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Form 990-PF

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

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

2010

For calendar year 2010, or tax year beginning 9/1/2010, and ending 8/31/2011

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

ALBERT & HELEN MESERVE MEM FUND

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

A Employer identification number

06-6254956

Wells Fargo Bank N.A - 101N Independence Mall E MACY1372-062

B Telephone number (see page 10 of the instructions)

(888) 730-4933

City or town, state, and ZIP code

Philadelphia PA 19106-2112

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) ► \$ 3,752,128 **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)
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Revenue	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	0	0	
	4 Dividends and interest from securities	116,609	116,609	
	5 a Gross rents		0	
	b Net rental income or (loss)	0		
	6 a Net gain or (loss) from sale of assets not on line 10	57,544		
	b Gross sales price for all assets on line 6a	541,534		
	7 Capital gain net income (from Part IV, line 2)		57,544	
	8 Net short-term capital gain			0
	9 Income modifications			
	10 a Gross sales less returns and allowances	0		
	b Less. Cost of goods sold	0		
	c Gross profit or (loss) (attach schedule)	0		
	11 Other income (attach schedule)	0	0	0
	12 Total. Add lines 1 through 11	174,153	174,153	0

Operating and Administrative Expenses	RECEIVED			
	13 Compensation of officers, directors, trustees, etc.	65,886	49,415	16,471
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16 a Legal fees (attach schedule)	0	0	0
	b Accounting fees (attach schedule)	1,500	0	1,500
	c Other professional fees (attach schedule)	0	0	0
	17 Interest			
	18 Taxes (attach schedule) (see page 14 of the instructions)	294	293	0
	19 Depreciation (attach schedule) and depletion	0	0	0
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)	0	0	0
	24 Total operating and administrative expenses.			
	Add lines 13 through 23	67,680	49,708	17,971
	25 Contributions, gifts, grants paid	186,931		186,931
	26 Total expenses and disbursements. Add lines 24 and 25	254,611	49,708	204,902
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-80,458		
	b Net investment income (if negative, enter -0-)		124,445	
	c Adjusted net income (if negative, enter -0-)			0

For Paperwork Reduction Act Notice, see page 30 of the instructions.

(HTA)

Form 990-PF (2010)

30 NOV 2010

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash—non-interest-bearing			0	
	2 Savings and temporary cash investments		234,893	24,712	24,712
	3 Accounts receivable ►	0			
	Less. allowance for doubtful accounts ►	0	0	0	0
	4 Pledges receivable ►	0			
	Less. allowance for doubtful accounts ►	0	0	0	0
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			0	0
	7 Other notes and loans receivable (attach schedule) ►	0			
	Less allowance for doubtful accounts ►	0	0	0	0
	8 Inventories for sale or use			0	
	9 Prepaid expenses and deferred charges			0	
	10 a Investments—U S and state government obligations (attach schedule)			0	0
	b Investments—corporate stock (attach schedule)			0	0
	c Investments—corporate bonds (attach schedule)			0	0
	11 Investments—land, buildings, and equipment basis ►	0			
	Less accumulated depreciation (attach schedule) ►	0	0	0	0
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		3,065,595	3,199,206	3,727,416
	14 Land, buildings, and equipment: basis ►	0			
	Less accumulated depreciation (attach schedule) ►	0	0	0	0
	15 Other assets (describe ►)		0	0	0
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		3,300,488	3,223,918	3,752,128
	17 Accounts payable and accrued expenses			0	
	18 Grants payable				
	19 Deferred revenue			0	
	20 Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21 Mortgages and other notes payable (attach schedule)		0	0	
	22 Other liabilities (describe ►)		0	0	
	23 Total liabilities (add lines 17 through 22)		0	0	
	24 Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	25 Unrestricted				
	26 Temporarily restricted				
	27 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	28 Capital stock, trust principal, or current funds		3,300,488	3,223,918	
	29 Paid-in or capital surplus, or land, bldg., and equipment fund				
	30 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see page 17 of the instructions)		3,300,488	3,223,918	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		3,300,488	3,223,918	

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	3,300,488
2 Enter amount from Part I, line 27a	2	-80,458
3 Other increases not included in line 2 (itemize) ► See Attached Statement	3	3,888
4 Add lines 1, 2, and 3	4	3,223,918
5 Decreases not included in line 2 (itemize) ►	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,223,918

