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

2010

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

09/01, 2010, and ending

08/31, 2011

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

TR U/W WILLIAM EMERY F/B/O INBABITANTS OF THE  
TOWN OF SANFORD, ME

A Employer identification number

01-6006981

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

Room/suite

P O BOX 1802

City or town, state, and ZIP code

PROVIDENCE, RI 02901-1802

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) ► \$ 625,757.

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis.)

B Telephone number (see page 10 of the instructions)

( ) -

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

## Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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				
5a Gross rents	16,673.	16,673.		STMT 1
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	66,137.			
b Gross sales price for all assets on line 6a	588,776.			
7 Capital gain net income (from Part IV, line 2)		66,137.		
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)	278.	278.		STMT 2
12 Total. Add lines 1 through 11	83,088.	83,088.		
13 Compensation of officers, directors, trustees, etc.	10,117.	6,070.		4,047.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,034.	189.	NONE	845.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	756.	506.		
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	11,907.	6,765.	NONE	4,892.
25 Contributions, gifts, grants paid	30,000.			30,000.
26 Total expenses and disbursements. Add lines 24 and 25	41,907.	6,765.	NONE	34,892.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	41,181.			
b Net investment income (if negative, enter -0-)		76,323.		
c Adjusted net income (if negative, enter -0-)				

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Operating and Administrative Expenses

OCT 13 2011

SCANNED

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	<b>Beginning of year</b>	<b>End of year</b>	
			<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
	1	Cash - non-interest-bearing . . . . .	<b>NONE</b>	<b>NONE</b>	
	2	Savings and temporary cash investments . . . . .	29,739.	14,105.	14,105.
	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) ► *	*	<b>NONE</b>	
		Less: allowance for doubtful accounts ►		<b>NONE</b>	<b>NONE</b>
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
<b>Assets</b>	10 a	Investments - U S and state government obligations (attach schedule) . . . . .	<b>NONE</b>	<b>NONE</b>	<b>NONE</b>
	b	Investments - corporate stock (attach schedule) . . . . .	554,671.	626,356.	611,652.
	c	Investments - corporate bonds (attach schedule) . . . . .	<b>NONE</b>	<b>NONE</b>	<b>NONE</b>
	11	Investments - land, buildings, and equipment basis ►	<b>NONE</b>		
		Less: accumulated depreciation ► (attach schedule)		<b>NONE</b>	<b>NONE</b>
	12	Investments - mortgage loans . . . . .	<b>NONE</b>	<b>NONE</b>	
	13	Investments - other (attach schedule) . . . . .	<b>NONE</b>	<b>NONE</b>	<b>NONE</b>
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ► (attach schedule)			
	15	Other assets (describe ►) . . . . .	<b>NONE</b>	<b>NONE</b>	<b>NONE</b>
	16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	584,410.	640,461.	625,757.
<b>Liabilities</b>	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ►) . . . . .			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			
<b>Net Assets or Fund Balances</b>	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 . . . . .	584,410.	640,461.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .	<b>NONE</b>	<b>NONE</b>	
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	584,410.	640,461.	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	584,410.	640,461.	

**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	584,410.
2	Enter amount from Part I, line 27a . . . . .	2	41,181.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 5	3	14,873.
4	Add lines 1, 2, and 3 . . . . .	4	640,464.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 6	5	3.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	640,461.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a SEE PART IV DETAIL</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69</b>					
<b>(i) FMV as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col. (i) over col. (j), if any</b>	<b>(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))</b>		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>	<b>{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</b>		<b>2</b>	<b>66,137.</b>	
<b>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. . . . .</b>	<b>{ 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. . . . . }</b>		<b>3</b>		

**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	32,601.	633,112.	0.05149325870
2008	31,561.	553,625.	0.05700790246
2007			
2006			
2005			

