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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	<b>Beginning of year</b>	<b>End of year</b>	
			<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .	187,385.	65,292.	65,292.	
	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 ►	NONE			
	8 Inventories for sale or use . . . . .				
	9 Prepaid expenses and deferred charges . . . . .				
	10 a Investments - U S and state government obligations (attach schedule) . . . . .	545,698.	451,871.	477,271.	
	b Investments - corporate stock (attach schedule) . . . . .	2,121,654.	1,665,254.	2,167,916.	
	c Investments - corporate bonds (attach schedule) . . . . .	1,185,642.	1,194,220.	1,260,334.	
	11 Investments - land, buildings, and equipment basis ►				
Less accumulated depreciation ►					
12 Investments - mortgage loans . . . . .					
13 Investments - other (attach schedule) . . . . .	1,405,731.	2,162,270.	2,645,023.		
14 Land, buildings, and equipment basis ►					
Less accumulated depreciation ►					
15 Other assets (describe ► . . . . .)					
<b>16 Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	5,446,110.	5,538,907.	6,615,836.		
<b>Liabilities</b>	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 ► . . . . .)				
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .				
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted . . . . .				
	25 Temporarily restricted . . . . .				
	26 Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds . . . . .	5,446,110.	5,538,907.		
	28 Paid-in or capital surplus, or land, bldg , and equipment fund . . . . .				
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .				
	<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	5,446,110.	5,538,907.		
	<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	5,446,110.	5,538,907.		

**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	5,446,110.
2 Enter amount from Part I, line 27a . . . . .	2	92,793.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 8	3	4.
4 Add lines 1, 2, and 3 . . . . .	4	5,538,907.
5 Decreases not included in line 2 (itemize) ►	5	
<b>6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .</b>	6	5,538,907

**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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV 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>					
2 Capital gain net income or (net capital loss) . . . . .	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		<b>2</b>	367,298.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. . . . .	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	251,700.	5,617,420.	0.04480704665
2007	365,835.	7,269,179.	0.05032686635
2006	380,860.	7,387,061.	0.05155771693
2005	356,390.	6,974,105.	0.05110189766
2004	349,327.	6,860,200.	0.05092081864
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.24871434623
<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> 0.04974286925
<b>4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5</b>			<b>4</b> 6,384,606.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 317,589.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 5,041.
<b>7 Add lines 5 and 6</b>			<b>7</b> 322,630.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 385,370.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1	5,041.
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 . . .		
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	5,041.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . .	5	5,041.
6	<b>Credits/Payments:</b>		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 . . .	6a	15,704.
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	15,704.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .	8	
9	<b>Tax due</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> ►	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> ►	10	10,663.
11	Enter the amount of line 10 to be: <b>Credited to 2010 estimated tax</b> ► <input checked="" type="checkbox"/> 2,522. <b>Refunded</b> ► <input checked="" type="checkbox"/> 11 8,141.	11	

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	Yes	No
1b	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	
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c	Did the foundation file <b>Form 1120-POL</b> for this year? . . .	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . <i>If "Yes," attach a detailed description of the activities.</i>	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . .	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 <b>Form 990-T</b> for this year? . . .	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . <i>If "Yes," attach the statement required by General Instruction T</i>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . .	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ►  <b>STMT 9</b>		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . .	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)? <i>If "Yes," complete Part XIV</i> . . .	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	X	

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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>MANUFACTURERS &amp; TRADERS TRUST</b> Telephone no ► <b>(716) 842-5506</b> Located at ► <b>ONE M &amp; T PLAZA, 8TH FLOOR, BUFFALO, NY</b> ZIP + 4 ► <b>14203</b>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . ► <b>15</b> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ► <b>15</b>		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	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 ► <b>1b</b>		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? . . . . .	<b>1c</b>	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? . . . . . If "Yes," list the years ► <b>2a</b>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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>	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <b>2b</b>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) . . . . .	<b>3b</b>	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	<b>4a</b>	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? . . . . .	<b>4b</b>	X

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

5a	During the year did the foundation pay or incur any amount to		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .						
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .					<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .					<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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) . . . . .					<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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? . . . . .					<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 . . . . . ►					<input type="checkbox"/>	
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? . . . . .		<input type="checkbox"/> Yes	<input type="checkbox"/> 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? . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		6b
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .					X
If "Yes" to 6b, file Form 8870						
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .					7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		41,429.	-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
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-----				
-----				
-----				

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
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 . . . . . ►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	6,315,682.
b	Average of monthly cash balances	1b	166,151.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	<b>Total</b> (add lines 1a, b, and c)	1d	6,481,833.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	6,481,833.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	97,227.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,384,606.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	319,230.

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ►  and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	319,230.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	5,041.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,041.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	314,189.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	314,189.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	314,189.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	385,370.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	385,370.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	5,041.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	380,329.

**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 . . . . .				314,189.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only . . . . .			143,180.	
b Total for prior years 20 07,20 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 ► \$ 385,370.			143,180.	
a Applied to 2008, but not more than line 2a . . . . .				
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 . . . . .				242,190.
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. . . . .				71,999.
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**

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

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 12				
<b>Total. . . . .</b>			► 3a	385,370.
<i>b Approved for future payment</i>				
<b>Total. . . . .</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 312, 313, 3, or 314	Related or exempt function income (See page 28 of the instructions)	
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
<b>1</b>	<b>Program service revenue</b>				
a					
b					
c					
d					
e					
f					
<b>g</b>	<b>Fees and contracts from government agencies</b>				
<b>2</b>	<b>Membership dues and assessments</b>				
<b>3</b>	<b>Interest on savings and temporary cash investments</b>				
<b>4</b>	<b>Dividends and interest from securities</b>				
<b>5</b>	<b>Net rental income or (loss) from real estate</b>				
a	Debt-financed property			14	180,056.
b	Not debt-financed property				
<b>6</b>	<b>Net rental income or (loss) from personal property</b>				
<b>7</b>	<b>Other investment income</b>				
<b>8</b>	<b>Gain or (loss) from sales of assets other than inventory</b>			18	367,298.
<b>9</b>	<b>Net income or (loss) from special events</b>				
<b>10</b>	<b>Gross profit or (loss) from sales of inventory</b>				
<b>11</b>	<b>Other revenue</b> a				
b					
c					
d					
e					
<b>12</b>	<b>Subtotal. Add columns (b), (d), and (e)</b>				547,354.
<b>13</b>	<b>Total. Add line 12, columns (b), (d), and (e)</b>			13	547,354.
(See worksheet in line 13 instructions on page 28 to verify calculations.)					

## Part XVI-B Relationship of Activities to the Accomplished

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

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
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.		

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

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

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

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

Signature of officer or trustee <i>Diane M. Biner</i>		01/11/2011	Asst. V.P.
M & T TRUST COMPANY		Date	Title
Paid Preparer's Use Only	Preparer's signature <i>Robert E. Gandy Jr.</i>	Date 01/11/2011	Check if self-employed ► <input type="checkbox"/>
Firm's name (or yours if self-employed), address, and ZIP code		Preparer's identifying number (See Signature on page 30 of the instructions)	►
► THOMSON REUTERS (TAX & ACCOUNTING) 9711 FARRAR COURT, SUITE 110 RICHMOND, VA		EIN ►	Phone no 804-727-3150

