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

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

For calendar year 2009, or tax year beginning 10/01, 2009, and ending 09/30, 2010

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

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

Name of foundation: **HOWARD C CONNOR CHARITABLE FOUNDATION**  
**EASTERN BANK, TRUSTEE** ACCT 1041698  
 Number and street (or P.O. box number if mail is not delivered to street address): **605 BROADWAY**  
 Room/suite: \_\_\_\_\_  
 City or town, state, and ZIP code: **SAUGUS, MA 01906**

**A Employer identification number**  
22-3204723

**B Telephone number (see page 10 of the Instructions)**  
(781) 581-4215

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

**I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$** 1,482,424.

**J Accounting method:**  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
*(Part I, column (d) must be on cash basis.)*

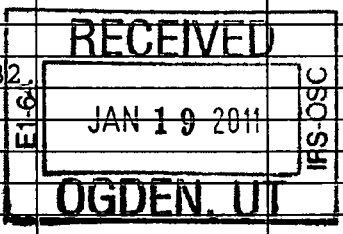
**E** If private foundation status was terminated under section 507(b)(1)(A), check here

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

**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)
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<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
<b>3</b> Interest on savings and temporary cash investments				
<b>4</b> Dividends and interest from securities	37,453.	37,453.		STMT 1
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	63,332.			
<b>b</b> Gross sales price for all assets on line 6a	1,051,357.			
<b>7</b> Capital gain net income (from Part IV, line 2)		63,332.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold				
<b>c</b> Gross profit or (loss) (attach schedule)				
<b>11</b> Other income (attach schedule)	1,439.			STMT 4
<b>12 Total.</b> Add lines 1 through 11	102,224.	100,785.		
<b>13</b> Compensation of officers, directors, trustees, etc.	16,438.	4,110.		12,329.
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees (attach schedule)				
<b>b</b> Accounting fees (attach schedule)				
<b>c</b> Other professional fees (attach schedule)				
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule) (see page 14 of the Instructions)	134.	134.		
<b>19</b> Depreciation (attach schedule) and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule) STMT 6	168.			168.
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	16,740.	4,244.		12,497.
<b>25</b> Contributions, gifts, grants paid	60,000.			60,000.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	76,740.	4,244.		72,497.
<b>27 Subtract line 26 from line 12:</b>				
<b>a</b> Excess of revenue over expenses and disbursements	25,484.			
<b>b</b> Net investment income (if negative, enter -0-)		96,541.		
<b>c</b> Adjusted net income (if negative, enter -0-)				



Operating and Administrative Expenses 107 JAN 19 2011

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . . . . .	1,409,250.	1,447,546.	1,482,424.
	c	Investments - corporate bonds (attach schedule) . . . . .			
	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) . . . . .	1,409,250.	1,447,546.	1,482,424.	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ )			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <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 . . . . .	1,517,075.	1,517,075.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .	-107,825.	-69,529.	
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,409,250.	1,447,546.		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,409,250.	1,447,546.		

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) . . . . .	1,409,250.
2	Enter amount from Part I, line 27a . . . . .	25,484.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	35,177.
4	Add lines 1, 2, and 3 . . . . .	1,469,911.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	22,365.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	1,447,546.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a SEE PART IV DETAIL</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2 Capital gain net income or (net capital loss)</b> . . . . .		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b> 63,332.
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>		{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. . . . . }		<b>3</b>

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . .  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.**

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2008	86,430.	1,386,680.	0.06232872761
2007	78,504.	1,750,971.	0.04483455180
2006	115,862.	1,811,498.	0.06395922049
2005	97,875.	1,693,413.	0.05779747764
2004	91,535.	1,667,564.	0.05489144645
<b>2 Total of line 1, column (d)</b> . . . . .			<b>2</b> 0.28381142399
<b>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</b> . . . . .			<b>3</b> 0.05676228480
<b>4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5</b> . . . . .			<b>4</b> 1,473,330.
<b>5 Multiply line 4 by line 3</b> . . . . .			<b>5</b> 83,630.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b> . . . . .			<b>6</b> 965.
<b>7 Add lines 5 and 6</b> . . . . .			<b>7</b> 84,595.
<b>8 Enter qualifying distributions from Part XII, line 4</b> . . . . . 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.			<b>8</b> 72,497.

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

Table with 11 rows for excise tax calculations. Includes sub-tables for credits/payments (6a-6d) and a final 'Refunded' amount on line 11.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Each row has columns for 'Yes' and 'No' with 'X' marks indicating responses.

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**  Yes  No **X**

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . . **12**  Yes  No **X**

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . **13**  Yes  No **X**

Website address  N/A

14 The books are in care of  EASTERN BANK Telephone no.  (781) 581-4215  
 Located at  605 BROADWAY STREET, SAUGUS, MA ZIP + 4  01906

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .   
 and enter the amount of tax-exempt interest received or accrued during the year . . . . . **15**

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

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

	Yes	No
<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)? . . . . . <b>1b</b> <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? . . . . . <b>1c</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>X</b>		
<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 <input type="checkbox"/>		
<b>b</b> Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions.) . . . . . <b>2b</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>X</b>		
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/>		
<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>3b</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . <b>4a</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>X</b>		
<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? . . . . . <b>4b</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>X</b>		

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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 10		16,438.	-0-	-0-

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

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services . . . . . **NONE**

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

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

**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>	1,495,767.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<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>	1,495,767.
<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>	1,495,767.
<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>	22,437.
<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>	1,473,330.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	73,667.

**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>	73,667.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	1,931.
<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>	1,931.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	71,736.
<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>	71,736.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	71,736.

**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>	72,497.
<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>	72,497.
<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>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	72,497.

