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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 , 20

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

Name of foundation: **BARBARA MORGAN MEMORIAL TRUST** A Employer identification number: **38-3413062**

Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number (see page 10 of the instructions)
328 S SAGINAW STREET M/C 001065 **(989) 776-7368**

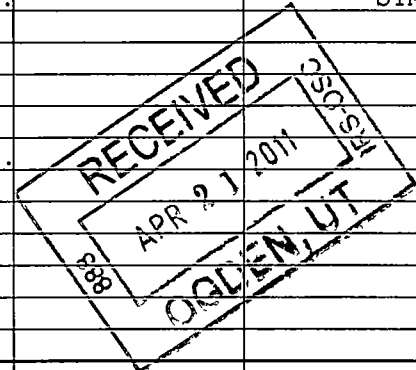
City or town, state, and ZIP code C If exemption application is pending, check here
FLINT, MI 48502 D 1 Foreign organizations, check here
 2 Foreign organizations meeting the 85% test, check here and attach computation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **120,200.** J Accounting method: Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis.) E If private foundation status was terminated under section 507(b)(1)(A), check here
 F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	2,663.	2,663.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	460.			
b Gross sales price for all assets on line 6a	6,916.			
7 Capital gain net income (from Part IV, line 2)		460.		
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	3,123.	3,123.		
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	4,800.	2,400.		2,400.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	20.	20.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	4,820.	2,420.		2,400.
25 Contributions, gifts, grants paid	3,050.			3,050.
26 Total expenses and disbursements Add lines 24 and 25	7,870.	2,420.		5,450.
27 Subtract line 26 from line 12	-4,747.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		703.		
c Adjusted net income (if negative, enter -0-)				



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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	3,688.	1,298.	1,298.
	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 ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 4	60,697.	58,668.	74,960.
	c	Investments - corporate bonds (attach schedule) . STMT 5	43,173.	42,977.	43,941.
	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 ▶ STMT 6)	1.	1.	1.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	107,559.	102,944.	120,200.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	139,320.	102,944.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	-31,761.			
30	Total net assets or fund balances (see page 17 of the instructions)	107,559.	102,944.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	107,559.	102,944.		

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)	107,559.
2	Enter amount from Part I, line 27a	-4,747.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	132.
4	Add lines 1, 2, and 3	102,944.
5	Decreases not included in line 2 (itemize) ▶	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	102,944.

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	460.
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	4,782.	98,737.	0.04843169227
2008	4,944.	116,534.	0.04242538658
2007	5,958.	131,695.	0.04524089753
2006	7,525.	126,165.	0.05964411683
2005	9,008.	126,585.	0.07116167002
2 Total of line 1, column (d)			0.26690376323
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			0.05338075265
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			111,356.
5 Multiply line 4 by line 3			5,944.
6 Enter 1% of net investment income (1% of Part I, line 27b)			7.
7 Add lines 5 and 6			5,951.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			5,450.

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

Table with 11 rows and 2 columns. Row 1: Exempt operating foundations... 14. Row 2: Tax under section 511... 2. Row 3: Add lines 1 and 2... 14. Row 4: Subtitle A (income) tax... NONE. Row 5: Tax based on investment income... 14. Row 6: Credits/Payments: 6a 40, 6b NONE, 6c NONE, 6d. Row 7: Total credits and payments... 40. Row 8: Enter any penalty... 8. Row 9: Tax due... 9. Row 10: Overpayment... 26. Row 11: Enter the amount of line 10 to be: Credited to 2011 estimated tax 16. Refunded 10.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes, No, and an unlabeled column). Row 1a: During the tax year, did the foundation attempt to influence any national, state, or local legislation... X. Row 1b: Did it spend more than \$100 during the year... X. Row 1c: Did the foundation file Form 1120-POL for this year? X. Row 2: Has the foundation engaged in any activities that have not previously been reported to the IRS? X. Row 3: Has the foundation made any changes, not previously reported to the IRS... X. Row 4a: Did the foundation have unrelated business gross income of \$1,000 or more during the year? X. Row 4b: If "Yes," has it filed a tax return on Form 990-T for this year? Row 5: Was there a liquidation, termination, dissolution, or substantial contraction during the year? X. Row 6: Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: 6 X. Row 7: Did the foundation have at least \$5,000 in assets at any time during the year? 7 X. Row 8a: Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) STMT 8. Row 8b: If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... X. Row 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... X. Row 10: Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses... X.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of CITIZENS BANK WEALTH MANAGEMENT NA Telephone no. (989) 776-7368
Located at 101 N. WASHINGTON AVE, SAGINAW, MI ZIP + 4 48607
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
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 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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X 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 X
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 X 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 X 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)

