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 08/01 **, 2010, and ending** 07/31 **, 20** 11

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
General Educational Fund, Inc.

A Employer identification number
03-6009912

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
c/o Merchants Trust Company, PO Box 8490

B Telephone number (see page 10 of the instructions)
802-865-1871

City or town, state, and ZIP code
Burlington, VT 05402

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here . ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 29,676,835

J Accounting method: ☑ Cash ☐ Accrual
☐ Other (specify) ________
(Part I, column (d) must be on cash basis)

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	577			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	2,037	2,037		
	4	Dividends and interest from securities	821,084	821,084		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,967,967			
	b	Gross sales price for all assets on line 6a 3,668,265				
	7	Capital gain net income (from Part IV, line 2)		1,967,967		
	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)	0	0		
	12	**Total.** Add lines 1 through 11	2,791,665	2,791,088		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	15,000	7,500		7,500
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	14,840	9,171		5,669
	c	Other professional fees (attach schedule)	85,997	49,878		36,119
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	195,214	195,214		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,683	842		841
	22	Printing and publications	1,270	1,270		0
	23	Other expenses (attach schedule)	27,818	5,563		22,255
	24	**Total operating and administrative expenses.** Add lines 13 through 23	341,822	269,438		72,384
	25	Contributions, gifts, grants paid	1,391,733			1,391,733
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,733,555	269,438		1,464,117
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	1,058,110			
	b	**Net investment income** (if negative, enter -0-)		2,521,650		
	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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	94,346	12,644	12,644
	2	Savings and temporary cash investments	1,032,590	761,521	761,521
	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			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	24,586,699	25,997,580	28,902,670
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment. basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	25,713,635	26,771,745	29,676,835
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.			
	27	Capital stock, trust principal, or current funds	25,619,289	26,759,101	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	94,346	12,644	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	25,713,635	26,771,745	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	25,713,635	26,771,745	

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	25,713,635
2	Enter amount from Part I, line 27a	2	1,058,110
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	26,771,745
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	26,771,745

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 attached 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	1,967,967
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	1,294,775	27,225,657	0.047557
2008	1,414,461	24,132,314	0.058613
2007	1,656,070	28,804,175	0.057494
2006	1,190,968	28,759,642	0.041411
2005	1,481,801	29,205,532	0.050737

2	**Total** of line 1, column (d)	2	0.255812
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	0.0511624
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	28,881,276
5	Multiply line 4 by line 3	5	1,477,635
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	25,217
7	Add lines 5 and 6	7	1,502,852
8	Enter qualifying distributions from Part XII, line 4	8	1,464,117

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 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	50,433
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	50,433
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	50,433
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a — 72,575		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	72,575
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	22,142
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 22,142 **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		✓
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		✓
	*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		✓
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		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
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		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ Vermont			
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	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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

			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		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶

14 The books are in care of ▶ Merchants Trust Company Telephone no. ▶ 802-865-1871

Located at ▶ 275 Kennedy Drive, So. Burlington, VT ZIP+4 ▶ 05403

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 |

			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		
	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.

			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		✓
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 ▶ 20___, 20___, 20___, 20___			
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		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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		✓
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		✓

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? *If "Yes" to 6b, file Form 8870.*	6b		✓
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
J Churchill Hindes, PhD 1110 Prim Road, Colchester, VT 05446	Trustee, As Needed	3,000	0	0
Joseph Boutin 63 Morrill Drive, Burlington, VT 05401	Trustee, As Needed	5,000	0	0
Spencer Knapp PO Box 988, Burlington, VT 05402	Trustee, As Needed	3,000	0	0
Mike Breen 40 Stirling Place, Burlington, VT 05402	Trustee, As Needed	3,000	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				

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

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
Merchants Trust Company, 275 Kennedy Drive, So Burlington, VT 05402	Investment Mgmt Services	70,997
Total number of others receiving over $50,000 for professional services ▶		70,997

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 The foundation provides college education grants to Vermont High School Students	72,384
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	
2	
All other program-related investments See page 24 of the instructions 3	
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	29,321,092
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	29,321,092
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	29,321,092
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see page 25 of the instructions)	4	439,816
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,881,276
6	**Minimum investment return.** Enter 5% of line 5	6	1,444,064

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	1,444,064
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 50,433		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	50,433
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,393,631
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,393,631
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,393,631

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	1,464,117
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,464,117
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,464,117

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					1,393,631
2 Undistributed income, if any, as of the end of 2010:					
a Enter amount for 2009 only				0	
b Total for prior years: 20 ___ ,20 ___ ,20 ___			0		
3 Excess distributions carryover, if any, to 2010:					
a From 2005	48,648				
b From 2006	NONE				
c From 2007	264,545				
d From 2008	239,249				
e From 2009	63,741				
f **Total** of lines 3a through e		616,183			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 1,464,117					
a Applied to 2009, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)		0			
d Applied to 2010 distributable amount					1,393,631
e Remaining amount distributed out of corpus		70,486			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		686,669			
b Prior years' undistributed income. Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0		
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions			0		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				0	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					0
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)		0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		48,648			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		638,021			
10 Analysis of line 9:					
a Excess from 2006	0				
b Excess from 2007	264,545				
c Excess from 2008	239,249				
d Excess from 2009	63,741				
e Excess from 2010	70,486				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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 . . . . ▶ N/A

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			
	(a) 2010	(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).)

