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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Name of foundation GRACE K. SALMON TRUST 31H023017	**A Employer identification number** 06-6035924
Number and street (or P O box number if mail is not delivered to street address) / Room/suite C/O TD BANK, 178 MAIN ST, PO BOX 174	**B** Telephone number (see page 10 of the instructions) (860) 827-2575
City or town, state, and ZIP code NEW BRITAIN, CT 06050	**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 ▶ ☐
H Check type of organization: ☐ Section 501(c)(3) exempt private foundation ☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,294,603. **J** Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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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))*

	Line	Description	(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 (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	39,137.	39,137.		STMT 1
	4	Dividends and interest from securities	23,698.	23,698.		STMT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	236,043.			
	b	Gross sales price for all assets on line 6a 1,395,438.				
	7	Capital gain net income (from Part IV, line 2)		236,043.		
	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	298,878.	298,878.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	19,596.	13,064.		6,532.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule) STMT 4	750.	500.	NONE	250.
	b	Accounting fees (attach schedule) STMT 5	1,225.	816.	NONE	409.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 6	1,117.	604.		
	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 7	900.	600.		300.
	24	**Total operating and administrative expenses** Add lines 13 through 23	23,588.	15,584.	NONE	7,491.
	25	Contributions, gifts, grants paid	97,333.			97,333.
	26	**Total expenses and disbursements** Add lines 24 and 25	120,921.	15,584.	NONE	104,824.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	177,957.			
	b	**Net investment income** (if negative, enter -0-)		283,294.		
	c	**Adjusted net income** (if negative, enter -0-)				

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For Paperwork Reduction Act Notice, see page 30 of the instructions JSA Form **990-PF** (2010)

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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)

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	123,664.	63,103.	63,103.
	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 15 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) STMT 8	344,001.	348,337.	362,571.
	b	Investments - corporate stock (attach schedule) STMT 9	973,942.	1,220,242.	1,396,235.
	c	Investments - corporate bonds (attach schedule) STMT 12	472,507.	459,552.	472,694.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,914,114.	2,091,234.	2,294,603.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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	1,914,114.	2,091,234.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,914,114.	2,091,234.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,914,114.	2,091,234.	

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	1,914,114.
2	Enter amount from Part I, line 27a	2	177,957.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,092,071.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	837.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,091,234.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr.)
1a	SEE PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) 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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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** 236,043.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).
If (loss), enter -0- in Part I, line 8 . . . . **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	109,030.	1,967,233.	0.05542302310
2008	120,785.	2,018,478.	0.05983964155
2007	128,867.	2,220,891.	0.05802490982
2006	118,092.	2,171,628.	0.05437947936
2005	126,651.	2,190,761.	0.05781141804

2	**Total** of line 1, column (d)	2	0.28547847187
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.05709569437
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,145,000.
5	Multiply line 4 by line 3	5	122,470.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,833.
7	Add lines 5 and 6	7	125,303.
8	Enter qualifying distributions from Part XII, line 4	8	104,824.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	5,666.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	5,666.
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	5,666.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 576.		
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	576.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	5,090.
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** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 14			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
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 ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 15 Telephone no ▶

Located at ▶ ZIP + 4 ▶

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 ▶ 15

		Line	Yes	No
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		X
	See page 20 of 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.

		Line	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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ___ , ___ , ___ , ___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ___ , ___ , ___ , ___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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		
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)*

			Yes	No
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		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ 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 16		19,596.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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 CONTRIBUTIONS TO 23 ORGANIZATIONS DIRECT EXPENSE $97,333 + ALLOCATION OF INDIRECT EXPENSES $7,491	104,824.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,120,046.
b	Average of monthly cash balances	1b	57,619.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,177,665.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,177,665.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	32,665.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,145,000.
6	**Minimum investment return.** Enter 5% of line 5	6	107,250.

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

1	Minimum investment return from Part X, line 6			1	107,250.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	5,666.		
b	Income tax for 2010. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,666.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	101,584.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	101,584.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	101,584.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	104,824.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	104,824.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	104,824.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				101,584.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			NONE	
b Total for prior years 20 08 ,20 ___, 20 ___		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 ...... NONE				
b From 2006 ...... NONE				
c From 2007 ...... NONE				
d From 2008 ...... NONE				
e From 2009 ...... 8,555.				
f **Total** of lines 3a through e	8,555.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 104,824.				
a Applied to 2009, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				101,584.
e Remaining amount distributed out of corpus	3,240.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	11,795.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	11,795.			
10 Analysis of line 9				
a Excess from 2006 ... NONE				
b Excess from 2007 ... NONE				
c Excess from 2008 ... NONE				
d Excess from 2009 ... 8,555.				
e Excess from 2010 ... 3,240.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year (a) 2010	Prior 3 years (b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 17				
Total . . . . . . ▶ **3a**				97,333.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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			14	39,139.	
4 Dividends and interest from securities			14	23,696.	
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			18	236,043.	
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)				298,878.	

