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**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

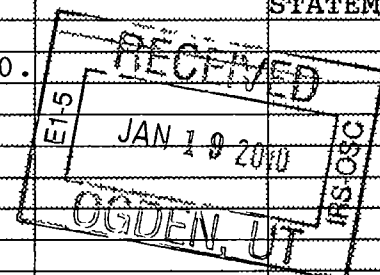
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2008**, or tax year beginning **JUN 1, 2008**, and ending **MAY 31, 2009**

G 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 JEROME & MILDRED PADDOCK FOUNDATION Number and street (or P O box number if mail is not delivered to street address) Room/suite P.O. BOX 267 City or town, state, and ZIP code SARASOTA, FL 34230 | A Employer identification number 59-6200844 B Telephone number 941-361-5803 C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,705,185. (Part I, column (d) must be on cash basis) | | |
| J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | | |

| Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small> | | (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 | | | N/A | |
| | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 140,862. | 140,862. | | STATEMENT 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | <151,298.> | | | STATEMENT 1 |
| | b Gross sales price for all assets on line 6a | 1,352,304. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | | 0. | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications <small>Gross sales less returns and allowances</small> | | | | |
| | 10a Less Cost of goods sold | | | | |
| c Gross profit or (loss) | | | | | |
| 11 Other income | | | | | |
| 12 Total. Add lines 1 through 11 | <10,436.> | 140,862. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 39,636. | 35,673. | | 7,926. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees | | | | |
| | b Accounting fees STMT 3 | 2,900. | 0. | | 2,900. |
| | c Other professional fees | | | | |
| | 17 Interest | | | | |
| | 18 Taxes STMT 4 | 1,052. | 0. | | 0. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses | | | | |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 43,588. | 35,673. | | 10,826. |
| 25 Contributions, gifts, grants paid | 184,000. | | | 184,000. | |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 227,588. | 35,673. | | 194,826. | |
| 27 Subtract line 26 from line 12 | <238,024.> | | | | |
| a Excess of revenue over expenses and disbursements | | | | | |
| b Net investment income (if negative, enter -0-) | | 105,189. | | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | | |



SCANNED JAN 25 2010

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only | | Beginning of year | End of year | | |
|-----------------------------|--|---|----------------|-----------------------|-------------------|-------------------|------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | | | |
| Assets | 1 | Cash - non-interest-bearing | | 260,943. | 94,654. | 94,654. | |
| | 2 | Savings and temporary cash investments | | | | | |
| | 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 | | | | | |
| | 7 | Other notes and loans receivable ▶ | | | | | |
| | | Less allowance for doubtful accounts ▶ | | | | | |
| | 8 | Inventories for sale or use | | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | | |
| | 10a | Investments - U S and state government obligations STMT 5 | | | 117,539. | 60,649. | 60,649. |
| | b | Investments - corporate stock STMT 6 | | | 3,465,297. | 2,438,898. | 2,438,898. |
| | c | Investments - corporate bonds STMT 7 | | | 1,109,061. | 1,106,240. | 1,106,240. |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | | | |
| | Less accumulated depreciation ▶ | | | | | | |
| 12 | Investments - mortgage loans | | | | | | |
| 13 | Investments - other | | | | | | |
| 14 | Land, buildings, and equipment basis ▶ | | | | | | |
| | Less accumulated depreciation ▶ | | | | | | |
| 15 | Other assets (describe ▶ <u>PREPAID EXCISE TAX</u>) | | | 2,996. | 4,744. | 4,744. | |
| 16 | Total assets (to be completed by all filers) | | | 4,955,836. | 3,705,185. | 3,705,185. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | | | |
| | 18 | Grants payable | | | | | |
| | 19 | Deferred revenue | | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | | |
| | 21 | Mortgages and other notes payable | | | | | |
| | 22 | Other liabilities (describe ▶ _____) | | | | | |
| 23 | Total liabilities (add lines 17 through 22) | | | 0. | 0. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | | | |
| | 24 | Unrestricted | | 4,955,836. | 3,705,185. | | |
| | 25 | Temporarily restricted | | | | | |
| | 26 | Permanently restricted | | | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31. | | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | | | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | | | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | | | | | | |
| 30 | Total net assets or fund balances | | | 4,955,836. | 3,705,185. | | |
| 31 | Total liabilities and net assets/fund balances | | | 4,955,836. | 3,705,185. | | |

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 | 4,955,836. |
| 2 | Enter amount from Part I, line 27a | 2 | <238,024.> |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 4,717,812. |
| 5 | Decreases not included in line 2 (itemize) ▶ <u>UNREALIZED LOSS</u> | 5 | 1,012,627. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 3,705,185. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co) | | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) | |
|--|--|---|--|----------------------------------|------------|
| 1a | LT CAP GAINS DIVS | P | VARIOUS | VARIOUS | |
| b | ST CAP GAINS DIVS | P | VARIOUS | VARIOUS | |
| c | LT CAP GAINS (SEE ATTACHED) | P | VARIOUS | VARIOUS | |
| d | ST CAP GAINS (SEE ATTACHED) | P | VARIOUS | VARIOUS | |
| 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 | 89,463. | | 89,463. | | |
| b | 5,864. | | 5,864. | | |
| c | 1,080,735. | 1,211,379. | <130,644.> | | |
| d | 176,242. | 292,223. | <115,981.> | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) | | |
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | | | |
| a | | | 89,463. | | |
| b | | | 5,864. | | |
| c | | | <130,644.> | | |
| d | | | <115,981.> | | |
| 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 | <151,298.> |
| 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) If (loss), enter -0- in Part I, line 8 } | | 3 | N/A |

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 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 | 239,423. | 5,014,459. | .047747 |
| 2006 | 249,439. | 4,887,621. | .051035 |
| 2005 | 239,537. | 4,732,944. | .050611 |
| 2004 | 215,726. | 4,581,301. | .047088 |
| 2003 | 217,619. | 4,487,493. | .048495 |
| 2 | Total of line 1, column (d) | | .244976 |
| 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 | | .048995 |
| 4 | Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 | | 3,789,919. |
| 5 | Multiply line 4 by line 3 | | 185,687. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | | 1,052. |
| 7 | Add lines 5 and 6 | | 186,739. |
| 8 | Enter qualifying distributions from Part XII, line 4 | | 194,826. |

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)

| | | |
|--|----|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions) | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 1,052. |
| c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 2 | 0. |
| 3 Add lines 1 and 2 | 3 | 1,052. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 4 | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 1,052. |
| 6 Credits/Payments | | |
| a 2008 estimated tax payments and 2007 overpayment credited to 2008 | 6a | 5,796. |
| b Exempt foreign organizations - tax withheld at source | 6b | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | |
| d Backup withholding erroneously withheld | 6d | |
| 7 Total credits and payments Add lines 6a through 6d | 7 | 5,796. |
| 8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 4,744. |
| 11 Enter the amount of line 10 to be Credited to 2009 estimated tax | 11 | 0. |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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 | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation $\$$ 0. (2) On foundation managers $\$$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers $\$$ 0. | | |
| 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 |
| 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 |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>FL</u> | | |
| 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 | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

N/A

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) | | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.WACHOVIA.COM/CORP INST/CHARITABLE SERVICES</u> | X | | |
| 14 | The books are in care of ► <u>WACHOVIA BANK</u> Telephone no ► <u>941-361-5803</u> Located at ► <u>1819 MAIN STREET #230, SARASOTA, FL</u> ZIP+4 ► <u>34236</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 |

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | 1b | X |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008? | 1c | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | |
| a | At the end of tax year 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 ► _____ | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A | 2b | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____ | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If "Yes," did it have excess business holdings in 2008 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 2008) N/A | 3b | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008? | 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)? 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? Yes No
 If you answered "Yes" to 6b, also 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? Yes No

| | | |
|--|----|---|
| | 5b | |
| | 6b | X |
| | 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.

| (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 |
|--|---|---|---|---------------------------------------|
| WACHOVIA BANK P.O BOX 267 SARASOTA, FL 34230 | TRUSTEE/TIME 16.00 | VARIES 39,636. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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. 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

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 | |
| | |
| 3 All other program-related investments See instructions | |
| | |

Total. Add lines 1 through 3 ▶ 0.

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 | 1a | 3,559,337. |
| b | Average of monthly cash balances | 1b | 284,368. |
| c | Fair market value of all other assets | 1c | 3,929. |
| d | Total (add lines 1a, b, and c) | 1d | 3,847,634. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 3,847,634. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 57,715. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 3,789,919. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 189,496. |

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 | 189,496. |
| 2a | Tax on investment income for 2008 from Part VI, line 5 | 2a | 1,052. |
| b | Income tax for 2008 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 1,052. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 188,444. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 188,444. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 188,444. |

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 | 194,826. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| 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 | 194,826. |
| 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 | 5 | 1,052. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 193,774. |

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 2007 | (c) 2007 | (d) 2008 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2008 from Part XI, line 7 | | | | 188,444. |
| 2 Undistributed income, if any, as of the end of 2007 | | | | |
| a Enter amount for 2007 only | | | 0. | |
| b Total for prior years | | 0. | | |
| 3 Excess distributions carryover, if any, to 2008 | | | | |
| a From 2003 | | | | |
| b From 2004 | | | | |
| c From 2005 | 11,183. | | | |
| d From 2006 | 9,888. | | | |
| e From 2007 | | | | |
| f Total of lines 3a through e | 21,071. | | | |
| 4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 194,826. | | | | |
| a Applied to 2007, but not more than line 2a | | | 0. | |
| 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 2008 distributable amount | | | | 188,444. |
| e Remaining amount distributed out of corpus | 6,382. | | | |
| 5 Excess distributions carryover applied to 2008 (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 | 27,453. | | | |
| 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 2007 Subtract line 4a from line 2a Taxable amount - see instr | | | 0. | |
| f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2003 not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a | 27,453. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2004 | | | | |
| b Excess from 2005 | 11,183. | | | |
| c Excess from 2006 | 9,888. | | | |
| d Excess from 2007 | | | | |
| e Excess from 2008 | 6,382. | | | |

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

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

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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
PADDOCK FOUNDATION, 941-361-5803
1819 MAIN ST. #230, SARASOTA, FL 34236

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

c Any submission deadlines
JANUARY 10TH

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
SARASOTA COUNTY, DISADVANTAGED CHILDREN AND THE ELDERLY.

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> | | | | |
| SEE STATEMENT 8 | | | | |
| Total | | | ▶ 3a | 184,000. |
| <i>b Approved for future payment</i> | | | | |
| NONE | | | | |
| Total | | | ▶ 3b | 0. |

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) MANNER ACQUIRED DEPREC. | (F) DATE ACQUIRED GAIN OR LOSS | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|---|-----------|
| LT CAP GAINS DIVS | 89,463. | 0. | 0. | PURCHASED | VARIOUS | VARIOUS |
| | | | | | | |
| | 89,463. | 0. | 0. | 0. | | 89,463. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) MANNER ACQUIRED DEPREC. | (F) DATE ACQUIRED GAIN OR LOSS | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|---|-----------|
| ST CAP GAINS DIVS | 5,864. | 0. | 0. | PURCHASED | VARIOUS | VARIOUS |
| | | | | | | |
| | 5,864. | 0. | 0. | 0. | | 5,864. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | (E) MANNER ACQUIRED DEPREC. | (F) DATE ACQUIRED GAIN OR LOSS | DATE SOLD |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|--------------------------------------|---|------------|
| LT CAP GAINS (SEE ATTACHED) | 1,080,735. | 1,211,379. | 0. | PURCHASED | VARIOUS | VARIOUS |
| | | | | | | |
| | 1,080,735. | 1,211,379. | 0. | 0. | | <130,644.> |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. | (D) EXPENSE OF SALE | MANNER ACQUIRED PURCHASED | DATE ACQUIRED VARIOUS | DATE SOLD VARIOUS |
|---------------------------------------|-----------------------------|---------------------------------|---------------------------|---------------------------------|-----------------------------|----------------------|
| ST CAP GAINS (SEE ATTACHED) | 176,242. | 292,223. | 0. | | | |
| | | | | (E) DEPREC. | (F) GAIN OR LOSS | |
| | | | | 0. | <115,981.> | |
| CAPITAL GAINS DIVIDENDS FROM PART IV | | | | | | 0. |
| TOTAL TO FORM 990-PF, PART I, LINE 6A | | | | | | <151,298.> |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| DIVIDENDS & INTEREST | 140,862. | 0. | 140,862. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 140,862. | 0. | 140,862. |

FORM 990-PF ACCOUNTING FEES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES | 2,900. | 0. | | 2,900. |
| TO FORM 990-PF, PG 1, LN 16B | 2,900. | 0. | | 2,900. |

FORM 990-PF TAXES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| EXCISE TAX | 1,052. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 1,052. | 0. | | 0. |

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|--|---------------|----------------|------------|----------------------|
| US GOVT. OBLIGATIONS | X | | 60,649. | 60,649. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 60,649. | 60,649. |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 60,649. | 60,649. |

FORM 990-PF CORPORATE STOCK STATEMENT 6

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| CORPORATE STOCK | 2,438,898. | 2,438,898. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 2,438,898. | 2,438,898. |

FORM 990-PF CORPORATE BONDS STATEMENT 7

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| CORPORATE BONDS | 1,106,240. | 1,106,240. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 1,106,240. | 1,106,240. |

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 8

| RECIPIENT NAME AND ADDRESS | RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT | RECIPIENT STATUS | AMOUNT |
|---|--|---------------------|---------|
| ASOLO REPERTORY THEATRE SARASOTA, FL | NONE KALEIDOSCOPE PROGRAM | N/A | 5,000. |
| BIG BROTHERS BIG SISTERS OF SUN COAST SARASOTA, FL | NONE EXPANSION OF MENTORING CHILDREN OF PROMISE | N/A | 10,000. |
| COMMUNITY AFFORDABLE SUPPORTED LIVING SARASOTA, FL | NONE RENOVATION OF 2 BATHROOMS | N/A | 15,000. |
| COMMUNITY HAVEN FOR ADULTS AND CHILDREN WITH DISABILITIES, INC SARASOTA, FL | NONE FAMILY SUPPORT/WHOLE CHILD PROJECT SERVICES | N/A | 20,000. |
| GIRLS INC SARASOTA, FL | NONE FULL & SLIDING SCALE SCHOLARSHIPS | N/A | 15,000. |
| BOYS AND GIRLS CLUB OF SARASOTA SARASOTA, FL | NONE SCHOLARSHIPS FOR SUMMER CAMP | N/A | 15,000. |
| PINES OF SARASOTA, INC SARASOTA, FL | NONE INTERGENERATIONAL ACTIVITIES | N/A | 16,000. |
| SAFE PLACE AND RAPE CRISIS CENTER OF SARASOTA, INC. SARASOTA, FL | NONE CONTINUED FUNDING FOR CHILDREN'S PROGRAM | N/A | 15,000. |

JEROME & MILDRED PADDOCK FOUNDATION

59-6200844

| | | | |
|--|--|-----|-----------------|
| SHODAIR CHILDREN'S HOSPITAL (MONTANA CHILDREN'S HOME AND HOSPITAL) HELENA, MT | NONE | N/A | 20,000. |
| | PARTIAL FUNDING OF AFFYMETRIX MDS SYSTEM FOR TESTING OF GENETICS | | |
| SOUTHERN SCHOLARSHIP FOUNDATION INC. TALLAHASSEE, FL | NONE | N/A | 15,000. |
| | SCHOLARSHIPS FOR 6 STUDENTS | | |
| THE LOVELAND CENTER, INC SARASOTA, FL | NONE | N/A | 10,000. |
| | PHASE II FUNDING FOR CHANGING NEEDS OF AGED | | |
| MANASOTA LIGHTHOUSE FOR THE BLIND SARASOTA, FL | NONE | N/A | 7,200. |
| | PURCHASE OF ONE ADAPTIVE TECHNOLOGY PROGRAM | | |
| SARASOTA MANATEE ASSN FOR RIDING THERAPY SARASOTA, FL | NONE | N/A | 3,200. |
| | 4 SCHOLARSHIPS FOR RIDING FOR ONE YEAR | | |
| SENIOR FRIENDHIP CENTERS SARASOTA, FL | NONE | N/A | 7,600. |
| | SUPPORT FOR CAREGIVER RESOURCE CENTER | | |
| CHILDREN FIRST SARASOTA, FL | NONE | N/A | 10,000. |
| | SCHOLARSHIP SERVICES TO EXTEND LENGTH OF STAY | | |
| TOTAL TO FORM 990-PF, PART XV, LINE 3A | | | <u>184,000.</u> |

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 FROM 06/01/2008
 TO 05/31/2009

WACHOVIA BANK, N A
 STATEMENT OF CAPITAL GAINS AND LOSSES
 PADDOCK CHR FDN

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TRUST YEAR ENDING 05/31/2009

TAX PREPARER 6534
 TRUST ADMINISTRATOR 220
 INVESTMENT OFFICER 5164

LEGEND F - FEDERAL S - STATE I - INHERITED
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

| PROPERTY DESCRIPTION | SHARES | DATE | SALES PRICE | COST BASIS | GAIN/LOSS | TERM |
|--|-------------|------------|-------------|------------|-----------|------|
| 390 0000 CLOROX CO COM - 189054109 - MINOR = 75 | | | | | | |
| SOLD | | 06/11/2008 | 20465 49 | | | |
| ACQ | 390 0000 | 04/11/2006 | 20465 49 | 23064 60 | | |
| 14 0000 INTL BUSINESS MACHINES CORP COM - 459200101 - MINOR = 31001 | | | | | | |
| SOLD | | 06/11/2008 | 1730 28 | | | |
| ACQ | 14 0000 | 04/30/2001 | 1730 28 | 1651 44 | | |
| 165 0000 AON CORP COM - 037389103 - MINOR = 75 | | | | | | |
| SOLD | | 07/09/2008 | 7654 36 | | | |
| ACQ | 165 0000 | 04/11/2006 | 7654 36 | 6672 60 | | |
| 361 0000 CONSTELLATION ENERGY GRP INC COM - 210371100 - MINOR = 75 | | | | | | |
| SOLD | | 07/09/2008 | 28953 38 | | | |
| ACQ | 361 0000 | 06/06/2007 | 28953 38 | 31456 24 | | |
| 374 0000 TEREX CORP NEW COM - 880779103 - MINOR = 75 | | | | | | |
| SOLD | | 07/09/2008 | 16426 20 | | | |
| ACQ | 374 0000 | 09/25/2007 | 16426 20 | 32003 33 | | |
| 341 0000 3M CO COM - 88579Y101 - MINOR = SBW | | | | | | |
| SOLD | | 07/09/2008 | 23582 98 | | | |
| ACQ | 337 0000 | 12/31/2002 | 23306 35 | 20597 44 | | |
| | 4 0000 | 03/06/2007 | 276 63 | 292 46 | | |
| 348 0000 EATON CORP COM W/RTS EXP 07/12/2005 - 278058102 - MINOR = 75 | | | | | | |
| SOLD | | 08/06/2008 | 24751 82 | | | |
| ACQ | 348 0000 | 04/11/2006 | 24751 82 | 25682 40 | | |
| 496 0000 METLIFE INC COM - 59156R108 - MINOR = 75 | | | | | | |
| SOLD | | 08/06/2008 | 26002 21 | | | |
| ACQ | 496 0000 | 04/11/2006 | 26002 21 | 24463 96 | | |
| 1126 0000 CORNING INC COM W/RTS EXP 07/15/2006 - 219350105 - MINOR = 75 | | | | | | |
| SOLD | | 09/10/2008 | 18289 51 | | | |
| ACQ | 1126 0000 | 05/15/2008 | 18289 51 | 30105 97 | | |
| 43 0000 LOCKHEED MARTIN CORP COM - 539830109 - MINOR = 75 | | | | | | |
| SOLD | | 09/10/2008 | 4931 12 | | | |
| ACQ | 43 0000 | 08/27/2007 | 4931 12 | 4398 83 | | |
| 525 0000 MERCK & CO INC COM - 589331107 - MINOR = 31001 | | | | | | |
| SOLD | | 09/10/2008 | 17664 53 | | | |
| ACQ | 525 0000 | 08/03/2006 | 17664 53 | 21863 88 | | |
| 1405 0000 ORACLE CORP COM - 68389X105 - MINOR = 5010 | | | | | | |
| SOLD | | 09/10/2008 | 27026 85 | | | |
| ACQ | 1405 0000 | 05/04/2007 | 27026 85 | 26630 51 | | |
| 121 0000 ROSS STORES INC COM - 778296103 - MINOR = 75 | | | | | | |
| SOLD | | 09/10/2008 | 4921 72 | | | |
| ACQ | 121 0000 | 05/09/2008 | 4921 72 | 4234 61 | | |
| 50000 0000 MORGAN STANLEY DEAN WITTER & CO BD DTD 04/23/2001 CALLABLE 6 75% - 617446GM5 - MINOR = 40 | | | | | | |
| SOLD | | 09/17/2008 | 31000 00 | | | |
| ACQ | 50000 0000 | 06/25/2001 | 31000 00 | 50745 50 | | |
| 100000 0000 CITIGROUP INC BD DTD 08/26/2002 5 625% 0 - 1729678P5 - MINOR = 40 | | | | | | |
| SOLD | | 09/18/2008 | 73650 00 | | | |
| ACQ | 100000 0000 | 08/19/2002 | 73650 00 | 99616 21 | | |
| 787 0000 BANK OF NEW YORK MELLON CORP COM - 064058100 - MINOR = 75 | | | | | | |
| SOLD | | 09/30/2008 | 24079 00 | | | |
| ACQ | 787 0000 | 04/11/2006 | 24079 00 | 27702 40 | | |
| 50000 0000 ONTARIO PROV CDA BD DTD 10/1/98 5 5% 10/01/2008 - 683234MF2 - MINOR = 65 | | | | | | |
| SOLD | | 10/01/2008 | 50000 00 | | | |
| ACQ | 50000 0000 | 06/25/2001 | 50000 00 | 49930 00 | | |
| 100 0000 BAXTER INTL INC COM W/RIGHTS ATTACHED EXP 3/23/2009 - 071813109 - MINOR = 31000 | | | | | | |
| SOLD | | 10/29/2008 | 5941 27 | | | |
| ACQ | 100 0000 | 01/11/2007 | 5941 27 | 4700 21 | | |
| 703 0000 CELANESE CORP COM - 150870103 - MINOR = 75 | | | | | | |
| SOLD | | 10/29/2008 | 9087 14 | | | |
| ACQ | 703 0000 | 02/15/2008 | 9087 14 | 28121 54 | | |
| 662 0000 AETNA INC-NEW COM - 00817Y108 - MINOR = 75 | | | | | | |
| SOLD | | 11/05/2008 | 16198 65 | | | |
| ACQ | 662 0000 | 04/11/2006 | 16198 65 | 30299 74 | | |
| 105 0000 MCDONALDS CORP COM - 580135101 - MINOR = 31001 | | | | | | |
| SOLD | | 11/05/2008 | 5988 47 | | | |
| ACQ | 105 0000 | 10/09/2006 | 5988 47 | 4244 52 | | |
| 100000 0000 HOUSEHOLD FIN CORP NT DTD 11/17/98 6 5% 11/15/2008 - 441812GDO - MINOR = 40 | | | | | | |
| SOLD | | 11/15/2008 | 100000 00 | | | |
| ACQ | 100000 0000 | 06/18/2001 | 100000 00 | 100224 00 | | |
| 202 0000 AT&T INC COM - 00206R102 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 5553 25 | | | |
| ACQ | 202 0000 | 02/02/2007 | 5553 25 | 7677 50 | | |
| 193 0000 AGILENT TECHNOLOGIES INC COM - 00846U101 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 3233 02 | | | |
| ACQ | 193 0000 | 09/21/2006 | 3233 02 | 6026 60 | | |
| 181 0000 AON CORP COM - 037389103 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 7835 71 | | | |
| ACQ | 181 0000 | 04/11/2006 | 7835 71 | 7319 64 | | |
| 416 0000 APPLIED MATERIALS INC COM W/RIGHTS ATTACHED EXP 7/6/2009 - 038222105 - MINOR = 5010 | | | | | | |
| SOLD | | 12/05/2008 | 3981 73 | | | |
| ACQ | 416 0000 | 01/11/2007 | 3981 73 | 8186 26 | | |
| 249 0000 BMC SOFTWARE INC COM RTS EXP 05/12/2005 - 055921100 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 5777 14 | | | |
| ACQ | 249 0000 | 08/27/2007 | 5777 14 | 7522 59 | | |
| 163 0000 BANK AMER CORP COM - 060505104 | | | | | | |
| SOLD | | 12/05/2008 | 2337 40 | | | |
| ACQ | 163 0000 | 09/24/2001 | 2337 40 | 4403 45 | | |

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WACHOVIA BANK, N A
 STATEMENT OF CAPITAL GAINS AND LOSSES
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TRUST YEAR ENDING 05/31/2009

TAX PREPARER 6534
 TRUST ADMINISTRATOR 220
 INVESTMENT OFFICER 5164

LEGEND F - FEDERAL S - STATE I - INHERITED
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

| PROPERTY DESCRIPTION | SHARES | DATE | SALES PRICE | COST BASIS | GAIN/LOSS | TERM |
|---|----------|------------|-------------|------------|-----------|------|
| 109 0000 BAXTER INTL INC COM W/RIGHTS ATTACHED EXP 3/23/2009 - 071813109 - MINOR = 31000 | | | | | | |
| SOLD | | 12/05/2008 | 5615 81 | | | |
| ACQ | 109 0000 | 01/11/2007 | 5615 81 | 5123 23 | 492 58 | LT15 |
| 113 0000 BECTON DICKINSON & CO COM - 075887109 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 7080 71 | | | |
| ACQ | 113 0000 | 04/11/2006 | 7080 71 | 7098 66 | -17 95 | LT15 |
| 361 0000 BRISTOL-MYERS SQUIBB CO COM - 110122108 | | | | | | |
| SOLD | | 12/05/2008 | 7487 64 | | | |
| ACQ | 361 0000 | 01/24/2008 | 7487 64 | 8327 40 | -839 76 | ST |
| 93 0000 CHEVRONTXACO CORP COM - 166764100 | | | | | | |
| SOLD | | 12/05/2008 | 6554 74 | | | |
| ACQ | 93 0000 | 08/27/2007 | 6554 74 | 8111 80 | -1557 06 | LT15 |
| 177 0000 CHUBB CORP COM - 171232101 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 8813 03 | | | |
| ACQ | 177 0000 | 11/30/2007 | 8813 03 | 9688 11 | -875 08 | LT15 |
| 96 0000 COLGATE-PALMOLIVE CO COM - 194162103 - MINOR = 5010 | | | | | | |
| SOLD | | 12/05/2008 | 5879 96 | | | |
| ACQ | 96 0000 | 11/05/2008 | 5879 96 | 6170 43 | -290 47 | ST |
| 96 0000 CONOCOPHILLIPS COM - 20825C104 - MINOR = 31000 | | | | | | |
| SOLD | | 12/05/2008 | 4338 35 | | | |
| ACQ | 96 0000 | 12/24/2001 | 4338 35 | 2870 56 | 1467 79 | LT15 |
| 97 0000 DANAHER CORP COM - 235851102 - MINOR = 31000 | | | | | | |
| SOLD | | 12/05/2008 | 4747 29 | | | |
| ACQ | 97 0000 | 11/30/2007 | 4747 29 | 8427 98 | -3680 69 | LT15 |
| 143 0000 EMERSON ELEC CO COM W/RTS ATTACHED EXP 11/01/2008 - 291011104 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 4348 81 | | | |
| ACQ | 143 0000 | 07/09/2008 | 4348 81 | 7111 53 | -2762 72 | ST |
| 88 0000 EXXON MOBIL CORP COM - 30231G102 | | | | | | |
| SOLD | | 12/05/2008 | 6511 96 | | | |
| ACQ | 88 0000 | 01/05/1998 | 6511 96 | 2363 48 | 4148 48 | LT15 |
| 87 0000 FIRSTENERGY CORP COM 12/01/2004 - 337932107 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 4538 02 | | | |
| ACQ | 87 0000 | 07/09/2008 | 4538 02 | 7194 61 | -2656 59 | ST |
| 416 0000 GAP INC COM - 364760108 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 5529 23 | | | |
| ACQ | 416 0000 | 09/10/2008 | 5529 23 | 8053 55 | -2524 32 | ST |
| 141 0000 GENERAL MILLS INC COM W/RTS EXP 02/01/2006 - 370334104 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 8849 31 | | | |
| ACQ | 141 0000 | 05/15/2008 | 8849 31 | 8790 87 | 58 44 | ST |
| 44 0000 GOLDMAN SACHS GRP INC COM - 38141G104 - MINOR = 31001 | | | | | | |
| SOLD | | 12/05/2008 | 2967 78 | | | |
| ACQ | 44 0000 | 04/11/2006 | 2967 78 | 7055 40 | -4087 62 | LT15 |
| 167 0000 HEWLETT-PACKARD CO COM - 428236103 - MINOR = 5010 | | | | | | |
| SOLD | | 12/05/2008 | 5496 19 | | | |
| ACQ | 167 0000 | 04/11/2006 | 5496 19 | 5485 95 | 10 24 | LT15 |
| 331 0000 INTEL CORP COM - 458140100 | | | | | | |
| SOLD | | 12/05/2008 | 4227 35 | | | |
| ACQ | 331 0000 | 10/17/2007 | 4227 35 | 8781 93 | -4554 58 | LT15 |
| 65 0000 INTL BUSINESS MACHINFS CORP COM - 459200101 - MINOR = 31001 | | | | | | |
| SOLD | | 12/05/2008 | 5048 52 | | | |
| ACQ | 65 0000 | 04/30/2001 | 5048 52 | 7667 40 | -2618 88 | LT15 |
| 199 0000 JP MORGAN CHASE & CO COM - 46625H100 - MINOR = 31001 | | | | | | |
| SOLD | | 12/05/2008 | 6318 51 | | | |
| ACQ | 199 0000 | 04/11/2006 | 6318 51 | 8310 24 | -1991 73 | LT15 |
| 103 0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 31001 | | | | | | |
| SOLD | | 12/05/2008 | 5821 67 | | | |
| ACQ | 103 0000 | 12/23/2003 | 5821 67 | 5215 71 | 605 96 | LT15 |
| 153 0000 KELLOGG CO COM - 487836108 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 6370 88 | | | |
| ACQ | 153 0000 | 04/11/2006 | 6370 88 | 6701 40 | -330 52 | LT15 |
| 69 0000 LOCKHEED MARTIN CORP COM - 539830109 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 5317 11 | | | |
| ACQ | 69 0000 | 08/27/2007 | 5317 11 | 7058 59 | -1741 48 | LT15 |
| 122 0000 MCDONALDS CORP COM - 580135101 - MINOR = 31001 | | | | | | |
| SOLD | | 12/05/2008 | 7366 49 | | | |
| ACQ | 122 0000 | 10/09/2006 | 7366 49 | 4931 73 | 2434 76 | LT15 |
| 266 0000 MICROSOFT CORP COM - 594918104 - MINOR = 31001 | | | | | | |
| SOLD | | 12/05/2008 | 5070 33 | | | |
| ACQ | 159 0000 | 08/07/1997 | 3030 76 | 2838 40 | 192 36 | LT15 |
| | 107 0000 | 01/05/1998 | 2039 57 | 1768 84 | 270 73 | LT15 |
| 122 0000 NIKE INC CL B COM - 654106103 - MINOR = 31001 | | | | | | |
| SOLD | | 12/05/2008 | 6256 30 | | | |
| ACQ | 122 0000 | 05/24/2007 | 6256 30 | 6657 78 | -401 48 | LT15 |
| 75 0000 NOBLE ENERGY INC COM - 655044105 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 2902 48 | | | |
| ACQ | 75 0000 | 05/09/2008 | 2902 48 | 7201 88 | -4299 40 | ST |
| 100 0000 NORFOLK SOUTHN CORP COM W/RIGHTS ATTACHED EXP 9/26/2010 - 655844108 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 4409 97 | | | |
| ACQ | 100 0000 | 08/06/2008 | 4409 97 | 7243 60 | -2833 63 | ST |
| 99 0000 OCCIDENTAL PETE CORP COM - 674599105 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 4331 22 | | | |
| ACQ | 99 0000 | 07/26/2007 | 4331 22 | 5921 13 | -1589 91 | LT15 |
| 147 0000 OIL STATES INTERNATIONAL INC COM - 678026105 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 2441 80 | | | |
| ACQ | 147 0000 | 08/06/2008 | 2441 80 | 7615 07 | -5173 27 | ST |

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WACHOVIA BANK, N A
 STATEMENT OF CAPITAL GAINS AND LOSSES
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TRUST YEAR ENDING 05/31/2009

TAX PREPARER 6534
 TRUST ADMINISTRATOR 220
 INVESTMENT OFFICER 5164

LEGEND F - FEDERAL S - STATE I - INHERITED
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

| PROPERTY DESCRIPTION | SHARES | DATE | SALES PRICE | COST BASIS | GAIN/LOSS | TERM |
|---|-------------|------------|-------------|------------|-----------|------|
| 114 0000 OWENS ILL INC COM - 690768403 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 2019 04 | | | |
| ACQ | 114 0000 | 03/26/2008 | 2019 04 | 6532 33 | | |
| 336 0000 PFIZER INC COM W/RTS ATTACHED EXP 10/15/2007 - 717081103 | | | | | | |
| SOLD | | 12/05/2008 | 5443 68 | | | |
| ACQ | 336 0000 | 10/29/2008 | 5443 68 | 5945 72 | | |
| 97 0000 PRAXAIR INC COM - 74005P104 - MINOR = 31000 | | | | | | |
| SOLD | | 12/05/2008 | 5070 16 | | | |
| ACQ | 97 0000 | 04/11/2006 | 5070 16 | 5277 77 | | |
| 74 0000 PRECISION CASTPARTS CORP COM - 740189105 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 3727 36 | | | |
| ACQ | 74 0000 | 04/24/2008 | 3727 36 | 8513 11 | | |
| 123 0000 PROCTER & GAMBLE CO COM - 742718109 | | | | | | |
| SOLD | | 12/05/2008 | 7468 69 | | | |
| ACQ | 123 0000 | 06/22/2004 | 7468 69 | 6891 69 | | |
| 722 0000 ROSS STORES INC COM - 778296103 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 6245 04 | | | |
| ACQ | 222 0000 | 05/09/2008 | 6245 04 | 7769 29 | | |
| 172 0000 ST JUDE MED INC - 790849103 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 5063 91 | | | |
| ACQ | 172 0000 | 07/09/2008 | 5063 91 | 7253 65 | | |
| 118 0000 SEMpra ENERGY COM - 816851109 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 4827 35 | | | |
| ACQ | 118 0000 | 09/10/2008 | 4827 35 | 6722 59 | | |
| 109 0000 UNITED TECHNOLOGIES CORP COM - 913017109 - MINOR = 456 | | | | | | |
| SOLD | | 12/05/2008 | 5093 70 | | | |
| ACQ | 109 0000 | 04/11/2006 | 5093 70 | 6246 79 | | |
| 192 0000 VERIZON COMMUNICATIONS COM - 92343V104 - MINOR = 31001 | | | | | | |
| SOLD | | 12/05/2008 | 6150 01 | | | |
| ACQ | 192 0000 | 10/17/2007 | 6150 01 | 8601 83 | | |
| 257 0000 WATSON PHARMACEUTICALS INC COM - 942683103 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 5911 35 | | | |
| ACQ | 257 0000 | 09/30/2008 | 5911 35 | 7242 98 | | |
| 214 0000 AMDOCS LTD COM - G02602103 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 3533 14 | | | |
| ACQ | 214 0000 | 04/11/2006 | 3533 14 | 7332 56 | | |
| 171 0000 COOPER IND LTD CL A - G24182100 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 4326 27 | | | |
| ACQ | 171 0000 | 04/11/2006 | 4326 27 | 7234 16 | | |
| **CHANGED** 03/10/09 TMR PREP NOTE EXISTS | | | | | | |
| 140 0000 COVIDIEN LTD COM - G7552X108 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 4941 99 | | | |
| ACQ | 140 0000 | 09/10/2008 | 4941 99 | 7669 98 | | |
| 115 0000 NOBLE CORP COM - G65422100 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 2366 86 | | | |
| ACQ | 115 0000 | 06/11/2008 | 2366 86 | 7584 97 | | |
| 169 0000 ACE LIMITED COM - H0023R105 - MINOR = 75 | | | | | | |
| SOLD | | 12/05/2008 | 8296 18 | | | |
| ACQ | 169 0000 | 04/11/2006 | 8296 18 | 8598 72 | | |
| 50000 0000 UNITED STATES TREAS BDS DTD 8/15/93 6 25% 08/15/2023 - 912810EQ7 - MINOR = 30 | | | | | | |
| SOLD | | 12/08/2008 | 65628 71 | | | |
| ACQ | 50000 0000 | 02/10/1994 | 65628 71 | 49071 44 | | |
| 30000 0000 CREDIT SUISSE FIRST BOSTON USA NT DTD 11/6/2001 6 125% 11/15/2011 - 22541LAB9 - MINOR = 40 | | | | | | |
| SOLD | | 12/09/2008 | 29955 00 | | | |
| ACQ | 30000 0000 | 01/31/2002 | 29955 00 | 29787 61 | | |
| 30000 0000 ILLINOIS TOOL WORKS INC NT DTD 2/24/99 5 75% 03/01/2009 - 452308AE9 - MINOR = 40 | | | | | | |
| SOLD | | 12/09/2008 | 30066 60 | | | |
| ACQ | 30000 0000 | 09/01/2000 | 30066 60 | 29937 39 | | |
| 100000 0000 IMIL BUSINESS MACHINES CORP BD DTD 11/27/2002 4 75% 11/29/2012 - 459200BA8 - MINOR = 40 | | | | | | |
| SOLD | | 12/09/2008 | 101176 00 | | | |
| ACQ | 100000 0000 | 01/15/2003 | 101176 00 | 100000 00 | | |
| 30000 0000 PROCTER & GAMBLE CO GLOBAL NT DTD 9/16/99 6 875% 09/15/2009 - 742718BM0 - MINOR = 40 | | | | | | |
| SOLD | | 12/09/2008 | 30849 30 | | | |
| ACQ | 30000 0000 | 08/28/2000 | 30849 30 | 29963 72 | | |
| 30000 0000 WAL MART STORES INC NT DTD 8/10/99 6 875% 08/10/2009 - 931142BE2 - MINOR = 40 | | | | | | |
| SOLD | | 12/09/2008 | 30702 60 | | | |
| ACQ | 30000 0000 | 04/26/2000 | 30702 60 | 29871 22 | | |
| 1052 0000 APPLIED MATERIALS INC COM W/RIGHTS ATTACHED EXP 7/6/2009 - 038222105 - MINOR = 5010 | | | | | | |
| SOLD | | 12/15/2008 | 10736 55 | | | |
| ACQ | 1052 0000 | 01/11/2007 | 10736 55 | 20701 78 | | |
| 251 0000 BRISTOL-MYERS SQUIBB CO COM - 110122108 | | | | | | |
| SOLD | | 12/15/2008 | 5610 91 | | | |
| ACQ | 251 0000 | 01/24/2008 | 5610 91 | 5789 97 | | |
| 259 0000 DANAHER CORP COM - 235851102 - MINOR = 31000 | | | | | | |
| SOLD | | 12/15/2008 | 13175 90 | | | |
| ACQ | 259 0000 | 11/30/2007 | 13175 90 | 22503 58 | | |

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 FROM 06/01/2008
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WACHOVIA BANK, N A
 STATEMENT OF CAPITAL GAINS AND LOSSES
 PADDOCK CHR FDN

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TRUST YEAR ENDING 05/31/2009

TAX PREPARER 6534
 TRUST ADMINISTRATOR 220
 INVESTMENT OFFICER 5164

LEGEND F - FEDERAL S - STATE I - INHERITED
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

| PROPERTY DESCRIPTION | SHARES | DATE | SALES PRICE | COST BASIS | GAIN/LOSS | TERM |
|---|------------|------------|-------------|------------|-----------|------|
| 60 0000 GENERAL MILLS INC COM W/RTS EXP 02/01/2006 - 370334104 - MINOR = 75 | | | | | | |
| SOLD | | 12/15/2008 | 3600 40 | | | |
| ACQ | 60 0000 | 05/15/2008 | 3600 40 | 3740 79 | | |
| 114 0000 GOLDMAN SACHS GRP INC COM - 38141G104 - MINOR = 31001 | | | | | | |
| SOLD | | 12/15/2008 | 7513 28 | | | |
| ACQ | 114 0000 | 04/11/2006 | 7513 28 | 18279 90 | | |
| 363 0000 BANK AMER CORP COM - 050505104 | | | | | | |
| SOLD | | 01/16/2009 | 2715 23 | | | |
| ACQ | 363 0000 | 09/24/2001 | 2715 23 | 9806 44 | | |
| 74 0000 BECTON DICKINSON & CO COM - 075887109 - MINOR = 75 | | | | | | |
| SOLD | | 01/21/2009 | 5286 27 | | | |
| ACQ | 74 0000 | 04/11/2006 | 5286 27 | 4648 68 | | |
| 69 0000 EXXON MOBIL CORP COM - 30231G102 | | | | | | |
| SOLD | | 01/21/2009 | 5286 10 | | | |
| ACQ | 69 0000 | 01/05/1998 | 5286 10 | 1853 18 | | |
| 67 0000 MCDONALDS CORP COM - 580135101 - MINOR = 31001 | | | | | | |
| SOLD | | 01/28/2009 | 3917 99 | | | |
| ACQ | 67 0000 | 10/09/2006 | 3917 99 | 2708 41 | | |
| 544 0000 AMDOS LTD COM - G02602103 - MINOR = 75 | | | | | | |
| SOLD | | 01/28/2009 | 9560 05 | | | |
| ACQ | 544 0000 | 04/11/2006 | 9560 05 | 18639 78 | | |
| 576 0000 AT&T INC COM - 00206R102 - MINOR = 75 | | | | | | |
| SOLD | | 02/12/2009 | 13799 68 | | | |
| ACQ | 576 0000 | 02/02/2007 | 13799 68 | 21892 26 | | |
| 50000 0000 MERRILL LYNCH & CO INC NT DTD 2/17/99 64 02/17/2009 - 590188JP4 - MINOR = 40 | | | | | | |
| SOLD | | 02/17/2009 | 50000 00 | | | |
| ACQ | 50000 0000 | 06/25/2001 | 50000 00 | 50000 00 | 0 00 | LT15 |
| 135 0000 BMC SOFTWARE INC COM RTS EXP 05/12/2005 - 055921100 - MINOR = 75 | | | | | | |
| SOLD | | 03/05/2009 | 3834 57 | | | |
| ACQ | 135 0000 | 08/27/2007 | 3834 57 | 4078 51 | | |
| 365 0000 OWENS ILL INC COM - 690768403 - MINOR = 75 | | | | | | |
| SOLD | | 03/05/2009 | 3852 14 | | | |
| ACQ | 365 0000 | 03/26/2008 | 3852 14 | 20914 90 | | |
| 233 0000 NOBLE ENERGY INC COM - 655044105 - MINOR = 75 | | | | | | |
| SOLD | | 03/30/2009 | 11936 12 | | | |
| ACQ | 233 0000 | 05/09/2008 | 11936 12 | 22373 85 | | |
| 727 0000 VALERO ENERGY CORP NEW COM - 91913Y100 - MINOR = 75 | | | | | | |
| SOLD | | 05/04/2009 | 15584 52 | | | |
| ACQ | 727 0000 | 03/05/2009 | 15584 52 | 11994 34 | | |
| TOTALS | | | 1256977 34 | 11994 34 | 3590 18 | ST |

1,503,601.53

Total LT Sales 1,089,734.88 LT cost 1,211,378.72 LT loss (130,643.84)

ST Sales 176,242.10 ST cost 292,222.86 ST loss (115,980.40)

Total g/lc (246,624.24)



WACHOVIA

A Wells Fargo Company

GRANT GUIDELINES

The Jerome and Mildred Paddock Foundation makes grants to qualified 501(c) (3) organizations in Sarasota County. This Foundation was established in 1967.

The purpose of the foundation is to provide grants for religious, charitable, scientific, literary or education purposes. Favorable consideration will be given to benefit disadvantaged children and elderly populations.

Grants will not be given for capital campaigns.

All requests must include:

- Background information on the organization, including a brief history, the organization's current address and phone number and the name and title of the primary contact
- The goals, objectives, and budget for the one project or program which funds are being requested
- The amount of the grant requested
- Summary of how the funds will be used
- Supporting financial information on the organization, to include current financial status and listing of Board of Trustees
- Copy of organization's tax exemption letter from the Internal Revenue Service

Requests must be received by January 10. You will be notified of the Committee's decision by March 15.

Contact Us

Jerome and Mildred Paddock Foundation
c/o Wachovia Bank, N.A., Trustee
1819 Main Street, Suite 230
Sarasota, FL 34236
joan.greenwood@wachovia.com

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Charitable Services Group

GRANT REQUEST INSTRUCTIONS and APPLICATION FORM

Updated 07/31/2006

Wachovia Bank's Charitable Services Group has the responsibility of grant administration for various foundations. This set of documents provides you with both Instructions and an Application Form.

Guidelines

Each Foundation has specific Guidelines in keeping with the purpose of the foundation. Guidelines may be requested by contacting our offices. Contact information is listed on the first page link of each foundation listed in this website.

Criteria & Limitations

Qualifying tax-exempt (501 (c) 3) organizations are eligible for grants if they meet the purpose of the foundation to which they are applying. Grants are not made for political purposes, nor to organizations which discriminate on the basis of race, ethnic origin, sexual or religious preference, age or gender. Some foundations may have more specific restrictions. Please refer to specific restrictions as listed in each foundation's guidelines. Deadlines for submitting proposals are specific to each foundation and are also listed in each foundation's guidelines.

Proposal Format

Proposals should be submitted in the following format:

1. Completed Common Grant Application Form (included in this information)
2. An original Proposal Statement.
3. An audited financial report and a current year operating budget
4. A copy of your official IRS Letter with your tax determination.
5. A Listing of your Board of Directors
6. **Please provide a total of six (6) copies of your proposal.**

Proposal Statements

Proposal Statements (second item in the above Format) should answer these questions:

- What are the objectives and expected outcomes of this program/project/request?
- What strategies will be used to accomplish your objective?
- What is the timeline for completion?
- If this is part of an on-going program, how long has it been in operation?
- What criteria will you use to measure success?
- If the request is not fully funded, what other sources can you engage?
- An Itemized budget should be included.
- Please describe any collaborative ventures.

Communication

You will receive notice acknowledging our receipt of the grant request, and subsequently be notified of your grant declination or approval. Prior to the distribution of funds, all approved grantees must sign and return to us a Grant Agreement Form, stating that the funds will be used for the purpose intended. Progress reports and Completion reports must also be filed as required for your specific grant. All current grantees must be in good standing with required documentation prior to submitting new proposals to any foundation.

COMMON GRANT APPLICATION

To

WACHOVIA BANK, N.A.
Charitable Services Group

(NAME OF FOUNDATION from which you are seeking funds)

(GEOGRAPHIC STATE ADDRESS OF FOUNDATION from which you are seeking funds)

- 1] Date of Proposal: _____

- 2] Name of Organization: _____

- 3] Address: _____
City _____ State _____ Zip Code: _____
E-Mail Address: _____

- 4] Phone Number: _____ Fax Number _____

- 5] Contact Person: _____
(First Name) *(Middle Initial)* *(Last Name)* *(Title)*

- 6] Tax ID/Registration #: _____ 501 c(3) Date: _____

- 7] Your Organization's Information: _____ Date Established: _____
Organization Background: _____

- 8] Amount Requested: \$ _____

- 9] Brief Description of Request: _____
(2-7 words) What exactly are you requesting funding for?

- 10] Program Area: _____
(Arts and Culture, Education, Health and Human Services, Social and Civic Services, or Environmental)

11] Project/Request Description: _____

12] Geographic Area(s) Served: _____

13] Client Population Served: _____
[Specifics please - i.e., age groups, children, elderly, homeless, disabled, etc.]

14] Number of Individuals served: _____

15] Organization's Annual Budget: \$ _____

| | | |
|--|----|-------|
| a) Last Fiscal Year Total Revenue: | \$ | _____ |
| b) Last Fiscal Year Total Expenses: | \$ | _____ |
| c) Administrative Expense Ratio to Total Budget: | \$ | _____ |
| d) Last Fiscal Year Total Assets: | \$ | _____ |
| e) Last Fiscal Year Total Debt: | \$ | _____ |
| f) Name and Address of your Auditor/CPA | | _____ |

16] Total Project Budget (If applicable): \$ _____

| | | |
|------------------------|----|-------|
| Human Resources Costs: | \$ | _____ |
| Program Costs: | \$ | _____ |
| Program Shortfall: | \$ | _____ |

17] Three Major Funders of your organization:

1. _____
2. _____
3. _____

18] Confirmed Funders for this Program/Project (If applicable)

1. _____
2. _____
3. _____

Name of Applicant & Title **Signature** **Date**