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1	1,526.
	Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
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 1,526.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .		4 NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5 1,526.
6	<b>Credits/Payments:</b>		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 . . . . .	6a 282.	
b	Exempt foreign organizations-tax withheld at source . . . . .	6b NONE	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c NONE	
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7 282.	
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . ►	9 1,244.	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . ►	10	
11	Enter the amount of line 10 to be <b>Credited to 2011 estimated tax</b> ► <input type="checkbox"/> <b>NONE</b> <input type="checkbox"/> <b>Refunded</b> ►	11	

**Part VII-A Statements Regarding Activities**

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

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

11		X
12		X
13	X	
14	Telephone no ► (888) 866-3275	
15	► 15	X
16	Yes	No

1 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) . . . . .

2 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .

3 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .  
Website address ► N/A

4 The books are in care of ► PRIVATE BANK, TAX SERVICES Telephone no ► (888) 866-3275  
Located at ► P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 ► 02901-1802

5 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

6 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? . . . . .  
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**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? . . . . .	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? . . . . . If "Yes," list the years ► . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see 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. ► . . . . .		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010) . . . . .	3b	
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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)-(5), did <b>any</b> 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)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b	
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>				
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? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	<i>If "Yes" to 6b, file Form 8870</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 8		10,117.	-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
SEE STATEMENT 9		NONE	NONE	NONE
-----				
-----				
-----				
-----				
-----				

Total number of other employees paid over \$50,000 . . . . . ►  NONE

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 10		NONE
-----		
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services . . . . . ►</b>		<b>NONE</b>

**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 <b>NONE</b>	
-----	
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 <b>NONE</b>	
-----	
2	
-----	
All other program-related investments. See page 24 of the instructions	
3 <b>NONE</b>	
-----	
<b>Total. Add lines 1 through 3 . . . . . ►</b>	

**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	660,183.
b Average of monthly cash balances . . . . .	1b	24,077.
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	684,260.
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	684,260.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) . . . . .	4	10,264.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	5	673,996.
6 Minimum investment return. Enter 5% of line 5 . . . . .	6	33,700.

**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	33,700.
2a Tax on investment income for 2010 from Part VI, line 5 . . . . .	2a	1,526.
b Income tax for 2010. (This does not include the tax from Part VI.) . . . . .	2b	
c Add lines 2a and 2b . . . . .	2c	1,526.
3 Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	3	32,174.
4 Recoveries of amounts treated as qualifying distributions . . . . .	4	NONE
5 Add lines 3 and 4 . . . . .	5	32,174.
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	32,174.

**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	34,892.
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	34,892.
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	34,892.

**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 . . . . .				32,174.
2 Undistributed income, if any, as of the end of 2010:			NONE	
a Enter amount for 2009 only . . . . .			NONE	
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 . . . . .	4,157.			
e From 2009 . . . . .	1,193.			
f Total of lines 3a through e . . . . .		5,350.		
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 34,892.				
a Applied to 2009, but not more than line 2a . . . . .			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .			NONE	
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .		NONE		
d Applied to 2010 distributable amount . . . . .				32,174.
e Remaining amount distributed out of corpus . . . . .		2,718.		
5 Excess distributions carryover applied to 2010 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a))		NONE		NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .			NONE	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .			NONE	
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .			NONE	
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .				NONE
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011. . . . .				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .		NONE		
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .		NONE		
9 Excess distributions carryover to 2011.				
Subtract lines 7 and 8 from line 6a . . . . .		8,068.		
10 Analysis of line 9:				
a Excess from 2006 . . . . .	NONE			
b Excess from 2007 . . . . .	NONE			
c Excess from 2008 . . . . .	4,157.			
d Excess from 2009 . . . . .	1,193.			
e Excess from 2010 . . . . .	2,718.			

