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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.  
See Specific  
Instructions.

Name of foundation

JAMES F KELLY AND FERNANDE KELLY CHARITABLE  
TR 429823016

A Employer identification number

03-6117463

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

Room/suite

B Telephone number (see page 10 of the instructions)

PO BOX 477

(603) 229-5990

City or town, state, and ZIP code

CONCORD, NH 03302-0477

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 ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end  
of year (from Part II, col. (c), line  
16) ▶ \$ 263,454.J Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses** (The  
total of amounts in columns (b), (c), and (d)  
may not necessarily equal the amounts in  
column (a) (see page 11 of the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B. . . . .				
3 Interest on savings and temporary cash investments	3.	3.		STMT 1
4 Dividends and interest from securities . . . . .	5,201.	5,201.		STMT 2
5a Gross rents . . . . .				
b Net rental income or (loss) . . . . .				
6a Net gain or (loss) from sale of assets not on line 10	20,822.			
b Gross sales price for all assets on line 6a 296,734.				
7 Capital gain net income (from Part IV, line 2) . . . . .		20,822.		
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 . . . . .	26,026.	26,026.		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc. . . . .	3,504.	3,504.		
14 Other employee salaries and wages . . . . .		NONE	NONE	
15 Pension plans, employee benefits . . . . .		NONE	NONE	
16a Legal fees (attach schedule) . . . . .				
b Accounting fees (attach schedule) STMT 3 . . . . .	575.	575.	NONE	NONE
c Other professional fees (attach schedule) . . . . .				
17 Interest . . . . .				
18 Taxes (attach schedule) (see page 14 of the instructions)	95.	32.		
19 Depreciation (attach schedule) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .		NONE	NONE	
22 Printing and publications . . . . .		NONE	NONE	
23 Other expenses (attach schedule) STMT 5 . . . . .	75.	75.		
24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	4,249.	4,186.	NONE	NONE
25 Contributions, gifts, grants paid . . . . .	12,600.			12,600.
26 Total expenses and disbursements. Add lines 24 and 25	16,849.	4,186.	NONE	12,600.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements . . . . .	9,177.			
b Net investment income (if negative, enter -0-) . . . . .		21,840.		
c Adjusted net income (if negative, enter -0-) . . . . .				

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

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**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	7,492.	7,822.	7,822.
	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) . . . . .	117,576.	120,882.	119,281.
	b Investments - corporate stock (attach schedule) . . . . .	131,227.	136,769.	136,351.
	c Investments - corporate bonds (attach schedule) . . . . .			
	11 Investments - land, buildings, and equipment basis . . . . .			
Less: accumulated depreciation (attach schedule) ▶ . . . . .				
12 Investments - mortgage loans . . . . .				
13 Investments - other (attach schedule) . . . . .				
14 Land, buildings, and equipment basis . . . . .				
Less: accumulated depreciation (attach schedule) ▶ . . . . .				
15 Other assets (describe ▶ . . . . .)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	256,295.	265,473.	263,454.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ . . . . .)			
23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶</b> <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶</b> <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .	256,295.	265,473.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30 <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	256,295.	265,473.	
31 <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	256,295.	265,473.		

**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	256,295.
2 Enter amount from Part I, line 27a . . . . .	2	9,177.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8 . . . . .	3	1.
4 Add lines 1, 2, and 3 . . . . .	4	265,473.
5 Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6 <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	265,473.

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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.)
<b>1a SEE PART IV DETAIL</b>					
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) . . . . .			2	20,822.	
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. . . . .					

**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			
2007			
2006			
2005			
2004			

<b>2</b> Total of line 1, column (d) . . . . .	<b>2</b>	
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .	<b>3</b>	
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .	<b>4</b>	
<b>5</b> Multiply line 4 by line 3 . . . . .	<b>5</b>	
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	<b>6</b>	
<b>7</b> Add lines 5 and 6 . . . . .	<b>7</b>	
<b>8</b> 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.	<b>8</b>	

**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	437.
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	437.
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	437.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009 . . . . .	6a		
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		NONE
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		437.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10		
11 Enter the amount of line 10 to be. Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> . . . . .	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (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? . . . . .		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 type="checkbox"/> STMT 9		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) . . . . .	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address <b>▶</b> <u>N/A</u>				
14	The books are in care of <b>▶</b> <u>TD Bank, N.A.</u> Telephone no <b>▶</b> <u>(603) 229-5990</u>			
	Located at <b>▶</b> <u>143 NORTH MAIN STREET, CONCORD, NH</u> ZIP + 4 <b>▶</b> <u>03301</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <b>▶</b> <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>▶</b> <u>15</u>			

