IRS

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

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

OMB No. 1545-0052

2008

For calendar year 2008, or tax year beginning 10/01 , 2008, and ending 09/30, 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: SETH M. MILLIKEN FOUNDATION, INC

Number and street (or P.O box number if mail is not delivered to street address): P.O. BOX 40200, FL9-100-10-19 | Room/suite:

City or town, state, and ZIP code: JACKSONVILLE, FL 32203-0200

A Employer identification number: 23-7213940

B Telephone number (see page 10 of the instructions): (877) 446-1410

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: [X] 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, col. (c), line 16)* ▶ $ 4,852,754.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ________
(Part I, column (d) must be on cash basis.)

POSTMARK DATE JAN 2 7 2010

ENVELOPE

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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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	148,772.	152,412.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-487,111.			
	b Gross sales price for all assets on line 6a 1,450,020.				
	7 Capital gain net income (from Part IV, line 2)				
	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)				
	12 **Total.** Add lines 1 through 11	-338,339.	152,412.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	NONE	NONE		NONE
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 4	865.	NONE	NONE	865.
	c Other professional fees (attach schedule) STMT 5	16,928.	16,928.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 6	1,392.	1,392.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 7	5,222.			5,222.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	24,407.	18,320.	NONE	6,087.
	25 Contributions, gifts, grants paid	277,000.			277,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	301,407.	18,320.	NONE	283,087.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-639,746.			
	b **Net investment income** (if negative, enter -0-)		134,092.		
	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	NONE	NONE	
2	Savings and temporary cash investments	628,526.	117,438.	117,438.
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) ▶ *		* NONE	
	Less: allowance for doubtful accounts ▶	NONE	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) STMT 8	NONE	NONE	NONE
b	Investments - corporate stock (attach schedule)	2,191,368.	2,314,723.	2,901,013.
c	Investments - corporate bonds (attach schedule)	1,998,702.	1,752,413.	1,832,872.
11	Investments - land, buildings, and equipment: basis ▶ NONE			
	Less accumulated depreciation (attach schedule) ▶	NONE	NONE	
12	Investments - mortgage loans	NONE	NONE	
13	Investments - other (attach schedule)	NONE	NONE	1,431.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	NONE	NONE	NONE
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,818,596.	4,184,574.	4,852,754.
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	**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.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
27	Capital stock, trust principal, or current funds	4,686,078.	4,184,574.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	132,518.	NONE	
30	**Total net assets or fund balances** (see page 17 of the instructions)	4,818,596.	4,184,574.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,818,596.	4,184,574.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,818,596.
2	Enter amount from Part I, line 27a	2	-639,746.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	5,726.
4	Add lines 1, 2, and 3	4	4,184,576.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	2.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,184,574.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-487,111.
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 pages 13 and 17 of 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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	279,829.	5,148,931.	0.05434700912
2006	245,656.	5,413,285.	0.04538020814
2005	242,675.	5,132,157.	0.04728518633
2004	243,218.	5,075,881.	0.04791641096
2003	237,821.	5,102,000.	0.04661328891

2	**Total** of line 1, column (d)	2	0.24154210346
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.04830842069
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	4,232,536.
5	Multiply line 4 by line 3	5	204,467.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,341.
7	Add lines 5 and 6	7	205,808.
8	Enter qualifying distributions from Part XII, line 4	8	283,087.

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 ▶ [ ] 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 ▶ [X] and enter 1% of Part I, line 27b	1	1,341.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,341.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,341.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a: 2,628.		
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	2,628.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] 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	1,287.
11	Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ 1,287. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Line	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶$ ______ (2) On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 11			
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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 12 Telephone no. ▶

Located at ▶ ZIP + 4 ▶

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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ 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?	☐ Yes ☒ 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

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 [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] 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	
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 [X] No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
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 [X] No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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 13		-0-	-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	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	294,854.
b	Average of monthly cash balances	1b	4,002,137.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,296,991.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,296,991.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	64,455.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,232,536.
6	**Minimum investment return.** Enter 5% of line 5	6	211,627.

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.)

1	Minimum investment return from Part X, line 6			1	211,627.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	1,341.		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,341.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	210,286.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	210,286.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	210,286.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	283,087.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	283,087.
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 page 26 of the instructions)	5	1,341.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	281,746.

