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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 9/01, 2011, and ending 8/31, 2012

M. MCKENNEY & E. W. BOOKER EDUCATION TR.
163 PARK ROW
BRUNSWICK, ME 04011

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

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, column (c), line 16) **► \$ 4,665,662.** 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 instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	33,823.	33,823.	33,823.	
	4 Dividends and interest from securities ..	113,777.	113,777.	113,777.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	97,690.			
	b Gross sales price for all assets on line 6a	627,864.	627,864.	627,864.	
	7 Capital gain net income (from Part IV, line 2)	0.	0.	0.	
	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/(loss) (att sch)					
11 Other income (attach schedule)	-8,544.				
See Statement 1					
12 Total. Add lines 1 through 11	236,746.	245,290.	147,600.	10,800.	
ADMINISTRATIVE OPERATING AND EXPENSES	13 Compensation of officers, directors, trustees, etc	10,800.	10,800.	10,800.	10,800.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	4,000.	4,000.	4,000.	4,000.
	c Other prof fees (attach sch) See St 3	18,201.	18,201.	18,201.	18,201.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 4	4,230.			4,230.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 5	785.	785.	785.	785.
	24 Total operating and administrative expenses. Add lines 13 through 23	38,016.	33,786.	33,786.	38,016.
25 Contributions, gifts, grants paid Part XV	190,872.			190,872.	
26 Total expenses and disbursements. Add lines 24 and 25	228,888.	33,786.	33,786.	228,888.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	7,858.				
b Net investment income (if negative, enter -0-)		211,504.			
c Adjusted net income (if negative, enter -0-)			113,814.		

9/14

16

Part II Balance SheetsAttached 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
A S S E T S	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	366,171	276,280	276,280
	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 instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less. allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	3,001		
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) Statement 6	2,613,770	2,762,546	4,071,709
	c Investments – corporate bonds (attach schedule) Statement 7	341,556	294,757	317,673
L I A B L I T I E S	11 Investments – land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe ► See Statement 8)		1	
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	3,324,498	3,333,584	4,665,662
N F E U N D A S B S A E L T A S N C O E R S	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► See Statement 9)	1	1,229	
	23 Total liabilities (add lines 17 through 22)	1	1,229	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>		
	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	3,324,497	3,332,355	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	3,324,497	3,332,355	
	31 Total liabilities and net assets/fund balances (see instructions)	3,324,498	3,333,584	

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	3,324,497
2 Enter amount from Part I, line 27a	2	7,858
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	3,332,355
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)– Part II, column (b), line 30	6	3,332,355

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation

(c) Date acquired
(month, day, year)

(d) Date sold
(month, day, year)

1a See Statement 10			
b			
c			
d			
e			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
a			
b			
c			
d			
e			
2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]		2	97, 690.
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 instructions). If (loss), enter -0- in Part I, line 8		3	-21, 816.

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 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 (column (b) divided by column (c))
2010	207, 838.	4, 489, 686.	0.046292
2009	184, 014.	4, 045, 457.	0.045487
2008	251, 372.	3, 593, 850.	0.069945
2007	264, 585.	5, 156, 734.	0.051309
2006	241, 968.	5, 076, 599.	0.047663

2 Total of line 1, column (d) 2 0.260696

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 0.052139

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 4, 513, 869.

5 Multiply line 4 by line 3 5 235, 349.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 2, 115.

7 Add lines 5 and 6 7 237, 464.

8 Enter qualifying distributions from Part XII, line 4 8 228, 888.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	(attach copy of letter if necessary— see instrs)	1	4,230.			
Date of ruling or determination letter						
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, column (b)						
2 Tax under section 511 (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-	2	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 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 3,001.	6b	6c	6d	7	3,001.
b Exempt foreign organizations – tax withheld at source						
c Tax paid with application for extension of time to file (Form 8868)						
d Backup withholding erroneously withheld						
7 Total credits and payments. Add lines 6a through 6d						
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8 10.	9	1,239.			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed						
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid						
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ► Refunded	10	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
1 a	X	

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

		X
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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

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

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

(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

		0.
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e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

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

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

		X
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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

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

b If 'Yes,' has it filed a tax return on Form 990-T for this year?

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

If 'Yes,' attach the statement required by General Instruction T

		X
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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?

