICO, INC		300.0000	\$14,416.81	\$60.95	\$18,285.00
PG	PROCTER & GAMBLE COMPANY		250 0000	\$14,467.90	\$59.98	\$14,995.00
SYK	STRYKER CORPORATION		500 0000	\$14,045.00	\$50.06	\$25,030.00
SYY	SYSKO CORPORATION		500.0000	\$11,270.94	\$28.57	\$14,285.00
TJX	TJX COS INC NEW		250 0000	\$10,829.70	\$41.95	\$10,487.50
UTX	UNITED TECHNOLOGIES CORPORATION		200.0000	\$14,808.92	\$64.91	\$12,982.00
WAG	WALGREEN COMPANY		500 0000	\$15,226.00	\$26.70	\$13,350.00
			Total.	\$267,119.05		\$288,358.25
200 Corporate Bonds						
00206RAQ5	AT&T INC 4.85% 02/15/2014 NON CALLABLE CORPORATE	2/15/2014	20,000 0000	\$20,833.80	\$109.52	\$21,904.80
36966RV94	GE CAPITAL CORP 4.00% 02/15/2012 NON CALLABLE CORPORATE	2/15/2012	25,000 0000	\$25,000.00	\$103.01	\$25,753.25
92343VAJ3	VERIZON COMMUNICATIONS 4.35% 02/15/2013 NON CALLABLE CORPORATE	2/15/2013	20,000.0000	\$20,556.40	\$106.90	\$21,379.20
			Total.	\$66,390.20		\$69,037.25
280 Negotiable Cert. of Deposit						
25469JDF3	DISCOVER BANK DE 3.750% 04/11/2011 NON CALLABLE	4/11/2011	25,000.0000	\$25,000.00	\$102.35	\$25,586.25

Statement of Assets

Account: 33003400

WINSLOW - JOHNSON SCHOLARSHIP TR

As of 6/30/2010

**BATH SAVINGS TRUST
COMPANY**

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
			Total.	\$25,000.00		\$25,586.25
440	U S Government Agency Obligations					
3133XUNL3	FED HOME LN BK 4.00% 08/26/2016 CALLABLE 08/26/2010	8/26/2016	20,000.0000	\$20,025.00	\$100.53	\$20,106.20
			Total:	\$20,025.00		\$20,106.20
501	BATH SAVINGS MONEY MARKET FUND					
BSIMM0006	BSTC & CO FIDUCIARY INVESTED CASH		8,577.9900	\$8,577.99	\$1.00	\$8,577.99
			Total:	\$8,577.99		\$8,577.99
Grand Total:				\$387,112.24		\$411,665.94

Market Value by Asset Type