13 Total Add line 12, columns (b), (d), and (e) . . . 13 298,878.

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	NOT APPLICABLE

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

			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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

Sign Here

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

Laura J Greene | 04/22/2011 | Trustee

Signature of officer or trustee LAURA GREENE | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no.

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 LONG-TERM CAPITAL GAIN DIVIDENDS					129.	
		20000. AT&T INC 5.8% 02/15/2019 DTD 02/0 PROPERTY TYPE: SECURITIES					03/05/2010	03/15/2010
21,334.00		21,549.00					-215.00	
		270. ABERCROMBIE & FITCH CO CL A PROPERTY TYPE: SECURITIES					04/06/2009	01/11/2010
8,813.00		7,044.00					1,769.00	
		600. AUTODESK INC COM PROPERTY TYPE: SECURITIES					04/06/2009	06/24/2010
15,959.00		11,207.00					4,752.00	
		30000. BANK OF AMERICA 5.75% 12/01/201 PROPERTY TYPE: SECURITIES					03/05/2010	12/15/2010
30,443.00		30,517.00					-74.00	
		1450. BARON ASSET FD GROWTH & INC PROPERTY TYPE: SECURITIES					07/17/2009	11/22/2010
68,933.00		50,765.00					18,168.00	
		260. BEST BUY INC PROPERTY TYPE: SECURITIES					11/22/2010	12/16/2010
8,999.00		10,918.00					-1,919.00	
		190. BHP BILLITON LTD PROPERTY TYPE: SECURITIES					05/01/2009	05/05/2010
13,085.00		9,132.00					3,953.00	
		35000. CATERPILLAR FIN SE 6.125% 02/17/2 PROPERTY TYPE: SECURITIES					04/06/2010	04/14/2010
39,363.00		39,264.00					99.00	
		20. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					11/13/2008	01/11/2010
1,615.00		1,455.00					160.00	
		60. CIMAREX ENERGY CO PROPERTY TYPE: SECURITIES					03/04/2009	06/24/2010
4,349.00		1,114.00					3,235.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		20. CISCO SYS INC COM PROPERTY TYPE: SECURITIES					06/23/2009	08/24/2010
423.00		374.00					49.00	
		160. CLOROX CO PROPERTY TYPE: SECURITIES					11/13/2008	11/08/2010
10,065.00		9,643.00					422.00	
		80. CLOROX CO PROPERTY TYPE: SECURITIES					07/07/2009	11/15/2010
5,099.00		4,631.00					468.00	
		70. CLOROX CO PROPERTY TYPE: SECURITIES					07/07/2009	11/16/2010
4,397.00		3,824.00					573.00	
		160. COGNIZANT TECHNLGY SLTNS COR PROPERTY TYPE: SECURITIES					03/04/2009	02/18/2010
7,560.00		3,072.00					4,488.00	
		80. COGNIZANT TECHNLGY SLTNS COR PROPERTY TYPE: SECURITIES					03/04/2009	11/08/2010
5,034.00		1,536.00					3,498.00	
		20000. CREDIT SUISSE 6.500% 01/15/2012 D PROPERTY TYPE: SECURITIES					03/18/2010	12/15/2010
21,185.00		21,776.00					-591.00	
		90. DIAGEO PLC ADR PROPERTY TYPE: SECURITIES					07/07/2009	10/12/2010
6,370.00		5,183.00					1,187.00	
		140. EMC CORPORATION/MASS PROPERTY TYPE: SECURITIES					05/10/2007	10/12/2010
2,825.00		2,160.00					665.00	
		180. EMC CORPORATION/MASS PROPERTY TYPE: SECURITIES					05/10/2007	10/22/2010
3,851.00		2,777.00					1,074.00	
		260. FASTENAL CO COM PROPERTY TYPE: SECURITIES					05/10/2007	01/11/2010
11,921.00		10,884.00					1,037.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100000. FED NATL MTG ASSN 4.75% 03/12/20 PROPERTY TYPE: SECURITIES					03/31/2008	03/12/2010
100,000.00		104,755.00					-4,755.00	
		2170.686 FIDELITY ADVISOR EMERGING MARKE PROPERTY TYPE: SECURITIES					01/08/2009	05/12/2010
45,215.00		26,526.00					18,689.00	
		1240.329 FIDELITY ADVISOR EMERGING MARKE PROPERTY TYPE: SECURITIES					03/04/2009	11/22/2010
29,904.00		13,474.00					16,430.00	
		.412 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES					06/05/2003	07/16/2010
3.00		4.00					-1.00	
		74. FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES					06/05/2003	07/21/2010
545.00		687.00					-142.00	
		100000. HSBC FINANCE 6.75% 5/15/2011 DTD PROPERTY TYPE: SECURITIES					03/27/2008	04/06/2010
105,576.00		103,768.00					1,808.00	
		100000. HONEYWELL INTL 7.500% 03/01/2010 PROPERTY TYPE: SECURITIES					03/27/2008	03/01/2010
100,000.00		107,819.00					-7,819.00	
		100. ISHARES TR US TIPS BD FD PROPERTY TYPE: SECURITIES					03/17/2010	11/22/2010
10,956.00		10,479.00					477.00	
		1340. ISHARES COHEN & STEERS RLTY PROPERTY TYPE: SECURITIES					04/06/2009	11/22/2010
84,416.00		36,750.00					47,666.00	
		1900.759 MFS RESEARCH INTERNATIONAL FUND PROPERTY TYPE: SECURITIES					01/08/2009	05/12/2010
25,831.00		21,384.00					4,447.00	
		6657.286 MFS RESEARCH INTERNATIONAL FUND PROPERTY TYPE: SECURITIES					04/06/2009	11/22/2010
103,654.00		67,689.00					35,965.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		250. MEDTRONIC INC COM PROPERTY TYPE: SECURITIES					02/15/2002	03/16/2010
11,250.00		12,178.00					-928.00	
		105. MONSANTO CO NEW PROPERTY TYPE: SECURITIES					04/06/2009	10/12/2010
5,489.00		9,430.00					-3,941.00	
		280. NOVARTIS A G SPONSORED ADR PROPERTY TYPE: SECURITIES					05/10/2007	05/27/2010
12,561.00		16,064.00					-3,503.00	
		2911.534 PIMCO HIGH YLD FUND INSTL #108 PROPERTY TYPE: SECURITIES					03/03/2010	11/22/2010
27,106.00		26,000.00					1,106.00	
		280. PETSMART INC COM PROPERTY TYPE: SECURITIES					01/08/2009	01/11/2010
7,492.00		5,227.00					2,265.00	
		145. PETSMART INC COM PROPERTY TYPE: SECURITIES					03/09/2009	01/12/2010
3,836.00		2,420.00					1,416.00	
		120. PETSMART INC COM PROPERTY TYPE: SECURITIES					01/08/2009	01/12/2010
3,175.00		2,240.00					935.00	
		2723.663 T ROWE PRICE GROWTH STOCK FUND PROPERTY TYPE: SECURITIES					05/12/2010	11/22/2010
84,869.00		78,550.00					6,319.00	
		40. QUEST DIAGNOSTICS INC COM PROPERTY TYPE: SECURITIES					11/22/2010	12/02/2010
2,026.00		2,029.00					-3.00	
		70. QUEST DIAGNOSTICS INC COM PROPERTY TYPE: SECURITIES					04/06/2009	12/02/2010
3,545.00		3,312.00					233.00	
		134. QUEST DIAGNOSTICS INC COM PROPERTY TYPE: SECURITIES					04/18/2008	12/03/2010
6,696.00		6,084.00					612.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1605.418 T ROWE PRICE NEW ERA FUND PROPERTY TYPE: SECURITIES					09/24/2009	11/22/2010
78,425.00		65,373.00					13,052.00	
		70. SOUTHERN CO PROPERTY TYPE: SECURITIES					11/22/2010	12/16/2010
2,642.00		2,668.00					-26.00	
		110. SOUTHERN CO PROPERTY TYPE: SECURITIES					05/10/2007	12/16/2010
4,151.00		4,089.00					62.00	
		170. SOUTHERN CO PROPERTY TYPE: SECURITIES					05/10/2007	12/17/2010
6,410.00		6,319.00					91.00	
		660. TEXAS INSTRUMENTS PROPERTY TYPE: SECURITIES					05/01/2009	08/24/2010
16,039.00		10,447.00					5,592.00	
		35000. U S TREAS. BONDS 4.000% 02/15/201 PROPERTY TYPE: SECURITIES					04/20/2010	11/09/2010
38,734.00		37,620.00					1,114.00	
		1016.636 VANGUARD FXD INC SECS FD#36GNMA PROPERTY TYPE: SECURITIES					03/17/2010	11/22/2010
11,285.00		11,000.00					285.00	
		7567.736 VANGUARD MID-CAP INDEX FUND #85 PROPERTY TYPE: SECURITIES					04/06/2009	11/22/2010
146,511.00		86,160.00					60,351.00	
		70. YUM BRANDS INC PROPERTY TYPE: SECURITIES					11/22/2010	12/02/2010
3,570.00		3,549.00					21.00	
		20. YUM BRANDS INC PROPERTY TYPE: SECURITIES					03/04/2009	12/02/2010
1,020.00		521.00					499.00	
		185. ZIMMER HLDGS INC PROPERTY TYPE: SECURITIES					06/19/2008	09/15/2010
9,229.00		13,100.00					-3,871.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		60. TRANSOCEAN LTD ZUG NAMEN AKT PROPERTY TYPE: SECURITIES					06/23/2009	05/14/2010
3,951.00		4,377.00					-426.00	
		115. TRANSOCEAN LTD ZUG NAMEN AKT PROPERTY TYPE: SECURITIES					11/13/2008	05/14/2010
7,574.00		8,478.00					-904.00	
TOTAL GAIN(LOSS)							236,043.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC 5.8% 02/15/2019 DTD 02/03/2009	26.	26.
BANK OF AMERICA 5.75% 12/01/2017 DTD 1	1,342.	1,342.
CATERPILLAR FIN SE 6.125% 02/17/2014 DTD	60.	60.
CONOCOPHILLIPS 4.750% 02/01/2014 DTD 02/	426.	426.
CONOCOPHILLIPS 5.625% 10/15/2016 DTD 10/	5,625.	5,625.
CREDIT SUISSE 6.500% 01/15/2012 DTD 01/1	964.	964.
FED HOME LN MTG 5.00% 01/30/2014 DTD 01/	3,750.	3,750.
FEDERAL HOME LN BKS 5.00% 12/21/2015 DTD	5,000.	5,000.
FNMA SER 93-199 6.5% 10/25/2023 DTD 10/0	170.	170.
FED NATL MTG ASSN 4.75% 03/12/2010 DTD 0	2,375.	2,375.
FED NATL MTG ASSN 4.625% 10/15/2013 DTD	2,313.	2,313.
GE COMPANY 5.00% 02/01/2013 DTD 1/28/200	2,500.	2,500.
HSBC FINANCE 6.75% 5/15/2011 DTD 5/9/200	2,700.	2,700.
HONEYWELL INTL 7.500% 03/01/2010 DTD 03/	3,750.	3,750.
ISHARES TR US TIPS BD FD	153.	153.
JPMORGAN CHASE & CO 6.00% 01/15/2018 DTD	417.	417.
PEPSICO INC 5.15% 05/15/2012 DTD 05/21/2	5,150.	5,150.
PEPSICO INC 3.100% 01/15/2015 DTD 01/14/	338.	338.
SBC COMMUNICATIONS 5.10% 09/15/2014 DTD	442.	442.