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

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

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ME

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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

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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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

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

		X
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Part VII-A: Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	13	X
14	The books are in care of ▶ <u>BRIAN M. PERKINS, TRUSTEE</u> Telephone no ▶ <u>207-725-4327</u> Located at ▶ <u>163 PARK ROW, BRUNSWICK, ME</u> ZIP + 4 ▶ <u>04011</u>		
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	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶			

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 type="checkbox"/> Yes	<input checked="" 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
1b	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 instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b	N/A
1c	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 2011?	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)).		
2a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If 'Yes,' list the years ▶ <u>20__ , 20__ , 20__ , 20__</u> .		
2b	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 instructions)	2b	N/A
3a	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ <u>20__ , 20__ , 20__ , 20__</u> .	3a	
3b	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
3b	If 'Yes,' did it have excess business holdings in 2011 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 2011)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
4b	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 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

 Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

 Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

 Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

 Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

 Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here.

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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 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
BRIAN M. PERKINS 163 PARK ROW BRUNSWICK, ME 04011	Trustee 1.00	3,600.	0.	0.
RUPERT B. WHITE 25 MCKEEN ST BRUNSWICK, ME 04011	Trustee 1.00	3,600.	0.	0.
JOSEPH A. ALDRED III 22 LONGFELLOW AVENUE BRUNSWICK, ME 04011	Trustee 1.00	3,600.	0.	0.
-----	-----	-----	-----	-----

2 Compensation of five highest-paid employees (other than those included on line 1 see 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

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 instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	N/A	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2		

All other program-related investments. See instructions.

3 _____
Total. Add lines 1 through 3 ► 0.

Total. Add lines 1 through 3

en 990-PF (2011)

BAA

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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

b Average of monthly cash balances

c Fair market value of all other assets (see instructions)

d **Total** (add lines 1a, b, and c)

e Reduction claimed for blockage or other factors reported on lines 1a and 1c
(attach detailed explanation)

1e | 0.

2 Acquisition indebtedness applicable to line 1 assets

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities Enter 1-1/2% of line 3
(for greater amount, see instructions)

5 **Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4

6 **Minimum investment return** Enter 5% of line 5

1a	4,582,608.
1b	
1c	
1d	4,582,608.
1e	0.
2	0.
3	4,582,608.
4	68,739.
5	4,513,869.
6	225,693.

Part XI Distributable Amount (see 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 | 225,693.

2a Tax on investment income for 2011 from Part VI, line 5

2a | 4,230.

b Income tax for 2011 (This does not include the tax from Part VI.)

2b |

c Add lines 2a and 2b

2c | 4,230.

3 Distributable amount before adjustments. Subtract line 2c from line 1

3 | 221,463.

4 Recoveries of amounts treated as qualifying distributions

4 |

5 Add lines 3 and 4

5 | 221,463.

6 Deduction from distributable amount (see instructions)

6 |

7 **Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1

7 | 221,463.

Part XII Qualifying Distributions (see 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 | 228,888.

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 |

3 Amounts set aside for specific charitable projects that satisfy the:

a Suitability test (prior IRS approval required)

3a |

b Cash distribution test (attach the required schedule)

3b |

4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4

4 | 228,888.

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 instructions)

5 |

6 **Adjusted qualifying distributions** Subtract line 5 from line 4

6 | 228,888.

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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				221,463.
2 Undistributed income, if any, as of the end of 2011:			0.	
a Enter amount for 2010 only		0.		
b Total for prior years' 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	2,377.			
c From 2008	74,055.			
d From 2009				
e From 2010				
f Total of lines 3a through e	76,432.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 228,888.			0.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount				221,463.
e Remaining amount distributed out of corpus	7,425.			
5 Excess distributions carryover applied to 2011 (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	83,857.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount – see instructions			0.	
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount – see instructions				0.
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	83,857.			
10 Analysis of line 9				
a Excess from 2007	2,377.			
b Excess from 2008	74,055.			
c Excess from 2009				
d Excess from 2010				
e Excess from 2011	7,425.			

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Form 990-PF (2011)

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

Part XV **Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT ATTACHED

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
Name and address (home or business)				
<i>a Paid during the year</i>				
BRUNSWICK AREA STUDENT AID FUN C/O JOHN LOYD ESQ. 167 PARK RW BRUNSWICK, ME 04011,		501 (C)	SCHOLARSHIPS	190,872.
Total				► 3a 190,872.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	33,823.	
4 Dividends and interest from securities			14	113,777.	
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			14	-8,544.	
8 Gain or (loss) from sales of assets other than inventory			18	97,690.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a MICELLANEOUS					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				236,746.	
13 Total. Add line 12, columns (b), (d), and (e)					13 236,746.