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 Statement					
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 0	0	0	0		
b 0	0	0	0		
c 0	0	0	0		
d 0	0	0	0		
e 0	0	0	0		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(I) F M V as of 12/31/69	(J) Adjusted basis as of 12/31/69	(K) Excess of col. (I) over col. (J), if any			
a 0	0	0	0		
b 0	0	0	0		
c 0	0	0	0		
d 0	0	0	0		
e 0	0	0	0		
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	57,544	
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	0	

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	302,831	3,723,574	0.081328
2008	65,171	3,343,765	0.019490
2007	217,692	4,477,516	0.048619
2006	207,269	4,488,763	0.046175
2005	179,300	4,290,011	0.041795

- 2** Total of line 1, column (d) 2 0.237407
- 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 0.047481
- 4** Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 4 3,886,547
- 5** Multiply line 4 by line 3 5 184,537
- 6** Enter 1% of net investment income (1% of Part I, line 27b) 6 1,244
- 7** Add lines 5 and 6 7 185,781
- 8** Enter qualifying distributions from Part XII, line 4 8 204,902

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)1 a 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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2010 estimated tax payments and 2009 overpayment credited to 2010

6a 526

b Exempt foreign organizations—tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c 0

d Backup withholding erroneously withheld

6d

7 Total credits and payments Add lines 6a through 6d

7 526

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

9 718

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 0

11 Enter the amount of line 10 to be Credited to 2011 estimated tax ► 0 Refunded ►

11 0

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes No

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?

1b X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

1c X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ _____ (2) On foundation managers. ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2 X

If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3 X

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a X

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6 X

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV

7 X

8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► CT

8b X

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV

10 X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11	X	
12	X	
13	X	
14	WELLS FARGO BANK N.A	Telephone no. ► 888-730-4933
	Located at ► 101N Independence Mall E MACY1372-062 Philadelphia PA	ZIP+4 ► 19106-2112
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 N/A	
16	Yes	No
	X	
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a	During the year did the foundation (either directly or indirectly)	
(1)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	<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 ►	
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? ►	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	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.)	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010) ►	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	
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? ►	

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

- | | | | | | | |
|-----|---|--------------------------|--------------------------|-------------------------------------|--------------------------|-----|
| 5a | During the year did the foundation pay or incur any amount to | | | | | |
| (1) | Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | <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 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)?
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> | | | | 5b | N/A |
| 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?
<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i> | N/A | <input type="checkbox"/> | Yes | <input type="checkbox"/> | No |
| 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 | |
| b | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
<i>If "Yes" to 6b, file Form 8870</i> | | | | 6b | X |
| 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 | |
| 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).

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
Wells Fargo Bank, N.A.	Trustee			
101N Independence Mall E MACY1372-062 Phi		4.00	53,886	0
DAVID C. MURPHY	CO-TRUSTEE			
19 CONSTITUTION WAY, APARTMENT #210 I		.00	12,000	0
		.00	0	0
		.00	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	► 0

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

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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
NONE		0
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Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1 <u>NONE</u>	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
	-----	-----
2		
	-----	-----
All other program-related investments See page 24 of the instructions		
3	NONE	
	-----	-----
Total. Add lines 1 through 3		► 0

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	3,710,000
b	Average of monthly cash balances	1b	235,733
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,945,733
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	
3	Subtract line 2 from line 1d	3	3,945,733
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	59,186
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,886,547
6	Minimum investment return. Enter 5% of line 5	6	194,327

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	194,327
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,244
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	1,244
3	Distributable amount before adjustments Subtract line 2c from line 1	3	193,083
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	193,083
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	193,083

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	204,902
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	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	0
b	Cash distribution test (attach the required schedule)	4	204,902
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4		
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,244
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	203,658

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				193,083
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			44,339	
b Total for prior years 20 ____, 20 ____, 20 ____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005 NONE				
b From 2006 NONE				
c From 2007 NONE				
d From 2008 NONE				
e From 2009 NONE				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 204,902				
a Applied to 2009, but not more than line 2a			44,339	
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				160,563
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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				32,520
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)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9	0			
a Excess from 2006	0			
b Excess from 2007	0			
c Excess from 2008	0			
d Excess from 2009	0			
e Excess from 2010	0			

