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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

12/01, 2009, and ending

11/30, 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
the specific
instructions

Name of foundation

ALICE A PAXTON CHARITABLE TRUST

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

Room/suite

ONE M & T PLAZA, 8TH FLOOR

City or town, state, and ZIP code

BUFFALO, NY 14203

A Employer identification number

01-6180869

B Telephone number (see page 10 of the instructions)

(716) 842-5506

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐Check type of organization. ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

Fair market value of all assets at end

J Accounting method ☒ Cash ☐ Accrual

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

☐ Other (specify) _____

16) \$ 3,002,740.

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

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

	(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 <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	48,484.	48,504.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,329.			
b Gross sales price for all assets on line 6a	69,679.			
7 Capital gain net income (from Part IV, line 2)		3,329.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	51,813.	51,833.		
13 Compensation of officers, directors, trustees, etc.	23,566.	23,566.		
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	1,862.	1,449.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	25,428.	25,015.	NONE	
25 Contributions, gifts, grants paid	120,500.			120,500.
26 Total expenses and disbursements. Add lines 24 and 25	145,928.	25,015.	NONE	120,500.
27 Subtract line 26 from line 12	-94,115.			
a Excess of revenue over expenses and disbursements		26,818.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

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

JSA

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	146,240.	63,447.	63,447.
	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)			
	b Investments - corporate stock (attach schedule)	2,832,884.	2,821,562.	2,939,293.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)				
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,979,124.	2,885,009.	3,002,740.	
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	2,979,124.	2,885,009.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	2,979,124.	2,885,009.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,979,124.	2,885,009.		

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	2,979,124.
2 Enter amount from Part I, line 27a	2	-94,115.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	2,885,009.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,885,009.

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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	3,329.	
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	148,899.	2,457,161.	0.06059798279
2007	193,711.	3,237,167.	0.05983966845
2006	150,000.	3,742,522.	0.04007992471
2005	173,491.	3,088,002.	0.05618228227
2004	153,229.	3,475,179.	0.04409240502
2 Total of line 1, column (d)			2 0.26079226324
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 0.05215845265
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 2,836,810.
5 Multiply line 4 by line 3			5 147,964.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 268.
7 Add lines 5 and 6			7 148,232.
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.			8 120,500.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	536.
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	536.
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	536.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	604.	
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	604.	
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	68.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 68. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		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	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		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?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> STMT 6			
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	8b	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	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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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** ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here. ☐

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

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

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		23,566.	-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	

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	2,720,175.
b	Average of monthly cash balances	1b	159,835.
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	2,880,010.
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	2,880,010.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	43,200.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,836,810.
6	Minimum investment return. Enter 5% of line 5	6	141,841.

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	141,841.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	536.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	536.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	141,305.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	141,305.
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	141,305.

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	120,500.
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	120,500.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	120,500.

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				141,305.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			120,201.	
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: ► \$ 120,500.				
a Applied to 2008, but not more than line 2a			120,201.	
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				299.
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				141,006.
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)

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

Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006
85% of line 2a				
Qualifying distributions from Part XII, line 4 for each year listed				
Amounts included in line 2c not used directly for active conduct of exempt activities				
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)				
a Paid during the year SEE STATEMENT 10				
Total			3a	120,500.
b Approved for future payment				
Total			3b	

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

ALICE A PAXTON CHARITABLE TRUST

Employer identification number

01-6180869

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			2,375.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	2,147.
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	4,522.

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			2,722.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-3,915.
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	-1,193.

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

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		4,522.
14 Net long-term gain or (loss):			
a Total for year	14a		-1,193.
b Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		3,329.

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	16	()
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.

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)	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 <input type="checkbox"/> No. Enter the amount from line 23	25		
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 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
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	

