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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

**2008**

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 08/01, 2008, and ending 07/31, 2009

G Check all that apply Initial return Final return Amended return ☒ Address change Name changeUse the IRS  
label  
Otherwise,  
print  
or type  
See Specific  
Instructions.

Name of foundation

THE CHANTICLEER CHARITABLE TRUST

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

Room/suite

1525 WEST WT HARRIS BLVD

City or town, state, and ZIP code

CHARLOTTE, NC 28288-5709

A Employer identification number

23-6648842

B Telephone number (see page 10 of the instructions)

(215) 973-3143

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☐ \$ 59,645,964.  
J Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

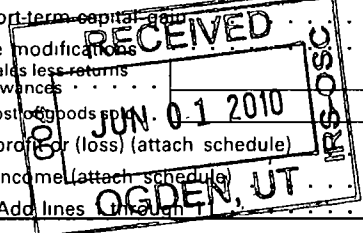
	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,693,707.	1,679,307.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	113,076.			
b Gross sales price for all assets on line 6a	7,729,647.			
7 Capital gain net income (from Part IV, line 2)		113,076.		
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 or (loss) (attach schedule)				
11 Other income (attach schedule)	246.			STMT 1
12 Total. Add lines 1 through 11	1,807,029.	1,792,383.		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	134,631.	134,631.		
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	39,914.	20,093.		14,235.
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 3	2,134.			2,134.
24 Total operating and administrative expenses. Add lines 13 through 23	176,679.	154,724.		16,369.
25 Contributions, gifts, grants paid	3,608,232.			3,608,232.
26 Total expenses and disbursements. Add lines 24 and 25	3,784,911.	154,724.		3,624,601.
27 Subtract line 26 from line 12	-1,977,882.			
a Excess of revenue over expenses and disbursements		1,637,659.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

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

Form **990-PF** (2008)JSA  
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SCANNED JUN 03 2010  
Operating and Administrative Expenses

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 . . . . .			NONE	
	2	Savings and temporary cash investments . . . . .		4,622,650.	1,011,565.	1,011,565.
	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 page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ * Less: allowance for doubtful accounts ▶			* NONE	NONE
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .		14,014,756.	NONE	NONE
	b	Investments - corporate stock (attach schedule) . . . . .		17,412,290.	NONE	NONE
	c	Investments - corporate bonds (attach schedule) . . . . .		1,032,600.	NONE	NONE
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶	NONE		NONE	
	12	Investments - mortgage loans . . . . .			NONE	
	13	Investments - other (attach schedule) . . . . .		6,725,606.	40,948,501.	55,987,248.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶	2,387,704.	2,387,704.	2,387,704.	2,647,151.
15	Other assets (describe ▶ )			NONE	NONE	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		46,195,606.	44,347,770.	59,645,964.	
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 (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ )				
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .					
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>					
	27	Capital stock, trust principal, or current funds . . . . .		46,195,606.	44,347,770.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			NONE	
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .		46,195,606.	44,347,770.		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .		46,195,606.	44,347,770.		

**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	46,195,606.
2	Enter amount from Part I, line 27a . . . . .	2	-1,977,882.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4 . . . . .	3	130,046.
4	Add lines 1, 2, and 3 . . . . .	4	44,347,770.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	44,347,770.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a SEE PART IV DETAIL</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) . . . . .			<b>2</b>	113,076.	
<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> </div>					
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			<b>3</b>		
<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">             If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).              If (loss), enter -0- in Part I, line 8. . . . .           </div> </div>					

**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.

(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	3,548,518.	73,318,118.	0.04839892371
2006	3,242,938.	73,734,516.	0.04398127466
2005	3,270,448.	67,948,895.	0.04813099610
2004	2,917,072.	66,585,226.	0.04380959824
2003	3,171,910.	67,104,934.	0.04726791029
<b>2</b> Total of line 1, column (d) . . . . .			<b>2</b> 0.23158870300
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .			<b>3</b> 0.04631774060
<b>4</b> Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 . . . . .			<b>4</b> 55,579,920.
<b>5</b> Multiply line 4 by line 3 . . . . .			<b>5</b> 2,574,336.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			<b>6</b> 16,377.
<b>7</b> Add lines 5 and 6 . . . . .			<b>7</b> 2,590,713.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .			<b>8</b> 3,624,601.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .		1	16,377.
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 . . . . .			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b) . . . . .		2	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		3	16,377.
3 Add lines 1 and 2 . . . . .		4	NONE
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		5	16,377.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .			
6 Credits/Payments			
a 2008 estimated tax payments and 2007 overpayment credited to 2008 . . . . .	6a	40,791.	
b Exempt foreign organizations-tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	40,791.	
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	24,414.	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax <input checked="" type="checkbox"/> 16,380. Refunded <input checked="" type="checkbox"/> . . . . .	11	8,034.	

**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 page 19 of the instructions for definition)? . . . . .		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities . . . . .		
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		X
If "Yes," attach a detailed description of the activities . . . . .		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		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? . . . . .		X
If "Yes," attach the statement required by General Instruction T . . . . .		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	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 page 19 of the instructions) <input checked="" type="checkbox"/> STMT 5		
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 on page 27)? 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

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**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions) . . . . .	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . Website address ▶ N/A	13	X	
14	The books are in care of ▶ WACHOVIA BANK, N.A. Telephone no ▶ (215) 973-3143 Located at ▶ 1525 WEST W.T. HARRIS BLVD., CHARLOTTE, NC ZIP + 4 ▶ 28288-5709			
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
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 checked="" type="checkbox"/> Yes <input 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)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 page 20 of the instructions) . . . . .	2b	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 ▶		
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) . . . . .	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

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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 page 22 of the 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 page 22 of the instructions)? **5b** ☐ 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? **STMT 6** ☒ Yes ☐ No

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

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ 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? **7b** ☐ 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 page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		134,631.	-0-	-0-

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."**

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

**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 page 23 of the instructions) If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		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 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see page 23 of the instructions)

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	56,420,932.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	5,383.
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	56,426,315.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	56,426,315.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	846,395.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	55,579,920.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	2,778,996.

