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 07/01 , **2009, and ending** 06/30, 20 10

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
BENEDICT-MILLER FOUNDATION TRUST 65H055017

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
178 MAIN STREET, PO BOX 174

City or town, state, and ZIP code
NEW BRITAIN, CT 06050

A Employer identification number
22-6022176

B Telephone number (see page 10 of the instructions)
(860) 827-2515

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, col. (c), line 16)* ▶ $ 568,903.

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 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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [ ] if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	16,527.	16,527.		STMT 1
	4 Dividends and interest from securities	4,934.	4,930.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,232.			
	b Gross sales price for all assets on line 6a 295,977.				
	7 Capital gain net income (from Part IV, line 2)		2,232.		
	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	23,693.	23,689.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	5,212.	3,475.		1,737.
	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 4	575.	383.	NONE	192.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	386.	15.		
	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)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	6,173.	3,873.	NONE	1,929.
	25 Contributions, gifts, grants paid	29,500.			29,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	35,673.	3,873.	NONE	31,429.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-11,980.			
	b **Net investment income** (if negative, enter -0-)		19,816.		
	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	24,936.	16,497.	16,497.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less. allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule) STMT 6	123,441.	205,883.	217,174.
b	Investments - corporate stock (attach schedule) STMT 7	111,150.	112,514.	116,955.
c	Investments - corporate bonds (attach schedule) STMT 10	297,220.	209,967.	218,277.
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 ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	556,747.	544,861.	568,903.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
27	Capital stock, trust principal, or current funds	556,747.	544,861.	
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)	556,747.	544,861.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	556,747.	544,861.	

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	556,747.
2	Enter amount from Part I, line 27a	2	-11,980.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	94.
4	Add lines 1, 2, and 3	4	544,861.
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	544,861.

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) 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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (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	2,232.
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		3	

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	26,402.	591,130.	0.04466361037
2007	26,000.	611,842.	0.04249463097
2006	29,976.	633,107.	0.04734744680
2005	26,345.	504,128.	0.05225855338
2004	43,818.	641,152.	0.06834260831

2	**Total** of line 1, column (d)	2	0.25510684983
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	0.05102136997
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	576,380.
5	Multiply line 4 by line 3	5	29,408.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	198.
7	Add lines 5 and 6	7	29,606.
8	Enter qualifying distributions from Part XII, line 4	8	31,429.

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.

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 ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b	1	198.
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	198.
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	198.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a		
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	NONE
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	198.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be. **Credited to 2010 estimated tax** ▶ **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶$ ______ (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*	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		
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, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ ______			
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* STMT 12	8b		
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*	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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ TD BANK, N.A. Telephone no. ▶ (973)427-0157

Located at ▶ 1500 ROUTE 202, PO BOX 97, BASKING RIDGE, NJ ZIP + 4 ▶ 07920

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?	☐ 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 page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969, (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

		Yes	No
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)? **5b**		
	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? **6b**		X
	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**		

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 13		5,212.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 VARIOUS CONTRIBUTIONS	29,500.
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	554,398.
b	Average of monthly cash balances	1b	30,759.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	585,157.
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	585,157.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	8,777.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	576,380.
6	**Minimum investment return.** Enter 5% of line 5	6	28,819.

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	28,819.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	198.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	198.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	28,621.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	28,621.
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	28,621.

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	31,429.
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	31,429.
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	198.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	31,231.

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					28,621.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				NONE	
b Total for prior years 20 07 ,20 ,20			NONE		
3 Excess distributions carryover, if any, to 2009					
a From 2004	5,757.				
b From 2005	1,622.				
c From 2006	NONE				
d From 2007	NONE				
e From 2008	NONE				
f **Total** of lines 3a through e		7,379.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 31,429.					
a Applied to 2008, but not more than line 2a				NONE	
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					28,621.
e Remaining amount distributed out of corpus		2,808.			
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		10,187.			
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				NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					NONE
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)		5,757.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		4,430.			
10 Analysis of line 9:					
a Excess from 2005	1,622.				
b Excess from 2006	NONE				
c Excess from 2007	NONE				
d Excess from 2008	NONE				
e Excess from 2009	2,808.				