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**Form 990-PF (2009)**

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

**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)	
3,696.00		116. ALEX & BALDWIN INC PROPERTY TYPE: SECURITIES 2,883.00			813.00	05/01/2009	05/20/2010
114.00		2. ALLERGAN INC COMMON PROPERTY TYPE: SECURITIES 91.00			23.00	05/01/2009	11/02/2009
26,230.00		452. ALLERGAN INC COMMON PROPERTY TYPE: SECURITIES 20,590.00			5,640.00	05/01/2009	02/25/2010
3,654.00		62. ALLERGAN INC COMMON PROPERTY TYPE: SECURITIES 2,824.00			830.00	05/01/2009	05/20/2010
26,067.00		4830. ALPINE GLOBAL PREMIER PPTYS PROPERTY TYPE: SECURITIES 19,211.00			6,856.00	05/01/2009	05/20/2010
11,218.00		618. ALTRIA GROUP INC PROPERTY TYPE: SECURITIES 10,066.00			1,152.00	05/01/2009	11/02/2009
4,299.00		206. ALTRIA GROUP INC PROPERTY TYPE: SECURITIES 3,355.00			944.00	05/01/2009	05/20/2010
4,169.00		34. AMAZON.COM INCORPORATED PROPERTY TYPE: SECURITIES 2,688.00			1,481.00	05/01/2009	10/27/2009
13,169.00		100. AMAZON.COM INCORPORATED PROPERTY TYPE: SECURITIES 7,906.00			5,263.00	05/01/2009	01/07/2010
25,475.00		218. AMAZON.COM INCORPORATED PROPERTY TYPE: SECURITIES 17,236.00			8,239.00	05/01/2009	02/25/2010
1,471.00		12. AMAZON.COM INCORPORATED PROPERTY TYPE: SECURITIES 949.00			522.00	05/01/2009	05/20/2010

**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)	
32,905.00		558. APOLLO GROUP INCORPORATED CL A PROPERTY TYPE: SECURITIES 35,076.00				08/07/2009 -2,171.00	02/25/2010
11,086.00		188. APOLLO GROUP INCORPORATED CL A PROPERTY TYPE: SECURITIES 12,443.00				10/27/2009 -1,357.00	02/25/2010
45,167.00		228. APPLE COMPUTER INC COMMON PROPERTY TYPE: SECURITIES 13,258.00				06/21/2006 31,909.00	02/25/2010
5,796.00		24. APPLE COMPUTER INC COMMON PROPERTY TYPE: SECURITIES 1,396.00				06/21/2006 4,400.00	05/20/2010
11,166.00		38. APPLE COMPUTER INC COMMON PROPERTY TYPE: SECURITIES 2,210.00				06/21/2006 8,956.00	09/27/2010
1,386.00		138. ARM HOLDINGS PLC PROPERTY TYPE: SECURITIES 1,279.00				02/25/2010 107.00	05/20/2010
8,324.00		426. ARM HOLDINGS PLC PROPERTY TYPE: SECURITIES 3,949.00				02/25/2010 4,375.00	09/27/2010
2,761.00		273.081 ARTIO GLOBAL HIGH INC FD - I PROPERTY TYPE: SECURITIES 2,764.00				02/25/2010 -3.00	05/20/2010
10,880.00		256. ATHENAHEALTH INC PROPERTY TYPE: SECURITIES 8,501.00				05/01/2009 2,379.00	02/25/2010
1,488.00		58. ATHENAHEALTH INC PROPERTY TYPE: SECURITIES 1,926.00				05/01/2009 -438.00	05/20/2010
434.00		14. ATHENAHEALTH INC PROPERTY TYPE: SECURITIES 555.00				11/02/2009 -121.00	09/27/2010

**FORM 990-PF - PART IV**  
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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)	
17,013.00		549. ATHENAHEALTH INC PROPERTY TYPE: SECURITIES 18,586.00				08/07/2009	09/27/2010	-1,573.00
884.00		12. BERKSHIRE HATHAWAY INC DEL CL B PROPERTY TYPE: SECURITIES 738.00				05/01/2009	05/20/2010	146.00
516.00		22. BRISTOL MYERS SQUIBB COMMON ~ PROPERTY TYPE: SECURITIES 425.00				05/01/2009	05/20/2010	91.00
10,337.00		164. BRITISH AMERICAN TOBACCO-SP ADR PROPERTY TYPE: SECURITIES 7,824.00				05/01/2009	11/02/2009	2,513.00
10,225.00		154. BRITISH AMERICAN TOBACCO-SP ADR PROPERTY TYPE: SECURITIES 7,347.00				05/01/2009	02/25/2010	2,878.00
8,680.00		152. BRITISH AMERICAN TOBACCO-SP ADR PROPERTY TYPE: SECURITIES 7,252.00				05/01/2009	05/20/2010	1,428.00
2,056.00		36. BRITISH AMERICAN TOBACCO-SP ADR PROPERTY TYPE: SECURITIES 2,327.00				12/23/2009	05/20/2010	-271.00
3,469.00		62. BROWN FORMAN CORP CL B PROPERTY TYPE: SECURITIES 2,629.00				07/13/2009	05/20/2010	840.00
36,800.00		368. BURLINGTON NORTHERN SANTA FE PROPERTY TYPE: SECURITIES 27,986.00				09/18/2006	02/10/2010	8,814.00
34,270.00		108. CME GROUP INC PROPERTY TYPE: SECURITIES 24,013.00				05/01/2009	10/16/2009	10,257.00
851.00		24. CVS CORP COMMON PROPERTY TYPE: SECURITIES 763.00				05/01/2009	11/02/2009	88.00

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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)	
57,982.00		1687. CVS CORP COMMON PROPERTY TYPE: SECURITIES 53,663.00				05/01/2009	02/25/2010	
798.00		16. CELGENE CORPORATION PROPERTY TYPE: SECURITIES 650.00				05/01/2009	11/02/2009	
34,286.00		588. CELGENE CORPORATION PROPERTY TYPE: SECURITIES 23,898.00				05/01/2009	02/25/2010	
3,753.00		66. CELGENE CORPORATION PROPERTY TYPE: SECURITIES 2,682.00				05/01/2009	05/20/2010	
4,629.00		80. CELGENE CORPORATION PROPERTY TYPE: SECURITIES 3,251.00				05/01/2009	09/27/2010	
6,143.00		82. CHEVRONTEXACO CORPORATION PROPERTY TYPE: SECURITIES 2,298.00				05/06/1996	05/20/2010	
100,000.00		100000. CITIGROUP INC PROPERTY TYPE: SECURITIES 99,901.00	4.125%	2/2		02/14/2005	02/22/2010	
1,254.00		24. COCA COLA CO COMMON ~ PROPERTY TYPE: SECURITIES 1,028.00				05/01/2009	05/20/2010	
21,091.00		458. COGNIZANT TECH SOL CORP PROPERTY TYPE: SECURITIES 11,271.00				05/01/2009	12/23/2009	
62,868.00		1334. COGNIZANT TECH SOL CORP PROPERTY TYPE: SECURITIES 32,830.00				05/01/2009	02/25/2010	
14,896.00		316. COGNIZANT TECH SOL CORP PROPERTY TYPE: SECURITIES 7,777.00				05/01/2009	05/20/2010	

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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)	
6,624.00		128. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 5,303.00				05/01/2009	05/20/2010	1,321.00
19,663.00		304. CREE RESEARCH INC COMMON PROPERTY TYPE: SECURITIES 16,784.00				12/23/2009	02/25/2010	2,879.00
7,520.00		112. CREE RESEARCH INC COMMON PROPERTY TYPE: SECURITIES 6,183.00				12/23/2009	05/20/2010	1,337.00
4,461.00		310. DELL INC PROPERTY TYPE: SECURITIES 4,033.00				07/13/2009	05/20/2010	428.00
18,071.00		771. DOW CHEMICAL CO COMMON ~ PROPERTY TYPE: SECURITIES 12,444.00				05/01/2009	11/02/2009	5,627.00
2,401.00		148. DUKE ENERGY CORP PROPERTY TYPE: SECURITIES 2,063.00				05/01/2009	05/20/2010	338.00
526.00		16. EXPEDITORS INTL WASH INC PROPERTY TYPE: SECURITIES 556.00				05/01/2009	10/27/2009	-30.00
20,912.00		582. EXPEDITORS INTL WASH INC PROPERTY TYPE: SECURITIES 20,214.00				05/01/2009	02/25/2010	698.00
100,000.00		100000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 100,000.00	3.875%	2/1		03/01/2005	02/15/2010	
1,817.00		22. FEDEX CORPORATION PROPERTY TYPE: SECURITIES 1,218.00				05/01/2009	05/20/2010	599.00
177.00		4. F5 NETWORKS INC PROPERTY TYPE: SECURITIES 188.00				10/27/2009	11/02/2009	-11.00

