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

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning

, 2010, and ending

G Check all that apply

 Initial return Initial Return of a former public charity Final return Amended return Address change Name change

ANNE WHITEMAN RICHARDSON RESIDUARY
c/o Acadia Trust, NA
511 Congress Street - Ninth Floor
Portland, ME 04101

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) J Accounting method Cash Accrual
 Other (specify)
► \$ 1,644,525. (Part I, column (d) must be on cash basis)

A Employer identification number

01-6145027

B Telephone number (see the instructions)

207-619-8600

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► **Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)	166,872.	166,872.	52,230.	
	2 Ck ► <input checked="" type="checkbox"/> if the found is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	46,184.	46,184.	46,184.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	120,688.			
	b Gross sales price for all assets on line 6a	471,334.			
	7 Capital gain net income (from Part IV, line 2)		120,688.		
	8 Net short-term capital gain			6,046.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	166,872.	166,872.	52,230.	
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	6,000.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	15,407.	15,407.	15,407.	
	c Other prof fees (attach sch) See St 2	640.			
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Stm 3	5,534.	418.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 4	20.			
	24 Total operating and administrative expenses. Add lines 13 through 23	27,601.	15,825.	15,407.	
	25 Contributions, gifts, grants paid Part XV	76,761.			76,761.
	26 Total expenses and disbursements. Add lines 24 and 25	104,362.	15,825.	15,407.	76,761.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	62,510.			
	b Net investment income (if negative, enter -0)		151,047.		
	c Adjusted net income (if negative, enter -0)			36,823.	

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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	136,365.	92,388.	92,388.
	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 the instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule) Statement 5	270,130.	301,989.	314,663.
	b	Investments – corporate stock (attach schedule) Statement 6	677,130.	800,493.	1,007,446.
	c	Investments – corporate bonds (attach schedule) Statement 7	149,821.	99,821.	108,175.
	11	Investments – land, buildings, and equipment: basis ►			
LIABILITIES		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) Statement 8	120,012.	121,187.	121,853.
	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 instructions Also, see page 1, item I))	1,353,458.	1,415,878.	1,644,525.
NET ASSETS	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►))			
	23	Total liabilities (add lines 17 through 22))	0.	0.	
		Foundations that follow SFAS 117, check here 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. ►	X		
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see the instructions)	1,353,458.	1,415,878.	
	31	Total liabilities and net assets/fund balances (see the instructions)	1,353,458.	1,415,878.	

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	1,353,458.
2	Enter amount from Part I, line 27a	2	62,510.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,415,968.
5	Decreases not included in line 2 (itemize) ► See Statement 9	5	90.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,415,878.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 10				
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 (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (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	120,688.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	6,046.
If gain, also enter in Part I, line 8, column (c) (see 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)

N/A

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 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 (column (b) divided by column (c))
2009			
2008			
2007			
2006			
2005			

- 2 Total of line 1, column (d) 2
- 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
- 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 4
- 5 Multiply line 4 by line 3 5
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6
- 7 Add lines 5 and 6 7
- 8 Enter qualifying distributions from Part XII, line 4 8

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

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

1 a	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 letter if necessary – see instr.)		
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 3,021.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	
3	Add lines 1 and 2	2 0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3 3,021.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	4 0.
6	Credits/Payments	5 3,021.
a	2010 estimated tax pmts and 2009 overpayment credited to 2010	6a 2,400.
b	Exempt foreign organizations – tax withheld at source	6b
c	Tax paid with application for extension of time to file (Form 8868)	6c
d	Backup withholding erroneously withheld	6d
7	Total credits and payments Add lines 6a through 6d	7 2,400.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8 5.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 626.
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 2011 estimated tax ►	11 Refunded

Part VII-A Statements Regarding Activities

1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b <input checked="" type="checkbox"/>
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 <input checked="" type="checkbox"/>
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities	2 <input checked="" type="checkbox"/>
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 <input checked="" type="checkbox"/>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a <input checked="" type="checkbox"/>
b	If 'Yes,' has it filed a tax return on Form 990-T for this year?	4b <input type="checkbox"/> N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T	5 <input checked="" type="checkbox"/>
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 <input checked="" type="checkbox"/>
7	Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	7 <input checked="" type="checkbox"/>
8a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ► ME	8b <input checked="" type="checkbox"/>
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	9 <input checked="" type="checkbox"/>
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	10 <input checked="" type="checkbox"/>
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	