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 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:

SEE STATEMENT 14

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 22				
Total . . . . ▶ **3a**				29,500.
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		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) 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			14	16,527.	
4 Dividends and interest from securities			14	4,934.	
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	2,232.	
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)				23,693.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 23,693.

(See worksheet in line 13 instructions on page 28 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 page 29 of the instructions.)
	NOT APPLICABLE

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

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

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

Laura J Greene | 10/15/2010 | Trustee

Signature of officer or trustee LAURA GREENE | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (See **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	Phone no.

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					100.	
		15000. AT&T INC 5.8% 02/15/2019 DTD 02/0 PROPERTY TYPE: SECURITIES					03/05/2010	03/15/2010
16,000.00		16,162.00					-162.00	
		50. ABERCROMBIE & FITCH CO CL A PROPERTY TYPE: SECURITIES					03/25/2009	01/11/2010
1,632.00		1,221.00					411.00	
		10. AMGEN INC COMMON PROPERTY TYPE: SECURITIES					11/18/2008	11/02/2009
525.00		545.00					-20.00	
		30. AMGEN INC COMMON PROPERTY TYPE: SECURITIES					08/21/2008	11/02/2009
1,575.00		1,917.00					-342.00	
		110. AUTODESK INC COM PROPERTY TYPE: SECURITIES					01/08/2009	06/24/2010
2,926.00		2,317.00					609.00	
		20000. BP CAPITAL MARKETS 5.250% 11/07/2 PROPERTY TYPE: SECURITIES					09/21/2009	04/14/2010
22,032.00		21,865.00					167.00	
		30. BHP BILLITON LTD PROPERTY TYPE: SECURITIES					05/01/2009	05/05/2010
2,066.00		1,415.00					651.00	
		30000. CATERPILLAR FIN 5.125% 10/12/2011 PROPERTY TYPE: SECURITIES					05/22/2008	06/22/2010
31,554.00		31,073.00					481.00	
		10. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					08/21/2008	01/11/2010
807.00		891.00					-84.00	
		20. CIMAREX ENERGY CO PROPERTY TYPE: SECURITIES					08/21/2008	06/24/2010
1,450.00		1,119.00					331.00	

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)	
		15000. CISCO SYSTEMS INC 5.25% 02/22/201 PROPERTY TYPE: SECURITIES					03/03/2010	03/15/2010
15,657.00		15,689.00					-32.00	
		30. COGNIZANT TECHNLGY SLTNS COR PROPERTY TYPE: SECURITIES					08/21/2008	08/26/2009
1,048.00		894.00					154.00	
		10. COGNIZANT TECHNLGY SLTNS COR PROPERTY TYPE: SECURITIES					06/23/2009	02/18/2010
473.00		249.00					224.00	
		10. COGNIZANT TECHNLGY SLTNS COR PROPERTY TYPE: SECURITIES					08/21/2008	02/18/2010
473.00		298.00					175.00	
		50. FASTENAL CO COM PROPERTY TYPE: SECURITIES					11/18/2008	01/11/2010
2,292.00		2,356.00					-64.00	
		35000. FED FARM CREDIT BK 3.875% 08/25/2 PROPERTY TYPE: SECURITIES					03/05/2010	03/15/2010
36,560.00		36,651.00					-91.00	
		1399.254 FEDERATED US GOVT SEC 2-5 YRS PROPERTY TYPE: SECURITIES					06/11/2007	08/06/2009
16,441.00		15,000.00					1,441.00	
		30000. HONEYWELL INTL 7.500% 03/01/2010 PROPERTY TYPE: SECURITIES					05/05/2008	03/01/2010
30,000.00		32,082.00					-2,082.00	
		50. MEDTRONIC INC COM PROPERTY TYPE: SECURITIES					11/18/2008	03/16/2010
2,250.00		2,585.00					-335.00	
		50. NOVARTIS A G SPONSORED ADR PROPERTY TYPE: SECURITIES					03/12/2007	05/27/2010
2,243.00		2,820.00					-577.00	
		1512.097 PIMCO SHORT TERM INSTL #37 PROPERTY TYPE: SECURITIES					06/11/2007	03/02/2010
14,909.00		15,000.00					-91.00	