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7 . . . . .				71,736.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only . . . . .			5,509.	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 . . . . .	NONE			
b From 2005 . . . . .	NONE			
c From 2006 . . . . .	NONE			
d From 2007 . . . . .	NONE			
e From 2008 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ <u>72,497.</u>				
a Applied to 2008, but not more than line 2a . . . . .			5,509.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .	NONE			
d Applied to 2009 distributable amount . . . . .				66,988.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2009 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010. . . . .				4,748.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9:				
a Excess from 2005 . . . . .	NONE			
b Excess from 2006 . . . . .	NONE			
c Excess from 2007 . . . . .	NONE			
d Excess from 2008 . . . . .	NONE			
e Excess from 2009 . . . . .	NONE			

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

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

**b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<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).)

N/A

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

N/A

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

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

**a** The name, address, and telephone number of the person to whom applications should be addressed:  
SEE STATEMENT 11

**b** The form in which applications should be submitted and information and materials they should include:  
SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines:  
SEE ATTACHED STATEMENT FOR LINE 2

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
SEE ATTACHED STATEMENT FOR LINE 2

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><b>a Paid during the year</b></p> <p>SEE STATEMENT 13</p>				
<b>Total . . . . .</b>				<b>60,000.</b>
<b>b Approved for future payment</b>				
<b>Total . . . . .</b>				<b>3b</b>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal, 13 Total.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

NOT APPLICABLE



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		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					7.	
8,337.00		428. ABB LTD ADR PROPERTY TYPE: SECURITIES 5,611.00					08/09/2006 2,726.00	10/01/2009
7,982.00		173. MEAD JOHNSON NUTRITION COMPANY PROPERTY TYPE: SECURITIES 4,768.00					03/13/2009 3,214.00	10/06/2009
4,659.00		9. GOOGLE INC PROPERTY TYPE: SECURITIES 4,322.00					02/15/2008 337.00	10/09/2009
37,051.00		3855.463 VANGUARD INTERMEDIATE-TERM INV PROPERTY TYPE: SECURITIES 33,118.00					12/17/2008 3,933.00	10/16/2009
2,585.00		13. APPLE PROPERTY TYPE: SECURITIES 1,320.00					03/19/2009 1,265.00	10/20/2009
4,406.00		127. MARATHON OIL CORP PROPERTY TYPE: SECURITIES 2,901.00					03/11/2009 1,505.00	10/20/2009
2,949.00		85. MARATHON OIL CORP PROPERTY TYPE: SECURITIES 4,273.00					02/13/2008 -1,324.00	10/20/2009
3,081.00		168. ABB LTD ADR PROPERTY TYPE: SECURITIES 2,397.00					09/22/2008 684.00	10/30/2009
4,061.00		55. FREEPORT-MCMORAN PROPERTY TYPE: SECURITIES 4,943.00					11/27/2007 -882.00	10/30/2009
3,186.00		92. OMNICOM GROUP PROPERTY TYPE: SECURITIES 2,610.00					02/10/2003 576.00	10/30/2009

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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)	
8,873.00		422. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 9,258.00					06/26/2008	11/04/2009
							-385.00	
3,709.00		143. A T & T INC PROPERTY TYPE: SECURITIES 3,717.00					05/30/2006	11/06/2009
							-8.00	
8,190.00		275. MICROSOFT PROPERTY TYPE: SECURITIES 5,468.00					12/16/2008	11/19/2009
							2,722.00	
52,565.00		5402.339 VANGUARD INTERMEDIATE-TERM INV PROPERTY TYPE: SECURITIES 47,178.00					05/13/2009	11/23/2009
							5,387.00	
5,309.00		167. CVS CORP. PROPERTY TYPE: SECURITIES 4,641.00					11/06/2006	11/24/2009
							668.00	
6,527.00		31. PRICELINE.COM INC PROPERTY TYPE: SECURITIES 4,727.00					08/20/2009	11/24/2009
							1,800.00	
4,064.00		75. ABBOTT LABORATORIES INC PROPERTY TYPE: SECURITIES 3,947.00					12/16/2008	11/30/2009
							117.00	
3,676.00		70. TEVA PHARMACEUTICAL ADR PROPERTY TYPE: SECURITIES 2,238.00					06/30/2006	11/30/2009
							1,438.00	
8,215.00		104. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES 8,943.00					07/18/2008	12/01/2009
							-728.00	
9,164.00		266. EDISON INTERNATIONAL PROPERTY TYPE: SECURITIES 9,354.00					02/02/2006	12/01/2009
							-190.00	
1,678.00		65. DIGITAL RIVER, INC. PROPERTY TYPE: SECURITIES 1,623.00					11/04/2009	12/03/2009
							55.00	

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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)	
6,153.00		105. RESEARCH IN MOTION PROPERTY TYPE: SECURITIES 7,270.00					10/09/2009	12/03/2009
							-1,117.00	
6,646.00		258. DIGITAL RIVER, INC. PROPERTY TYPE: SECURITIES 6,441.00					11/04/2009	12/04/2009
							205.00	
2,805.00		56. GENZYME CORP GENERAL DIVISION PROPERTY TYPE: SECURITIES 3,764.00					12/16/2008	12/04/2009
							-959.00	
3,106.00		62. GENZYME CORP GENERAL DIVISION PROPERTY TYPE: SECURITIES 4,060.00					06/12/2007	12/04/2009
							-954.00	
22,778.00		179. STANDARD & POORS MIDCAP 400 DEP RE PROPERTY TYPE: SECURITIES 17,959.00					05/13/2009	12/04/2009
							4,819.00	
18,069.00		142. STANDARD & POORS MIDCAP 400 DEP RE PROPERTY TYPE: SECURITIES 13,195.00					11/13/2008	12/04/2009
							4,874.00	
4,584.00		135. CVS CORP. PROPERTY TYPE: SECURITIES 3,986.00					11/06/2006	01/08/2010
							598.00	
5,140.00		258. ABB LTD ADR PROPERTY TYPE: SECURITIES 3,447.00					03/13/2009	01/15/2010
							1,693.00	
2,291.00		115. ABB LTD ADR PROPERTY TYPE: SECURITIES 2,479.00					09/22/2008	01/15/2010
							-188.00	
7,625.00		248. ALLSTATE CORP PROPERTY TYPE: SECURITIES 6,603.00					06/02/2009	01/15/2010
							1,022.00	
337.00		6. AMGEN INC PROPERTY TYPE: SECURITIES 292.00					05/13/2009	01/15/2010
							45.00	

