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

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning

11/01, 2009, and ending

10/31, 2010

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☒ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

ANN EARLE TALCOTT FUND

A Employer identification number

22-6203894

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

Room/suite

1525 W W.T. HARRIS BLVD. D1114-044

B Telephone number (see page 10 of the instructions)

(336) 747-8203

City or town, state, and ZIP code

CHARLOTTE, NC 28288-1161

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) \$ 2,148,895.

J Accounting method:

☒ Cash ☐ Accrual☐ Other (specify)

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

C If exemption application is

pending, check here ☐D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the

85% test, check here and attach

computation ☐

E If private foundation status was terminated

under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination

under section 507(b)(1)(B), check here ☐**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)

1 Contributions, gifts, grants, etc., received (attach schedule)

2 Check ☒ if the foundation is not required to

attach Sch. B.

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all

assets on line 6a 213,560.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10 a Gross sales price for all

assets on line 6a 213,560.

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule) STMT 4

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see page 14 of the instructions)

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 Total operating and administrative expenses.

Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

49.

49.

STMT 1

63,417.

62,872.

STMT 2

-7,293.

154.

56,327.

62,921.

STMT 3

27,688.

27,688.

2,097.

NONE

NONE

2,097.

1,496.

361.

31,281.

28,049.

NONE

2,097.

121,480.

121,480.

152,761.

28,049.

NONE

123,577.

-96,434.

34,872.

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

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	NONE			
	2	Savings and temporary cash investments	76,568.	64,774.	64,774.	
	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)	NONE			
	b	Investments - corporate stock (attach schedule)	NONE			
	c	Investments - corporate bonds (attach schedule)	NONE			
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶	NONE				
12	Investments - mortgage loans	NONE				
13	Investments - other (attach schedule)	2,044,249.	1,923,758.	2,084,121.		
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)	NONE				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,120,817.	1,988,532.	2,148,895.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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	2,120,817.	1,988,532.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	NONE			
	30	Total net assets or fund balances (see page 17 of the instructions)	2,120,817.	1,988,532.		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,120,817.	1,988,532.		

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	2,120,817.
2	Enter amount from Part I, line 27a	2	-96,434.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,024,383.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	35,851.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,988,532.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-7,293.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. }			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.**1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.**

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	32,605.	1,723,786.	0.01891476088
2007	138,878.	2,360,960.	0.05882268230
2006	154,448.	2,661,008.	0.05804116335
2005	219,526.	2,454,691.	0.08943121558
2004	2,709.	2,380,597.	0.00113794985
2 Total of line 1, column (d)			2 0.22634777196
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.04526955439
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 2,033,434.
5 Multiply line 4 by line 3			5 92,053.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 349.
7 Add lines 5 and 6			7 92,402.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 123,577.

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	349.	
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b				
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	349.	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)				
3 Add lines 1 and 2				
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	349.	
6 Credits/Payments		7	816.	
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a			816.
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	816.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	467.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 352. Refunded <input type="checkbox"/>		11	115.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • 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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="text"/> N/A				
14	The books are in care of <input type="text"/> WELLS FARGO BANK, NA Telephone no <input type="text"/> (336) 747-8203			
	Located at <input type="text"/> 1 W 4TH ST 2ND FLOOR, WINSTON SALEM, NC ZIP + 4 <input type="text"/> 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	<input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year	15		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/>	1b	X
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? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="text"/>		
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) <input type="checkbox"/>	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="text"/>		
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.) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? <input type="checkbox"/>	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **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 8		27,688.	-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**

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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	2,000,719.
b	Average of monthly cash balances	1b	63,681.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,064,400.
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	2,064,400.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	30,966.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,033,434.
6	Minimum investment return. Enter 5% of line 5	6	101,672.

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	101,672.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	349.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	349.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	101,323.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	101,323.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	101,323.

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	123,577.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	123,577.
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	349.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	123,228.