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

1 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	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)																																																									
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2" style="text-align: center;">Tax year</th> <th colspan="3" style="text-align: center;">Prior 3 years</th> <th rowspan="2" style="text-align: center;">(e) Total</th> </tr> <tr> <th style="text-align: center;">(a) 2010</th> <th style="text-align: center;">(b) 2009</th> <th style="text-align: center;">(c) 2008</th> <th style="text-align: center;">(d) 2007</th> </tr> </thead> <tbody> <tr><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td></tr> <tr><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td></tr> <tr><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td></tr> <tr><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td></tr> <tr><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td></tr> <tr><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td></tr> <tr><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td></tr> <tr><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td></tr> <tr><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td><td style="text-align: center;">0</td></tr> </tbody> </table>				Tax year	Prior 3 years			(e) Total	(a) 2010	(b) 2009	(c) 2008	(d) 2007	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Tax year	Prior 3 years						(e) Total																																																				
	(a) 2010					(b) 2009		(c) 2008	(d) 2007																																																		
0	0					0	0	0																																																			
0	0					0	0	0																																																			
0	0					0	0	0																																																			
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0	0					0	0	0																																																			
0	0	0	0	0																																																							
0	0	0	0	0																																																							
b	85% of line 2a	0	0	0	0																																																						
c	Qualifying distributions from Part XII, line 4 for each year listed	0	0	0	0																																																						
d	Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0	0																																																						
e	Qualifying distributions made directly for active conduct of exempt activities	0	0	0	0																																																						
	Subtract line 2d from line 2c	0	0	0	0																																																						
3	Complete 3a, b, or c for the alternative test relied upon	0	0	0	0																																																						
a	"Assets" alternative test—enter	0	0	0	0																																																						
(1)	Value of all assets	0	0	0	0																																																						
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)	0	0	0	0																																																						
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0	0	0	0																																																						
c	"Support" alternative test—enter:	0	0	0	0																																																						
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)	0	0	0	0																																																						
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)	0	0	0	0																																																						
(3)	Largest amount of support from an exempt organization	0	0	0	0																																																						
(4)	Gross investment income	0	0	0	0																																																						

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

THE MESERVE MEMORIAL FUND C/O FAIRFIELD COUNTY FDN 523 DANBURY RD WILTON CT 06897 (203) 834-9393

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

Proposal letter to include a concise description of proposed project, including need and intended results

- c Any submission deadlines

April 1st for June awards and October 1st for December awards

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

501(c)(3) organizations supporting projects in the greater Danbury area

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
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total				► 3a 186,931
b Approved for future payment NONE				
Total				► 3b 0

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		
1	Program service revenue						
a			0		0	0	
b			0		0	0	
c			0		0	0	
d			0		0	0	
e			0		0	0	
f			0		0	0	
g	Fees and contracts from government agencies						
2	Membership dues and assessments						
3	Interest on savings and temporary cash investments						
4	Dividends and interest from securities						
5	Net rental income or (loss) from real estate						
a	Debt-financed property						
b	Not debt-financed property						
6	Net rental income or (loss) from personal property						
7	Other investment income						
8	Gain or (loss) from sales of assets other than inventory						
9	Net income or (loss) from special events						
10	Gross profit or (loss) from sales of inventory						
11	Other revenue	a					
b			0		0	0	
c			0		0	0	
d			0		0	0	
e			0		0	0	
12	Subtotal Add columns (b), (d), and (e)				0	174,153	
13	Total. Add line 12, columns (b), (d), and (e)					13	174,153

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

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

- | | | Yes | No |
|-----|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of. | | |
| (1) | Cash | 1a(1) | X |
| (2) | Other assets | 1a(2) | X |
| b | Other transactions: | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | X |
| (4) | Reimbursement arrangements | 1b(4) | X |
| (5) | Loans or loan guarantees | 1b(5) | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0	Not Applicable	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

- 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

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

**Sign
Here**

John N Sulentic

Signature of officer or trustee

11/30/2017

VP & TRUST OFFICER

Title

Signature or name of filer		Date	Filing	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	PTIN
	Donald J. Roman		11/30/2011	Check <input checked="" type="checkbox"/> if self-employed
	Firm's name ► PricewaterhouseCoopers, LLP			Firm's EIN ► 13-4008324
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

ALBERT & HELEN MESERVE MEM FUND

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

THE RIDGEFIELD PLAYHOUSE

Street

80 EAST RIDGE STREET

City RIDGEFIELD	State CT	Zip Code 06877-4623	Foreign Country
--------------------	-------------	------------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,000
--	-----------------

