

Form 990-PF

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

2008

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 2008, or tax year beginning 01-01-2008 and ending 12-31-2008

Check all that apply Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions. Name of foundation THE PATTON CHARITABLE FOUNDATION. A Employer identification number 65-6346631. B Telephone number (see the instructions) (772) 546-9891. C If exemption application is pending, check here. D 1. Foreign organizations, check here. 2. Foreign organizations meeting the 85% test, check here and attach computation. E If private foundation status was terminated under section 507(b)(1)(A), check here. F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here.

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

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Excess of revenue over expenses and disbursements (-262,212) and Adjusted net income (8,604).

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	<b>1</b> Cash—non-interest-bearing . . . . .	1,322	773	773
	<b>2</b> Savings and temporary cash investments . . . . .			
	<b>3</b> Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____			
	<b>4</b> Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)	149,148 <input checked="" type="checkbox"/>	507,995	540,040
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	2,022,610 <input checked="" type="checkbox"/>	1,355,484	958,706
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	16,000 <input checked="" type="checkbox"/>	62,616	62,912
	<b>11</b> Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .			
	<b>14</b> Land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____			
<b>15</b> Other assets (describe <input type="checkbox"/> _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	2,189,080	1,926,868	1,562,431	
Liabilities	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe <input type="checkbox"/> _____)			
<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .		0		
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	2,189,080	1,926,868	
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund			
<b>29</b> Retained earnings, accumulated income, endowment, or other funds				
<b>30 Total net assets or fund balances</b> (see the instructions)	2,189,080	1,926,868		
<b>31 Total liabilities and net assets/fund balances</b> (see the instructions)	2,189,080	1,926,868		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	2,189,080
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-262,212
<b>3</b>	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	1,926,868
<b>5</b>	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	1,926,868

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	-200,989
<b>3</b> 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 the instructions) If (loss), enter -0- in Part I, line 8		<b>3</b>	

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

**1** Enter the appropriate amount in each column for each year, see 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))
2007	149,105	2,430,767	0.061341
2006	116,731	2,371,073	0.049231
2005	274,402	1,883,868	0.145659
2004	55,484	921,408	0.060217
2003	48,207	825,567	0.058393

<b>2</b> Total of line 1, column (d).	<b>2</b>	0.374841
<b>3</b> 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	<b>3</b>	0.074968
<b>4</b> Enter the net value of noncharitable-use assets for 2008 from Part X, line 5.	<b>4</b>	1,892,949
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	141,911
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	360
<b>7</b> Add lines 5 and 6.	<b>7</b>	142,271
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	122,266

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 the instructions)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax due'. Total amount owed is 1,719.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Includes questions about political influence, expenditures, and reporting requirements. Columns for 'Yes' and 'No' are provided for each statement.

**Part VII-A Statements Regarding Activities Continued**

<p><b>11</b> At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)</p> <p>.....</p>	<b>11a</b>		<b>No</b>
<p><b>12</b> Did the foundation acquire a direct or indirect interest in any applicable insurance contract? . . . . .</p>	<b>12</b>		<b>No</b>
<p><b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Web site address ▶<a href="http://foundationcenter.org/grantmaker/patton/">http //foundationcenter.org/grantmaker/patton/</a></p>	<b>13</b>	<b>Yes</b>	
<p><b>14</b> The books are in care of ▶SCS FINANCIAL LLC Telephone no ▶(617) 204-6400                  Located at ▶ONE WINTHROP SQUARE BOSTON MA ZIP+4 ▶02110</p>			
<p><b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b>—Check here . . . . . ▶ <input type="checkbox"/>                  and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <b>15</b></p>			

**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
<p><b>1a</b> During the year did the foundation (either directly or indirectly)</p> <p><b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> 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</p> <p><b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> 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</p> <p><b>(6)</b> Agree to pay money or property to a government official? (<b>Exception.</b> 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</p>				
<p><b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 the instructions)? . . . . . <b>1b</b></p> <p>Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/></p>			<b>No</b>	
<p><b>c</b> 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 2008? . . . . . <b>1c</b></p>			<b>No</b>	
<p><b>2</b> 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))</p> <p><b>a</b> At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                  If "Yes," list the years ▶ 20____, 20____, 20____, 20____</p> <p><b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see the instructions ). . . . . <b>2b</b></p> <p><b>c</b> 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____</p>				
<p><b>3a</b> 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</p> <p><b>b</b> If "Yes," did it have excess business holdings in 2008 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.</i>). . . . . <b>3b</b></p>			<b>No</b>	
<p><b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	<b>4a</b>		<b>No</b>	
<p><b>b</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 2008?</p>	<b>4b</b>		<b>No</b>	