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 ATTACHED APPLICAITON

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 ATTACHED LIST			GRANTS/SCHOLARSHIPS	1,391,733
Total . . . . . . ▶ 3a				1,391,733
b *Approved for future payment*				
Total . . . . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,037	
4 Dividends and interest from securities			14	821,084	
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	1,967,967	
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)				2,791,088	

13 Total. Add line 12, columns (b), (d), and (e) 13 2,791,088

(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)
	N/A

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☐ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Michael N [illegible] 11/12/11 TREASURER

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CLAUDIA BROUSSEAU, CPA	Claudia H Brousseau CPA	11/10/11		P00142246

Firm's name ► TAX PREP SERVICES — Firm's EIN ► 03-0360041

Firm's address ► 112 LOG ROAD, MONTPELIER, VT 05602 — Phone no 802-223-1357

General Educational Fund, Inc.
EIN: 03-6009912
For Year Ended: 07/31/2011

Statements:

Part I: Line 1: Contributions:

Ida Thorpe Charitable Trust Gift	$	493.43
Natalie Brennan and Jennifer Brown	$	48.50
Donation from Just Give	$	9.70
Barbara Brennan	$	25.00
	$	576.63

Part I: Line 16b: Accounting Fees

McSoley McCoy, Audit Fees	$	13,550.00
Tax Prep Services, Return Prep Fees	$	1,230.00
Kristen Cecere, Informational Rpt Fees	$	60.00
	$	14,840.00

Part I: Line 16c: Other Professional Fees

VSAC Fee	$	15,000.00
MTC Trustee Fee	$	70,997.06
	$	85,997.06

Part I: Line 18: Taxes

Estimated Taxes Paid	$	72,575.00
Tax Due with 2009 Return	$	117,829.51
Foreign Taxes Withheld	$	4,809.44
	$	195,213.95

Part I: Line 23: Other Expenses

Philadelphia Insurance Co	$	2,789.00
Union Street Media Website	$	13,139.00
CPG Enterprises	$	1,650.00
A Design Logo Design	$	1,975.00
Hammer Consulting - Copywriting	$	3,600.00
Accudata Integrated Marketing	$	971.00
Goodway Record Management	$	40.00
Survey Fee	$	2,999.76
IST Work	$	653.60
	$	27,817.36