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	2,778,996.
<b>2a</b>	Tax on investment income for 2008 from Part VI, line 5	<b>2a</b>	16,377.
<b>b</b>	Income tax for 2008 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	16,377.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	2,762,619.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	2,762,619.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	2,762,619.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	3,624,601.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	3,624,601.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	16,377.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	3,608,224.

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
<b>1</b> Distributable amount for 2008 from Part XI, line 7 . . . . .				2,762,619.
<b>2</b> Undistributed income, if any, as of the end of 2007				
<b>a</b> Enter amount for 2007 only . . . . .			3,608,231.	
<b>b</b> Total for prior years 20 <u>06</u> , 20 <u>    </u> , 20 <u>    </u> . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2008				
<b>a</b> From 2003 . . . . .	NONE			
<b>b</b> From 2004 . . . . .	NONE			
<b>c</b> From 2005 . . . . .	NONE			
<b>d</b> From 2006 . . . . .	NONE			
<b>e</b> From 2007 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2008 from Part XII, line 4 ► \$ <u>3,624,601.</u>				
<b>a</b> Applied to 2007, but not more than line 2a . . . . .			3,608,231.	
<b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .	NONE			
<b>d</b> Applied to 2008 distributable amount . . . . .				16,370.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2008 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	NONE			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
<b>f</b> Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009 . . . . .				2,746,249.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2004 . . . . .	NONE			
<b>b</b> Excess from 2005 . . . . .	NONE			
<b>c</b> Excess from 2006 . . . . .	NONE			
<b>d</b> Excess from 2007 . . . . .	NONE			
<b>e</b> Excess from 2008 . . . . .	NONE			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2a 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 page 27 of the instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>  SEE STATEMENT 8				
<b>Total</b> . . . . .			▶ <b>3a</b>	3,608,232.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			▶ <b>3b</b>	





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

- [illegible]

- b If "Yes," complete the following schedule**

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.			
	 Signature of officer or trustee		02/05/2010 Date	Co-Trustee Title
Paid Preparer's Use Only	Preparer's signature 	Date 5-7-10	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See Signature on page 30 of the instructions)
	Firm's name (or yours if self-employed), address, and ZIP code WACHOVIA BANK, N. A. 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28288-1161	EIN 22-1147033 Phone no		

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					42,482.	
735.00		735.2 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 742.00					04/06/2001	08/15/2008
							-7.00	
927.00		927.32 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 936.00					10/16/2001	08/15/2008
							-9.00	
119.00		118.55 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 120.00					04/06/2001	08/15/2008
							-1.00	
420.00		419.69 FEDERAL NATL MTG ASSN GTD MTG PAS PROPERTY TYPE: SECURITIES 417.00					03/02/2001	08/25/2008
							3.00	
739.00		739.19 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 746.00					04/06/2001	09/15/2008
							-7.00	
6,585.00		6585.28 GOVERNMENT NATL MTG ASSN MTG PAS PROPERTY TYPE: SECURITIES 6,649.00					10/16/2001	09/15/2008
							-64.00	
119.00		119.19 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 120.00					04/06/2001	09/15/2008
							-1.00	
625.00		624.8 FEDERAL NATL MTG ASSN GTD MTG PASS PROPERTY TYPE: SECURITIES 621.00					03/02/2001	09/25/2008
							4.00	
743.00		743.19 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 750.00					04/06/2001	10/15/2008
							-7.00	
860.00		859.93 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 868.00					10/16/2001	10/15/2008
							-8.00	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
117.00		116.95 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 118.00					04/06/2001 -1.00	10/15/2008
377.00		377.29 FEDERAL NATL MTG ASSN GTD MTG PAS PROPERTY TYPE: SECURITIES 375.00					03/02/2001 2.00	10/27/2008
309,736.00		16000. AGILENT TECHNOLOGIES INC COM PROPERTY TYPE: SECURITIES 489,949.00					04/30/2008 -180213.00	11/12/2008
598,449.00		30000. AMERICAN EXPRESS CO COM PROPERTY TYPE: SECURITIES 193,074.00					01/12/1993 405,375.00	11/12/2008
457,941.00		10882. BP PLC SPONSORED ADR PROPERTY TYPE: SECURITIES 389,436.00					01/31/1995 68,505.00	11/12/2008
525,032.00		18000. BANK OF NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES 791,050.00					04/30/2008 -266018.00	11/12/2008
483,756.00		24000. DISNEY (WALT) COMPANY HOLDING COM PROPERTY TYPE: SECURITIES 280,912.00					02/06/1992 202,844.00	11/12/2008
540,619.00		10000. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 600,667.00					04/30/2008 -60,048.00	11/12/2008
890,381.00		20000. NIKE INC CL B COM PROPERTY TYPE: SECURITIES 457,200.00					01/30/2003 433,181.00	11/12/2008
364,744.00		8000. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 111,641.00					10/22/1993 253,103.00	11/12/2008
517,754.00		47984.645 ARTISAN INTL SMALL CAP F-INV PROPERTY TYPE: SECURITIES 1000000.00					06/21/2006 -482246.00	11/13/2008

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
747.00		747.22 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 754.00					04/06/2001 -7.00	11/17/2008
860.00		859.79 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 868.00					10/16/2001 -8.00	11/17/2008
118.00		117.58 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 119.00					04/06/2001 -1.00	11/17/2008
727.00		726.68 FEDERAL NATL MTG ASSN GTD MTG PAS PROPERTY TYPE: SECURITIES 723.00					03/02/2001 4.00	11/25/2008
751.00		751.27 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 758.00					04/06/2001 -7.00	12/15/2008
857.00		856.9 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 865.00					10/16/2001 -8.00	12/15/2008
118.00		118.22 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 119.00					04/06/2001 -1.00	12/15/2008
417.00		417.06 FEDERAL NATL MTG ASSN GTD MTG PAS PROPERTY TYPE: SECURITIES 415.00					03/02/2001 2.00	12/26/2008
758.00		758.03 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 765.00					04/06/2001 -7.00	01/15/2009
863.00		862.51 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 871.00					10/16/2001 -8.00	01/15/2009
119.00		118.86 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 120.00					04/06/2001 -1.00	01/15/2009