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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)	
8,582.00		153. AMGEN INC PROPERTY TYPE: SECURITIES 11,222.00					12/16/2008 -2,640.00	01/15/2010
1,366.00		84. BANK AMERICA CORP PROPERTY TYPE: SECURITIES 2,868.00					02/10/2003 -1,502.00	01/15/2010
50,000.00		50000. CATERPILLAR FINANCIAL 4.15% 01/15 PROPERTY TYPE: SECURITIES 50,213.00					02/08/2005 -213.00	01/15/2010
2,878.00		118. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 2,052.00					10/13/2005 826.00	01/15/2010
2,653.00		72. COACH, INC. PROPERTY TYPE: SECURITIES 2,122.00					02/22/2008 531.00	01/15/2010
618.00		11. DEERE & CO PROPERTY TYPE: SECURITIES 468.00					05/01/2009 150.00	01/15/2010
19,017.00		544. EDISON INTERNATIONAL PROPERTY TYPE: SECURITIES 22,861.00					12/16/2008 -3,844.00	01/15/2010
5,176.00		75. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 1,878.00					01/31/1997 3,298.00	01/15/2010
5,983.00		114. HEWLETT-PACKARD CO PROPERTY TYPE: SECURITIES 3,910.00					04/03/2009 2,073.00	01/15/2010
2,202.00		22. ITT EDUCATIONAL SERVICES PROPERTY TYPE: SECURITIES 1,973.00					07/10/2009 229.00	01/15/2010
5,013.00		38. I B M CORP PROPERTY TYPE: SECURITIES 4,078.00					02/19/2008 935.00	01/15/2010

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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)	
7,659.00		550. INTERSIL HOLDING CORP. PROPERTY TYPE: SECURITIES 5,538.00					12/16/2008	01/15/2010
45,670.00		1091. I SHARES MSCI EMERGING MKT INDEX PROPERTY TYPE: SECURITIES 38,750.00					10/16/2009	01/15/2010
3,726.00		89. I SHARES MSCI EMERGING MKT INDEX PROPERTY TYPE: SECURITIES 2,038.00					11/13/2008	01/15/2010
31,756.00		304. I SHARES BARCLAYS 1-3 YR CREDIT BO PROPERTY TYPE: SECURITIES 31,693.00					11/23/2009	01/15/2010
1,032.00		20. KOHL'S CORP PROPERTY TYPE: SECURITIES 946.00					06/02/2009	01/15/2010
5,840.00		94. MCDONALD'S CORP PROPERTY TYPE: SECURITIES 5,518.00					06/05/2008	01/15/2010
3,841.00		102. OMNICOM GROUP PROPERTY TYPE: SECURITIES 2,893.00					02/10/2003	01/15/2010
4,161.00		165. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 3,620.00					06/26/2008	01/15/2010
561.00		9. PEPSICO INC PROPERTY TYPE: SECURITIES 291.00					01/31/1997	01/15/2010
4,893.00		84. TEVA PHARMACEUTICAL ADR PROPERTY TYPE: SECURITIES 3,252.00					08/01/2008	01/15/2010
13,446.00		285. XTO ENERGY INC PROPERTY TYPE: SECURITIES 9,489.00					12/01/2009	01/15/2010

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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)	
3,019.00		64. XTO ENERGY INC PROPERTY TYPE: SECURITIES 2,444.00					01/08/2009	01/15/2010
							575.00	
5,116.00		273. WEATHERFORD INTL LTD NEW PROPERTY TYPE: SECURITIES 6,901.00					08/20/2008	01/15/2010
							-1,785.00	
7,215.00		77. ITT EDUCATIONAL SERVICES PROPERTY TYPE: SECURITIES 6,948.00					10/30/2009	02/09/2010
							267.00	
4,361.00		72. BOEING CO PROPERTY TYPE: SECURITIES 2,907.00					12/16/2008	02/11/2010
							1,454.00	
3,193.00		54. CUMMINS INC PROPERTY TYPE: SECURITIES 1,901.00					06/30/2009	03/02/2010
							1,292.00	
6,035.00		95. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 5,264.00					05/13/2009	03/02/2010
							771.00	
13,277.00		209. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 12,288.00					12/16/2008	03/02/2010
							989.00	
488.00		6. LOCKHEED MARTIN CORP PROPERTY TYPE: SECURITIES 481.00					05/13/2009	03/08/2010
							7.00	
9,102.00		112. LOCKHEED MARTIN CORP PROPERTY TYPE: SECURITIES 11,444.00					12/16/2008	03/08/2010
							-2,342.00	
3,992.00		18. APPLE PROPERTY TYPE: SECURITIES 1,828.00					03/19/2009	03/15/2010
							2,164.00	
2,920.00		42. NETFLIX, INC. PROPERTY TYPE: SECURITIES 2,148.00					01/15/2010	03/15/2010
							772.00	

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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)	
8,038.00		493. WESTERN UNION COMPANY PROPERTY TYPE: SECURITIES 9,347.00					01/15/2010	03/16/2010
							-1,309.00	
5,001.00		68. BOEING CO PROPERTY TYPE: SECURITIES 2,745.00					12/16/2008	03/30/2010
							2,256.00	
13,000.00		441. MORGAN STANLEY PROPERTY TYPE: SECURITIES 11,093.00					05/13/2009	04/01/2010
							1,907.00	
15,708.00		470. WELLS FARGO & CO PROPERTY TYPE: SECURITIES 13,366.00					03/03/2010	04/15/2010
							2,342.00	
2,302.00		30. JONES LANG LASALLE INC PROPERTY TYPE: SECURITIES 1,634.00					12/07/2009	04/20/2010
							668.00	
6,941.00		415. PFIZER INC PROPERTY TYPE: SECURITIES 7,200.00					03/03/2010	04/20/2010
							-259.00	
11,657.00		697. PFIZER INC PROPERTY TYPE: SECURITIES 15,124.00					12/16/2008	04/20/2010
							-3,467.00	
9,817.00		113. NETFLIX, INC. PROPERTY TYPE: SECURITIES 5,780.00					01/15/2010	04/21/2010
							4,037.00	
2,687.00		73. CVS CORP. PROPERTY TYPE: SECURITIES 2,155.00					11/06/2006	04/22/2010
							532.00	
17,815.00		281. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 11,852.00					12/16/2008	04/22/2010
							5,963.00	
337.00		5. RALCORP HOLDINGS INC. NEW PROPERTY TYPE: SECURITIES 310.00					05/13/2009	04/22/2010
							27.00	