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 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? Website address	13	X
14	The books are in care of ► <u>Acadia Trust, NA</u> Telephone no ► <u>207-619-8600</u> Located at ► <u>511 Congress St - Ninth Floor Portland ME</u> ZIP + 4 ► <u>04101</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A	► 15 N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here	► <input type="checkbox"/>	1b N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see the instructions)		2b N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2010 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 2010)		3b N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(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 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 instructions)?**5b** **N/A**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?**N/A** 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?

If 'Yes' to 6b, file Form 8870

6b **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 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
Christopher Maniatty Acadia Trust NA-511 Congress Portland, ME 04101	1.00	6,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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				

Total number of other employees paid over \$50,000

►

0

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 instructions). If none, enter 'NONE.'

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

Total number of others receiving over \$50,000 for professional services

0

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	<u>Distributions to charitable organizations for their unrestricted use</u>	
2		27,601.
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	N/A	
2		

All other program-related investments See instructions

3 _____

Total. Add lines 1 through 3

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BAA

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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

b Average of monthly cash balances

c Fair market value of all other assets (see instructions)

d **Total** (add lines 1a, b, and c)

e Reduction claimed for blockage or other factors reported on lines 1a and 1c
(attach detailed explanation)

1e 0.

1a	1,550,546.
1b	114,377.
1c	
1d	1,664,923.
2	0.
3	1,664,923.
4	24,974.
5	1,639,949.
6	81,997.

2 Acquisition indebtedness applicable to line 1 assets

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities Enter 1-1/2% of line 3
(for greater amount, see instructions)

5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4

6 **Minimum investment return.** Enter 5% of line 5

Part XI Distributable Amount (see 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 81,997.

2a Tax on investment income for 2010 from Part VI, line 5

2a 3,021.

b Income tax for 2010 (This does not include the tax from Part VI)

2b

c Add lines 2a and 2b

2c 3,021.

3 Distributable amount before adjustments Subtract line 2c from line 1

3 78,976.

4 Recoveries of amounts treated as qualifying distributions

4

5 Add lines 3 and 4

5 78,976.

6 Deduction from distributable amount (see instructions)

6

7 **Distributable amount as adjusted** Subtract line 6 from line 5 Enter here and on Part XIII, line 1

7 78,976.

Part XII Qualifying Distributions (see 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 76,761.

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

3 Amounts set aside for specific charitable projects that satisfy the:

3

a Suitability test (prior IRS approval required)

3a

b Cash distribution test (attach the required schedule)

3b

4 **Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4

4

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 instructions)

5

6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

6

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

BAA

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				78,976.
2 Undistributed income, if any, as of the end of 2010			76,761.	
a Enter amount for 2009 only		0.		
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 76,761.			76,761.	
a Applied to 2009, but not more than line 2a		0.		
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2010 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				78,976.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

Part XV. Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see 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))

None

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

None

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
PROTESTANT EPISCOPAL CHURCH 8 Church St Greenfield, MA 01301,	N/A	None	Unrestricted gifts	25,587.
YALE UNIVERSITY P.O. Box 208231-Yale Station New Haven, CT 06520-8231,	N/A	None	Unrestricted gifts	25,587.
EPISCOPAL DIVINITY SCHOOL 99 Brattle St Cambridge, MA 02138,	N/A	None	Unrestricted gifts	25,587.
Total			► 3a	76,761.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					120,688.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				46,184.	120,688.
13 Total Add line 12, columns (b), (d), and (e)				46,184.	166,872.