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> 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</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> 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</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see the instructions)? . . . <b>5b</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>c</b> If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> 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</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . <b>6b</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If you answered "Yes" to 6b, also file Form 8870.</p> <p><b>7a</b> 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</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . <b>7b</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		
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**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 the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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

**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 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		

**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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b>	
<b>2</b>	
<b>3</b> All other program-related investments. See the instructions	

**Total** Add lines 1 through 3. . . . .

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	1,837,769
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	84,007
<b>c</b>	Fair market value of all other assets (see the instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	1,921,776
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	1,921,776
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see the instructions). . . . .	<b>4</b>	28,827
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,892,949
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	94,647

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	94,647
<b>2a</b>	Tax on investment income for 2008 from Part VI, line 5. . . . .	<b>2a</b>	721
<b>b</b>	Income tax for 2008 (This does not include the tax from Part VI). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	721
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	93,926
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	93,926
<b>6</b>	Deduction from distributable amount (see the instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	93,926

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	122,266
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	122,266
<b>5</b>	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) . . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	122,266

**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 2007	(c) 2007	(d) 2008
<b>1</b> Distributable amount for 2008 from Part XI, line 7				93,926
<b>2</b> Undistributed income, if any, as of the end of 2007				
<b>a</b> Enter amount for 2007 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2008				
<b>a</b> From 2003. . . . .				
<b>b</b> From 2004. . . . .				
<b>c</b> From 2005. . . . .				
<b>d</b> From 2006. . . . .				100,678
<b>e</b> From 2007. . . . .				149,105
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	249,783			
<b>4</b> Qualifying distributions for 2008 from Part XII, line 4  \$ <u>122,266</u>				
<b>a</b> Applied to 2007, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see the instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see the instructions). . . . .	122,266			
<b>d</b> Applied to 2008 distributable amount. . . . .				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2008 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	93,926			93,926
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	278,123			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see the instructions. . . . .				
<b>e</b> Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount—see the instructions. . . . .				
<b>f</b> Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions). . . . .				
<b>8</b> Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .				
<b>9</b> <b>Excess distributions carryover to 2008.</b> Subtract lines 7 and 8 from line 6a. . . . .	278,123			
<b>10</b> Analysis of line 9				
<b>a</b> From 2004. . . . .				
<b>b</b> From 2005. . . . .				
<b>c</b> From 2006. . . . .				6,752
<b>d</b> From 2007. . . . .				149,105
<b>e</b> From 2008. . . . .				122,266

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling. . . . .  \_\_\_\_\_

**b** Check box to indicate whether the organization is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2008</b>	<b>(b) 2007</b>	<b>(c) 2006</b>	<b>(d) 2005</b>	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**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 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) )

JENNIFER RABLEY

**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 organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

\_\_\_\_\_

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

\_\_\_\_\_

**c** Any submission deadlines

\_\_\_\_\_

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

\_\_\_\_\_

**Part XV** **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>3a</b> 113,850
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b>





**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, and 990-PF.  
▶ See separate instructions.

OMB No 1545-0047

**2008**

**Name of organization**

THE PATTON CHARITABLE FOUNDATION

**Employer identification number**

65-6346631

Organization type (check one)

**Filers of:**

**Section:**

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions )

**General Rule—**

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

**Special Rules—**

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ) . . . . . ▶ \$ \_\_\_\_\_

**Caution.** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

**Name of organization**  
THE PATTON CHARITABLE FOUNDATION

**Employer identification number**  
65-6346631

**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CHRISTOPHER JENNIFER RABLEY 81 TRIPP STREET  MOUNT KISCO, NY 10549	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

<b>Name of organization</b> THE PATTON CHARITABLE FOUNDATION	<b>Employer identification number</b> 65-6346631
---	---

**Part II** Noncash Property (see Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____

<b>Name of organization</b> THE PATTON CHARITABLE FOUNDATION	<b>Employer identification number</b> 65-6346631
---	---

**Part III** **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year.** (Complete columns (a) through (e) and the following line entry.)  
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	