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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)	
24,930.00		456. F5 NETWORKS INC PROPERTY TYPE: SECURITIES 21,473.00				10/27/2009	02/25/2010	3,457.00
11,131.00		168. F5 NETWORKS INC PROPERTY TYPE: SECURITIES 7,911.00				10/27/2009	05/20/2010	3,220.00
6,703.00		94. FREEPORT MCMORAN COPPER/GOLD PROPERTY TYPE: SECURITIES 6,181.00				09/04/2009	02/25/2010	522.00
19,823.00		304. FREEPORT MCMORAN COPPER/GOLD PROPERTY TYPE: SECURITIES 19,990.00				09/04/2009	05/20/2010	-167.00
2,478.00		38. FREEPORT MCMORAN COPPER/GOLD PROPERTY TYPE: SECURITIES 3,292.00				01/07/2010	05/20/2010	-814.00
6.00		.7708 FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES 6.00				09/18/2009	07/23/2010	
1,047.00		24. GILEAD SCIENCES INCORPORATED PROPERTY TYPE: SECURITIES 1,082.00				05/01/2009	10/27/2009	-35.00
85.00		2. GILEAD SCIENCES INCORPORATED PROPERTY TYPE: SECURITIES 90.00				05/01/2009	11/02/2009	-5.00
49,894.00		1068. GILEAD SCIENCES INCORPORATED PROPERTY TYPE: SECURITIES 48,137.00				05/01/2009	02/25/2010	1,757.00
7,871.00		210. GILEAD SCIENCES INCORPORATED PROPERTY TYPE: SECURITIES 9,465.00				05/01/2009	05/20/2010	-1,594.00
22,368.00		621. GILEAD SCIENCES INCORPORATED PROPERTY TYPE: SECURITIES 28,115.00				08/07/2009	09/27/2010	-5,747.00

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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)	
21,418.00		138. GOLDMAN SACHS GROUP INCORPORATED PROPERTY TYPE: SECURITIES 17,869.00				05/01/2009	02/25/2010 3,549.00	
24,039.00		163. GOLDMAN SACHS GROUP INCORPORATED PROPERTY TYPE: SECURITIES 21,106.00				05/01/2009	04/30/2010 2,933.00	
590.00		4. GOLDMAN SACHS GROUP INCORPORATED PROPERTY TYPE: SECURITIES 676.00				11/02/2009	04/30/2010 -86.00	
56,593.00		8178.17 GOLDMAN SACHS HIGH YIELD FD-I#52 PROPERTY TYPE: SECURITIES 46,469.00				07/31/2009	02/25/2010 10,124.00	
11,286.00		1630.951 GOLDMAN SACHS HIGH YIELD FD-I#5 PROPERTY TYPE: SECURITIES 10,946.00				01/29/2010	02/25/2010 340.00	
1,060.00		2. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 793.00				05/01/2009	11/02/2009 267.00	
33,393.00		64. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 25,380.00				05/01/2009	02/25/2010 8,013.00	
3,839.00		8. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 3,172.00				05/01/2009	05/20/2010 667.00	
5,357.00		10. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 3,966.00				05/01/2009	09/27/2010 1,391.00	
4,044.00		78.863 HARBOR INTERNATIONAL FUND #11 PROPERTY TYPE: SECURITIES 1,700.00				09/28/1993	02/25/2010 2,344.00	
3,576.00		75.474 HARBOR INTERNATIONAL FUND #11 PROPERTY TYPE: SECURITIES 1,627.00				09/28/1993	05/20/2010 1,949.00	

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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			
1,342.00		54. HATTERAS FINANCIAL CORP PROPERTY TYPE: SECURITIES 1,276.00				05/01/2009	05/20/2010	66.00
34,472.00		5472. ING CLARION GLOBAL R/E INCOME FD PROPERTY TYPE: SECURITIES 35,606.00				02/25/2010	05/20/2010	-1,134.00
3,996.00		190. INTEL CORP COMMON~ PROPERTY TYPE: SECURITIES 2,972.00				05/01/2009	05/20/2010	1,024.00
15,616.00		124. INTL BUSINESS MACHINES CORP PROPERTY TYPE: SECURITIES 10,744.00				11/04/2002	05/20/2010	4,872.00
15,713.00		62. INTUITIVE SURGICAL INC PROPERTY TYPE: SECURITIES 8,927.00				05/01/2009	10/02/2009	6,786.00
26,169.00		78. INTUITIVE SURGICAL INC PROPERTY TYPE: SECURITIES 11,231.00				05/01/2009	02/25/2010	14,938.00
1,890.00		6. INTUITIVE SURGICAL INC PROPERTY TYPE: SECURITIES 864.00				05/01/2009	05/20/2010	1,026.00
14,087.00		230. JOHNSON & JOHNSON COMMON ~ PROPERTY TYPE: SECURITIES 1,849.00				06/07/1990	05/20/2010	12,238.00
1,837.00		72. JUNIPER NETWORKS INCORPORATED PROPERTY TYPE: SECURITIES 1,551.00				05/01/2009	11/02/2009	286.00
29,148.00		1058. JUNIPER NETWORKS INCORPORATED PROPERTY TYPE: SECURITIES 22,798.00				05/01/2009	02/25/2010	6,350.00
3,167.00		122. JUNIPER NETWORKS INCORPORATED PROPERTY TYPE: SECURITIES 2,629.00				05/01/2009	05/20/2010	538.00

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**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			
29.00		.6056 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 28.00				09/18/2009	11/18/2009	
1.00		.0164 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 1.00				09/18/2009	02/25/2010	
839.00		16. KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 602.00				05/01/2009	05/20/2010	
6.00		.1112 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 6.00				237.00		
21.00		.3585 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 20.00				02/25/2010	05/21/2010	
3,907.00		227.022 LAZARD EMERGING MARKETS PORTFOLI PROPERTY TYPE: SECURITIES 6,191.00				10/09/2007	02/25/2010	
506.00		26. LOWES COS INC COMMON PROPERTY TYPE: SECURITIES 619.00				-2,284.00		
14,069.00		602. LOWES COS INC COMMON PROPERTY TYPE: SECURITIES 14,322.00				06/12/2002	11/02/2009	
11,682.00		522. LOWES COS INC COMMON PROPERTY TYPE: SECURITIES 12,418.00				-113.00		
1,829.00		141.861 MTB SM CAP GRWTH-INST I-FD #555 PROPERTY TYPE: SECURITIES 2,152.00				06/12/2002	02/25/2010	
21,307.00		1892.293 MTB MID CAP GRWTH-INST I-FD #40 PROPERTY TYPE: SECURITIES 15,200.00				-736.00	09/27/2010	
						08/25/2008	02/25/2010	
						11/01/1995	02/25/2010	
						6,107.00		

**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			
7,119.00		644.242 MTB MID CAP GRWTH-INST I-FD #401 PROPERTY TYPE: SECURITIES 5,175.00				11/01/1995	05/20/2010	
1,752.00		238.11 MTB INTL EQ-INST I-FD #270 PROPERTY TYPE: SECURITIES 1,891.00				02/25/2010	05/20/2010	
7,737.00		22. MARKEL CORP COM PROPERTY TYPE: SECURITIES 6,266.00				05/01/2009	02/25/2010	
12,553.00		36. MARKEL CORP COM PROPERTY TYPE: SECURITIES 10,253.00				05/01/2009	05/20/2010	
30,809.00		142. MASTERCARD INC CL A PROPERTY TYPE: SECURITIES 24,201.00				05/01/2009	02/25/2010	
2,457.00		12. MASTERCARD INC CL A PROPERTY TYPE: SECURITIES 2,045.00				05/01/2009	05/20/2010	
7,131.00		32. MASTERCARD INC CL A PROPERTY TYPE: SECURITIES 5,454.00				05/01/2009	09/27/2010	
2,683.00		94. MICROSOFT CORP COMMON PROPERTY TYPE: SECURITIES 647.00				05/06/1996	10/27/2009	
20,254.00		720. MICROSOFT CORP COMMON PROPERTY TYPE: SECURITIES 8,430.00				04/23/2003	02/25/2010	
6,072.00		220. MICROSOFT CORP COMMON PROPERTY TYPE: SECURITIES 5,633.00				08/17/2004	05/20/2010	
7,309.00		294. MICROSOFT CORP COMMON PROPERTY TYPE: SECURITIES 7,643.00				07/15/2009	09/27/2010	