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		-0-	-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 N/A	
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 N/A	
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	113,052.
b	Average of monthly cash balances	1b	NONE
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	113,052.
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	113,052.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	1,696.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	111,356.
6	Minimum investment return. Enter 5% of line 5	6	5,568.

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	5,568.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	14.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,554.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	5,554.
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	5,554.

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	5,450.
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	5,450.
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	5,450.

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				5,554.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			2,055.	
b Total for prior years 20____, 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	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ <u>5,450.</u>				
a Applied to 2009, but not more than line 2a			2,055.	
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				3,395.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				2,159.
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	NONE			
10 Analysis of line 9:				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	NONE			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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).)

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:
SEE STATEMENT 10

b The form in which applications should be submitted and information and materials they should include:
SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:
SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

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 <i>Paid during the year</i> SEE STATEMENT 11				
Total ▶ 3a				3,050.
b <i>Approved for future payment</i>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, and other revenue.

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

Table with 2 columns: Line No. and 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.

NOT APPLICABLE

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					505.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					269.	
75.00		3.245 ASTON MONTAG & CALDWELL GTH FD CL PROPERTY TYPE: SECURITIES 78.00				P 02/04/2008	10/28/2010	-3.00
31.00		1.537 BARON ASSET FD SMALL CAP FD #583 PROPERTY TYPE: SECURITIES 28.00				P 11/25/2009	09/16/2010	3.00
80.00		3.729 BARON ASSET FD SMALL CAP FD #583 PROPERTY TYPE: SECURITIES 68.00				P 11/25/2009	10/28/2010	12.00
242.00		18.574 BRIDGEWAY ULTRA-SMALL COMPANY MKT PROPERTY TYPE: SECURITIES 218.00				P 09/16/2010	10/28/2010	24.00
140.00		3.04 COLUMBIA VALUE AND RESTRUCTURING FU PROPERTY TYPE: SECURITIES 131.00				P 09/16/2010	10/28/2010	9.00
220.00		20.446 DFA INTERNATIONAL CORE EQUITY #30 PROPERTY TYPE: SECURITIES 211.00				P 11/25/2009	10/28/2010	9.00
152.00		15.86 DFA US CORE EQUITY 1 PORTFOLIO PROPERTY TYPE: SECURITIES 150.00				P 09/13/2010	09/16/2010	2.00
800.00		78.663 DFA US CORE EQUITY 1 PORTFOLIO PROPERTY TYPE: SECURITIES 717.00				P 11/25/2009	10/28/2010	83.00
73.00		3.66 DFA EMERGING MARKETS CORE EQUITY FU PROPERTY TYPE: SECURITIES 67.00				P 09/13/2010	09/16/2010	6.00
125.00		5.869 DFA EMERGING MARKETS CORE EQUITY F PROPERTY TYPE: SECURITIES 105.00				P 11/25/2009	10/28/2010	20.00

**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)		
1,959.00		131.67				P	03/20/2008	09/16/2010	
		JP MORGAN U.S. REAL ESTATE FUND - PROPERTY TYPE: SECURITIES							
		2,404.00					-445.00		
205.00		17.581				P	09/16/2010	10/28/2010	
		PIMCO FDS TOTAL RETURN FD INST #3 PROPERTY TYPE: SECURITIES							
		202.00					3.00		
1,024.00		111.467				P	02/04/2008	09/16/2010	
		PIMCO HIGH YIELD FUND CL I #108 PROPERTY TYPE: SECURITIES							
		1,058.00					-34.00		
318.00		31.922				P	10/01/2009	09/16/2010	
		T ROWE PRICE INTERNATIONAL BOND F PROPERTY TYPE: SECURITIES							
		320.00					-2.00		
388.00		38.98				P	02/04/2008	09/16/2010	
		T ROWE PRICE INTERNATIONAL BOND FU PROPERTY TYPE: SECURITIES							
		404.00					-16.00		
310.00		10.877				P	09/24/2010	10/28/2010	
		VANGUARD TOTAL STOCK MARKET INDEX PROPERTY TYPE: SECURITIES							
		295.00					15.00		
TOTAL GAIN (LOSS)							-----	460.	
							=====		