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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)	
7,019.00		104. RALCORP HOLDINGS INC. NEW PROPERTY TYPE: SECURITIES 5,751.00					03/16/2009 1,268.00	04/22/2010
24,842.00		451. I SHARES MSCI EAFE INDEX FUND PROPERTY TYPE: SECURITIES 25,495.00					12/04/2009 -653.00	04/29/2010
14,817.00		269. I SHARES MSCI EAFE INDEX FUND PROPERTY TYPE: SECURITIES 11,275.00					11/13/2008 3,542.00	04/29/2010
45,011.00		873. I SHARES MSCI EAFE INDEX FUND PROPERTY TYPE: SECURITIES 49,664.00					01/15/2010 -4,653.00	05/05/2010
6,099.00		105. MONSANTO CO PROPERTY TYPE: SECURITIES 7,093.00					10/30/2009 -994.00	05/11/2010
9,245.00		74. I B M CORP PROPERTY TYPE: SECURITIES 7,925.00					05/13/2009 1,320.00	05/21/2010
7,641.00		522. SYMANTEC CORP PROPERTY TYPE: SECURITIES 9,783.00					01/15/2010 -2,142.00	05/21/2010
372.00		10. ST JUDE MEDICAL INCORPORATED PROPERTY TYPE: SECURITIES 384.00					01/15/2010 -12.00	05/26/2010
10,166.00		273. ST JUDE MEDICAL INCORPORATED PROPERTY TYPE: SECURITIES 10,927.00					12/16/2008 -761.00	05/26/2010
2,687.00		51. CELGENE CORPORATION PROPERTY TYPE: SECURITIES 2,840.00					12/04/2009 -153.00	05/27/2010
7,190.00		314. MCDERMOTT INTERNATIONAL PROPERTY TYPE: SECURITIES 7,734.00					01/15/2010 -544.00	05/27/2010

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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)	
8,427.00		224. STATE STREET CORP PROPERTY TYPE: SECURITIES 11,502.00				01/15/2010	06/01/2010	
						-3,075.00		
3,949.00		66. NEWMONT MINING CO PROPERTY TYPE: SECURITIES 3,232.00				05/16/2008	06/24/2010	
						717.00		
2,277.00		69. TERADATA CORP INC PROPERTY TYPE: SECURITIES 2,078.00				01/15/2010	06/24/2010	
						199.00		
2,844.00		42. CUMMINS INC PROPERTY TYPE: SECURITIES 2,863.00				05/14/2010	07/08/2010	
						-19.00		
8,397.00		124. CUMMINS INC PROPERTY TYPE: SECURITIES 4,365.00				06/30/2009	07/08/2010	
						4,032.00		
3,526.00		73. BUNGE LIMITED PROPERTY TYPE: SECURITIES 4,554.00				01/15/2010	07/30/2010	
						-1,028.00		
8,163.00		169. BUNGE LIMITED PROPERTY TYPE: SECURITIES 14,029.00				05/13/2009	07/30/2010	
						-5,866.00		
5,141.00		18. PRICELINE.COM INC PROPERTY TYPE: SECURITIES 2,935.00				09/29/2009	08/05/2010	
						2,206.00		
7,647.00		346. TALECRIS BIOTHERAPEU PROPERTY TYPE: SECURITIES 5,749.00				05/26/2010	08/10/2010	
						1,898.00		
1,391.00		50. A T & T INC PROPERTY TYPE: SECURITIES 1,293.00				01/15/2010	09/16/2010	
						98.00		
9,013.00		324. A T & T INC PROPERTY TYPE: SECURITIES 8,468.00				05/13/2009	09/16/2010	
						545.00		

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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)	
8,258.00		160. ABBOTT LABORATORIES INC PROPERTY TYPE: SECURITIES 8,414.00					05/13/2009 -156.00	09/16/2010
4,190.00		145. ANALOG DEVICES PROPERTY TYPE: SECURITIES 4,406.00					12/01/2009 -216.00	09/16/2010
2,350.00		25. APACHE CORP PROPERTY TYPE: SECURITIES 2,695.00					02/13/2008 -345.00	09/16/2010
5,798.00		429. BANK AMERICA CORP PROPERTY TYPE: SECURITIES 15,408.00					09/19/2008 -9,610.00	09/16/2010
11,350.00		70. BLACKROCK INC. PROPERTY TYPE: SECURITIES 13,886.00					05/11/2010 -2,536.00	09/16/2010
13,412.00		213. BOEING CO PROPERTY TYPE: SECURITIES 8,114.00					03/11/2009 5,298.00	09/16/2010
599.00		11. CELGENE CORPORATION PROPERTY TYPE: SECURITIES 613.00					12/04/2009 -14.00	09/16/2010
3,694.00		90. COACH, INC. PROPERTY TYPE: SECURITIES 2,652.00					02/22/2008 1,042.00	09/16/2010
3,570.00		89. DANAHER CORP PROPERTY TYPE: SECURITIES 2,315.00					10/17/2005 1,255.00	09/16/2010
3,777.00		54. DEERE & CO PROPERTY TYPE: SECURITIES 2,297.00					05/01/2009 1,480.00	09/16/2010
17,061.00		281. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 12,166.00					05/13/2009 4,895.00	09/16/2010