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
848.00		848.21 FEDERAL NATL MTG ASSN GTD MTG PAS PROPERTY TYPE: SECURITIES 844.00					03/02/2001 4.00	01/26/2009
730.00		730.38 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 737.00					04/06/2001 -7.00	02/17/2009
867.00		866.82 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 875.00					10/16/2001 -8.00	02/17/2009
120.00		119.51 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 121.00					04/06/2001 -1.00	02/17/2009
382.00		381.83 FEDERAL NATL MTG ASSN GTD MTG PAS PROPERTY TYPE: SECURITIES 380.00					03/02/2001 2.00	02/25/2009
1000000.00		1000000. CITIGROUP INC NT DTD 3/31/99 6. PROPERTY TYPE: SECURITIES 1032600.00					01/23/2002 -32,600.00	03/15/2009
737.00		737.05 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 744.00					04/06/2001 -7.00	03/16/2009
874.00		873.83 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 882.00					10/16/2001 -8.00	03/16/2009
120.00		120.16 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 121.00					04/06/2001 -1.00	03/16/2009
4,727.00		4726.75 FEDERAL NATL MTG ASSN GTD MTG PA PROPERTY TYPE: SECURITIES 4,702.00					03/02/2001 25.00	03/25/2009
761.00		760.55 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 767.00					04/06/2001 -6.00	04/15/2009

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,145.00		1145.29 GOVERNMENT NATL MTG ASSN MTG PAS PROPERTY TYPE: SECURITIES 1,156.00					10/16/2001 -11.00	04/15/2009
124.00		123.88 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 125.00					04/06/2001 -1.00	04/15/2009
1,502.00		1502.35 FEDERAL NATL MTG ASSN GTD MTG PA PROPERTY TYPE: SECURITIES 1,494.00					03/02/2001 8.00	04/27/2009
746.00		746.09 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 753.00					04/06/2001 -7.00	05/15/2009
881.00		881.25 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 890.00					10/16/2001 -9.00	05/15/2009
121.00		121.47 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 123.00					04/06/2001 -2.00	05/15/2009
330.00		330.45 FEDERAL NATL MTG ASSN GTD MTG PAS PROPERTY TYPE: SECURITIES 329.00					03/02/2001 1.00	05/26/2009
692,262.00		27000. WELLS FARGO & CO NEW COM W/RIGHTS PROPERTY TYPE: SECURITIES 231,593.00					06/26/1996 460,669.00	06/01/2009
750.00		750.13 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 757.00					04/06/2001 -7.00	06/15/2009
1,020.00		1019.53 GOVERNMENT NATL MTG ASSN MTG PAS PROPERTY TYPE: SECURITIES 1,029.00					10/16/2001 -9.00	06/15/2009
103.00		102.96 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 104.00					04/06/2001 -1.00	06/15/2009

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1268238.00		224466.891 EVERGREEN INTERNATIONAL GROWT PROPERTY TYPE: SECURITIES 2000000.00					12/15/2004 -731762.00	06/22/2009
373.00		373.21 FEDERAL NATL MTG ASSN GTD MTG PAS PROPERTY TYPE: SECURITIES 371.00					03/02/2001 2.00	06/25/2009
754.00		754.2 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 761.00					04/06/2001 -7.00	07/15/2009
1,025.00		1024.63 GOVERNMENT NATL MTG ASSN MTG PAS PROPERTY TYPE: SECURITIES 1,035.00					10/16/2001 -10.00	07/15/2009
104.00		103.51 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 104.00					04/06/2001	07/15/2009
408.00		408.4 FEDERAL NATL MTG ASSN GTD MTG PASS PROPERTY TYPE: SECURITIES 406.00					03/02/2001 2.00	07/27/2009
TOTAL GAIN(LOSS) .....		.....					----- 113,076. =====	

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
TOTALS	----- 246. =====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
R/E PROPERTY TAX	14,235.		14,235.
EST EXCISE TAX	5,586.		
FOREIGN TAX - INVEST	20,093.	20,093.	
	-----	-----	-----
TOTALS	39,914.	20,093.	14,235.
	=====	=====	=====

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
R/E INSURANCE PREM UTILITIES	401. 1,733. -----	401. 1,733. -----
TOTALS	2,134. =====	2,134. =====

## FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
-----	-----
BOOK VALUE ADJUSTMENT	130,045.
ROUNDING	1.
	-----
TOTAL	130,046.
	=====

-----  
STATE(S) WHERE THE FOUNDATION IS REGISTERED

=====

PA

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT

=====

NAME:

THE CHANTICLEER FOUNDATION  
C/O BENJAMIN R. NIELSON, ESQ

ADDRESS:

1735 MARKET STREET, 51ST FLOOR  
PHILADELPHIA, PA 19103

GRANT DATE: 07/31/2009

GRANT AMOUNT ..... 3,608,232.

GRANT PURPOSE:

TO MAINTAIN THE REAL ESTATE AND THE GARDENS  
OF CHANTICLEER.

ANY DIVERSION BY GRANTEE:

NONE

## FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

## OFFICER NAME:

WACHOVIA BANK, N.A.

## ADDRESS:

1525 WEST W.T. HARRIS BLVD.

CHARLOTTE, NC 28288-5709

## TITLE:

TRUSTEE

COMPENSATION ..... 106,399.

## OFFICER NAME:

BENJAMIN R NEILSON, ESQ

## ADDRESS:

1735 MARKET ST 51ST FLR

PHILADELPHIA, PA 19103,

## TITLE:

TRUSTEE

COMPENSATION ..... 28,232.

TOTAL COMPENSATION:

134,631.