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
1	Distributable amount for 2008 from Part XI, line 7				210,286.
2	Undistributed income, if any, as of the end of 2007				
a	Enter amount for 2007 only			190,236.	
b	Total for prior years 20 06 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2008:				
a	From 2003 ...... NONE				
b	From 2004 ...... NONE				
c	From 2005 ...... NONE				
d	From 2006 ...... NONE				
e	From 2007 ...... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 283,087.				
a	Applied to 2007, but not more than line 2a			190,236.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d	Applied to 2008 distributable amount				92,851.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e	Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				117,435.
7	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			
8	Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9	**Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9:				
a	Excess from 2004 ... NONE				
b	Excess from 2005 ... NONE				
c	Excess from 2006 ... NONE				
d	Excess from 2007 ... NONE				
e	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 ▶ [X] 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 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*				
SEE STATEMENT 15				
Total . . . . ▶ **3a**				277,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	148,772.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-487,111.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-338,339.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -338,339.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 28 of the instructions.)
	NOT APPLICABLE

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

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.

James C Zahn | 1.13.10 | SECRETARY

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature: Robert Farkas | Date: 12/14/2009 | Check if self-employed ☐ | Preparer's identifying number (See **Signature** on page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code: BANK OF AMERICA, N. A.
P.O. BOX 40200, FL9-100-10-19
JACKSONVILLE, FL 32203-0200

EIN ▶ 94-1687665

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					27,858.	
		35. AT&T INC PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
944.00		1,352.00					-408.00	
		10. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					05/09/2007	10/06/2008
569.00		587.00					-18.00	
		200000. ABBOTT LABS NT PROPERTY TYPE: SECURITIES					09/14/2007	02/17/2009
200,000.00		200,000.00						
		10. ADOBE SYS INC PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
320.00		418.00					-98.00	
		155. ALLIANT TECHSYSTEMS INCORPORATED PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
13,372.00		16,664.00					-3,292.00	
		195. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
17,587.00		35,840.00					-18,253.00	
		5. AUTODESK INC (DEL) PROPERTY TYPE: SECURITIES					10/24/2006	10/06/2008
141.00		181.00					-40.00	
		30. AVON PRODUCTS INC PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
1,126.00		1,157.00					-31.00	
		10. BEST BUY INC PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
321.00		434.00					-113.00	
		140. BEST BUY INC PROPERTY TYPE: SECURITIES					05/27/2008	03/12/2009
4,129.00		6,073.00					-1,944.00	

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)	
		25. BEST BUY INC PROPERTY TYPE: SECURITIES					05/27/2008	03/12/2009
737.00		737.00						
		10. CIGNA CORPORATION PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
323.00		403.00					-80.00	
		100. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES					10/16/2001	10/06/2008
7,561.00		4,466.00					3,095.00	
		30. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES					02/25/2004	10/06/2008
2,268.00		1,323.00					945.00	
		402. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES					11/27/2001	10/06/2008
30,396.00		17,233.00					13,163.00	
		35. CISCO SYSTEMS INCORPORATED PROPERTY TYPE: SECURITIES					03/13/2003	10/06/2008
700.00		453.00					247.00	
		150. COACH INC PROPERTY TYPE: SECURITIES					12/18/2006	10/06/2008
3,026.00		6,372.00					-3,346.00	
		475. COACH INC PROPERTY TYPE: SECURITIES					10/24/2006	10/06/2008
9,582.00		18,455.00					-8,873.00	
		100. COCA COLA CO PROPERTY TYPE: SECURITIES					05/27/2008	03/12/2009
4,083.00		5,835.00					-1,752.00	
		50. COCA COLA CO PROPERTY TYPE: SECURITIES					10/06/2008	03/12/2009
2,042.00		2,556.00					-514.00	
		152. COCA COLA CO PROPERTY TYPE: SECURITIES					10/24/2006	03/12/2009
6,207.00		7,151.00					-944.00	

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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)	
		8. COCA COLA CO PROPERTY TYPE: SECURITIES					09/03/1996	03/12/2009
327.00		327.00						
		13. COCA COLA CO PROPERTY TYPE: SECURITIES					02/25/2004	03/12/2009
531.00		649.00					-118.00	
		17. COCA COLA CO PROPERTY TYPE: SECURITIES					02/25/2004	03/12/2009
694.00		694.00						
		265. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES					01/10/2006	10/06/2008
19,726.00		14,554.00					5,172.00	
		5163.156 COLUMBIA LARGE CAP INDEX FUND C PROPERTY TYPE: SECURITIES					06/11/2001	03/16/2009
75,227.00		125,000.00					-49,773.00	
		16097.875 COLUMBIA INTERNATIONAL VALUE F PROPERTY TYPE: SECURITIES					10/24/2001	03/16/2009
152,769.00		250,000.00					-97,231.00	
		5129.959 COLUMBIA MARSICO INT'L OPPORTUN PROPERTY TYPE: SECURITIES					10/24/2006	03/16/2009
35,910.00		75,000.00					-39,090.00	
		3131.524 COLUMBIA MARSICO INT'L OPPORTUN PROPERTY TYPE: SECURITIES					10/06/2008	03/16/2009
21,921.00		30,000.00					-8,079.00	
		5356.452 COLUMBIA CONVERTIBLE SECURITIES PROPERTY TYPE: SECURITIES					06/11/2003	03/16/2009
53,672.00		82,436.00					-28,764.00	
		2345.465 COLUMBIA MID CAP INDEX FUND CLA PROPERTY TYPE: SECURITIES					01/11/2007	03/16/2009
13,440.00		28,708.00					-15,268.00	
		2900.232 COLUMBIA MID CAP INDEX FUND CLA PROPERTY TYPE: SECURITIES					10/06/2008	03/16/2009
16,618.00		25,000.00					-8,382.00	