TD ASSET MGMT US GOVT INSTL SVS #6	8.	8.
U S TREAS. BONDS 4.000% 02/15/2014 DTD 0	772.	772.
U S TREASURY NOTE 3.125% 05/15/2019 DTD	404.	404.
U S TREASURY NOTE 0.875% 02/29/2012 DTD	205.	205.
VANGUARD FXD INC SECS FD#36GNMA PF	1.	1.
VANGUARD SHORT-TERM FEDERAL #49	3.	3.
VANGUARD INFLATION PROTECTED SEC 119	243.	243.
TOTAL	39,137.	39,137.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	739.	739.
ABBOTT LABS COM	312.	312.
INVESCO INTERNATIONAL GROWTH FUND INSTIT	1,975.	1,975.
AMERICAN EXPRESS CO	360.	360.
APACHE CORPORATION	114.	114.
BHP BILLITON LTD	160.	160.
CHEVRONTEXACO CORP	583.	583.
CIMAREX ENERGY CO	74.	74.
CLOROX CO	651.	651.
COLGATE PALMOLIVE CO COM	274.	274.
DIAGEO PLC ADR	745.	745.
WALT DISNEY CO	105.	105.
ECOLAB INC COM	93.	93.
EMERSON ELECTRIC CO	459.	459.
EXELON CORP COM	588.	588.
EXPEDITORS INTL WASH INC	146.	146.
EXXON MOBIL CORP COM	453.	453.
FIDELITY SPARTAN HIGH INCOME	268.	268.
GALLAGHER ARTHUR J & CO	512.	512.
HARBOR INTERNATIONAL FUND	2,187.	2,187.
HEWLETT PACKARD CO COM	146.	146.
HOME DEPOT INC COM	499.	499.
ILLINOIS TOOL WORKS	454.	454.
ISHARES TR US TIPS BD FD	51.	51.
ISHARES COHEN & STEERS RLTY	1,843.	1,843.
J P MORGAN CHASE & CO	89.	89.
PERKINS MID CAP VALUE FUND INSTITUTIONAL	243.	243.
JOHNSON & JOHNSON COM	652.	652.
LINEAR TECHNOLOGY CORP COM	271.	271.
MEDTRONIC INC COM	51.	51.
MICROSOFT CORP COM	419.	419.
MONSANTO CO NEW	113.	113.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NOVARTIS A G SPONSORED ADR	544.	544.
PIMCO HIGH YLD FUND INSTL #108	1,463.	1,463.
PAYCHEX INC	738.	738.
PEPSICO INCORPORATED	521.	521.
PROCTER & GAMBLE CO	509.	509.
QUALCOMM INCORPORATED	49.	49.
QUEST DIAGNOSTICS INC COM	82.	82.
ROYCE SPECIAL EQUITY FD #327	82.	82.
SIGMA ALDRICH CORP COM	88.	88.
SOUTHERN CO	505.	505.
STATE STR CORP COM	11.	11.
STRYKER CORP COM	198.	198.
TD ASSET MGMT US GOVT INSTL SVS #6	14.	14.
TEXAS INSTRUMENTS	238.	238.
3M CO	499.	499.
US BANCORP DEL NEW	152.	152.
UNITED TECHNOLOGIES	408.	408.
UNITEDHEALTH GROUP INC COM	48.	48.
VANGUARD FXD INC SECS FD#36GNMA PF	289.	289.
VANGUARD SHORT-TERM FEDERAL #49	120.	120.
VANGUARD MID-CAP INDEX FUND #859	15.	15.
VERIZON COMMUNICATIONS	676.	676.
WELLS FARGO & CO NEW	120.	120.
YUM BRANDS INC	440.	440.
ACE LTD	260.	260.
TOTAL	23,698.	23,698.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
NON-ALLOCABLE LEGAL FEES	750.	500.		250.
TOTALS	750.	500.	NONE	250.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT & ACCOUNTING FEES (ALLOC	650.	433.		217.
TAX PREPARATION FEE (NON-ALLOC	575.	383.		192.
TOTALS	1,225.	816.	NONE	409.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	82.	82.
FEDERAL ESTIMATES - PRINCIPAL	513.	
FOREIGN TAXES ON QUALIFIED FOR	522.	522.
TOTALS	1,117.	604.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	900.	600.	300.
TOTALS	900.	600.	300.