**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)	
11,421.00		139. FEDEX CORPORATION PROPERTY TYPE: SECURITIES 12,149.00					05/12/2010	09/16/2010
							-728.00	
7,079.00		87. FREEPORT-MCMORAN PROPERTY TYPE: SECURITIES 7,819.00					11/27/2007	09/16/2010
							-740.00	
1,343.00		83. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 1,335.00					10/01/2009	09/16/2010
							8.00	
4,255.00		28. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 3,978.00					07/10/2009	09/16/2010
							277.00	
6,732.00		14. GOOGLE INC PROPERTY TYPE: SECURITIES 5,277.00					05/13/2009	09/16/2010
							1,455.00	
10,271.00		257. HEWLETT-PACKARD CO PROPERTY TYPE: SECURITIES 12,102.00					05/21/2010	09/16/2010
							-1,831.00	
6,674.00		167. HEWLETT-PACKARD CO PROPERTY TYPE: SECURITIES 5,729.00					05/13/2009	09/16/2010
							945.00	
4,529.00		243. INTEL CORP PROPERTY TYPE: SECURITIES 5,863.00					09/14/2005	09/16/2010
							-1,334.00	
1,795.00		44. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 1,824.00					03/07/2006	09/16/2010
							-29.00	
1,051.00		13. JONES LANG LASALLE INC PROPERTY TYPE: SECURITIES 708.00					12/07/2009	09/16/2010
							343.00	
3,748.00		75. KOHL'S CORP PROPERTY TYPE: SECURITIES 4,098.00					03/31/2010	09/16/2010
							-350.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
9,495.00		190. KOHL'S CORP PROPERTY TYPE: SECURITIES 8,990.00					06/02/2009	09/16/2010 505.00
9,338.00		125. MCDONALD'S CORP PROPERTY TYPE: SECURITIES 6,965.00					05/13/2009	09/16/2010 2,373.00
5,543.00		118. MEDCO HEALTH SOL PROPERTY TYPE: SECURITIES 7,451.00					11/30/2009	09/16/2010 -1,908.00
10,081.00		251. METLIFE INC. PROPERTY TYPE: SECURITIES 10,950.00					05/20/2005	09/16/2010 -869.00
3,272.00		130. MICROSOFT PROPERTY TYPE: SECURITIES 2,585.00					12/16/2008	09/16/2010 687.00
1,910.00		50. OMNICOM GROUP PROPERTY TYPE: SECURITIES 1,537.00					11/20/2003	09/16/2010 373.00
794.00		12. PEPSICO INC PROPERTY TYPE: SECURITIES 388.00					01/31/1997	09/16/2010 406.00
1,865.00		34. PHILIP MORRIS INTL INC PROPERTY TYPE: SECURITIES 1,731.00					04/22/2010	09/16/2010 134.00
984.00		3. PRICELINE.COM INC PROPERTY TYPE: SECURITIES 498.00					09/29/2009	09/16/2010 486.00
2,096.00		50. QUALCOMM INC PROPERTY TYPE: SECURITIES 1,890.00					03/19/2009	09/16/2010 206.00
785.00		34. TALECRIS BIOTHERAPEU PROPERTY TYPE: SECURITIES 565.00					05/26/2010	09/16/2010 220.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
7,770.00		1039. TELLABS INC PROPERTY TYPE: SECURITIES 7,969.00					03/16/2010 -199.00	09/16/2010
4,209.00		122. TERADATA CORP INC PROPERTY TYPE: SECURITIES 3,674.00					01/15/2010 535.00	09/16/2010
2,900.00		85. UNITEDHEALTH GROUP, INC. PROPERTY TYPE: SECURITIES 2,864.00					01/15/2010 36.00	09/16/2010
9,579.00		220. VANGUARD EMERGING MARKETS ETF PROPERTY TYPE: SECURITIES 9,187.00					01/15/2010 392.00	09/16/2010
1,111.00		21. WAL-MART STORES INC PROPERTY TYPE: SECURITIES 1,160.00					12/16/2008 -49.00	09/16/2010
2,902.00		178. WEATHERFORD INTL LTD NEW PROPERTY TYPE: SECURITIES 6,148.00					09/22/2008 -3,246.00	09/16/2010
TOTAL GAIN(LOSS) .....							----- 63,332. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
A T & T INC	642.	642.
ABBOTT LABORATORIES INC	561.	561.
ALLSTATE CORP	99.	99.
ANALOG DEVICES	359.	359.
APACHE CORP	89.	89.
BANK AMERICA CORP	53.	53.
BLACKROCK INC.	201.	201.
BOEING CO	475.	475.
CVS CORP.	165.	165.
CATERPILLAR FINANCIAL 4.15% 01/15/2010	1,038.	1,038.
CHEVRONTXACO CORP	891.	891.
COACH, INC.	108.	108.
COLGATE PALMOLIVE CO	75.	75.
CUMMINS INC	93.	93.
DANAHER CORP	28.	28.
DEERE & CO	251.	251.
EDISON INTERNATIONAL	422.	422.
EXELON CORP	378.	378.
EXXON MOBIL CORP	515.	515.
FEDERAL HOME LOAN BANKS 5% 05/13/2011	5,000.	5,000.
FEDEX CORPORATION	29.	29.
FREEMPORT-MCMORAN	110.	110.
GENERAL ELEC CO	280.	280.
GEORGIA POWER CO 6% 11/01/2013	3,000.	3,000.
GOLDMAN SACHS GROUP	139.	139.
HALLIBURTON CO	84.	84.
HEWLETT-PACKARD CO	101.	101.
HONEYWELL INT'L INC. 4.25% 03/01/2013	2,125.	2,125.
INTEL CORP	365.	365.
I B M CORP	150.	150.
INTERSIL HOLDING CORP.	66.	66.
I SHARES MSCI EMERGING MKT INDEX	452.	452.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	-----	-----
I SHARES MSCI EAFE INDEX FUND	650.	650.
I SHARES S & P MIDCAP 400	137.	137.
I SHARES BARCLAYS 1-3 YR CREDIT BOND FU	1,619.	1,619.
J P MORGAN CHASE & CO	113.	113.
JOHNSON & JOHNSON	298.	298.
JONES LANG LASALLE INC	11.	11.
KIMBERLY CLARK CORP 5.625% 02/15/2012	1,406.	1,406.
LOCKHEED MARTIN CORP	149.	149.
LOWES COMPANIES INC 5.6% 09/15/2012	4,200.	4,200.
MCDONALD'S CORP	327.	327.
MEAD JOHNSON NUTRITION COMPANY	35.	35.
MERRILL LYNCH & CO 4.5% 11/04/2010	2,250.	2,250.
METLIFE INC.	249.	249.
MICROSOFT	286.	286.
STANDARD & POORS MIDCAP 400 DEP REC	125.	125.
FEDERATED PRIME CASH OBLIGATIONS FUND #8	43.	43.
MONSANTO CO	56.	56.
MORGAN STANLEY	44.	44.
NEWMONT MINING CO	131.	131.
OCCIDENTAL PETROLEUM CORP	138.	138.
OMNICOM GROUP	237.	237.
ORACLE CORPORATION	128.	128.
PEPSICO INC	341.	341.
PFIZER INC	237.	237.
PHILIP MORRIS INTL INC	230.	230.
PROCTER & GAMBLE CO	247.	247.
QUALCOMM INC	231.	231.
SPDR BARCLAYS HIGH YIELD	2,910.	2,910.
SOUTHERN CO	395.	395.
STATE STREET CORP	6.	6.
TELLABS INC	42.	42.
TEVA PHARMACEUTICAL ADR	211.	211.
UNITEDHEALTH GROUP, INC.	110.	110.
BPC262 689L 12/10/2010 08:09:56		