**Additional Data****Software ID:** 08000082**Software Version:** US04CV000TY2008**EIN:** 65-6346631**Name:** THE PATTON CHARITABLE FOUNDATION**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
ARTISAN MID CAP VALUE FUND - INV	P	2008-07-21	2008-10-28
BHR SMITH GROUP LARGE CAP CORE GTH-1	P	2008-07-21	2008-10-28
CULLEN HIGH DIVIDEND EQUITY FUND-RET	P	2007-12-27	2008-04-01
CHESAPEAKE CORE GROWTH FUND	P	2007-12-26	2008-07-21
ISHARES MSCI EAFE GROWTH INDEX FD	P	2008-04-01	2008-10-24
JULIUS BAER INTERNATIONAL EQUITY-A	P	2007-12-27	2008-04-01
LKCM SMALL CAP EQUITY FUND - INSTL	P	2008-07-21	2008-10-28
MERIDIAN GROWTH FUND INC	P	2007-12-18	2008-04-01
SPDR TRUST SERIES 1	P	2008-07-22	2008-10-10
SOUND SHORE FUND	P	2008-06-26	2008-07-21
CULLEN HIGH DIVIDEND EQUITY FUND-RET	P	2006-10-26	2008-07-21
MERIDIAN GROWTH FUND INC	P	2006-12-15	2008-04-01
EKSPORTFINANS AS 21 136% 10/30/09	P	2006-10-10	2008-01-25
SPDR TRUST SERIES I	P	2005-03-15	2008-10-10
SOUND SHORE FUND	P	2006-09-15	2008-07-21

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
15,000	0	21,549	-6,549
13,000	0	18,584	-5,584
15,156	0	16,599	-1,443
136,293	0	166,863	-30,570
20,027	0	36,868	-16,841
111,238	0	126,751	-15,513
7,000	0	10,345	-3,345
13,874	0	15,126	-1,252
5,528	0	7,985	-2,457
53,149	0	54,668	-1,519
98,106	0	115,257	-17,151
143,801	0	149,109	-5,308
19,374	0	19,374	0
341,553	0	416,758	-75,205
102,338	0	120,590	-18,252

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
0	0	0	-6,549
0	0	0	-5,584
0	0	0	-1,443
0	0	0	-30,570
0	0	0	-16,841
0	0	0	-15,513
0	0	0	-3,345
0	0	0	-1,252
0	0	0	-2,457
0	0	0	-1,519
0	0	0	-17,151
0	0	0	-5,308
0	0	0	0
0	0	0	-75,205
0	0	0	-18,252

**Form 990PF PartVIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation <b>(If not paid, enter -0-)</b>	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account, other allowances
MARY ANN B CASEY 330 S BEACH RD HOBE SOUND, FL 33455	Trustee 0 50	0	0	0
EDWARD B PATTON 105 ROCKWOOD ST BROOKLINE, MA 02445	Trustee 0 50	0	0	0
PAMELA W PATTON 12 E 97 ST APT 6H NEW YORK, NY 10029	Trustee 0 50	0	0	0
RICHARD R PATTON 1007 LOWELL RD CONCORD, MA 01742	Trustee 0 50	0	0	0
JENNIFER P RABLEY 81 TRIPP STREET MT KISCO, NY 10549	Trustee 0 50	0	0	0

**Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year**

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)				
<b>a</b> <i>Paid during the year</i>				
GROTON SCHOOL 282 FARMERS ROW GROTON, MA 01450		Public	Children's Annual Fund Education	1,500
WESTMINSTER SCHOOL 995 HOPMEADOW STREET SIMSBURY, CT 06070		Public	Children's Annual Fund Education	6,500
MISS PORTER'S SCHOOL 60 MAIN STREET FARMINGTON, CT 06032		Public	Children's Annual Fund Education	15,000
UNIV OF PENN LAW SCHOOL 3400 CHESTNUT STREET PHILADELPHIA, PA 19104		Public	Higher Annual Fund Education	3,750
WHARTON SCHOOL FUND 3730 WALNUT STREET PHILADELPHIA, PA 19104		Public	Higher Annual Fund Education	250
ST IGNATIUS CHURCH 28 COMMONWEALTH AVE CHESTNUT HILL, MA 02467		Public	Spiritual Annual Fund Welfare	500
UNITARIAN CHURCH OF ALL SOULS 1157 LEXINGTON AVE NEW YORK, NY 10075		Public	Spiritual Annual Fund Welfare	1,000
ALL SOULS SCHOOL 1157 LEXINGTON AVE NEW YORK, NY 10075		Public	Children's Annual Fund Education	750
ALLEN STEVENSON SCHOOL 132 E 78TH STREET NEW YORK, NY 10075		Public	Children's Annual Fund Education	1,500
NATIONAL DANCE INSTITUTE 594 BROADWAY ROOM 805 NEW YORK, NY 10012		Public	Education Arts P Program	500
THOMAS JEFFERSON UNIVERSITY 1020 WALNUT STREET PHILADELPHIA, PA 19107		Public	Higher Annual Fund Education	1,000
CHURCH OF THE REDEEMER 379 HAMMOND STREET CHESTNUT HILL, MA 02167		Public	Spiritual Annual Fund Welfare	500
BROWN UNIV SPORTS FOUNDATION PO BOX 1893 PROVIDENCE, RI 02912		Public	Amateur Annual Fund Athletics	2,500
CHESTNUT HILL SCHOOL 428 HAMMOND STREET BOSTON, MA 00467		Public	Children's Annual Fund Education	500
NASHOBA BROOKS SCHOOL 200 STRAWBERRY HILL ROAD CONCORD, MA 01742		Public	Children's Annual Fund Education	1,500
<b>Total . . . . .</b>			<b>3a</b>	113,850

**Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year**

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)				
<b>a</b> <i>Paid during the year</i>				
VILLAGE ACADEMIES 15 PENN PLAZA 15 NEW YORK, NY 10001		Public	Children's Annual Fund Education	1,000
AVON BREAST CANCER WALK 577 MASSACHUSETTS AVE CAMBRIDGE, MA 02139		Public	Women's Annual Fund Health	250
NORTON MUSEUM OF ART 1451 S OLIVE AVE WEST PALM BEACH, FL 33401		Public	Art Annual Fund Appreciation	25,000
NATIONAL ROWING FOUNDATION 67 MYSTIC ROAD N STONINGTON, CT 06359		Public	Amateur Annual Fund Athletics	5,000
ADIRONDACK CAMP PO BOX 97 PUTNAM STATION, NY 12861		Public	Children's Annual Fund Welfare	500
WOMEN ON WAVES PO BOX 15683 ND AMSTERDAM THE NETHERLANDS, DC 20052		Public	Women's Annual Fund Welfare	500
LUPUS FOUNDATION OF AMERICA 2000 L ST NW SUITE 710 WASHINGTON, DC 20036		Public	Medical Annual Fund Research	100
EMERSON HOSPITAL 133 OLD ROAD TO NINE ACRE CORNER CONCORD, MA 01742		Public	Medical Annual Fund Care	1,000
ST MABLI'S CHURCH LLANVAPLEY MONMOUTHSHIRE SOUTH WALE GREAT BRITTAN NPSL, DC 20052		Public	Spiritual Annual Fund Welfare	25,000
GENERATIONS UNITED 1331 H STREET NW SUITE 900 WASHINGTON, DC 20005		Public	Intergenerational Annual Fund Welfare	10,000
THE HOTCHKISS FUND PO BOX 800 LAKEVILLE, CT 06039		Public	Children's Annual Fund Education	1,000
INJURED MARINE SEMPER FI FUND 825 COLLEGE BLVD SUITE 102 OCEANSIDE, CA 92057		Public	Injured Marines Annual Fund Welfare	500
BROWN UNIVERSITY PO BOX 1893 PROVIDENCE, RI 02912		Public	Higher Annual Fund Education	500
THE TOLEDO MUSEUM OF ART 2445 MONROE STREET TOLEDO, OH 43620		Public	Art Annual Fund Appreciation	500
THE FESSENDEN SCHOOL 250 WALTHAM STREET WEST NEWTON, MA 02465		Public	Children's Annual Fund Education	1,500
<b>Total . . . . .</b>			<b>3a</b>	113,850

**Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year**

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)				
<b>a</b> <i>Paid during the year</i>				
ROW NEW YORK 10-27 46TH AVE SUITE 101 LONG ISLAND CITY, NY 11101				
		Public	Amateur Annual Fund Athletics	1,000
UPPER SARANAC LAKE FOUNDATION PO BOX 564 SARANAC LAKE, NY 12983				
		Public	Nature Annual Fund Conservation	500
DONORSCHOOSEORG 347 W 36TH ST SUITE 503 NEW YORK, NY 10018				
		Public	Support Annual Fund Charities	1,000
CITY HARVEST 575 8TH AVE 4TH FL NEW YORK, NY 10018				
		Public	Feed the Annual Fund Hungry	750
RIPPOWAM CISQUA SCHOOL 325 W PATENT RD MT KISCO, NY 10549				
		Public	Children's Annual Fund Education	1,000
<b>Total . . . . .</b>				<b>113,850</b>

**3a**

## TY 2008 Accounting Fees Schedule

**Name:** THE PATTON CHARITABLE FOUNDATION

**EIN:** 65-6346631

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Larry P. King, CPA Tax Return Preparation	2,500			