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
75000 FED HOME LN MTG 5.00%	80,053.	83,503.
100000 FEDERAL HOME LN BNKS 5.	104,742.	111,925.
2618.1 FNMA SER 93-199 6.5%	2,631.	3,008.
50000 FED NATL MTG ASSN 4.625%	51,820.	54,919.
100000 FED NATL MTG ASSN 4.75%		
20000 US TREASURY NOTE 3.125	19,282.	20,214.
60000 US TREASURY NOTE 0.875	59,754.	60,359.
30000 US TREASURY NOTE 1.875	30,055.	28,643.
TOTALS	348,337.	362,571.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
270 ABERCROMB & FITCH CO CL A		
490 WALT DISNEY CO	13,425.	18,380.
610 HOME DEPOT INC	15,617.	21,387.
545 PETSMART INC		
480 YUM BRANDS INC	12,245.	23,544.
310 CLOROX CO		
195 COLGATE PALMOLIVE CO	13,347.	15,672.
265 DIAGEO PLC ADR	15,412.	19,697.
380 PEPSICO INCORPORATED	20,660.	24,825.
360 PROCTOR & GAMBLE CO	22,513.	23,159.
175 TRANSOCEAN LTD ZUG		
245 APACHE CORPORATION	19,866.	29,211.
260 CHEVRON CORPORATION	19,117.	23,725.
260 CIMAREX ENERGY CO	7,356.	23,018.
370 EXXON MOBIL CORP	18,648.	27,054.
450 ULTRA PETROLEUM CORP	22,269.	21,497.
250 ACE LTD	11,669.	15,563.
580 AMERICAN EXPRESS CO	26,449.	24,894.
550 GALLAGHER ARTHUR J & CO	11,359.	15,994.
550 JP MORGAN CHASE & CO	19,356.	23,331.
280 STATE STREET CORP	11,842.	12,975.
890 US BANCORP DEL NEW	21,386.	24,003.
740 WELLS FARGO & CO NEW	16,107.	22,933.
360 JOHNSON & JOHNSON	19,348.	22,266.
250 MEDTRONIC INC		
280 NOVARTIS A G SPONSORED ADR		
204 QUEST DIAGNOSTICS INC COM		
390 STRYKER CORP	18,534.	20,943.
360 THERMO FISHER SCIENTIFIC I	18,641.	19,930.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
185 ZIMMER HLDGS INC		
430 EXPEDITORS INTL WASH INC	16,340.	23,478.
260 FASTENAL CO		
440 ILLINOIS TOOL WKS INC	16,697.	23,496.
300 3M CO	25,179.	25,890.
300 UNITED TECHNOLOGIES	20,808.	23,616.
600 AUTODESK INC		
1140 CISCO SYSTEMS INC	19,037.	23,062.
295 COGNIZANT TECHNOLOGY SOLUT	7,771.	21,621.
930 EMC CORP	15,296.	21,297.
540 HEWLETT PACKARD CO	19,456.	22,734.
1000 MICROSOFT CORPORATION	21,640.	27,910.
830 PAYCHEX INC	23,075.	25,655.
660 TEXAS INSTRUMENTS		
190 BHP BILLITON LTD		
105 MONSANTO CO NEW		
160 SGMA-ALDRICH CORP COMMON	7,471.	10,650.
540 AT&T INC	15,887.	15,865.
570 VERIZON COMMUNICATIONS	18,334.	20,395.
430 EXELON CORP	19,532.	17,905.
280 SOUTHERN CO		
1450 BARON GROWTH FUND #587		
3411.015 FIDELITY ADVISOR EMER		
1340 ISHARES COHEN & STEERS RL		
8558.045 MFS RESEARCH INTERNAT		
1605.418 T ROWE PRICE NEW ERA		
7567.736 VANGUARD MID-CAP INDE		
370 APOLLO GROUP INC CL A	19,168.	14,611.
340 TARGET CORP	20,030.	20,444.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
470 ABBOTT LABS CO	22,529.	22,518.
380 UNITEDHEALTH GROUP INC	13,123.	13,722.
420 EMERSON ELECTRIC CO	19,575.	24,011.
310 ORACLE CORP	9,616.	9,703.
700 LINEAR TECHNOLOGY	20,633.	24,213.
300 QUALCOMM INCORPORATED	14,312.	14,847.
360 ECOLAB INC	17,464.	18,151.
4721.007 INVESCO INTERNATIONAL	129,922.	131,716.
1073.843 BEFFALO SMALL CAP FD#	26,191.	28,145.
2177.958 HARBOR INTERNATIONAL	129,458.	131,875.
1159.122 HARTFORD MUT FDS INC	26,219.	27,923.
1204.546 PERKINS MID CAP VALUE	26,115.	27,187.
1329.598 ROYCE SPECIAL EQUITY	26,260.	27,749.
590 SPDR GOLD TRUST	77,938.	81,845.
TOTALS	1,220,242.	1,396,235.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
100000 CONOCO PHILIPS 5.625%	103,667.	113,658.
50000 GE COMPANY 5.00%	51,274.	53,449.
100000 HSBC FINANCE 6.75%		
100000 HONEYWELL INTL 7.500%		
100000 PEPSICO INC 5.15%	105,979.	105,704.
25000 CONOCO PHILIPS 4.750%	27,087.	27,157.
20000 CREDIT SUISSE NY 6.000%	21,363.	21,446.
20000 JP MORGAN CHASE & CO 6.0	21,576.	22,335.
20000 HEWLETT PACKARD CO 4.750	21,825.	21,914.
35000 PEPSICO INC 3.100%	35,738.	36,509.
20000 SBC COMMUNICATIONS 5.10%	21,548.	21,882.
2125.885 FIDELITY HIGH INCOME	19,069.	19,005.
1026.479 VANGUARD SHORT TERM	11,250.	11,045.
1429.996 VANGUARD INFLATION PR	19,176.	18,590.
TOTALS	459,552.	472,694.

