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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

**2009**

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

For calendar year **2009**, or tax year beginning **2009**, and ending **20**

G Check all that apply:  Initial return  Initial return of a former public charity  Final return  
 Amended return  Address change  Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: **UD SAMUEL FREEMAN CHARITABLE TST**

Number and street (or P O box number if mail is not delivered to street address): **P O BOX 1802**

Room/suite: \_\_\_\_\_

City or town, state, and ZIP code: **PROVIDENCE, RI 02901-1802**

A Employer identification number: **13-6803465**

B Telephone number (see page 10 of the instructions): **( ) -**

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

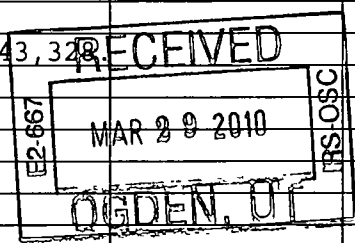
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 37,796,073.**

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)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,184,785.	1,174,516.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		143,328.			
b Gross sales price for all assets on line 6a		6,115,777.			
7 Capital gain net income (from Part IV, line 2)			143,328.		
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)		37,343.			STMT 3
12 Total. Add lines 1 through 11		1,365,456.	1,317,844.		
13 Compensation of officers, directors, trustees, etc.		225,535.	135,321.		90,214.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		2,061.	2,061.	NONE	NONE
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see page 14 of the instructions)		22,223.	13,623.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23		249,819.	151,005.	NONE	90,214.
25 Contributions, gifts, grants paid		1,953,588.			1,953,588.
26 Total expenses and disbursements. Add lines 24 and 25		2,203,407.	151,005.	NONE	2,043,802.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-837,951.			
b Net investment income (if negative, enter -0-)			1,166,839.		
c Adjusted net income (if negative, enter -0-)					



POSTMARK DATE MAR 24 2010

SCANNED MAR 31 2010

Operating and Administrative Expenses

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	NONE	NONE	
	2	Savings and temporary cash investments	694,481.	322,695.	322,695.
	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 16 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)	990,646.	1,691,678.	1,817,199.
	b	Investments - corporate stock (attach schedule)	22,170,608.	19,541,953.	27,274,343.
	c	Investments - corporate bonds (attach schedule)	6,401,321.	7,898,260.	8,381,836.
	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	NONE	
14	Land, buildings, and equipment basis				
	Less. accumulated depreciation (attach schedule)				
15	Other assets (describe )	NONE	NONE	NONE	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)	30,257,056.	29,454,586.	37,796,073.	
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 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.</b>				
	27	Capital stock, trust principal, or current funds	30,257,056.	29,454,586.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)	30,257,056.	29,454,586.		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	30,257,056.	29,454,586.		

**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	30,257,056.
2	Enter amount from Part I, line 27a	2	-837,951.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 6	3	43,720.
4	Add lines 1, 2, and 3	4	29,462,825.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 7	5	8,239.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	29,454,586.

**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) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any		
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	143,328.
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))
2008	2,001,968.	41,598,470.	0.04812600079
2007	2,134,649.	48,678,542.	0.04385195021
2006	1,500,130.	44,904,749.	0.03340693431
2005	1,286,310.	41,667,012.	0.03087118414
2004	1,398,919.	38,678,636.	0.03616774387
2 Total of line 1, column (d) . . . . .			2 0.19242381332
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 0.03848476266
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .			4 35,126,869.
5 Multiply line 4 by line 3 . . . . .			5 1,351,849.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			6 11,668.
7 Add lines 5 and 6 . . . . .			7 1,363,517.
8 Enter qualifying distributions from Part XII, line 4 . . . . . 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.			8 2,043,802.

**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 . . . . . Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	11,668.
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	11,668.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	11,668.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 . . . . .	6a	26,088.
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	26,088.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	14,420.
11	Enter the amount of line 10 to be: <b>Credited to 2010 estimated tax</b> <input type="checkbox"/> 11,668. <b>Refunded</b> <input type="checkbox"/> . . . . .	11	2,752.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 PRIVATE BANK TAX SERVICES Telephone no. (401) 278-6825
Located at P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 02901-1802
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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(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 X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here 1b
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 2009? 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? Yes No X
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 X
b If "Yes," did it have excess business holdings in 2009 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 2009.) 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 2009? 4b X

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No **6b** X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No **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 8		225,535.	-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. Add lines 1 through 3 . . . . .</b>	

**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>	34,758,317.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	903,479.
<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>	35,661,796.
<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>	35,661,796.
<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>	534,927.
<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>	35,126,869.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	1,756,343.

**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>	1,756,343.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5 . . . . .	<b>2a</b>	11,668.
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	11,668.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	1,744,675.
<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>	1,744,675.
<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>	1,744,675.

**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>	2,043,802.
<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>	2,043,802.
<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>	11,668.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	2,032,134.

**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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7 . . . . .				1,744,675.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only . . . . .			1,953,588.	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 . . . . .	NONE			
b From 2005 . . . . .	NONE			
c From 2006 . . . . .	NONE			
d From 2007 . . . . .	NONE			
e From 2008 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 2,043,802.				
a Applied to 2008, but not more than line 2a . . . .			1,953,588.	
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 2009 distributable amount . . . . .				90,214.
e Remaining amount distributed out of corpus . . . .	NONE			
5 Excess distributions carryover applied to 2009 . . . . . (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 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010. . . . .				1,654,461.
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 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9:				
a Excess from 2005 . . . . .	NONE			
b Excess from 2006 . . . . .	NONE			
c Excess from 2007 . . . . .	NONE			
d Excess from 2008 . . . . .	NONE			
e Excess from 2009 . . . . .	NONE			

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 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:

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**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 <i>Paid during the year</i>  SEE STATEMENT 12				
<b>Total . . . . .</b>				<b>▶ 3a</b> 1,953,588.
b <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>▶ 3b</b>





**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 SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					10,227.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					29,817.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-20,241.	
304,013.00		25000. GROUPE DANONE SPONSORED ADR PROPERTY TYPE: SECURITIES 261,375.00					08/18/2005 42,638.00	01/08/2009
292,648.00		25000. GROUPE DANONE SPONSORED ADR PROPERTY TYPE: SECURITIES 261,375.00					08/18/2005 31,273.00	01/12/2009
17.00		.4 TEVA PHARMACEUTICAL INDS LTD ADR PROPERTY TYPE: SECURITIES 17.00					04/29/2004	01/13/2009
320,654.00		6000. BAXTER INTERNATIONAL INC PROPERTY TYPE: SECURITIES 235,120.00					02/09/2004 85,534.00	01/14/2009
244.00		243.91 GOVERNMENT NATL MTG ASSN POOL # 6 PROPERTY TYPE: SECURITIES 244.00					01/16/2003	01/15/2009
132.00		132.38 GOVERNMENT NATIONAL MORTGAGE 54 PROPERTY TYPE: SECURITIES 132.00					02/17/1993	01/15/2009
314.00		313.67 GOVERNMENT NATL MTG ASSN POOL # 6 PROPERTY TYPE: SECURITIES 314.00					01/16/2003	01/31/2009
133.00		132.54 GOVERNMENT NATIONAL MORTGAGE 54 PROPERTY TYPE: SECURITIES 133.00					02/17/1993	01/31/2009

**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)	
101,106.00		2000. DANAHER CORPORATION PROPERTY TYPE: SECURITIES 94,126.00					01/16/2004 6,980.00	02/27/2009
160,330.00		15000. EBAY INC PROPERTY TYPE: SECURITIES 344,565.00					09/10/2008 -184235.00	02/27/2009
106,886.00		10000. EBAY INC PROPERTY TYPE: SECURITIES 228,203.00					09/16/2008 -121317.00	02/27/2009
80,868.00		10000. FORESTAR GROUP INC COM PROPERTY TYPE: SECURITIES 249,575.00					03/24/2008 -168707.00	02/27/2009
91,970.00		4000. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 49,953.00					05/08/1992 42,017.00	02/27/2009
113,141.00		2526. TEVA PHARMACEUTICAL INDS LTD ADR PROPERTY TYPE: SECURITIES 107,065.00					04/29/2004 6,076.00	02/27/2009
248.00		248.26 GOVERNMENT NATL MTG ASSN POOL # 6 PROPERTY TYPE: SECURITIES 248.00					01/16/2003	02/28/2009
133.00		133.36 GOVERNMENT NATIONAL MORTGAGE 54 PROPERTY TYPE: SECURITIES 133.00					02/17/1993	02/28/2009
165,707.00		8000. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 99,907.00					05/08/1992 65,800.00	03/03/2009
223,697.00		15000. ORACLE SYS CORP PROPERTY TYPE: SECURITIES 192,450.00					11/11/2005 31,247.00	03/04/2009
166,036.00		2000. ALCON INC COM PROPERTY TYPE: SECURITIES 156,607.00					06/23/2004 9,429.00	03/04/2009

**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)	
173,903.00		15000. AUTONATION, INC PROPERTY TYPE: SECURITIES 105,819.00					10/21/2008	03/11/2009
							68,084.00	
263,549.00		15000. ORACLE SYS CORP PROPERTY TYPE: SECURITIES 192,450.00					11/11/2005	03/30/2009
							71,099.00	
257.00		257.48 GOVERNMENT NATL MTG ASSN POOL # 6 PROPERTY TYPE: SECURITIES 257.00					01/16/2003	03/31/2009
135.00		135.47 GOVERNMENT NATIONAL MORTGAGE 54 PROPERTY TYPE: SECURITIES 135.00					02/17/1993	03/31/2009
100,424.00		10593.22 COLUMBIA SHORT TERM BOND FUND C PROPERTY TYPE: SECURITIES 100,000.00					03/26/2009	04/15/2009
							424.00	
399,576.00		42149.396 COLUMBIA SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES 394,518.00					12/26/2008	04/15/2009
							5,058.00	
25,000.00		2623.295 COLUMBIA SHORT TERM BOND FUND C PROPERTY TYPE: SECURITIES 24,554.00					12/26/2008	04/27/2009
							446.00	
296.00		296.28 GOVERNMENT NATL MTG ASSN POOL # 6 PROPERTY TYPE: SECURITIES 296.00					01/16/2003	04/30/2009
136.00		136.31 GOVERNMENT NATIONAL MORTGAGE 54 PROPERTY TYPE: SECURITIES 136.00					02/17/1993	04/30/2009
274.00		274.32 GOVERNMENT NATL MTG ASSN POOL # 6 PROPERTY TYPE: SECURITIES 274.00					01/16/2003	05/31/2009
137.00		137.17 GOVERNMENT NATIONAL MORTGAGE 54 PROPERTY TYPE: SECURITIES 137.00					02/17/1993	05/31/2009

**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)	
83,521.00		8646.112					12/26/2008	06/02/2009
		COLUMBIA SHORT TERM BOND FUND C PROPERTY TYPE: SECURITIES						
		80,928.00					2,593.00	
250,000.00		28335.997					08/20/1993	06/05/2009
		LONG TERM TAXABLE BOND FUND FO PROPERTY TYPE: SECURITIES						
		251,137.00					-1,137.00	
255.00		255.31					01/16/2003	06/30/2009
		GOVERNMENT NATL MTG ASSN POOL # 6 PROPERTY TYPE: SECURITIES						
		255.00						
138.00		138.02					02/17/1993	06/30/2009
		GOVERNMENT NATIONAL MORTGAGE 54 PROPERTY TYPE: SECURITIES						
		138.00						
300,000.00		32244.543					08/20/1993	07/10/2009
		LONG TERM TAXABLE BOND FUND FO PROPERTY TYPE: SECURITIES						
		285,646.00					14,354.00	
124,115.00		11798.03					05/07/2008	07/14/2009
		PIMCO TOTAL RETURN FUND INSTL PROPERTY TYPE: SECURITIES						
		128,952.00					-4,837.00	
100,885.00		9589.803					05/02/2008	07/14/2009
		PIMCO TOTAL RETURN FUND INSTL PROPERTY TYPE: SECURITIES						
		104,721.00					-3,836.00	
498,938.00		12000.					08/09/2007	07/17/2009
		PRICE T ROWE GROUP INC COM PROPERTY TYPE: SECURITIES						
		647,149.00					-148211.00	
226,152.00		5300.					03/31/2009	07/27/2009
		CATERPILLAR INCORPORATED PROPERTY TYPE: SECURITIES						
		148,745.00					77,407.00	
308,415.00		7505.					12/10/2008	07/27/2009
		CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES						
		203,288.00					105,127.00	
321.00		321.1					01/16/2003	07/31/2009
		GOVERNMENT NATL MTG ASSN POOL # 60 PROPERTY TYPE: SECURITIES						
		321.00						

**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)	
139.00		138.88					02/17/1993	07/31/2009
		GOVERNMENT NATIONAL MORTGAGE 54 PROPERTY TYPE: SECURITIES						
		139.00						
258.00		258.17					01/16/2003	08/31/2009
		GOVERNMENT NATL MTG ASSN POOL # 6 PROPERTY TYPE: SECURITIES						
		258.00						
140.00		139.75					02/17/1993	08/31/2009
		GOVERNMENT NATIONAL MORTGAGE 54 PROPERTY TYPE: SECURITIES						
		140.00						
5,202.00		5201.55					01/16/2003	09/30/2009
		GOVERNMENT NATL MTG ASSN POOL # PROPERTY TYPE: SECURITIES						
		5,202.00						
141.00		140.63					02/17/1993	09/30/2009
		GOVERNMENT NATIONAL MORTGAGE 54 PROPERTY TYPE: SECURITIES						
		141.00						
104,582.00		8000.					07/08/2009	10/14/2009
		GAM HLDG LTD COM PROPERTY TYPE: SECURITIES						
		76,830.00				27,752.00		
273.00		272.72					01/16/2003	10/31/2009
		GOVERNMENT NATL MTG ASSN POOL # 6 PROPERTY TYPE: SECURITIES						
		273.00						
142.00		141.5					02/17/1993	10/31/2009
		GOVERNMENT NATIONAL MORTGAGE 54 PROPERTY TYPE: SECURITIES						
		142.00						
251.00		251.31					01/16/2003	11/30/2009
		GOVERNMENT NATL MTG ASSN POOL # 6 PROPERTY TYPE: SECURITIES						
		251.00						
142.00		142.39					02/17/1993	11/30/2009
		GOVERNMENT NATIONAL MORTGAGE 54 PROPERTY TYPE: SECURITIES						
		142.00						
91,734.00		9901.942					08/20/1993	12/11/2009
		LONG TERM TAXABLE BOND FUND FOR PROPERTY TYPE: SECURITIES						
		88,328.00				3,406.00		

**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)		
908,266.00		98040.46					01/28/1994	12/11/2009	
		849,205.00					59,061.00		
TOTAL GAIN (LOSS) .....							-----	143,328.	
							=====		

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ABBOTT LABORATORIES	5,600.	5,600.
AMERICAN EXPRESS CO NT	8,396.	8,396.
AMERICAN EXPRESS CO SR NT	27,500.	27,500.
ANHEUSER BUSCH COS INC NT	27,500.	27,500.
AUTOMATIC DATA PROCESSING INC	26,400.	26,400.
BP AMOCO PLC SPONS ADR (UK/USD) SEDOL 21	40,320.	40,320.
BAXTER INTERNATIONAL INC	9,162.	9,162.
BEAR STEARNS COS INC NT	22,599.	22,599.
BERKSHIRE HATHAWAY FIN CORP SR NT	23,125.	23,125.
CATERPILLAR INCORPORATED	4,452.	4,452.
CHEVRONTEXACO CORP COM	53,200.	53,200.
COLUMBIA SHORT TERM BOND FUND CLASS Z SH	7,360.	7,360.
COMCAST CORP NEW NT	31,500.	31,500.
CONOCOPHILLIPS COM	10,792.	10,792.
CONOCOPHILLIPS GTD NT	11,340.	11,340.
CUMMINS ENGINE INC	2,627.	2,627.
DANAHER CORPORATION	1,260.	1,260.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	9,059.	9,059.
EMERSON ELEC CO	13,250.	13,250.
EXXON MOBIL CORPORATION	41,500.	41,500.
MERK HARD CURRENCY FUND	7,084.	7,084.
GOVERNMENT NATL MTG ASSN POOL # 602159	6,672.	6,672.
GOVERNMENT NATIONAL MORTGAGE 54	2,452.	2,452.
GENERAL ELEC CO	29,438.	29,438.
GENERAL ELEC CO 01/28/2003 5% 02/01/2013	7,014.	7,014.
GOLDMAN SACHS GROUP INC SR NT	27,250.	27,250.
HEINEKEN N V (NETHERLANDS) ADR	12,130.	12,130.
HEWLETT PACKARD CO SR UNSECD GLOBAL NT	24,063.	24,063.
INTERMEDIATE TERM TAXABLE BOND FD	114,699.	114,043.
INTERNATIONAL BUSINESS MACHS	12,900.	12,900.
J P MORGAN CHASE & CO COM	4,560.	4,560.
JOHNSON & JOHNSON	9,650.	9,650.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
KRAFT FOODS INC CL A COM	10,440.	10,440.
LOEWS CORP	1,350.	1,350.
MICROSOFT CORPORATION	7,800.	7,800.
NESTLE S A SPONSORED ADR	9,896.	9,896.
PIMCO TOTAL RETURN FUND INSTL	114,844.	114,844.
PHILIP MORRIS INTL INC COM	5,830.	5,830.
PIMCO FOREIGN BOND FUND UNHEDGED INSTL C	41,604.	31,991.
PRICE T ROWE GROUP INC COM	6,000.	6,000.
PROCTER & GAMBLE CO COM	13,760.	13,760.
ROCHE HLDG LTD SPONSORED ADR	12,650.	12,650.
ROLLS-ROYCE PLC SPONSORED ADR	13,376.	13,376.
SBC COMMUNICATIONS INC NT	25,500.	25,500.
SUNTRUST BANK MEDIUM TERM SR NT FDIC GTD	13,417.	13,417.
TARGET CORP NT	19,389.	19,389.
TEVA PHARMACEUTICAL INDS LTD ADR	3,369.	3,369.
3M CO COM	11,648.	11,648.
TIME WARNER CABLE INC SR UNSECD NT	5,942.	5,942.
UNITED STATES TREAS NT INFLATION INDEX	8,474.	8,474.
VIRGINIA ELEC & PWR CO SR UNSECD NT SER	23,750.	23,750.
WAL-MART STORES INC GLOBAL NT	16,875.	16,875.
WELLS FARGO & CO NEW SR UNSECD NT	3,325.	3,325.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	4,377.	4,377.
LONG TERM TAXABLE BOND FUND FOR TRUSTS	129,376.	129,376.
HEINEKEN HLDG NV COM	9,663.	9,663.
BRAMBLES LTD COM	11,695.	11,695.
ALCON INC COM	25,512.	25,512.
GAINS FROM MORTGAGE BACKED SECURITIES	69.	69.
TOTAL	1,184,785.	1,174,516.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
EXCISE TAX REFUND	37,343.
TOTALS	----- 37,343. =====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT & ACCOUNTING FEES (ALLOC	2,061.	2,061.		
TOTALS	2,061.	2,061.	NONE	NONE