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ASTON MONTAG & CALDWELL GTH FD CL I	28.	28.
BRIDGEWAY ULTRA-SMALL COMPANY MKT FD	39.	39.
COLUMBIA VALUE AND RESTRUCTURING FUND CL	47.	47.
DFA INTERNATIONAL CORE EQUITY #306	242.	242.
DFA US CORE EQUITY 1 PORTFOLIO	371.	371.
DFA EMERGING MARKETS CORE EQUITY FUND #2	58.	58.
HARBOR INTERNATIONAL FD-INST	55.	55.
JP MORGAN U.S. REAL ESTATE FUND - SEL	50.	50.
MARSHALL PRIME MONEY MARKET CL I #90	2.	2.
PIMCO FDS TOTAL RETURN FD INST #35	397.	397.
PIMCO HIGH YIELD FUND CL I #108	231.	231.
T ROWE PRICE INTERNATIONAL BOND FUND #76	68.	68.
VANGUARD TOTAL BOND MARKET INDEX FUND -	768.	768.
VANGUARD INFLATION-PROTECTED SECURITIES	106.	106.
VANGUARD TOTAL STOCK MARKET INDEX FUND -	201.	201.
TOTAL	2,663.	2,663.
	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CITIZENS BANK WEALTH MGT FEES	1,400.	700.	700.
CITIZENS BANK WEALTH MGT FEES	3,400.	1,700.	1,700.
TOTALS	4,800.	2,400.	2,400.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES ON QUALIFIED FOR	15.	15.
FOREIGN TAXES ON NONQUALIFIED	5.	5.
TOTALS	20.	20.

BARBARA MORGAN MEMORIAL TRUST

38-3413062

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MUTUAL FUNDS - EQUITY	60,697.	58,668.	74,960.
TOTALS	60,697.	58,668.	74,960.

BARBARA MORGAN MEMORIAL TRUST

38-3413062

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MUTUAL FUNDS - FIXED INCOME	43,173.	42,977.	43,941.
TOTALS	43,173.	42,977.	43,941.

BARBARA MORGAN MEMORIAL TRUST

38-3413062

FORM 990PF, PART II - OTHER ASSETS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
JEWELRY	1.	1.	1.
TOTALS	1.	1.	1.

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

=====

DESCRIPTION -----	AMOUNT -----
PRE/POST YEAR END TRANSACTIONS	15.
RETURN OF CAPITAL	48.
IRS REFUND	69.

TOTAL	132.
	=====

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

MI

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

=====

OFFICER NAME:

CITIZENS BANK WEALTH MANAGEMENT NA

ADDRESS:

328 S. SAGINAW STREET
FLINT, MI 48502

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

RECIPIENT NAME:

HELEN JAMES c/o CITIZENS BANK WEALTH MANAGEMENT NA
ADDRESS:

101 N. WASHINGTON AVE
SAGINAW, MI 48607

RECIPIENT'S PHONE NUMBER: 989-776-7368

FORM, INFORMATION AND MATERIALS:

APPLICATIONS ARE AVAILABLE

SUBMISSION DEADLINES:

NONE AT THIS TIME

RESTRICTIONS OR LIMITATIONS ON AWARDS:

Teachers and schools may apply for grants to bring professional musicians, storytellers, dancers and artists to appear in programs or conduct workshops.

=====

RECIPIENT NAME:

SEE ATTACHED LIST OF
CHARITABLE RECIPIENTS

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

501(C)(3) CHARITIES

AMOUNT OF GRANT PAID 3,050.

TOTAL GRANTS PAID: 3,050.