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				101,323.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			37,463.	
b Total for prior years 20 <u>07</u> , 20 <u> </u> , 20 <u> </u>		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>123,577.</u>				
a Applied to 2008, but not more than line 2a			37,463.	
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				86,114.
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				15,209.
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	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

N/A

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

N/A

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

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

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 13				
Total			3a	121,480.
b Approved for future payment				
Total			3b	

Form **990-PF** (2009)

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
		14	49.	
		14	63,417.	
		18	-7,293.	
		1	154.	
			56,327.	
				56,327

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

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

NOT APPLICABLE


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

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			X
(2) Other assets			X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization			X
(2) Purchases of assets from a noncharitable exempt organization			X
(3) Rental of facilities, equipment, or other assets			X
(4) Reimbursement arrangements			X
(5) Loans or loan guarantees			X
(6) Performance of services or membership or fundraising solicitations			X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees			X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

<p>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.</p>					
<p>Sign Here</p>	<p></p>		<p>12/27/2010</p>	<p>Trustee</p>	
	<p>Signature of officer or trustee</p>		<p>WELLS FARGO BANK, N.A.</p>	<p>Date</p>	<p>Title</p>
	<p>Paid Preparer's Use Only</p>	<p>Preparer's signature</p>	<p>Date</p>	<p>Check if self-employed <input type="checkbox"/></p>	<p>Preparer's identifying number (See Signature on page 30 of the instructions)</p>
	<p>Firm's name (or yours if self-employed), address, and ZIP code</p>			<p>EIN</p>	
				<p>Phone no</p>	

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS				2,543.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				1,630.	
2,204.00		104.859 GOLDMAN SACHS GROWTH OPPORTUNIT PROPERTY TYPE: SECURITIES 1,305.00				12/01/2008 899.00	01/07/2010
3,735.00		436.3 PIMCO COMMODITY REAL RET STRAT-I#4 PROPERTY TYPE: SECURITIES 8,342.00				07/17/2008 -4,607.00	01/07/2010
3,299.00		237.657 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 4,275.00				07/17/2008 -976.00	01/07/2010
2,610.00		303.898 WF ADV ENDEAVOR SELECT-I #3124 PROPERTY TYPE: SECURITIES 3,346.00				07/17/2008 -736.00	01/07/2010
11,520.00		850.173 ARTIO TOTAL RETURN BOND FD-I PROPERTY TYPE: SECURITIES 11,486.00				10/07/2009 34.00	02/23/2010
320.00		10.563 DODGE & COX INT'L STOCK FD #1048 PROPERTY TYPE: SECURITIES 418.00				07/17/2008 -98.00	02/23/2010
12,960.00		989.275 DODGE & COX INCOME FD COM PROPERTY TYPE: SECURITIES 12,884.00				01/07/2010 76.00	02/23/2010
2,012.00		178.56 EVERGREEN INTL BOND FUND CL I (FD PROPERTY TYPE: SECURITIES 2,089.00				10/07/2009 -77.00	02/23/2010
213.00		18.908 EVERGREEN INTL BOND FUND CL I (FD PROPERTY TYPE: SECURITIES 221.00				07/17/2008 -8.00	02/23/2010
2,938.00		361.819 GOLDEN SMALL CAP CORE FUND PROPERTY TYPE: SECURITIES 3,911.00				07/17/2008 -973.00	02/23/2010