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)	
		1974.334 PIMCO TOTAL RETURN FUND #35 PROPERTY TYPE: SECURITIES					06/11/2007	03/02/2010
21,737.00		20,000.00					1,737.00	
		60. PETSMART INC COM PROPERTY TYPE: SECURITIES					08/21/2008	01/11/2010
1,605.00		1,459.00					146.00	
		45. PETSMART INC COM PROPERTY TYPE: SECURITIES					11/18/2008	01/12/2010
1,190.00		908.00					282.00	
		10. RESEARCH IN MOTION LTD PROPERTY TYPE: SECURITIES					03/06/2009	11/02/2009
546.00		360.00					186.00	
		30000. SBC COMMUNICATIONS 4.125% 09/15/2 PROPERTY TYPE: SECURITIES					05/05/2008	09/15/2009
30,000.00		30,134.00					-134.00	
		35. SEMPRA ENERGY COMMON PROPERTY TYPE: SECURITIES					11/18/2008	07/07/2009
1,687.00		1,753.00					-66.00	
		3003.003 TD ASSET MGMT SHORT TERM INV FD PROPERTY TYPE: SECURITIES					06/11/2007	03/02/2010
29,580.00		30,000.00					-420.00	
		20. WÂLGREEN CO PROPERTY TYPE: SECURITIES					11/18/2008	07/07/2009
582.00		471.00					111.00	
		50. WALGREEN CO PROPERTY TYPE: SECURITIES					03/12/2007	07/07/2009
1,455.00		2,227.00					-772.00	
		55. XTO ENERGY INC PROPERTY TYPE: SECURITIES					11/18/2008	12/16/2009
2,606.00		2,163.00					443.00	
		10. TRANSOCEAN LTD ZUG NAMEN AKT PROPERTY TYPE: SECURITIES					06/23/2009	05/14/2010
659.00		730.00					-71.00	