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

a	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)																																											
2a	<table border="1"> <thead> <tr> <th rowspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2010</th> <th>(b) 2009</th> <th>(c) 2008</th> <th>(d) 2007</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>					Tax year	Prior 3 years			(e) Total	(a) 2010	(b) 2009	(c) 2008	(d) 2007																														
Tax year	Prior 3 years			(e) Total																																								
	(a) 2010	(b) 2009	(c) 2008		(d) 2007																																							
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	<p>"Assets" alternative test - enter:</p> <p>(1) Value of all assets . . . . .</p> <p>(2) Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .</p>																																											
b	<p>"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .</p>																																											
c	<p>"Support" alternative test - enter</p> <p>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .</p> <p>(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .</p> <p>(3) Largest amount of support from an exempt organization . . . . .</p> <p>(4) Gross investment income . . . . .</p>																																											

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

## 1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

**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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>Name and address (home or business)</b>				
<i>a Paid during the year</i>				
SEE STATEMENT 11				
<b>Total</b> .....			► 3a	<b>30,000.</b>
<i>b Approved for future payment</i>				
<b>Total</b> .....			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	
<b>1 Program service revenue:</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>			14	16,673.	
<b>5 Net rental income or (loss) from real estate:</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>			1	278.	
<b>7 Other investment income</b>			18	66,137.	
<b>8 Gain or (loss) from sales of assets other than inventory</b>					
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue:</b> a					
b					
c					
d					
e					
<b>12 Subtotal. Add columns (b), (d), and (e)</b>				83,088.	
<b>13 Total. Add line 12, columns (b), (d), and (e)</b>				13	83,088.

(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.)

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

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.

09/16/2011

SVP Tax

**Title**

Signature of officer or trustee		Date	Year		
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
			TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				15,482.	
			TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				19,421.	
53,953.00			4312.168 INTERM GOVT/CREDIT BOND CTF PROPERTY TYPE: SECURITIES 52,440.00			10/18/2002	09/10/2010	
10,510.00			840.034 INTERM GOVT/CREDIT BOND CTF PROPERTY TYPE: SECURITIES 10,167.00			11/19/2004	09/10/2010	
3,336.00			266.591 INTERM GOVT/CREDIT BOND CTF PROPERTY TYPE: SECURITIES 3,152.00			11/30/2005	09/10/2010	
1,130.00			90.312 INTERM GOVT/CREDIT BOND CTF PROPERTY TYPE: SECURITIES 1,053.00			06/30/2006	09/10/2010	
12,300.00			983.058 INTERM GOVT/CREDIT BOND CTF PROPERTY TYPE: SECURITIES 11,689.00			12/31/2006	09/10/2010	
9,809.00			783.983 INTERM GOVT/CREDIT BOND CTF PROPERTY TYPE: SECURITIES 9,197.00			06/30/2007	09/10/2010	
10,954.00			875.508 INTERM GOVT/CREDIT BOND CTF PROPERTY TYPE: SECURITIES 10,800.00			09/30/2009	09/10/2010	
9,300.00			509.184 INTERNATIONAL EQUITY CTF PROPERTY TYPE: SECURITIES 9,444.00			02/07/2003	09/10/2010	
9,814.00			537.304 INTERNATIONAL EQUITY CTF PROPERTY TYPE: SECURITIES 11,645.00			11/21/2003	09/10/2010	
							-144.00	
							-1,831.00	