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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)	
		18072.289 COLUMBIA MID CAP INDEX FUND CL PROPERTY TYPE: SECURITIES					06/11/2003	03/16/2009
103,554.00		150,000.00					-46,446.00	
		1949.318 COLUMBIA SMALL CAP INDEX FUND C PROPERTY TYPE: SECURITIES					10/06/2008	03/16/2009
16,628.00		30,000.00					-13,372.00	
		6321.918 COLUMBIA SMALL CAP INDEX FUND C PROPERTY TYPE: SECURITIES					10/24/2001	03/16/2009
53,926.00		80,921.00					-26,995.00	
		155. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					10/20/2005	10/06/2008
9,403.00		9,311.00					92.00	
		20. COVENTRY HEALTH CARE INC PROPERTY TYPE: SECURITIES					05/09/2007	10/06/2008
613.00		1,180.00					-567.00	
		165. COVENTRY HEALTH CARE INC PROPERTY TYPE: SECURITIES					10/24/2006	10/06/2008
5,056.00		8,278.00					-3,222.00	
		160. DEERE & CO PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
5,711.00		12,745.00					-7,034.00	
		115. DEVON ENERGY CORPORATIOIN NEW PROPERTY TYPE: SECURITIES					10/06/2008	03/12/2009
5,058.00		8,338.00					-3,280.00	
		50. DISNEY WALT CO PROPERTY TYPE: SECURITIES					05/09/2007	10/06/2008
1,402.00		1,783.00					-381.00	
		5. DISNEY WALT CO PROPERTY TYPE: SECURITIES					12/18/2006	10/06/2008
140.00		171.00					-31.00	
		5. DUN & BRADSTREET CORP DEL NEW COM PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
423.00		456.00					-33.00	

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)	
		10. ENTERGY CORP NEW PROPERTY TYPE: SECURITIES					12/18/2006	10/06/2008
845.00		924.00					-79.00	
		10. EXELON CORP PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
568.00		896.00					-328.00	
		160. EXPRESS SCRIPTS INC CL A PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
10,823.00		11,316.00					-493.00	
		80. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES					10/06/2008	03/23/2009
5,506.00		5,506.00						
		130. GENENTECH INC PROPERTY TYPE: SECURITIES					10/24/2006	10/06/2008
10,931.00		10,829.00					102.00	
		145. GENENTECH INC PROPERTY TYPE: SECURITIES					10/24/2006	03/12/2009
13,609.00		12,078.00					1,531.00	
		10. GENENTECH INC PROPERTY TYPE: SECURITIES					05/27/2008	03/12/2009
939.00		684.00					255.00	
		155. GLAXO PLC PROPERTY TYPE: SECURITIES					07/14/2005	10/06/2008
6,449.00		7,505.00					-1,056.00	
		975. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES					03/12/2009	03/13/2009
6,490.00		6,033.00					457.00	
		315. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES					08/29/2003	03/13/2009
2,097.00		2,097.00						
		490. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES					10/06/2008	03/13/2009
3,262.00		3,262.00						

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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)	
		105. HEINZ H J CO PROPERTY TYPE: SECURITIES					10/06/2008	03/23/2009
3,558.00		3,558.00						
		5. HESS CORP COM PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
309.00		619.00					-310.00	
		25. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
1,044.00		1,142.00					-98.00	
		465. HOME DEPOT INC PROPERTY TYPE: SECURITIES					10/06/2008	03/12/2009
9,427.00		10,485.00					-1,058.00	
		200000. ILLINOIS TOOL WKS INC NT PROPERTY TYPE: SECURITIES					09/14/2007	03/01/2009
200,000.00		202,686.00					-2,686.00	
		15. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES					10/24/2006	10/06/2008
1,506.00		1,368.00					138.00	
		40. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					05/09/2007	10/06/2008
1,741.00		2,120.00					-379.00	
		215. JOY GLOBAL INC 00 PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
6,874.00		16,204.00					-9,330.00	
		320. KELLOGG CO PROPERTY TYPE: SECURITIES					10/20/2005	10/06/2008
17,937.00		14,686.00					3,251.00	
		380. KROGER CO PROPERTY TYPE: SECURITIES					10/06/2008	03/12/2009
8,084.00		10,179.00					-2,095.00	
		5. LABORATORY CORP AMER HLDGS COM NEW PROPERTY TYPE: SECURITIES					05/09/2007	10/06/2008
318.00		394.00					-76.00	