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

Kind of Property		Description				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)	
5,013.00		541.405 GOLDEN LARGE CAP CORE FUND-I PROPERTY TYPE: SECURITIES 5,820.00				07/17/2008 -807.00	02/23/2010
2,804.00		139.41 GOLDMAN SACHS GROWTH OPPORTUNITI PROPERTY TYPE: SECURITIES 1,736.00				12/01/2008 1,068.00	02/23/2010
6,089.00		571.205 GOLDMAN SACHS LARGE CAP VALUE F PROPERTY TYPE: SECURITIES 7,049.00				07/17/2008 -960.00	02/23/2010
1,108.00		55.884 PERKINS MID CAP VALUE F/C I #1167 PROPERTY TYPE: SECURITIES 1,131.00				01/07/2010 -23.00	02/23/2010
3,093.00		155.971 PERKINS MID CAP VALUE F/C I #116 PROPERTY TYPE: SECURITIES 2,147.00				12/01/2008 946.00	02/23/2010
13,416.00		1224.071 PIMCO FDS PAC INVT MGMT SER TOT PROPERTY TYPE: SECURITIES 13,428.00				10/07/2009 -12.00	02/23/2010
1,559.00		175.972 PIMCO FDS PAC INVT MGMT SER HIGH PROPERTY TYPE: SECURITIES 1,577.00				01/07/2010 -18.00	02/23/2010
2,143.00		241.903 PIMCO FDS PAC INVT MGMT SER HIGH PROPERTY TYPE: SECURITIES 2,121.00				07/17/2008 22.00	02/23/2010
3,324.00		324.88 PIMCO FOREIGN BOND FUND-INST PROPERTY TYPE: SECURITIES 3,379.00				09/21/2006 -55.00	02/23/2010
5,026.00		484.687 PIMCO EMERG MKTS BD-INST #137 PROPERTY TYPE: SECURITIES 5,443.00				09/21/2006 -417.00	02/23/2010
2,916.00		322.2 PIONEER HIGH YIELD FD-Y PROPERTY TYPE: SECURITIES 3,480.00				09/21/2006 -564.00	02/23/2010

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

Kind of Property		Description				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)	
10,321.00		755.552 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 13,591.00				07/17/2008 -3,270.00	02/23/2010
718.00		64.247 ROYCE VALUE PLUS FUND-INVT #271 PROPERTY TYPE: SECURITIES 746.00				01/07/2010 -28.00	02/23/2010
1,644.00		147.201 ROYCE VALUE PLUS FUND-INVT #271 PROPERTY TYPE: SECURITIES 1,036.00				12/01/2008 608.00	02/23/2010
2,425.00		300.178 WF ADV ENDEAVOR SELECT-I #3124 PROPERTY TYPE: SECURITIES 3,305.00				07/17/2008 -880.00	02/23/2010
20,660.00		1581.957 DODGE & COX INCOME FD COM PROPERTY TYPE: SECURITIES 20,260.00				10/07/2009 400.00	04/07/2010
5,723.00		438.234 DODGE & COX INCOME FD COM PROPERTY TYPE: SECURITIES 5,311.00				07/17/2008 412.00	04/07/2010
6,683.00		605.907 PIMCO FDS PAC INVT MGMT SER TOTA PROPERTY TYPE: SECURITIES 6,619.00				01/07/2010 64.00	04/07/2010
9,749.00		623.361 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 11,213.00				07/17/2008 -1,464.00	04/07/2010
1,975.00		96.397 SSGA EMERGING MARKETS FD S #1510 PROPERTY TYPE: SECURITIES 2,035.00				09/21/2006 -60.00	04/07/2010
10,316.00		727. ARTIO TOTAL RETURN BOND FD-I PROPERTY TYPE: SECURITIES 9,865.00				04/07/2010 451.00	10/05/2010
61.00		5. ARTIO INTERNATIONAL EQ FD II #1529 PROPERTY TYPE: SECURITIES 74.00				07/17/2008 -13.00	10/05/2010