**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)	
282.00			15.415 INTERNATIONAL EQUITY CTF PROPERTY TYPE: SECURITIES 361.00			11/19/2004	09/10/2010	
26,068.00			2429.688 LARGE CAP VALUE CTF PROPERTY TYPE: SECURITIES 25,491.00			09/19/2003	09/10/2010	
38,695.00			3606.601 LARGE CAP VALUE CTF PROPERTY TYPE: SECURITIES 42,441.00			11/19/2004	09/10/2010	
11,388.00			1061.405 LARGE CAP VALUE CTF PROPERTY TYPE: SECURITIES 11,067.00			03/31/2008	09/10/2010	
20,827.00			1941.17 LARGE CAP VALUE CTF PROPERTY TYPE: SECURITIES 15,464.00			12/31/2008	09/10/2010	
4,738.00			398.312 SMALL CAP GROWTH CTF PROPERTY TYPE: SECURITIES 5,057.00			10/18/2002	09/10/2010	
363.00			30.485 SMALL CAP GROWTH CTF PROPERTY TYPE: SECURITIES 359.00			03/31/2008	09/10/2010	
1,537.00			129.187 SMALL CAP GROWTH CTF PROPERTY TYPE: SECURITIES 1,195.00			10/31/2008	09/10/2010	
255.00			21.478 SMALL CAP GROWTH CTF PROPERTY TYPE: SECURITIES 200.00			12/31/2008	09/10/2010	
5,903.00			496.25 SMALL CAP GROWTH CTF PROPERTY TYPE: SECURITIES 4,267.00			02/28/2009	09/10/2010	
8,546.00			718.424 SMALL CAP GROWTH CTF PROPERTY TYPE: SECURITIES 7,740.00			04/30/2009	09/10/2010	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,488.00			102.27 SMALL CAP VALUE CTF PROPERTY TYPE: SECURITIES 1,638.00			11/21/2003	09/10/2010	
358.00			24.582 SMALL CAP VALUE CTF PROPERTY TYPE: SECURITIES 369.00			03/31/2008	09/10/2010	
192.00			13.232 SMALL CAP VALUE CTF PROPERTY TYPE: SECURITIES 156.00			12/31/2008	09/10/2010	
2,903.00			199.557 SMALL CAP VALUE CTF PROPERTY TYPE: SECURITIES 1,911.00			02/28/2009	09/10/2010	
3,323.00			228.463 SMALL CAP VALUE CTF PROPERTY TYPE: SECURITIES 2,833.00			04/30/2009	09/10/2010	
4,544.00			301.153 MID CAP GROWTH CTF PROPERTY TYPE: SECURITIES 4,586.00			11/19/2004	09/10/2010	
4,721.00			312.855 MID CAP GROWTH CTF PROPERTY TYPE: SECURITIES 4,375.00			04/22/2005	09/10/2010	
26,310.00			380.529 LARGE CAP GROWTH CTF PROPERTY TYPE: SECURITIES 24,147.00			10/18/2002	09/10/2010	
48,249.00			697.838 LARGE CAP GROWTH CTF PROPERTY TYPE: SECURITIES 49,539.00			11/19/2004	09/10/2010	
6,365.00			92.059 LARGE CAP GROWTH CTF PROPERTY TYPE: SECURITIES 6,375.00			04/22/2005	09/10/2010	
1,968.00			28.466 LARGE CAP GROWTH CTF PROPERTY TYPE: SECURITIES 1,862.00			03/31/2008	09/10/2010	
							106.00	

**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)	
22,418.00			324.23 LARGE CAP GROWTH CTF PROPERTY TYPE: SECURITIES 16,630.00			12/31/2008	09/10/2010	5,788.00
4,054.00			517.382 GOVERNMENT CREDIT CTF PROPERTY TYPE: SECURITIES 4,036.00			02/06/1998	09/10/2010	18.00
24,917.00			3179.613 GOVERNMENT CREDIT CTF PROPERTY TYPE: SECURITIES 24,665.00			02/12/1999	09/10/2010	252.00
23,460.00			2993.639 GOVERNMENT CREDIT CTF PROPERTY TYPE: SECURITIES 21,780.00			01/14/2000	09/10/2010	1,680.00
17,478.00			2230.296 GOVERNMENT CREDIT CTF PROPERTY TYPE: SECURITIES 17,329.00			08/08/2003	09/10/2010	149.00
6,773.00			864.331 GOVERNMENT CREDIT CTF PROPERTY TYPE: SECURITIES 6,606.00			11/19/2004	09/10/2010	167.00
1,799.00			229.621 GOVERNMENT CREDIT CTF PROPERTY TYPE: SECURITIES 1,691.00			03/31/2006	09/10/2010	108.00
8,707.00			1111.097 GOVERNMENT CREDIT CTF PROPERTY TYPE: SECURITIES 8,112.00			06/30/2006	09/10/2010	595.00
16,097.00			2054.048 GOVERNMENT CREDIT CTF PROPERTY TYPE: SECURITIES 15,060.00			06/30/2007	09/10/2010	1,037.00
1,329.00			169.567 GOVERNMENT CREDIT CTF PROPERTY TYPE: SECURITIES 1,250.00			06/30/2008	09/10/2010	79.00
11,399.00			1454.644 GOVERNMENT CREDIT CTF PROPERTY TYPE: SECURITIES 11,217.00			09/30/2009	09/10/2010	182.00