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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)	
		325. LAM RESEARCH CORP COM PROPERTY TYPE: SECURITIES					10/24/2006	03/12/2009
7,239.00		16,138.00					-8,899.00	
		140. LAM RESEARCH CORP COM PROPERTY TYPE: SECURITIES					10/06/2008	03/12/2009
3,118.00		3,554.00					-436.00	
		390. MCDERMOTT INTERNATIONAL INC PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
6,629.00		22,494.00					-15,865.00	
		175. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					05/09/2007	03/12/2009
4,190.00		9,122.00					-4,932.00	
		230. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					12/18/2006	03/12/2009
5,507.00		10,113.00					-4,606.00	
		70. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					12/18/2006	03/23/2009
1,902.00		3,078.00					-1,176.00	
		100. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					05/27/2008	03/23/2009
2,717.00		3,870.00					-1,153.00	
		110. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES					12/18/2006	10/06/2008
8,206.00		5,605.00					2,601.00	
		35. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES					10/24/2006	10/06/2008
2,611.00		1,506.00					1,105.00	
		630. NOKIA CORPORATION SPONSORED ADR PROPERTY TYPE: SECURITIES					01/10/2006	03/12/2009
6,919.00		12,134.00					-5,215.00	
		275. NOKIA CORPORATION SPONSORED ADR PROPERTY TYPE: SECURITIES					10/06/2008	03/12/2009
3,020.00		4,432.00					-1,412.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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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)	
		53. NORTEL NETWORKS CORP NEW COM PROPERTY TYPE: SECURITIES					05/05/2008	10/06/2008
93.00		446.00					-353.00	
		90. PEPSICO INCORPORATED PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
6,130.00		6,156.00					-26.00	
		15. PEPSICO INCORPORATED PROPERTY TYPE: SECURITIES					05/27/2008	03/12/2009
724.00		1,026.00					-302.00	
		125. PEPSICO INCORPORATED PROPERTY TYPE: SECURITIES					02/04/2002	03/12/2009
6,030.00		6,274.00					-244.00	
		45. PEPSICO INCORPORATED PROPERTY TYPE: SECURITIES					10/09/2001	03/12/2009
2,171.00		2,205.00					-34.00	
		25. PEPSICO INCORPORATED PROPERTY TYPE: SECURITIES					10/09/2001	03/12/2009
1,206.00		1,206.00						
		6. PFIZER INC PROPERTY TYPE: SECURITIES					02/13/2002	10/06/2008
110.00		161.00					-51.00	
		725. PFIZER INC PROPERTY TYPE: SECURITIES					12/18/2006	10/06/2008
13,284.00		18,812.00					-5,528.00	
		45. PRAXAIR INCORPORATED PROPERTY TYPE: SECURITIES					10/06/2008	03/12/2009
2,809.00		3,063.00					-254.00	
		30. PRAXAIR INCORPORATED PROPERTY TYPE: SECURITIES					10/06/2008	03/12/2009
1,873.00		1,873.00						
		385. PRICE T ROWE GROUP INC COM PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
18,897.00		22,338.00					-3,441.00	

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)	
		195. PRUDENTIAL FINL INC COM PROPERTY TYPE: SECURITIES					05/09/2007	10/06/2008
10,402.00		19,695.00					-9,293.00	
		35. RIO TINTO PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					10/24/2006	10/06/2008
7,012.00		7,450.00					-438.00	
		15. RIO TINTO PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					10/24/2006	12/10/2008
1,302.00		3,193.00					-1,891.00	
		110. SCHLUMBERGER LIMITED PROPERTY TYPE: SECURITIES					12/18/2006	03/12/2009
4,395.00		7,226.00					-2,831.00	
		125. SCHLUMBERGER LIMITED PROPERTY TYPE: SECURITIES					12/18/2006	03/23/2009
5,569.00		8,211.00					-2,642.00	
		45. SCHLUMBERGER LIMITED PROPERTY TYPE: SECURITIES					10/06/2008	03/23/2009
2,005.00		2,874.00					-869.00	
		15. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
319.00		322.00					-3.00	
		515. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES					05/27/2008	03/12/2009
7,098.00		11,071.00					-3,973.00	
		230. SOUTHWESTERN ENERGY CO PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
5,731.00		10,154.00					-4,423.00	
		15. STATE STREET CORP PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
623.00		1,061.00					-438.00	
		10. THERMO ELECTRON CORP PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
477.00		579.00					-102.00	