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)	
		20. TRANSOCEAN LTD ZUG NAMEN AKT PROPERTY TYPE: SECURITIES					11/18/2008	05/14/2010
1,317.00		1,391.00					-74.00	
TOTAL GAIN(LOSS)							2,232.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC 5.8% 02/15/2019 DTD 02/03/2009	19.	19.
BANK OF AMERICA 5.75% 12/01/2017 DTD 1	1,725.	1,725.
BANK OF AMER CORP 3.125% 06/15/2012 DTD	168.	168.
CATERPILLAR FIN 5.125% 10/12/2011 DTD 10	1,849.	1,849.
CISCO SYSTEMS INC 5.25% 02/22/2011 DTD 0	22.	22.
CONOCOPHILLIPS 5.625% 10/15/2016 DTD 10/	1,688.	1,688.
FED HOME LN MTG 5.00% 01/30/2014 DTD 01/	1,500.	1,500.
FED FARM CREDIT BK 3.875% 08/25/2011 DTD	23.	23.
FED HOME LN MTG 4.75% 11/17/2015 DTD 10/	1,425.	1,425.
FEDERATED US GOVT SEC 2-5 YRS	28.	28.
GE COMPANY 5.00% 02/01/2013 DTD 1/28/200	1,500.	1,500.
HONEYWELL INTL 7.500% 03/01/2010 DTD 03/	2,250.	2,250.
ISHARES TR US TIPS BD FD	13.	13.
PIMCO SHORT TERM INSTL #37	3.	3.
PIMCO TOTAL RETURN FUND #35	11.	11.
PEPSICO INC 5.15% 05/15/2012 DTD 05/21/2	1,545.	1,545.
SBC COMMUNICATIONS 4.125% 09/15/2009 DTD	619.	619.
SBC COMMUNICATIONS 5.10% 09/15/2014 DTD	-4.	-4.
TD ASSET MGMT SHORT TERM INV FD #3	1.	1.
TD ASSET MGMT US GOVT INSTL SVS #6	5.	5.
TD ASSET MGMT US GOVT PORT INSTL #2	3.	3.
U S TREASURY NOTE 5.000% 08/15/2011 DTD	-180.	-180.
U S TREAS. BONDS 4.25% 11/15/2014 DTD 11	1,275.	1,275.
U S TREASURY NOTE 4.875% 08/15/2016 DTD	-83.	-83.
U S TREASURY NOTE 3.500% 02/15/2018 DTD	1,050.	1,050.
U S TREASURY NOTE 3.125% 05/15/2019 DTD	59.	59.
U S TREASURY NOTE 0.875% 02/29/2012 DTD	-17.	-17.
WAL-MART STORES 4.55% 5/1/2013 DTD 4/29/	30.	30.
TOTAL	16,527.	16,527.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	108.	108.
ABERCROMBIE & FITCH CO CL A	18.	18.
AMERICAN EXPRESS CO	63.	63.
APACHE CORPORATION	18.	18.
BP CAPITAL MARKETS 5.250% 11/07/2013 DTD	598.	598.
BHP BILLITON LTD	50.	50.
CHEVRONTEXACO CORP	96.	96.
CIMAREX ENERGY CO	16.	16.
CLOROX CO	90.	90.
COLGATE PALMOLIVE CO COM	56.	56.
DIAGEO PLC ADR	117.	117.
WALT DISNEY CO	25.	25.
EMERSON ELECTRIC CO	37.	37.
EXELON CORP COM	84.	84.
EXPEDITORS INTL WASH INC	25.	25.
EXXON MOBIL CORP COM	60.	60.
FASTENAL CO COM	19.	19.
FEDERATED US GOVT SEC 2-5 YRS	16.	16.
GALLAGHER ARTHUR J & CO	96.	96.
HEWLETT PACKARD CO COM	16.	16.
HOME DEPOT INC COM	83.	83.
ILLINOIS TOOL WORKS	71.	71.
ISHARES TR US TIPS BD FD	34.	30.
J P MORGAN CHASE & CO	17.	17.
JOHNSON & JOHNSON COM	86.	86.
MEDTRONIC INC COM	31.	31.
MICROSOFT CORP COM	70.	70.
MONSANTO CO NEW	21.	21.
NOVARTIS A G SPONSORED ADR	97.	97.
ONTARIO PROV CDA 4.5% 2/03/2015 DTD 2/03	-66.	-66.
PIMCO SHORT TERM INSTL #37	136.	136.
PIMCO TOTAL RETURN FUND #35	814.	814.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PIMCO HIGH YLD FUND INSTL #108	830.	830.
PAYCHEX INC	105.	105.
PEPSICO INCORPORATED	73.	73.
PETSMART INC COM	21.	21.
PROCTER & GAMBLE CO	72.	72.
QUEST DIAGNOSTICS INC COM	12.	12.
SEMPRA ENERGY COMMON	14.	14.
SIGMA ALDRICH CORP COM	12.	12.
SOUTHERN CO	97.	97.
STATE STR CORP COM	2.	2.
STRYKER CORP COM	24.	24.
TD ASSET MGMT SHORT TERM INV FD #3	17.	17.
TD ASSET MGMT US GOVT INSTL SVS #6	2.	2.
TD ASSET MGMT US GOVT PORT INSTL #2	1.	1.
TEXAS INSTRUMENTS	47.	47.
3M CO	83.	83.
US BANCORP DEL NEW	26.	26.
UNITED TECHNOLOGIES	65.	65.
VANGUARD FXD INC SECS FD#36GNMA PF	186.	186.
VERIZON COMMUNICATIONS	104.	104.
WELLS FARGO & CO NEW	19.	19.
XTO ENERGY INC	14.	14.
YUM BRANDS INC	66.	66.
ACE LTD	40.	40.
TOTAL	4,934.	4,930.

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.	383.		192.
TOTALS	575.	383.	NONE	192.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	15.	15.
FEDERAL TAX PAYMENT - PRIOR YE	371.	
TOTALS	386.	15.