Name

RIDGEFIELD OPERATIONS ANIMAL RESCUE

Street

45 SOUTH STREET

City RIDGEFIELD	State CT	Zip Code 06877-4102	Foreign Country
--------------------	-------------	------------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,000
--	-----------------

Name

STONY BROOK UNIVERSITY

Street

100 NICOLLS RD

City STONY BROOK	State NY	Zip Code 11794	Foreign Country
---------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status SELECTED SCHOLARSHIP RECIPIENT
----------------------	---

Purpose of grant/contribution SCHOLARSHIP	Amount 3,000
--	-----------------

Name

UNIVERSITY OF CONNECTICUT

Street

115 NORTH EAGLEVILLE ROAD

City STORRS	State CT	Zip Code 06269	Foreign Country
----------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status SELECTED SCHOLARSHIP RECIPIENT
----------------------	---

Purpose of grant/contribution SCHOLARSHIP	Amount 3,000
--	-----------------

Name

REGIONAL HOSPICE OD WESTERN CT

Street

405 MAIN STREET

City DANBURY	State CT	Zip Code 06810-4710	Foreign Country
-----------------	-------------	------------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 5,500
--	-----------------

Name

PREVENT BLINDNESS TRI-STATE

Street

101 WHITNEY AVENUE

City NEW HAVEN	State CT	Zip Code 06510	Foreign Country
-------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 5,000
--	-----------------

ALBERT & HELEN MESERVE MEM FUND

06-6254956 Page 2 of 5

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

HANDY DANDY HANDYMAN CO

Street

26 SHAMROCK DRIVE

City BROOKFIELD	State CT	Zip Code 06804	Foreign Country
--------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
----------------------	---	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,000
--	-----------------

Name

UNIVERSITY OF VERMONT

Street

85 SOUTH PROSPECT STREET

City BURLINGTON	State VT	Zip Code 05401	Foreign Country
--------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status SELECTED SCHOLARSHIP RECIPIENT		
----------------------	---	--	--

Purpose of grant/contribution SCHOLARSHIP	Amount 3,000
--	-----------------

Name

I CAN, INC

Street

2215 GREENMOUNT AVENUE

City BALTIMORE	State MD	Zip Code 21218	Foreign Country
-------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
----------------------	---	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 5,000
--	-----------------

Name

BROOKFIELD HIGH SCHOOL-PARENT TEACHER STUDENT ORG

Street

45 LONG MEADOW HILL RD

City BROOKFIELD	State CT	Zip Code 06804	Foreign Country
--------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
----------------------	---	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,500
--	-----------------

Name

CHARLES IVES AUTHORITY FOR THE PERFORMING ARTS

Street

UNIVERSITY BOULEVARD

City DANBURY	State CT	Zip Code 06810	Foreign Country
-----------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
----------------------	---	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 4,000
--	-----------------

Name

CHILD AND FAMILY INSTITUTE OF FAIRFIELD COUNTY

Street

33 JUNCTION ROAD

City BROOKFIELD	State CT	Zip Code 06804-3457	Foreign Country
--------------------	-------------	------------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
----------------------	---	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,500
--	-----------------

ALBERT & HELEN MESERVE MEM FUND

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

DANBURY MUSIC CENTER, INC

Street

256 MAIN ST

City <u>DANBURY</u>	State <u>CT</u>	Zip Code <u>06810-6635</u>	Foreign Country
------------------------	--------------------	-------------------------------	-----------------

Relationship <u>NONE</u>	Foundation Status <u>501(C)(3) PUBLIC CHARITY</u>		
-----------------------------	--	--	--

Purpose of grant/contribution <u>GENERAL SUPPORT GRANT</u>	Amount <u>4,000</u>
---	------------------------

Name

DANBURY YOUTH SERVICES, INC

Street

91 WEST ST

City <u>DANBURY</u>	State <u>CT</u>	Zip Code <u>06810-6529</u>	Foreign Country
------------------------	--------------------	-------------------------------	-----------------

Relationship <u>NONE</u>	Foundation Status <u>501(C)(3) PUBLIC CHARITY</u>		
-----------------------------	--	--	--

Purpose of grant/contribution <u>GENERAL SUPPORT GRANT</u>	Amount <u>4,500</u>
---	------------------------