=====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	13,623.	13,623.
FEDERAL ESTIMATES - PRINCIPAL	8,600.	
TOTALS	22,223.	13,623.
	=====	=====

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

DESCRIPTION -----	AMOUNT -----
09 TYE INCOME ADJ	43,720.
	-----
TOTAL	43,720.
	=====

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

DESCRIPTION -----	AMOUNT -----
ADJ CARRYING VALUE	8,239.
	-----
TOTAL	8,239.
	=====

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

OFFICER NAME:

BANK OF AMERICA N.A.

ADDRESS:

ONE BRYANT PARK

NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION ..... 225,535.

OFFICER NAME:

MS ELIZABETH E MURRAY

ADDRESS:

C/O BANK OF AMERICA, ONE BRYANT PARK

NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

OFFICER NAME:

PAMELA MURRAY

ADDRESS:

C/O BANK OF AMERICA, ONE BRYANT PARK

NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

OFFICER NAME:

MR HILTON C SMITH JR

ADDRESS:

C/O BANK OF AMERICA, ONE BRYANT PARK

NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

TOTAL COMPENSATION: ..... 225,535.

=====

RECIPIENT NAME:

BANK OF AMERICA, N.A.

ADDRESS:

ONE BRYANT PARK

NEW YORK, NY 10036

FORM, INFORMATION AND MATERIALS:

LETTER, BUDGET AND IRS DETERMINATION LETTER

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

RECIPIENT NAME:  
AGAPE INNERCITY CHRISTIAN  
ASSEMBLY  
ADDRESS:  
727-729 EAST BAY STREET  
CHARLESTON, SC 29403-5020  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
RENOVATION OF JOSIAH SMITH TENNENT HOUSE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
CATHEDRAL OF ST. LUKE  
AND ST. PAUL  
ADDRESS:  
126 COMING STREET  
CHARLESTON, SC 29403  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING SUPPORT  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
COLLEGE OF CHARLESTON  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOOL FOR INTERNATIONAL STUDIES  
AMOUNT OF GRANT PAID ..... 445,000.

RECIPIENT NAME:  
MARYMOUNT MANHATTAN  
COLLEGE  
ADDRESS:  
221 EAST 71ST STREET  
NEW YORK, NY 10021-4597  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CAMPUS ROOFTOP CONSTRUCTION PROJECT  
AMOUNT OF GRANT PAID ..... 100,000.

RECIPIENT NAME:  
MEDICAL UNIVERSITY OF  
CHARLESTON  
ADDRESS:  
268 CALHOUN STREET  
CHARLESTON, SC 29425  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
MUSC FOUNDATION  
AMOUNT OF GRANT PAID ..... 40,000.

RECIPIENT NAME:  
FIDELITY CH GIFT FUND  
ADDRESS:  
100 CROSBY PARKWAY  
COVINGTON, KY 41015-9325  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
AMOUNT OF GRANT PAID ..... 1,098,588.

=====

RECIPIENT NAME:  
MEDICAL UNIVERSITY OF  
SOUTH CAROLINA

ADDRESS:  
268 CALHOUN STREET  
CHARLESTON, SC 29425

RELATIONSHIP:  
NONE

PURPOSE OF GRANT:  
CENTER OF ECONOMIC EXCELLENCE

AMOUNT OF GRANT PAID ..... 250,000.

TOTAL GRANTS PAID: 1,953,588.  
=====

**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 instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No. 1545-0092

**2009**

Name of estate or trust

UD SAMUEL FREEMAN CHARITABLE TST

Employer identification number

13-6803465

**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)
<b>1a</b>					

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	-187,368.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	10,227.
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
<b>5</b> <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 . . . . . ▶	<b>5</b>	-177,141.

**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)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			29,817.

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	310,893.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	-20,241.
<b>9</b> Capital gain distributions . . . . .	<b>9</b>	
<b>10</b> Gain from Form 4797, Part I . . . . .	<b>10</b>	
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
<b>12</b> <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 . . . . . ▶	<b>12</b>	320,469.

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

Schedule D (Form 1041) 2009

<b>Part III Summary of Parts I and II</b> <i>Caution: Read the instructions before completing this part.</i>		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
<b>13</b>	Net short-term gain or (loss)			-177,141.
<b>14</b>	Net long-term gain or (loss):			
a	Total for year	<b>14a</b>		320,469.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	<b>14b</b>		
c	28% rate gain	<b>14c</b>		6,266.
<b>15</b>	Total net gain or (loss). Combine lines 13 and 14a	<b>15</b>		143,328.