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
30000 FED HOME LN MTG 5.00%	31,563.	33,759.
30000 FED HOME LN MGT 4.75%	31,030.	33,825.
30000 US TREAS BOND 4.25%	31,488.	33,415.
30000 US TREASURY NOTE 3.500%	29,360.	32,074.
10000 US TREAS BOND 5.000%	10,526.	10,518.
20000 US TREAS NOTE 4.875%	22,302.	23,153.
10000 US TREASURY NOTE 3.125%	9,666.	10,210.
40000 US TREASURY NOTE 0.875%	39,948.	40,220.
TOTALS	205,883.	217,174.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
50 ABERCROMB & FITCH CO CL A		
70 WALT DISNEY CO	2,006.	2,205.
90 HOME DEPOT INC	2,080.	2,526.
105 PETSMART INC		
80 YUM BRANDS INC	2,750.	3,123.
45 CLOROX CO	2,611.	2,797.
30 COLGATE PALMOLIVE CO	1,882.	2,363.
50 DIAGEO PLC ADR	3,494.	3,137.
40 PEPSICO INCORPORATED	1,634.	2,438.
40 PROCTER & GAMBLE CO	1,979.	2,399.
70 WALGREEN CO		
30 TRANSOCEAN LTD ZUG		
40 APACHE CORPORATION	3,002.	3,368.
40 CHEVRON CORPORATION	3,215.	2,714.
40 CIMAREX ENERGY CO	1,652.	2,863.
55 EXXON MOBIL CO	3,722.	3,139.
55 XTO ENERGY INC		
90 AMERICAN EXPRESS CO	4,554.	3,573.
75 GALLAGHER ARTHUR J & CO	1,806.	1,829.
85 JP MORGAN CHASE & CO	3,112.	3,112.
40 STATE STREET CORP	1,419.	1,353.
130 US BANCORP DEL NEW	3,261.	2,906.
110 WELLS FARGO & CO NEW	2,217.	2,816.
40 AMGEN INC		
50 JOHNSON & JOHNSON	2,771.	2,953.
50 MEDTRONIC INC		
50 NOVARTIS A G SPONSORED ADR		
30 QUEST DIAGNOSTICS INC COM	1,399.	1,493.
50 THERMO FISHER SCIENTIFIC IN	1,944.	2,453.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
40 ZIMMER HLDGS INC	1,597.	2,162.
65 EXPEDITORS INTL WASH INC	1,964.	2,243.
50 FASTENAL CO		
65 ILLINOIS TOOL WKS INC	2,895.	2,683.
40 3M CO	2,990.	3,160.
40 UNITED TECHNOLOGIES	2,594.	2,596.
110 AUTODESK INC		
155 CISCO SYSTEMS INC	1,890.	3,303.
60 COGNIZANT TECHNOLOGY SOLUT	1,187.	3,004.
195 EMC CORPORATION/MASS	2,847.	3,569.
50 HEWLETT PACKARD CO	1,855.	2,164.
135 MICROSOFT CORPORATION	3,410.	3,106.
95 PAYCHEX INC	2,842.	2,467.
10 RESEARCH IN MOTION LIMITED		
100 TEXAS INSTRUMENTS	2,289.	2,328.
30 BHP BILLITON LTD		
20 MONSANTO CO NEW	1,888.	924.
20 SIGMA-ALDRICH CORP COMMON	989.	997.
65 AT&T INC	2,005.	1,572.
55 VERIZON COMMUNICATIONS	1,566.	1,541.
35 SEMPRA ENERGY COMMON		
55 SOUTHERN CO	1,912.	1,830.
40 APOLLO GROUP INC	2,391.	1,699.
70 ULTRA PETROLEUM CORP	3,472.	3,098.
40 ACE LTD	1,800.	2,059.
50 ABBOTT LABS CO	2,383.	2,339.
60 STRYKER CORP	2,810.	3,004.
60 EMERSON ELECTRIC CO	2,700.	2,621.
100 LINEAR TECHNOLOGY	2,893.	2,781.