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)	
		5. TIDEWATER INC PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
224.00		332.00					-108.00	
		65. TIDEWATER INC PROPERTY TYPE: SECURITIES					05/27/2008	03/12/2009
2,225.00		4,322.00					-2,097.00	
		175. TIDEWATER INC PROPERTY TYPE: SECURITIES					05/09/2007	03/12/2009
5,991.00		11,182.00					-5,191.00	
		35. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES					05/09/2007	10/06/2008
1,225.00		1,214.00					11.00	
		5. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES					05/09/2007	03/12/2009
68.00		68.00						
		120. V F CORP PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
8,455.00		9,067.00					-612.00	
		235. VALERO ENERGY CORP - NEW PROPERTY TYPE: SECURITIES					10/06/2008	03/12/2009
4,125.00		5,223.00					-1,098.00	
		10. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
303.00		371.00					-68.00	
		15. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					05/27/2008	03/12/2009
421.00		421.00						
		225. WACHOVIA CORP 2ND NEW PROPERTY TYPE: SECURITIES					11/21/2003	10/06/2008
1,303.00		10,114.00					-8,811.00	
		300. WACHOVIA CORP 2ND NEW PROPERTY TYPE: SECURITIES					05/12/2003	10/06/2008
1,738.00		11,802.00					-10,064.00	

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)	
		50. WACHOVIA CORP 2ND NEW PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
290.00		1,241.00					-951.00	
		30. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
989.00		832.00					157.00	
		205. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					05/27/2008	03/12/2009
2,805.00		5,686.00					-2,881.00	
		727. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					08/13/1999	03/12/2009
9,947.00		14,036.00					-4,089.00	
		5. COVIDIEN LTD COM PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
249.00		240.00					9.00	
		100. COVIDIEN LTD COM PROPERTY TYPE: SECURITIES					05/27/2008	03/12/2009
3,102.00		4,803.00					-1,701.00	
		450. INVESCO LTD COM PROPERTY TYPE: SECURITIES					05/27/2008	03/12/2009
5,604.00		12,153.00					-6,549.00	
		165. INVESCO LTD COM PROPERTY TYPE: SECURITIES					10/06/2008	03/12/2009
2,055.00		2,814.00					-759.00	
		15. NOBLE CORP COM PROPERTY TYPE: SECURITIES					05/27/2008	10/06/2008
477.00		950.00					-473.00	
		395. NOBLE CORP COM PROPERTY TYPE: SECURITIES					05/27/2008	03/12/2009
9,748.00		25,006.00					-15,258.00	

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)	
TOTAL GAIN(LOSS)							-487,111.	