**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)	
9,940.00			160.973 LARGE CAP CORE CTF PROPERTY TYPE: SECURITIES 8,959.00			09/10/2010	12/31/2010	
3,450.00			184.474 SMALL CAP CTF PROPERTY TYPE: SECURITIES 2,833.00			09/10/2010	12/31/2010	
7,313.00			356.044 INTERNATIONAL EQUITY CTF PROPERTY TYPE: SECURITIES 8,312.00			11/19/2004	12/31/2010	
1,924.00			106.933 MID CAP VALUE CTF PROPERTY TYPE: SECURITIES 1,581.00			12/13/2002	12/31/2010	
3,967.00			218.666 MID CAP GROWTH CTF PROPERTY TYPE: SECURITIES 3,386.00			04/22/2005	12/31/2010	
6,014.00			286.495 INTERNATIONAL EQUITY CTF PROPERTY TYPE: SECURITIES 6,667.00			11/19/2004	01/31/2011	
2,504.00			119.264 INTERNATIONAL EQUITY CTF PROPERTY TYPE: SECURITIES 2,556.00			03/31/2008	01/31/2011	
23,956.00			1141.112 INTERNATIONAL EQUITY CTF PROPERTY TYPE: SECURITIES 13,190.00			10/31/2008	01/31/2011	
4,714.00			71.668 LARGE CAP CORE CTF PROPERTY TYPE: SECURITIES 4,364.00			09/10/2010	05/31/2011	
10,680.00			649.495 AGGREGATE BOND CTF PROPERTY TYPE: SECURITIES 10,646.00			09/10/2010	05/31/2011	
851.00			41.558 MID CAP GROWTH CTF PROPERTY TYPE: SECURITIES 749.00			04/22/2005	05/31/2011	
							102.00	

**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)	
TOTAL GAIN (LOSS) .....							66,137.	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LARGE CAP CORE CTF	1,265.	1,265.
INTERM GOVT/CREDIT BOND CTF	2,870.	2,870.
SMALL CAP CTF	60.	60.
INTERNATIONAL EQUITY CTF	3,541.	3,541.
LARGE CAP VALUE CTF	1,752.	1,752.
AGGREGATE BOND CTF	2,172.	2,172.
SMALL CAP GROWTH CTF	53.	53.
MID CAP VALUE CTF	275.	275.
SMALL CAP VALUE CTF	101.	101.
MID CAP GROWTH CTF	172.	172.
FEDERATED TREASURY OBLIG FUND INSTL SHS	4.	4.
LARGE CAP GROWTH CTF	935.	935.
GOVERNMENT CREDIT CTF	3,473.	3,473.
<b>TOTAL</b>	<b>16,673.</b>	<b>16,673.</b>

## FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SMALL CAP CTF INTERNATIONAL EQUITY CTF	7. 271.	7. 271.
TOTALS	278.	278.

## FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT & ACCOUNTING FEES (ALLOC TAX PREPARATION FEE (NON-ALLOC	189. 845.	189. 845.	189. 845.	189. 845.
TOTALS	1,034.	189.	NONE	845.

## FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	506.	506.
FEDERAL ESTIMATES - PRINCIPAL	250.	
TOTALS	756.	506.

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

DESCRIPTION	AMOUNT
-----	-----
CTF ADJUSTMENTS	14,873.
TOTAL	14,873.
=====	=====

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

DESCRIPTION	AMOUNT
-----	-----
ROUNDING	3.
TOTAL	3.
=====	=====

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

=====

ME

STATEMENT 7

TR U/W WILLIAM EMERY F/B/O INBABITANTS OF THE

01-6006981

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

=====

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

ONE CITY CENTER  
PORTLAND, ME 04101

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION ..... 10,117.

TOTAL COMPENSATION: 10,117.

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STATEMENT 8

TR U/W WILLIAM EMERY F/B/O INBABITANTS OF THE

01-6006981

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

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EMPLOYEE NAME:

NONE

STATEMENT 9

TR U/W WILLIAM EMERY F/B/O INBABITANTS OF THE

01-6006981

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:  
NONE

STATEMENT 10

TR U/W WILLIAM EMERY F/B/O INBABITANTS OF THE  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

01-6006981

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RECIPIENT NAME:  
SANFORD PARKS & RECREATION  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORTS NAMED ORGANIZATION  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 8,000.

RECIPIENT NAME:  
SANFORD-SPRINGVALE CHAMBER  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORTS NAMED ORGANIZATION  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 7,000.

RECIPIENT NAME:  
TOWN OF SANFORD  
ADDRESS:  
TOWN COUNCIL CHAIR  
SANFORD, ME 04073-3545  
AMOUNT OF GRANT PAID ..... 15,000.

TOTAL GRANTS PAID: ..... 30,000.

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STATEMENT 11

**SCHEDULE D**  
**(Form 1041)**Department of the Treasury  
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

**2010**

►Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

Name of estate or trust

TR U/W WILLIAM EMERY F/B/O INBABITANTS OF THE

Employer identification number

01-6006981

Note: Form 5227 filers need to complete only Parts I and II

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	1b	2,318.			
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	2				
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	3	15,482.			
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet . . . . .	4	( )			
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ► 5		17,800.			

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	6b	28,916.			
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	7				
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	8	19,421.			
9 Capital gain distributions . . . . .	9				
10 Gain from Form 4797, Part I . . . . .	10				
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet . . . . .	11	( )			
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ► 12		48,337.			

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

<b>Part III Summary of Parts I and II</b>		<b>(1) Beneficiaries' (see instr.)</b>	<b>(2) Estate's or trust's</b>	<b>(3) Total</b>
<b>Caution: Read the instructions before completing this part.</b>				
13	Net short-term gain or (loss) . . . . .	13		17,800.
14	Net long-term gain or (loss):			
a	Total for year . . . . .	14a		48,337.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	14b		
c	28% rate gain . . . . .	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		66,137.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

#### **Part IV Capital Loss Limitation**

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	( )
a The loss on line 15, column (3) or b \$3,000 . . . . .			

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

#### **Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . .	19	
20	Add lines 18 and 19 . . . . .	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ►	21	
22	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	22	
23	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	23	
24	Enter the smaller of the amount on line 17 or \$2,300 . . . . .	24	
25	Is the amount on line 23 equal to or more than the amount on line 24?		
	<input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box.	25	
	<input type="checkbox"/> No. Enter the amount from line 23 . . . . .	26	
26	Subtract line 25 from line 24 . . . . .	26	
27	Are the amounts on lines 22 and 26 the same?	27	
	<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	27	
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22 . . . . .	28	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	28	
29	Subtract line 28 from line 27 . . . . .	29	
30	Multiply line 29 by 15% (.15) . . . . .	30	
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	31	
32	Add lines 30 and 31 . . . . .	32	
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	33	
34	<b>Tax on all taxable income.</b> Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	34	

