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

OMB No 1545-0052

**2009**

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

For calendar year **2009**, or tax year beginning **08/01**, 2009, and ending **07/31**, 2010G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return  
☐ Amended return ☐ Address change ☐ Name changeUse the IRS  
label  
Otherwise,  
print  
or type  
See Specific  
Instructions

Name of foundation

ARTHUR H BRITTON TR U/W 360097018

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

Room/suite

PO BOX 477

City or town, state, and ZIP code

CONCORD, NH 03302-0477

A Employer identification number

02-6004800

B Telephone number (see page 10 of the instructions)

(603) 229-5815

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

Fair market value of all assets at end

of year (from Part II, col. (c), line

16) \$ 2,059,665.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

(a) Revenue and expenses per books

(b) Net investment income

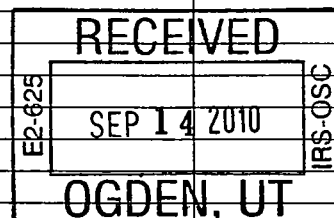
(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue

Operating and Administrative Expenses

|     |                                                                                                       |          |          |      |          |
|-----|-------------------------------------------------------------------------------------------------------|----------|----------|------|----------|
| 1   | Contributions, gifts, grants, etc., received (attach schedule)                                        |          |          |      |          |
| 2   | Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B. . . . . |          |          |      |          |
| 3   | Interest on savings and temporary cash investments                                                    | 22.      | 22.      |      | STMT 1   |
| 4   | Dividends and interest from securities . . . . .                                                      | 71,668.  | 71,639.  |      | STMT 2   |
| 5a  | Gross rents . . . . .                                                                                 |          |          |      |          |
| b   | Net rental income or (loss)                                                                           |          |          |      |          |
| 6a  | Net gain or (loss) from sale of assets not on line 10                                                 | 69,555.  |          |      |          |
| b   | Gross sales price for all assets on line 6a 1,168,302.                                                |          |          |      |          |
| 7   | Capital gain net income (from Part IV, line 2) . . . . .                                              |          | 69,555.  |      |          |
| 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  | <b>Total.</b> Add lines 1 through 11 . . . . .                                                        | 141,245. | 141,216. |      |          |
| 13  | Compensation of officers, directors, trustees, etc. . . . .                                           | 17,771.  | 17,771.  |      |          |
| 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 5 . . . . .                                                    | 575.     | 575.     | NONE | NONE     |
| c   | Other professional fees (attach schedule) . . . . .                                                   |          |          |      |          |
| 17  | Interest . . . . .                                                                                    |          |          |      |          |
| 18  | Taxes (attach schedule) (see page 14 of the instructions) STMT 6 . . . . .                            | 462.     | 331.     |      |          |
| 19  | Depreciation (attach schedule) and depletion . . . . .                                                |          |          |      |          |
| 20  | Occupancy . . . . .                                                                                   |          |          |      |          |
| 21  | Travel, conferences, and meetings . . . . .                                                           |          | NONE     | NONE |          |
| 22  | Printing and publications . . . . .                                                                   |          | NONE     | NONE |          |
| 23  | Other expenses (attach schedule) STMT 7 . . . . .                                                     | 275.     | 275.     |      |          |
| 24  | <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .                 | 19,083.  | 18,952.  | NONE | NONE     |
| 25  | Contributions, gifts, grants paid . . . . .                                                           | 101,678. |          |      | 101,678. |
| 26  | <b>Total expenses and disbursements.</b> Add lines 24 and 25 . . . . .                                | 120,761. | 18,952.  | NONE | 101,678. |
| 27  | Subtract line 26 from line 12: . . . . .                                                              |          |          |      |          |
| a   | Excess of revenue over expenses and disbursements . . . . .                                           | 20,484.  |          |      |          |
| b   | Net investment income (if negative, enter -0-) . . . . .                                              |          | 122,264. |      |          |
| c   | Adjusted net income (if negative, enter -0-) . . . . .                                                |          |          |      |          |



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

JSA

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**Part II Balance Sheets**

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

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

|                                    |                                                                                                                                                |                                                                                                                                        |                                                                |            |            |
|------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------|------------|
| <b>Assets</b>                      | 1                                                                                                                                              | Cash - non-interest-bearing . . . . .                                                                                                  |                                                                |            |            |
|                                    | 2                                                                                                                                              | Savings and temporary cash investments . . . . .                                                                                       | 53,313.                                                        | 16,131.    | 16,131.    |
|                                    | 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) . . . . .                                                        | 295,922.                                                       | 360,362.   | 369,858.   |
|                                    | b                                                                                                                                              | Investments - corporate stock (attach schedule) . . . . .                                                                              | 1,083,987.                                                     | 1,082,690. | 1,115,573. |
|                                    | c                                                                                                                                              | Investments - corporate bonds (attach schedule) . . . . .                                                                              | 564,804.                                                       | 535,559.   | 558,103.   |
|                                    | <b>Liabilities</b>                                                                                                                             | 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                                 |                                                                                                                                                | <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .                         | 1,998,026.                                                     | 1,994,742. | 2,059,665. |
| 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                                 | <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                                                   |                                                                                                                                        |                                                                |            |            |
| <b>Net Assets or Fund Balances</b> | <b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b><br><b>and complete lines 24 through 26 and lines 30 and 31.</b> |                                                                                                                                        |                                                                |            |            |
|                                    | 24                                                                                                                                             | Unrestricted . . . . .                                                                                                                 |                                                                |            |            |
|                                    | 25                                                                                                                                             | Temporarily restricted . . . . .                                                                                                       |                                                                |            |            |
|                                    | 26                                                                                                                                             | Permanently restricted . . . . .                                                                                                       |                                                                |            |            |
|                                    | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>             |                                                                                                                                        |                                                                |            |            |
|                                    | 27                                                                                                                                             | Capital stock, trust principal, or current funds . . . . .                                                                             | 1,998,026.                                                     | 1,994,742. |            |
|                                    | 28                                                                                                                                             | Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .                                                               |                                                                |            |            |
|                                    | 29                                                                                                                                             | Retained earnings, accumulated income, endowment, or other funds . . . . .                                                             |                                                                |            |            |
|                                    | 30                                                                                                                                             | <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .                                                   | 1,998,026.                                                     | 1,994,742. |            |
|                                    | 31                                                                                                                                             | <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .                                      | 1,998,026.                                                     | 1,994,742. |            |

**Part III Analysis of Changes in Net Assets or Fund Balances**

|   |                                                                                                                                                                      |   |            |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . . | 1 | 1,998,026. |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | 20,484.    |
| 3 | Other increases not included in line 2 (itemize) ▶ . . . . .                                                                                                         | 3 |            |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 2,018,510. |
| 5 | Decreases not included in line 2 (itemize) ▶ . . . . .                                                                                                               | 5 | 23,768.    |
| 6 | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .                                               | 6 | 1,994,742. |

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**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<br>P-Purchase<br>D-Donation                                                | (c) Date acquired<br>(mo, day, yr) | (d) Date sold<br>(mo, day, yr) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------|------------------------------------|--------------------------------|
| 1a SEE PART IV DETAIL                                                                                                                                                                                                                |                                            |                                                 |                                                                                             |                                    |                                |
| b                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                             |                                    |                                |
| c                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                             |                                    |                                |
| d                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                             |                                    |                                |
| e                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                             |                                    |                                |
| (e) Gross sales price                                                                                                                                                                                                                | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                |                                    |                                |
| a                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                             |                                    |                                |
| b                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                             |                                    |                                |
| c                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                             |                                    |                                |
| d                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                             |                                    |                                |
| e                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                             |                                    |                                |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69                                                                                                                                          |                                            |                                                 | (i) Gains (Col (h) gain minus<br>col (k), but not less than -0- or<br>Losses (from col (h)) |                                    |                                |
| (i) F.M.V. as of 12/31/69                                                                                                                                                                                                            | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                             |                                    |                                |
| a                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                             |                                    |                                |
| b                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                             |                                    |                                |
| c                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                             |                                    |                                |
| d                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                             |                                    |                                |
| e                                                                                                                                                                                                                                    |                                            |                                                 |                                                                                             |                                    |                                |
| 2 Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                                                        |                                            |                                                 | 2                                                                                           | 69,555.                            |                                |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).<br>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)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                                      | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| 2008                                                                                                                                                                                                                                      | 93,673.                                  | 1,892,829.                                   | 0.04948835843                                             |
| 2007                                                                                                                                                                                                                                      | 119,295.                                 | 2,412,269.                                   | 0.04945343989                                             |
| 2006                                                                                                                                                                                                                                      | 128,402.                                 | 2,363,874.                                   | 0.05431846198                                             |
| 2005                                                                                                                                                                                                                                      | 87,024.                                  | 2,255,115.                                   | 0.03858960630                                             |
| 2004                                                                                                                                                                                                                                      | 108,864.                                 | 2,170,534.                                   | 0.05015539955                                             |
| 2 Total of line 1, column (d) . . . . .                                                                                                                                                                                                   |                                          |                                              | 2 0.24200526615                                           |
| 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 0.04840105323                                           |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .                                                                                                                                                  |                                          |                                              | 4 2,031,914.                                              |
| 5 Multiply line 4 by line 3 . . . . .                                                                                                                                                                                                     |                                          |                                              | 5 98,347.                                                 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .                                                                                                                                                                    |                                          |                                              | 6 1,223.                                                  |
| 7 Add lines 5 and 6 . . . . .                                                                                                                                                                                                             |                                          |                                              | 7 99,570.                                                 |
| 8 Enter qualifying distributions from Part XII, line 4 . . . . .<br>If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18. |                                          |                                              | 8 101,678.                                                |