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

DESCRIPTION	AMOUNT
CASH/ACCRUAL ADJ; ROUNDING	252.
ACCRUED INTEREST 2011	582.
ROUNDING ADJUSTMENT	3.
TOTAL	837.

STATEMENT 13

STATE(S) WHERE THE FOUNDATION IS REGISTERED

CT

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

NAME: TD BANK NA
FIDUCIARY TAX DEPT
ADDRESS: 178 MAIN STREET, PO BOX 174
NEW BRITAIN, CT 06050

TELEPHONE NUMBER: (860)827-2575

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

OFFICER NAME:
TD BANK NA
ADDRESS:
178 Main St, PO Box 174
New Britain, CT 06050
TITLE:
Trustee
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
COMPENSATION .... 19,596.

TOTAL COMPENSATION: 19,596.

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

RECIPIENT NAME:
SEE SCHEDULE ATTACHED
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITIES
AMOUNT OF GRANT PAID .... 97,333.

TOTAL GRANTS PAID: 97,333.

Salmon G 9&10
06-6035924
2010 Recipient List

Recipient Name	EIN	Amount Distributed	
Connecticut Humane Society	06-0667605	$	32,333
Connecticut Children's Medical	22-2619869	$	32,667
Westport Public Library	22-3136016	$	1,242
Earthplace	06-0740523	$	1,656
Westport Women's Club Inc	06-0646962	$	1,242
Salvation Army	13-5562351	$	1,656
Westport School of Music	06-0728651	$	4,144
Westport Historical Society	23-7402125	$	3,315
Westport Garden Club	06-6080586	$	1,656
American Red Cross	53-0196606	$	828
Aspetuck Land Trust	06-6088827	$	828
Project Return	22-2552501	$	828
Westport Volunteer Emergency Medical Service	06-1018202	$	1,656
Clasp Homes	06-1074055	$	668
Positive Directions	06-0935732	$	828
Westport YMCA	06-0646989	$	1,656
The Susan Fund	22-3174640	$	668
Mid-Fairfield Child Guidance Center	03-0725052	$	668
Interfaith Housing Assoc- Homes with Hope	22-2534326	$	828
Westport Dept of Human Services	06-6002128	$	1,656
WPA Art Rescue Committee	06-0662162	$	668
United Way of Coastal Fairfield Cty	06-0864341	$	828
Staples High School	51-0182993	$	4,144
Nursing and Home Care	06-0647031	$	668
Total distributed in 2010		**$**	**97,333**

Statement 17 (cont.)

GRACE K. SALMON TRUST 31H023017 06-6035924

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
20000. AT&T INC 5.8%					
02/15/2019 DTD 02/03/2009	03/05/2010	03/15/2010	21,334.00	21,549.00	-215.00
270. ABERCROMBIE & FITCH	04/06/2009	01/11/2010	8,813.00	7,044.00	1,769.00
30000. BANK OF AMERICA					
5.75% 12/01/2017 DTD 12/04/07	03/05/2010	12/15/2010	30,443.00	30,517.00	-74.00
260. BEST BUY INC	11/22/2010	12/16/2010	8,999.00	10,918.00	-1,919.00
35000. CATERPILLAR FIN SE					
6.125% 02/17/2014 DTD 02/12/09	04/06/2010	04/14/2010	39,363.00	39,264.00	99.00
160. COGNIZANT TECHNLGY	03/04/2009	02/18/2010	7,560.00	3,072.00	4,488.00
20000. CREDIT SUISSE					
6.500% 01/15/2012 DTD 01/11/02	03/18/2010	12/15/2010	21,185.00	21,776.00	-591.00
100. ISHARES TR US TIPS BD	03/17/2010	11/22/2010	10,956.00	10,479.00	477.00
2911.534 PIMCO HIGH YLD	03/03/2010	11/22/2010	27,106.00	26,000.00	1,106.00
145. PETSMART INC COM	03/09/2009	01/12/2010	3,836.00	2,420.00	1,416.00
2723.663 T ROWE PRICE	05/12/2010	11/22/2010	84,869.00	78,550.00	6,319.00
40. QUEST DIAGNOSTICS INC	11/22/2010	12/02/2010	2,026.00	2,029.00	-3.00
70. SOUTHERN CO	11/22/2010	12/16/2010	2,642.00	2,668.00	-26.00
35000. U S TREAS. BONDS					
4.000% 02/15/2014 DTD 02/15/04	04/20/2010	11/09/2010	38,734.00	37,620.00	1,114.00
1016.636 VANGUARD FXD INC					
SECS FD#36GNMA PF	03/17/2010	11/22/2010	11,285.00	11,000.00	285.00
70. YUM BRANDS INC	11/22/2010	12/02/2010	3,570.00	3,549.00	21.00
60. TRANSOCEAN LTD ZUG	06/23/2009	05/14/2010	3,951.00	4,377.00	-426.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			326,672.00	312,832.00	13,840.00
Totals			326,672.00	312,832.00	13,840.00