BENEDICT-MILLER FOUNDATION TRUST 65H055017 22-6022176

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
50 ECOLAB INC	2,422.	2,246.
50 EXELON CORP	2,413.	1,899.
TOTALS	112,514.	116,955.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
30000 BANK OF AMERICAN 5.75%	30,610.	31,112.
30000 CATERPILLAR FIN 5.125%		
30000 CONOCOPHILLIPS 5.625%	31,380.	34,848.
30000 GE COMPANY 5.00%	30,623.	32,171.
30000 HONEYWELL INTL 7.500%		
30000 PEPSICO INC 5.15%	31,319.	32,231.
30000 SBC COMMUNICATIONS 4.125		
1399.254 FEDERATED US GOVT SEC		
1512.097 PIMCO SHORT TERM INST		
1974.334 PIMCO TOTAL RETURN IN		
3003.003 TD ASSET MGMT SHORT T		
20000 BANK OF AMER CORP 3.125	20,861.	20,887.
15000 ONTARIO PROV CDA	16,205.	16,415.
10000 SBC COMMUNICATIONS 5.10	10,875.	11,093.
20000 WALMART STORES 4.55	21,532.	21,754.
15 ISHARES TR US TIPS BD FD	1,502.	1,604.
1242 PIMCO HIGH YLD FUND INSTL	10,073.	10,992.
470 VANGUARD GNMA FUND 36	4,987.	5,170.
TOTALS	209,967.	218,277.

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

DESCRIPTION		AMOUNT
CASH / ACCRUAL ADJ; ROUNDING		94.
	TOTAL	94.

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STMT.

CHARITABLE ORGANIZATIONS THAT RECEIVE LESS THAN $10,000 IN CONTRIBUTIONS ANNUALLY ARE NOT REQUIRED TO REGISTER WITH THE NEW JERSEY CHARITIES REGTRATION SECTION.

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

OFFICER NAME:
TD BANK, N.A.
ADDRESS:
1500 ROUTE 202
BASKING RIDGE, NJ 07920
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 3
COMPENSATION .... 5,212.

TOTAL COMPENSATION: 5,212.

FORM 990PF, PART XV - LINES 2a - 2d
==================================

RECIPIENT NAME:
  FREDERICK C. REMMELI
ADDRESS:
  PO BOX 912
  LYNDHURST, NJ 07071
FORM, INFORMATION AND MATERIALS:
  NO SPECIFIC FORMAT, LETTER
SUBMISSION DEADLINES:
  PRIOR TO THE LAST WEEK IN MAY
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  CHARITABLE, SCIENTIFIC AND EDUCATIONAL PURPOSES

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

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RECIPIENT NAME:
BLUE HILL HERITAGE TRUST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
MPBN MAINE PUBLIC BROADCASTING NETW
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CULTURAL
AMOUNT OF GRANT PAID .... 4,500.

RECIPIENT NAME:
VASSAR COLLEGE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
COLORADO MUSIC FESTIVAL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CULTURAL
AMOUNT OF GRANT PAID .... 2,750.

RECIPIENT NAME:
KUNC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CULTURAL
AMOUNT OF GRANT PAID .... 250.

RECIPIENT NAME:
ROCKY MOUNTAIN PBS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CULTURAL
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
ST DAVID'S EPISCOPAL CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
AMOUNT OF GRANT PAID .... 400.

RECIPIENT NAME:
ST SIMON-BY-THE-SEA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CULTURAL
AMOUNT OF GRANT PAID .... 1,250.

RECIPIENT NAME:
CENTRAL VIRGINIA FOOD BANK
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
JAMES RIVER ROWERS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
AMOUNT OF GRANT PAID .... 375.

RECIPIENT NAME:
SAVE BARNEGAT BAY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
AMOUNT OF GRANT PAID .... 475.

RECIPIENT NAME:
SECOND CONGREGATIONAL CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
WICASSET HIGH SCHOOL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
PEDDIE SCHOOL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
AMOUNT OF GRANT PAID .... 50.

RECIPIENT NAME:
TETON YOUTH AND FAMILY SERVICES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
AMOUNT OF GRANT PAID .... 250.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
PINGRY SCHOOL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
AMOUNT OF GRANT PAID .... 250.