2010

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

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**Name of estate or trust**

TR U/W WILLIAM EMERY F/B/O INBABITANTS OF THE

**Employer identification number**  
01-6006981

## Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . . 2,318.00

2,318.00

**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.**

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**Schedule D-1 (Form 1041) 2010**

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side	Employer identification number
TR U/W WILLIAM EMERY F/B/O INBABITANTS OF THE	01-6006981

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 4312.168 INTERM GOVT/CREDIT BOND CTF	10/18/2002	09/10/2010	53,953.00	52,440.00	1,513.00
840.034 INTERM GOVT/CREDIT BOND CTF	11/19/2004	09/10/2010	10,510.00	10,167.00	343.00
266.591 INTERM GOVT/CREDIT BOND CTF	11/30/2005	09/10/2010	3,336.00	3,152.00	184.00
90.312 INTERM GOVT/CREDIT BOND CTF	06/30/2006	09/10/2010	1,130.00	1,053.00	77.00
983.058 INTERM GOVT/CREDIT BOND CTF	12/31/2006	09/10/2010	12,300.00	11,689.00	611.00
783.983 INTERM GOVT/CREDIT BOND CTF	06/30/2007	09/10/2010	9,809.00	9,197.00	612.00
509.184 INTERNATIONAL EQUITY CTF	02/07/2003	09/10/2010	9,300.00	9,444.00	-144.00
537.304 INTERNATIONAL EQUITY CTF	11/21/2003	09/10/2010	9,814.00	11,645.00	-1,831.00
15.415 INTERNATIONAL EQUITY CTF	11/19/2004	09/10/2010	282.00	361.00	-79.00
2429.688 LARGE CAP VALUE CTF	09/19/2003	09/10/2010	26,068.00	25,491.00	577.00
3606.601 LARGE CAP VALUE CTF	11/19/2004	09/10/2010	38,695.00	42,441.00	-3,746.00
1061.405 LARGE CAP VALUE CTF	03/31/2008	09/10/2010	11,388.00	11,067.00	321.00
1941.17 LARGE CAP VALUE CTF	12/31/2008	09/10/2010	20,827.00	15,464.00	5,363.00
398.312 SMALL CAP GROWTH CTF	10/18/2002	09/10/2010	4,738.00	5,057.00	-319.00
30.485 SMALL CAP GROWTH CTF	03/31/2008	09/10/2010	363.00	359.00	4.00
129.187 SMALL CAP GROWTH CTF	10/31/2008	09/10/2010	1,537.00	1,195.00	342.00
21.478 SMALL CAP GROWTH CTF	12/31/2008	09/10/2010	255.00	200.00	55.00
496.25 SMALL CAP GROWTH CTF	02/28/2009	09/10/2010	5,903.00	4,267.00	1,636.00
718.424 SMALL CAP GROWTH CTF	04/30/2009	09/10/2010	8,546.00	7,740.00	806.00
102.27 SMALL CAP VALUE CTF	11/21/2003	09/10/2010	1,488.00	1,638.00	-150.00
24.582 SMALL CAP VALUE CTF	03/31/2008	09/10/2010	358.00	369.00	-11.00
13.232 SMALL CAP VALUE CTF	12/31/2008	09/10/2010	192.00	156.00	36.00
199.557 SMALL CAP VALUE CTF	02/28/2009	09/10/2010	2,903.00	1,911.00	992.00
228.463 SMALL CAP VALUE CTF	04/30/2009	09/10/2010	3,323.00	2,833.00	490.00
301.153 MID CAP GROWTH CTF	11/19/2004	09/10/2010	4,544.00	4,586.00	-42.00

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . .

Schedule D-1 (Form 1041) 2010

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

**Employer identification number**

01-6006981

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

Long Term Capital Gains and Losses - Assets Held More Than One Year					
(a) Description of property (Example: 100 sh 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 312.855 MID CAP GROWTH CTF	04/22/2005	09/10/2010	4,721.00	4,375.00	346.00
380.529 LARGE CAP GROWTH CTF	10/18/2002	09/10/2010	26,310.00	24,147.00	2,163.00
697.838 LARGE CAP GROWTH CTF	11/19/2004	09/10/2010	48,249.00	49,539.00	-1,290.00
92.059 LARGE CAP GROWTH CTF	04/22/2005	09/10/2010	6,365.00	6,375.00	-10.00
28.466 LARGE CAP GROWTH CTF	03/31/2008	09/10/2010	1,968.00	1,862.00	106.00
324.23 LARGE CAP GROWTH CTF	12/31/2008	09/10/2010	22,418.00	16,630.00	5,788.00
517.382 GOVERNMENT CREDIT CTF	02/06/1998	09/10/2010	4,054.00	4,036.00	18.00
3179.613 GOVERNMENT CREDIT CTF	02/12/1999	09/10/2010	24,917.00	24,665.00	252.00
2993.639 GOVERNMENT CREDIT CTF	01/14/2000	09/10/2010	23,460.00	21,780.00	1,680.00
2230.296 GOVERNMENT CREDIT CTF	08/08/2003	09/10/2010	17,478.00	17,329.00	149.00
864.331 GOVERNMENT CREDIT CTF	11/19/2004	09/10/2010	6,773.00	6,606.00	167.00
229.621 GOVERNMENT CREDIT CTF	03/31/2006	09/10/2010	1,799.00	1,691.00	108.00
1111.097 GOVERNMENT CREDIT CTF	06/30/2006	09/10/2010	8,707.00	8,112.00	595.00
2054.048 GOVERNMENT CREDIT CTF	06/30/2007	09/10/2010	16,097.00	15,060.00	1,037.00
169.567 GOVERNMENT CREDIT CTF	06/30/2008	09/10/2010	1,329.00	1,250.00	79.00
356.044 INTERNATIONAL EQUITY CTF	11/19/2004	12/31/2010	7,313.00	8,312.00	-999.00
106.933 MID CAP VALUE CTF	12/13/2002	12/31/2010	1,924.00	1,581.00	343.00
218.666 MID CAP GROWTH CTF	04/22/2005	12/31/2010	3,967.00	3,386.00	581.00
286.495 INTERNATIONAL EQUITY CTF	11/19/2004	01/31/2011	6,014.00	6,667.00	-653.00
119.264 INTERNATIONAL EQUITY CTF	03/31/2008	01/31/2011	2,504.00	2,556.00	-52.00
1141.112 INTERNATIONAL EQUITY CTF	10/31/2008	01/31/2011	23,956.00	13,190.00	10,766.00
41.558 MID CAP GROWTH CTF	04/22/2005	05/31/2011	851.00	749.00	102.00

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .

28,916.00

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**Schedule D-1 (Form 1041) 2010**

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## GAINS AND LOSSES FROM PASS-THRU ENTITIES

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NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	15,482.00
	-----
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)	15,482.00
	=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	19,421.00
	-----
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)	19,421.00
	=====

TR U/W WILLIAM EMERY F/B/O INBABITANTS O

01-6006981

Balance Sheet

8/31/2011

merica



Cusip	Asset	Units	Basis	Market Value
323991307	MID CAP GROWTH CTF	995.162	16,125.46	15,926.77
302993993	MID CAP VALUE CTF	1013.435	15,952.96	15,495.83
29099J109	EMERGING MARKETS STOCK FUND	639.820	32,328.33	27,025.80
202671913	AGGREGATE BOND CTF	15726.900	258,806.45	263,246.29
1261292H7	INTERNATIONAL EQUITY CTF	3430.800	44,089.09	59,962.49
1261291Q8	SMALL CAP CTF	1257.177	21,348.12	20,262.80
1261291H8	LARGE CAP CORE CTF	3856.873	237,706.00	209,731.74
	Cash/Cash Equivalent	14104.590	14,104.59	14,104.59
		Totals:	640,461.00	625,756.32