GRACE K. SALMON TRUST 31H023017 06-6035924

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
600. AUTODESK INC COM	04/06/2009	06/24/2010	15,959.00	11,207.00	4,752.00
1450. BARON ASSET FD	07/17/2009	11/22/2010	68,933.00	50,765.00	18,168.00
190. BHP BILLITON LTD	05/01/2009	05/05/2010	13,085.00	9,132.00	3,953.00
20. CHEVRONTEXACO CORP	11/13/2008	01/11/2010	1,615.00	1,455.00	160.00
60. CIMAREX ENERGY CO	03/04/2009	06/24/2010	4,349.00	1,114.00	3,235.00
20. CISCO SYS INC COM	06/23/2009	08/24/2010	423.00	374.00	49.00
160. CLOROX CO	11/13/2008	11/08/2010	10,065.00	9,643.00	422.00
80. CLOROX CO	07/07/2009	11/15/2010	5,099.00	4,631.00	468.00
70. CLOROX CO	07/07/2009	11/16/2010	4,397.00	3,824.00	573.00
80. COGNIZANT TECHNLGY	03/04/2009	11/08/2010	5,034.00	1,536.00	3,498.00
90. DIAGEO PLC ADR	07/07/2009	10/12/2010	6,370.00	5,183.00	1,187.00
140. EMC CORPORATION/MASS	05/10/2007	10/12/2010	2,825.00	2,160.00	665.00
180. EMC CORPORATION/MASS	05/10/2007	10/22/2010	3,851.00	2,777.00	1,074.00
260. FASTENAL CO COM	05/10/2007	01/11/2010	11,921.00	10,884.00	1,037.00
100000. FED NATL MTG ASSN					
4.75% 03/12/2010 DTD 03/08/2007	03/31/2008	03/12/2010	100,000.00	104,755.00	-4,755.00
2170.686 FIDELITY ADVISOR					
EMERGING MARKET CLASS I FUND #1290	01/08/2009	05/12/2010	45,215.00	26,526.00	18,689.00
1240.329 FIDELITY ADVISOR					
EMERGING MARKET CLASS I FUND #1290	03/04/2009	11/22/2010	29,904.00	13,474.00	16,430.00
.412 FRONTIER COMMUNICATIO	06/05/2003	07/16/2010	3.00	4.00	-1.00
74. FRONTIER COMMUNICATION	06/05/2003	07/21/2010	545.00	687.00	-142.00
100000. HSBC FINANCE 6.75%					
5/15/2011 DTD 5/9/2001	03/27/2008	04/06/2010	105,576.00	103,768.00	1,808.00
100000. HONEYWELL INTL					
7.500% 03/01/2010 DTD 03/01/2000	03/27/2008	03/01/2010	100,000.00	107,819.00	-7,819.00
1340. ISHARES COHEN &	04/06/2009	11/22/2010	84,416.00	36,750.00	47,666.00
1900.759 MFS RESEARCH					
INTERNATIONAL FUND I FUND #899	01/08/2009	05/12/2010	25,831.00	21,384.00	4,447.00
6657.286 MFS RESEARCH					
INTERNATIONAL FUND I FUND #899	04/06/2009	11/22/2010	103,654.00	67,689.00	35,965.00
250. MEDTRONIC INC COM	02/15/2002	03/16/2010	11,250.00	12,178.00	-928.00
Totals					

GRACE K. SALMON TRUST 31H023017 06-6035924

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
105. MONSANTO CO NEW	04/06/2009	10/12/2010	5,489.00	9,430.00	-3,941.00
280. NOVARTIS A G	05/10/2007	05/27/2010	12,561.00	16,064.00	-3,503.00
280. PETSMART INC COM	01/08/2009	01/11/2010	7,492.00	5,227.00	2,265.00
120. PETSMART INC COM	01/08/2009	01/12/2010	3,175.00	2,240.00	935.00
70. QUEST DIAGNOSTICS INC	04/06/2009	12/02/2010	3,545.00	3,312.00	233.00
134. QUEST DIAGNOSTICS INC	04/18/2008	12/03/2010	6,696.00	6,084.00	612.00
1605.418 T ROWE PRICE NEW	09/24/2009	11/22/2010	78,425.00	65,373.00	13,052.00
110. SOUTHERN CO	05/10/2007	12/16/2010	4,151.00	4,089.00	62.00
170. SOUTHERN CO	05/10/2007	12/17/2010	6,410.00	6,319.00	91.00
660. TEXAS INSTRUMENTS	05/01/2009	08/24/2010	16,039.00	10,447.00	5,592.00
7567.736 VANGUARD MID-CAP	04/06/2009	11/22/2010	146,511.00	86,160.00	60,351.00
20. YUM BRANDS INC	03/04/2009	12/02/2010	1,020.00	521.00	499.00
185. ZIMMER HLDGS INC	06/19/2008	09/15/2010	9,229.00	13,100.00	-3,871.00
115. TRANSOCEAN LTD ZUG	11/13/2008	05/14/2010	7,574.00	8,478.00	-904.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			1,068,637.00	846,563.00	222,074.00
Totals			1,068,637.00	846,563.00	222,074.00

FEDERAL CAPITAL GAIN DIVIDENDS
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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

TYCO INTL LTD	118.00	
VANGUARD FXD INC SECS FD#36GNMA PF	10.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		129.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		129.00