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

Kind of Property		Description				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)	
584.00		17. DODGE & COX INT'L STOCK FD #1048 PROPERTY TYPE: SECURITIES 672.00				07/17/2008 -88.00	10/05/2010
6,164.00		460. DODGE & COX INCOME FD COM PROPERTY TYPE: SECURITIES 5,575.00				07/17/2008 589.00	10/05/2010
108.00		12. GOLDEN SMALL CAP CORE FUND PROPERTY TYPE: SECURITIES 130.00				07/17/2008 -22.00	10/05/2010
416.00		18.349 GOLDMAN SACHS GROWTH OPPORTUNITI PROPERTY TYPE: SECURITIES 405.00				04/07/2010 11.00	10/05/2010
332.00		14.651 GOLDMAN SACHS GROWTH OPPORTUNITI PROPERTY TYPE: SECURITIES 182.00				12/01/2008 150.00	10/05/2010
3,328.00		172. MORGAN STANLEY INS INTN RE I #8001 PROPERTY TYPE: SECURITIES 3,550.00				07/17/2008 -222.00	10/05/2010
12,187.00		1047. PIMCO FDS PAC INVT MGMT SER TOTAL PROPERTY TYPE: SECURITIES 11,381.00				01/07/2010 806.00	10/05/2010
2,313.00		249. PIMCO FDS PAC INVT MGMT SER HIGH YL PROPERTY TYPE: SECURITIES 2,263.00				04/07/2010 50.00	10/05/2010
3,200.00		293. PIMCO FOREIGN BOND FUND-INST PROPERTY TYPE: SECURITIES 3,047.00				09/21/2006 153.00	10/05/2010
7,605.00		663. PIMCO EMERG MKTS BD-INST #137 PROPERTY TYPE: SECURITIES 7,445.00				09/21/2006 160.00	10/05/2010
1,424.00		171. PIMCO COMMODITY REAL RET STRAT-I#45 PROPERTY TYPE: SECURITIES 3,270.00				07/17/2008 -1,846.00	10/05/2010

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)	
847.00		88. PIONEER HIGH YIELD FD-Y PROPERTY TYPE: SECURITIES 950.00					09/21/2006 -103.00	10/05/2010
3,492.00		208. ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 3,742.00					07/17/2008 -250.00	10/05/2010
4,133.00		187. SSGA EMERGING MARKETS FD S #1510 PROPERTY TYPE: SECURITIES 3,948.00					09/21/2006 185.00	10/05/2010
4,058.00		334. WELLS FARGO ADV INTL BOND-IS #4705 PROPERTY TYPE: SECURITIES 3,901.00					07/17/2008 157.00	10/05/2010
619.00		68. WF ADV ENDEAVOR SELECT-I #3124 PROPERTY TYPE: SECURITIES 749.00					07/17/2008 -130.00	10/05/2010
TOTAL GAIN(LOSS)							----- -7,293. =====	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
WACHOVIA PT M/M DEPOSIT ACCT	4.	4.
WACHOVIA PT MONEY MARKET	30.	30.
WELLS FARGO - SECURED MARKET DEPOSIT ACC	15.	15.
	-----	-----
TOTAL	49.	49.
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ARTIO TOTAL RETURN BOND FD-I	6,623.	6,623.
ARTIO INTERNATIONAL EQ FD II #1529	5,236.	5,236.
DODGE & COX INT'L STOCK FD #1048	1,662.	1,662.
DODGE & COX INCOME FD COM	7,923.	7,923.
EVERGREEN INTL BOND FUND CL I (FD #460)	1,232.	1,232.
GOLDEN LARGE CAP CORE FUND-I	1,326.	1,326.
GOLDMAN SACHS LARGE CAP VALUE FUND INST	1,519.	1,519.
PERKINS MID CAP VALUE F/C I #1167	212.	212.
MORGAN STANLEY INS INTN RE I #8001	2,774.	2,774.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	5,622.	5,622.
PIMCO FDS PAC INVT MGMT SER HIGH YLD FD	4,933.	4,933.
PIMCO FOREIGN BOND FUND-INST	1,133.	1,133.
PIMCO EMERG MKTS BD-INST #137	4,243.	4,243.
PIMCO COMMODITY REAL RET STRAT-I#45	8,539.	8,539.
PIONEER HIGH YIELD FD-Y	3,411.	3,411.
ROWE T PRICE REAL ESTATE FD COM	4,158.	3,613.
SSGA EMERGING MARKETS FD S #1510	2,108.	2,108.
WELLS FARGO ADV INTL BOND-IS #4705	364.	364.
WF ADV ENDEAVOR SELECT-I #3124	399.	399.
	-----	-----
TOTAL	63,417.	62,872.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
10/08 FED REFUND	154.