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	2,347.	2,347.
ABBOTT LABORATORIES	577.	577.
ABBOTT LABS NT	3,500.	7,140.
ABBOTT LABS NT	8,700.	8,700.
APACHE CORPORATION	129.	129.
AVON PRODUCTS INC	914.	914.
BEST BUY INC	169.	169.
BURLINGTON NORTHN SANTA FE CORP	272.	272.
CIGNA CORPORATION	12.	12.
CITIGROUP INC SR NT	10,500.	10,500.
COCA COLA CO	648.	648.
COCA COLA CO SR NT	1,103.	1,103.
COLUMBIA LARGE CAP INDEX FUND CLASS Z SH	2,301.	2,301.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	11,225.	11,225.
COLUMBIA MARSICO INT'L OPPORTUNITIES FD	297.	297.
COLUMBIA CONVERTIBLE SECURITIES FD CL Z	471.	471.
COLUMBIA MID CAP INDEX FUND CLASS Z SHAR	3,717.	3,717.
COLUMBIA SMALL CAP INDEX FUND CLASS Z SH	2,299.	2,299.
COMCAST CORP NEW CL A	141.	141.
CORNING INC	102.	102.
DEERE & CO	45.	45.
DEVON ENERGY CORPORATIOIN NEW	37.	37.
DISNEY WALT CO	191.	191.
DUN & BRADSTREET CORP DEL NEW COM	371.	371.
EOG RESOURCES INC	71.	71.
ENTERGY CORP NEW	863.	863.
EXELON CORP	872.	872.
EXXON MOBIL CORPORATION	1,878.	1,878.
FPL GROUP INC COM	272.	272.
GENERAL ELEC CO	2,168.	2,168.
GLAXO PLC	80.	80.
GOLDMAN SACHS GROUP INC	436.	436.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HARTFORD FINANCIAL SVCS GRP	566.	566.
HEINZ H J CO	346.	346.
HESS CORP COM	136.	136.
HEWLETT PACKARD CO	270.	270.
HOME DEPOT INC	209.	209.
ILLINOIS TOOL WKS INC NT	5,750.	5,750.
INTERNATIONAL BUSINESS MACHS	1,199.	1,199.
J P MORGAN CHASE & CO COM	991.	991.
JOHNSON & JOHNSON	1,307.	1,307.
KIMBERLY CLARK CORP	955.	955.
KROGER CO	68.	68.
LOCKHEED MARTIN CORP	211.	211.
LOWES COS INC	221.	221.
MCKESSON HBOC INC	59.	59.
MERCK & CO INC COM	1,522.	1,522.
MICROSOFT CORPORATION	1,132.	1,132.
MONSANTO CO NEW COM	224.	224.
MORGAN STANLEY NT	10,600.	10,600.
NEWS CORP CL A	95.	95.
NIKE INC CL B	148.	148.
OCCIDENTAL PETROLEUM CORP	196.	196.
PNC BANK CORP	91.	91.
PACKAGING CORP OF AMERICA	47.	47.
PEPSICO INCORPORATED	516.	516.
PHILIP MORRIS INTL INC COM	1,031.	1,031.
POTASH CORP SASK INC	39.	39.
PRAXAIR INCORPORATED	413.	413.
RIO TINTO PLC SPONSORED ADR	136.	136.
SBC COMMUNICATIONS INC NT	10,600.	10,600.
SCHLUMBERGER LIMITED	167.	167.
SCHWAB CHARLES CORP NEW COM	62.	62.
SOUTHERN CO	329.	329.
SOUTHERN CO SR UNSUB NT SER A	10,600.	10,600.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STAPLES INCORPORATED	234.	234.
STATE STREET CORP	233.	233.
TEVA PHARMACEUTICAL INDS LTD ADR	81.	81.
TEXAS INSTRS INC	636.	636.
TIDEWATER INC	120.	120.
US BANCORP DEL COM NEW	1,017.	1,017.
UNITED TECHNOLOGIES CORP	1,109.	1,109.
VALERO ENERGY CORP - NEW	71.	71.
VERIZON COMMUNICATIONS	773.	773.
VERIZON COMMUNICATIONS INC SR NT	10,700.	10,700.
WACHOVIA CORP NEW NT	10,600.	10,600.
WAL-MART STORES INCORPORATED	833.	833.
WAL-MART STORES SR NT	9,500.	9,500.
WASTE MGMT INC DEL	761.	761.
WELLS FARGO COMPANY	634.	634.
YUM BRANDS INC	369.	369.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	3,860.	3,860.
AXIS CAPTIAL HOLDINGS LTD	110.	110.
COVIDIEN LTD COM	32.	32.
INVESCO LTD COM	123.	123.
NOBLE CORP COM	32.	32.
TOTAL	148,772.	152,412.

SETH M. MILLIKEN FOUNDATION, INC 23-7213940

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	865.			865.
TOTALS	865.	NONE	NONE	865.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BOA INVESTMENT FEE	16,928.	16,928.
TOTALS	16,928.	16,928.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	22.	22.
FOREIGN TAXES ON QUALIFIED FOR	951.	951.
FOREIGN TAXES ON NONQUALIFIED	419.	419.
TOTALS	1,392.	1,392.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ADM & GOV SERVICES	5,000.	5,000.
STAT REP FEE	197.	197.
DE EFT TAX FEE	25.	25.
TOTALS	5,222.	5,222.

SETH M. MILLIKEN FOUNDATION, INC 23-7213940

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION
FIXED-GOVT SEE ATTACHED
TCTALS

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

DESCRIPTION		AMOUNT
9/30/08 FEDERAL TAX REFUND		2,086.
ACCRETION, ABBOTT LABS		3,640.
	TOTAL	5,726.

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

DESCRIPTION		AMOUNT
ROUNDING ADJUSTMENT		2.
	TOTAL	2.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
SC

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: BANK OF AMERICA, N.A.

ADDRESS: P.O. BOX 40200, FL9-100-10-19
JACKSONVILLE, FL 32203-0200

TELEPHONE NUMBER: (877)446-1410

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

OFFICER NAME:
ROGER MILLIKEN
ADDRESS:
P. O. BOX 1926
SPARTANBURG, SC 29304
TITLE:
TTEE/PRES.