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

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

	Yes	No
<b>1a</b> During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . . <input type="checkbox"/> <b>1b</b>		
Organizations relying on a current notice regarding disaster assistance check here <b>▶</b> <input type="checkbox"/>		
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? . . . . . <b>1c</b>		X
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
<b>a</b> At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b> _____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) . . . . . <b>2b</b>		X
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <b>▶</b> _____		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) . . . . . <b>3b</b>		
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . <b>4a</b>		X
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? . . . . . <b>4b</b>		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. X

**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 10		3,504.	-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) Contribution 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	
<b>Total. Add lines 1 through 3</b> . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	250,360.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	8,428.
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	258,788.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	258,788.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	3,882.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	254,906.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	12,745.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	12,745.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	437.
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	437.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	12,308.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	12,308.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	12,308.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	12,600.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	12,600.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	12,600.

**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
<b>1</b> Distributable amount for 2009 from Part XI, line 7 . . . . .				12,308.
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only . . . . .			NONE	
<b>b</b> Total for prior years 20 <u>07</u> , 20 <u>  </u> , 20 <u>  </u>		NONE		
<b>3</b> Excess distributions carryover, if any, to 2009:				
<b>a</b> From 2004 . . . . .	NONE			
<b>b</b> From 2005 . . . . .	NONE			
<b>c</b> From 2006 . . . . .	NONE			
<b>d</b> From 2007 . . . . .	736.			
<b>e</b> From 2008 . . . . .	64.			
<b>f</b> Total of lines 3a through e . . . . .	800.			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4: ► \$ <u>12,600.</u>				
<b>a</b> Applied to 2008, but not more than line 2a . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . .	NONE			
<b>d</b> Applied to 2009 distributable amount . . . . .				12,308.
<b>e</b> Remaining amount distributed out of corpus . .	292.			
<b>5</b> Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,092.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010. . . . .				NONE
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	1,092.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2005 . . .	NONE			
<b>b</b> Excess from 2006 . . .	NONE			
<b>c</b> Excess from 2007 . . .	736.			
<b>d</b> Excess from 2008 . . .	64.			
<b>e</b> Excess from 2009 . . .	292.			

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

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

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

4942(j)(3) or

4942(j)(5)

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

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

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

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

N/A

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

N/A

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

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

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

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year  SEE STATEMENT 14				
<b>Total . . . . .</b>			<b>▶ 3a</b>	12,600.
<b>b</b> Approved for future payment				
<b>Total . . . . .</b>			<b>▶ 3b</b>	



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

- |          |  |              |            |           |
|----------|--|--------------|------------|-----------|
| <b>1</b> | 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?  |              | <b>Yes</b> | <b>No</b> |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |            |           |
|          | (1) Cash . . . . .   | <b>1a(1)</b> |            | X         |
|          | (2) Other assets . . . . .   | <b>1a(2)</b> |            | X         |
| <b>b</b> | Other transactions:  |              |            |           |
|          | (1) Sales of assets to a noncharitable exempt organization . . . . .   | <b>1b(1)</b> |            | X         |
|          | (2) Purchases of assets from a noncharitable exempt organization . . . . .   | <b>1b(2)</b> |            | X         |
|          | (3) Rental of facilities, equipment, or other assets . . . . .   | <b>1b(3)</b> |            | X         |
|          | (4) Reimbursement arrangements . . . . .   | <b>1b(4)</b> |            | X         |
|          | (5) Loans or loan guarantees . . . . .   | <b>1b(5)</b> |            | X         |
|          | (6) Performance of services or membership or fundraising solicitations . . . . .   | <b>1b(6)</b> |            | X         |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .   | <b>1c</b>    |            | X         |
| <b>d</b> | 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

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.