Holdings as of 7/31/2011 for 9990713 - General Ed Fund Master Account

Cash Type	Ticker Symbol	Shares	Asset	Acquisition Date	Market Value	Cost	Unrealized Gain	Est. Income	Price	%MV	Annual Yield	Cusip
Cash												
Principal			Cash		$0.00	$0.00				0.00%		Cash
Principal			Cash		$0.00	$0.00				0.00%		Cash
		0.000			$0.00	$0.00	$0.00	$0.00		0.00%	0.00%	
Cash Equivalents												
Principal	MBSWEEP	761,521.050	Merchants Bank Sweep Account	12/10/2010	$761,521.05	$761,521.05	$0.00	$837.76	1.0000	2.57%	0.11%	946000999
		761,521.050			$761,521.05	$761,521.05	$0.00	$837.76		2.57%	0.11%	
Equity												
Principal	CFIMX	5,746.452	Clipper Fund	Various	$375,358.24	$425,684.92	($50,326.68)	$3,631.76	65.3200	1.27%	0.97%	188850101
Principal	LLPFX	19,250.338	Longleaf Partners Fund	Various	$580,205.18	$481,133.40	$99,071.78	$192.51	30.1400	1.96%	0.03%	543069108
Principal	OAKMX	8,677.361	Oakmark Fund	Various	$371,824.93	$341,300.03	$30,524.90	$2,182.35	42.8500	1.25%	0.59%	413838103
Principal	OAKGX	38,561.111	Oakmark Global Fund	Various	$853,357.39	$768,566.34	$84,791.05	$3,412.66	22.1300	2.88%	0.40%	413838830
Principal	TGVIX	17,632.598	Thornburg International Value Fund	Various	$518,574.71	$413,698.53	$104,876.18	$6,235.94	29.4100	1.75%	1.20%	885215566
Principal	VIFSX	13,958.912	Vanguard 500 Index Fund Signal Shares	Various	$1,374,115.29	$990,794.15	$383,321.14	$25,419.18	98.4400	4.63%	1.85%	922908496
Principal	HAINX	8,331.505	Harbor International Fund - Instl	Various	$524,801.50	$461,503.85	$63,297.65	$7,262.32	62.9900	1.77%	1.38%	411511306
Principal	BLUEX	14,146.165	Brandywine Blue Fd Common	10/1/2009	$361,010.13	$283,913.54	$77,096.59	$0.00	25.5200	1.22%	0.00%	10532B101
Principal	CISGX	30,631.353	Touchstone Sands Cap Instl Growth Fd	Various	$470,191.27	$316,418.04	$153,773.23	$0.00	15.3500	1.58%	0.00%	89155J104
Principal	OSTFX	18,462.427	Osterweis Fund	Various	$510,116.86	$390,267.54	$119,849.32	$4,830.32	27.6300	1.72%	0.95%	742935406
Principal	FAIRX	14,567.274	Fairholme Fund	Various	$452,896.55	$379,366.93	$73,529.62	$4,561.46	31.0900	1.53%	1.01%	304871106
Principal	VARIX	76,653.725	Virtus Alphasector Rotation Fund Class I	Various	$876,918.62	$747,839.00	$129,079.62	$14,311.24	11.4400	2.96%	1.63%	92828R271
Principal	WPSCX	5,308.626	Westport Select Cap I	Various	$149,172.39	$123,297.25	$25,875.14	$0.00	28.1000	0.50%	0.00%	961323409
Principal	ARBNX	56,687.448	Arbitrage Funds Class I	Various	$742,038.70	$710,439.38	$31,599.32	$1,366.17	13.0900	2.50%	0.18%	03875R205
Principal	ADAIX	64,756.803	AQR Diversified Arbitrage Fund Class I	Various	$727,866.47	$697,155.90	$30,710.57	$2,358.25	11.2400	2.45%	0.32%	00203H602
Principal	VIGSX	43,818.441	Vanguard Growth Index Signal	Various	$1,341,720.66	$1,066,413 36	$275,307.30	$16,037 55	30.6200	4.52%	1.20%	922908470
Principal	VVISX	57,818.961	Vanguard Value Index Signal	Various	$1,269,704.37	$1,128,487.72	$141,216.65	$30,875.33	21.9600	4.28%	2.43%	922908462
Principal	VSISX	4,495.336	Vanguard Small Cap Index Signal	Various	$145,963.56	$126,363 70	$19,599 86	$1,627.32	32.4700	0.49%	1.11%	922908421
Principal	VTSGX	59,726.115	Vanguard Total Intl Stock Index Signal S...	Various	$1,928,556.23	$1,746,035.66	$182,520.57	$0.00	32.2900	6.50%	0.00%	921909792
		559,230.951			$13,574,393.05	$11,598,679.24	$1,975,71...	$124,304.35		45.76%	0.92%	
Fixed												
Principal	LSBDX	100,736.723	Loomis Sayles Bond Fund	Various	$1,506,014.00	$1,229,066.26	$276,947.74	$80,921.81	14.9500	5.08%	5.37%	543495840
Principal	PTTRX	174,550.887	PIMCO Total Return Fund	Various	$1,937,514 84	$1,868,718.18	$68,796.66	$59,497.59	11.1000	6.53%	3.07%	693390700
Principal	VBTSX	318,153.105	Vanguard Total Bond Market Index Signal	Various	$3,445,598.13	$3,242,767.75	$202,830.38	$112,980.30	10.8300	11.62%	3.28%	921937868
Principal	PFIUX	275,631.029	PIMCO Unconstrained Bd Fd	Various	$3,056,748.12	$2,994,912.26	$61,835.86	$65,809.66	11.0900	10.30%	2.15%	72201M487
Principal	PELBX	222,081.473	PIMCO Emerging Local Bd Fd	Various	$2,471,766.79	$2,179,777.82	$291,988.97	$175,123.90	11 1300	8.33%	7.08%	72201F516
Principal	OSTIX	173,340.945	Osterweis Strategic Income Fund	Various	$2,041,956.34	$2,004,820.16	$37,136.18	$106,778.01	11.7800	6.88%	5.23%	742935489
Principal	RPIFX	84,666.534	T. Rowe Price Instl Floating Rate	3/14/2011	$868,678.64	$878,838.62	($10,159.98)	$47,480.15	10.2600	2.93%	5.47%	77958B402
		1,349,160.696			$15,328,276.86	$14,398,901.05	$929,375.81	$648,591.42		51.67%	4.23%	
		2,669,912.697			$29,664,190.96	$26,759,101.34	$2,905,08...	$773,733.53		100.00%	2.61%	

General Ed Fund Master Account

Account #: 9990713 Tax Worksheet From 8/1/2010 to 7/31/2011

Trust Category:
Dates Open: 12/2/2009 to 4/19/2011
Trust Year End: December
Date Printed: 08/25/2011

Admin Officer: Dan Stanyon
Invest Officer:
Tax State:
Tax ID:

Capital Gains and Losses

Individual Transactions

Short-Term

Description of Security	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Gain/Loss	Description of Transaction
Westport Select Cap I	961323409	984.391000	05/04/2010	03/14/2011	314	0.00	26,962.46	-23,300.53	3,661.93	Sold 984.391 shares @ $27.3900
				Short-Term Total		0.00	26,962.46	-23,300.53	3,661.93	