=====

RECIPIENT NAME:  
CHANTICLEER FOUNDATION  
C/O BENJAMIN R NEILSON ESQ  
ADDRESS:  
1735 MARKET STREET--51ST FLOOR  
PHILADELPHIA, PA 19103-7599  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL USE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC EXEMPT  
AMOUNT OF GRANT PAID ..... 3,608,232.

TOTAL GRANTS PAID: 3,608,232.  
=====

**SCHEDULE D**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

► **Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable)**

OMB No 1545-0092

**2008**

Name of estate or trust

THE CHANTICLEER CHARITABLE TRUST

Employer identification number

23-6648842

**Note:** Form 5227 filers need to complete *only* Parts I and II.

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	1b	-506,279.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet . . . . .	4	( )
5 <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ►	5	-506,279.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			42,482.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	6b	576,873.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	8	
9 Capital gain distributions . . . . .	9	
10 Gain from Form 4797, Part I . . . . .	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet . . . . .	11	( )
12 <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ►	12	619,355.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2008

**Part III Summary of Parts I and II****Caution:** Read the instructions before completing this part.

		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		-506,279.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
<b>a</b>	Total for year . . . . .	<b>14a</b>		619,355.
<b>b</b>	Unrecaptured section 1250 gain (see line 18 of the wrkst.) . . . .	<b>14b</b>		
<b>c</b>	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		113,076.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

**Part IV Capital Loss Limitation**

<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	<b>16</b>	( )
<b>a</b>	The loss on line 15, column (3) or <b>b</b> \$3,000 . . . . .		

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . .	<b>17</b>	
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>	
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . .	<b>19</b>	
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>	
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	<b>21</b>	
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>	
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>	
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,200 . . . . .	<b>24</b>	
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . .	<b>25</b>	
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>	
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the <b>smaller</b> of line 17 or line 22 . . . . .	<b>27</b>	
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>	
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>	
<b>30</b>	Multiply line 29 by 15% ( 15) . . . . .	<b>30</b>	
<b>31</b>	Figure the tax on the amount on line 23. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions) . . . . .	<b>31</b>	
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>	
<b>33</b>	Figure the tax on the amount on line 17. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions) . . . . .	<b>33</b>	
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T) . . . . .	<b>34</b>	

Schedule D (Form 1041) 2008

**Continuation Sheet for Schedule D**  
**(Form 1041)**

OMB No 1545-0092

2008

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

THE CHANTICLEER CHARITABLE TRUST

Employer identification number

23-6648842

## Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

<b>1b Total</b> Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . .	-506,279.00
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**For Paperwork Reduction Act Notice, see the Instructions for Form 1041**

Schedule D-1 (Form 1041) 2008

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

THE CHANTICLEER CHARITABLE TRUST

23-6648842

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
<b>6a</b> 735.2 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	08/15/2008	735.00	742.00	-7.00
927.32 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	10/16/2001	08/15/2008	927.00	936.00	-9.00
118.55 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	08/15/2008	119.00	120.00	-1.00
419.69 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF	03/02/2001	08/25/2008	420.00	417.00	3.00
739.19 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	09/15/2008	739.00	746.00	-7.00
6585.28 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF	10/16/2001	09/15/2008	6,585.00	6,649.00	-64.00
119.19 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	09/15/2008	119.00	120.00	-1.00
624.8 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF	03/02/2001	09/25/2008	625.00	621.00	4.00
743.19 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	10/15/2008	743.00	750.00	-7.00
859.93 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	10/16/2001	10/15/2008	860.00	868.00	-8.00
116.95 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	10/15/2008	117.00	118.00	-1.00
377.29 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF	03/02/2001	10/27/2008	377.00	375.00	2.00
30000. AMERICAN EXPRESS CO COM	01/12/1993	11/12/2008	598,449.00	193,074.00	405,375.00
10882. BP PLC SPONSORED ADR	01/31/1995	11/12/2008	457,941.00	389,436.00	68,505.00
24000. DISNEY (WALT) COMPANY HOLDING COMPANY COM	02/06/1992	11/12/2008	483,756.00	280,912.00	202,844.00
20000. NIKE INC CL B COM	01/30/2003	11/12/2008	890,381.00	457,200.00	433,181.00
8000. SCHLUMBERGER LTD COM	10/22/1993	11/12/2008	364,744.00	111,641.00	253,103.00
47984.645 ARTISAN INTL SMALL CAP F-INV	06/21/2006	11/13/2008	517,754.00	1,000,000.00	-482,246.00
747.22 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	11/17/2008	747.00	754.00	-7.00
859.79 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	10/16/2001	11/17/2008	860.00	868.00	-8.00
117.58 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	11/17/2008	118.00	119.00	-1.00
726.68 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF	03/02/2001	11/25/2008	727.00	723.00	4.00
751.27 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	12/15/2008	751.00	758.00	-7.00
856.9 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	10/16/2001	12/15/2008	857.00	865.00	-8.00
118.22 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	12/15/2008	118.00	119.00	-1.00