**Sign Here**

Preparer's  
signature

Date \_\_\_\_\_

Check if self-employed ☐

EIN

**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 LONG-TERM CAPITAL GAIN DIVIDENDS				93.	
411.00		30.429 ARTIO TOTAL RETURN BOND FD-I #152 PROPERTY TYPE: SECURITIES 406.00				04/16/2008 5.00	02/10/2010
602.00		44.069 ARTIO TOTAL RETURN BOND FD-I #152 PROPERTY TYPE: SECURITIES 585.00				12/08/2006 17.00	06/11/2010
205.00		14.934 ARTIO TOTAL RETURN BOND FD-I #152 PROPERTY TYPE: SECURITIES 198.00				12/08/2006 7.00	06/24/2010
252.00		18.208 ARTIO TOTAL RETURN BOND FD-I #152 PROPERTY TYPE: SECURITIES 242.00				12/08/2006 10.00	07/16/2010
987.00		69.323 ARTIO TOTAL RETURN BOND FD-I #152 PROPERTY TYPE: SECURITIES 946.00				04/16/2010 41.00	10/18/2010
11,197.00		786.284 ARTIO TOTAL RETURN BOND FD-I #15 PROPERTY TYPE: SECURITIES 10,418.00				10/16/2009 779.00	10/18/2010
257.00		6.081 BARON ASSET FD GROWTH & INC PROPERTY TYPE: SECURITIES 307.00				12/08/2006 -50.00	01/19/2010
1,114.00		24.352 BARON ASSET FD GROWTH & INC PROPERTY TYPE: SECURITIES 1,230.00				12/08/2006 -116.00	04/16/2010
139.00		3.368 BARON ASSET FD GROWTH & INC PROPERTY TYPE: SECURITIES 170.00				12/08/2006 -31.00	07/16/2010
608.00		13.396 BARON ASSET FD GROWTH & INC PROPERTY TYPE: SECURITIES 551.00				06/11/2010 57.00	10/18/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
12,803.00		281.998 BARON ASSET FD GROWTH & INC PROPERTY TYPE: SECURITIES 12,901.00					01/16/2009 -98.00	10/18/2010
675.00		15.134 COLUMBIA VALUE & RESTRUCTURING FU PROPERTY TYPE: SECURITIES 801.00					12/08/2006 -126.00	01/19/2010
2,280.00		49.738 COLUMBIA VALUE & RESTRUCTURING FU PROPERTY TYPE: SECURITIES 2,632.00					12/08/2006 -352.00	04/16/2010
236.00		5.888 COLUMBIA VALUE & RESTRUCTURING FUN PROPERTY TYPE: SECURITIES 312.00					12/08/2006 -76.00	06/24/2010
315.00		7.983 COLUMBIA VALUE & RESTRUCTURING FUN PROPERTY TYPE: SECURITIES 422.00					12/08/2006 -107.00	07/16/2010
6,979.00		152.276 COLUMBIA VALUE & RESTRUCTURING F PROPERTY TYPE: SECURITIES 6,172.00					06/11/2010 807.00	10/18/2010
24,165.00		527.27 COLUMBIA VALUE & RESTRUCTURING FU PROPERTY TYPE: SECURITIES 22,493.00					01/16/2009 1,672.00	10/18/2010
139.00		4.332 DAVIS NY VENTURE FD INC CL Y PROPERTY TYPE: SECURITIES 184.00					10/16/2007 -45.00	01/19/2010
629.00		18.934 DAVIS NY VENTURE FD INC CL Y PROPERTY TYPE: SECURITIES 806.00					10/16/2007 -177.00	04/16/2010
189.00		6.289 DAVIS NY VENTURE FD INC CL Y PROPERTY TYPE: SECURITIES 268.00					10/16/2007 -79.00	06/24/2010
292.00		9.784 DAVIS NY VENTURE FD INC CL Y PROPERTY TYPE: SECURITIES 416.00					10/16/2007 -124.00	07/16/2010



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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)	
1,070.00		32.532 DAVIS NY VENTURE FD INC CL Y PROPERTY TYPE: SECURITIES 984.00				06/11/2010 86.00	10/18/2010
12,362.00		375.969 DAVIS NY VENTURE FD INC CL Y PROPERTY TYPE: SECURITIES 14,152.00				01/16/2009 -1,790.00	10/18/2010
769.00		70.306 FEDERATED TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 749.00				04/16/2008 20.00	02/10/2010
1,248.00		112.957 FEDERATED TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 1,201.00				12/08/2006 47.00	06/11/2010
348.00		31.264 FEDERATED TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 332.00				12/08/2006 16.00	06/24/2010
567.00		50.55 FEDERATED TOTAL RETURN BOND FUND I PROPERTY TYPE: SECURITIES 537.00				12/08/2006 30.00	07/16/2010
1,747.00		152.828 FEDERATED TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES 1,692.00				04/16/2010 55.00	10/18/2010
22,371.00		1957.215 FEDERATED TOTAL RETURN BOND FUN PROPERTY TYPE: SECURITIES 20,774.00				10/16/2009 1,597.00	10/18/2010
88.00		4.045 FIDELITY ADVISOR EMERGING MARKET C PROPERTY TYPE: SECURITIES 124.00				10/16/2007 -36.00	01/19/2010
2,109.00		108.29 FIDELITY ADVISOR EMERGING MARKET PROPERTY TYPE: SECURITIES 3,015.00				10/16/2008 -906.00	02/10/2010
275.00		12.535 FIDELITY ADVISOR EMERGING MARKET PROPERTY TYPE: SECURITIES 166.00				10/16/2008 109.00	04/16/2010

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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)	
171.00		8.503 FIDELITY ADVISOR EMERGING MARKET C PROPERTY TYPE: SECURITIES 112.00				10/16/2008 59.00	06/24/2010
55.00		2.764 FIDELITY ADVISOR EMERGING MARKET C PROPERTY TYPE: SECURITIES 37.00				10/16/2008 18.00	07/16/2010
382.00		15.998 FIDELITY ADVISOR EMERGING MARKET PROPERTY TYPE: SECURITIES 314.00				06/11/2010 68.00	10/18/2010
4,047.00		169.528 FIDELITY ADVISOR EMERGING MARKET PROPERTY TYPE: SECURITIES 2,129.00				01/16/2009 1,918.00	10/18/2010
116.00		5.88 HARTFORD MUT FDS INC MIDCAP FD CL Y PROPERTY TYPE: SECURITIES 120.00				06/11/2010 -4.00	07/16/2010
4,083.00		186.115 HARTFORD MUT FDS INC MIDCAP FD C PROPERTY TYPE: SECURITIES 3,812.00				06/11/2010 271.00	10/18/2010
5,620.00		421.275 MFS RESEARCH INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 7,368.00				03/17/2008 -1,748.00	02/10/2010
165.00		11.35 MFS RESEARCH INTERNATIONAL FUND I PROPERTY TYPE: SECURITIES 199.00				03/17/2008 -34.00	04/16/2010
210.00		16.106 MFS RESEARCH INTERNATIONAL FUND I PROPERTY TYPE: SECURITIES 282.00				03/17/2008 -72.00	06/24/2010
275.00		20.933 MFS RESEARCH INTERNATIONAL FUND I PROPERTY TYPE: SECURITIES 366.00				03/17/2008 -91.00	07/16/2010
994.00		64.473 MFS RESEARCH INTERNATIONAL FUND I PROPERTY TYPE: SECURITIES 865.00				06/11/2010 129.00	10/18/2010

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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)	
6,160.00		399.475 MFS RESEARCH INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 5,248.00				04/16/2009 912.00	10/18/2010
1,717.00		157.191 PIMCO TOTAL RETURN FUND #35 PROPERTY TYPE: SECURITIES 1,673.00				04/16/2008 44.00	02/10/2010
2,638.00		237.222 PIMCO TOTAL RETURN FUND #35 PROPERTY TYPE: SECURITIES 2,493.00				12/08/2006 145.00	06/11/2010
736.00		65.728 PIMCO TOTAL RETURN FUND #35 PROPERTY TYPE: SECURITIES 691.00				12/08/2006 45.00	06/24/2010
1,218.00		107.501 PIMCO TOTAL RETURN FUND #35 PROPERTY TYPE: SECURITIES 1,130.00				12/08/2006 88.00	07/16/2010
3,766.00		322.197 PIMCO TOTAL RETURN FUND #35 PROPERTY TYPE: SECURITIES 3,570.00				04/16/2010 196.00	10/18/2010
45,131.00		3860.65 PIMCO TOTAL RETURN FUND #35 PROPERTY TYPE: SECURITIES 40,392.00				10/16/2009 4,739.00	10/18/2010
1,243.00		44.458 T ROWE PRICE GROWTH STOCK FUND PROPERTY TYPE: SECURITIES 1,429.00				12/08/2006 -186.00	01/19/2010
3,024.00		103.412 T ROWE PRICE GROWTH STOCK FUND PROPERTY TYPE: SECURITIES 3,324.00				12/08/2006 -300.00	04/16/2010
459.00		17.258 T ROWE PRICE GROWTH STOCK FUND PROPERTY TYPE: SECURITIES 555.00				12/08/2006 -96.00	06/24/2010
409.00		15.692 T ROWE PRICE GROWTH STOCK FUND PROPERTY TYPE: SECURITIES 504.00				12/08/2006 -95.00	07/16/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
10,857.00		360.232 T ROWE PRICE GROWTH STOCK FUND PROPERTY TYPE: SECURITIES 9,378.00					06/11/2010 1,479.00	10/18/2010
31,332.00		1039.55 T ROWE PRICE GROWTH STOCK FUND PROPERTY TYPE: SECURITIES 29,839.00					01/16/2009 1,493.00	10/18/2010
119.00		2.444 PRICE T ROWE MIDCAP GROWTH PROPERTY TYPE: SECURITIES 93.00					07/01/2009 26.00	01/19/2010
634.00		11.897 PRICE T ROWE MIDCAP GROWTH PROPERTY TYPE: SECURITIES 472.00					02/10/2010 162.00	04/16/2010
6,266.00		125.213 PRICE T ROWE MIDCAP GROWTH PROPERTY TYPE: SECURITIES 4,777.00					07/01/2009 1,489.00	06/11/2010
215.00		21.031 TD ASSET MGMT SHORT TERM BOND #4 PROPERTY TYPE: SECURITIES 213.00					01/16/2009 2.00	02/10/2010
330.00		32.337 TD ASSET MGMT SHORT TERM BOND #4 PROPERTY TYPE: SECURITIES 327.00					01/16/2009 3.00	06/11/2010
38.00		3.716 TD ASSET MGMT SHORT TERM BOND #4 PROPERTY TYPE: SECURITIES 38.00					01/16/2009 06/24/2010	
116.00		11.293 TD ASSET MGMT SHORT TERM BOND #4 PROPERTY TYPE: SECURITIES 114.00					07/01/2009 2.00	07/16/2010
518.00		31.206 VANGUARD SELECTED VALUE FD #934 PROPERTY TYPE: SECURITIES 362.00					01/16/2009 156.00	01/19/2010
1,476.00		83.593 VANGUARD SELECTED VALUE FD #934 PROPERTY TYPE: SECURITIES 971.00					01/16/2009 505.00	04/16/2010

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**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
66.00		4.092 VANGUARD SELECTED VALUE FD #934 PROPERTY TYPE: SECURITIES 48.00					01/16/2009 18.00	06/24/2010
215.00		13.562 VANGUARD SELECTED VALUE FD #934 PROPERTY TYPE: SECURITIES 157.00					01/16/2009 58.00	07/16/2010
1,063.00		60.096 VANGUARD SELECTED VALUE FD #934 PROPERTY TYPE: SECURITIES 972.00					06/11/2010 91.00	10/18/2010
19,295.00		1091.294 VANGUARD SELECTED VALUE FD #934 PROPERTY TYPE: SECURITIES 12,670.00					01/16/2009 6,625.00	10/18/2010
1,215.00		113.041 VANGUARD GNMA FUND #36 PROPERTY TYPE: SECURITIES 1,201.00					01/16/2009 14.00	02/10/2010
2,153.00		196.764 VANGUARD GNMA FUND #36 PROPERTY TYPE: SECURITIES 2,092.00					04/16/2009 61.00	06/11/2010
329.00		29.962 VANGUARD GNMA FUND #36 PROPERTY TYPE: SECURITIES 318.00					01/16/2009 11.00	06/24/2010
684.00		61.973 VANGUARD GNMA FUND #36 PROPERTY TYPE: SECURITIES 658.00					01/16/2009 26.00	07/16/2010
3,007.00		271.174 VANGUARD GNMA FUND #36 PROPERTY TYPE: SECURITIES 2,914.00					04/16/2010 93.00	10/18/2010
26,666.00		2404.49 VANGUARD GNMA FUND #36 PROPERTY TYPE: SECURITIES 25,499.00					10/16/2009 1,167.00	10/18/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS) .....		.....					----- 20,822. =====	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
TD ASSET MGMT US GOVT PORT INSTL #2	3.	3.
	-----	-----
TOTAL	3.	3.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ARTIO TOTAL RETURN BOND FD-I #1524	403.	403.
COLUMBIA VALUE & RESTRUCTURING FUND #205	412.	412.
FEDERATED TOTAL RETURN BOND FUND INSTITU	953.	953.
FIDELITY ADVISOR EMERGING MARKET CLASS I	82.	82.
FIDELITY SPARTAN HIGH INCOME	116.	116.
MFS RESEARCH INTERNATIONAL FUND I FUND #	222.	222.
PIMCO TOTAL RETURN FUND #35	1,329.	1,329.
PIMCO INVESTMENT GRADE CORP BOND FUND CL	66.	66.
T ROWE PRICE GROWTH STOCK FUND	61.	61.
PRICE T ROWE MIDCAP GROWTH	4.	4.
TDAM INSTL MUNI MM FD INSTL CL #9	1.	1.
TD ASSET MGMT SHORT TERM BOND #4	141.	141.
VANGUARD SELECTED VALUE FD #934	295.	295.
VANGUARD GNMA FUND #36	1,092.	1,092.
VANGUARD INTERMEDIATE TERM TREASURY FUND	24.	24.
	-----	-----
TOTAL	5,201.	5,201.
	=====	=====