Long-Term

Description of Security	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Gain/Loss	Description of Transaction
Merchants Bancshares Com	588448100	1,000.000000	11/21/1957	08/02/2010	19,247	0.00	23,414.40	-125.80	23,288.60	Sold 1,000 shares @ $23.4648
Merchants Bancshares Com	588448100	2,000.000000	11/21/1957	08/03/2010	19,248	0.00	46,892.80	-251.60	46,641.20	Sold 2,000 shares @ $23.4968
Merchants Bancshares Com	588448100	2,000.000000	11/21/1957	08/06/2010	19,251	0.00	46,819.80	-251.60	46,568.20	Sold 2,000 shares @ $23.4603
Merchants Bancshares Com	588448100	1,500.000000	11/21/1957	08/09/2010	19,254	0.00	35,549 39	-188.70	35,360.69	Sold 1,500 shares @ $23.7500
Merchants Bancshares Com	588448100	1,500.000000	11/21/1957	08/10/2010	19,255	0.00	35,074.35	-188.70	34,885.65	Sold 1,500 shares @ $23.4333
Merchants Bancshares Com	588448100	3,000.000000	11/21/1957	08/11/2010	19,256	0.00	69,800.41	-377.39	69,423.02	Sold 3,000 shares @ $23.3172
Merchants Bancshares Com	588448100	1,000.000000	11/21/1957	08/16/2010	19,261	0.00	23,616.10	-125.80	23,490.30	Sold 1,000 shares @ $23.6665
Merchants Bancshares Com	588448100	2,000.000000	11/21/1957	08/17/2010	19,262	0.00	47,827.19	-251.59	47,575.60	Sold 2,000 shares @ $23.9640
Merchants Bancshares Com	588448100	2,000.000000	11/21/1957	08/18/2010	19,263	0.00	48,358.98	-251.59	48,107.39	Sold 2,000 shares @ $24.2299
Merchants Bancshares Com	588448100	163.000000	11/21/1957	08/23/2010	19,268	0.00	3,903.78	-20.50	3,883.28	Sold 163 shares @ $24.0000
Merchants Bancshares Com	588448100	500 000000	11/21/1957	08/24/2010	19,269	0.00	11,641.80	-62.90	11,578.90	Sold 500 shares @ $23.3340
Merchants Bancshares Com	588448100	1,500.000000	11/21/1957	08/25/2010	19,270	0.00	35,388.45	-188.70	35,199.75	Sold 1,500 shares @ $23.6427
Merchants Bancshares Com	588448100	2,837.000000	11/21/1957	08/26/2010	19,271	0.00	66,784.68	-356.89	66,427.79	Sold 2,837 shares @ $23.5910
Merchants Bancshares Com	588448100	1,000.000000	11/21/1957	08/30/2010	19,275	0.00	23,519 60	-125.80	23,393.80	Sold 1,000 shares @ $23.5700
Merchants Bancshares Com	588448100	1,000.000000	11/21/1957	08/31/2010	19,276	0.00	23,479.60	-125.80	23,353.80	Sold 1,000 shares @ $23.5300
Merchants Bancshares Com	588448100	3,000.000000	11/21/1957	09/01/2010	19,277	0.00	71,346.29	-377.39	70,968.90	Sold 3,000 shares @ $23.8325
Merchants Bancshares Com	588448100	1,315.000000	11/21/1957	09/09/2010	19,285	0 00	31,095.28	-165.42	30,929.86	Sold 1,315 shares @ $23.6970
Merchants Bancshares Com	588448100	3,685.000000	11/21/1957	09/10/2010	19,286	0.00	86,008.28	-463.56	85,544.72	Sold 3,685 shares @ $23.3905
Merchants Bancshares Com	588448100	5,000.000000	11/21/1957	09/13/2010	19,289	0.00	121,627.44	-628.99	120,998.45	Sold 5,000 shares @ $24.3759

General Ed Fund Master Account

Account #: xx9990713 Tax Worksheet From 8/1/2010 to 7/31/2011

Trust Category:
Dates Open: 12/2/2009 to 4/19/2011
Trust Year End: December
Date Printed: 08/25/2011

Admin Officer: Dan Stanyon
Invest Officer:
Tax State:
Tax ID:

Capital Gains and Losses

Individual Transactions

Long-Term

Description of Security	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Gain/Loss	Description of Transaction
Merchants Bancshares Com	588448100	2,000.000000	11/21/1957	09/23/2010	19,299	0.00	49,905.15	-251.59	49,653.56	Sold 2,000 shares @ $25.0030
Merchants Bancshares Com	588448100	3,610.000000	11/21/1957	10/05/2010	19,311	0.00	90,115.62	-454.13	89,661.49	Sold 3,610 shares @ $25.0132
Merchants Bancshares Com	588448100	95.000000	11/21/1957	10/06/2010	19,312	0.00	2,370.20	-11.95	2,358.25	Sold 95 shares @ $25.0000
Merchants Bancshares Com	588448100	100.000000	11/21/1957	10/07/2010	19,313	0.00	2,494.95	-12.58	2,482.37	Sold 100 shares @ $25.0000
Merchants Bancshares Com	588448100	1,290.000000	11/21/1957	10/08/2010	19,314	0.00	32,227.78	-162.28	32,065.50	Sold 1,290 shares @ $25.0332
Merchants Bancshares Com	588448100	815.000000	11/21/1957	10/11/2010	19,317	0.00	20,337.89	-102.53	20,235.36	Sold 815 shares @ $25.0049
Merchants Bancshares Com	588448100	3,800.000000	11/21/1957	10/12/2010	19,318	0.00	94,909.85	-478.03	94,431.82	Sold 3,800 shares @ $25.0267
Merchants Bancshares Com	588448100	2,195.000000	11/21/1957	10/13/2010	19,319	0.00	54,885.26	-276.13	54,609.13	Sold 2,195 shares @ $25.0551
Merchants Bancshares Com	588448100	1,000.000000	11/21/1957	10/14/2010	19,320	0.00	25,031.57	-125.80	24,905.77	Sold 1,000 shares @ $25.0820
Merchants Bancshares Com	588448100	4,212.000000	11/21/1957	10/18/2010	19,324	0.00	105,863.87	-529.86	105,334.01	Sold 4,212 shares @ $25.1843
Merchants Bancshares Com	588448100	400.000000	11/21/1957	10/19/2010	19,325	0.00	10,039.82	-50.32	9,989.50	Sold 400 shares @ $25.1500
Merchants Bancshares Com	588448100	2,200.000000	11/21/1957	10/20/2010	19,326	0.00	55,894.89	-276.75	55,618.14	Sold 2,200 shares @ $25.4572
Merchants Bancshares Com	588448100	3,283.000000	11/21/1957	10/22/2010	19,328	0.00	81,920.62	-412.99	81,507.63	Sold 3,283 shares @ $25.0034
Merchants Bancshares Com	588448100	2,500.000000	11/21/1957	10/25/2010	19,331	0.00	62,848.93	-314.49	62,534.44	Sold 2,500 shares @ $25.1900
Merchants Bancshares Com	588448100	1,000.000000	11/21/1957	10/26/2010	19,332	0.00	25,245.87	-125.80	25,120.07	Sold 1,000 shares @ $25.2963
Merchants Bancshares Com	588448100	1,500.000000	11/21/1957	10/27/2010	19,333	0.00	38,055.40	-188.70	37,866.70	Sold 1,500 shares @ $25.4207
Merchants Bancshares Com	588448100	1,000.000000	11/21/1957	11/02/2010	19,339	0.00	25,141.47	-125.80	25,015.67	Sold 1,000 shares @ $25.1919
Merchants Bancshares Com	588448100	1,000.000000	11/21/1957	11/04/2010	19,341	0.00	25,480.06	-125.80	25,354.26	Sold 1,000 shares @ $25.5305
Merchants Bancshares Com	588448100	3,405.000000	11/21/1957	11/05/2010	19,342	0.00	88,372.55	-428.33	87,944.22	Sold 3,405 shares @ $26.0042
Oakmark Global Fund	413838830	611.098000	11/01/2005	03/14/2011	1,959	0.00	13,713.04	-14,385.25	-672.21	Sold 611.098 shares @ $22.4400
Oakmark Global Fund	413838830	1,819.543000	11/28/2005	03/14/2011	1,932	0.00	40,830.55	-43,741.81	-2,911.26	Sold 1,819.543 shares @ $22.4400
PIMCO Emerging Local Bd Fd	72201F516	40,268.364000	03/09/2010	03/14/2011	370	0.00	426,844.66	-411,542.68	15,301.98	Sold 40,268.364 shares @ $10.6000
Harbor International Fund - Instl	411511306	282.347000	02/15/2008	03/14/2011	1,123	0.00	17,268.33	-18,044.80	-776.47	Sold 282.347 shares @ $61.1600
Thornburg International Value Fund	885215566	225.926000	01/23/2006	03/14/2011	1,876	0.00	6,536.04	-5,630.08	905.96	Sold 225.926 shares @ $28.9300

General Ed Fund Master Account

Account #: 9990713 — Tax Worksheet From 8/1/2010 to 7/31/2011

Trust Category:
Dates Open: 12/2/2009 to 4/19/2011
Trust Year End: December
Date Printed: 08/25/2011

Admin Officer: Dan Stanyon
Invest Officer:
Tax State:
Tax ID:

Capital Gains and Losses

Individual Transactions

Long-Term

Description of Security	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Gain/Loss	Description of Transaction
Thornburg International Value Fund	885215566	318.494000	05/01/2006	03/14/2011	1,778	0.00	9,214.03	-8,771.33	442.70	Sold 318.494 shares @ $28.9300
Vanguard Total Intl Stock Index Signal Shares	921909792	1,616.670000	08/14/2008	03/14/2011	942	0.00	50,844.26	-53,016.46	-2,172.20	Sold 1,616.67 shares @ $31.4500
Brandywine Blue Fd Common	10532B101	2.158000	10/01/2009	03/14/2011	529	0 00	55.61	-43.31	12.30	Sold 2.158 shares @ $25.7700
Brandywine Blue Fd Common	10532B101	725.211000	02/15/2008	03/14/2011	1,123	0.00	18,688.70	-22,793.38	-4,104.68	Sold 725.211 shares @ $25.7700
Longleaf Partners Fund	543069108	252.065000	01/23/2006	03/14/2011	1,876	0.00	7,602.28	-7,990.46	-388.18	Sold 252.065 shares @ $30.1600
Longleaf Partners Fund	543069108	1,475.392000	11/01/2005	03/14/2011	1,959	0.00	44,497.83	-47,124 00	-2,626.17	Sold 1,475.392 shares @ $30.1600
Longleaf Partners Fund	543069108	231.153000	05/01/2006	03/14/2011	1,778	0.00	6,971.58	-8,004.83	-1,033.25	Sold 231.153 shares @ $30.1600
Touchstone Sands Cap Instl Growth Fd	89155J104	4,291.052000	05/01/2008	03/14/2011	1,047	0.00	61,018.76	-52,651.21	8,367.55	Sold 4,291.052 shares @ $14.2200
Vanguard 500 Index Fund Signal Shares	922908496	1,149.950000	03/09/2010	03/14/2011	370	0.00	113,879.58	-100,137.59	13,741.99	Sold 1,149.95 shares @ $99.0300
Vanguard 500 Index Fund Signal Shares	922908496	130.218000	08/14/2008	03/14/2011	942	0.00	12,895.49	-12,840.80	54.69	Sold 130.218 shares @ $99.0300
Vanguard Growth Index Signal	922908470	3,983.762000	08/14/2008	03/14/2011	942	0.00	119,154.33	-113,366.48	5,787.85	Sold 3,983.762 shares @ $29.9100
Vanguard Value Index Signal	922908462	3,758.537000	08/14/2008	03/14/2011	942	0.00	85,093.27	-86,421.50	-1,328.23	Sold 3,758.537 shares @ $22.6400
Virtus Alphasector Rotation Fund Class I	92828R271	5,527.195000	03/09/2010	03/14/2011	370	0.00	62,954.75	-55,824.67	7,130.08	Sold 5,527.195 shares @ $11.3900
Vanguard Small Cap Index Signal	922908421	333.523000	08/14/2008	03/14/2011	942	0.00	10,802.83	-9,568.27	1,234.56	Sold 333.523 shares @ $32.3900
PIMCO Total Return Fund	693390700	15,794.805000	10/13/2009	03/14/2011	517	0.00	172,479.27	-172,637.22	-157.95	Sold 15,794.805 shares @ $10.9200
PIMCO Total Return Fund	693390700	4,194.155000	11/25/2009	03/14/2011	474	0.00	45,800.17	-46,261.53	-461.36	Sold 4,194.155 shares @ $10.9200
Vanguard Total Bond Market Index Signal	921937868	25,439.687000	10/13/2009	03/14/2011	517	0.00	269,660.68	-265,844.73	3,815.95	Sold 25,439.687 shares @ $10.6000
Vanguard Total Bond Market Index Signal	921937868	10,566.724000	11/25/2009	03/14/2011	474	0.00	112,007.28	-111,373.27	634.01	Sold 10,566.724 shares @ $10.6000
				Long-Term Total		0.00	3,452,103.69	-1,676,998.24	1,775,105.45	
				Individual Transactions Total		0.00	3,479,066.15	-1,700,298.77	1,778,767.38	