(See worksheet in line 13 instructions to verify calculations)

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

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

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of		
(1) Cash	1 a (1)	X
(2) Other assets	1 a (2)	X
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3) Rental of facilities, equipment, or other assets	1 b (3)	X
(4) Reimbursement arrangements	1 b (4)	X
(5) Loans or loan guarantees	1 b (5)	X
(6) Performance of services or membership or fundraising solicitations	1 b (6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c	X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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
N/A		

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

Christopher S. Moncrieff

15/5/11
Date

TRUSTEE

Signature of officer or trustee		Date	Title	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if <input checked="" type="checkbox"/> if self-employed
	David R. Hawkes	<i>David R. Hawkes</i>	4/20/11	PTIN N/A
	Firm's name	► HAWKES & QUIRK LLC	Firm's EIN ► N/A	
	Firm's address	► 66 MAIN ST STE 303 ELLSWORTH, ME 04605	Phone no (207) 667-2581	

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Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management fees	\$ 15,407.	\$ 15,407.	\$ 15,407.	
Total	<u>\$ 15,407.</u>	<u>\$ 15,407.</u>	<u>\$ 15,407.</u>	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Return preparation	\$ 640.	\$ 0.	\$ 0.	
Total	<u>\$ 640.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	\$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2009 Federal Income Tax	\$ 309.			
Estimated Tax Payments	2,400.			
Foreign tax	418.	\$ 418.		
Form 990PF-2009	2,407.			
Total	<u>\$ 5,534.</u>	<u>\$ 418.</u>	<u>\$ 0.</u>	\$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Public Notification	\$ 20.	\$ 0.	\$ 0.	
Total	<u>\$ 20.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	\$ 0.

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Statement 5
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Federal Farm Credit Bank	Cost	\$ 34,537.	\$ 37,538.
Federal Farm Credit Bank	Cost	15,386.	16,406.
Federal Home Loan Bank	Cost	50,077.	51,469.
Federal Farm Credit Bank	Cost	50,045.	52,484.
Federal Home Loan Bank	Cost	50,970.	53,344.
Federal Farm Credit Bank	Cost	50,974.	53,156.
Federal Home Loan Bank	Cost	50,000.	50,266.
		\$ 301,989.	\$ 314,663.
	Total	\$ 301,989.	\$ 314,663.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Chevron-Texaco Corp	Cost	\$ 12,677.	\$ 38,781.
Emerson Electric Co	Cost	0.	0.
Exxon Mobil Corp	Cost	11,537.	40,216.
Genuine Parts Co	Cost	14,260.	20,536.
International Business Machines	Cost	0.	0.
Johnson & Johnson	Cost	29,675.	61,850.
Lockheed Martin Corporation	Cost	23,653.	34,955.
Pepsico Inc	Cost	13,132.	22,866.
Proctor & Gamble Co	Cost	27,148.	29,592.
Accenture Ltd	Cost	13,720.	21,821.
BP plc	Cost	0.	0.
Covidien Ltd	Cost	19,483.	25,341.
Transocean Ltd	Cost	0.	0.
Total Fina Elf SA Adr	Cost	28,824.	25,136.
Honeywell International Inc	Cost	0.	0.
ITT Corp	Cost	27,453.	26,628.
Abbott Laboratories	Cost	30,719.	30,902.
Activision Blizzard Inc	Cost	21,309.	23,076.
AT&T Inc	Cost	18,141.	22,329.
Bank of New York Mellon Corp	Cost	25,612.	29,294.
Baxter International Inc	Cost	19,134.	18,983.
Chubb Corp	Cost	19,770.	29,820.
Consolidated Edison Inc	Cost	18,778.	26,768.
Dominion Resources Inc	Cost	0.	0.
Fluor Corp	Cost	21,210.	32,467.
Kimberly Clark Corp	Cost	19,648.	24,901.
Kroger & Co	Cost	22,344.	23,254.
McDonalds Corp	Cost	0.	0.
Piedmont Natural Gas Company Inc	Cost	21,477.	25,164.
Scana Corporation	Cost	18,394.	26,187.
Wal-Mart Stores Inc	Cost	26,026.	27,774.
Glaxosmithkline PLC ADR	Cost	0.	0.
Teva Pharmaceutical Industries LTD ADR	Cost	22,964.	26,326.
Air Products & Chemicals Inc	Cost	22,304.	26,648.