Name

GREATER DANBURY NONPROFIT RESOURCE CENTER

Street

PO BOX 2353

City <u>DANBURY</u>	State <u>CT</u>	Zip Code <u>06810</u>	Foreign Country
------------------------	--------------------	--------------------------	-----------------

Relationship <u>NONE</u>	Foundation Status <u>501(C)(3) PUBLIC CHARITY</u>		
-----------------------------	--	--	--

Purpose of grant/contribution <u>GENERAL SUPPORT GRANT</u>	Amount <u>5,000</u>
---	------------------------

Name

INTERFAITH AIDS MINISTRY OF GREATER DANBURY, INC

Street

39 ROSE ST

City <u>DANBURY</u>	State <u>CT</u>	Zip Code <u>06810-5810</u>	Foreign Country
------------------------	--------------------	-------------------------------	-----------------

Relationship <u>NONE</u>	Foundation Status <u>501(C)(3) PUBLIC CHARITY</u>		
-----------------------------	--	--	--

Purpose of grant/contribution <u>GENERAL SUPPORT GRANT</u>	Amount <u>2,500</u>
---	------------------------

Name

JUNIOR ACHIEVEMENT OF WESTERN CT, INC

Street

835 MAIN ST

City <u>BRIDGEPORT</u>	State <u>CT</u>	Zip Code <u>06604-4900</u>	Foreign Country
---------------------------	--------------------	-------------------------------	-----------------

Relationship <u>NONE</u>	Foundation Status <u>501(C)(3) PUBLIC CHARITY</u>		
-----------------------------	--	--	--

Purpose of grant/contribution <u>GENERAL SUPPORT GRANT</u>	Amount <u>2,000</u>
---	------------------------

Name

TARRYVILLE PARK AUTHORITY

Street

City <u>DANBURY</u>	State <u>CT</u>	Zip Code <u>06810</u>	Foreign Country
------------------------	--------------------	--------------------------	-----------------

Relationship <u>NONE</u>	Foundation Status <u>501(C)(3) PUBLIC CHARITY</u>		
-----------------------------	--	--	--

Purpose of grant/contribution <u>GENERAL SUPPORT GRANT</u>	Amount <u>800</u>
---	----------------------

ALBERT & HELEN MESERVE MEM FUND

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

WOODCOCK NATURE CENTER, INC

Street

54 DEER RUN RD

City WILTON	State CT	Zip Code 06897-1203	Foreign Country
----------------	-------------	------------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
----------------------	---	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,500
--	-----------------

Name

FOUNDERS HALL

Street

193 DANBURY RD

City RIDGEFIELD	State CT	Zip Code 06877-3213	Foreign Country
--------------------	-------------	------------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
----------------------	---	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,000
--	-----------------

Name

HUNT HILL FARM TRUST, INC

Street

44 UPLAND ROAD

City NEW MILFORD	State CT	Zip Code 06776-2138	Foreign Country
---------------------	-------------	------------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
----------------------	---	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,000
--	-----------------

Name

FRIENDS OF THE DANBURY MUSEUM

Street

43 MAIN STREET

City DANBURY	State CT	Zip Code 06810-8011	Foreign Country
-----------------	-------------	------------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
----------------------	---	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,250
--	-----------------

Name

UNITED WAY OF WESTERN CONNECTICUT

Street

85 WEST ST

City DANBURY	State CT	Zip Code 06810-6528	Foreign Country
-----------------	-------------	------------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
----------------------	---	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 12,000
--	------------------

Name

THE CHILDREN'S CENTER OF NEW MILFORD

Street

11A ASPETUCK AVNUE

City NEW MILFORD	State CT	Zip Code 06776	Foreign Country
---------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
----------------------	---	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 7,139
--	-----------------