General Ed Fund Master Account

Account #: 9990713 Tax Worksheet From 8/1/2010 to 7/31/2011

Trust Category:
Dates Open: 12/2/2009 to 4/19/2011
Trust Year End: December
Date Printed: 08/25/2011

Admin Officer: Dan Stanyon
Invest Officer:
Tax State:
Tax ID:

Capital Gains and Losses

Short Term Capital Gain Allocation

Description of Security	Cusip	Trade Date	Income	Principal	Gain/Loss	Description of Transaction	Qualified Amount
PIMCO Total Return Fund	693390700	12/08/2010	0.00	71,987.53	71,987.53	Short Term Capital Gain Allocation on 194,539.847 shares	0.00
PIMCO Unconstrained Bd Fd	72201M487	12/08/2010	0.00	5,134.70	5,134.70	Short Term Capital Gain Allocation on 247,455.406 shares	0.00
Osterweis Strategic Income Fund	742935489	12/15/2010	0.00	11,378 52	11,378.52	Short Term Capital Gain Allocation on 119,421.884 shares	0.00
AQR Diversified Arbitrage Fund Class I	00203H602	12/17/2010	0.00	7,978.58	7,978.58	Short Term Capital Gain Allocation on 60,577.819 shares	1,788.80
Arbitrage Funds Class I	03875R205	12/17/2010	0.00	14,170.00	14,170.00	Short Term Capital Gain Allocation on 52,000 shares	80.75
Vanguard Total Bond Market Index Signal	921937868	12/27/2010	0.00	5,490.14	5,490.14	Short Term Capital Gain Allocation on 343,133.629 shares	0.00
Short Term Capital Gain Allocation Total			0.00	116,139.47	116,139.47		1,869.55

Long Term Capital Gain Allocation

Description of Security	Cusip	Trade Date	Income	Principal	Gain/Loss	Description of Transaction
PIMCO Total Return Fund	693390700	12/08/2010	0.00	32,916.14	32,916.14	Long Term Capital Gain Allocation on 194,539.847 shares
PIMCO Unconstrained Bd Fd	72201M487	12/08/2010	0.00	786.91	786.91	Long Term Capital Gain Allocation on 247,455.406 shares
Osterweis Strategic Income Fund	742935489	12/15/2010	0.00	4,880.77	4,880.77	Long Term Capital Gain Allocation on 119,421.884 shares
Fairholme Fund	304871106	12/16/2010	0.00	23,833.57	23,833.57	Long Term Capital Gain Allocation on 14,099.87 shares
Arbitrage Funds Class I	03875R205	12/17/2010	0.00	5.20	5.20	Long Term Capital Gain Allocation on 52,000 shares
Vanguard Total Bond Market Index Signal	921937868	12/27/2010	0.00	10,637.14	10,637.14	Long Term Capital Gain Allocation on 343,133.629 shares
Long Term Capital Gain Allocation Total			0.00	73,059.73	73,059.73	

VSAC

Vermont Student Assistance Corporation
10 East Allen Street • PO Box 2000 • Winooski VT 05404-2601
802-655-9602 • Fax 802-654-3765 • TDD 800-281-3341
www.vsac.org • info@vsac.org • **Toll-free 800-642-3177**

September 16, 2011

Lynette Chase
Merchants Trust Company
275 Kennedy Drive
South Burlington, VT 05403

Dear Lynette:

I have enclosed three copies of the following:

- Report to General Educational Fund, Inc. Trustees providing detailed information on 1st, 2nd, and 3rd Term Disbursements;

We certify that students included on the 1st, 2nd, and 3rd Term Disbursements Report have previously been approved by the GEF, Inc. Trustees to be awarded a scholarship. Each semester, disbursement takes place after both enrollment and satisfactory academic progress have been verified by the postsecondary school.