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)**

|                                                                                                                                                                        |    |      |        |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|------|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .                               |    |      |        |
| Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)                                                            |    |      |        |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . . |    | 1    | 1,223. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                               |    |      |        |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                            |    | 2    |        |
| 3 Add lines 1 and 2                                                                                                                                                    |    | 3    | 1,223. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                          |    | 4    | NONE   |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-                                                                              |    | 5    | 1,223. |
| 6 Credits/Payments:                                                                                                                                                    |    |      |        |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009 . . . . .                                                                                          | 6a | 744. |        |
| 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  | 744. |        |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .                                          | 8  |      |        |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .                                                                              | 9  | 479. |        |
| 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 <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>                             | 11 |      |        |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .                                                                                                                                                              |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .                                                                                                                                                                              |     | 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? . . . . .                                                                                                                                                                                                                                                                               |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____                                                                                                        |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____                                                                                                                                                                       |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .                                                                                                                                                                                                                                    |     | X  |
| If "Yes," attach a detailed description of the activities                                                                                                                                                                                                                                                                                      |     |    |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .                                                                                                         |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                       |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .                                                                                                                                                                                                                                                                   |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .                                                                                                                                                                                                                                     |     | X  |
| If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                                                                                                                              |     |    |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . . | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV . . . . .                                                                                                                                                                                                  | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> STMT 13                                                                                                                                                                               |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .                                                                                                                        | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . . . .                                                                    |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .                                                                                                                                                                                                |     | X  |

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**Part VII-A Statements Regarding Activities (continued)**

|                            |                                                                                                                                                                                                                  |    |    |                          |
|----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----|--------------------------|
| 11                         | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) . . . . . | 11 |    | X                        |
| 12                         | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .                                                                                  | 12 |    | X                        |
| 13                         | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .                                                                                    | 13 | X  |                          |
| Website address <b>N/A</b> |                                                                                                                                                                                                                  |    |    |                          |
| 14                         | The books are in care of <b>TD Bank, N.A.</b> Telephone no <b>(603) 229-5990</b>                                                                                                                                 |    |    |                          |
|                            | Located at <b>143 NORTH MAIN STREET, CONCORD, NH</b> ZIP + 4 <b>03301</b>                                                                                                                                        |    |    |                          |
| 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 . . . . .          |    |    | <input type="checkbox"/> |
|                            |                                                                                                                                                                                                                  |    | 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                                     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|----------------------------------------|
| <b>1a</b> During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                                      |                              |                                        |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (6) Agree to pay money or property to a government official? (Exception - Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .                                                                                                                                                                                                                                                          | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <b>b</b> If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . .                                                                                                                                                                                                                                                             |                              |                                        |
| Organizations relying on a current notice regarding disaster assistance check here . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                       |                              | <input type="checkbox"/>               |
| <b>c</b> 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? . . . . .                                                                                                                                                                                                                                                                                                         |                              | X                                      |
| <b>2</b> 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)):                                                                                                                                                                                                                                                                                                                            |                              |                                        |
| <b>a</b> At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? . . . . .                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| If "Yes," list the years <b>/ / / / /</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                              |                                        |
| <b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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) . . . . .                                                                                                                                                                  |                              | X                                      |
| <b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. <b>/ / / / /</b>                                                                                                                                                                                                                                                                                                                                                                  |                              |                                        |
| <b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .                                                                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <b>b</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.) . . . . . |                              |                                        |
| <b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .                                                                                                                                                                                                                                                                                                                                                                                |                              | X                                      |
| <b>b</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? . . . . .                                                                                                                                                                                                                                                               |                              | X                                      |

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **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? ☐ Yes ☒ No **6b**
- If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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 14     |                                                           | 17,771.                                   | -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 |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| SEE STATEMENT 15                                              |                                                           | NONE             | NONE                                                                  | NONE                                  |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

**Total number of other employees paid over \$50,000** ☐ **NONE**

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|-------------------------------------------------------------|---------------------|------------------|
| SEE STATEMENT 16                                            |                     | NONE             |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |

Total number of others receiving over \$50,000 for professional services . . . . . **NONE****Part IX-A Summary of Direct Charitable Activities**

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| 1 NONE                                                                                                                                                                                                                                                 |          |
| 2                                                                                                                                                                                                                                                      |          |
| 3                                                                                                                                                                                                                                                      |          |
| 4                                                                                                                                                                                                                                                      |          |

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

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

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

|          |                                                                                                                          |           |            |
|----------|--------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:              |           |            |
| <b>a</b> | Average monthly fair market value of securities                                                                          | <b>1a</b> | 1,997,605. |
| <b>b</b> | Average of monthly cash balances                                                                                         | <b>1b</b> | 65,252.    |
| <b>c</b> | Fair market value of all other assets (see page 24 of the instructions)                                                  | <b>1c</b> | NONE       |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                                    | <b>1d</b> | 2,062,857. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)                | <b>1e</b> |            |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                                     | <b>2</b>  | NONE       |
| <b>3</b> | Subtract line 2 from line 1d                                                                                             | <b>3</b>  | 2,062,857. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) | <b>4</b>  | 30,943.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4              | <b>5</b>  | 2,031,914. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                                     | <b>6</b>  | 101,596.   |

**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.)

|           |                                                                                                           |           |          |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 101,596. |
| <b>2a</b> | Tax on investment income for 2009 from Part VI, line 5                                                    | <b>2a</b> | 1,223.   |
| <b>b</b>  | Income tax for 2009. (This does not include the tax from Part VI.)                                        | <b>2b</b> |          |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 1,223.   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 100,373. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  | NONE     |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 100,373. |
| <b>6</b>  | Deduction from distributable amount (see page 25 of the instructions)                                     | <b>6</b>  | NONE     |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 100,373. |

**Part XII Qualifying Distributions** (see page 25 of the instructions)

|          |                                                                                                                                                                     |           |          |
|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                                          |           |          |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                                                       | <b>1a</b> | 101,678. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                                                  | <b>1b</b> |          |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                                           | <b>2</b>  | NONE     |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                                                                |           |          |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                                      | <b>3a</b> | NONE     |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                               | <b>3b</b> | NONE     |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                                   | <b>4</b>  | 101,678. |
| <b>5</b> | 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) | <b>5</b>  | 1,223.   |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                               | <b>6</b>  | 100,455. |

**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)<br>Corpus | (b)<br>Years prior to 2008 | (c)<br>2008 | (d)<br>2009 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2009 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 100,373.    |
| <b>2</b> Undistributed income, if any, as of the end of 2009                                                                                                                                |               |                            |             |             |
| <b>a</b> Enter amount for 2008 only . . . . .                                                                                                                                               |               |                            | NONE        |             |
| <b>b</b> Total for prior years 20 <u>07</u> , 20 <u>  </u> , 20 <u>  </u>                                                                                                                   |               | NONE                       |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2009:                                                                                                                                   |               |                            |             |             |
| <b>a</b> From 2004 . . . . .                                                                                                                                                                | 1,664.        |                            |             |             |
| <b>b</b> From 2005 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>c</b> From 2006 . . . . .                                                                                                                                                                | 16,668.       |                            |             |             |
| <b>d</b> From 2007 . . . . .                                                                                                                                                                | 1,392.        |                            |             |             |
| <b>e</b> From 2008 . . . . .                                                                                                                                                                | 518.          |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              | 20,242.       |                            |             |             |
| <b>4</b> Qualifying distributions for 2009 from Part XII, line 4: ► \$ <u>101,678.</u>                                                                                                      |               |                            |             |             |
| <b>a</b> Applied to 2008, but not more than line 2a . . .                                                                                                                                   |               |                            | NONE        |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .                                                                     |               | NONE                       |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . .                                                                               | NONE          |                            |             |             |
| <b>d</b> Applied to 2009 distributable amount . . . . .                                                                                                                                     |               |                            |             | 100,373.    |
| <b>e</b> Remaining amount distributed out of corpus . .                                                                                                                                     | 1,305.        |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2009 .<br>(If an amount appears in column (d), the same amount must be shown in column (a) )                                             | NONE          |                            |             | NONE        |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                                  | 21,547.       |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .                                                                                                          |               | NONE                       |             |             |
| <b>c</b> 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                       |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .                                                                                          |               | NONE                       |             |             |
| <b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .                                                            |               |                            | NONE        |             |
| <b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010. . . . .                                                                 |               |                            |             | NONE        |
| <b>7</b> 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          |                            |             |             |
| <b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .                                                               | 1,664.        |                            |             |             |
| <b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | 19,883.       |                            |             |             |
| <b>10</b> Analysis of line 9.                                                                                                                                                               |               |                            |             |             |
| <b>a</b> Excess from 2005 . . .                                                                                                                                                             | NONE          |                            |             |             |
| <b>b</b> Excess from 2006 . . .                                                                                                                                                             | 16,668.       |                            |             |             |
| <b>c</b> Excess from 2007 . . .                                                                                                                                                             | 1,392.        |                            |             |             |
| <b>d</b> Excess from 2008 . . .                                                                                                                                                             | 518.          |                            |             |             |
| <b>e</b> Excess from 2009 . . .                                                                                                                                                             | 1,305.        |                            |             |             |

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . .

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

4942(j)(3) or 4942(j)(5)

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

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

NONE

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

NONE

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

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

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

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

**c** Any submission deadlines:

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

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| <div>Recipient</div> <div>Name and address (home or business)</div> | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount   |
|---------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|----------|
| <b>a</b> <i>Paid during the year</i><br><br>SEE STATEMENT 19        |                                                                                                           |                                |                                  |          |
| <b>Total.</b> .....                                                 |                                                                                                           |                                | ▶ <b>3a</b>                      | 101,678. |
| <b>b</b> <i>Approved for future payment</i>                         |                                                                                                           |                                |                                  |          |
| <b>Total.</b> .....                                                 |                                                                                                           |                                | ▶ <b>3b</b>                      |          |

| Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income<br>(See page 28 of<br>the instructions ) |
|---------------------------|---------------|--------------------------------------|---------------|--------------------------------------------------------------------------------------|
| (a)<br>Business code      | (b)<br>Amount | (c)<br>Exclusion code                | (d)<br>Amount |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               | 14                                   | 22.           |                                                                                      |
|                           |               | 14                                   | 71,663.       |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               | 18                                   | 69,560.       |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               |                                      |               |                                                                                      |
|                           |               |                                      | 141,245.      |                                                                                      |
|                           |               |                                      | 141,245.      | 141,245.                                                                             |

[illegible]

| 1                                                                                                                                                                                                                                                                                                                                                                                              |       | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|-----|----|
| 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. |       |     |    |

[illegible]

**b** If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

|                          |                                                                                     |  |                    |  |                                                                                     |  |
|--------------------------|-------------------------------------------------------------------------------------|--|--------------------|--|-------------------------------------------------------------------------------------|--|
| Sign Here                | Signature of officer or trustee<br><i>Tricia J. Smith</i>                           |  | Date<br>08/18/2010 |  | Title<br>Trustee                                                                    |  |
|                          | Preparer's signature<br>TRICIA J. SMITH                                             |  | Date<br>08/18/2010 |  | Check if self-employed <input type="checkbox"/>                                     |  |
| Paid Preparer's Use Only | Preparer's identifying number (See <b>Signature</b> on page 30 of the instructions) |  |                    |  | Preparer's identifying number (See <b>Signature</b> on page 30 of the instructions) |  |
|                          | Firm's name (or yours if self-employed), address, and ZIP code                      |  |                    |  | EIN                                                                                 |  |
|                          | Phone no                                                                            |  |                    |  | Phone no                                                                            |  |

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description                                                                        |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold  |
|----------------------------------------------|---------------------------------------|------------------------------------------------------------------------------------|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                                          | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |            |
|                                              |                                       | TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS                                             |                          |                                |                                    |              | 295.                 |            |
| 21,334.00                                    |                                       | 20000. AT&T INC 5.8% 02/15/2019 DTD 02/0<br>PROPERTY TYPE: SECURITIES<br>21,613.00 |                          |                                |                                    |              | 09/21/2009           | 03/15/2010 |
|                                              |                                       |                                                                                    |                          |                                |                                    |              | -279.00              |            |
| 11,424.00                                    |                                       | 350. ABERCROMBIE & FITCH CO CL A<br>PROPERTY TYPE: SECURITIES<br>8,545.00          |                          |                                |                                    |              | 03/25/2009           | 01/11/2010 |
|                                              |                                       |                                                                                    |                          |                                |                                    |              | 2,879.00             |            |
| 4,150.00                                     |                                       | 110. AMERICAN EXPRESS CO<br>PROPERTY TYPE: SECURITIES<br>4,089.00                  |                          |                                |                                    |              | 09/24/2008           | 01/28/2010 |
|                                              |                                       |                                                                                    |                          |                                |                                    |              | 61.00                |            |
| 1,180.00                                     |                                       | 20. AMGEN INC<br>PROPERTY TYPE: SECURITIES<br>1,177.00                             |                          |                                |                                    |              | 01/08/2009           | 10/08/2009 |
|                                              |                                       |                                                                                    |                          |                                |                                    |              | 3.00                 |            |
| 4,720.00                                     |                                       | 80. AMGEN INC<br>PROPERTY TYPE: SECURITIES<br>4,658.00                             |                          |                                |                                    |              | 09/24/2008           | 10/08/2009 |
|                                              |                                       |                                                                                    |                          |                                |                                    |              | 62.00                |            |
| 9,450.00                                     |                                       | 180. AMGEN INC<br>PROPERTY TYPE: SECURITIES<br>10,481.00                           |                          |                                |                                    |              | 09/24/2008           | 11/02/2009 |
|                                              |                                       |                                                                                    |                          |                                |                                    |              | -1,031.00            |            |
| 5,262.00                                     |                                       | 220. AUTODESK INC<br>PROPERTY TYPE: SECURITIES<br>5,294.00                         |                          |                                |                                    |              | 10/13/2004           | 01/28/2010 |
|                                              |                                       |                                                                                    |                          |                                |                                    |              | -32.00               |            |
| 14,895.00                                    |                                       | 560. AUTODESK INC<br>PROPERTY TYPE: SECURITIES<br>12,805.00                        |                          |                                |                                    |              | 01/08/2009           | 06/24/2010 |
|                                              |                                       |                                                                                    |                          |                                |                                    |              | 2,090.00             |            |
| 6,948.00                                     |                                       | 100. BHP BILLITON LTD<br>PROPERTY TYPE: SECURITIES<br>4,834.00                     |                          |                                |                                    |              | 05/01/2009           | 10/08/2009 |
|                                              |                                       |                                                                                    |                          |                                |                                    |              | 2,114.00             |            |
| 2,755.00                                     |                                       | 40. BHP BILLITON LTD<br>PROPERTY TYPE: SECURITIES<br>2,864.00                      |                          |                                |                                    |              | 01/28/2010           | 05/05/2010 |
|                                              |                                       |                                                                                    |                          |                                |                                    |              | -109.00              |            |

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description                                                                        |                          |                                |                                    | P<br>or<br>D | Date<br>acquired        | Date sold  |
|----------------------------------------------|---------------------------------------|------------------------------------------------------------------------------------|--------------------------|--------------------------------|------------------------------------|--------------|-------------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                                          | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss)    |            |
| 7,576.00                                     |                                       | 110. BHP BILLITON LTD<br>PROPERTY TYPE: SECURITIES<br>5,073.00                     |                          |                                |                                    |              | 03/25/2009<br>2,503.00  | 05/05/2010 |
| 7,170.00                                     |                                       | 100. CHEVRONTEXACO CORP<br>PROPERTY TYPE: SECURITIES<br>8,336.00                   |                          |                                |                                    |              | 06/15/2007<br>-1,166.00 | 10/08/2009 |
| 807.00                                       |                                       | 10. CHEVRONTEXACO CORP<br>PROPERTY TYPE: SECURITIES<br>834.00                      |                          |                                |                                    |              | 06/15/2007<br>-27.00    | 01/11/2010 |
| 7,249.00                                     |                                       | 100. CIMAREX ENERGY CO<br>PROPERTY TYPE: SECURITIES<br>5,349.00                    |                          |                                |                                    |              | 07/29/2008<br>1,900.00  | 06/24/2010 |
| 7,110.00                                     |                                       | 300. CISCO SYSTEMS INC<br>PROPERTY TYPE: SECURITIES<br>6,846.00                    |                          |                                |                                    |              | 09/24/2008<br>264.00    | 10/08/2009 |
| 31,314.00                                    |                                       | 30000. CISCO SYSTEMS INC 5.25% 02/22/201<br>PROPERTY TYPE: SECURITIES<br>31,378.00 |                          |                                |                                    |              | 03/03/2010<br>-64.00    | 03/15/2010 |
| 5,876.00                                     |                                       | 100. CLOROX CO<br>PROPERTY TYPE: SECURITIES<br>6,331.00                            |                          |                                |                                    |              | 09/09/2008<br>-455.00   | 10/08/2009 |
| 6,635.00                                     |                                       | 190. COGNIZANT TECHN LGY SLTNS COR<br>PROPERTY TYPE: SECURITIES<br>4,697.00        |                          |                                |                                    |              | 06/23/2009<br>1,938.00  | 08/26/2009 |
| 1,784.00                                     |                                       | 50. COGNIZANT TECHN LGY SLTNS COR<br>PROPERTY TYPE: SECURITIES<br>1,205.00         |                          |                                |                                    |              | 09/24/2008<br>579.00    | 09/08/2009 |
| 5,347.00                                     |                                       | 120. COGNIZANT TECHN LGY SLTNS COR<br>PROPERTY TYPE: SECURITIES<br>2,892.00        |                          |                                |                                    |              | 09/24/2008<br>2,455.00  | 01/28/2010 |
| 6,143.00                                     |                                       | 130. COGNIZANT TECHN LGY SLTNS COR<br>PROPERTY TYPE: SECURITIES<br>2,818.00        |                          |                                |                                    |              | 01/08/2009<br>3,325.00  | 02/18/2010 |