ALBERT & HELEN MESERVE MEM FUND

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

CENTER FOR SCHOLARSHIP ADMIN., INC

Street

PO BOX 1465

City

TAYLORS

State

SC

Zip Code

29687

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

88,620

Name

STONY HILL INN - MESERVE SCHOLARSHIP AWARD

Street

50 STONY HILL ROAD

City

BETHEL

State

CT

Zip Code

06801-3034

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,030

Name

FAIRFIELD COUNTY COMMUNITY FOUNDATION

Street

383 MAIN AVE

City

NORWALK

State

CT

Zip Code

06851-1543

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

16,092

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss	Totals
1	X	ALLSTATE CORP	020002101			11/10/2005		3/16/2011	9.261	17.099					-7.838
2	X	ARCHER DANIELS MIDLAND C	039483102			9/24/2009				12.134	9.943				2.191
3	X	BANK OF AMERICA CORP	060505104			9/19/2002		3/16/2011	1.369	3.195					-1.826
4	X	BANK OF AMERICA CORP	060505104			1/31/2002		3/16/2011	6.161	14.186					-8.025
5	X	DISCOVER FINANCIAL SERV	25479108			9/22/2004		3/16/2011	8.209	6.338					1.871
6	X	EXELON CORPORATION	30161N101			11/14/2005		3/16/2011	10.945	13.783					-2.838
7	X	INTERNATIONAL BUSINESS M	459200101			4/29/2005		3/16/2011	38.353	38.353					0
8	X	LAUDUS MONDRIAN INT'L FI	518550655			10/7/2009		8/22/2011	100.000	91.719					8.281
9	X	MEDTRONIC INC	585055106			2/3/2000		3/16/2011	12.848	15.894					-3.046
10	X	MEDTRONIC INC	585055106			11/23/2004		3/16/2011	5.506	7.215					-1.709
11	X	MEDTRONIC INC	585055106			1/14/2000		3/16/2011	14.684	17.715					-3.031
12	X	MERRILL LYNCH & CO	4 500	59018YSH5		11/12/2003		11/4/2010	100.000	99.963					0
13	X	METLIFE INC	59156R108			1/13/2003		3/16/2011	13.764	9.480					4.284
14	X	NATIONAL RURAL UTILI	4 375	637432DAO		11/12/2003		10/1/2010	100.000	99.956					44
15	X	NIKE INC CL B	654106103			1/8/2003		3/16/2011	25.479	6.889					18,590
16	X	NIKE INC CL B	654106103			12/5/2002		3/16/2011	4.246	1.123					3,123
17	X	PIMCO FOREIGN BD FD USD	693390882			3/16/2011		8/22/2011	20.000	19.475					525
18	X	Pfizer Inc	71708103			9/24/2009		3/16/2011	12.087	10.312					1,775
19	X	TD AMERITRADE HLDG CORF	87236Y108			9/24/2009		3/16/2011	10.463	10.339					64
20	X	NOBLE CORPORATION	H5833N103			9/24/2009		3/16/2011	11.729	10.288					1,441
21	X	LT CAP GAIN DIVIDEND							24.296						24,296

Line 16b (990-PF) - Accounting Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,500			1,500
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX			294	293
2	ESTIMATED EXCISE TAX PAID		1		
3	FOREIGN TAX WITHHELD	293	293	293	
4					
5					
6					
7					
8					
9					
10					

Part II, Line 13 (990-PF) - Investments - Other

	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	PRIOR YEAR		3,065,595	3,199,206	3,727,416
2	CURRENT YEAR		3,065,595	3,199,206	3,727,416
3					
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	Cost Basis Adjustment	1	3,546
2	Class Action Proceeds	2	342
3	Total	3	3,888