OFFICER NAME:
GERRISH H. MILLIKEN
ADDRESS:
P. O. BOX 1926
SPARTANBURG, SC 29304
TITLE:
TTEE/ V. P.

OFFICER NAME:
NANCY MILLIKEN
ADDRESS:
P. O. BOX 1926
SPARTANBURG, SC 29304
TITLE:
TRUSTEE

OFFICER NAME:
JAMES S. ZAHRN
ADDRESS:
P. O. BOX 1926
SPARTANBURG, SC 29304
TITLE:
SECY/TREASURER

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

OFFICER NAME:
JUSTINE V. R. RUSSELL
ADDRESS:
P. O. BOX 1926
SPARTANBURG, SC 29304
TITLE:
TTEE/VICE PRESIDENT

OFFICER NAME:
BETTY MONTGOMERY
ADDRESS:
P. O. BOX 1926
SPARTANBURG, SC 29304
TITLE:
TRUSTEE

OFFICER NAME:
JOHN B. WHITE, JR.
ADDRESS:
P.O. BOX 1926
SPARTANBURG, SC 29304
TITLE:
TRUSTEE

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SPARTANBURG DAY SCHOOL
ADDRESS:
1701 SKYLYN DRIVE
SPARTANBURG, SC 29307
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 277,000.

TOTAL GRANTS PAID: 277,000.

SETH M. MILLIKEN FOUNDATION INC
23-7213940
Balance Sheet
9/30/2009

Bank of America

Cusip	Asset	Units	Basis	Market Value
001084102	AGCO CORP	510.000	13,378.27	14,091.30
00206R102	AT&T INC	1855.000	45,192.65	50,103.55
002824100	ABBOTT LABS	420.000	20,769.43	20,777.40
002824AQ3	ABBOTT LABS	200000.000	197,134.00	210,558.00
00724F101	ADOBE SYS INC	785.000	24,880.64	25,936.40
023135106	AMAZON COM INC	280.000	19,250.30	26,140.80
031162100	AMGEN INC	605.000	31,346.59	36,439.15
037411105	APACHE CORP	430.000	27,196.95	39,486.90
04314H204	ARTISAN INTERNATIONAL FUND	8773.052	113,874.21	176,864.73
052769106	AUTODESK INC	690.000	15,348.73	16,422.00
054303102	AVON PRODS INC	1360.000	41,829.76	46,185.60
086516101	BEST BUY INC	230.000	10,065.95	8,629.60
12189T104	BURLINGTON NORTHN SANTA FE CORP	260.000	19,441.46	20,755.80
125509109	CIGNA CORP	1120.000	25,924.69	31,460.80
17275R102	CISCO SYS INC	1660.000	23,208.72	39,076.40
172967DZ1	CITIGROUP INC	200000.000	200,576.00	205,420.00
191216100	COCA COLA CO	189.000	8,690.50	10,149.30
191216AL4	COCA COLA CO	150000.000	152,757.00	155,454.00
19765Y589	COLUMBIA SELECT SMALL CAP FUND	13412.746	113,874.21	177,182.37
20030N101	COMCAST CORP	805.000	13,007.05	13,588.40
219350105	CORNING INC	1015.000	12,162.57	15,539.65
242370104	DEAN FOODS CO	1325.000	28,686.94	23,571.75
254687106	DISNEY WALT CO	855.000	22,697.68	23,478.30
26483E100	DUN & BRADSTREET CORP DEL NEW	315.000	27,587.32	23,725.80
268648102	EMC CORP	2635.000	29,158.84	44,900.40
26875P101	EOG RES INC	245.000	15,424.39	20,459.95
29364G103	ENTERGY CORP NEW	340.000	28,402.70	27,152.40
30161N101	EXELON CORP	505.000	24,986.32	25,058.10
302182100	EXPRESS SCRIPTS INC	385.000	20,586.63	29,868.30
30231G102	EXXON MOBIL CORP	1145.000	51,465.92	78,558.45
302571104	FPL GROUP INC	205.000	11,063.94	11,322.15
349913814	FORWARD FDS	3275.071	37,958.07	66,123.68
369604103	GENERAL ELEC CO	2690.000	27,789.27	44,169.80
375558103	GILEAD SCIENCES INC	565.000	25,148.45	26,272.50