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
VANGUARD INTERMEDIATE-TERM INV GRADE # 5	880.	880.
WAL-MART STORES INC	345.	345.
WELLS FARGO & CO	34.	34.
WESTERN UNION COMPANY	23.	23.
XTO ENERGY INC	77.	77.
ZIONS BANCORP	7.	7.
BUNGE LIMITED	151.	151.
	-----	-----
TOTAL	37,453.	37,453.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS ----- ----- -----
TOTALS	1,439. =====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	27.	27.
FOREIGN TAXES ON QUALIFIED FOR	101.	101.
FOREIGN TAXES ON NONQUALIFIED	6.	6.
TOTALS	134.	134.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER NONALLOCABLE EXPENSES -	168.	168.
TOTALS	----- 168. =====	----- 168. =====

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

=====

DESCRIPTION -----	AMOUNT -----
ADJUSTMENT TO REFLECT BOOK VALUE	35,177.
	-----
TOTAL	35,177.
	=====

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

=====

DESCRIPTION

AMOUNT

-----

-----

ADJUSTMENT TO REFLECT EB REALTY CHG IN A

22,365.

-----

TOTAL

22,365.

=====

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

MA

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

OFFICER NAME:

EASTERN BANK & TRUST COMPANY

ADDRESS:

605 BROADWAY

SAUGUS, MA 01906

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 16,438.

TOTAL COMPENSATION: 16,438.

=====

RECIPIENT NAME:

JOHN DOHERTY, EASTERN BANK

ADDRESS:

605 BROADWAY STREET  
SAUGUS, MA 01906

FORM, INFORMATION AND MATERIALS:

LETTER WHICH INCLUDES FINANCIAL DATA, ACTIVITIES OF ORGANIZATIONS,  
VERIFICATION OF TAX EXEMPT STATUS AND OTHER PERTINENT INFORMATION.

SUBMISSION DEADLINES:

NONE. MEETINGS ARE HELD IN MAY AND NOVEMBER.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

AWARDS ARE MADE AT DISCRETION OF TRUSTEE TO NEW ENGLAND AREA TAX  
EXEMPT ORGANIZATIONS.

RECIPIENT NAME:  
NARCONON  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
SAMARITANS INC.  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
WHITE MOUNTAIN SCHOOL  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
MARY T. & WILLIAM  
RICHARDSON FUND  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
CITIZENS FOR ADEQUATE HOUSING  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
BOSTON BIOMEDICAL RESEARCH  
INSTITUTE  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 10,000.

TOTAL GRANTS PAID: ..... 60,000.  
=====

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No. 1545-0092

**2009**

Name of estate or trust: **HOWARD C CONNOR CHARITABLE FOUNDATION**  
Employer identification number: **22-3204723**

Note: Form 5227 filers need to complete only Parts I and II.

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	<b>37,370.</b>
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
<b>5</b> Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ▶	<b>5</b>	<b>37,370.</b>

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			<b>7.</b>

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	<b>25,955.</b>
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
<b>9</b> Capital gain distributions . . . . .	<b>9</b>	
<b>10</b> Gain from Form 4797, Part I . . . . .	<b>10</b>	
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
<b>12</b> Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ▶	<b>12</b>	<b>25,962.</b>

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D (Form 1041) 2009

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		37,370.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		25,962.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		63,332.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

**Part IV Capital Loss Limitation**

<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000 . . . . .	<b>16</b>	( )
-----------	---	-----------	-----

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . . . ▶	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the smaller of the amount on line 17 or \$2,300 . . . . .	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23 . . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% (.15) . . . . .	<b>30</b>		
<b>31</b>	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>31</b>		
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>		
<b>33</b>	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>33</b>		
<b>34</b>	<b>Tax on all taxable income.</b> Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>		

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No. 1545-0092

**2009**

Department of the Treasury  
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).  
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust: **HOWARD C CONNOR CHARITABLE FOUNDATION**  
Employer identification number: **22-3204723**