**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                       |                                | Description                                                                         |                    |                          |                              | P or D | Date acquired            | Date sold  |
|----------------------------------------|--------------------------------|-------------------------------------------------------------------------------------|--------------------|--------------------------|------------------------------|--------|--------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/allowable | Cost or other basis                                                                 | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis |        | Gain or (loss)           |            |
| 7,869.00                               |                                | 100. COLGATE PALMOLIVE<br>PROPERTY TYPE: SECURITIES<br>6,302.00                     |                    |                          |                              |        | 11/26/2008<br>1,567.00   | 10/08/2009 |
| 6,169.00                               |                                | 100. DIAGEO PLC ADR<br>PROPERTY TYPE: SECURITIES<br>7,254.00                        |                    |                          |                              |        | 09/24/2008<br>-1,085.00  | 10/08/2009 |
| 32,620.00                              |                                | 30000. DOMINION RESOURCES 5.70% 09/17/20<br>PROPERTY TYPE: SECURITIES<br>30,059.00  |                    |                          |                              |        | 06/20/2007<br>2,561.00   | 04/20/2010 |
| 4,950.00                               |                                | 290. E M C CORP MASS<br>PROPERTY TYPE: SECURITIES<br>2,973.00                       |                    |                          |                              |        | 07/26/2006<br>1,977.00   | 01/28/2010 |
| 11,233.00                              |                                | 245. FASTENAL CO COM<br>PROPERTY TYPE: SECURITIES<br>12,595.00                      |                    |                          |                              |        | 09/24/2008<br>-1,362.00  | 01/11/2010 |
| 46,942.00                              |                                | 50000. FEDERAL HOME LN BK 6.500% 11/13/2<br>PROPERTY TYPE: SECURITIES<br>46,942.00  |                    |                          |                              |        | 01/28/2000<br>11/13/2009 |            |
| 50,000.00                              |                                | 50000. FEDERAL HOME LN BK 7.375% 02/12/2<br>PROPERTY TYPE: SECURITIES<br>50,122.00  |                    |                          |                              |        | 02/02/2000<br>-122.00    | 02/12/2010 |
| 59,268.00                              |                                | 60000. FED NATL MTG ASSN 4.75% 03/12/201<br>PROPERTY TYPE: SECURITIES<br>59,268.00  |                    |                          |                              |        | 07/16/2007<br>03/12/2010 |            |
| 129,600.00                             |                                | 12000. FEDERATED TOTAL RETURN BOND FUND<br>PROPERTY TYPE: SECURITIES<br>101,195.00  |                    |                          |                              |        | 08/31/1996<br>28,405.00  | 09/16/2009 |
| 146,424.00                             |                                | 13482.852 FEDERATED TOTAL RETURN BOND FU<br>PROPERTY TYPE: SECURITIES<br>113,700.00 |                    |                          |                              |        | 08/31/1996<br>32,724.00  | 10/09/2009 |
| 25,513.00                              |                                | 1224.806 FIDELITY ADVISOR EMERGING MARKE<br>PROPERTY TYPE: SECURITIES<br>24,361.00  |                    |                          |                              |        | 01/29/2010<br>1,152.00   | 05/12/2010 |

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description                                                                        |                          |                                |                                    | P<br>or<br>D | Date<br>acquired        | Date sold  |
|----------------------------------------------|---------------------------------------|------------------------------------------------------------------------------------|--------------------------|--------------------------------|------------------------------------|--------------|-------------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                                          | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss)    |            |
| 8,146.00                                     |                                       | 391.052 FIDELITY ADVISOR EMERGING MARKET<br>PROPERTY TYPE: SECURITIES<br>7,191.00  |                          |                                |                                    |              | 09/30/2008<br>955.00    | 05/12/2010 |
| 2.00                                         |                                       | .211 FRONTIER COMMUNICATIONS CORP COM<br>PROPERTY TYPE: SECURITIES<br>2.00         |                          |                                |                                    |              | 09/24/2008              | 07/16/2010 |
| 493.00                                       |                                       | 67. FRONTIER COMMUNICATIONS CORP COM<br>PROPERTY TYPE: SECURITIES<br>538.00        |                          |                                |                                    |              | 09/24/2008<br>-45.00    | 07/21/2010 |
| 3,389.00                                     |                                       | 150. GALLAGHER ARTHUR J & CO<br>PROPERTY TYPE: SECURITIES<br>4,071.00              |                          |                                |                                    |              | 09/24/2008<br>-682.00   | 01/28/2010 |
| 49,870.00                                    |                                       | 50000. GENERAL ELEC CAP CORP 5.25% 10/27<br>PROPERTY TYPE: SECURITIES<br>49,870.00 |                          |                                |                                    |              | 06/20/2007              | 10/27/2009 |
| 4,310.00                                     |                                       | 90. HEWLETT PACKARD<br>PROPERTY TYPE: SECURITIES<br>3,356.00                       |                          |                                |                                    |              | 01/08/2009<br>954.00    | 01/28/2010 |
| 60,000.00                                    |                                       | 60000. HOUSEHOLD CC ABS 5.10% 06/15/2012<br>PROPERTY TYPE: SECURITIES<br>59,688.00 |                          |                                |                                    |              | 07/16/2007<br>312.00    | 09/15/2009 |
| 1,990.00                                     |                                       | 40. ISHARES COHEN & STEERS RLTY<br>PROPERTY TYPE: SECURITIES<br>3,116.00           |                          |                                |                                    |              | 07/29/2008<br>-1,126.00 | 01/28/2010 |
| 9,048.00                                     |                                       | 200. J P MORGAN CHASE & CO<br>PROPERTY TYPE: SECURITIES<br>9,454.00                |                          |                                |                                    |              | 05/12/2008<br>-406.00   | 10/08/2009 |
| 6,093.00                                     |                                       | 100. JOHNSON & JOHNSON<br>PROPERTY TYPE: SECURITIES<br>5,682.00                    |                          |                                |                                    |              | 10/13/2004<br>411.00    | 10/08/2009 |
| 25,285.00                                    |                                       | 1860.567 MFS RESEARCH INTERNATIONAL FUND<br>PROPERTY TYPE: SECURITIES<br>27,088.00 |                          |                                |                                    |              | 09/25/2008<br>-1,803.00 | 05/12/2010 |

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description                                                                        |                          |                                |                                    | P<br>or<br>D | Date<br>acquired        | Date sold  |
|----------------------------------------------|---------------------------------------|------------------------------------------------------------------------------------|--------------------------|--------------------------------|------------------------------------|--------------|-------------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                                          | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss)    |            |
| 10,575.00                                    |                                       | 235. MEDTRONIC INC<br>PROPERTY TYPE: SECURITIES<br>12,232.00                       |                          |                                |                                    |              | 09/24/2008<br>-1,657.00 | 03/16/2010 |
| 12,876.00                                    |                                       | 500. MICROSOFT CORP<br>PROPERTY TYPE: SECURITIES<br>13,870.00                      |                          |                                |                                    |              | 10/09/2006<br>-994.00   | 10/08/2009 |
| 3,101.00                                     |                                       | 40. MONSANTO CO NEW<br>PROPERTY TYPE: SECURITIES<br>4,474.00                       |                          |                                |                                    |              | 09/24/2008<br>-1,373.00 | 01/28/2010 |
| 2,243.00                                     |                                       | 50. NOVARTIS A G SPONSORED ADR<br>PROPERTY TYPE: SECURITIES<br>2,711.00            |                          |                                |                                    |              | 01/28/2010<br>-468.00   | 05/27/2010 |
| 11,664.00                                    |                                       | 260. NOVARTIS A G SPONSORED ADR<br>PROPERTY TYPE: SECURITIES<br>15,317.00          |                          |                                |                                    |              | 07/29/2008<br>-3,653.00 | 05/27/2010 |
| 52,695.00                                    |                                       | 50000. PNC FUNDING CORP 5.25% 11/15/2015<br>PROPERTY TYPE: SECURITIES<br>48,750.00 |                          |                                |                                    |              | 09/28/2007<br>3,945.00  | 03/03/2010 |
| 6,022.00                                     |                                       | 100. PEPSICO<br>PROPERTY TYPE: SECURITIES<br>6,710.00                              |                          |                                |                                    |              | 07/29/2008<br>-688.00   | 10/08/2009 |
| 5,084.00                                     |                                       | 190. PETSMART INC COM<br>PROPERTY TYPE: SECURITIES<br>4,461.00                     |                          |                                |                                    |              | 07/29/2008<br>623.00    | 01/11/2010 |
| 6,878.00                                     |                                       | 260. PETSMART INC COM<br>PROPERTY TYPE: SECURITIES<br>6,105.00                     |                          |                                |                                    |              | 07/29/2008<br>773.00    | 01/12/2010 |
| 27,362.00                                    |                                       | 1250. POWERSHARES DB CMDTY IDX TRA UNIT<br>PROPERTY TYPE: SECURITIES<br>26,655.00  |                          |                                |                                    |              | 09/24/2008<br>707.00    | 09/23/2009 |
| 6,567.00                                     |                                       | 300. POWERSHARES DB CMDTY IDX TRA UNIT B<br>PROPERTY TYPE: SECURITIES<br>5,595.00  |                          |                                |                                    |              | 07/29/2008<br>972.00    | 09/23/2009 |