**6b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . .

Schedule D-1 (Form 1041) 2008

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

THE CHANTICLEER CHARITABLE TRUST

23-6648842

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
<b>6a</b> 417.06 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF	03/02/2001	12/26/2008	417.00	415.00	2.00
758.03 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	01/15/2009	758.00	765.00	-7.00
862.51 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	10/16/2001	01/15/2009	863.00	871.00	-8.00
118.86 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	01/15/2009	119.00	120.00	-1.00
848.21 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF	03/02/2001	01/26/2009	848.00	844.00	4.00
730.38 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	02/17/2009	730.00	737.00	-7.00
866.82 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	10/16/2001	02/17/2009	867.00	875.00	-8.00
119.51 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	02/17/2009	120.00	121.00	-1.00
381.83 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF	03/02/2001	02/25/2009	382.00	380.00	2.00
1000000. CITIGROUP INC NT DTD 3/31/99 6.2% 03/15/2009	01/23/2002	03/15/2009	1,000,000.00	1,032,600.00	-32,600.00
737.05 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	03/16/2009	737.00	744.00	-7.00
873.83 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	10/16/2001	03/16/2009	874.00	882.00	-8.00
120.16 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	03/16/2009	120.00	121.00	-1.00
4726.75 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF	03/02/2001	03/25/2009	4,727.00	4,702.00	25.00
760.55 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	04/15/2009	761.00	767.00	-6.00
1145.29 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF	10/16/2001	04/15/2009	1,145.00	1,156.00	-11.00
123.88 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	04/15/2009	124.00	125.00	-1.00
1502.35 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF	03/02/2001	04/27/2009	1,502.00	1,494.00	8.00
746.09 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	05/15/2009	746.00	753.00	-7.00
881.25 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	10/16/2001	05/15/2009	881.00	890.00	-9.00
121.47 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	05/15/2009	121.00	123.00	-2.00
330.45 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF	03/02/2001	05/26/2009	330.00	329.00	1.00
27000. WELLS FARGO & CO NEW COM W/RIGHTS ATTACHED E	06/26/1996	06/01/2009	692,262.00	231,593.00	460,669.00
750.13 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	06/15/2009	750.00	757.00	-7.00
1019.53 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF	10/16/2001	06/15/2009	1,020.00	1,029.00	-9.00

**6b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . .

Schedule D-1 (Form 1041) 2008

Employer identification number

23-6648842

[illegible]

<b>6b Total.</b> Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .	576,873.00
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Schedule D-1 (Form 1041) 2008

FEDERAL CAPITAL GAIN DIVIDENDS  
=====LONG-TERM CAPITAL GAIN DIVIDENDS  
-----

## 15% RATE CAPITAL GAIN DIVIDENDS

ENRON CORP COM	41,021.00
QWEST COMMUNICATIONS INTL INC COM	38.00
GLOBAL CROSSING LTD COM	1,423.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

42,482.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

42,482.00

=====

## REPORT OF THE CHANTICLEER FOUNDATION

For the Calendar Year ended December 31, 2008

This report is submitted to The Chanticleer Charitable Trust in fulfillment of the requirement of Treasury Regulation §53.4945-5(c)(1).

### 1. Introductory

As stated in earlier reports, Adolph G. Rosengarten, Jr. caused The Chanticleer Foundation to be created as a Pennsylvania non-profit corporation to operate his estate property as a public garden, maintain the principal residence "Chanticleer" as a museum and, to the extent funding would permit, to educate the public and aspiring specialists, in landscape gardening, garden design, horticulture and dendrology. Contemporaneously with the initial incorporation of the Foundation, Mr. Rosengarten created The Chanticleer Charitable Trust to endow the Foundation's operation and to hold title to the real estate. The trust is required by its governing instrument to pay all of its net income to the Foundation. In 2000, the Trustees elected to be governed by Section 8113 of the Pennsylvania Probate, Estates and Fiduciaries Code in determining "income." That election continues in effect.

### 2. Use of Funds

In calendar 2008 a total of \$3,505,227 was distributed to the Foundation by The Chanticleer Charitable Trust.

The auditors' report of the Foundation's operation for calendar 2008 is attached to this report. The income from the Trust was used for the ordinary expenses of operating a public garden, maintenance of buildings and other improvements, or reserved

for these purposes. In furtherance of its mission “to educate the public in horticulture and dendrology,” the Foundation continued to support Flora of North America in the publication of a multi-volume scholarly, horticultural, and scientific inventory of the plants of North America. (The publication has the same name, *Flora of North America* ) Reference should be made to the auditors’ report for specific amounts expended on improvement to, and maintenance of, grounds and buildings owned by the Trust, and for the special expenditure just referred to.

The Foundation continued to conduct classes in practical horticulture under the sponsorship of the Pennsylvania Horticultural Society. Again this year the Foundation contributed \$50,000 to the Pennsylvania Horticultural Society, specifically for the Society’s Urban Horticulture Programs, including the City Gardening Series of classes.

The Foundation provided \$ 75,000 support to the Awbury Arboretum’s Apprenticeship program designed to educate and train groundsmen for the landscape business and public garden maintenance.

The Foundation contributed \$25,000 toward the Fairmount Park Conservancy’s extensive project to restore the historic Waterworks Cliffside Garden on the banks of the Schuylkill River just north of the Philadelphia Museum of Art.

### 3. Compliance with the Terms of the Grant

All funds were applied as stated above, and to the operation of a public garden at the property and to its maintenance for gardens, shrubs, trees, buildings, and improvements, or were reserved for such operation and maintenance.

The gardens and the “Chanticleer” residence were open to the public Wednesday, Thursday, Friday, Saturday, and Sunday, from April 2 through November 2.

A total of 38,088 persons visited the gardens and “Chanticleer” residence in calendar 2008.

#### 4. Progress during Calendar 2008

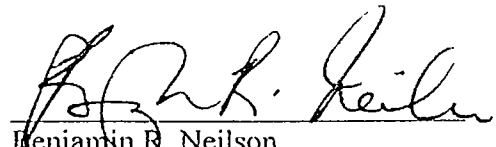
Continuing its educational mission, Chanticleer was host to four interns who worked at the Foundation for varying periods of time, one from the New York Botanical Garden’s School of Horticulture, one a garden designer in practice in Oregon, and two from the University of Delaware’s Center for Public Horticulture. In addition, a 2008 graduate of Longwood’s Professional Gardener Training Program worked at Chanticleer as a part-time horticulturist.

For the first time the Board authorized appointment of one or more “Chanticleer Scholars” to promote the development of future and current leaders in public horticulture. The Chanticleer Scholarships are intended to help staff members of public gardens, while continuing to work at their current positions, to take leadership training courses and to visit other public gardens and meet with their staffs. This program will supplement the Foundation’s mission “to educate ...persons who intend to make a vocation in ...gardening, horticulture, or park or estate maintenance.”