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Short Term CG Distributions				Totals		541,534		483,990		57,544		0		0		57,544	
Amount								Gross Sales Pmts		Cost or Other Basis Plus Expense of Sale		F M V as of 12/31/08		Adjusted Basis as of 12/31/08		Excess of FMV Over Adj Basis		Gains Minus Excess of FMV Over Adjusted Basis or Losses	
Kind(s) of Property Sold	CLUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Pmts	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	F M V as of 12/31/08	Adjusted Basis as of 12/31/08	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses								
1 ALLSTATE CORP	0200002101	11/10/2005	3/16/2011	9,261	0	17,099	-7,838	0	0	0	-7,838								
2 ARCHER DANIELS MIDLAND CO	0394631102	9/24/2009	3/16/2011	12,134	0	9,843	2,191	0	0	0	2,191								
3 BANK OF AMERICA CORP	0605051004	9/19/2002	3/16/2011	1,369	0	3,195	-1,826	0	0	0	-1,826								
4 BANK OF AMERICA CORP	0605051004	1/31/2002	3/16/2011	6,161	0	14,186	-8,025	0	0	0	-8,025								
5 DISCOVER FINANCIAL SERVICES	2547091008	9/22/2004	3/16/2011	8,209	0	6,338	1,871	0	0	0	1,871								
6 EXELON CORPORATION	30161IN101	11/14/2005	3/16/2011	10,945	0	13,783	-2,838	0	0	0	-2,838								
7 INTERNATIONAL BUSINESS MACHS CO	459200101	4/29/2005	3/16/2011	38,353	0	19,018	19,335	0	0	0	19,335								
8 LAUDIUS MONDRIAN INTL FI-INST #2940518565Q655		10/22/2009	8/22/2011	100,000	0	91,719	8,281	0	0	0	8,281								
9 MEDTRONIC INC	565055106	2/3/2000	3/16/2011	12,848	0	15,894	-3,046	0	0	0	-3,046								
10 MEDTRONIC INC	565055106	11/23/2004	3/16/2011	5,06	0	7,215	-1,709	0	0	0	-1,709								
11 MEDTRONIC INC	565055106	1/14/2000	3/16/2011	14,684	0	17,715	-3,031	0	0	0	-3,031								
12 MERRILL LYNCH & CO	4 500% 11/04/1059018YSH5	11/12/2003	11/4/2010	100,000	0	99,963	37	0	0	0	37								
13 METLIFE INC	59156R108	1/13/2003	3/16/2011	13,764	0	9,480	4,284	0	0	0	4,284								
14 NATIONAL RURAL UTIL	4 375% 10/01/10537432DA0	11/12/2003	10/1/2010	100,000	0	99,956	44	0	0	0	44								
15 NIKE INC CL B	654106103	1/8/2003	3/16/2011	25,478	0	6,889	18,590	0	0	0	18,590								
16 NIKE INC CL B	654106103	12/5/2002	3/16/2011	4,246	0	1,123	3,123	0	0	0	3,123								
17 PIMCO FOREIGN BD FD USD H-INST #1	653390882	3/16/2011	8/22/2011	20,000	0	19,475	525	0	0	0	525								
18 PFIZER INC	717081103	9/24/2009	3/16/2011	12,087	0	10,312	1,775	0	0	0	1,775								
19 TD AMERITRADE HDG CORP	87236Y108	9/24/2009	3/16/2011	10,463	0	10,399	64	0	0	0	64								
20 NOBLE CORPORATION	H5833N103	9/24/2009	3/16/2011	11,729	0	10,288	1,441	0	0	0	1,441								
21 LT CAP GAIN DIVIDEND				24,296	0	0	24,296	0	0	0	24,296								

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1		X	101N Independence Mall E	MACY13						53,886
2	DAVID C. MURPHY	X	19 CONSTITUTION WAY, APARTM	MILITCHFIELD	CT	06759		CO-TRUSTEE		12,000
3										
4										
5										
6										
7										
8										
9										
10										

65,886

Part

	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	525
2 First quarter estimated tax payment	2	1
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	526

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1 Distributable amounts for 2009 that remained undistributed at the beginning of the 2010 tax year	1	44,339
2	2	
3	3	
4	4	
5	5	
6	6	
7	7	
8	8	
9	9	
10 Total	10	44,339