TOTALS	154.
	=====

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	2,097.			2,097.
TOTALS	2,097.	NONE	NONE	2,097.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	319.	
FEDERAL ESTIMATES - PRINCIPAL	816.	
FOREIGN TAXES ON QUALIFIED FOR	250.	250.
FOREIGN TAXES ON NONQUALIFIED	111.	111.
	-----	-----
TOTALS	1,496.	361.
	=====	=====

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

DESCRIPTION -----	AMOUNT -----
BOOK VALUE ADJUSTMENT	35,847.
ROUNDING	4.

TOTAL	35,851.
	=====

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

=====

NJ does not require 990PF if contributions are less than \$10,000.00

ANN EARLE TALCOTT FUND

22-6203894

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

OFFICER NAME:

WELLS FARGO BANK, N.A.

ADDRESS:

1525 WEST WT HARRIS BLVD

CHARLOTTE, NC 28288-1114

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 27,688.

TOTAL COMPENSATION: 27,688.
=====

STATEMENT 8

=====

RECIPIENT NAME:

HOPE HOSE HUMANE CO

ADDRESS:

150 W BURLINGTON ST

BORDERTOWN, NJ 08505-1772

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 8,880.

RECIPIENT NAME:

GREATER LIFE, INC METRO

ADDRESS:

P O BOX 8447

NEWARK, NJ 07108

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 24,000.

RECIPIENT NAME:

CHRISTIAN HEALTH CARE CENTER

ADDRESS:

301 SICOMAC AVENUE

WYCKOFF, NJ 07481

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

TEAM RANDY, INC

ADDRESS:

5095 RITTER ROAD

MECHANISBURG, PA 17055

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 1,600.

RECIPIENT NAME:

LITTLE SERVANT SISTERS OF THE

IMMACULADE CONCEPTION

ADDRESS:

1000 CROPWELL ROAD

CHERRY HILL, NJ 08003

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

CPC BEHAVIORAL HEALTHCARE

OF FRIENDS

ADDRESS:

1 HIGH POINT CENTER WAY

MORGANVILLE, NJ 07751

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

ANIMAL OUTREACH OF CAPE MAY

ADDRESS:

P O BOX 1225

CAPE MAY, NJ 08204

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

TRINITAS HEALTH FOUNDATION

ADDRESS:

P O BOX 259

ELIZABETH, NJ 07207

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

MORRISTOWN MEMORIAL HEALTH
FOUNDATION

ADDRESS:

475 SOUTH STREET, 1ST FLOOR

MORRISTOWN, NJ 07960

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 11,500.

=====

RECIPIENT NAME:

CENTER FOR GREAT EXPECTATION INC

ADDRESS:

19B DELLWOOD LANE

SOMERSET, NJ 08873

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:

EMERGENCY FOOD COALITION OF

PASSAIC

ADDRESS:

435 MAIN ST

PATERSON, NJ 07501

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

HUDSON CRADLE, INC

ADDRESS:

1805 KENNEDY BLVD

JERSEY CITY, NJ 07305

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

DEBORAH HOSPITAL FOUNDATION

ADDRESS:

20 PINE MILL ROAD

BROWNS MILLS, NJ 08015

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

180, TURNING LIVES AROUND

ADDRESS:

1 BETHANY ROAD BLDG 3, STE 42

HAZLET, NJ 07730

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

OCEAN HOUSING ALLIANCE

ADDRESS:

605 NAY AVENUE

POINT PLEASANT BEACH, NJ 08742

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID:

121,480.