**TY 2008 Distribution from Corpus Election**

**Name:** THE PATTON CHARITABLE FOUNDATION

**EIN:** 65-6346631

**Election:** PURSUANT TO IRC SEC. 4942(H)(2) AND THE REGULATIONS THEREUNDER, THE PATTON CHARITABLE FOUNDATION HEREBY ELECTS TO TREAT THE AMOUNT ON LINE 4(C), PART XIII, PAGE 9, AS BEING MADE OUT OF CORPUS, BUT ONLY TO THE EXTENT THE CURRENT YEAR'S QUALIFYING DISTRIBUTIONS EXCEED THE IMMEDIATELY PRECEDING YEAR'S UNDISTRIBUTED INCOME. MARY ANN B. CASEY, TRUSTEE

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2008 Gain/Loss from Sale of Other Assets Schedule

**Name:** THE PATTON CHARITABLE FOUNDATION

**EIN:** 65-6346631

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
ARTISAN MID CAP VALUE FUND	2008-07	Purchased	2008-10		15,000	21,549			-6,549	
BHR SMITH GROUP LARGE CAP GTH	2008-07	Purchased	2008-10		13,000	18,584			-5,584	
CULLEN HIGH DIVIDEND EQUITY FUND	2007-12	Purchased	2008-04		15,156	16,599			-1,443	
CHESAPEAKE CORE GROWTH FUND	2007-12	Purchased	2008-07		136,293	166,863			-30,570	
LKCM SMALL CAP EQUITY FUND	2008-07	Purchased	2008-10		7,000	10,345			-3,345	
MERIDIAN GROWTH FUND	2007-12	Purchased	2008-04		13,874	15,126			-1,252	
SPDR TRUST SERIES 1	2008-07	Purchased	2008-10		5,528	7,985			-2,457	
SOUND SHORE FUND	2008-06	Purchased	2008-07		53,149	54,668			-1,519	
CULLEN HIGH DIVIDEND FUND	2006-10	Purchased	2008-07		98,106	115,257			-17,151	
MERIDIAN GROWTH FUND	2006-12	Purchased	2008-04		143,801	149,109			-5,308	
SPDR TRUST SERIES 1	2005-03	Purchased	2008-10		341,553	416,758			-75,205	
SOUND SHORE FUND	2006-09	Purchased	2008-07		102,338	120,590			-18,252	
ISHARES MSCI EAFE GROWTH INDEX	2008-04	Purchased	2008-10		20,027	36,868			-16,841	
JULIUS BAER INTERNATIONAL EQUITY	2007-12	Purchased	2008-04		111,238	126,751			-15,513	
EKSPORTFINANS AS 21 136% 10/30/09	2006-12	Purchased	2008-04		19,374	19,374				

**TY 2008 Investments Corporate  
Bonds Schedule**

**Name:** THE PATTON CHARITABLE FOUNDATION

**EIN:** 65-6346631

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
VANGUARD INTERM-TERM INVEST GR	62,616	62,912

**TY 2008 Investments Corporate  
Stock Schedule****Name:** THE PATTON CHARITABLE FOUNDATION**EIN:** 65-6346631

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
ARTISAN MID CAP VALUE FD	76,958	56,627
CHESAPEAKE CORE GROWTH FD	103,371	50,098
CULLEN HIGH DIVIDEND EQ	124,722	86,658
LKCM S/C EQ INSTITUTIONAL	38,599	26,164
SMITH GRP LG CAP CORE GR	79,435	53,978
FPA CRESCENT FD	100,808	99,711
S&P DEPOSITORY RECEIPTS	416,874	310,245
ISHARES MSCI EAFE GROWTH	136,907	84,219
ARTIO INTERNATIONAL EQUITY	245,449	159,167
SPDR GOLD TRUST	32,361	31,839

**TY 2008 Investments Government  
Obligations Schedule**

**Name:** THE PATTON CHARITABLE FOUNDATION

**EIN:** 65-6346631

**US Government Securities - End of  
Year Book Value:** 507,995

**US Government Securities - End of  
Year Fair Market Value:** 540,040

**State & Local Government  
Securities - End of Year Book  
Value:**

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

## TY 2008 Other Expenses Schedule

**Name:** THE PATTON CHARITABLE FOUNDATION

**EIN:** 65-6346631

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Membership Dues	2,630			2,630
Seminars, Etc	1,750			1,750

## TY 2008 Other Professional Fees Schedule

**Name:** THE PATTON CHARITABLE FOUNDATION

**EIN:** 65-6346631

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
SCS Financial Services Investment Management	7,029			
State Street Bank Custodian Management	512			

# TY 2008 Taxes Schedule

**Name:** THE PATTON CHARITABLE FOUNDATION

**EIN:** 65-6346631

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise Tax	1,536			1,536
Foreign Tax	1,063		1,063	