ALBERT & HELEN MESERVE MEM FUND
EIN: 06-6254956
FYE AUGUST 31, 2011

FMV	FED COST
9513840551 Invest - Corp Sto 66852T105 PARTNERRE LTD COM	18,522 23,757
9513840551 Invest - Corp Sto 031162100 AMGEN INC	16,622 17,123
9513840551 Invest - Corp Sto 037411105 APACHE CORP	23,191 7,689
9513840551 Invest - Corp Sto 110122108 BRISTOL MYERS SQUIBB CO	20,825 15,687
9513840551 Invest - Corp Sto 126650100 CVS/CAREMARK CORPORATION	46,683 17,817
9513840551 Invest - Corp Sto 14040H105 CAPITAL ONE FINANCIAL CORP	27,630 30,244
9513840551 Invest - Corp Sto 14149Y108 CARDINAL HEALTH INC COM	25,500 23,777
9513840551 Invest - Corp Sto 428236103 HEWLETT PACKARD CO	26,030 20,540
9513840551 Invest - Corp Sto 437076102 HOME DEPOT INC	50,070 66,917
9513840551 Invest - Corp Sto 458140100 INTEL CORP	47,306 51,889
9513840551 Invest - Corp Sto 459200101 INTERNATIONAL BUSINESS MACHS CORP	73,062 32,330
9513840551 Invest - Corp Sto 478160104 JOHNSON & JOHNSON	47,705 30,868
9513840551 Invest - Corp Sto 594918104 MICROSOFT CORP	39,900 39,030
9513840551 Invest - Corp Sto 654106103 NIKE INC CL B	64,988 16,846
9513840551 Invest - Corp Sto 683889X105 ORACLE CORPORATION	39,298 12,068
9513840551 Invest - Corp Sto 693475105 PNC FINANCIAL SERVICES GROUP	22,563 27,400
9513840551 Invest - Corp Sto 713448108 PEPSICO INC	64,430 44,654
9513840551 Invest - Corp Sto 74005P104 PRAXAIR INC COM	24,623 12,299
9513840551 Invest - Corp Sto 742718109 PROCTER & GAMBLE CO	28,656 19,978
9513840551 Invest - Corp Sto 857477103 STATE STREET CORP	10,656 15,267
9513840551 Invest - Corp Sto 882508104 TEXAS INSTRUMENTS INC	44,557 30,666
9513840551 Invest - Corp Sto 913017109 UNITED TECHNOLOGIES CORP	48,263 22,259
9513840551 Invest - Corp Sto 25179M103 DEVON ENERGY CORPORATION	33,915 11,575
9513840551 Invest - Corp Sto 30231G102 EXXON MOBIL CORPORATION	22,206 23,898
9513840551 Invest - Corp Sto 438516106 HONEYWELL INTERNATIONAL INC	20,319 23,122
9513840551 Invest - Corp Sto 87612E106 TARGET CORP	37,461 23,927
9513840551 Invest - Corp Sto H27013103 WEATHERFORD INTL LTD	9,422 5,246
9513840551 Invest - Corp Sto 189754104 COACH INC	18,272 10,180
9513840551 Invest - Corp Sto 46625H100 JPMORGAN CHASE & CO	13,146 16,005
9513840551 Invest - Corp Sto 166764100 CHEVRON CORP	22,239 17,252
9513840551 Invest - Corp Sto 88579Y101 3M CO	22,820 24,068
9513840551 Invest - Corp Sto 58405U102 MEDCO HEALTH SOLUTIONS INC	20,303 21,333
9513840551 Invest - Corp Sto 94973V107 WELLPOINT INC	12,660 7,859
9513840551 Invest - Corp Sto H0023R105 ACE LIMITED	19,374 16,722
9513840551 Savings & Temp VP0528308 FEDERATED TREAS OBL FD 68	9,095 9,095
9513840551 Savings & Temp VP0528308 FEDERATED TREAS OBL FD 68	15,616 15,616
9513840551 Invest - Other 256219106 DODGE & COX STOCK FUND #145	61,812 56,075

9513840551	Invest - Other	52106N889 LAZARD EMERGING MKTS PTFL #638	164,872	141,460
9513840551	Invest - Other	693390841 PIMCO HIGH YIELD FD-INST #108	105,288	100,000
9513840551	Invest - Other	693390882 PIMCO FOREIGN BD FD USD H-INST #103	31,171	30,525
9513840551	Invest - Other	693390866 PIMCO TOTAL RETURN III-INSTL #105	762,036	735,000
9513840551	Invest - Other	04315J209 ARTIO TOTAL RETURN BD FD CL I #1524	292,069	275,000
9513840551	Invest - Other	51855Q655 LAUDUS MONDRIAN INTL FI-INST #2940	117,689	108,281
9513840551	Invest - Other	780905451 ROYCE PREMIER FUND W CLASS #566	218,593	168,000
9513840551	Invest - Other	72201F516 PIMCO EMERGING LOCAL BOND IS #332	53,445	50,000
9513840551	Invest - Other	38142Y401 GOLDMAN SACHS GRTH OPP FD-I #1132	120,159	100,000
9513840551	Invest - Other	94984B348 WELLS FARGO ADV INTL EQ FD INS #4117	404,384	330,572
9513840551	Invest - Other	94975P843 WELLS FARGO ADV S/T H/Y-ADM #3769	96,981	100,000
9513840551	Invest - Other	314172560 FEDERATED STRAT VAL DIV FD IS #662	74,667	64,000
9513840551	Invest - Other	921937850 VANGUARD S/T BD IND SIGNAL #1349	161,039	160,000
9513840551	Cash		-	-
TOTAL CASH, SAVINGS, & OTHER INVESTMENTS		3,752,127	3,223,917	
TOTAL CASH & SAVINGS		24,712	24,712	
TOTAL OTHER INVESTMENTS		3,727,416	3,199,206	