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Statement 6 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Cisco Systems Inc	Cost	\$ 29,027.	\$ 26,501.
Hewlett Packard Co	Cost	20,390.	21,892.
Hudson City Bancorp Inc	Cost	21,042.	20,511.
Medtronic Inc	Cost	26,228.	28,559.
Microsoft Corp	Cost	20,952.	22,886.
NextEra Energy Inc	Cost	20,601.	21,056.
Omnicom Group Inc	Cost	21,098.	27,022.
The Travelers Companies, Inc	Cost	21,439.	24,234.
Diageo Plc Spon ADR	Cost	21,663.	24,232.
Encana Corp	Cost	21,705.	20,238.
Toyota Motor Corp	Cost	26,956.	28,700.
	Total	<u>\$ 800,493.</u>	<u>\$ 1,007,446.</u>

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Household Finance Corp	Cost	\$ 0.	\$ 0.
Wal-Mart Stores 3.% Bond	Cost	48,977.	51,967.
Pfizer Inc 5.350% Bond	Cost	50,844.	56,208.
	Total	<u>\$ 99,821.</u>	<u>\$ 108,175.</u>

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Securities</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Vanguard Short Term Bond Index	Cost	\$ 121,187.	\$ 121,853.
	Total	<u>\$ 121,187.</u>	<u>\$ 121,853.</u>

Statement 9
Form 990-PF, Part III, Line 5
Other Decreases

Year end timing difference		\$ 90.
	Total	<u>\$ 90.</u>

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Statement 10
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold				
1	Capital Gain Distribution	Purchased	Various	12/31/2010				
2	190 BP Plc	Purchased	10/09/2009	5/14/2010				
3	1350 Comcast Corp	Purchased	2/18/2010	11/02/2010				
4	865 Oracle Corp	Purchased	5/14/2010	10/21/2010				
5	4766.440 Vanguard Short Term Bond Index	Purchased	7/02/2009	2/18/2010				
6	615 Walgreen	Purchased	4/29/2010	6/17/2010				
7	125 Chevron Corporation	Purchased	10/11/1996	4/20/2010				
8	150 Chevron Corporation	Purchased	10/11/1996	2/18/2010				
9	800 Emerson Electric Co	Purchased	3/29/2000	4/28/2010				
10	50000 Household Finance Corp	Purchased	6/03/2003	8/16/2010				
11	50 International Business Machines Corp	Purchased	5/22/1997	9/21/2010				
12	200 International Business Machines Corp	Purchased	7/25/1997	9/21/2010				
13	450 Johnson & Johnson	Purchased	5/22/1997	2/18/2010				
14	400 Johnson & Johnson	Purchased	5/22/1997	4/06/2010				
15	435 Accenture Plc	Purchased	12/18/2008	10/22/2010				
16	200 BP Plc	Purchased	2/15/2008	5/14/2010				
17	550 Dominion Resources Inc	Purchased	1/07/2009	8/05/2010				
18	575 Glaxosmithkline Plc	Purchased	5/22/2009	9/01/2010				
19	580 Honeywell Intl Inc	Purchased	10/10/2008	12/17/2010				
20	360 McDonalds Corp	Purchased	5/07/2009	6/24/2010				
21	200 Transocean Ltd	Purchased	12/18/2008	6/24/2010				
Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	326.		0.	326.				\$ 326.
2	8,824.		9,931.	-1,107.				-1,107.
3	27,788.		21,251.	6,537.				6,537.
4	24,749.		20,568.	4,181.				4,181.
5	50,000.		49,333.	667.				667.
6	17,908.		22,140.	-4,232.				-4,232.
7	10,246.		3,729.	6,517.				6,517.
8	11,014.		4,474.	6,540.				6,540.
9	41,694.		19,440.	22,254.				22,254.
10	50,000.		50,000.	0.				0.
11	6,582.		2,209.	4,373.				4,373.
12	26,326.		10,691.	15,635.				15,635.
13	29,043.		13,354.	15,689.				15,689.
14	26,136.		11,870.	14,266.				14,266.
15	19,849.		13,263.	6,586.				6,586.
16	9,289.		13,354.	-4,065.				-4,065.
17	23,849.		19,655.	4,194.				4,194.
18	22,236.		19,130.	3,106.				3,106.
19	30,794.		17,140.	13,654.				13,654.
20	24,526.		19,096.	5,430.				5,430.
21	10,155.		10,018.	137.				137.
							Total	\$ 120,688.