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BARBARA MORGAN TRUST

EIN 38-3413062

YEAR END 12/31/2010

ATTACHMENT FOR 990PF PAGE 11, PART XV

NO	GIFT RECIPIENT	RELATIONSHIP	PURPOSE	AMOUNT
1	HANDLEY SCHOOL 224 N. ELM ST. SAGINAW, MI 48602	NONE	GRANT	1,000.00
2	HEMMETER PARENT TEACHER COUNCIL 1890 HEMMETER RD. SAGINAW, MI 48609	NONE	GRANT	450.00
3	WHITE PINE MIDDLE SCHOool 3465 CENTER RD SAGINAW, MI 48638	NONE	GRANT	600.00
4	THOMAS WHITE ELEMENTARY 3650 SOUTHFIELD DR. SAGINAW, MI 48601	NONE	GRANT	1,000.00
TOTAL				<u>3,050.00</u>



BARBARA ANN MORGAN

38-3413062

Statement Period:

12/01/10 - 12/31/10

Asset Position As of 12/31/10

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Cash Equivalents				
Marshall Prime Money Market CI I #90	284.850	284.85 284.85	0.00 0.08	0.22%
Marshall Prime Money Market CI I #90 (Invested Income)	1,013.400	1,013.40 1,013.40	2.00 0.12	0.22%
Total Cash Equivalents		\$ 1,298.25 \$ 1,298.25	2.00 0.20	0.22%
Equities				
Aston Montag & Caldwell Gth Fd CI I	151.762	3,677.19 3,532.01	0.00	0.00%
Baron Asset Fd Small Cap Fd #583	163.769	3,894.43 2,988.78	0.00	0.00%
Bridgeway Ultra-Small Company Mkt Fd	266.755	3,939.97 3,070.17	39.00	1.00%
Columbia Value and Restructuring Fund Class Z	76.396	3,858.76 1,907.32	46.00	1.20%
DFA International Core Equity #306	985.039	11,091.54 9,122.77	242.00	2.18%
DFA US Core Equity 1 Portfolio	2,422.622	26,648.84 22,113.81	365.00	1.37%
DFA Emerging Markets Core Equity Fund #272	165.844	3,675.10 2,978.15	52.00	1.44%
Harbor Fd Intl Fd Inst #2011	54.880	3,322.98 1,698.55	47.00	1.44%
JP Morgan U.S. Real Estate Fund - Sel	227.695	3,547.49 1,491.46	76.00	2.16%
Vanguard Total Stock Market Index Fund - SG #1341	370.969	11,303.43 9,764.98	201.00	1.78%
Total Equities		\$ 74,959.73 \$ 58,668.00	1,068.00 0.00	1.43%



BARBARA ANN MORGAN

Account Number:
Statement Period:

47-0023-01-1
12/01/10 - 12/31/10

Asset Position As of 12/31/10

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Fixed Income				
Pimco Fds Total Return Fd Inst #35	1,169.049	12,684.18 12,477.48	482.00 38.76	3.80%
Pimco High Yield Fund Cl I #108	247.538	2,302.10 2,349.13	160.00 14.65	6.96%
T Rowe Price International Bond Fund #76	227.923	2,267.83 2,128.95	54.00 4.79	2.39%
Vanguard Total Bond Market Index Fund - Sig #1351	2,102.124	22,282.51 21,618.41	737.00 62.70	3.31%
Vanguard Inflation-Protected Securities Fund-IV #119	338.764	4,403.93 4,403.28	107.00	2.44%
Total Fixed Income		\$ 43,940.55 \$ 42,977.25	1,540.00 120.90	3.51%
Miscellaneous				
Misc Jewelry	1.000	1.00 1.00	0.00	0.00%
Total Miscellaneous		\$ 1.00 \$ 1.00	0.00 0.00	0.00%
Cash				
Principal Cash		0.00 0.00	0.00	0.00%
Income Cash		0.00 0.00	0.00	0.00%
Total Cash		\$ 0.00 \$ 0.00	0.00 0.00	0.00%
Total Market Value		\$ 120,199.53 \$ 102,944.50	2,610.00 121.10	2.18%