(See worksheet in line 13 instructions to verify calculations.)

Part VIIB 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 instructions.)
N/A	

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

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
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1a (1)		X
1a (2)		X
1b (1)		X
1b (2)		X
1b (3)		X
1b (4)		X
1b (5)		X
1b (6)		X
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
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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) is based on all information of which preparer has any knowledge

Sign
Here

► Brian M. Rehbein CPA | 12/21/12 ► Trustee
Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)?

Signature of officer or trustee		Date	Date	DA	Yes	No
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	RONALD PARADIS		<i>Ronald R Paradis CPA</i>	<i>12/21/12</i>		P00006689
	Firm's name	► Boucher Perkins Et Al, CPA's			Firm's EIN ► 01-0320938	
	Firm's address	► 163 Park Row Brunswick, ME 04011-2073			Phone no	207-725-4327

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ -8,544.		
Total	\$ -8,544.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
	\$ 4,000.	\$ 4,000.	\$ 4,000.	\$ 4,000.
Total	\$ 4,000.	\$ 4,000.	\$ 4,000.	\$ 4,000.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNT MANAGEMENT FEES	\$ 18,201.	\$ 18,201.	\$ 18,201.	\$ 18,201.
Total	\$ 18,201.	\$ 18,201.	\$ 18,201.	\$ 18,201.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
	\$ 4,230.			
Total	\$ 4,230.	\$ 0.	\$ 0.	\$ 4,230.

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Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ADVERTISING	\$ 33.	\$ 33.	\$ 33.	\$ 33.
MISCELLANEOUS	752.	752.	752.	752.
Total	\$ 785.	\$ 785.	\$ 785.	\$ 785.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
750 S. CITIGROUP	Cost	\$ 33,712.	\$ 22,282.
1000 S. DEERE AND CO	Cost	30,670.	75,110.
2000 S. EXXON MOBIL CORP	Cost	19,934.	174,600.
4200 S. GENERAL ELECTRIC CO	Cost	9,311.	86,982.
1000 S. HEALTH CARE REIT INC	Cost	34,404.	58,440.
2000 S. INTEL CORP	Cost	24,185.	49,660.
1000 S. JOHNSON & JOHNSON	Cost	66,517.	67,430.
1500 S. J. P. MORGAN CHASE	Cost	64,625.	55,710.
1250 S. MERCK & CO	Cost	27,967.	53,813.
1500 S. MICROSOFT CORP	Cost	5,086.	46,230.
1300 OCCIDENTAL PETROLEUM CORP	Cost	18,893.	110,513.
600 S. PEPSICO INC	Cost	29,215.	43,458.
2500 S. PETROLEO BRASILEIRO SA	Cost	23,408.	52,850.
1000 S. PROCTER & GAMBLE	Cost	32,527.	67,190.
2825 S. VERIZON COMMUNICATIONS	Cost	90,595.	121,305.
771 S. ISHARES TRUST RUSSELL 2000 VAL IN	Cost	30,456.	55,443.
745 S. ISHARES TRUST RUSSELL 2000 GWTH	Cost	40,951.	69,278.
1275 S. ISHARES TRUST RUSSELL M VAL IN	Cost	31,673.	61,111.
1120 S. ISHARES TRUST RUSSELL M GRWTH	Cost	39,113.	68,522.
900 S. ISHARES MSCI EAFE INDEX FD	Cost	49,158.	46,440.
2000 S. MERRILL LYNCH PFD CAP TR	Cost	50,000.	50,500.
15961.84 S. FT TEMPLETON FOREIGN A	Cost	126,907.	99,921.
300 S. APPLE INC	Cost	19,890.	199,572.
500 S. BPH BILLITON LTD SPON ADR	Cost	15,475.	32,900.
125 S. GOOGLE INC	Cost	56,415.	85,636.
4515 S. FIDUCIARY CLAYMORE MLP	Cost	88,225.	104,026.
1000 S. MCDONALDS CORP	Cost	35,050.	89,490.
1000 S. ORACLE CORP	Cost	15,610.	31,650.
1250 S. SPDR DJ GLOBAL REAL EST	Cost	66,158.	48,225.
1000 S. CITIGROUP CAPITAL XIX 7.250%	Cost	0.	0.
3000 AT & T INC	Cost	88,710.	109,920.
1200 S. ISHARES MSCI EMERGING MARKETS	Cost	52,968.	47,136.
500 S. ISHARES BARCLAYS (LEHMAN) US TIPS	Cost	55,819.	60,570.
650 S. ISHARES IBOXX HIGH YEILD CORP	Cost	0.	0.
1000 S. CITIGROUP CAPITAL XX	Cost	25,250.	25,650.
1000 S. BP PLC SPON ADR	Cost	38,200.	42,060.
1250 S. BRISTOL MYERS SQUIBB CO	Cost	25,338.	41,262.
1100 S. COCA COLA CO	Cost	24,667.	41,140.
1500 S. DOW CHEMICAL	Cost	23,815.	43,965.
1000 S. FREEPORT MCMORAN COPPER & GOLD	Cost	0.	0.
1000 S. KRAFT FOODS	Cost	26,970.	41,510.