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	575.	575.		
TOTALS	575.	575.	NONE	NONE
	=====	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
990-PF TAXES	63.	
FOREIGN TAXES ON QUALIFIED FOR	21.	21.
FOREIGN TAXES ON NONQUALIFIED	11.	11.
	-----	-----
TOTALS	95.	32.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
STATE/PROBATE FEES	75.	75.
TOTALS	75.	75.
	=====	=====

JAMES F KELLY AND FERNANDE KELLY CHARITABLE

03-6117463

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
1778.560 FIDELITY HIGH INCOME	15,954.	15,811.
3120.306 PIMCO INVESTMENT GRAD	37,225.	36,383.
2192.148 TD ASSET MGMT SHORT T	22,501.	22,557.
2435.338 VANGUARD INTERMEDIATE	29,248.	28,834.
1173.065 VANGUARD INFLATION PR	15,954.	15,696.
	-----	-----
TOTALS	120,882.	119,281.
	=====	=====

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
1982.145 ASTON FDS MONTAG & CA	45,867.	46,164.
485.741 INVESCO INTERNATIONAL	13,295.	12,848.
110.743 BUFFALO SMALL CAP FD	2,659.	2,687.
457.479 DODGE & COX STK FD 145	45,867.	45,817.
147.310 FIDELITY SELECT PORTFO	7,977.	8,139.
222.431 HARBOR INTERNATIONAL	13,295.	12,547.
121.635 HARTFORD MUT FDS INC	2,491.	2,733.
125.009 PERKINS MID CAP VALUE	2,659.	2,685.
137.698 ROYCE SPECIAL EQUITY	2,659.	2,731.
	-----	-----
TOTALS	136,769.	136,351.
	=====	=====

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

ROUNDING/ACCRUAL ADJUSTMENT

1.

TOTAL

1.  
=====

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

NH

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

## OFFICER NAME:

TD Bank, N.A.

## ADDRESS:

PO Box 477

Concord, NH 03302-0477

## TITLE:

Trustee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 3,504.

TOTAL COMPENSATION:

3,504.

=====



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

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	244,254.	9,752.	
FEBRUARY	248,564.	9,081.	
MARCH	257,350.	9,254.	
APRIL	259,865.	10,351.	
MAY	249,275.	10,402.	
JUNE	240,923.	2,981.	
JULY	245,985.	7,700.	
AUGUST	240,540.	7,752.	
SEPTEMBER	253,570.	8,000.	
OCTOBER	258,078.	9,805.	
NOVEMBER	255,632.	7,822.	
DECEMBER	250,288.	8,232.	
	-----	-----	-----
TOTAL	3,004,324.	101,132.	
	=====	=====	=====
AVERAGE FMV	250,360.	8,428.	
	=====	=====	=====

RECIPIENT NAME:

Monique Brown

ADDRESS:

PO Box 477

Concord, NH 03302-0477

RECIPIENT'S PHONE NUMBER: 603-229-5990

FORM, INFORMATION AND MATERIALS:

None

SUBMISSION DEADLINES:

None

RESTRICTIONS OR LIMITATIONS ON AWARDS:

Organizations that can receive deductible charitable  
contributions under IRC 170 (c) (2)

RECIPIENT NAME:  
GREATER NASHUA MENTAL HEALTH  
ATTN: HISHAM HAFEZ, MD  
ADDRESS:  
7 PROSPECT STREET  
NASHUA, NH 03060  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
8TH ANNUAL NATIONAL MENTAL HEALTH MONTH  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
CAREGIVERS, INC  
MAIN OFFICE  
ADDRESS:  
960 AUBURN STREET  
MANCHESTER, NH 0303  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
HELPING THE FRAIL/ELDERLY AND ANNUAL APPEAL  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
MERRRIMACK CONCERT ASSOCIATION  
ADDRESS:  
PO BOX 461  
MERRIMACK, NH 03054  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
COMMEMORATE 20TH ANNIVERSARY  
FOUNDATION STATUS OF RECIPIENT:  
501(C)(3)  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:

MARGUERITE'S PLACE

ADDRESS:

87 PALM STREET

NASHUA, NH 03060-3828

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT TRANSITIONAL HOUSING PROGRAM

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID ..... 2,100.

RECIPIENT NAME:

COLONIAL THEATRE

C/O CINDY RODENHAUSER

ADDRESS:

PO BOX 77

KEENE, NH 03431

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT STUDENT MATINEE SERIES

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:

AMERICAN RED CROSS

ADDRESS:

29 CONCORD STREET

NASHUA, NH 03064

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT DISASTER RELIEF AND EMERGENCY SERVICE

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID ..... 1,000.

TOTAL GRANTS PAID:

12,600.

=====

03-6117463

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JAMES F KELLY AND FERNANDE KELLY CHARITABLE  
Schedule D Detail of Long-term Capital Gains and Losses

03-6117463

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
30.429 ARTIO TOTAL RETURN	04/16/2008	02/10/2010	411.00	406.00	5.00
44.069 ARTIO TOTAL RETURN	12/08/2006	06/11/2010	602.00	585.00	17.00
14.934 ARTIO TOTAL RETURN	12/08/2006	06/24/2010	205.00	198.00	7.00
18.208 ARTIO TOTAL RETURN	12/08/2006	07/16/2010	252.00	242.00	10.00
786.284 ARTIO TOTAL RETURN					
BOND FD-I #1524	10/16/2009	10/18/2010	11,197.00	10,418.00	779.00
6.081 BARON ASSET FD	12/08/2006	01/19/2010	257.00	307.00	-50.00
24.352 BARON ASSET FD	12/08/2006	04/16/2010	1,114.00	1,230.00	-116.00
3.368 BARON ASSET FD	12/08/2006	07/16/2010	139.00	170.00	-31.00
281.998 BARON ASSET FD	01/16/2009	10/18/2010	12,803.00	12,901.00	-98.00
15.134 COLUMBIA VALUE & RESTRUCTURING FUND #2051	12/08/2006	01/19/2010	675.00	801.00	-126.00
49.738 COLUMBIA VALUE & RESTRUCTURING FUND #2051	12/08/2006	04/16/2010	2,280.00	2,632.00	-352.00
5.888 COLUMBIA VALUE & RESTRUCTURING FUND #2051	12/08/2006	06/24/2010	236.00	312.00	-76.00
7.983 COLUMBIA VALUE & RESTRUCTURING FUND #2051	12/08/2006	07/16/2010	315.00	422.00	-107.00
527.27 COLUMBIA VALUE & RESTRUCTURING FUND #2051	01/16/2009	10/18/2010	24,165.00	22,493.00	1,672.00
4.332 DAVIS NY VENTURE FD	10/16/2007	01/19/2010	139.00	184.00	-45.00
18.934 DAVIS NY VENTURE FD	10/16/2007	04/16/2010	629.00	806.00	-177.00
6.289 DAVIS NY VENTURE FD	10/16/2007	06/24/2010	189.00	268.00	-79.00
9.784 DAVIS NY VENTURE FD	10/16/2007	07/16/2010	292.00	416.00	-124.00
375.969 DAVIS NY VENTURE 70.306 FEDERATED TOTAL	01/16/2009	10/18/2010	12,362.00	14,152.00	-1,790.00
RETURN BOND FUND INSTITUTIONAL SHARES	04/16/2008	02/10/2010	769.00	749.00	20.00
112.957 FEDERATED TOTAL					
RETURN BOND FUND INSTITUTIONAL SHARES	02/08/2006	06/11/2010	1,248.00	1,201.00	47.00
31.264 FEDERATED TOTAL					
RETURN BOND FUND INSTITUTIONAL SHARES	02/08/2006	06/24/2010	348.00	332.00	16.00
50.55 FEDERATED TOTAL					
Totals RETURN BOND FUND INSTITUTIONAL SHARES					

JAMES F KELLY AND FERNANDE KELLY CHARITABLE  
Schedule D Detail of Long-term Capital Gains and Losses

03-6117463

Description	Date 12/30/2006	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
1957.215 FEDERATED TOTAL		07/16/2010	567.00	537.00	30.00
RETURN BOND FUND INSTITUTIONAL SHARE	10/16/2009	10/18/2010	22,371.00	20,774.00	1,597.00
4.045 FIDELITY ADVISOR					
EMERGING MARKET CLASS I FUND #1290	10/16/2007	01/19/2010	88.00	124.00	-36.00
108.29 FIDELITY ADVISOR					
EMERGING MARKET CLASS I FUND #1290	10/16/2008	02/10/2010	2,109.00	3,015.00	-906.00
12.535 FIDELITY ADVISOR					
EMERGING MARKET CLASS I FUND #1290	10/16/2008	04/16/2010	275.00	166.00	109.00
8.503 FIDELITY ADVISOR					
EMERGING MARKET CLASS I FUND #1290	10/16/2008	06/24/2010	171.00	112.00	59.00
2.764 FIDELITY ADVISOR					
EMERGING MARKET CLASS I FUND #1290	10/16/2008	07/16/2010	55.00	37.00	18.00
169.528 FIDELITY ADVISOR					
EMERGING MARKET CLASS I FUND #1290	01/16/2009	10/18/2010	4,047.00	2,129.00	1,918.00
421.275 MFS RESEARCH					
INTERNATIONAL FUND I FUND #899	03/17/2008	02/10/2010	5,620.00	7,368.00	-1,748.00
11.35 MFS RESEARCH					
INTERNATIONAL FUND I FUND #899	03/17/2008	04/16/2010	165.00	199.00	-34.00
16.106 MFS RESEARCH					
INTERNATIONAL FUND I FUND #899	03/17/2008	06/24/2010	210.00	282.00	-72.00
20.933 MFS RESEARCH					
INTERNATIONAL FUND I FUND #899	03/17/2008	07/16/2010	275.00	366.00	-91.00
399.475 MFS RESEARCH					
INTERNATIONAL FUND I FUND #899	04/16/2009	10/18/2010	6,160.00	5,248.00	912.00
157.191 PIMCO TOTAL RETURN	04/16/2008	02/10/2010	1,717.00	1,673.00	44.00
237.222 PIMCO TOTAL RETURN	12/08/2006	06/11/2010	2,638.00	2,493.00	145.00
65.728 PIMCO TOTAL RETURN	12/08/2006	06/24/2010	736.00	691.00	45.00
107.501 PIMCO TOTAL RETURN	12/08/2006	07/16/2010	1,218.00	1,130.00	88.00
3860.65 PIMCO TOTAL RETURN	10/16/2009	10/18/2010	45,131.00	40,392.00	4,739.00
44.458 T ROWE PRICE GROWTH	12/08/2006	01/19/2010	1,243.00	1,429.00	-186.00
103.412 T ROWE PRICE	12/08/2006	04/16/2010	3,024.00	3,324.00	-300.00
17.258 T ROWE PRICE GROWTH	12/08/2006	06/24/2010	459.00	555.00	-96.00
15.692 T ROWE PRICE GROWTH	12/08/2006	07/16/2010	409.00	504.00	-95.00
1039.55 T ROWE PRICE	01/16/2009	10/18/2010	31,332.00	29,839.00	1,493.00
<b>Totals</b>					

03-6117463

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

## 15% RATE CAPITAL GAIN DIVIDENDS

FEDERATED TAX FREE OBLIGATIONS

TD ASSET MGMT SHORT TERM BOND #4

9.00

VANGUARD GNMA FUND #36

84.00  
-----

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

93.00  
-----

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

93.00  
=====