=====

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

ANN EARLE TALCOTT FUND

Employer identification number

22-6203894

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)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			2,543.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	1,734.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 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 ►	5	4,277.

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)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			1,630.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-13,200.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 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 ►	12	-11,570.

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

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		4,277.
14	Net long-term gain or (loss):			
a	Total for year	14a		-11,570.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		-7,293.

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	
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
16	(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.

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

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

OMB No 1545-0092

2009

Employer identification number

22-6203894

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	1,734.00
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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

ANN EARLE TALCOTT FUND

22-6203894

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 104.859 GOLDMAN SACHS GROWTH OPPORTUNITIES INSTIT	12/01/2008	01/07/2010	2,204.00	1,305.00	899.00
436.3 PIMCO COMMODITY REAL RET STRAT-I#45	07/17/2008	01/07/2010	3,735.00	8,342.00	-4,607.00
237.657 ROWE T PRICE REAL ESTATE FD COM	07/17/2008	01/07/2010	3,299.00	4,275.00	-976.00
303.898 WF ADV ENDEAVOR SELECT-I #3124	07/17/2008	01/07/2010	2,610.00	3,346.00	-736.00
10.563 DODGE & COX INT'L STOCK FD #1048	07/17/2008	02/23/2010	320.00	418.00	-98.00
18.908 EVERGREEN INTL BOND FUND CL I (FD #460)	07/17/2008	02/23/2010	213.00	221.00	-8.00
361.819 GOLDEN SMALL CAP CORE FUND	07/17/2008	02/23/2010	2,938.00	3,911.00	-973.00
541.405 GOLDEN LARGE CAP CORE FUND-I	07/17/2008	02/23/2010	5,013.00	5,820.00	-807.00
139.41 GOLDMAN SACHS GROWTH OPPORTUNITIES INSTIT	12/01/2008	02/23/2010	2,804.00	1,736.00	1,068.00
571.205 GOLDMAN SACHS LARGE CAP VALUE FUND INSTIT	07/17/2008	02/23/2010	6,089.00	7,049.00	-960.00
155.971 PERKINS MID CAP VALUE F/C I #1167	12/01/2008	02/23/2010	3,093.00	2,147.00	946.00
241.903 PIMCO FDS PAC INVT MGMT SER HIGH YLD FD INSTL	07/17/2008	02/23/2010	2,143.00	2,121.00	22.00
324.88 PIMCO FOREIGN BOND FUND-INST	09/21/2006	02/23/2010	3,324.00	3,379.00	-55.00
484.687 PIMCO EMERG MKTS BD-INST #137	09/21/2006	02/23/2010	5,026.00	5,443.00	-417.00
322.2 PIONEER HIGH YIELD FD-Y	09/21/2006	02/23/2010	2,916.00	3,480.00	-564.00
755.552 ROWE T PRICE REAL ESTATE FD COM	07/17/2008	02/23/2010	10,321.00	13,591.00	-3,270.00
147.201 ROYCE VALUE PLUS FUND-INVT #271	12/01/2008	02/23/2010	1,644.00	1,036.00	608.00
300.178 WF ADV ENDEAVOR SELECT-I #3124	07/17/2008	02/23/2010	2,425.00	3,305.00	-880.00
438.234 DODGE & COX INCOME FD COM	07/17/2008	04/07/2010	5,723.00	5,311.00	412.00
623.361 ROWE T PRICE REAL ESTATE FD COM	07/17/2008	04/07/2010	9,749.00	11,213.00	-1,464.00
96.397 SSGA EMERGING MARKETS FD S #1510	09/21/2006	04/07/2010	1,975.00	2,035.00	-60.00
5. ARTIO INTERNATIONAL EQ FD II #1529	07/17/2008	10/05/2010	61.00	74.00	-13.00
17. DODGE & COX INT'L STOCK FD #1048	07/17/2008	10/05/2010	584.00	672.00	-88.00
460. DODGE & COX INCOME FD COM	07/17/2008	10/05/2010	6,164.00	5,575.00	589.00
12. GOLDEN SMALL CAP CORE FUND	07/17/2008	10/05/2010	108.00	130.00	-22.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					