RECIPIENT NAME:
HARVARD SCHOOL OF PUBLIC HEALTH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
AMOUNT OF GRANT PAID .... 750.

RECIPIENT NAME:
SWARTHMORE COLLEGE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
AMOUNT OF GRANT PAID .... 250.

RECIPIENT NAME:
RADNOR MEMORIAL LIBRARY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
AMOUNT OF GRANT PAID .... 175.

RECIPIENT NAME:
WILLIAM PENN CHARTER SCHOOL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
AMOUNT OF GRANT PAID .... 100.

RECIPIENT NAME:
FOX & ROACH CHARITIES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
KENT PLACE SCHOOL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
AMOUNT OF GRANT PAID .... 100.

RECIPIENT NAME:
LAFAYETTE COLLEGE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
AMOUNT OF GRANT PAID .... 250.

RECIPIENT NAME:
WNYC RADIO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CULTURAL
AMOUNT OF GRANT PAID .... 125.

RECIPIENT NAME:
COPE CENTER FOUNDATION INC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
AMOUNT OF GRANT PAID .... 250.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SKIDMORE COLLEGE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
AMOUNT OF GRANT PAID .... 250.

RECIPIENT NAME:
VIRGINIA SYMPHONY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CULTURAL
AMOUNT OF GRANT PAID .... 275.

RECIPIENT NAME:
JAMESTOWN-YORKTOWN FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
AMOUNT OF GRANT PAID .... 450.

RECIPIENT NAME:
MARINERS MUSEUM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CULTURAL
AMOUNT OF GRANT PAID .... 450.

RECIPIENT NAME:
WALSINGHAM ACADEMY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
AMOUNT OF GRANT PAID .... 450.

RECIPIENT NAME:
CENTER OF AMERICAN WEST
PURPOSE OF GRANT:
CHARITABLE
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
PROSTATE CANCER FOUNDATION
PURPOSE OF GRANT:
MEDICAL
AMOUNT OF GRANT PAID .... 250.

RECIPIENT NAME:
ARBOR SCHOOL OF ARTS & SCIENCES
PURPOSE OF GRANT:
EDUCATIONAL
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
LAWRENCEVILLE FUND
PURPOSE OF GRANT:
CHARITABLE
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
MILLWOOD SCHOOL ANNUAL FUND
PURPOSE OF GRANT:
EDUCATIONAL
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
NEAR AND FAR AID
PURPOSE OF GRANT:
CHARITABLE
AMOUNT OF GRANT PAID .... 1,875.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
JACKSON HOLE
PURPOSE OF GRANT:
CHARITABLE
AMOUNT OF GRANT PAID .... 200.

RECIPIENT NAME:
CENTRAL ASIA INSTITUTE
PURPOSE OF GRANT:
CHARITABLE
AMOUNT OF GRANT PAID .... 375.

RECIPIENT NAME:
THE RESCUE GROUP
PURPOSE OF GRANT:
CHARITABLE
AMOUNT OF GRANT PAID .... 1,875.

RECIPIENT NAME:
COLONIAL WILLIAMSBURG FOUNDATION
PURPOSE OF GRANT:
CHARITABLE
AMOUNT OF GRANT PAID .... 250.

RECIPIENT NAME:
CHANNEL 13 PUBLIC TELEVISION
PURPOSE OF GRANT:
CHARITABLE
AMOUNT OF GRANT PAID .... 250.

TOTAL GRANTS PAID: 29,500.