An oral and video history of “Chanticleer” as a country residence and as an emerging public garden was largely completed. It will be available as a record of the mansion house and those who dwelt there and the garden and those who created it and made it available for the public.

A new entrance kiosk was commissioned and built. It has been effective as a shelter from rain and sun for the visitors' staff, and the visitors themselves have commented favorably upon its aesthetics.

Plans were approved to renovate the kitchen, pantry, and rest rooms at 786 Church Road (where the offices are located). The purposes were to make the restrooms wheel chair accessible and the first floor more efficient for public functions in that building.

  
Benjamin B. Neilson,  
Secretary and Treasurer

Dated: as of July 31, 2009

BRN/*ipse fecit*  
Attachment

RUN OCT 07 09  
AT 8 28 AM

WACHOVIA BANK, N.A  
INVEST AFC/AFP INTERFACE

PAGE 1  
AS OF 10/07/09

DETAIL LIST  
SELECTED ACCOUNTS 07/31/09 THROUGH 07/31/09  
SETTLE DATE POSITION FOR ██████████ CHANTICLEER CHAR AS OF 07/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	PRINCIPAL =====						
	TEMPORARY INVESTMENTS -----						
60934N203	FEDERATED PRIME OBLIGATIONS FD CL I (FD #10)			1,002,563.24	1,002,563.24		
TOTAL	TEMPORARY INVESTMENTS			1,002,563.24	1,002,563.24		
	U.S. GOVERNMENTS & AGENCIES -----						
3128X6J31	FEDERAL HOME LN MTG CORP NT DTD 02/04/08 (CALLABLE) 5.5% 02/04/2028-2009	1,000,000		995,000.00	950,640.00	995,000.00	995,000.00
3128X7JR6	FEDERAL HOME LN MTG CORP NT DTD 04/22/08 (CALLABLE) 3.75% 04/22/2013-2010	1,500,000		1,509,630.00	1,527,465.00	1,509,630.00	1,509,630.00
3133XPF25	FHLB BD DTD 02/08/08 (CALLABLE) 5.16% 02/08/2023-2010	1,000,000		998,750.00	977,190.00	998,750.00	998,750.00
3133XPHU1	FHLB BD DTD 02/15/08 (CALLABLE) 4.5% 02/15/2018-2011	1,000,000		1,000,000.00	1,004,060.00	1,000,000.00	1,000,000.00
3133XQ4C3	FHLB BD DTD 02/28/08 3.5% 03/09/2012	1,000,000		1,013,589.00	1,045,630.00	1,013,589.00	1,013,589.00
3137EABF5	FREDDIE MAC NT DTD 01/14/08 3.25% 02/25/2011	1,000,000		1,016,701.00	1,033,440.00	1,016,701.00	1,016,701.00
31398AKY7	FEDERAL NATL MTG ASSN NT DTD 1/11/08 3.625% 02/12/2013	1,000,000		1,015,329.00	1,053,130.00	1,015,329.00	1,015,329.00
31398AVZ2	FEDERAL NATL MTG ASSN NT DTD 03/13/09 2.75% 03/13/2014	1,000,000		994,241.00	1,001,560.00	994,241.00	994,241.00
912810EQ7	US TREASURY BDS DTD 8/15/93 6.25% 08/15/2023	1,000,000		991,093.75	1,222,500.00	992,365.85	992,365.85
9128275N8	UNITED STATES TREAS NTS DTD 8/15/99 6% 08/15/2009	1,000,000		948,281.25	1,001,800.00	948,281.25	948,281.25

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DETAIL LIST  
SELECTED ACCOUNTS 07/31/09 THROUGH 07/31/09  
SETTLE DATE POSITION FOR ~~45855000~~ CHANTICLEER CHAR AS OF 07/31/09

CUSIP #	SECURITY NAME	UNITS /	ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
912828JC5	UNITED STATES TREAS 06/30/08 2 875% 06/30/2010	4,500,000		4,526,382.26	4,598,460.00	4,526,382.26	4,526,382.26
TOTAL	U S GOVERNMENTS & AGENCIES	15,000,000		15,008,997.26	15,415,875.00	15,010,269.36	15,010,269.36
MORTGAGE-BACKED PASS-THROUGHS							
-----							
31386EJS8	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL #561073 DTD 3/1/2001 6% 03/01/2016 CUR FAC DT 1090925 CUR FAC: .01607779	18,214.18		18,117.42	19,451.65	18,117.42	18,117.42
TOTAL	MORTGAGE-BACKED PASS-THROUGHS	18,214.18		18,117.42	19,451.65	18,117.42	18,117.42
GNMA PASS-THROUGH SECURITIES							
-----							
36210JH50	GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493552 DTD 4/1/2001 (NAVY FED CREDIT UNION, VIENNA VA) 6% 04/15/2016 CUR FAC DT 1090915 CUR FAC: .10857539	74,835.95		75,502.46	80,235.36	75,502.46	75,502.46
36210JJP4	GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493570 DTD 6/1/2001 (NAVY FEDERAL CREDIT UNION, VIENNA VA) 5 5% 06/15/2016 CUR FAC DT: 1090915 CUR FAC: .15964931	83,047.57		83,852.08	88,222.26	83,852.08	83,852.08
36213HJ75	GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #554786 DTD 4/1/2001 (FIRST HORIZON HOME LN CORP, IRVING TX) 6% 04/15/2016 CUR FAC DT: 1090715 CUR FAC: .02955037	9,600.14		9,685.66	10,292.79	9,685.66	9,685.66
TOTAL	GNMA PASS-THROUGH SECURITIES	167,483.66		169,040.20	178,750.41	169,040.20	169,040.20

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DETAIL LIST  
SELECTED ACCOUNTS 07/31/09 THROUGH 07/31/09  
SETTLE DATE POSITION FOR ██████████ CHANTICLEER CHAR AS OF 07/31/09