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Statement 6 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
2000 S. PFIZER INC	Cost	\$ 30,300.	\$ 47,720.
2200 S. NISOURCE INC	Cost	24,508.	53,548.
2000 JP MORGAN CHASE CAP XII 6.25%	Cost	41,450.	51,080.
750 S KINDER MORGAN ENERGY PTRS	Cost	-2,839.	62,077.
500 S. CATERPILLAR INC	Cost	26,550.	42,665.
1000 S. DUPONT DE NEMOURS	Cost	31,960.	49,750.
1000 S. HOME DEPOT INC	Cost	35,288.	56,750.
250 S. INTL BUSINESS MACHINES	Cost	30,618.	48,712.
500 S. NESTLES SPONS ADR	Cost	24,424.	31,155.
600 S. NORFOLK STHN CORP	Cost	28,679.	43,476.
1000 S. TOTAL SA FRANCE SPON ADR	Cost	50,070.	49,860.
500 S. VMWARE INC CL A	Cost	0.	0.
1000 S. CITIGROUP CAPITAL XII FXD8.5%	Cost	0.	0.
2500 S. HARTFORD FIN SERV 7.25%	Cost	58,085.	47,475.
800 S. BANK OF NOVA SCOTIA CANADA	Cost	45,370.	42,424.
2500 S. BANK OF AMERICA	Cost	18,950.	19,975.
500 S. BERKSHIRE HATHAWAY	Cost	38,160.	42,170.
100 S. CHIPOTLE MEXICAN GRILL, INC	Cost	22,997.	28,864.
750 S. CLOROX CO	Cost	0.	0.
1500 S. CSX CORPORATION	Cost	31,870.	33,690.
1250 S. KINDER MORGAN HLDCO LLC	Cost	39,625.	44,712.
500 S. MONSANTO CORP	Cost	27,134.	43,555.
500 S. NATIONAL GRID PLC	Cost	21,805.	27,235.
100 S. NETFLIX.COM INC	Cost	0.	0.
350 S. NIKEINC CL B	Cost	27,479.	34,076.
200 S. SALESFORCE.COM INC	Cost	0.	0.
2714 S. ADVENT CLAYMORE CONV SECS & INC	Cost	51,653.	43,125.
5622 S. COHEN & STEERS QUALITY INC RLTY F	Cost	47,024.	60,999.
1000 S. GENERAL MOTORS CO 4.75%	Cost	48,210.	35,700.
1000 S. ENTERPRISE PRODUCTS PARTNER LP	Cost	34,662.	53,400.
400 S. LULULEMON ATHLETICA INC	Cost	24,081.	26,076.
400 S. TIFFANY & CO	Cost	23,624.	24,780.
2000 S. TEMPLETON EMERGING MRKT INC FD	Cost	34,160.	34,020.
1000 S. AIG SERIES A-5 7.70%	Cost	25,430.	25,620.
10982.710 S. ALLIANCE BERNSTEIN HI INC FD	Cost	100,274.	101,151.
4905.400 S. FRANKLIN TEMPLETON GLOBAL BD	Cost	63,207.	64,359.
8278.738 S. PIMCO TOTAL RETURN FD	Cost	91,061.	95,205.
500 S. STARBUCKS CORP	Cost	28,810.	24,805.
	Total	<u>\$ 2,762,546.</u>	<u>\$ 4,071,709.</u>

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
50,000 HOUSEHOLD FINANCIAL CORP NTS 6.55	Cost	\$ 0.	0.
50,000 FORD MOTOR CREDIT NTS 7.25%	Cost	0.	0.
50,000 GENERAL MOTORS ACCP NTS 6.80%	Cost	50,000.	49,480.
50000 MERRILL LYNCH & CO INC MED TRM NTS	Cost	48,995.	52,166.
50000 GENERAL ELECTRIC CAP CORP NTS 5.0%	Cost	43,375.	55,789.
50000 GOLDMAN SACHS GROUP INC 5.65%	Cost	50,263.	54,182.