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description                                                                        |                          |                                |                                    | P<br>or<br>D | Date<br>acquired        | Date sold  |
|----------------------------------------------|---------------------------------------|------------------------------------------------------------------------------------|--------------------------|--------------------------------|------------------------------------|--------------|-------------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                                          | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss)    |            |
| 5,588.00                                     |                                       | 90. PROCTER & GAMBLE CO<br>PROPERTY TYPE: SECURITIES<br>5,287.00                   |                          |                                |                                    |              | 01/17/2006<br>301.00    | 01/28/2010 |
| 6,002.00                                     |                                       | 110. RESEARCH IN MOTION LTD<br>PROPERTY TYPE: SECURITIES<br>3,963.00               |                          |                                |                                    |              | 03/06/2009<br>2,039.00  | 11/02/2009 |
| 2,414.00                                     |                                       | 50. SIGMA ALDRICH CORP<br>PROPERTY TYPE: SECURITIES<br>2,681.00                    |                          |                                |                                    |              | 09/24/2008<br>-267.00   | 01/28/2010 |
| 3,207.00                                     |                                       | 100. SOUTHERN CO<br>PROPERTY TYPE: SECURITIES<br>3,577.00                          |                          |                                |                                    |              | 07/29/2008<br>-370.00   | 01/28/2010 |
| 441.00                                       |                                       | 10. STATE STREET CORP COM<br>PROPERTY TYPE: SECURITIES<br>447.00                   |                          |                                |                                    |              | 06/23/2009<br>-6.00     | 01/28/2010 |
| 3,530.00                                     |                                       | 80. STATE STREET CORP COM<br>PROPERTY TYPE: SECURITIES<br>3,334.00                 |                          |                                |                                    |              | 01/08/2009<br>196.00    | 01/28/2010 |
| 4,840.00                                     |                                       | 210. TEXAS INSTRUMENTS<br>PROPERTY TYPE: SECURITIES<br>6,642.00                    |                          |                                |                                    |              | 10/09/2006<br>-1,802.00 | 01/28/2010 |
| 4,510.00                                     |                                       | 180. US BANCORP DEL NEW<br>PROPERTY TYPE: SECURITIES<br>6,152.00                   |                          |                                |                                    |              | 05/12/2008<br>-1,642.00 | 01/28/2010 |
| 52,490.00                                    |                                       | 50000. U S TREASURY NOTE 5.000% 08/15/20<br>PROPERTY TYPE: SECURITIES<br>54,234.00 |                          |                                |                                    |              | 10/01/2008<br>-1,744.00 | 07/22/2010 |
| 3,414.00                                     |                                       | 120. WELLS FARGO & COMPANY COM NEW<br>PROPERTY TYPE: SECURITIES<br>3,078.00        |                          |                                |                                    |              | 08/26/2009<br>336.00    | 01/28/2010 |
| 30,890.00                                    |                                       | 30000. WELLS FARGO & CO 5.125% 09/15/201<br>PROPERTY TYPE: SECURITIES<br>30,722.00 |                          |                                |                                    |              | 11/09/2009<br>168.00    | 06/15/2010 |

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description                                                                |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired          | Date sold  |
|----------------------------------------------|---------------------------------------|----------------------------------------------------------------------------|--------------------------|---------------------------------|------------------------------------|--------------|---------------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                                  | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss)      |            |
| 18,954.00                                    |                                       | 400. XTO ENERGY INC<br>PROPERTY TYPE: SECURITIES<br>25,459.00              |                          |                                 |                                    |              | 05/12/2008<br>-6,505.00   | 12/16/2009 |
| 6,930.00                                     |                                       | 200. YUM BRANDS INC<br>PROPERTY TYPE: SECURITIES<br>8,128.00               |                          |                                 |                                    |              | 05/12/2008<br>-1,198.00   | 10/08/2009 |
| 2,927.00                                     |                                       | 60. ACE LTD<br>PROPERTY TYPE: SECURITIES<br>2,577.00                       |                          |                                 |                                    |              | 07/07/2009<br>350.00      | 01/28/2010 |
| 9,240.00                                     |                                       | 100. TRANSOCEAN LTD ZUG NAMEN AKT<br>PROPERTY TYPE: SECURITIES<br>7,688.00 |                          |                                 |                                    |              | 11/10/2008<br>1,552.00    | 10/08/2009 |
| 5,269.00                                     |                                       | 80. TRANSOCEAN LTD ZUG NAMEN AKT<br>PROPERTY TYPE: SECURITIES<br>6,339.00  |                          |                                 |                                    |              | 01/28/2010<br>-1,070.00   | 05/14/2010 |
| 3,951.00                                     |                                       | 60. TRANSOCEAN LTD ZUG NAMEN AKT<br>PROPERTY TYPE: SECURITIES<br>4,613.00  |                          |                                 |                                    |              | 11/10/2008<br>-662.00     | 05/14/2010 |
| TOTAL GAIN (LOSS) .....                      |                                       | .....                                                                      |                          |                                 |                                    |              | -----<br>69,555.<br>===== |            |

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

| DESCRIPTION<br>-----                | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|-------------------------------------|--------------------------------------------------|--------------------------------------|
| TD ASSET MGMT US GOVT PORT INSTL #2 | 22.                                              | 22.                                  |
| TOTAL                               | 22.                                              | 22.                                  |
|                                     | =====                                            | =====                                |

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

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| AT&T INC                                 | 606.                                    | 606.                        |
| AT&T INC 5.8% 02/15/2019 DTD 02/03/2009  | 561.                                    | 561.                        |
| ABERCROMBIE & FITCH CO CL A              | 123.                                    | 123.                        |
| AMERICAN EXPRESS CO                      | 382.                                    | 382.                        |
| APACHE CORP COM                          | 87.                                     | 87.                         |
| BANK OF AMERICA 5.75% 12/01/2017 DTD 1   | 1,184.                                  | 1,184.                      |
| BHP BILLITON LTD                         | 298.                                    | 298.                        |
| CATERPILLAR FIN CRP 5.05% 12/1/2010 DTD  | 2,525.                                  | 2,525.                      |
| CHEVRONTXACO CORP                        | 606.                                    | 606.                        |
| CIMAREX ENERGY CO                        | 78.                                     | 78.                         |
| CISCO SYSTEMS INC 5.25% 02/22/2011 DTD 0 | 44.                                     | 44.                         |
| CLOROX CO                                | 540.                                    | 540.                        |
| COLGATE PALMOLIVE                        | 269.                                    | 269.                        |
| CONOCOPHIL AU 5.500% 04/15/2013 DTD 04/1 | 3,300.                                  | 3,300.                      |
| CREDIT SUISSE FB 6.500% 01/15/2012 DTD 0 | 1,092.                                  | 1,092.                      |
| DIAGEO PLC ADR                           | 739.                                    | 739.                        |
| WALT DISNEY CO                           | 109.                                    | 109.                        |
| DOMINION RESOURCES 5.70% 09/17/2012 DTD  | 1,881.                                  | 1,881.                      |
| ECOLAB INC                               | 43.                                     | 43.                         |
| EMERSON ELECTRIC CO                      | 211.                                    | 211.                        |
| EXELON CORP COM                          | 557.                                    | 557.                        |
| EXPEDITORS INTL WASH INC                 | 125.                                    | 125.                        |
| EXXON MOBIL CORP                         | 357.                                    | 357.                        |
| FASTENAL CO COM                          | 91.                                     | 91.                         |
| FED HOME LN MTG 5.00% 01/30/2014 DTD 01/ | 411.                                    | 411.                        |
| FEDERAL HOME LN BK 6.500% 11/13/2009     | 4,665.                                  | 4,665.                      |
| FEDERAL HOME LN BK 7.375% 02/12/2010     | 3,657.                                  | 3,657.                      |
| FEDERAL HME LN BK 4.875% 11/15/2011 DTD  | 1,219.                                  | 1,219.                      |
| FEDERAL HME LN BK 5.25% 06/10/2011 DTD 0 | 3,150.                                  | 3,150.                      |
| FED NATL MTG ASSN 4.75% 03/12/2010 DTD 0 | 3,582.                                  | 3,582.                      |
| FEDERATED TOTAL RETURN BOND FUND INSTITU | 2,157.                                  | 2,157.                      |
| FIDELITY ADVISOR EMERGING MARKET CLASS I | 401.                                    | 401.                        |

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

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| GALLAGHER ARTHUR J & CO                  | 640.                                    | 640.                        |
| GE COMPANY 5.00% 02/01/2013 DTD 1/28/200 | 2,500.                                  | 2,500.                      |
| GENERAL ELEC CAP CORP 5.25% 10/27/09 DTD | 1,443.                                  | 1,443.                      |
| HEWLETT PACKARD                          | 99.                                     | 99.                         |
| HOME DEPOT INC                           | 383.                                    | 383.                        |
| HOUSEHOLD CC ABS 5.10% 06/15/2012 DTD 09 | 510.                                    | 510.                        |
| ILLINOIS TOOL WKS INC                    | 391.                                    | 391.                        |
| ISHARES TR US TIPS BD FD                 | 631.                                    | 602.                        |
| ISHARES COHEN & STEERS RLTY              | 1,861.                                  | 1,861.                      |
| J P MORGAN CHASE & CO                    | 72.                                     | 72.                         |
| JPMORGAN CHASE & CO 6.00% 01/15/2018 DTD | 970.                                    | 970.                        |
| JOHNSON & JOHNSON                        | 538.                                    | 538.                        |
| MFS RESEARCH INTERNATIONAL FUND I FUND # | 1,882.                                  | 1,882.                      |
| MEDTRONIC INC                            | 96.                                     | 96.                         |
| MICROSOFT CORP                           | 429.                                    | 429.                        |
| MONSANTO CO NEW                          | 127.                                    | 127.                        |
| NOVARTIS A G SPONSORED ADR               | 603.                                    | 603.                        |
| PIMCO HIGH YLD FUND INSTL #108           | 5,059.                                  | 5,059.                      |
| PNC FUNDING CORP 5.25% 11/15/2015 DTD 11 | 2,488.                                  | 2,488.                      |
| PAYCHEX INC COM                          | 682.                                    | 682.                        |
| PEPSICO                                  | 429.                                    | 429.                        |
| PEPSICO INC 3.750% 03/01/2014 DTD 03/02/ | 494.                                    | 494.                        |
| PETSMART INC COM                         | 90.                                     | 90.                         |
| PROCTER & GAMBLE CO                      | 497.                                    | 497.                        |
| QUEST DIAGNOSTICS INC COM                | 72.                                     | 72.                         |
| T. ROWE PRICE NEW ERA FD                 | 664.                                    | 664.                        |
| SIGMA ALDRICH CORP                       | 88.                                     | 88.                         |
| SOUTHERN CO                              | 608.                                    | 608.                        |
| STATE STREET CORP COM                    | 11.                                     | 11.                         |
| STRYKER CORP COM                         | 182.                                    | 182.                        |
| TD ASSET MGMT US GOVT PORT INSTL #2      | 10.                                     | 10.                         |
| TEXAS INSTRUMENTS                        | 327.                                    | 327.                        |
| 3M CO                                    | 430.                                    | 430.                        |