Schedule D-1 (Form 1041) 2009

FEDERAL CAPITAL GAIN DIVIDENDS
=====SHORT-TERM CAPITAL GAIN DIVIDENDS

PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	1,384.00
PIMCO FOREIGN BOND FUND-INST	1.00
PIMCO FOREIGN BOND FUND-INST	1,158.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS	2,543.00
	=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	385.00
PIMCO FOREIGN BOND FUND-INST	248.00
PIMCO COMMODITY REAL RET STRAT-I#45	997.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	1,630.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	1,630.00
	=====



Account Statement For:
TALCOTT FDN

Period Covered: October 1, 2010 - October 31, 2010

Account Number [REDACTED]

ASSET DETAIL (continued)

ASSET DESCRIPTION

Real Assets

REAL ASSET FUNDS

MORGAN STANLEY INSTITUTIONAL
INTERNATIONAL REAL ESTATE PORTFOLIO
CLASS I #8001

SYMBOL MSUAX CUSIP 61744J317

PIMCO COMMODITY REAL RETURN
STRATEGY FUND-CLASS I #45

SYMBOL PCRIX CUSIP- 722005667

T ROWE PRICE REAL ESTATE FUND #122
SYMBOL: TRREX CUSIP: 779919109

Total Real Asset Funds

Total Real Assets

QUANTITY	PRICE	MARKET VALUE AS OF 10/31/10	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
4,599,248	\$19.590	\$90,099.27	\$78,112.22	\$11,987.05	\$2,948.12	3.27%
10,470,755	8.780	91,933.23	132,442.11	-40,508.88	8,711.67	9.48
9,081,199	16.990	154,289.57	97,390.27	56,899.30	3,814.10	2.47
		\$336,322.07	\$307,944.60	\$28,377.47	\$15,473.89	4.60%
		\$336,322.07	\$307,944.60	\$28,377.47	\$15,473.89	4.60%

ACCOUNT VALUE AS OF 10/31/10	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME
\$2,148,894.76	\$1,988,531.54	\$160,363.22	\$62,444.20

TOTAL ASSETS

Account Statement For:
TALCOTT FDN

Period Covered: October 1, 2010 - October 31, 2010

**WELLS
FARGO**

Account Number [REDACTED]

ASSET SUMMARY

Cash & Equivalents

Money Market

Total Cash & Equivalents

Fixed Income

Domestic Mutual Funds

International Mutual Funds

Total Fixed Income

Equities

Domestic Mutual Funds

International Mutual Funds

Total Equities

Real Assets

Real Asset Funds

Total Real Assets

TOTAL ASSETS

TOTAL INCOME

TOTAL PRINCIPAL

	ACCOUNT VALUE AS OF 10/31/10	% OF ASSETS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME
	\$64,773.67	3.01%	\$0.00	\$45.35
	\$64,773.67	3.01%	\$0.00	\$45.35
	\$654,985.43	30.48%	\$59,792.70	\$28,677.69
	126,161.60	5.87%	5,997.53	\$5,177.23
	\$781,147.03	36.35%	\$65,790.23	\$33,854.92
	\$845,032.72	39.32%	\$66,523.10	\$11,558.47
	121,619.27	5.66%	- 327.58	\$1,511.57
	\$966,651.99	44.98%	\$66,195.52	\$13,070.04
	\$336,322.07	15.65%	\$28,377.47	\$15,473.89
	\$336,322.07	15.65%	\$28,377.47	\$15,473.89
	\$2,148,894.76	100%	\$160,363.22	\$62,444.20
	\$3,253.73			
	\$2,145,641.03			