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Statement 7 (continued)
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
50000 BANK OF AMERICA CORP 5.75% 12/17	Cost	\$ 52,624.	\$ 55,905.
50000 FORD CREDIT NOTES MED TM NTS	Cost	49,500.	50,151.
	Total	<u>\$ 294,757.</u>	<u>\$ 317,673.</u>

Statement 8
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Rounding	\$ 1.	
Total	<u>\$ 1.</u>	<u>\$ 0.</u>

Statement 9
Form 990-PF, Part II, Line 22
Other Liabilities

TAXES PAYABLE	\$ 1,229.
Total	<u>\$ 1,229.</u>

Statement 10
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

<u>Item</u>	<u>(a) Description</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>
1	50000 FORD MOTOR CREDIT CO	Purchased	3/25/2003	10/25/2011
2	750 CLOROX CO	Purchased	11/16/2010	11/16/2011
3	700 JOHNSON & JOHNSON	Purchased	Various	11/16/2011
4	500 MICROSOFT CORP	Purchased	8/04/1994	11/16/2011
5	200 SALESFORCE.COM	Purchased	9/14/2010	11/16/2011
6	50000 HOUSEHOLD FIN CORP NTS	Purchased	12/13/2001	12/15/2011
7	500 VMWARE INC.	Purchased	8/17/2010	1/18/2012
8	200 NETFLIX. COM	Purchased	7/18/2011	2/16/2012
9	1000 TRANSOCEAN LTD	Purchased	2/24/2012	12/12/2011
10	1000 FREEPORT MCMORAN COPPER & GOLD	Purchased	11/13/2008	3/13/2012
11	100 APPLE INC	Purchased	4/19/2006	4/24/2012
12	1500 HEWLETT PACKARD	Purchased	11/16/2011	7/17/2012
13	1000 ORACLE	Purchased	9/12/2006	1/17/2012
14	1000 CITIGROUP CAP XII 8.50%	Purchased	7/13/2010	7/18/2012
15	650 ISHARES IBOXX HI YIELD CORP BD	Purchased	Various	8/07/2012
16	500 FACEBOOK INC	Purchased	6/19/2012	8/07/2012
17	1000 CITIGROUP CAP XIX 7.25%	Purchased	8/15/2007	8/15/2012

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Statement 10 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	50,000.		46,299.	3,701.				\$ 3,701.
2	48,584.		47,204.	1,380.				1,380.
3	44,862.		42,709.	2,153.				2,153.
4	13,250.		1,695.	11,555.				11,555.
5	26,185.		24,350.	1,835.				1,835.
6	50,000.		50,000.	0.				0.
7	44,009.		36,250.	7,759.				7,759.
8	24,000.		36,900.	-12,900.				-12,900.
9	49,821.		45,480.	4,341.				4,341.
10	39,709.		13,715.	25,994.				25,994.
11	60,015.		6,630.	53,385.				53,385.
12	28,638.		39,840.	-11,202.				-11,202.
13	28,933.		15,610.	13,323.				13,323.
14	25,000.		25,010.	-10.				-10.
15	59,448.		59,637.	-189.				-189.
16	10,410.		13,845.	-3,435.				-3,435.
17	25,000.		25,000.	0.				0.
							Total	\$ 97,690.

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PART XV QUESTION 2

ALL INCOME EARNED BY THE TRUST IS DISTRIBUTED TO THE BRUNSWICK AREA STUDENT AID FUND AS REQUIRED BY THE TRUST INSTRUMENT. IT IS UP TO THE STUDENT AID FUND TO DISBURSE MONIES TO INDIVIDUALS. THE MCKENNEY BOOKER EDUCATION TRUST HAS NO INPUT IN WHO RECEIVES SCHOLARSHIPS THUS IT RECEIVES NO APPLICATIONS ETC...