**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: a The loss on line 15, column (3) or b \$3,000	<b>16</b>	( )
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**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 smaller 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 smaller of the amount on line 17 or \$2,300	<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"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. 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"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller 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 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	<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 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	<b>33</b>	
<b>34</b>	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	<b>34</b>	



Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side <b>UD SAMUEL FREEMAN CHARITABLE TST</b>	Employer identification number <b>13-6803465</b>
---	---

**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)
6a 25000. GROUPE DANONE SPONSORED ADR	08/18/2005	01/08/2009	304,013.00	261,375.00	42,638.00
25000. GROUPE DANONE SPONSORED ADR	08/18/2005	01/12/2009	292,648.00	261,375.00	31,273.00
.4 TEVA PHARMACEUTICAL INDS LTD ADR	04/29/2004	01/13/2009	17.00	17.00	
6000. BAXTER INTERNATIONAL INC	02/09/2004	01/14/2009	320,654.00	235,120.00	85,534.00
243.91 GOVERNMENT NATL MTG ASSN POOL # 602159	01/16/2003	01/15/2009	244.00	244.00	
132.38 GOVERNMENT NATIONAL MORTGAGE 54	02/17/1993	01/15/2009	132.00	132.00	
313.67 GOVERNMENT NATL MTG ASSN POOL # 602159	01/16/2003	01/31/2009	314.00	314.00	
132.54 GOVERNMENT NATIONAL MORTGAGE 54	02/17/1993	01/31/2009	133.00	133.00	
2000. DANAHER CORPORATION	01/16/2004	02/27/2009	101,106.00	94,126.00	6,980.00
4000. J P MORGAN CHASE & CO COM	05/08/1992	02/27/2009	91,970.00	49,953.00	42,017.00
2526. TEVA PHARMACEUTICAL INDS LTD ADR	04/29/2004	02/27/2009	113,141.00	107,065.00	6,076.00
248.26 GOVERNMENT NATL MTG ASSN POOL # 602159	01/16/2003	02/28/2009	248.00	248.00	
133.36 GOVERNMENT NATIONAL MORTGAGE 54	02/17/1993	02/28/2009	133.00	133.00	
8000. J P MORGAN CHASE & CO COM	05/08/1992	03/03/2009	165,707.00	99,907.00	65,800.00
15000. ORACLE SYS CORP	11/11/2005	03/04/2009	223,697.00	192,450.00	31,247.00
2000. ALCON INC COM	06/23/2004	03/04/2009	166,036.00	156,607.00	9,429.00
15000. ORACLE SYS CORP	11/11/2005	03/30/2009	263,549.00	192,450.00	71,099.00
257.48 GOVERNMENT NATL MTG ASSN POOL # 602159	01/16/2003	03/31/2009	257.00	257.00	
135.47 GOVERNMENT NATIONAL MORTGAGE 54	02/17/1993	03/31/2009	135.00	135.00	
296.28 GOVERNMENT NATL MTG ASSN POOL # 602159	01/16/2003	04/30/2009	296.00	296.00	
136.31 GOVERNMENT NATIONAL MORTGAGE 54	02/17/1993	04/30/2009	136.00	136.00	
274.32 GOVERNMENT NATL MTG ASSN POOL # 602159	01/16/2003	05/31/2009	274.00	274.00	
137.17 GOVERNMENT NATIONAL MORTGAGE 54	02/17/1993	05/31/2009	137.00	137.00	
28335.997 LONG TERM TAXABLE BOND FUND FOR TRUST	08/20/1993	06/05/2009	250,000.00	251,137.00	-1,137.00
255.31 GOVERNMENT NATL MTG ASSN POOL # 602159	01/16/2003	06/30/2009	255.00	255.00	

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



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

## 28% RATE CAPITAL GAIN DIVIDENDS

MERK HARD CURRENCY FUND

6,266.00

TOTAL 28% RATE CAPITAL GAIN DIVIDENDS

6,266.00

## 15% RATE CAPITAL GAIN DIVIDENDS

AT&amp;T INC

10.00

MERK HARD CURRENCY FUND

661.00

HONEYWELL INTERNATIONAL INC

158.00

PIMCO TOTAL RETURN FUND INSTL

3,822.00

PLUM CREEK TIMBER CO INC

18,900.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

23,551.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

29,817.00  
=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES  
=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 10,227.00  
-----

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED) 10,227.00  
=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS -20,241.00  
-----

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED) -20,241.00  
=====

Trade Date



Bank of America Private Wealth Management

**Portfolio Detail**

**Account:** 41-01-100-5832785 UD SAMUEL FREEMAN CHARITABLE TST

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Cash/Currency</b>									
<b>Cash Equivalents</b>									
207,867.720	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	\$207,867.72	\$23.80	\$207,867.72 1,000	\$207,867.72 1,000	\$0.00	\$311.80	0.2%
114,826.970	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	114,826.97	20.44	114,826.97 1,000	114,826.97 1,000	0.00	172.24	0.2
	<b>Total Cash Equivalents</b>		<b>\$322,694.69</b>	<b>\$44.24</b>	<b>\$322,694.69</b>	<b>\$322,694.69</b>	<b>\$0.00</b>	<b>\$484.04</b>	<b>0.1%</b>
<b>Foreign Currency</b>									
105,179.839	MERK HARD CURRENCY FUND	348847402	\$1,260,054.47 11,980	\$7,078.60	\$1,250,000.00 11,884	\$1,250,000.00 11,884	\$10,054.47	\$7,047.05	0.6%
	<b>Total Foreign Currency</b>		<b>\$1,260,054.47</b>	<b>\$7,078.60</b>	<b>\$1,250,000.00</b>	<b>\$1,250,000.00</b>	<b>\$10,054.47</b>	<b>\$7,047.05</b>	<b>0.6%</b>
	<b>Total Cash/Currency</b>		<b>\$1,582,749.16</b>	<b>\$7,122.84</b>	<b>\$1,572,694.69</b>	<b>\$1,572,694.69</b>	<b>\$10,054.47</b>	<b>\$7,531.09</b>	<b>0.5%</b>

**Equities**

<b>Consumer Staples</b>									
4,000.000	DIAGEO PLC SPONSORED ADR NEW UNITED KINGDOM Ticker: DEO	252430205	\$277,640.00 69,410	\$0.00	\$316,377.60 79,094	\$316,377.60 79,094	-\$38,737.60	\$9,060.00	3.3%
12,000.000	HEINEKEN HLDG NV ISIN NL000008977 NETHERLANDS Ticker: HEIO NA	80CCH46#4	503,338.56 41,945	0.00	368,778.04 30,732	368,778.04 30,732	134,560.52	0.00	0.0
30,000.000	HEINEKEN N V ADR NETHERLANDS Ticker: HINKY	423012202	715,890.00 23,863	0.00	635,737.32 21,191	635,737.32 21,191	80,152.68	9,120.00	1.3
12,000.000	KRAFT FOODS INC CLA COM Ticker: KFT	50075N104	326,160.00 27,180	3,480.00	336,675.60 28,056	336,675.60 28,056	-10,515.60	13,920.00	4.3

(1) Market Value in the Portfolio Detail section does not include Accrued Income

Trade Date

**U.S. TRUST**

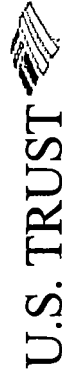
Bank of America Private Wealth Management

**Portfolio Detail****Account:** 41-01-100-5832785 UD SAMUEL FREEMAN CHARITABLE TST

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (cont)</b>									
<b>Consumer Staples (cont)</b>									
120,000	LINDT & SPRUENGLI AG COM PARTICIPATION CERTIFICATE ISIN CH0010570767 SWITZERLAND Ticker: LISP SW	5962280#4	257,702.53 2,147,521	0.00	285,062.15 2,375,518		-27,359.62	0.00	0.0
8,000,000	NESTLE SA SPONSORED ADR SWITZERLAND Ticker: NSRG Y	641069406	388,488.00 48,561	0.00	289,937.60 36,242		98,550.40	6,432.00	1.7
4,000,000	PHILIP MORRIS INTL INC Ticker: PM	718172109	192,760.00 48,190	2,320.00	158,613.65 39,653		34,146.35	9,280.00	4.8
8,000,000	PROCTER & GAMBLE CO Ticker: PG	742718109	485,040.00 60,630	0.00	40,337.44 5,042		444,702.56	14,080.00	2.9
	<b>Total Consumer Staples</b>		<b>\$3,147,019.09</b>	<b>\$5,800.00</b>	<b>\$2,431,519.40</b>		<b>\$715,499.69</b>	<b>\$61,892.00</b>	<b>2.0%</b>
<b>Energy</b>									
12,000,000	BP P L C SPONSORED ADR UNITED KINGDOM Ticker: BP	055622104	\$695,640.00 57,970	\$0.00	\$567,600.00 47,300		\$128,040.00	\$40,320.00	5.8%
20,000,000	CHEVRON CORP Ticker: CVX	166764100	1,539,800.00 76,990	0.00	175,647.48 8,782		1,364,152.52	54,400.00	3.5
5,650,000	CONOCOPHILLIPS Ticker: COP	20825C104	288,545.50 51,070	0.00	289,588.87 51,255		-1,043.37	11,300.00	3.9
25,000,000	EXXON MOBIL CORP Ticker: XOM	30231G102	1,704,750.00 68,190	0.00	95,898.44 3,836		1,608,851.56	42,000.00	2.5
	<b>Total Energy</b>		<b>\$4,228,735.50</b>	<b>\$0.00</b>	<b>\$1,128,734.79</b>		<b>\$3,100,000.71</b>	<b>\$148,020.00</b>	<b>3.5%</b>
<b>Financials</b>									
10,000	BERKSHIRE HATHAWAY INC DEL CL A Ticker: BRK A	084670108	\$992,000.00 99,200,000	\$0.00	\$1,209,160.23 120,916,023		-\$217,160.23	\$0.00	0.0%

Trade Date



Bank of America Private Wealth Management

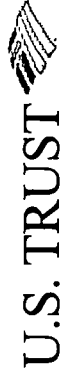
**Portfolio Detail**

**Account:** 41-01-100-5832785 UD SAMUEL FREEMAN CHARITABLE TST

Dec 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (cont)</b>									
<b>Financials (cont)</b>									
8,000.000	JULIUS BAER GROUP LTD ISIN CH0102484988 SWITZERLAND Ticker: BAER VX	B4R2R50#4	281,538.08 35.192	0.00	226,605.05 28.326		54,933.03	0.00	0.0
9,000.000	LEUCADIA NATL CORP Ticker: LUK	527288104	214,110.00 23.790	0.00	287,751.00 31.972		-73,641.00	0.00	0.0
7,200.000	LOEWS CORP Ticker: L	540424108	261,720.00 36.350	0.00	155,731.68 21.629		105,988.32	1,800.00	0.7
500.000	MARKEL CORP Ticker: MKL	570535104	170,000.00 340.000	0.00	183,619.80 367.240		-13,619.80	0.00	0.0
	<b>Total Financials</b>		<b>\$1,919,368.08</b>	<b>\$0.00</b>	<b>\$2,062,867.76</b>		<b>-\$143,499.68</b>	<b>\$1,800.00</b>	<b>0.1%</b>
<b>Health Care</b>									
7,000.000	ABBOTT LABS Ticker: ABT	002824100	\$377,930.00 53.990	\$0.00	\$317,733.50 45.391		\$60,196.50	\$11,200.00	3.0%
7,000.000	ALCON INC SWITZERLAND Ticker: ACL	H01301102	1,150,450.00 164.350	0.00	502,804.60 71.829		647,645.40	25,515.00	2.2
7,310.000	BAXTER INTL INC Ticker: BAX	071813109	428,950.80 58.680	2,119.90	286,453.93 39.187		142,496.87	8,479.60	2.0
5,000.000	JOHNSON & JOHNSON Ticker: JNJ	478160104	322,050.00 64.410	0.00	290,106.00 58.021		31,944.00	9,800.00	3.0
12,000.000	ROCHE HLDG LTD SPONSORED ADR SWITZERLAND Ticker: RHHBY	771195104	510,180.00 42.515	0.00	327,078.60 27.257		183,101.40	7,980.00	1.6
5,000.000	TEVA PHARMACEUTICAL INDS LTD ADR ISRAEL Ticker: TEVA	881624209	280,900.00 56.180	0.00	211,925.00 42.385		68,975.00	2,410.00	0.9
9,900.000	WELLPOINT INC Ticker: WLP	94973V107	577,071.00 58.290	0.00	408,149.78 41.227		168,921.22	0.00	0.0
	<b>Total Health Care</b>		<b>\$3,647,531.80</b>	<b>\$2,119.90</b>	<b>\$2,344,251.41</b>		<b>\$1,303,280.39</b>	<b>\$65,384.60</b>	<b>1.8%</b>

Trade Date



Bank of America Private Wealth Management

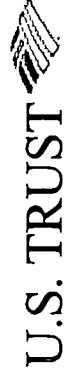
**Portfolio Detail**

**Account:** 41-01-100-5832785 UD SAMUEL FREEMAN CHARITABLE TST

Dec 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (cont)</b>									
<b>Industrials</b>									
50,000.000	BRAMBLES LTD ISIN AU000000BXB1 AUSTRALIA Ticker: BXB AU	B1FJCC#0	\$304,879.50 6.098	\$0.00	\$326,539.38 6.531		-\$21,659.88	\$0.00	0.0%
10,000.000	DANAHER CORP DEL Ticker: DHR	235851102	752,000.00 75.200	400.00	470,632.00 47.063		281,368.00	1,600.00	0.2
25,000.000	DE LA RUE PLC ISIN GB00B3DGH821 UNITED KINGDOM Ticker: DLAR LN	B3DGH82#3	398,665.75 15.947	6,334.47	380,808.86 15.232		17,856.89	0.00	0.0
10,000.000	EMERSON ELEC CO Ticker: EMR	291011104	426,000.00 42.600	0.00	336,940.43 33.694		89,059.57	13,400.00	3.1
35,900.000	GENERAL ELEC CO Ticker: GE	369604103	543,167.00 15.130	3,590.00	73,062.09 2.035		470,104.91	14,360.00	2.6
12,000.000	ROLLS-ROYCE GROUP PLC SPONSORED ADR UNITED KINGDOM Ticker: RYCE Y	775781206	468,468.00 39.039	5,758.80	508,794.21 42.400		-40,326.21	3,576.00	0.8
5,710.000	3M CO Ticker: MMM	88579Y101	472,045.70 82.670	0.00	340,003.09 59.545		132,042.61	11,648.40	2.5
	<b>Total Industrials</b>		<b>\$3,365,225.95</b>	<b>\$16,083.27</b>	<b>\$2,436,780.06</b>		<b>\$928,445.89</b>	<b>\$44,584.40</b>	<b>1.3%</b>
<b>Information Technology</b>									
20,000.000	AUTOMATIC DATA PROCESSING INC Ticker: ADP	053015103	\$856,400.00 42.820	\$6,800.00	\$143,243.18 7.162		\$713,156.82	\$27,200.00	3.2%
6,000.000	INTERNATIONAL BUSINESS MACHS Ticker: IBM	459200101	785,400.00 130.900	0.00	866.06 0.144		784,533.94	13,200.00	1.7
15,000.000	MICROSOFT CORP Ticker: MSFT	594918104	457,200.00 30.480	0.00	355,375.00 23.692		101,825.00	7,800.00	1.7
5,000.000	VERISK ANALYTICS INC CL.A COM Ticker: VRSK	92345Y106	151,400.00 30.280	0.00	139,901.00 27.980		11,499.00	0.00	0.0
	<b>Total Information Technology</b>		<b>\$2,250,400.00</b>	<b>\$6,800.00</b>	<b>\$639,385.24</b>		<b>\$1,611,014.76</b>	<b>\$48,200.00</b>	<b>2.1%</b>

Trade Date



Bank of America Private Wealth Management

**Portfolio Detail**

**Account:** 41-01-100-5832785 UD SAMUEL FREEMAN CHARITABLE TST

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
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Equities (cont)

<b>Information Technology (cont)</b>			<b>\$18,558,280.42</b>	<b>\$30,803.17</b>	<b>\$11,043,538.66</b>	<b>\$7,514,741.76</b>	<b>\$369,881.00</b>	<b>2.0%</b>	
<b>Total Equities</b>									

Fixed Income

<b>Investment Grade Taxable</b>									
500,000.000	2011	SUNTRUST BANK	86801BAB1	\$515,925.00	\$1,875.00	\$513,585.00	\$2,340.00	\$15,000.00	2.9%
		MEDIUM TERM SR NT FDIC GTD TLGP		103.185		102.717			1.2
		DTD 12/16/08 3.000% DUE 11/16/11							
		Moody's: AAA S&P: AAA							
500,000.000	2012	HEWLETT PACKARD CO	428238AL7	536,405.00	8,750.00	502,955.00	33,450.00	26,250.00	4.9
		SR UNSECD GLOBAL NT		107.281		100.591			1.7
		DTD 02/27/07 5.250% DUE 03/01/12							
		Moody's: A2 S&P: A							
200,000.000		WELLS FARGO & CO	949746NW7	213,514.00	1,983.33	208,148.00	5,366.00	10,500.00	4.9
		NEW SR UNSECD NT		106.757		104.074			2.7
		DTD 10/23/07 5.250% DUE 10/23/12							
		Moody's: A1 S&P: AA-							
500,000.000		GOLDMAN SACHS GROUP INC	38144LAC4	537,590.00	4,541.67	513,490.00	24,100.00	27,250.00	5.1
		SR NT		107.518		102.698			2.5
		DTD 10/18/07 5.450% DUE 11/01/12							
		Moody's: A1 S&P: A							
500,000.000	2013	GENERAL ELEC CO	369604AY9	528,980.00	10,416.66	513,940.00	15,040.00	25,000.00	4.7
		NT		105.796		102.788			2.8
		DTD 01/28/03 5.000% DUE 02/01/13							
		Moody's: AA2 S&P: AA+							
500,000.000		VIRGINIA ELEC & PWR CO	927804EU4	523,155.00	7,916.67	514,100.00	9,055.00	23,750.00	4.5
		SR UNSECD NT SER A		104.631		102.820			3.0
		DTD 02/28/03 4.750% DUE 03/01/13							
		Moody's: BAA1 S&P: A-							