Schedule D (Form 1041) 2009

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2009

Department of the Treasury
Internal Revenue Service

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

Name of estate or trust

Employer identification number

ALICE A PAXTON CHARITABLE TRUST

01-6180869

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 28. ACTIVISION BLIZZARD INC	11/24/2009	12/28/2009	315.00	321.00	-6.00
24. ALBEMARLE CORPORATION	11/24/2009	12/28/2009	893.00	816.00	77.00
58. ALEXANDER & BALDWIN INCORPORATED	11/24/2009	12/28/2009	2,010.00	1,781.00	229.00
6. ALLERGAN INCORPORATED	11/24/2009	12/28/2009	380.00	355.00	25.00
30. ALTRIA GROUP INC	11/24/2009	12/28/2009	597.00	581.00	16.00
2. ATHENAHEALTH INC	11/24/2009	12/28/2009	93.00	87.00	6.00
6. BRISTOL MYERS SQUIBB COMPANY	11/24/2009	12/28/2009	155.00	150.00	5.00
2. BROWN-FORMAN CORP CL B	11/24/2009	12/28/2009	107.00	103.00	4.00
122. BURLINGTON NORTHERN SANTA FE CORP	11/24/2009	02/10/2010	12,200.00	11,994.00	206.00
4. CELGENE CORPORATION	11/24/2009	12/28/2009	226.00	221.00	5.00
106. COGNIZANT TECH SOL CORP	11/24/2009	12/28/2009	4,890.00	4,711.00	179.00
26. DUKE ENERGY CORP	11/24/2009	12/28/2009	448.00	431.00	17.00
14. E M C CORPORATION MASSACHUSETTS	11/24/2009	12/28/2009	245.00	238.00	7.00
4. EXPEDITORS INTERNATIONAL WASHINGTON	11/24/2009	12/28/2009	141.00	130.00	11.00
6. GILEAD SCIENCES INCORPORATED	11/24/2009	12/28/2009	259.00	281.00	-22.00
306.659 GOLDMAN SACHS GROWTH OPPTYS FD #1132	11/24/2009	12/29/2009	6,394.00	5,983.00	411.00
8.114 GUINNESS ATKINSON - CHINA & HK FD	11/24/2009	12/29/2009	295.00	290.00	5.00
85.64 HARBOR CAPITAL APPRECIATION FUND #12	11/24/2009	12/29/2009	2,844.00	2,763.00	81.00
365.704 T ROWE PRICE INST L/C GROWTH	11/24/2009	12/29/2009	5,204.00	5,010.00	194.00
2. INTUITIVE SURGICAL INC	11/24/2009	12/28/2009	614.00	557.00	57.00
22. KINDER MORGAN MANAGEMENT LLC	11/24/2009	12/28/2009	1,197.00	1,093.00	104.00
.0546 KINDER MORGAN MANAGEMENT LLC	11/24/2009	02/25/2010	3.00	3.00	
.1806 KINDER MORGAN MANAGEMENT LLC	11/24/2009	08/24/2010	11.00	9.00	2.00
.1398 KINDER MORGAN MANAGEMENT LLC	11/24/2009	11/18/2010	9.00	6.00	3.00

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

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

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

2009

Name of estate or trust

ALICE A PAXTON CHARITABLE TRUST

Employer identification number

01-6180869

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	2,147.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

Employer identification number

01-6180869

[illegible]

6b Total	Combine the amounts in column (f) Enter here and on Schedule D, line 6b	-3,915.00
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Schedule D-1 (Form 1041) 2009

FEDERAL CAPITAL GAIN DIVIDENDS

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SHORT-TERM CAPITAL GAIN DIVIDENDS

DREYFUS INTL BOND FD -I

395.00

PIMCO TOTAL RETURN FD-I #35

1,980.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

2,375.00

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

DREYFUS INTL BOND FD -I

168.00

GUINNESS ATKINSON - CHINA & HK FD

1,311.00

PIMCO TOTAL RETURN FD-I #35

551.00

UNITEDHEALTH GROUP INCORPORATED

692.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

2,722.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

2,722.00

=====

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					2,375.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,722.	
315.00		28. ACTIVISION BLIZZARD INC PROPERTY TYPE: SECURITIES 321.00					11/24/2009 -6.00	12/28/2009
893.00		24. ALBEMARLE CORPORATION PROPERTY TYPE: SECURITIES 816.00					11/24/2009 77.00	12/28/2009
2,010.00		58. ALEXANDER & BALDWIN INCORPORATED PROPERTY TYPE: SECURITIES 1,781.00					11/24/2009 229.00	12/28/2009
380.00		6. ALLERGAN INCORPORATED PROPERTY TYPE: SECURITIES 355.00					11/24/2009 25.00	12/28/2009
597.00		30. ALTRIA GROUP INC PROPERTY TYPE: SECURITIES 581.00					11/24/2009 16.00	12/28/2009
93.00		2. ATHENAHEALTH INC PROPERTY TYPE: SECURITIES 87.00					11/24/2009 6.00	12/28/2009
155.00		6. BRISTOL MYERS SQUIBB COMPANY PROPERTY TYPE: SECURITIES 150.00					11/24/2009 5.00	12/28/2009
107.00		2. BROWN-FORMAN CORP CL B PROPERTY TYPE: SECURITIES 103.00					11/24/2009 4.00	12/28/2009
12,200.00		122. BURLINGTON NORTHERN SANTA FE CORP PROPERTY TYPE: SECURITIES 11,994.00					11/24/2009 206.00	02/10/2010
226.00		4. CELGENE CORPORATION PROPERTY TYPE: SECURITIES 221.00					11/24/2009 5.00	12/28/2009

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)	
4,890.00		106. COGNIZANT TECH SOL CORP PROPERTY TYPE: SECURITIES 4,711.00					11/24/2009 179.00	12/28/2009
448.00		26. DUKE ENERGY CORP PROPERTY TYPE: SECURITIES 431.00					11/24/2009 17.00	12/28/2009
245.00		14. E M C CORPORATION MASSACHUSETTS PROPERTY TYPE: SECURITIES 238.00					11/24/2009 7.00	12/28/2009
141.00		4. EXPEDITORS INTERNATIONAL WASHINGTON PROPERTY TYPE: SECURITIES 130.00					11/24/2009 11.00	12/28/2009
2.00		.2191 FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES 3.00					11/14/2000 -1.00	07/20/2010
259.00		6. GILEAD SCIENCES INCORPORATED PROPERTY TYPE: SECURITIES 281.00					11/24/2009 -22.00	12/28/2009
327.00		2. GOLDMAN SACHS GROUP INCORPORATED PROPERTY TYPE: SECURITIES 163.00					11/07/2008 164.00	12/28/2009
126.00		18.039 GOLDMAN SACHS HIGH YIELD FD-I#527 PROPERTY TYPE: SECURITIES 97.00					11/07/2008 29.00	12/29/2009
6,394.00		306.659 GOLDMAN SACHS GROWTH OPPTYS FD # PROPERTY TYPE: SECURITIES 5,983.00					11/24/2009 411.00	12/29/2009
295.00		8.114 GUINNESS ATKINSON - CHINA & HK FD PROPERTY TYPE: SECURITIES 290.00					11/24/2009 5.00	12/29/2009
2,844.00		85.64 HARBOR CAPITAL APPRECIATION FUND # PROPERTY TYPE: SECURITIES 2,763.00					11/24/2009 81.00	12/29/2009

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)	
5,204.00		365.704 T ROWE PRICE INST L/C GROWTH PROPERTY TYPE: SECURITIES 5,010.00					11/24/2009 194.00	12/29/2009
282.00		14. INTEL CORPORATION PROPERTY TYPE: SECURITIES 398.00					05/27/2004 -116.00	12/28/2009
614.00		2. INTUITIVE SURGICAL INC PROPERTY TYPE: SECURITIES 557.00					11/24/2009 57.00	12/28/2009
389.00		6. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 280.00					11/14/2000 109.00	12/28/2009
1,197.00		22. KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 1,093.00					11/24/2009 104.00	12/28/2009
3.00		.0546 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 3.00					11/24/2009	02/25/2010
		.0013 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES					11/24/2009	05/21/2010
11.00		.1806 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 9.00					11/24/2009 2.00	08/24/2010
9.00		.1398 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 6.00					11/24/2009 3.00	11/18/2010
658.00		28. LOWES COMPANIES INCORPORATED PROPERTY TYPE: SECURITIES 617.00					11/24/2009 41.00	12/28/2009
8,483.00		638.79 MTB SM CAP GRWTH-INST I-FD #555 PROPERTY TYPE: SECURITIES 12,929.00					05/07/2007 -4,446.00	12/29/2009

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)	
685.00		2. MARKEL CORPORATION PROPERTY TYPE: SECURITIES 660.00					11/24/2009 25.00	12/28/2009
514.00		2. MASTERCARD INC CL A PROPERTY TYPE: SECURITIES 474.00					11/24/2009 40.00	12/28/2009
557.00		18. MICROSOFT CORPORATION PROPERTY TYPE: SECURITIES 487.00					10/24/2003 70.00	12/28/2009
165.00		2. MONSANTO COMPANY NEW PROPERTY TYPE: SECURITIES 160.00					11/24/2009 5.00	12/28/2009
1,637.00		14. NEWMARKET CORPORATION PROPERTY TYPE: SECURITIES 1,546.00					11/24/2009 91.00	12/28/2009
446.00		4. POTASH CORPORATION SASK INCORPORATED PROPERTY TYPE: SECURITIES 450.00					11/24/2009 -4.00	12/28/2009
4,335.00		94. QUALCOMM INCORPORATED PROPERTY TYPE: SECURITIES 3,564.00					10/23/2006 771.00	12/28/2009
152.00		17.569 RIDGEWORTH SEIX FL RATE HI INC FD PROPERTY TYPE: SECURITIES 161.00					05/14/2008 -9.00	12/29/2009
131.00		2. SCHLUMBERGER LIMITED PROPERTY TYPE: SECURITIES 130.00					11/24/2009 1.00	12/28/2009
416.00		22. SCHWAB CHARLES CORPORATION PROPERTY TYPE: SECURITIES 397.00					11/24/2009 19.00	12/28/2009
514.00		64. SERVICE CORPORATION INTERNATIONAL PROPERTY TYPE: SECURITIES 493.00					11/24/2009 21.00	12/28/2009

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)	
677.00		14. TARGET CORPORATION PROPERTY TYPE: SECURITIES 664.00					11/24/2009 13.00	12/28/2009
337.00		6. TEVA PHARMACEUTICAL INDS LTD ADR PROPERTY TYPE: SECURITIES 319.00					11/24/2009 18.00	12/28/2009
1,391.00		82. UDR INC REIT PROPERTY TYPE: SECURITIES 1,200.00					11/24/2009 191.00	12/28/2009
131.00		2. UNION PACIFIC CORPORATION PROPERTY TYPE: SECURITIES 129.00					11/24/2009 2.00	12/28/2009
803.00		24. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 1,289.00					11/14/2000 -486.00	12/28/2009
213.00		4. VULCAN MATERIALS COMPANY PROPERTY TYPE: SECURITIES 200.00					11/24/2009 13.00	12/28/2009
1,020.00		41.629 CRM MID CAP VALUE FD-INSTL #32 PROPERTY TYPE: SECURITIES 986.00					11/24/2009 34.00	12/29/2009
661.00		2. WHITE MOUNTAINS INSURANCE GROUP INC PROPERTY TYPE: SECURITIES 640.00					11/24/2009 21.00	12/28/2009
TOTAL GAIN(LOSS)							----- 3,329. =====	

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----		NET INVESTMENT INCOME -----	
DIVIDENDS		48,484.		48,504.
		-----		-----
TOTAL		48,484.		48,504.
		=====		=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	174.	174.
FEDERAL ESTIMATES - PRINCIPAL	413.	
FOREIGN TAXES ON QUALIFIED FOR	1,195.	1,195.
FOREIGN TAXES ON NONQUALIFIED	80.	80.
	-----	-----
TOTALS	1,862.	1,449.
	=====	=====

ALICE A PAXTON CHARITABLE TRUST

01-6180869

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
WALMART	10,652.	12,116.
COCA COLA	11,839.	17,561.
JOHNSON & JOHNSON	11,470.	15,141.
CHEVRON CORP	8,217.	16,680.
VERIZON COMMUNICATIONS	24,148.	15,365.
WELLS FARGO	12,105.	12,027.
PFIZER	7,516.	6,993.
INTEL	11,213.	8,336.
IBM	10,786.	17,258.
MICROSOFT	26,430.	24,677.
HARBOR INTERNATIONAL	507,689.	463,957.
ALPINE INTL RE	213,792.	147,316.
NOVARTIS	13,145.	11,643.
QUALCOMM	13,196.	16,293.
MTB SM CAP GRWTH	162,828.	130,312.
CREE RESEARCH	8,208.	9,647.
LAZARD EMERGING	83,366.	119,808.
GOLDMAN SACHS HIGH YIELD	12,176.	16,280.
RIDGEWORTH SEIX	51,452.	50,309.
FRONTIER COMMUNICATIONS	1,625.	1,047.
GOLDMAN SACHS GROUP	5,282.	10,149.
DREYFUS INTL BOND FUND I	48,100.	48,617.
MFS EMERGING MARKETS DEBT FUND	31,516.	33,148.
PIMCO TOTAL RETURN	258,510.	269,664.
ALBEMARLE CORP	10,886.	17,309.
FREEMPORT MCMORAN COPPER & GOLD	7,140.	8,511.
MONSANTO	6,876.	5,153.
NEWMARKET CORP	18,335.	20,883.
POTASH CORP	10,798.	13,800.

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
VULCAN MATERIAL	3,792.	3,049.
ALEX & BALDWIN INC	14,002.	16,001.
BURLINGTON NORTHERN EXPEDITORS INTL		
FEDEX	8,502.	13,860.
UNION PACIFIC	7,861.	8,748.
AMAZON COM	11,238.	15,679.
LOWES CO INC	16,216.	21,399.
SERVICE CORP	19,482.	20,067.
TARGET CORP	11,471.	11,993.
ALTRIA GROUP	15,472.	18,562.
BROWN-FORMAN	11,389.	14,112.
PHILIP MORRIS INTL	7,714.	9,813.
CONOCOPHILLIPS	8,274.	9,330.
KINDER MORGAN LLC	12,387.	14,200.
SCHLUMBERGER	10,913.	15,102.
BERKSHIRE HATHAWAY	12,740.	15,159.
MARKEL CORP	20,231.	23,904.
SCHWAB CHARLES CORP NEW	7,258.	7,777.
WHITE MOUNTAINS INS	13,111.	10,912.
ALLERGAN INC	11,521.	11,430.
ATHENAHEALTH	13,147.	14,712.
BRISTOL-MYERS SQUIBB	8,235.	7,792.
CELGENE CORP	7,768.	7,824.
GILEAD SCIENCES	15,938.	17,101.
INTUITIVE SURGICAL	19,306.	15,038.
TEVA PHARMACEUTICAL	10,589.	9,891.
ACTIVISION BLIZZARD	17,841.	16,813.
APPLE INC	13,820.	14,158.
	22,449.	34,227.

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
COGNIZANT TECH SOLUTIONS	23,197.	33,920.
DELL INC	7,793.	7,139.
EMC CORP	7,611.	9,628.
F5 NETWORKS	10,487.	29,014.
GOOGLE	18,676.	17,783.
JUNIPER NETWORKS	12,977.	17,010.
MASTERCARD	16,106.	16,118.
DUKE ENERGY	11,506.	12,180.
BRITISH AMERICAN TOBACCO	7,918.	9,040.
HATTERAS FINANCIAL	8,285.	8,489.
UDR INC	10,357.	15,788.
CRM MID CAP	36,193.	40,593.
GOLDMAN SACHS GROWTH OPP	105,839.	126,454.
HARBOR CAPITAL APPRECIATION	190,230.	208,923.
T ROWE PRICE INST LARGE CAP	187,983.	214,465.
GUINNESS ATKINSON	43,593.	49,173.
MASTERS SELECT INTL	170,848.	184,923.
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TOTALS	2,821,562.	2,939,293.
	=====	=====

ALICE A PAXTON CHARITABLE TRUST

01-6180869

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

MD

STATEMENT 6

ALICE A PAXTON CHARITABLE TRUST

01-6180869

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

=====

OFFICER NAME:

M & T

ADDRESS:

ONE M & T PLAZA 8TH FLOOR

BUFFALO, NY 14203

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 23,566.

TOTAL COMPENSATION:

23,566.

=====

RECIPIENT NAME:
PROMISE ANIMAL LEAGUE
STAR SILVA, DIRECTOR
ADDRESS:
PO BOX 268
FALLING WATERS, WV 25419
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
HUMANE
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
LITTLE WONDERS ANIMAL RESCUE
ADDRESS:
PO BOX 137
CLEAR SPRING, MD 21722
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING EXPENSES
FOUNDATION STATUS OF RECIPIENT:
HUMANE
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
EAST COAST EXOTIC ANIMAL RESCUE INC
RESCUE INC
ADDRESS:
320 ZOO ROAD
FAIRFIELD, PA 17320
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING EXPENSES
FOUNDATION STATUS OF RECIPIENT:
HUMANE
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
CHESAPEAKE WILDLIFE HERITAGE
ADDRESS:
46 PENNSYLVANIA AVE
Easton, MD 21601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING EXPENSES
FOUNDATION STATUS OF RECIPIENT:
HUMANE
AMOUNT OF GRANT PAID 17,500.

RECIPIENT NAME:
HUMANE SOCIETY OF
WASHINGTON COUNTY
ADDRESS:
13011 MAUGHANSVILLE ROAD
HAGERSTOWN, MD 21740
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING EXPENSES
FOUNDATION STATUS OF RECIPIENT:
HUMANE
AMOUNT OF GRANT PAID 16,000.

RECIPIENT NAME:
ALLEGANY COUNTY ANIMAL
SHELTER MGMT FDN INC
ADDRESS:
PO BOX 566
CUMBERLAND, MD 21501-0566
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING EXPENSES
FOUNDATION STATUS OF RECIPIENT:
HUMANE
AMOUNT OF GRANT PAID 16,000.

ALICE A PAXTON CHARITABLE TRUST

01-6180869

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

=====

RECIPIENT NAME:

FREDERICK COUNTY HUMANE
SOCIETY

ADDRESS:

217 WEST PATRICK STREET
FREDERICK, MD 21701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING EXPENSES

FOUNDATION STATUS OF RECIPIENT:

HUMANE

AMOUNT OF GRANT PAID 16,000.

TOTAL GRANTS PAID:

120,500.

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