SETH M. MILLIKEN FOUNDATION INC
23-7213940
Balance Sheet
9/30/2009

Bank of America

Cusip	Asset	Units	Basis	Market Value
38141G104	GOLDMAN SACHS GROUP INC	355.000	46,425.62	65,444.25
411511306	HARBOR INTERNATIONAL FUND	3485.590	113,874.21	183,446.60
416515104	HARTFORD FINL SVCS GROUP INC	2030.000	43,620.72	53,795.00
423074103	HEINZ H J CO	270.000	11,964.48	10,732.50
42809H107	HESS CORP	480.000	41,812.41	25,660.80
428236103	HEWLETT PACKARD CO	1150.000	35,718.54	54,291.50
459200101	INTERNATIONAL BUSINESS MACHS	690.000	63,180.04	82,530.90
46625H100	J P MORGAN CHASE & CO	1665.000	65,232.48	72,960.30
47103C795	JANUS INVT FUND	2619.570	75,916.14	115,234.88
478160104	JOHNSON & JOHNSON	855.000	49,947.72	52,060.95
494368103	KIMBERLY CLARK CORP	720.000	37,608.77	42,465.60
50540R409	LABORATORY CORP AMER HLDGS	395.000	27,094.87	25,951.50
539830109	LOCKHEED MARTIN CORP	185.000	11,454.35	14,444.80
548661107	LOWES COS INC	1265.000	20,034.69	26,489.10
58155Q103	MCKESSON CORP	495.000	17,453.21	29,477.25
589331107	MERCK & CO INC	580.000	22,137.47	18,345.40
59156R108	METLIFE INC	795.000	14,188.26	30,265.65
594918104	MICROSOFT CORP	2875.000	72,679.79	73,945.00
61166W101	MONSANTO CO	225.000	12,817.54	17,415.00
617446HR3	MORGAN STANLEY	200000.000	197,452.00	209,566.00
65248E104	NEWS CORP	1700.000	19,436.36	20,332.00
654106103	NIKE INC	260.000	14,481.80	16,822.00
674599105	OCCIDENTAL PETE CORP DEL	595.000	33,857.17	46,648.00
68002Q248	OLD MUTUAL TS&W MID CAP VALUE	14216.500	75,916.14	105,344.31
693475105	PNC FINL SVCS GROUP INC	455.000	12,985.41	22,108.45
695156109	PACKAGING CORP AMER	315.000	3,606.61	6,426.00
713448108	PEPSICO INC	205.000	10,098.78	12,025.30
718172109	PHILIP MORRIS INTL INC	1020.000	35,728.46	49,714.80
73755L107	POTASH CORP SASK INC	140.000	17,114.05	12,647.60
74005P104	PRAXAIR INC	240.000	12,419.58	19,605.60
755111119	RAYTHEON CO	125.000	0.00	1,431.25
78387GAS2	SBC COMMUNICATIONS INC	200000.000	201,830.00	208,092.00
842587107	SOUTHERN CO	270.000	8,448.45	8,550.90
842587AB3	SOUTHERN CO	200000.000	200,938.00	214,688.00

SETH M. MILLIKEN FOUNDATION INC
23-7213940
Balance Sheet
9/30/2009

Bank of America

Cusip	Asset	Units	Basis	Market Value
845467109	SOUTHWESTERN ENERGY CO	760.000	29,231.60	32,436.80
855030102	STAPLES INC	1420.000	25,190.35	32,972.40
857477103	STATE STR CORP	690.000	37,893.38	36,294.00
881624209	TEVA PHARMACEUTICAL INDS LTD	265.000	11,800.58	13,398.40
882508104	TEXAS INSTRS INC	1875.000	45,027.13	44,418.75
883556102	THERMO FISHER SCIENTIFIC CORP	400.000	19,696.03	17,468.00
902973304	US BANCORP DEL	1180.000	35,900.90	25,794.80
913017109	UNITED TECHNOLOGIES CORP	935.000	40,859.29	56,969.55
92343V104	VERIZON COMMUNICATIONS INC	440.000	16,079.83	13,318.80
92343VAB0	VERIZON COMMUNICATIONS INC	200000.000	202,180.00	210,444.00
929903CF7	WACHOVIA CORP	200000.000	200,834.00	211,898.00
931142103	WAL-MART STORES INC	1000.000	53,725.33	49,090.00
931142CA9	WAL-MART STORES	200000.000	198,712.00	206,752.00
94106L109	WASTE MGMT INC DEL	810.000	21,841.34	24,154.20
988498101	YUM BRANDS INC	525.000	14,077.27	17,724.00
G0692U109	AXIS CAP HLDGS LTD	275.000	5,747.06	8,299.50
	Cash/Cash Equivalent	117437.650	117,437.65	117,437.65
		Totals:	4,184,574.01	4,852,753.78