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

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| US BANCORP DEL NEW                       | 154.                                    | 154.                        |
| U S TREASURY NOTE 5.000% 08/15/2011 DTD  | 3,591.                                  | 3,591.                      |
| U S TREAS. BONDS 4.25% 11/15/2014 DTD 11 | 1,380.                                  | 1,380.                      |
| U S TREASURY NOTE 4.125% 08/31/2012 DTD  | 342.                                    | 342.                        |
| U S TREASURY NOTE 3.125% 05/15/2019 DTD  | 10.                                     | 10.                         |
| UNITED TECHNOLOGIES                      | 356.                                    | 356.                        |
| VANGUARD GNMA FUND #36                   | 2,064.                                  | 2,064.                      |
| VANGUARD MID-CAP INDEX FUND #859         | 1,190.                                  | 1,190.                      |
| VERIZON COMMUNICATIONS                   | 528.                                    | 528.                        |
| WELLS FARGO & COMPANY COM NEW            | 114.                                    | 114.                        |
| WELLS FARGO & CO 5.125% 09/15/2016 DTD 0 | 914.                                    | 914.                        |
| XTO ENERGY INC                           | 50.                                     | 50.                         |
| YUM BRANDS INC                           | 374.                                    | 374.                        |
| ACE LTD                                  | 245.                                    | 245.                        |
| TOTAL                                    | 71,668.                                 | 71,639.                     |

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

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

FORM 990PF, PART I - TAXES

=====

| DESCRIPTION                    | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|--------------------------------|-----------------------------------------|-----------------------------|
| -----                          | -----                                   | -----                       |
| FOREIGN TAXES                  | 90.                                     | 90.                         |
| 990-PF TAXES                   | 131.                                    |                             |
| FOREIGN TAXES ON QUALIFIED FOR | 151.                                    | 151.                        |
| FOREIGN TAXES ON NONQUALIFIED  | 90.                                     | 90.                         |
|                                | -----                                   | -----                       |
| TOTALS                         | 462.                                    | 331.                        |
|                                | =====                                   | =====                       |

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

| DESCRIPTION<br>----- | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|----------------------|--------------------------------------------------|--------------------------------------|
| STATE/PROBATE FEES   | 275.                                             | 275.                                 |
| TOTALS               | 275.                                             | 275.                                 |
|                      | =====                                            | =====                                |

ARTHUR H BRITTON TR U/W 360097018

02-6004800

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

| DESCRIPTION<br>-----           | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>---- |
|--------------------------------|-------------------------------|-----------------------|
| 20000 FED HOME LN MTG 5.00%    | 22,224.                       | 22,638.               |
| 25000 FEDERAL HME LN BK 4.875% | 25,442.                       | 26,430.               |
| 60000 FEDERAL HME LN BK 5.25%  | 59,914.                       | 62,447.               |
| 30000 US TREAS BONDS 4.00%     | 33,008.                       | 33,129.               |
| 50000 US TREAS BONDS 4.25%     | 54,273.                       | 56,145.               |
| 30000 US TREASURY NOTE 4.875%  | 33,452.                       | 34,971.               |
| 30000 US TREASURY NOTE 4.125%  | 32,473.                       | 32,234.               |
| 50000 US TREASURY NOTE 3.125%  | 49,615.                       | 51,524.               |
| 50000 US TREASURY NOTE .875%   | 49,961.                       | 50,340.               |
|                                | -----                         | -----                 |
| TOTALS                         | 360,362.                      | 369,858.              |
|                                | =====                         | =====                 |

ARTHUR H BRITTON TR U/W 360097018

02-6004800

FORM 990PF, PART II - CORPORATE STOCK  
=====

| DESCRIPTION                    | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|----------------------|---------------|
| -----                          | -----                | ---           |
| 240 APOLLO GROUP INC CL A      | 14,342.              | 11,071.       |
| 310 WALT DISNEY CO             | 9,626.               | 10,444.       |
| 415 HOME DEPOT INC             | 12,222.              | 11,832.       |
| 410 YUM BRANDS INC             | 16,663.              | 16,933.       |
| 245 CLOROX CO                  | 14,414.              | 15,896.       |
| 150 COLGATE PALMOLIVE CO       | 10,087.              | 11,847.       |
| 255 DIAGEO PLC ADR             | 16,555.              | 17,819.       |
| 210 PEPSICO INCORPORATED       | 12,688.              | 13,631.       |
| 210 PROCTER & GAMBLE CO        | 12,062.              | 12,844.       |
| 185 APACHE CORPORATION         | 19,993.              | 17,682.       |
| 200 CHEVRON CORPORATION        | 16,550.              | 15,242.       |
| 200 CIMAREX ENERGY CO          | 10,698.              | 13,774.       |
| 280 EXXON MOBIL CORP           | 21,333.              | 16,710.       |
| 350 ULTRA PETROLEUM CORP       | 17,530.              | 14,830.       |
| 190 ACE LTD                    | 8,569.               | 10,085.       |
| 450 AMERICAN EXPRESS CO        | 12,983.              | 20,088.       |
| 425 GALLAGHER ARTHUR J & CO    | 9,438.               | 10,804.       |
| 430 J P MORGAN CHASE & CO      | 20,197.              | 17,320.       |
| 220 STATE STREET CORP          | 8,977.               | 8,562.        |
| 680 US BANCORP DEL NEW         | 17,856.              | 16,252.       |
| 570 WELLS FARGO & CO NEW       | 9,870.               | 15,806.       |
| 290 ABBOTT LABS CO             | 13,823.              | 14,233.       |
| 280 JOHNSON & JOHNSON CO       | 16,292.              | 16,265.       |
| 180 QUEST DIAGNOSTICS INC COM  | 9,673.               | 8,458.        |
| 330 STRYKER CORP               | 15,454.              | 15,368.       |
| 275 THERMO FISHER SCIENTIFIC I | 14,304.              | 12,337.       |
| 210 ZIMMER HLDGS INC           | 14,194.              | 11,128.       |
| 320 EMERSON ELECTRIC CO        | 14,269.              | 15,853.       |
| 320 EXPEDITORS INTL WASH INC   | 10,836.              | 13,645.       |

ARTHUR H BRITTON TR U/W 360097018

02-6004800

FORM 990PF, PART II - CORPORATE STOCK  
=====

| DESCRIPTION<br>-----           | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>---- |
|--------------------------------|-------------------------------|-----------------------|
| 340 ILLINOIS TOOL WKS INC      | 16,348.                       | 14,790.               |
| 230 3M CO                      | 16,131.                       | 19,674.               |
| 220 UNITED TECHNOLOGIES        | 14,425.                       | 15,642.               |
| 805 CISCO SYSTEMS INC          | 13,895.                       | 18,571.               |
| 300 COGNIZANT TECHNOLOGY SOLUT | 5,858.                        | 16,368.               |
| 1040 EMC CORPORATION/ MASS     | 10,660.                       | 20,582.               |
| 280 HEWLETT PACKARD CO         | 10,794.                       | 12,891.               |
| 540 LINEAR TECHNOLOGY          | 15,624.                       | 17,215.               |
| 700 MICROSOFT CORPORATION      | 19,418.                       | 18,067.               |
| 560 PAYCHEX INC                | 15,218.                       | 14,554.               |
| 540 TEXAS INSTRUMENTS          | 17,080.                       | 13,333.               |
| 280 ECOLAB INC                 | 13,559.                       | 13,695.               |
| 100 MONSANTO CO NEW            | 10,329.                       | 5,784.                |
| 120 SIGMA-ALDRICH CORP COMMON  | 6,134.                        | 6,732.                |
| 365 AT&T INC                   | 11,950.                       | 9,468.                |
| 310 VERIZON COMMUNICATIONS     | 8,961.                        | 9,009.                |
| 280 EXELON CORP                | 13,457.                       | 11,712.               |
| 270 SOUTHERN CO                | 9,063.                        | 9,539.                |
| 1321.178 BARON GROWTH FUND 587 | 50,265.                       | 57,207.               |
| 1108.948 FIDELITY ADVISOR EMER | 20,394.                       | 23,332.               |
| 1085 ISHARES COHEN & STEERS RL | 71,091.                       | 65,708.               |
| 5952.116 MFS RESEARCH INTERNAT | 85,820.                       | 81,961.               |
| 2435.160 T ROWE PRICE GROWTH S | 70,230.                       | 65,798.               |
| 1230 T ROWE PRICE NEW ERA FUND | 49,827.                       | 50,811.               |
| 6801.348 VANGUARD MID-CAP INDE | 104,661.                      | 116,371.              |
| TOTALS                         | 1,082,690.                    | 1,115,573.            |

ARTHUR H BRITTON TR U/W 360097018

02-6004800

FORM 990PF, PART II - CORPORATE BONDS

=====

| DESCRIPTION                    | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|----------------------|---------------|
| -----                          | -----                | ----          |
| 30000 BANK OF AMERICA 5.75%    | 30,556.              | 31,703.       |
| 50000 CATERPILLAR FIN CRP 5.05 | 49,429.              | 50,739.       |
| 60000 CONOCOPHIL AU 5.500%     | 60,634.              | 66,384.       |
| 25000 CREDIT SUISSE FB 6.500%  | 27,554.              | 26,791.       |
| 50000 GE COMPANY 5.00%         | 51,478.              | 54,166.       |
| 20000 JPMORGAN CHASE & CO 6.00 | 21,688.              | 22,574.       |
| 30000 ONTARIO PROV CDA 4.5%    | 32,411.              | 33,146.       |
| 30000 PEPSICO INC 3.750%       | 31,212.              | 32,282.       |
| 25000 SBC COMMUNICATIONS 5.10% | 27,189.              | 28,007.       |
| 25000 WELLS FARGO & CO 5.625%  | 26,698.              | 27,765.       |
| 260 ISHARES TR US TIPS BD FD   | 26,873.              | 27,656.       |
| 10130 PIMCO HIGH YLD FUND INST | 87,057.              | 92,183.       |
| 5840 VANGUARD GNMA FUND #36    | 62,780.              | 64,707.       |
|                                | -----                | -----         |
| TOTALS                         | 535,559.             | 558,103.      |
|                                | =====                | =====         |



FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES  
=====DESCRIPTION  
-----AMOUNT  
-----

ROUNDING

6.