CUSIP #	SECURITY NAME	UNITS /	ORIG	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
COMMON STOCKS								
-----								
00206R102	AT&T INC COM	26,500		251,617 95	695,095 00	238,627 00	238,627 00	238,627 00
00817Y108	AETNA INC COM	10,000		558,803 00	269,700.00	558,803 00	558,803 00	558,803 00
031162100	AMGEN INC COM	13,200		185,212 50	822,492 00	185,212.50	185,212.50	185,212.50
055622104	BP PLC SPONSORED ADR	16,000		450,979 34	800,640.00	375,181.78	375,181.78	375,181 78
071813109	BAXTER INTL INC COM	12,600		759,313.20	710,262 00	759,313.20	759,313 20	759,313 20
126650100	CVS CAREMARK CORP COM	20,000		464,453.07	669,600.00	464,103.47	464,103.47	464,103.47
150870103	CELANESE CORP COM	18,000		806,941 80	462,600.00	806,941.80	806,941.80	806,941.80
166764100	CHEVRON CORP COM	5,000		346,757 00	347,350.00	346,757.00	346,757 00	346,757 00
171232101	CHUBB CORP COM	8,000		323,657 60	369,440.00	323,657.60	323,657 60	323,657 60
17275R102	CISCO SYSTEMS INC COM	40,000		253,333.33	880,400 00	229,622.22	229,622.22	229,622.22
194162103	COLGATE-PALMOLIVE CO COM	29,200		406,876 00	2,115,248.00	406,876.00	406,876.00	406,876.00
263534109	DU PONT E I DE NEMOURS & CO COM	10,000		225,433.03	309,300 00	229,350.00	229,350 00	229,350 00
291011104	EMERSON ELECTRIC CO COM	32,000		405,140.87	1,164,160.00	423,595.00	423,595 00	423,595 00
30231G102	EXXON MOBIL CORP COM	20,000		274,594.57	1,407,800.00	236,897 39	236,897.39	236,897.39
302571104	FPL GROUP INC COM	10,000		337,066 50	566,700 00	337,066 50	337,066.50	337,066.50
364760108	GAP INC COM	35,000		506,457 20	571,200 00	506,457.20	506,457.20	506,457.20
369604103	GENERAL ELECTRIC CO COM	45,000		274,616.91	603,000.00	278,705 00	278,705 00	278,705 00
38141G104	GOLDMAN SACHS GROUP INC COM	4,000		743,823 20	653,200.00	743,823.20	743,823 20	743,823 20
428236103	HEWLETT-PACKARD CO COM	46,000		773,096 30	1,991,800 00	773,096.30	773,096.30	773,096.30
437076102	HOME DEPOT INC COM	22,000		546,801.20	570,680.00	546,801 20	546,801.20	546,801.20
458140100	INTEL CORP COM	30,000		608,364 04	577,500 00	608,364.04	608,364 04	608,364 04

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DETAIL LIST  
SELECTED ACCOUNTS 07/31/09 THROUGH 07/31/09  
SETTLE DATE POSITION FOR ~~WACHOVIA~~ CHANTICLEER CHAR AS OF 07/31/09

CUSIP #	SECURITY NAME	UNITS /	ORIG	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
459200101	INTL BUSINESS MACHINES CORP COM	11,500			1,041,910 00	1,356,195 00	1,041,910 00	1,041,910 00
46625H100	JP MORGAN CHASE & CO COM	21,150			516,157.50	817,447.50	516,157.50	516,157.50
478160104	JOHNSON & JOHNSON COM	14,000			346,045.00	852,460 00	346,045.00	346,045.00
580135101	MCDONALDS CORP COM	10,000			558,060.00	550,600 00	558,060 00	558,060 00
5893331107	MERCK & CO INC COM	25,000			281,000 99	750,250.00	281,000 99	281,000.99
594918104	MICROSOFT CORP COM	40,000			54,670.00	940,800 00	54,757 66	54,757 66
654106103	NIKE INC CL B COM	5,500			245,977.05	311,520 00	245,977.05	245,977.05
678026105	OIL STATES INTERNATIONAL INC COM	12,000			339,544.80	325,440.00	339,544 80	339,544 80
68389X105	ORACLE CORP COM	76,800			562,193.00	1,699,584.00	562,193 00	562,193 00
690768403	OWENS ILLINOIS INC COM NEW	5,000			283,142.00	169,700 00	283,142.00	283,142.00
713448108	PEPSICO INC COM	19,500			751,346 54	1,106,625 00	751,346.54	751,346.54
717081103	PFIZER INC COM	69,000			523,478.51	1,099,170.00	498,818.07	498,818 07
724479100	PITNEY BOWES INC COM	15,000			296,878.97	309,750 00	296,878.97	296,878.97
74005P104	PRAXAIR INC COM	3,000			226,821.00	234,540.00	226,821.00	226,821.00
740189105	PRECISION CASTPARTS CORP COM	4,000			351,950.00	319,240.00	351,950 00	351,950.00
742718109	PROCTER & GAMBLE CO COM	30,000			367,015 45	1,665,300.00	326,582.50	326,582.50
778296103	ROSS STORES INC COM	10,000			347,167.00	440,700.00	347,167 00	347,167.00
806857108	SCHLUMBERGER LTD COM	10,000			139,551.59	535,000 00	139,551 59	139,551.59
857477103	STATE STREET CORP COM	8,000			379,716.00	402,400 00	379,716.00	379,716.00
88579Y101	3M CO COM	18,000			404,708 57	1,269,360.00	411,005.24	411,005.24
92343V104	VERIZON COMMUNICATIONS COM	9,760			337,516.49	313,003.20	337,516 49	337,516.49
G47791101	INGERSOLL-RAND PLC COM	20,000			418,100 00	577,600.00	387,500.00	387,500.00

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DETAIL LIST  
SELECTED ACCOUNTS 07/31/09 THROUGH 07/31/09  
SETTLE DATE POSITION FOR ██████████ CHANTICLEER CHAR AS OF 07/31/09