The following chart summarizes column headings included in the reports:

COLUMN HEADING	EXPLANATION
RECIPIENT	Scholarship recipients last name, first name and middle initial. A recipient may have more than one row of information either because their initial disbursement was voided and reissued or because the school refunded a portion or all of the disbursement.
SS#	Last four digits of scholarship recipient's social security number.
SCHOLARSHIP TYPE	R = Renewal Award N = New Award
GEF SCHOLARSHIP AWARDED (2010-2011	The specific GEF scholarship (and dollar amount) awarded to the recipient for the entire 2010-2011 academic year.
1st TERM DISBURSEMENT, *OR* 2nd TERM DISBURSEMENT, *OR* 3rd TERM DISBURSEMENT	Each row contains the check number, dollar amount, date check issued, and any applicable notes related to the disbursement

The following charts break down 1st, 2nd, and 3rd Term Disbursements by Award Type (Curtis, Towne, Woodhouse, or Webster):

1ST TERM DISBURSEMENTS (BY AWARD TYPE):	NUMBER:	AMOUNT:
Curtis Memorial Scholarships	387	$ 633,690
Towne Memorial Scholarships	20	$ 48,125
Webster Memorial Scholarships	1	$ 3,000
Woodhouse Memorial Scholarships	17	$ 41,250
TOTALS:	**425**	**$ 726,065**

2nd TERM DISBURSEMENTS (BY AWARD TYPE):	NUMBER:	AMOUNT:
• Curtis Memorial Scholarships	350	$ 563,100
• Towne Memorial Scholarships	20	$ 48,125
• Webster Memorial Scholarships	1	$ 3,000
• Woodhouse Memorial Scholarships	16	$ 39,583
TOTALS:	**387**	**$ 653,808**

3rd TERM DISBURSEMENTS (BY AWARD TYPE):	NUMBER:	AMOUNT:
• Curtis Memorial Scholarships	11	$ 13,200
• Towne Memorial Scholarships	0	$ 0
• Webster Memorial Scholarships	0	$ 0
• Woodhouse Memorial Scholarships	0	$ 0
TOTALS:	**11**	**$ 13,200**

We in VSAC Scholarships Program truly do enjoy working with you and your staff to distribute GEF, Inc. scholarships to deserving Vermont students! If you have any questions or need additional information, please feel free to contact me.

Sincerely,

M. Lemay

Marjorie R.W. Lemay, Manager
VSAC Scholarships Program

MRWL/slp

General Educational Fund (GEF), Inc. Scholarship

NEW AWARD SCHOLARSHIP DESCRIPTION

2011-2012 Academic Year

- **Scholarships awarded in 2011 will be applied toward educational expenses incurred during the 2011-2012 academic year.**

HISTORY/PURPOSE

General Educational Fund (GEF), Inc. Scholarships are funded by a tax-exempt private foundation which provides a limited number of scholarships to undergraduate students in need of financial assistance. Scholarships through the GEF are administered with assistance from Vermont Student Assistance Corporation (VSAC).

ELIGIBILITY

To be eligible for this scholarship, the applicant must:

- ✓ be a Vermont resident;
- ✓ be nominated by a VSAC Outreach Counselor;
- ✓ attend an accredited postsecondary school approved for federal Title IV funding;
- ✓ enroll in an undergraduate associate's or bachelor's degree program; and
- ✓ demonstrate financial need.

AMOUNT

The amount of the GEF Scholarship varies from year to year and is dependent upon the total number of potential recipients and available funds. A GEF Scholarship is tenable for a maximum of ten (10) full-time semesters or less as may be necessary to complete two associate's or one bachelor's degree.

SELECTION

Applications are reviewed by VSAC and selection is based on:

- ✓ whether or not the student met the eligibility requirements listed; and
- ✓ funds are available.

REQUIRED DOCUMENTS

Submission of the following on or before the postmark deadline noted below will constitute a "COMPLETE" application:

- ✓ General Educational Fund (GEF), Inc. Scholarship New Award Form (see reverse).

DEADLINE

- ✓ New Award Form must be postmarked on or before [redacted]. New Award Forms postmarked AFTER the deadline will be funded on a first-come, first-served basis.

INSTRUCTIONS

- ✓ Carefully review all information supplied in column 3 on the New Award Form (see reverse).
- ✓ If any information in column 3 is blank or missing, clearly print the correct information in column 4. **Please do not leave any line blank – all information is required.**
- ✓ If any information in column 3 is incorrect, cross it out and clearly print the correct information in column 4.
- ✓ **Sign and date the form on the last line.**
- ✓ Return this form in the self-addressed envelope provided or mail to:

ATT: General Educational Fund (GEF), Inc.
Scholarship—NEW
VSAC Scholarships Program
10 East Allen Street PO Box 2000
Winooski, VT 05404-2601

VSAC

[SCH UNIQUE ID: 00001]