**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)	
1,485.00		22. MONSANTO COMPANY NEW PROPERTY TYPE: SECURITIES 1,860.00				05/01/2009	11/02/2009	-375.00
13,454.00		184. MONSANTO COMPANY NEW PROPERTY TYPE: SECURITIES 15,558.00				05/01/2009	02/25/2010	-2,104.00
549.00		10. MONSANTO COMPANY NEW PROPERTY TYPE: SECURITIES 715.00				10/27/2009	05/20/2010	-166.00
10,817.00		197. MONSANTO COMPANY NEW PROPERTY TYPE: SECURITIES 16,657.00				05/01/2009	05/20/2010	-5,840.00
2,855.00		52. MONSANTO COMPANY NEW PROPERTY TYPE: SECURITIES 4,440.00				01/07/2010	05/20/2010	-1,585.00
14,592.00		88. NETFLIX.COM INC PROPERTY TYPE: SECURITIES 8,559.00				05/20/2010	09/27/2010	6,033.00
7,755.00		66. NEWMARKET CORPORATION PROPERTY TYPE: SECURITIES 4,278.00				05/01/2009	12/23/2009	3,477.00
6,217.00		67. NEWMARKET CORPORATION PROPERTY TYPE: SECURITIES 6,331.00				11/02/2009	05/20/2010	-114.00
13,454.00		145. NEWMARKET CORPORATION PROPERTY TYPE: SECURITIES 9,399.00				05/01/2009	05/20/2010	4,055.00
8,594.00		158. NOVARTIS AG-ADR COMMON PROPERTY TYPE: SECURITIES 9,036.00				08/16/2006	02/25/2010	-442.00
13,341.00		278. NOVARTIS AG-ADR COMMON PROPERTY TYPE: SECURITIES 15,898.00				08/16/2006	06/11/2010	-2,557.00

**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		
9,744.00		195. NOVARTIS AG-ADR COMMON PROPERTY TYPE: SECURITIES 8,131.00			1,613.00	05/01/2009	08/03/2010
2,798.00		56. NOVARTIS AG-ADR COMMON PROPERTY TYPE: SECURITIES 2,529.00			269.00	05/20/2010	08/03/2010
11,095.00		658. PFIZER INC COMMON ~ PROPERTY TYPE: SECURITIES 20,168.00			-9,073.00	01/04/2006	11/02/2009
19,411.00		182. POTASH CORP OF SASKATCHEWAN PROPERTY TYPE: SECURITIES 16,151.00			3,260.00	05/01/2009	02/25/2010
2,967.00		30. POTASH CORP OF SASKATCHEWAN PROPERTY TYPE: SECURITIES 2,662.00			305.00	05/01/2009	05/20/2010
2,055.00		14. POTASH CORP OF SASKATCHEWAN PROPERTY TYPE: SECURITIES 1,279.00			776.00	11/02/2009	08/27/2010
31,259.00		213. POTASH CORP OF SASKATCHEWAN PROPERTY TYPE: SECURITIES 21,878.00			9,381.00	05/27/2009	08/27/2010
18,436.00		402. QUALCOMM INCORPORATED PROPERTY TYPE: SECURITIES 16,759.00			1,677.00	05/01/2009	12/23/2009
17,277.00		358. QUALCOMM INCORPORATED PROPERTY TYPE: SECURITIES 14,925.00			2,352.00	05/01/2009	01/20/2010
19,653.00		532. QUALCOMM INCORPORATED PROPERTY TYPE: SECURITIES 22,179.00			-2,526.00	05/01/2009	02/25/2010
3,007.00		84. QUALCOMM INCORPORATED PROPERTY TYPE: SECURITIES 3,502.00			-495.00	05/01/2009	05/20/2010

**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)	
3,943.00			138.407 RS GLOBAL NATURAL RESOURCES FD-Y PROPERTY TYPE: SECURITIES 4,076.00			02/25/2010	05/20/2010 -133.00	
750.00			12. SCHLUMBERGER LTD COMMON ~ PROPERTY TYPE: SECURITIES 273.00			10/20/1998	11/02/2009 477.00	
22,601.00			378. SCHLUMBERGER LTD COMMON ~ PROPERTY TYPE: SECURITIES 8,585.00			10/20/1998	02/25/2010 14,016.00	
3,486.00			58. SCHLUMBERGER LTD COMMON ~ PROPERTY TYPE: SECURITIES 1,317.00			10/20/1998	05/20/2010 2,169.00	
34.00			2. SCHWAB CHARLES CORPORATION PROPERTY TYPE: SECURITIES 36.00			05/01/2009	11/02/2009 -2.00	
26,642.00			1472. SCHWAB CHARLES CORPORATION PROPERTY TYPE: SECURITIES 26,766.00			05/01/2009	02/25/2010 -124.00	
10,318.00			612. SCHWAB CHARLES CORPORATION PROPERTY TYPE: SECURITIES 11,128.00			05/01/2009	05/20/2010 -810.00	
4,337.00			536. SERVICE CORP INTERNATIONAL PROPERTY TYPE: SECURITIES 2,439.00			05/01/2009	05/20/2010 1,898.00	
392.00			8. TARGET CORPORATION PROPERTY TYPE: SECURITIES 331.00			03/05/2002	10/27/2009 61.00	
16,166.00			320. TARGET CORPORATION PROPERTY TYPE: SECURITIES 13,226.00			03/05/2002	02/25/2010 2,940.00	
3,435.00			64. TARGET CORPORATION PROPERTY TYPE: SECURITIES 2,645.00			03/05/2002	05/20/2010 790.00	

**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			
1,303.00		26. TEVA PHARMACEUTICAL INDs LTD PROPERTY TYPE: SECURITIES 1,150.00				05/01/2009	10/27/2009	
41,951.00		706. TEVA PHARMACEUTICAL INDs LTD PROPERTY TYPE: SECURITIES 31,226.00				05/01/2009	02/25/2010	
2,758.00		50. TEVA PHARMACEUTICAL INDs LTD PROPERTY TYPE: SECURITIES 2,212.00				05/01/2009	05/20/2010	
17,949.00		334. TEVA PHARMACEUTICAL INDs LTD PROPERTY TYPE: SECURITIES 14,773.00				05/01/2009	09/27/2010	
10,340.00		528. UDR INC REIT PROPERTY TYPE: SECURITIES 5,289.00				05/01/2009	05/20/2010	
571.00		10. UNION PACIFIC CORP COMMON ~ PROPERTY TYPE: SECURITIES 488.00				05/01/2009	10/27/2009	
23,334.00		352. UNION PACIFIC CORP COMMON ~ PROPERTY TYPE: SECURITIES 17,163.00				05/01/2009	02/25/2010	
1,800.00		26. UNION PACIFIC CORP COMMON ~ PROPERTY TYPE: SECURITIES 1,268.00				05/01/2009	05/20/2010	
796.00		24. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 632.00				03/30/1993	12/23/2009	
1,736.00		62. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 1,632.00				03/30/1993	05/20/2010	
5,823.00		126. VULCAN MATERIAL COM PROPERTY TYPE: SECURITIES 5,860.00				05/01/2009	11/02/2009	

**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)	
2,785.00		56. VULCAN MATERIAL COM PROPERTY TYPE: SECURITIES 2,604.00				05/01/2009	05/20/2010	181.00
6,806.00		282.656 CRM MID CAP VALUE FD-INSTL #32 PROPERTY TYPE: SECURITIES 8,208.00				09/01/2006	02/25/2010	-1,402.00
1,667.00		32. WAL MART STORES INC COMMON ~ PROPERTY TYPE: SECURITIES 1,595.00				05/01/2009	05/20/2010	72.00
7,544.00		256. WELLS FARGO & COMPANY NEW PROPERTY TYPE: SECURITIES 2,143.00				12/15/1995	05/20/2010	5,401.00
1,277.00		4. WHITE MOUNTAINS INSURANCE GROUP LTD PROPERTY TYPE: SECURITIES 904.00				07/13/2009	05/20/2010	373.00
TOTAL GAIN(LOSS) .....							367,298.	=====

## FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	457.	457.
FEDERAL TAXES PRIOR YEAR BALAN	10,069.	
FEDERAL ESTIMATED TAX DEPOSITS	15,704.	
FOREIGN TAXES ON QUALIFIED FOR	1,408.	1,408.
FOREIGN TAXES ON NONQUALIFIED	124.	124.
TOTALS	27,762.	1,989.

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

DESCRIPTION	BOOK VALUE	ENDING FMV
TREAS INFLATION SERIES IX 3.5%	240,783.	252,770.
TREAS INFLITION SERIES IX 1.875	111,878.	121,845.
FNMA 3.875 % 2/15/10	99,210.	102,656.
FNMA 5.125% 4/15/11	451,871.	477,271.
TOTALS		

## FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BOOK VALUE	ENDING FMV
JOHNSON & JOHNSON	14,625.	36,309.
WELLS FARGO & COMPANY	28,862.	40,561.
CHEVRON CORP	27,101.	51,305.
SCHLUMBERGER LIMITED	10,629.	28,833.
INTERNATIONAL BUSINESS MACHINE	27,166.	37,693.
MICROSOFT CORP	77,057.	72,441.
VERIZON COMMUNICATIONS	33,824.	41,650.
THE HERSHEY CO	36,007.	36,359.
TARGET CORP	29,276.	41,256.
LOWES COMPANIES INC	66,264.	64,953.
PEIWER INC W/RTS	45,680.	39,543.
MONSANTO CO		
BURLINGTON NORTHERN SANTA FE		
NOVARTIS AG SPONSORED ADR	13,808.	63,560.
APPLE COMPUTER INC	15,657.	26,682.
ALBEMARLE CORP		
DOW CHEMICAL		
FREEPORT-MCMORAN COPPER AND AU	45,698.	56,726.
NEWMARKET CORP		
POTASH CORP OF SASKATCHEWAN	59,366.	51,356.
VULCAN MATERIAL		
ALEX & BALDWIN INC	40,082.	51,842.
EXPEDITORS INTL WASH INC	29,918.	38,602.
FEDEX CORP	17,188.	24,710.
UNION PACIFIC	20,332.	34,111.
AMAZON.COM INC	19,664.	36,595.
APOLLO GROUP		
SERVICE CORP INTL	34,591.	49,841.
ALTRIA GROUP	29,340.	41,074.

## FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BROWN-FORMAN CORP	18,787.	26,135.
COCA COLA	42,446.	53,487.
CVS CAREMARK		
PHILIP MORRIS INTL	20,403.	29,411.
WALMART STORES	34,629.	36,715.
CONOCO PHILLIPS	29,127.	38,765.
KINDER MORGAN MGMT	25,703.	41,332.
BERKSHIRE HATHAWAY	52,070.	66,144.
CME GROUP		
GOLDMAN SACH GROUP INC		
MARKEL	23,246.	18,418.
SCHWAB CHARLES	28,902.	33,931.
WHITE MOUNTAINS INSURANCE	32,571.	40,650.
ALLERGAN INC		
ATHENA HEALTH INC		
BRISTOL MYERS SQUIBB	20,750.	27,761.
CELGENE CORP	26,208.	34,393.
GILEAD SCIENCES		
INTUITIVE SURGICAL INC	13,535.	26,672.
TEVA PHARMACEUTICALS	22,253.	24,476.
ACTIVISION BLIZZARD INC		
COGNIZANT TECHNOLOGY SOLUTIONS		
DELL INC	23,193.	49,642.
EMC CORP MASS	21,419.	21,037.
GOOGLE INC	28,860.	40,661.
INTEL CORP	25,380.	33,651.
JUNIPER NETWORKS	30,448.	32,371.
MASTERCARD	26,267.	34,478.
QUALCOMM INC	23,136.	30,016.
	35,423.	37,325.

## FORM 90PF, PART II - CORPORATE STOCK

DESCRIPTION	BOOK VALUE	ENDING FMV
DUKE ENERGY	43,953.	52,032.
BRITISH AMERICAN TOBACCO		27,445.
HATTERAS FINANCIAL CORP		27,910.
UDR INC	23,490.	37,972.
ROCKWELL COLLINS	20,772.	23,627.
FRONTIER COMMUNICATIONS CORP	23,627.	23,999.
DOLLAR TREE INC	2,274.	2,500.
EXPRESS SCRIPTS INC	25,603.	25,550.
PERRIGO COMPANY	35,354.	35,356.
ARM HOLDINGS PLC	27,173.	28,385.
CITRIX SYSTEMS INC	15,240.	30,841.
CREE RESEARCH INC	41,353.	40,262.
FS NETWORKS INC	27,794.	27,036.
NETFLIX.COM INC	18,177.	40,071.
PRICELINE.COM INC	19,122.	31,459.
	14,431.	21,597.
TOTALS	1,665,254.	2,167,916.

## FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BOOK VALUE	ENDING FMV
GENERAL ELECTRIC CAP CORP 5%	100,112.	104,742.
INTL LEASE FINANCE CORP 5.125	99,270.	100,000.
INTERNATIONAL BUS MACH 4.75%	99,894.	108,732.
CONOCOPHILLIP A 4.75% 10/15/1	103,545.	107,832.
VERIZON NEW ENGLAND 6.5%	128,949.	131,429.
CITIGROUP INC 4.125%		
AMERICAN EXPRESS CRDIT	100,380.	100,699.
MCDONALDS CORP	102,103.	108,205.
JP MORGAN CHASE 4.75% 5/1/13	99,954.	108,454.
GENERAL DYNAMICS 4.25% 5/15/13	99,010.	108,742.
DREYFUS BOND FUND	147,850.	158,966.
MFS EMERGING MKTS	113,153.	122,533.
TOTALS	1,194,220.	1,260,334.

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

FORM 990PF, PART II - OTHER INVESTMENTS

COST/

FMV

C OR F

DESCRIPTION

COST/

BOOK VALUE

FMV

C OR F

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV	COST/
HARBOR INTERNATIONAL FUND	C	279,717.	279,717.
MASTERS SELECT INTL FUND	C	163,345.	163,345.
MTB MID CAP GROWTH #401	C	126,421.	126,421.
CRM MID CAP VALUE FD #32	C	89,396.	89,396.
PIMCO TOTAL RETURN	C	221,485.	221,485.
RIDGEWORTH SEIX FLOATING	C	252,044.	252,044.
LAZARD EMERGING MKTS PORT	C	136,252.	136,252.
GOLDMAN SACHS HI YLD	C	99,907.	99,907.
MTB SHORT TERM CORP BD	C	64,061.	64,061.
MTB SM CAP GRWTH #555	C	87,751.	87,751.
ALPINE GLOBAL PREMIER	C	53,327.	53,327.
GUINNESS ATKINSON CHINA & HK	C	65,618.	65,618.
ARTIO GLOBAL HIGH INCOME FUNDD	C	61,763.	61,763.
ING CLARIION GLOBAL RE FD	C	33,411.	33,411.
ISHARES MSCI EAFE INDEX FD	C	32,629.	32,629.
MAINSTAY EPOCH	C	193,765.	193,765.
MTB INTL EQUITY-INST FD #270	C	126,361.	126,361.
RS GLOBAL NATURAL RESOURCES FD	C	75,017.	75,017.
SPDR S&P DIVIDEND ETF	C		
TOTALS		2,162,270.	2,162,270.

ENDING BOOK VALUE	ENDING FMV	COST/
2,645,023.	2,645,023.	2,645,023.

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STATEMENT 7

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

DESCRIPTION	AMOUNT
-----	-----
ROUNDING	4 .
TOTAL	4 .
	=====

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

PA

STATEMENT 9

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

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

=====

OFFICER NAME:

M & T TRUST CO

ADDRESS:

ONE M & T PLAZA, 8TH FLOOR  
BUFFALO, NY 14203

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION ..... 41,429.

TOTAL COMPENSATION: 41,429.

=====

STATEMENT 10

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

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

=====

RECIPIENT NAME:

SALVATION ARMY OF YORK

ADDRESS:

50 E KING ST

YORK, PA 17401-1411

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 77,074.

RECIPIENT NAME:

ST MARKS LUTHERAN CHURCH

C/O JANET GIBSON

ADDRESS:

700 E MARKET ST

YORK, PA 17402

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 77,074.

RECIPIENT NAME:

YOUNG MENS CHRISTIAN ASSOCIATION

ADDRESS:

ATTN: JOHN CAMPBELL

YORK, PA 17401-1008

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 77,074.

STATEMENT 11

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

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

=====

RECIPIENT NAME:

YORK COLLEGE OF PA

ADDRESS:

COUNTRY CLUB RD

YORK, PA 17403-3426

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 77,074.

RECIPIENT NAME:

VISITING NURSE ASSOC OF YORK COUNTY

ADDRESS:

218 E MARKET ST

YORK, PA 17403-2013

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 77,074.

TOTAL GRANTS PAID:

385,370.

=====

STATEMENT 12

**SCHEDULE D**  
(Form 1041)

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

OMB No 1545-0092

**2009**

Name of estate or trust

GEORGE B RUDY JR T/W FIVE CHARITIES

Employer identification number

23-6708045

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> SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			1,905.
<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .				<b>1b</b>	204,098.
<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>	206,003.

**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			2,938.
<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .				<b>6b</b>	158,330.
<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>	27.
<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>	161,295

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>		<b>(1) Beneficiaries' (see page 5)</b>	<b>(2) Estate's or trust's</b>	<b>(3) Total</b>
13	Net short-term gain or (loss) . . . . .	13		206,003.
14	Net long-term gain or (loss):			
a	Total for year . . . . .	14a		161,295.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	14b		27.
c	28% rate gain . . . . .	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		367,298.

**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

<b>Part IV Capital Loss Limitation</b>	
16	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 . . . . .

**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

<b>Part V Tax Computation Using Maximum Capital Gains Rates</b>	
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**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.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	18		
19	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) . . . . .	19		
20	Add lines 18 and 19 . . . . .	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ►	21		
22	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	22		
23	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	23		
24	Enter the smaller of the amount on line 17 or \$2,300 . . . . .	24		
25	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.	25		
	<input type="checkbox"/> No. Enter the amount from line 23 . . . . .	26		
26	Subtract line 25 from line 24 . . . . .	26		
27	Are the amounts on lines 22 and 26 the same?			
	<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	27		
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22 . . . . .	28		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	28		
29	Subtract line 28 from line 27 . . . . .	29		
30	Multiply line 29 by 15% ( 15) . . . . .	30		
31	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) . . . . .	31		
32	Add lines 30 and 31 . . . . .	32		
33	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) . . . . .	33		
34	Tax on all taxable income Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	34		

Continuation Sheet for Schedule D  
(Form 1041)

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

2009

Name of estate or trust

GEORGE B RUDY JR T/W FIVE CHARITIES

Employer identification number

23-6708045

## 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. ACTIVISION BLIZZARD INC	05/01/2009	10/27/2009	646.00	587.00	59.00
32. ACTIVISION BLIZZARD INC	05/01/2009	11/02/2009	332.00	348.00	-16.00
1530. ACTIVISION BLIZZARD INC	05/01/2009	02/25/2010	16,034.00	16,640.00	-606.00
532. ACTIVISION BLIZZARD INC	09/29/2009	05/20/2010	5,529.00	6,549.00	-1,020.00
236. ALBEMARLE CORPORATION	05/01/2009	11/02/2009	7,343.00	6,395.00	948.00
28. ALBEMARLE CORPORATION	05/01/2009	12/23/2009	1,007.00	759.00	248.00
64. ALBEMARLE CORPORATION	07/13/2009	06/11/2010	2,666.00	1,560.00	1,106.00
2. ALLERGAN INC COMMON	05/01/2009	11/02/2009	114.00	91.00	23.00
452. ALLERGAN INC COMMON	05/01/2009	02/25/2010	26,230.00	20,590.00	5,640.00
618. ALTRIA GROUP INC	05/01/2009	11/02/2009	11,218.00	10,066.00	1,152.00
34. AMAZON.COM INCORPORATED	05/01/2009	10/27/2009	4,169.00	2,688.00	1,481.00
100. AMAZON.COM INCORPORATED	05/01/2009	01/07/2010	13,169.00	7,906.00	5,263.00
218. AMAZON.COM INCORPORATED	05/01/2009	02/25/2010	25,475.00	17,236.00	8,239.00
558. APOLLO GROUP INCORPORATED CL A	08/07/2009	02/25/2010	32,905.00	35,076.00	-2,171.00
188. APOLLO GROUP INCORPORATED CL A	10/27/2009	02/25/2010	11,086.00	12,443.00	-1,357.00
138. ARM HOLDINGS PLC	02/25/2010	05/20/2010	1,386.00	1,279.00	107.00
426. ARM HOLDINGS PLC	02/25/2010	09/27/2010	8,324.00	3,949.00	4,375.00
273.081 ARTIO GLOBAL HIGH INC FD - I	02/25/2010	05/20/2010	2,761.00	2,764.00	-3.00
256. ATHENAHEALTH INC	05/01/2009	02/25/2010	10,880.00	8,501.00	2,379.00
14. ATHENAHEALTH INC	11/02/2009	09/27/2010	434.00	555.00	-121.00
164. BRITISH AMERICAN TOBACCO-SP ADR	05/01/2009	11/02/2009	10,337.00	7,824.00	2,513.00
154. BRITISH AMERICAN TOBACCO-SP ADR	05/01/2009	02/25/2010	10,225.00	7,347.00	2,878.00
36. BRITISH AMERICAN TOBACCO-SP ADR	12/23/2009	05/20/2010	2,056.00	2,327.00	-271.00
62. BROWN FORMAN CORP CL B	07/13/2009	05/20/2010	3,469.00	2,629.00	840.00

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)

Department of the Treasury  
Internal Revenue Service

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

OMB No 1545-0092

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

**2009**

Name of estate or trust

GEORGE B RUDY JR T/W FIVE CHARITIES

Employer identification number

23-6708045

**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 108. CME GROUP INC	05/01/2009	10/16/2009	34,270.00	24,013.00	10,257.00
24. CVS CORP COMMON	05/01/2009	11/02/2009	851.00	763.00	88.00
1687. CVS CORP COMMON	05/01/2009	02/25/2010	57,982.00	53,663.00	4,319.00
16. CELGENE CORPORATION	05/01/2009	11/02/2009	798.00	650.00	148.00
588. CELGENE CORPORATION	05/01/2009	02/25/2010	34,286.00	23,898.00	10,388.00
458. COGNIZANT TECH SOL CORP	05/01/2009	12/23/2009	21,091.00	11,271.00	9,820.00
1334. COGNIZANT TECH SOL CORP	05/01/2009	02/25/2010	62,868.00	32,830.00	30,038.00
304. CREE RESEARCH INC COMMON	12/23/2009	02/25/2010	19,663.00	16,784.00	2,879.00
112. CREE RESEARCH INC COMMON	12/23/2009	05/20/2010	7,520.00	6,183.00	1,337.00
310. DELL INC	07/13/2009	05/20/2010	4,461.00	4,033.00	428.00
771. DOW CHEMICAL CO COMMON ~	05/01/2009	11/02/2009	18,071.00	12,444.00	5,627.00
16. EXPEDITORS INTL WASH INC	05/01/2009	10/27/2009	526.00	556.00	-30.00
582. EXPEDITORS INTL WASH INC	05/01/2009	02/25/2010	20,912.00	20,214.00	698.00
4. F5 NETWORKS INC	10/27/2009	11/02/2009	177.00	188.00	-11.00
456. F5 NETWORKS INC	10/27/2009	02/25/2010	24,930.00	21,473.00	3,457.00
168. F5 NETWORKS INC	10/27/2009	05/20/2010	11,131.00	7,911.00	3,220.00
94. FREEPORT MCMORAN COPPER/GOLD	09/04/2009	02/25/2010	6,703.00	6,181.00	522.00
304. FREEPORT MCMORAN COPPER/GOLD	09/04/2009	05/20/2010	19,823.00	19,990.00	-167.00
38. FREEPORT MCMORAN COPPER/GOLD	01/07/2010	05/20/2010	2,478.00	3,292.00	-814.00
.7708 FRONTIER COMMUNICATIONS CORP	09/18/2009	07/23/2010	6.00	6.00	
24. GILEAD SCIENCES INCORPORATED	05/01/2009	10/27/2009	1,047.00	1,082.00	-35.00
2. GILEAD SCIENCES INCORPORATED	05/01/2009	11/02/2009	85.00	90.00	-5.00
1068. GILEAD SCIENCES INCORPORATED	05/01/2009	02/25/2010	49,894.00	48,137.00	1,757.00
138. GOLDMAN SACHS GROUP INCORPORATED	05/01/2009	02/25/2010	21,418.00	17,869.00	3,549.00

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

JSA  
9F12214000

Continuation Sheet for Schedule D  
(Form 1041)

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

2009

Name of estate or trust

GEORGE B RUDY JR T/W FIVE CHARITIES

Employer identification number

23-6708045

## 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 163. GOLDMAN SACHS GROUP INCORPORATED	05/01/2009	04/30/2010	24,039.00	21,106.00	2,933.00
4. GOLDMAN SACHS GROUP INCORPORATED	11/02/2009	04/30/2010	590.00	676.00	-86.00
8178.17 GOLDMAN SACHS HIGH YIELD FD-I#527	07/31/2009	02/25/2010	56,593.00	46,469.00	10,124.00
1630.951 GOLDMAN SACHS HIGH YIELD FD-I#527	01/29/2010	02/25/2010	11,286.00	10,946.00	340.00
2. GOOGLE INC CL A	05/01/2009	11/02/2009	1,060.00	793.00	267.00
64. GOOGLE INC CL A	05/01/2009	02/25/2010	33,393.00	25,380.00	8,013.00
5472. ING CLARION GLOBAL R/E INCOME FD	02/25/2010	05/20/2010	34,472.00	35,606.00	-1,134.00
62. INTUITIVE SURGICAL INC	05/01/2009	10/02/2009	15,713.00	8,927.00	6,786.00
78. INTUITIVE SURGICAL INC	05/01/2009	02/25/2010	26,169.00	11,231.00	14,938.00
72. JUNIPER NETWORKS INCORPORATED	05/01/2009	11/02/2009	1,837.00	1,551.00	286.00
1058. JUNIPER NETWORKS INCORPORATED	05/01/2009	02/25/2010	29,148.00	22,798.00	6,350.00
.6056 KINDER MORGAN MANAGEMENT LLC	09/18/2009	11/18/2009	29.00	28.00	1.00
.0164 KINDER MORGAN MANAGEMENT LLC	09/18/2009	02/25/2010	1.00	1.00	
.1112 KINDER MORGAN MANAGEMENT LLC	02/25/2010	05/21/2010	6.00	6.00	
.3585 KINDER MORGAN MANAGEMENT LLC	02/25/2010	08/24/2010	21.00	20.00	1.00
238.11 MTB INTL EQ-INST I-FD #270	02/25/2010	05/20/2010	1,752.00	1,891.00	-139.00
22. MARKEL CORP COM	05/01/2009	02/25/2010	7,737.00	6,266.00	1,471.00
142. MASTERCARD INC CL A	05/01/2009	02/25/2010	30,809.00	24,201.00	6,608.00
22. MONSANTO COMPANY NEW	05/01/2009	11/02/2009	1,485.00	1,860.00	-375.00
184. MONSANTO COMPANY NEW	05/01/2009	02/25/2010	13,454.00	15,558.00	-2,104.00
10. MONSANTO COMPANY NEW	10/27/2009	05/20/2010	549.00	715.00	-166.00
52. MONSANTO COMPANY NEW	01/07/2010	05/20/2010	2,855.00	4,440.00	-1,585.00
88. NETFLIX.COM INC	05/20/2010	09/27/2010	14,592.00	8,559.00	6,033.00
66. NEWMARKET CORPORATION	05/01/2009	12/23/2009	7,755.00	4,278.00	3,477.00

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

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

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . . 204,098.00

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

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**Schedule D-1 (Form 1041) 2009**

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

GEORGE B RUDY JR T/W FIVE CHARITIES

Employer identification number

23-6708045

**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 2585. ACTIVISION BLIZZARD INC	05/01/2009	05/20/2010	26,864.00	28,114.00	-1,250.00
174. ALBEMARLE CORPORATION	05/01/2009	05/20/2010	7,057.00	4,715.00	2,342.00
242. ALBEMARLE CORPORATION	05/01/2009	06/11/2010	10,082.00	6,558.00	3,524.00
116. ALEX & BALDWIN INC	05/01/2009	05/20/2010	3,696.00	2,883.00	813.00
62. ALLERGAN INC COMMON	05/01/2009	05/20/2010	3,654.00	2,824.00	830.00
4830. ALPINE GLOBAL PREMIER PPTYS	05/01/2009	05/20/2010	26,067.00	19,211.00	6,856.00
206. ALTRIA GROUP INC	05/01/2009	05/20/2010	4,299.00	3,355.00	944.00
12. AMAZON.COM INCORPORATE D	05/01/2009	05/20/2010	1,471.00	949.00	522.00
228. APPLE COMPUTER INC COMMON	06/21/2006	02/25/2010	45,167.00	13,258.00	31,909.00
24. APPLE COMPUTER INC COMMON	06/21/2006	05/20/2010	5,796.00	1,396.00	4,400.00
38. APPLE COMPUTER INC COMMON	06/21/2006	09/27/2010	11,166.00	2,210.00	8,956.00
58. ATHENAHEALTH INC	05/01/2009	05/20/2010	1,488.00	1,926.00	-438.00
549. ATHENAHEALTH INC	08/07/2009	09/27/2010	17,013.00	18,586.00	-1,573.00
12. BERKSHIRE HATHAWAY INC DEL CL B	05/01/2009	05/20/2010	884.00	738.00	146.00
22. BRISTOL MYERS SQUIBB COMMON ~	05/01/2009	05/20/2010	516.00	425.00	91.00
152. BRITISH AMERICAN TOBACCO-SP ADR	05/01/2009	05/20/2010	8,680.00	7,252.00	1,428.00
368. BURLINGTON NORTHERN SANTA FE	09/18/2006	02/10/2010	36,800.00	27,986.00	8,814.00
66. CELGENE CORPORATION	05/01/2009	05/20/2010	3,753.00	2,682.00	1,071.00
80. CELGENE CORPORATION	05/01/2009	09/27/2010	4,629.00	3,251.00	1,378.00
82. CHEVRONTEXACO CORPORATION	05/06/1996	05/20/2010	6,143.00	2,298.00	3,845.00
100000. CITIGROUP INC 4.125% 2/22/10	02/14/2005	02/22/2010	100,000.00	99,901.00	99.00
24. COCA COLA CO COMMON ~	05/01/2009	05/20/2010	1,254.00	1,028.00	226.00
316. COGNIZANT TECH SOL CORP	05/01/2009	05/20/2010	14,896.00	7,777.00	7,119.00
128. CONOCOPHILLIPS	05/01/2009	05/20/2010	6,624.00	5,303.00	1,321.00
148. DUKE ENERGY CORP	05/01/2009	05/20/2010	2,401.00	2,063.00	338.00

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

GEORGE B RUDY JR T/W FIVE CHARITIES

Employer identification number

23-6708045

**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 100000. FED NATL MTG ASSN 3.875% 2/15/10	03/01/2005	02/15/2010	100,000.00	100,000.00	
22. FEDEX CORPORATION	05/01/2009	05/20/2010	1,817.00	1,218.00	599.00
210. GILEAD SCIENCES INCORPORATED	05/01/2009	05/20/2010	7,871.00	9,465.00	-1,594.00
621. GILEAD SCIENCES INCORPORATED	08/07/2009	09/27/2010	22,368.00	28,115.00	-5,747.00
8. GOOGLE INC CL A	05/01/2009	05/20/2010	3,839.00	3,172.00	667.00
10. GOOGLE INC CL A	05/01/2009	09/27/2010	5,357.00	3,966.00	1,391.00
78.863 HARBOR INTERNATIONA L FUND #11	09/28/1993	02/25/2010	4,044.00	1,700.00	2,344.00
75.474 HARBOR INTERNATIONA L FUND #11	09/28/1993	05/20/2010	3,576.00	1,627.00	1,949.00
54. HATTERAS FINANCIAL CORP	05/01/2009	05/20/2010	1,342.00	1,276.00	66.00
190. INTEL CORP COMMON~	05/01/2009	05/20/2010	3,996.00	2,972.00	1,024.00
124. INTL BUSINESS MACHINES CORP	11/04/2002	05/20/2010	15,616.00	10,744.00	4,872.00
6. INTUITIVE SURGICAL INC	05/01/2009	05/20/2010	1,890.00	864.00	1,026.00
230. JOHNSON & JOHNSON COMMON ~	06/07/1990	05/20/2010	14,087.00	1,849.00	12,238.00
122. JUNIPER NETWORKS INCORPORATED	05/01/2009	05/20/2010	3,167.00	2,629.00	538.00
16. KINDER MORGAN MANAGEMENT LLC	05/01/2009	05/20/2010	839.00	602.00	237.00
227.022 LAZARD EMERGING MARKETS PORTFOLIO-IN	10/09/2007	02/25/2010	3,907.00	6,191.00	-2,284.00
26. LOWES COS INC COMMON	06/12/2002	11/02/2009	506.00	619.00	-113.00
602. LOWES COS INC COMMON	06/12/2002	02/25/2010	14,069.00	14,322.00	-253.00
522. LOWES COS INC COMMON	06/12/2002	09/27/2010	11,682.00	12,418.00	-736.00
141.861 MTB SM CAP GRWTH-INST I-FD #555	08/25/2008	02/25/2010	1,829.00	2,152.00	-323.00
1892.293 MTB MID CAP GRWTH-INST I-FD #401	11/01/1995	02/25/2010	21,307.00	15,200.00	6,107.00
644.242 MTB MID CAP GRWTH-INST I-FD #401	11/01/1995	05/20/2010	7,119.00	5,175.00	1,944.00
36. MARKEL CORP COM	05/01/2009	05/20/2010	12,553.00	10,253.00	2,300.00
12. MASTERCARD INC CL A	05/01/2009	05/20/2010	2,457.00	2,045.00	412.00
32. MASTERCARD INC CL A	05/01/2009	09/27/2010	7,131.00	5,454.00	1,677.00

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

GEORGE B RUDY JR T/W FIVE CHARITIES

Employer identification number

23-6708045

**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 94. MICROSOFT CORP COMMON	05/06/1996	10/27/2009	2,683.00	647.00	2,036.00
720. MICROSOFT CORP COMMON	04/23/2003	02/25/2010	20,254.00	8,430.00	11,824.00
220. MICROSOFT CORP COMMON	08/17/2004	05/20/2010	6,072.00	5,633.00	439.00
294. MICROSOFT CORP COMMON	07/15/2009	09/27/2010	7,309.00	7,643.00	-334.00
197. MONSANTO COMPANY NEW	05/01/2009	05/20/2010	10,817.00	16,657.00	-5,840.00
145. NEWMARKET CORPORATION	05/01/2009	05/20/2010	13,454.00	9,399.00	4,055.00
158. NOVARTIS AG-ADR COMMON	08/16/2006	02/25/2010	8,594.00	9,036.00	-442.00
278. NOVARTIS AG-ADR COMMON	08/16/2006	06/11/2010	13,341.00	15,898.00	-2,557.00
195. NOVARTIS AG-ADR COMMON	05/01/2009	08/03/2010	9,744.00	8,131.00	1,613.00
658. PFIZER INC COMMON ~	01/04/2006	11/02/2009	11,095.00	20,168.00	-9,073.00
30. POTASH CORP OF SASKATCHEWAN	05/01/2009	05/20/2010	2,967.00	2,662.00	305.00
213. POTASH CORP OF SASKATCHEWAN	05/27/2009	08/27/2010	31,259.00	21,878.00	9,381.00
84. QUALCOMM INCORPORATED	05/01/2009	05/20/2010	3,007.00	3,502.00	-495.00
12. SCHLUMBERGER LTD COMMON ~	10/20/1998	11/02/2009	750.00	273.00	477.00
378. SCHLUMBERGER LTD COMMON ~	10/20/1998	02/25/2010	22,601.00	8,585.00	14,016.00
58. SCHLUMBERGER LTD COMMON ~	10/20/1998	05/20/2010	3,486.00	1,317.00	2,169.00
612. SCHWAB CHARLES CORPORATION	05/01/2009	05/20/2010	10,318.00	11,128.00	-810.00
536. SERVICE CORP INTERNATIONAL	05/01/2009	05/20/2010	4,337.00	2,439.00	1,898.00
8. TARGET CORPORATION	03/05/2002	10/27/2009	392.00	331.00	61.00
320. TARGET CORPORATION	03/05/2002	02/25/2010	16,166.00	13,226.00	2,940.00
64. TARGET CORPORATION	03/05/2002	05/20/2010	3,435.00	2,645.00	790.00
50. TEVA PHARMACEUTICAL INDS LTD	05/01/2009	05/20/2010	2,758.00	2,212.00	546.00
334. TEVA PHARMACEUTICAL INDS LTD	05/01/2009	09/27/2010	17,949.00	14,773.00	3,176.00
528. UDR INC REIT	05/01/2009	05/20/2010	10,340.00	5,289.00	5,051.00
26. UNION PACIFIC CORP COMMON ~	05/01/2009	05/20/2010	1,800.00	1,268.00	532.00

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

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**

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

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

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

158,330.00

## FEDERAL CAPITAL GAIN DIVIDENDS

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## SHORT-TERM CAPITAL GAIN DIVIDENDS

DREYFUS INTL BOND FD -I	776.00
PIMCO TOTAL RETURN FD-I #35	1,129.00
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS	1,905.00

## LONG-TERM CAPITAL GAIN DIVIDENDS

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## 15% RATE CAPITAL GAIN DIVIDENDS

AOL TIME WARNER	26.00
DREYFUS INTL BOND FD -I	330.00
GUINNESS ATKINSON - CHINA & HK FD	1,794.00
PIMCO TOTAL RETURN FD-I #35	314.00
TYCO INTERNATIONAL LTD COMMON	201.00
UDR INC REIT	272.00
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	2,938.00

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TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	2,938.00
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