BENEDICT-MILLER FOUNDATION TRUST 65H055017 22-6022176

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
15000. AT&T INC 5.8%					
02/15/2019 DTD 02/03/2009	03/05/2010	03/15/2010	16,000.00	16,162.00	-162.00
50. ABERCROMBIE & FITCH CO	03/25/2009	01/11/2010	1,632.00	1,221.00	411.00
10. AMGEN INC COMMON	11/18/2008	11/02/2009	525.00	545.00	-20.00
20000. BP CAPITAL MARKETS					
5.250% 11/07/2013 DTD 11/07/08	09/21/2009	04/14/2010	22,032.00	21,865.00	167.00
15000. CISCO SYSTEMS INC					
5.25% 02/22/2011 DTD 02/22/06	03/03/2010	03/15/2010	15,657.00	15,689.00	-32.00
10. COGNIZANT TECHNLGY	06/23/2009	02/18/2010	473.00	249.00	224.00
35000. FED FARM CREDIT BK					
3.875% 08/25/2011 DTD 06/25/08	03/05/2010	03/15/2010	36,560.00	36,651.00	-91.00
10. RESEARCH IN MOTION LTD	03/06/2009	11/02/2009	546.00	360.00	186.00
35. SEMPRA ENERGY COMMON	11/18/2008	07/07/2009	1,687.00	1,753.00	-66.00
20. WALGREEN CO	11/18/2008	07/07/2009	582.00	471.00	111.00
10. TRANSOCEAN LTD ZUG	06/23/2009	05/14/2010	659.00	730.00	-71.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			96,353.00	95,696.00	657.00
Totals			96,353.00	95,696.00	657.00

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BENEDICT-MILLER FOUNDATION TRUST 65H055017 22-6022176

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
30. AMGEN INC COMMON	08/21/2008	11/02/2009	1,575.00	1,917.00	-342.00
110. AUTODESK INC COM	01/08/2009	06/24/2010	2,926.00	2,317.00	609.00
30. BHP BILLITON LTD	05/01/2009	05/05/2010	2,066.00	1,415.00	651.00
30000. CATERPILLAR FIN					
5.125% 10/12/2011 DTD 10/12/2006	05/22/2008	06/22/2010	31,554.00	31,073.00	481.00
10. CHEVRONTEXACO CORP	08/21/2008	01/11/2010	807.00	891.00	-84.00
20. CIMAREX ENERGY CO	08/21/2008	06/24/2010	1,450.00	1,119.00	331.00
30. COGNIZANT TECHNLGY	08/21/2008	08/26/2009	1,048.00	894.00	154.00
10. COGNIZANT TECHNLGY	08/21/2008	02/18/2010	473.00	298.00	175.00
50. FASTENAL CO COM	11/18/2008	01/11/2010	2,292.00	2,356.00	-64.00
1399.254 FEDERATED US GOVT	06/11/2007	08/06/2009	16,441.00	15,000.00	1,441.00
30000. HONEYWELL INTL					
7.500% 03/01/2010 DTD 03/01/2000	05/05/2008	03/01/2010	30,000.00	32,082.00	-2,082.00
50. MEDTRONIC INC COM	11/18/2008	03/16/2010	2,250.00	2,585.00	-335.00
50. NOVARTIS A G SPONSORED	03/12/2007	05/27/2010	2,243.00	2,820.00	-577.00
1512.097 PIMCO SHORT TERM	06/11/2007	03/02/2010	14,909.00	15,000.00	-91.00
1974.334 PIMCO TOTAL	06/11/2007	03/02/2010	21,737.00	20,000.00	1,737.00
60. PETSMART INC COM	08/21/2008	01/11/2010	1,605.00	1,459.00	146.00
45. PETSMART INC COM	11/18/2008	01/12/2010	1,190.00	908.00	282.00
30000. SBC COMMUNICATIONS					
4.125% 09/15/2009 DTD 11/03/2004	05/05/2008	09/15/2009	30,000.00	30,134.00	-134.00
3003.003 TD ASSET MGMT					
SHORT TERM INV FD #3	06/11/2007	03/02/2010	29,580.00	30,000.00	-420.00
50. WALGREEN CO	03/12/2007	07/07/2009	1,455.00	2,227.00	-772.00
55. XTO ENERGY INC	11/18/2008	12/16/2009	2,606.00	2,163.00	443.00
20. TRANSOCEAN LTD ZUG	11/18/2008	05/14/2010	1,317.00	1,391.00	-74.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			199,524.00	198,049.00	1,475.00
Totals			199,524.00	198,049.00	1,475.00

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FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PIMCO SHORT TERM INSTL #37	38.00	
PIMCO TOTAL RETURN FUND #35	48.00	
VANGUARD FXD INC SECS FD#36GNMA PF	14.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		100.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		100.00