INVESTMENT ADJUST DUE TO SALE

23,762.

TOTAL

-----  
23,768.  
=====

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

NH

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

=====

OFFICER NAME:

TD Bank, N.A.

ADDRESS:

PO Box 477

Concord, NH 03302-0477

TITLE:

Trustee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 17,771.

TOTAL COMPENSATION:

17,771.

=====

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:

None

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS  
=====

NAME :  
None

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

=====

| MONTH<br>----- | LINE 1a-FMV<br>SECURITIES<br>----- | LINE 1b-FMV<br>CASH BALANCES<br>----- | LINE 1c-FMV<br>OTHER ASSETS<br>----- |
|----------------|------------------------------------|---------------------------------------|--------------------------------------|
| JANUARY        | 1,969,656.                         | 65,543.                               |                                      |
| FEBRUARY       | 1,987,445.                         | 85,432.                               |                                      |
| MARCH          | 2,077,736.                         | 60,759.                               |                                      |
| APRIL          | 2,094,858.                         | 52,797.                               |                                      |
| MAY            | 2,004,527.                         | 44,487.                               |                                      |
| JUNE           | 1,961,386.                         | 44,472.                               |                                      |
| JULY           | 2,043,530.                         | 16,131.                               |                                      |
| AUGUST         | 1,951,164.                         | 58,464.                               |                                      |
| SEPTEMBER      | 1,965,928.                         | 81,751.                               |                                      |
| OCTOBER        | 1,898,181.                         | 113,058.                              |                                      |
| NOVEMBER       | 2,004,897.                         | 73,572.                               |                                      |
| DECEMBER       | 2,011,957.                         | 86,563.                               |                                      |
|                | -----                              | -----                                 | -----                                |
| TOTAL          | 23,971,265.                        | 783,029.                              |                                      |
|                | =====                              | =====                                 | =====                                |
| AVERAGE FMV    | 1,997,605.                         | 65,252.                               |                                      |
|                | =====                              | =====                                 | =====                                |

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

=====

## RECIPIENT NAME:

THE CENTENNIAL SENIOR CENTER

ATTN: PAIGE J. AMICK

## ADDRESS:

P.O. BOX 4149

CONCORD, NH 03302

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

DAILY OPERATIONS

## FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID ..... 12,710.

## RECIPIENT NAME:

PRESIDENTIAL OAKS

ATTN: GREG HEATH

## ADDRESS:

200 PLEASANT STREET

CONCORD, NH 03301

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

DAILY OPERATIONS

## FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID ..... 12,710.

## RECIPIENT NAME:

SPAULDING YOUTH CENTER

## ADDRESS:

PO BOX 189

TILTON, NH 03276

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

DAILY OPERATIONS

## FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID ..... 12,710.

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

=====

## RECIPIENT NAME:

UNITARIAN-UNIVERSALIST  
ASSOCIATION

## ADDRESS:

25 BEACON STREET  
BOSTON, MA 02108

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

DAILY OPERATIONS

AMOUNT OF GRANT PAID ..... 25,419.

## RECIPIENT NAME:

CONCORD HOSPITAL  
RICHARD FORD

## ADDRESS:

250 PLEASANT STREET  
CONCORD, NH 03301

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

DAILY OPERATIONS

## FOUNDATION STATUS OF RECIPIENT:

501(C) (3)

AMOUNT OF GRANT PAID ..... 28,370.

## RECIPIENT NAME:

NORTHERN NEW ENGLAND DIST. OF UUA  
ATTN: PETER LIPPITT

## ADDRESS:

10 FERRY STREET - SUITE 318  
CONCORD, NH 03301-3729

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

DAILY OPERATIONS

## FOUNDATION STATUS OF RECIPIENT:

501(C) (3)

AMOUNT OF GRANT PAID ..... 9,759.

TOTAL GRANTS PAID:

101,678.

=====



ARTHUR H BRITTON TR U/W 360097018  
Schedule D Detail of Short-term Capital Gains and Losses

02-6004800

| Description                                                     | Date<br>Acquired | Date<br>Sold | Gross Sales<br>Price | Cost or Other<br>Basis | Short-term<br>Gain/Loss |
|-----------------------------------------------------------------|------------------|--------------|----------------------|------------------------|-------------------------|
| CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT                      | PURPOSES         |              |                      |                        |                         |
| 20000. AT&T INC 5.8%<br>02/15/2019 DTD 02/03/2009               | 09/21/2009       | 03/15/2010   | 21,334.00            | 21,613.00              | -279.00                 |
| 350. ABERCROMBIE & FITCH                                        | 03/25/2009       | 01/11/2010   | 11,424.00            | 8,545.00               | 2,879.00                |
| 20. AMGEN INC                                                   | 01/08/2009       | 10/08/2009   | 1,180.00             | 1,177.00               | 3.00                    |
| 100. BHP BILLITON LTD                                           | 05/01/2009       | 10/08/2009   | 6,948.00             | 4,834.00               | 2,114.00                |
| 40. BHP BILLITON LTD                                            | 01/28/2010       | 05/05/2010   | 2,755.00             | 2,864.00               | -109.00                 |
| 30000. CISCO SYSTEMS INC                                        |                  |              |                      |                        |                         |
| 5.25% 02/22/2011 DTD 02/22/06                                   | 03/03/2010       | 03/15/2010   | 31,314.00            | 31,378.00              | -64.00                  |
| 190. COGNIZANT TECHNOLOGY                                       | 06/23/2009       | 08/26/2009   | 6,635.00             | 4,697.00               | 1,938.00                |
| 50. COGNIZANT TECHNOLOGY                                        | 09/24/2008       | 09/08/2009   | 1,784.00             | 1,205.00               | 579.00                  |
| 100. COLGATE PALMOLIVE                                          | 11/26/2008       | 10/08/2009   | 7,869.00             | 6,302.00               | 1,567.00                |
| 1224.806 FIDELITY ADVISOR<br>EMERGING MARKET CLASS I FUND #1290 | 01/29/2010       | 05/12/2010   | 25,513.00            | 24,361.00              | 1,152.00                |
| 50. NOVARTIS A G SPONSORED                                      | 01/28/2010       | 05/27/2010   | 2,243.00             | 2,711.00               | -468.00                 |
| 1250. POWERSHARES DB CMDTY<br>IDX TRA UNIT BEN INT              | 09/24/2008       | 09/23/2009   | 27,362.00            | 26,655.00              | 707.00                  |
| 110. RESEARCH IN MOTION                                         | 03/06/2009       | 11/02/2009   | 6,002.00             | 3,963.00               | 2,039.00                |
| 10. STATE STREET CORP COM                                       | 06/23/2009       | 01/28/2010   | 441.00               | 447.00                 | -6.00                   |
| 120. WELLS FARGO & COMPANY                                      | 08/26/2009       | 01/28/2010   | 3,414.00             | 3,078.00               | 336.00                  |
| 30000. WELLS FARGO & CO<br>5.125% 09/15/2016 DTD 09/07/2004     | 11/09/2009       | 06/15/2010   | 30,890.00            | 30,722.00              | 168.00                  |
| 60. ACE LTD                                                     | 07/07/2009       | 01/28/2010   | 2,927.00             | 2,577.00               | 350.00                  |
| 100. TRANSOCEAN LTD ZUG                                         | 11/10/2008       | 10/08/2009   | 9,240.00             | 7,688.00               | 1,552.00                |
| 80. TRANSOCEAN LTD ZUG                                          | 01/28/2010       | 05/14/2010   | 5,269.00             | 6,339.00               | -1,070.00               |
| TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES       |                  |              | 204,544.00           | 191,156.00             | 13,388.00               |
|                                                                 |                  |              |                      |                        |                         |
|                                                                 |                  |              |                      |                        |                         |
|                                                                 |                  |              |                      |                        |                         |
|                                                                 |                  |              |                      |                        |                         |
|                                                                 |                  |              |                      |                        |                         |
|                                                                 |                  |              |                      |                        |                         |
| <b>Totals</b>                                                   |                  |              | 204,544.00           | 191,156.00             | 13,388.00               |

ARTHUR H BRITTON TR U/W 360097018  
Schedule D Detail of Long-term Capital Gains and Losses