CUSIP #	SECURITY NAME	UNITS /	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
H0023R105	ACE LIMITED COM	7,000		312,859 40	343,420 00	312,859.40	312,859 40
H5833N103	NOBLE CORP COM	10,000		263,198 00	338,600.00	263,198.00	263,198.00
TOTAL	COMMON STOCKS	906,710		18,852,346.47	33,286,871 70	18,638,950.20	18,638,950 20
MUTUAL FUNDS - EQUITY							
-----							
961323409	WESTPORT FDS SELECT CAP FD CL I	26,028	110281	500,000 00	471,629 36	500,000.00	500,000 00
TOTAL	MUTUAL FUNDS - EQUITY	26,028	110281	500,000.00	471,629.36	500,000.00	500,000.00
MUTUAL FUNDS - INTERNATIONAL EQUITY							
-----							
233203785	DFA EMERGING MARKETS PORTFOLIO	48,239.267		1,000,000 00	1,145,200.20	1,000,000.00	1,000,000.00
411511306	HARBOR INTERNATIONAL FUND INS CL	56,936.8		3,000,000 00	2,742,076 29	3,000,000.00	3,000,000 00
413838202	OAKMARK INTERNATIONAL FD CL I	92,735.703		1,200,000 00	1,378,052 55	1,200,000.00	1,200,000 00
921910204	VANGUARD INTERNATIONAL GROWTH FD IV CL	87,847.731		1,200,000 00	1,349,341 15	1,200,000.00	1,200,000 00
TOTAL	MUTUAL FUNDS - INTERNATIONAL EQUITY	285,759.501		6,400,000 00	6,614,670 19	6,400,000.00	6,400,000.00
PRINCIPAL CASH							
				0 00	0 00		
*****	PRINCIPAL TOTAL	16,404,195 451281		41,951,064 59	56,989,811 55	40,736,377.18	40,736,377 18
INCOME							
=====							
TEMPORARY INVESTMENTS							
-----							
60934N203	FEDERATED PRIME OBLIGATIONS FD CL I (FD #10)			9,001.32	9,001.32		
TOTAL	TEMPORARY INVESTMENTS			9,001 32	9,001.32		
				0 00	0.00		
INCOME CASH							
-----							
*****	INCOME TOTAL			9,001.32	9,001.32	0 00	0 00
				41,960,065 91	56,998,812.87	40,736,377.18	40,736,377 18
				16,404,195 451281			
				ASSET FILE TOTAL			

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DETAIL LIST  
SELECTED ACCOUNTS 07/31/09 THROUGH 07/31/09  
SETTLE DATE POSITION FOR ~~10/07/09~~ CHANTICLEER R/E AS OF 07/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
PRINCIPAL							
=====							
REAL ESTATE							
-----							
99RE44845	752 - 820 CHURCH ROAD WAYNE, PA	1	1,169,777 39		1,162,597.00	1,169,777 39	1,169,777 39
99RE53457	721 BROOKE ROAD RADNOR TOWNSHIP, DELAWARE COUNTY PA	1	875,000.00		782,155 00	875,000 00	875,000 00
99RE77910	719 BROOKE ROAD, RADNOR TWP, PA 19087	1	342,926.66		702,399.00	342,926 66	342,926.66
TOTAL	REAL ESTATE	3	2,387,704 05		2,647,151 00	2,387,704 05	2,387,704.05
PRINCIPAL CASH							
0.00							
*****	PRINCIPAL TOTAL	3	2,387,704 05		2,647,151 00	2,387,704 05	2,387,704.05
INCOME							
=====							
INCOME CASH							
0.00							
*****	INCOME TOTAL		0 00		0.00	0 00	0.00
ASSET FILE TOTAL							
3			2,387,704.05		2,647,151.00	2,387,704.05	2,387,704 05

Application for Extension of Time To File an  
Exempt Organization Return**COPY**  
OMB No. 1545-1749

▶ File a separate application for each return

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒ X
  - If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

**Electronic Filing (e-file)** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits

Type or print  File by the due date for filing your return. See instructions	Name of Exempt Organization <b>THE CHANTICLEER CHARITABLE TRUST</b>	Employer identification number <b>23-6648842</b>
	Number, street, and room or suite no. If a P.O. box, see instructions <b>1525 WEST WT HARRIS BLVD</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>CHARLOTTE, NC 28288-5709</b>	

## Check type of return to be filed (file a separate application for each return)

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ▶ WACHOVIA BANK, N.A.

Telephone No. ▶ (215) 973-3143 FAX No. ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 03/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ▶ ☐ calendar year \_\_\_\_\_ or  
 ▶ ☒ tax year beginning 08/01, 2008, and ending 07/31, 2009

2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 16,449.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$ 40,791.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$

**Caution** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

**Note** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print  File by the extended due date for filing the return See instructions	Name of Exempt Organization <b>THE CHANTICLEER CHARITABLE TRUST</b>	Employer identification number <b>23-6648842</b>
	Number, street, and room or suite no. If a P.O. box, see instructions <b>1525 W W.T. HARRIS BLVD. D1114-044</b>	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions <b>CHARLOTTE, NC 28288-1161</b>	

**Check type of return to be filed** (File a separate application for each return).

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input checked="" type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of **WACHOVIA BANK, N.A.**  
Telephone No. **(215) 973-3143** FAX No. \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until **06/15/2010**
- For calendar year \_\_\_\_\_, or other tax year beginning **08/01/2008**, and ending **07/31/2009**
- If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension **WE ARE CURRENTLY WAITING ON INFORMATION FROM A PRIVATE FOUNDATION DISTRIBUTE REGARDING EXPENDITURE RESPONSIBILITY.**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	<b>8a</b>	\$	<b>15,966.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	<b>40,791.</b>
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	<b>8c</b>	\$	

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature \_\_\_\_\_ Title \_\_\_\_\_ Date \_\_\_\_\_

WACHOVIA BANK, N. A.

1525 W W.T. HARRIS BLVD. D1114-044

CHARLOTTE, NC 28288-1161