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 173. MEAD JOHNSON NUTRITION COMPANY	03/13/2009	10/06/2009	7,982.00	4,768.00	3,214.00
3855.463 VANGUARD INTERMEDIATE-TERM INV GRADE	12/17/2008	10/16/2009	37,051.00	33,118.00	3,933.00
13. APPLE	03/19/2009	10/20/2009	2,585.00	1,320.00	1,265.00
127. MARATHON OIL CORP	03/11/2009	10/20/2009	4,406.00	2,901.00	1,505.00
275. MICROSOFT	12/16/2008	11/19/2009	8,190.00	5,468.00	2,722.00
5402.339 VANGUARD INTERMEDIATE-TERM INV GRADE	05/13/2009	11/23/2009	52,565.00	47,178.00	5,387.00
31. PRICELINE.COM INC	08/20/2009	11/24/2009	6,527.00	4,727.00	1,800.00
75. ABBOTT LABORATORIES INC	12/16/2008	11/30/2009	4,064.00	3,947.00	117.00
65. DIGITAL RIVER, INC.	11/04/2009	12/03/2009	1,678.00	1,623.00	55.00
105. RESEARCH IN MOTION	10/09/2009	12/03/2009	6,153.00	7,270.00	-1,117.00
258. DIGITAL RIVER, INC.	11/04/2009	12/04/2009	6,646.00	6,441.00	205.00
56. GENZYME CORP GENERAL DIVISION	12/16/2008	12/04/2009	2,805.00	3,764.00	-959.00
179. STANDARD & POORS MIDCAP 400 DEP REC	05/13/2009	12/04/2009	22,778.00	17,959.00	4,819.00
258. ABB LTD ADR	03/13/2009	01/15/2010	5,140.00	3,447.00	1,693.00
248. ALLSTATE CORP	06/02/2009	01/15/2010	7,625.00	6,603.00	1,022.00
6. AMGEN INC	05/13/2009	01/15/2010	337.00	292.00	45.00
11. DEERE & CO	05/01/2009	01/15/2010	618.00	468.00	150.00
114. HEWLETT-PACKARD CO	04/03/2009	01/15/2010	5,983.00	3,910.00	2,073.00
22. ITT EDUCATIONAL SERVICES	07/10/2009	01/15/2010	2,202.00	1,973.00	229.00
1091. I SHARES MSCI EMERGING MKT INDEX	10/16/2009	01/15/2010	45,670.00	38,750.00	6,920.00
304. I SHARES BARCLAYS 1-3 YR CREDIT BOND FU	11/23/2009	01/15/2010	31,756.00	31,693.00	63.00
20. KOHL'S CORP	06/02/2009	01/15/2010	1,032.00	946.00	86.00
285. XTO ENERGY INC	12/01/2009	01/15/2010	13,446.00	9,489.00	3,957.00
77. ITT EDUCATIONAL SERVICES	10/30/2009	02/09/2010	7,215.00	6,948.00	267.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No. 1545-0092

**2009**

Department of the Treasury  
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust: **HOWARD C CONNOR CHARITABLE FOUNDATION** Employer identification number: **22-3204723**

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 54. CUMMINS INC	06/30/2009	03/02/2010	3,193.00	1,901.00	1,292.00
95. JOHNSON & JOHNSON	05/13/2009	03/02/2010	6,035.00	5,264.00	771.00
6. LOCKHEED MARTIN CORP	05/13/2009	03/08/2010	488.00	481.00	7.00
18. APPLE	03/19/2009	03/15/2010	3,992.00	1,828.00	2,164.00
42. NETFLIX, INC.	01/15/2010	03/15/2010	2,920.00	2,148.00	772.00
493. WESTERN UNION COMPANY	01/15/2010	03/16/2010	8,038.00	9,347.00	-1,309.00
441. MORGAN STANLEY	05/13/2009	04/01/2010	13,000.00	11,093.00	1,907.00
470. WELLS FARGO & CO	03/03/2010	04/15/2010	15,708.00	13,366.00	2,342.00
30. JONES LANG LASALLE INC	12/07/2009	04/20/2010	2,302.00	1,634.00	668.00
415. PFIZER INC	03/03/2010	04/20/2010	6,941.00	7,200.00	-259.00
113. NETFLIX, INC.	01/15/2010	04/21/2010	9,817.00	5,780.00	4,037.00
5. RALCORP HOLDINGS INC. NEW	05/13/2009	04/22/2010	337.00	310.00	27.00
451. I SHARES MSCI EAFE INDEX FUND	12/04/2009	04/29/2010	24,842.00	25,495.00	-653.00
873. I SHARES MSCI EAFE INDEX FUND	01/15/2010	05/05/2010	45,011.00	49,664.00	-4,653.00
105. MONSANTO CO	10/30/2009	05/11/2010	6,099.00	7,093.00	-994.00
522. SYMANTEC CORP	01/15/2010	05/21/2010	7,641.00	9,783.00	-2,142.00
10. ST JUDE MEDICAL INCORPORATED	01/15/2010	05/26/2010	372.00	384.00	-12.00
51. CELGENE CORPORATION	12/04/2009	05/27/2010	2,687.00	2,840.00	-153.00
314. MCDERMOTT INTERNATIONAL	01/15/2010	05/27/2010	7,190.00	7,734.00	-544.00
224. STATE STREET CORP	01/15/2010	06/01/2010	8,427.00	11,502.00	-3,075.00
69. TERADATA CORP INC	01/15/2010	06/24/2010	2,277.00	2,078.00	199.00
42. CUMMINS INC	05/14/2010	07/08/2010	2,844.00	2,863.00	-19.00
73. BUNGE LIMITED	01/15/2010	07/30/2010	3,526.00	4,554.00	-1,028.00
18. PRICELINE.COM INC	09/29/2009	08/05/2010	5,141.00	2,935.00	2,206.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009



Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

HOWARD C CONNOR CHARITABLE FOUNDATION

22-3204723

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 428. ABB LTD ADR	08/09/2006	10/01/2009	8,337.00	5,611.00	2,726.00
9. GOOGLE INC	02/15/2008	10/09/2009	4,659.00	4,322.00	337.00
85. MARATHON OIL CORP	02/13/2008	10/20/2009	2,949.00	4,273.00	-1,324.00
168. ABB LTD ADR	09/22/2008	10/30/2009	3,081.00	2,397.00	684.00
55. FREEPORT-MCMORAN	11/27/2007	10/30/2009	4,061.00	4,943.00	-882.00
92. OMNICOM GROUP	02/10/2003	10/30/2009	3,186.00	2,610.00	576.00
422. ORACLE CORPORATION	06/26/2008	11/04/2009	8,873.00	9,258.00	-385.00
143. A T & T INC	05/30/2006	11/06/2009	3,709.00	3,717.00	-8.00
167. CVS CORP.	11/06/2006	11/24/2009	5,309.00	4,641.00	668.00
70. TEVA PHARMACEUTICAL ADR	06/30/2006	11/30/2009	3,676.00	2,238.00	1,438.00
104. CHEVRONTEXACO CORP	07/18/2008	12/01/2009	8,215.00	8,943.00	-728.00
266. EDISON INTERNATIONAL	02/02/2006	12/01/2009	9,164.00	9,354.00	-190.00
62. GENZYME CORP GENERAL DIVISION	06/12/2007	12/04/2009	3,106.00	4,060.00	-954.00
142. STANDARD & POORS MIDCAP 400 DEP REC	11/13/2008	12/04/2009	18,069.00	13,195.00	4,874.00
135. CVS CORP.	11/06/2006	01/08/2010	4,584.00	3,986.00	598.00
115. ABB LTD ADR	09/22/2008	01/15/2010	2,291.00	2,479.00	-188.00
153. AMGEN INC	12/16/2008	01/15/2010	8,582.00	11,222.00	-2,640.00
84. BANK AMERICA CORP	02/10/2003	01/15/2010	1,366.00	2,868.00	-1,502.00
50000. CATERPILLAR FINANCIAL 4.15% 01/15/2010	02/08/2005	01/15/2010	50,000.00	50,213.00	-213.00
118. CISCO SYSTEMS INC	10/13/2005	01/15/2010	2,878.00	2,052.00	826.00
72. COACH, INC.	02/22/2008	01/15/2010	2,653.00	2,122.00	531.00
544. EDISON INTERNATIONAL	12/16/2008	01/15/2010	19,017.00	22,861.00	-3,844.00
75. EXXON MOBIL CORP	01/31/1997	01/15/2010	5,176.00	1,878.00	3,298.00
38. I B M CORP	02/19/2008	01/15/2010	5,013.00	4,078.00	935.00
550. INTERSIL HOLDING CORP.	12/16/2008	01/15/2010	7,659.00	5,538.00	2,121.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

HOWARD C CONNOR CHARITABLE FOUNDATION

22-3204723

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 89. I SHARES MSCI EMERGING MKT INDEX	11/13/2008	01/15/2010	3,726.00	2,038.00	1,688.00
94. MCDONALD'S CORP	06/05/2008	01/15/2010	5,840.00	5,518.00	322.00
102. OMNICOM GROUP	02/10/2003	01/15/2010	3,841.00	2,893.00	948.00
165. ORACLE CORPORATION	06/26/2008	01/15/2010	4,161.00	3,620.00	541.00
9. PEPSICO INC	01/31/1997	01/15/2010	561.00	291.00	270.00
84. TEVA PHARMACEUTICAL ADR	08/01/2008	01/15/2010	4,893.00	3,252.00	1,641.00
64. XTO ENERGY INC	01/08/2009	01/15/2010	3,019.00	2,444.00	575.00
273. WEATHERFORD INTL LTD NEW	08/20/2008	01/15/2010	5,116.00	6,901.00	-1,785.00
72. BOEING CO	12/16/2008	02/11/2010	4,361.00	2,907.00	1,454.00
209. JOHNSON & JOHNSON	12/16/2008	03/02/2010	13,277.00	12,288.00	989.00
112. LOCKHEED MARTIN CORP	12/16/2008	03/08/2010	9,102.00	11,444.00	-2,342.00
68. BOEING CO	12/16/2008	03/30/2010	5,001.00	2,745.00	2,256.00
697. PFIZER INC	12/16/2008	04/20/2010	11,657.00	15,124.00	-3,467.00
73. CVS CORP.	11/06/2006	04/22/2010	2,687.00	2,155.00	532.00
281. PROCTER & GAMBLE CO	12/16/2008	04/22/2010	17,815.00	11,852.00	5,963.00
104. RALCORP HOLDINGS INC. NEW	03/16/2009	04/22/2010	7,019.00	5,751.00	1,268.00
269. I SHARES MSCI EAFE INDEX FUND	11/13/2008	04/29/2010	14,817.00	11,275.00	3,542.00
74. I B M CORP	05/13/2009	05/21/2010	9,245.00	7,925.00	1,320.00
273. ST JUDE MEDICAL INCORPORATED	12/16/2008	05/26/2010	10,166.00	10,927.00	-761.00
66. NEWMONT MINING CO	05/16/2008	06/24/2010	3,949.00	3,232.00	717.00
124. CUMMINS INC	06/30/2009	07/08/2010	8,397.00	4,365.00	4,032.00
169. BUNGE LIMITED	05/13/2009	07/30/2010	8,163.00	14,029.00	-5,866.00
324. A T & T INC	05/13/2009	09/16/2010	9,013.00	8,468.00	545.00
160. ABBOTT LABORATORIES INC	05/13/2009	09/16/2010	8,258.00	8,414.00	-156.00
25. APACHE CORP	02/13/2008	09/16/2010	2,350.00	2,695.00	-345.00

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .



FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

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15% RATE CAPITAL GAIN DIVIDENDS

I SHARES BARCLAYS 1-3 YR CREDIT BOND FU	2.00
LUCENT TECHNOLOGIES INC.	5.00

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TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	7.00
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TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	7.00
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**ESTIMATED TAX WORKSHEET FOR FORM 990-W**

A. 2010 Estimated Tax		<b>A</b>	
B. Enter 100 % of Line A	<b>B</b>		
C. Enter 100 % of tax on 2009 FORM 990-PF	<b>C</b>	1,931	
D. Required Annual Payment (Smaller of lines B or C)		<b>D</b>	1,931.
E. Income tax withheld (if applicable)		<b>E</b>	NONE
F. Balance (As rounded to the nearest multiple of 4 )		<b>F</b>	1,932.

**Record of Estimated Tax Payments**

Payment number	(a) Date	(b) Amount	(c) 2009 overpayment credit applied	(d) Total amount paid and credited (add (b) and (c))
1	02/15/2011	483.		483.
2	03/15/2011	483.		483.
3	06/15/2011	483.		483.
4	09/15/2011	483.		483.
<b>Total</b>		1,932.		1,932.

ESTIMATED PAYMENTS MUST BE MADE USING EITHER THE ELECTRONIC FEDERAL TAX PAYMENTS SYSTEM (EFTPS) OR IF ALLOWABLE, FEDERAL TAX DEPOSIT COUPONS (FORM 8109). THIS WORKSHEET MERELY PROVIDES THE AMOUNTS WHICH NEED TO BE PAID VIA ONE OF THE ABOVE METHODS.