02-6004800

| Description                                | Date<br>Acquired | Date<br>Sold | Gross Sales<br>Price | Cost or Other<br>Basis | Long-term<br>Gain/Loss |
|--------------------------------------------|------------------|--------------|----------------------|------------------------|------------------------|
| CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT | PURPOSES         |              |                      |                        |                        |
| 110. AMERICAN EXPRESS CO                   | 09/24/2008       | 01/28/2010   | 4,150.00             | 4,089.00               | 61.00                  |
| 80. AMGEN INC                              | 09/24/2008       | 10/08/2009   | 4,720.00             | 4,658.00               | 62.00                  |
| 180. AMGEN INC                             | 09/24/2008       | 11/02/2009   | 9,450.00             | 10,481.00              | -1,031.00              |
| 220. AUTODESK INC                          | 10/13/2004       | 01/28/2010   | 5,262.00             | 5,294.00               | -32.00                 |
| 560. AUTODESK INC                          | 01/08/2009       | 06/24/2010   | 14,895.00            | 12,805.00              | 2,090.00               |
| 110. BHP BILLITON LTD                      | 03/25/2009       | 05/05/2010   | 7,576.00             | 5,073.00               | 2,503.00               |
| 100. CHEVRONTXACO CORP                     | 06/15/2007       | 10/08/2009   | 7,170.00             | 8,336.00               | -1,166.00              |
| 10. CHEVRONTXACO CORP                      | 06/15/2007       | 01/11/2010   | 807.00               | 834.00                 | -27.00                 |
| 100. CIMAREX ENERGY CO                     | 07/29/2008       | 06/24/2010   | 7,249.00             | 5,349.00               | 1,900.00               |
| 300. CISCO SYSTEMS INC                     | 09/24/2008       | 10/08/2009   | 7,110.00             | 6,846.00               | 264.00                 |
| 100. CLOROX CO                             | 09/09/2008       | 10/08/2009   | 5,876.00             | 6,331.00               | -455.00                |
| 120. COGNIZANT TECHN LGY                   | 09/24/2008       | 01/28/2010   | 5,347.00             | 2,892.00               | 2,455.00               |
| 130. COGNIZANT TECHN LGY                   | 01/08/2009       | 02/18/2010   | 6,143.00             | 2,818.00               | 3,325.00               |
| 100. DIAGEO PLC ADR                        | 09/24/2008       | 10/08/2009   | 6,169.00             | 7,254.00               | -1,085.00              |
| 30000. DOMINION RESOURCES                  |                  |              |                      |                        |                        |
| 5.70% 09/17/2012 DTD 09/16/2002            | 06/20/2007       | 04/20/2010   | 32,620.00            | 30,059.00              | 2,561.00               |
| 290. E M C CORP MASS                       | 07/26/2006       | 01/28/2010   | 4,950.00             | 2,973.00               | 1,977.00               |
| 245. FASTENAL CO COM                       | 09/24/2008       | 01/11/2010   | 11,233.00            | 12,595.00              | -1,362.00              |
| 50000. FEDERAL HOME LN BK                  |                  |              |                      |                        |                        |
| 6.500% 11/13/2009                          | 01/28/2000       | 11/13/2009   | 46,942.00            | 46,942.00              |                        |
| 50000. FEDERAL HOME LN BK                  |                  |              |                      |                        |                        |
| 7.375% 02/12/2010                          | 02/02/2000       | 02/12/2010   | 50,000.00            | 50,122.00              | -122.00                |
| 60000. FED NATL MTG ASSN                   |                  |              |                      |                        |                        |
| 4.75% 03/12/2010 DTD 03/08/2007            | 07/16/2007       | 03/12/2010   | 59,268.00            | 59,268.00              |                        |
| 12000. FEDERATED TOTAL                     |                  |              |                      |                        |                        |
| RETURN BOND FUND INSTITUTIONAL SHARE       | 08/31/1996       | 09/16/2009   | 129,600.00           | 101,195.00             | 28,405.00              |
| 13482.852 FEDERATED TOTAL                  |                  |              |                      |                        |                        |
| RETURN BOND FUND INSTITUTIONAL SHARE       | 08/31/1996       | 10/09/2009   | 146,424.00           | 113,700.00             | 32,724.00              |
| 391.052 FIDELITY ADVISOR                   |                  |              |                      |                        |                        |
| EMERGING MARKET CLASS I FUND #1290         | 09/30/2008       | 05/12/2010   | 8,146.00             | 7,191.00               | 955.00                 |
| .211 FRONTIER COMMUNICATIO                 | 09/24/2008       | 07/16/2010   | 2.00                 | 2.00                   |                        |
| 67. FRONTIER COMMUNICATION                 | 09/24/2008       | 07/21/2010   | 493.00               | 538.00                 | -45.00                 |
| Totals                                     |                  |              |                      |                        |                        |

ARTHUR H BRITTON TR U/W 360097018  
Schedule D Detail of Long-term Capital Gains and Losses

02-6004800

| Description                                                                                                                                                                                                                                                                                                                                  | Date<br>Acquired | Date<br>Sold | Gross Sales<br>Price | Cost or Other<br>Basis | Long-term<br>Gain/Loss |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|--------------|----------------------|------------------------|------------------------|
| 150. GALLAGHER ARTHUR J &<br>50000. GENERAL ELEC CAP<br>CORP 5.25% 10/27/09 DTD 10/27/2006                                                                                                                                                                                                                                                   | 09/24/2008       | 01/28/2010   | 3,389.00             | 4,071.00               | -682.00                |
| 90. HEWLETT PACKARD<br>60000. HOUSEHOLD CC ABS<br>5.10% 06/15/2012 DTD 09/15/2006                                                                                                                                                                                                                                                            | 06/20/2007       | 10/27/2009   | 49,870.00            | 49,870.00              |                        |
| 40. ISHARES COHEN & STEERS<br>200. J P MORGAN CHASE & CO<br>100. JOHNSON & JOHNSON<br>1860.567 MFS RESEARCH<br>INTERNATIONAL FUND I FUND #899                                                                                                                                                                                                | 01/08/2009       | 01/28/2010   | 4,310.00             | 3,356.00               | 954.00                 |
| 235. MEDTRONIC INC<br>500. MICROSOFT CORP<br>40. MONSANTO CO NEW<br>260. NOVARTIS A G<br>50000. PNC FUNDING CORP<br>5.25% 11/15/2015 DTD 11/3/2003                                                                                                                                                                                           | 07/16/2007       | 09/15/2009   | 60,000.00            | 59,688.00              | 312.00                 |
| 100. PEPISCO<br>190. PETSMART INC COM<br>260. PETSMART INC COM<br>300. POWERSHARES DB CMTDY<br>IDX TRA UNIT BEN INT<br>90. PROCTER & GAMBLE CO<br>50. SIGMA ALDRICH CORP<br>100. SOUTHERN CO<br>80. STATE STREET CORP COM<br>210. TEXAS INSTRUMENTS<br>180. US BANCORP DEL NEW<br>50000. U S TREASURY NOTE<br>5.000% 08/15/2011 DTD 08/15/01 | 07/29/2008       | 05/27/2010   | 11,664.00            | 15,317.00              | -3,653.00              |
| 400. XTO ENERGY INC<br>200. YUM BRANDS INC<br>60. TRANSOCEAN LTD ZUG                                                                                                                                                                                                                                                                         | 09/24/2008       | 01/11/2010   | 5,084.00             | 4,461.00               | 623.00                 |
|                                                                                                                                                                                                                                                                                                                                              | 07/29/2008       | 01/12/2010   | 6,878.00             | 6,105.00               | 773.00                 |
|                                                                                                                                                                                                                                                                                                                                              | 07/29/2008       | 09/23/2009   | 6,567.00             | 5,595.00               | 972.00                 |
|                                                                                                                                                                                                                                                                                                                                              | 01/17/2006       | 01/28/2010   | 5,588.00             | 5,287.00               | 301.00                 |
|                                                                                                                                                                                                                                                                                                                                              | 09/24/2008       | 01/28/2010   | 2,414.00             | 2,681.00               | -267.00                |
|                                                                                                                                                                                                                                                                                                                                              | 07/29/2008       | 01/28/2010   | 3,207.00             | 3,577.00               | -370.00                |
|                                                                                                                                                                                                                                                                                                                                              | 01/08/2009       | 01/28/2010   | 3,530.00             | 3,334.00               | 196.00                 |
|                                                                                                                                                                                                                                                                                                                                              | 10/09/2006       | 01/28/2010   | 4,840.00             | 6,642.00               | -1,802.00              |
|                                                                                                                                                                                                                                                                                                                                              | 05/12/2008       | 01/28/2010   | 4,510.00             | 6,152.00               | -1,642.00              |
|                                                                                                                                                                                                                                                                                                                                              | 10/01/2008       | 07/22/2010   | 52,490.00            | 54,234.00              | -1,744.00              |
|                                                                                                                                                                                                                                                                                                                                              | 05/12/2008       | 12/16/2009   | 18,954.00            | 25,459.00              | -6,505.00              |
|                                                                                                                                                                                                                                                                                                                                              | 05/12/2008       | 10/08/2009   | 6,930.00             | 8,128.00               | -1,198.00              |
|                                                                                                                                                                                                                                                                                                                                              | 11/10/2008       | 05/14/2010   | 3,951.00             | 4,613.00               | -662.00                |
| TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES                                                                                                                                                                                                                                                                                    |                  |              | 963,463.00           | 907,591.00             | 55,872.00              |
| Totals                                                                                                                                                                                                                                                                                                                                       |                  |              | 963,463.00           | 907,591.00             | 55,872.00              |

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

## 15% RATE CAPITAL GAIN DIVIDENDS

|                        |        |
|------------------------|--------|
| FREDDIE MAC            | 44.00  |
| SCUDDER INT'L FUND INC | 76.00  |
| VANGUARD GNMA FUND #36 | 175.00 |
|                        | -----  |

|                                       |        |
|---------------------------------------|--------|
| TOTAL 15% RATE CAPITAL GAIN DIVIDENDS | 295.00 |
|                                       | -----  |

|                                        |        |
|----------------------------------------|--------|
| TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS | 295.00 |
|                                        | =====  |