General Educational Fund (GEF), Inc. Scholarship

NEW AWARD FORM

2011-2012 Academic Year

	① REQUIRED INFORMATION	② SPECIFIC INSTRUCTIONS OR EXAMPLES	③ IF INFORMATION IN THIS COLUMN IS INCORRECT OR MISSING →	④ ENTER CORRECT INFORMATION IN THIS COLUMN
A	**Social Security Number**		**000010001**	
B	**First Name, Middle Name or Initial, and Last Name**		**SAMPLE STUDENT**	
C	**PERMANENT Mailing Address**	*Permanent address where you may be reached twelve months of the year.*	**2 MAKE BELIEVE STREET** **MAKE BELIEVE, VT 00000**	
D	**Home Telephone Number**		**8020000000**	
E	**E-Mail Address**			
F	**Date of Birth**		[redacted]	
G	**Gender**	*F=Female, M=Male*	[redacted]	
H	**Current Status**	*CU=Civil Union, DI=Divorced, MA=Married, SE=Separated, SI=Single, WI=Widowed*	[redacted]	
I	**Citizenship**	*CI=U.S. Citizen, EN=Eligible Non-Citizen, PR=Permanent Resident*	[redacted]	
J	**Vermont Residency**	*Are you a Vermont Resident?* • *Yes, I have lived in Vermont since (enter "YES": mm/dd/yyyy)* • *No, I am not a Vermont Resident (enter "NO")*	[redacted]	
K	**Vermont Town of Legal Residence**		[redacted]	
L	**Number of Years Resident in Town**		[redacted]	
M	**Vermont County of Residence**		[redacted]	
N	**Postsecondary School You Will Attend During the 2011-2012 Academic Year**	*Please include full name of school, city and state.*	[redacted]–[redacted] [redacted]–[redacted]–[redacted]	
O	**Date of Expected Graduation from Postsecondary School**	*Please include month and year of expected graduation (mm/yyyy).*		
P	**Major During the 2011-2012 Academic Year**	*Examples: Elementary Education, Business, Electrical Engineering, Liberal Arts, etc.*	[redacted]	

(See Reverse)

[SCH UNIQUE ID: [redacted]]

General Educational Fund (GEF), Inc. Scholarship

NEW AWARD FORM

2011-2012 Academic Year

(continued)

	① REQUIRED INFORMATION	② SPECIFIC INSTRUCTIONS OR EXAMPLES	③ IF INFORMATION IN THIS COLUMN IS INCORRECT OR MISSING →	④ ENTER CORRECT INFORMATION IN THIS COLUMN
Q	**Specific Degree Program Pursued During the 2011-2012 Academic Year**	*Associates in Applied Science (AAS), Associates in Arts (AA), Associates in Science (AS), Bachelor of Arts (BA), Bachelor of Fine Arts (BFA), Bachelor of Science (BS), Certificate Program (CP), Doctor of Philosophy (PhD); Doctor of Veterinary Medicine (DVM), Juris Doctor (JD), Licensed Practical Nursing (LPN), Masters (MAS), Medical Doctor (MD), Non Degree Program (ND), Registered Nursing (RN)*	[redacted]	
R	**Year Enrolled During the 2011-2012 Academic Year**	*Undergraduate First Year (FR) Undergraduate Sophomore (SO) Undergraduate Junior (JU) Undergraduate Senior (SE) Graduate Level (GR)*	[redacted]	
S	**Expected Enrollment During the 2011-2012 Academic Year**	*FT=Full-Time (12+credits/semester), TQ=Three-Quarter-Time (9-11 credits/semester), HT=Half-Time (6-8 credits/semester), QT=Quarter-Time (3-5 credits/semester) NE=Not Enrolled*	[redacted]	

CERTIFICATION AND SIGNATURE

By signing this application, I certify the accuracy of this completed form and all accompanying Attachments (where applicable) and other documents submitted with it, and, if requested, agree to provide proof of this information. I also give permission to the Vermont Student Assistance Corporation (VSAC) to request and use data from my ***Free Application for Federal Student Aid (FAFSA),*** as well as data and materials from this application, to determine my eligibility for VSAC scholarships.

I authorize VSAC to share the financial information and other information in this application, and any attachments and related documents, with VSAC scholarship processing and review staff, donors, selection committees, and scholarship boards, and others for identifying students, determining eligibility, and selecting and notifying awardees. I also authorize VSAC to obtain pertinent eligibility and related information about me from any of these individuals or organizations. I give VSAC permission to share my letters of recommendation and essays with donors who may, in turn, share the content of materials with their family members, Boards, or membership.

I understand that if I receive an award, someone from the scholarship committee may contact me about the award. I also understand that because of variations in investment returns, any award I receive may vary, up or down, from the amount published in the VSAC Scholarship Booklet, or no award may be available.

If selected to receive a scholarship, I give permission for a publicity release. Under the Privacy Act of 1974, I understand I am not required to provide my Social Security Number; however, if I don't provide it, I will not be considered for VSAC scholarships.

I also agree promptly to refund and repay to VSAC any portion of funds awarded to me that VSAC determines to have been based upon incorrect information contained on or submitted in connection with this application.

VSAC cannot guarantee applicants will receive scholarships. Further, by signing this form, I agree to hold harmless, defend, and indemnify VSAC as well as its charitable affiliate, The Vermont Scholarship Fund, its employees, agents, and volunteers for any acts, failures to act, or omissions.

T	SIGNATURE:	DATE: