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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 Jul 1 , 2008, **and ending** Jun 30 , 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 Smith and Davis Foundation, Inc.	A Employer identification number 26-2873407
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 602 Singleton Rd.	B Telephone number (see the instructions) (336) 998-8233
	City or town State ZIP code Mocksville NC 27028	

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16): \$ 1,307,285.

J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
--	------------------------------------	---------------------------	-------------------------	---

1 Contributions, gifts, grants, etc. received (att sch)	1,275,961.			
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	54,578.	25,614.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-71,468.	L-6a Stmt		
b Gross sales price for all assets on line 6a	925,657.			
7 Capital gain net income (from Part IV, line 2)			0.	
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	1,259,071.	25,614.		
13 Compensation of officers, directors, trustees, etc	2,700.	1,350.		1,350.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) L-16a Stmt	2,950.	1,475.		1,475.
b Accounting fees (attach sch) L-16b Stmt	150.	150.		
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)				
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	115.			115.
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	5,915.	2,975.		2,940.
25 Contributions, gifts, grants paid	30,573.			
26 Total expenses and disbursements. Add lines 24 and 25	36,488.	2,975.		2,940.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	1,222,583.			
b Net investment income (if negative, enter -0-)		22,639.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing			64,827.	64,827.
	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 (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule) L-10a Stmt		10,388.	10,388.	
	b	Investments – corporate stock (attach schedule) L-10b Stmt		17,498.	17,498.	
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) L-13 Stmt		1,214,572.	1,214,572.		
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	0.	1,307,285.	1,307,285.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)				
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	0.	1,307,285.		
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see the instructions)	0.	1,307,285.			
31	Total liabilities and net assets/fund balances (see the instructions)	0.	1,307,285.			

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	0.
2	Enter amount from Part I, line 27a	2	1,222,583.
3	Other increases not included in line 2 (itemize) ▶ See Other Increases Stmt	3	84,702.
4	Add lines 1, 2, and 3	4	1,307,285.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,307,285.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a 7935.012 Amer Fd T/E Bd Fd	D	07/10/08	08/14/08
b 3752.221 Van Kampen Comstk Fd	D	07/10/08	08/01/08
c 20000 NC Med Care 5% 23	D	07/08/08	10/31/08
d 20000 NC Med Care 5% 12/1/2018	D	07/08/08	12/01/08
e See Columns (a) thru (d)			

(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 95,424.		95,855.	-431.
b 55,836.		53,244.	2,592.
c 17,652.		20,092.	-2,440.
d 20,200.		20,457.	-257.
e See Columns (e) thru (h)		807,477.	-70,932.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-431.
b			2,592.
c			-2,440.
d			-257.
e See Columns (i) thru (l)			-70,932.

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	-71,468.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	- [If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8]	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2007			
2006			
2005			
2004			
2003			

2 Total of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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)

1 a 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 type="checkbox"/> and enter 1% of Part I, line 27b	1	453.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3 Add lines 1 and 2	3	453.
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	453.
6 Credits/Payments		
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a	
b Exempt foreign organizations – tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7	0.
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	453.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.
11 Enter the amount of line 10 to be Credited to 2009 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) NC - North Carolina		
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? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	X	

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Form 990-PF (2008)

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)(3)? 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	X		
14 The books are in care of ▶ <u>John A Singleton</u> Telephone no ▶ <u>(336) 998-8233</u> Located at ▶ <u>602 Singleton Rd</u> <u>Mocksville</u> <u>NC</u> ZIP + 4 ▶ <u>27028</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

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
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	
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?	1 c	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 ▶ 20__ , 20__ , 20__ , 20__		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	2 b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20__ , 20__ , 20__ , 20__		
3 a	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)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
John A. Singleton 602 Singleton Road Mocksville NC 27028	Pres/Dir 1.00	600.	0.	0.
Doris Wilson 1668 Quillmark Road Winston Salem NC 27127	VP/Dir 1.00	600.	0.	0.
James H. Evans, M.D. 228 Holly Lane Mocksville NC 27028	VP/Dir 1.00	600.	0.	0.
Donna L. Carter 197 Twin Cedars Golf Rd. Mocksville NC 27028	Sec/Tres/Dir 1.00	900.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
0				
0				
0				
0				

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

None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

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

Total number of others receiving over \$50,000 for professional services ▶ None

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 -----	
2 -----	
3 -----	
4 -----	

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

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

Total. Add lines 1 through 3 ▶

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

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	0.
2a Tax on investment income for 2008 from Part VI, line 5	2 a	453.
b Income tax for 2008 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	453.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	0.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	0.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	0.

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	1 a	2,940.
b Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,940.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,940.

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				0.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e				
4 Qualifying distributions for 2008 from Part XII, line 4: \$ <u>2,940.</u>				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2008 distributable amount				
e Remaining amount distributed out of corpus	2,940.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,940.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount – see instructions			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) (see instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	2,940.			
10 Analysis of line 9:				
a Excess from 2004				0.
b Excess from 2005				0.
c Excess from 2006				0.
d Excess from 2007				0.
e Excess from 2008				2,940.

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)

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

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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 organization had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

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

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:

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 Name and address (home or business)	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
a Paid during the year S/A				30,573.
Total			▶ 3a	30,573.
b Approved for future payment				
Total			▶ 3b	

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 the organization

Smith and Davis Foundation, Inc.

Employer identification number

26-2873407

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- 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 33-1/3% 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)

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

Employer identification number

Smith and Davis Foundation, Inc.

26-2873407

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Wilma Smith Davis Estate and Trust 602 Singleton Road Mocksville NC 27028	\$ 1,275,961.	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)

Name Smith and Davis Foundation, Inc.	Employer Identification Number 26-2873407
---	---

Asset Information:

Description of Property <u>Securities</u>	
Date Acquired <u>07/08/08</u>	How Acquired <u>Donated</u>
Date Sold <u>various</u>	Name of Buyer _____
Sales Price <u>925,657.</u>	Cost or other basis (do not reduce by depreciation) <u>997,125.</u>
Sales Expense: _____	Valuation Method _____
Total Gain (Loss) <u>-71,468.</u>	Accumulation Depreciation _____

Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss): _____	Accumulation Depreciation: _____

Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____

Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____

Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____

Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____

Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____

Description of Property _____	
Date Acquired: _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

<u>Excess of asset's value at end of year over its beginning of year value</u>	<u>84,702.</u>
Total	<u>84,702.</u>

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

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
50000 Nc East Muni 6.25% 01/01/23	D	07/08/08	07/31/08
35 VK Invt Gr Mun TR	D	07/08/08	12/12/08
25 VK Imit Ser 7	D	07/08/08	12/29/08
47 VK Ind Grd Muni Tr	D	07/08/08	12/22/08
30 VK Inv Grd Ser 55	D	07/08/08	12/29/08
98 VK Inv Grd Mun Tr 9	D	07/08/08	12/12/08
12 Vk Invt Grd Mun Tr 9	D	07/08/08	12/29/08
39 Vk Invt Grd Mun Tr 6	D	07/08/08	12/11/08
4080.992 Fid Adv Ser Ii Mun Inc	D	07/10/08	08/18/08
Imit Princ Returns	D	07/08/08	12/25/08
NC Invs	D	07/08/08	11/25/08
Nuveen Tax Free Princ Returns	D	07/08/08	11/15/08
VK Princ Returns	D	07/08/08	12/25/08
4420.866 Franklin Fed Tax Free Inc	D	07/10/08	05/11/09
25 IMIT Ser 402	D	07/08/08	05/27/09
14 IMIT Ser 435	D	07/08/08	02/23/09
25 Imit Ser 3 Lat	D	07/08/08	05/27/09
10 NC Inc Q TE TR 97	D	07/08/08	05/27/09
VK Inv Grd MT 8	D	07/08/08	01/06/09
VK Inv Grd MT 478	D	07/08/08	02/26/09
VK NC Inv Q TE 98	D	07/08/08	02/09/09
VK IMIT 481	D	07/08/08	02/11/09
VK Inv Gr Mun TR 29	D	07/08/08	01/13/09
VK Inv Gr Mun TR 21	D	07/08/08	01/05/09
VK Inv Gr Mun TR 32	D	07/08/09	01/05/09
VK Inv Gr Mun TR 22	D	07/08/09	01/09/09
VK Inv Gr Mun TR 17	D	07/08/08	01/13/09
VK Inv Gr Mun TR 19	D	07/08/08	01/05/09
VK Inv Gr Mun TR 15	D	07/08/08	01/13/09
VK Inv Gr Mun TR 14	D	07/08/08	01/13/09
VK Inv Gr Mun TR 127	D	07/08/08	01/13/09
VK IMIT 441	D	07/08/08	01/13/09

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

Columns (e) thru (h)

(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)
49,511.	_____	50,046.	-535.
29,009.	_____	33,468.	-4,459.
22,042.	_____	24,591.	-2,549.

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

Continued

Columns (e) thru (h)

(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)
34,989.		41,676.	-6,687.
23,335.		28,510.	-5,175.
75,568.		93,866.	-18,298.
9,918.		11,494.	-1,576.
33,906.		37,677.	-3,771.
50,692.		50,850.	-158.
16,085.		16,085.	0.
29.		29.	0.
32.		32.	0.
13,093.		13,093.	0.
49,966.		51,989.	-2,023.
14,359.		14,978.	-619.
11,449.		12,117.	-668.
25,016.		24,240.	776.
7,005.		7,107.	-102.
19,325.		21,820.	-2,495.
21,514.		23,018.	-1,504.
26,761.		29,066.	-2,305.
26,006.		27,283.	-1,277.
8,392.		9,255.	-863.
20,025.		22,179.	-2,154.
31,379.		35,943.	-4,564.
15,190.		16,577.	-1,387.
10,551.		11,540.	-989.
17,731.		20,614.	-2,883.
22,193.		24,425.	-2,232.
18,806.		19,731.	-925.
8,783.		9,391.	-608.
23,885.		24,787.	-902.
Total		<u>807,477.</u>	<u>-70,932.</u>

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

Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			-535.
			-4,459.
			-2,549.
			-6,687.
			-5,175.
			-18,298.
			-1,576.
			-3,771.
			-158.
			0.
			0.
			0.

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

Continued

Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			0.
			-2,023.
			-619.
			-668.
			776.
			-102.
			-2,495.
			-1,504.
			-2,305.
			-1,277.
			-863.
			-2,154.
			-4,564.
			-1,387.
			-989.
			-2,883.
			-2,232.
			-925.
			-608.
			-902.
Total			-70,932.

Form 990-PF, Page 1, Part I, Line 16a

L-16a Stmt

Line 16a - Legal Fees:		Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Name of Provider	Type of Service Provided				
Blanco, Tackaberry	Gen. Corp Counseling	2,950.	1,475.		
Total		2,950.	1,475.		

Form 990-PF, Page 1, Part I, Line 16b

L-16b Stmt

Line 16b - Accounting Fees:		Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Name of Provider	Type of Service Provided				
Barry Micahel, CPA,	Tax Consulting	150.	150.		
Total		150.	150.		

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
S/A	10,388.	10,388.		
Total	<u>10,388.</u>	<u>10,388.</u>		

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
S/A	17,498.	17,498.
Total	<u>17,498.</u>	<u>17,498.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
S/A	1,214,572.	1,214,572.
Total	<u>1,214,572.</u>	<u>1,214,572.</u>

Supporting Statement of:

Form 990-PF, pl/Line 1(a)

Description	Amount
Funding from Wilma Smith Davis Estate and Trust	1,275,961.
Total	<u>1,275,961.</u>

Smith and Davis Foundation, Inc.

EIN: 26-2873407

Part II

Line 10a

Municipal Bonds	No. of Shares	Current Price	Current Market Value
University of NC Greensboro REV REF GEN SER B B/E	10000.00	103.8810	10388.10
Total Municipal Bonds	10000.00	103.8810	10,388.10

Line 10b

Stocks	No. of Shares	Current Price	Current Market Value
Exxon Mobil Corp	200.00	69.9100	13,982.00
General Electric Company	300.00	11.7200	3,516.00
Total Corporate Stocks	500.00	81.6300	17,498.00

Line 13

OTHER INVESTMENTS

Open End Mutual Funds	No. of Shares	Current Price	Current Market Value
Capital Income BL DR CI A	451.6070	42.0400	18,985.55
Eaton Vance High Yield Municipals Fund Class A	1,884.0690	7.0400	13,263.84
Fidelity Advisor Ser I Small Cap Fund CI T	1,513.3170	17.8200	26,967.30
Fidelity Advisor New Insights FD CI T	1,959.2480	14.0300	27,488.24
Fidelity Advisor Strategic Total Return FD Class T	3,571.4290	7.6300	27,250.00
Fidelity Select Ports Consumer Staples Fund Class T	509.0610	51.8000	26,369.35
Franklin Income Fund Class A	18,292.2980	1.8000	32,926.13
Franklin Fed Tax Free Income Fund CI A	4,932.7110	11.2600	55,542.32
Riversource Mut Funds Income Opportunities Fund Class C	5,952.3810	8.6200	51,309.52
Riversource Mut Funds Inflation Protected Secs Fund Class C	10,471.2040	9.7500	102,094.23
Lord Abbett Invnt TR Floating Rate FD Class C	4,711.4250	8.7300	41,130.74
MFS North Carolina Mun Bond Fund Class B	4,154.7390	11.3600	47,197.83
Pimco Total Return FD CI C	9,689.9220	10.4500	101,259.68
Seligman Communications & Information Fund Class C	2,223.2100	25.9200	57,625.60
Total Open End Mutual Funds	70,316.6210	228.2500	629,410.33

Preferreds/Fixed Rate Cap Securities	No. of Shares	Current Price	Current Market Value
BB&T Cap Trust V	600.0000	25.4500	15,270.00
Dominon Res Inc	1,000.0000	25.4000	25,400.00
FPL Group Cap Inc	2,000.0000	28.8200	53,640.00
JP Morgan Chase	1,000.0000	25.4400	25,440.00
Total Preferreds/Fixed Rate Cap Securities	4,600.0000	105.1100	119,750.00

Unit Investment Trusts-Equity Trusts	No. of Shares	Current Price	Current Market Value
Van Kampen Insured Income Trust Series 101 Monthly	69.0000	800.0000	55,200.00
Van Kampen Invnt Insd Incm TR Unit 116 Monthly Cash	30.0000	777.7800	23,333.40
Van Kampen Insured Income TR SER 126 Monthly	22.0000	763.6800	16,800.96
Van Kampen Investments Insured Income Trust Series 149 Monthly	31.0000	793.6200	24,602.22

Smith and Davis Foundation, Inc.

EIN: 26-2873407

Part II

First Trust Defensive Equity Port Ser 3 Rein	3,638.5300	7.5000	27,288.97
Claymore Securities Utilities Portfolio Series 9 Cash	6,674.0000	7.1800	47,919.32
First Trust Preferred Tax Advantage Dividend Ser 8 Cash	5,000.0000	8.4800	42,400.00
Claymore Securities Diversified Dividend Income Port Ser 8 Cash	5,251.0000	9.7300	51,092.23
First Trust Capital Strength Port Ser 3 Rein	2,505.5480	10.7500	26,934.64
Van Kampen Insured Income Trust Unit 124 Monthly Cash	10.0000	750.3800	7,503.80
Van Kampen Insd Income TR Unit Ser 78 Monthly	5.0000	901.7100	4,508.55
Van Kampen Investments insured Income Trust Series 134 Monthly	29.0000	759.6800	22,030.72
Total Equity Trusts	23,265.0780	5,590.4900	349,614.81

Unit Investment Trusts-Corporate Trusts	No. of Shares	Current Price	Current Market Value
Van Kampen Focus Port Insured Inc TR Ser 90 Monthly Taxable	35.0000	861.4400	30,150.40
Total Corporate Trusts	35.0000	861.4400	30,150.40

Unit Investment Trusts-Municipal Trusts	No. of Shares	Current Price	Current Market Value
Van Kampen Insd Income TR Unit SER 95 Monthly	25.0000	886.2500	22,156.25
Insured Municipal Income Trust Series 401 Monthly	33.0000	333.2810	10,998.27
VKM Combined Multi Ser 281 Insured Municipal Income Trust 379 Monthly	25.0000	258.4060	6,460.15
VKM Combined Multi Ser 281 Insured Municipal Income Trust 390 Monthly	25.0000	169.5310	4,238.27
Van Kampen Investments Insured Income Trust Series 157 Monthly	20.0000	786.7200	15,734.40
Nuveen Tax Free Unit TR Insd Natl Ser 458 Monthly	70.0000	92.9800	6,508.60
Nuveen Tax Free Unit TR Insd Natl Ser 461 Monthly	100.0000	96.8200	9,682.00
Nuveen 462 Tax Free Insd Natl Monthly	50.0000	91.2800	4,564.00
Van Kampen Invt Grade Mun TR Unit 30 Monthly	6.0000	884.0100	5,304.06
Total Municipal Trusts	354.0000	3,599.2780	85,646.00

GRAND TOTAL OTHER INVESTMENTS

1,214,571.54

PART XV

Line 3a

<u>Organization</u>	<u>Amount</u>
Davie County, NC Humane Society ²	\$4,500
Davie County, NC High School – purchased materials for science class ³	265
Davie County, NC Rescue Squad ²	3,000
Jerusalem, NC Fire Department ³	3,000
Mocksville, NC Police Department-purchased rescue gear ³	808
West Innis Church of Christ ³	5,000
Central Terrace United Methodist Church ¹	1,000
Jericho Church of Christ ¹	1,000
Mocks United Methodist Church ¹	1,000
Liberty Methodist Church ¹	1,000
Jerusalem Baptist Church ¹	1,000
No Creek Primitive Baptist Church ¹	1,000
Rosemont Baptist Church ³	2,000
Blaise Baptist Church ³	2,000
Cooleemee Presbyterian Church ³	2,000
Franklin Presbyterian Church ³	<u>2,000</u>
	\$30,573

¹ Distributions directed by Trust of Decedent whose bequest funded this Foundation.

² Distributions suggested by Decedent's Trust.

³ Wholly discretionary distributions by Board.

All churches located in or near Davie County, NC.