Trade Date



Bank of America Private Wealth Management

**Portfolio Detail**

Dec. 01, 2009 through Dec. 31, 2009

**Account:** 41-01-100-5832785 UJ SAMUEL FREEMAN CHARITABLE TST

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Fixed Income (cont)</b>									
<b>Investment Grade Taxable (cont)</b>									
500,000.000	TARGET CORP NT DTD 06/11/03 4.000% DUE 06/15/13 Moody's: A2 S&P: A+	87612EAM8	521,050.00 104.210	888.88	490,405.00 98.081	30,645.00	20,000.00	3.8 2.7	
300,000.000	TIME WARNER CABLE INC SR UNSECD NT DTD 06/19/08 6.200% DUE 07/01/13 Moody's: BAA2 S&P: BBB	88732JAK4	329,538.00 109.846	9,299.99	294,099.00 98.033	35,439.00	18,600.00	5.6 3.1	
250,000.000	AMERICAN EXPRESS CO NT DTD 07/24/03 4.875% DUE 07/15/13 Moody's: A3 S&P: BBB+	025816AQ2	260,845.00 104.338	5,619.79	204,075.00 81.630	56,770.00	12,187.50	4.7 3.4	
500,000.000	BERKSHIRE HATHAWAY FIN CORP SR NT DTD 04/15/04 4.625% DUE 10/15/13 Moody's: AA2 S&P: AAA	084664AD3	533,045.00 106.609	4,881.94	505,420.00 101.084	27,625.00	23,125.00	4.3 2.7	
500,000.000	SBC COMMUNICATIONS INC NT DTD 11/03/04 5.100% DUE 09/15/14 Moody's: A2 S&P: A	78387GAP8	537,830.00 107.566	7,508.33	497,085.00 99.417	40,745.00	25,500.00	4.7 3.4	
500,000.000	WAL-MART STORES INC GLOBAL NT DTD 06/09/05 4.500% DUE 07/01/15 Moody's: AA2 S&P: AA	931142BY8	533,155.00 106.631	11,250.00	491,970.00 98.394	41,185.00	22,500.00	4.2 3.1	
500,000.000	BEAR STEARNS COS INC NT DTD 10/31/05 5.300% DUE 10/30/15 Moody's: AA3 S&P: A+	073902KF4	528,830.00 105.766	4,490.28	489,355.00 97.871	39,475.00	26,500.00	5.0 4.1	
500,000.000	AMERICAN EXPRESS CO SR NT DTD 09/12/06 5.500% DUE 09/12/16 Moody's: A3 S&P: BBB+	025816AW9	510,835.00 102.167	8,326.39	490,560.00 98.112	20,275.00	27,500.00	5.4 5.0	

Trade Date



Bank of America Private Wealth Management

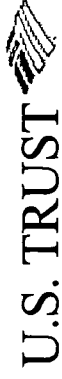
**Portfolio Detail**

**Account:** 41-01-100-5832785 UD SAMUEL FREEMAN CHARITABLE TST

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Fixed Income (cont)</b>									
<b>Investment Grade Taxable (cont)</b>									
500,000.000	2017 COMCAST CORP NEW NT DTD 08/23/07 6.300% DUE 11/15/17 Moody's: BAA1 S&P: BBB+	20030NAU5	547,110.00 109.422	4,025.00	502,820.00 100.564		44,290.00	31,500.00	5.8 4.8
500,000.000	2018 ANHEUSER BUSCH COS INC NT DTD 11/30/07 5.500% DUE 01/15/18 Moody's: BAA2 S&P: BBB+	035229D2	506,785.00 101.357	12,680.55	515,150.00 103.030		-8,365.00	27,500.00	5.4 5.0
1,102,706.000	UNITED STATES TREASNT INFLATION INDEX DTD 07/15/08 1.375% DUE 07/15/18 Moody's: AAA S&P: AAA	912828JE1	1,104,944.49 100.203	7,004.28	982,406.79 89.091		122,537.70	15,162.21	1.4 1.3
500,000.000	2019 CONOCOPHILLIPS GTD NT DTD 02/03/09 5.750% DUE 02/01/19 Moody's: A1 S&P: A	20825CAR5	547,275.00 109.455	11,979.16	490,525.00 98.105		56,750.00	28,750.00	5.3 4.4
34,121.940	2023 GOVERNMENT NATL MTG ASSN POOL # 340311 DTD 03/01/93 7.000% DUE 03/15/23 Moody's: AAA S&P: AAA	36224WAL7	37,789.71 110.749	205.68	34,015.56 99.688		3,774.15	2,388.54	6.3
127,558.650	2033 GOVERNMENT NATL MTG ASSN POOL # 602159 DTD 01/01/03 5.000% DUE 01/15/33 Moody's: AAA S&P: AAA	36200H5U4	132,178.82 103.622	549.21	126,562.35 99.219		5,616.47	6,377.93	4.8
210,914.056	INTERMEDIATE TERM TAXABLE BOND FUND FOR TRUSTS ORIGINAL COST 2,433,746.78	45899T998	2,676,288.46 12.689	2,149.21	2,594,651.45 12.302		81,637.01	111,995.36	4.2
147,349.540	LONG TERM TAXABLE BOND FUND FOR TRUSTS ORIGINAL COST 1,200,938.09	995555927	1,341,573.36 9.105	1,286.13	1,280,740.49 8.692		60,832.87	67,044.04	5.0

Trade Date



Bank of America Private Wealth Management

**Portfolio Detail**

**Account:** 41-01-100-5832785 UD SAMUEL FREEMAN CHARITABLE TST

Dec 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Fixed Income (cont)</b>									
<b>Investment Grade Taxable (cont)</b>									
158,124.158	PIMCO TOTAL RETURN FUND INSTL	693390700	1,707,740.91 10.800	5,499.89	1,695,279.35 10.721		12,461.56	93,767.63	5.5
	<b>Total Investment Grade Taxable</b>		<b>\$15,212,382.75</b>	<b>\$133,128.04</b>	<b>\$14,451,337.99</b>		<b>\$761,044.76</b>	<b>\$688,148.21</b>	<b>4.5%</b>
<b>International Developed Bonds</b>									
750,000.000	2011 CANADA GOVT DEB NT CA135087YW89 DUE 05/08/09 1.000% DUE 09/01/11 Moody's AAA S&P:AAA	B4KXJR6#8	\$712,254.90 94.967	\$2,380.00	\$709,271.60 94.570		\$2,983.30	\$7,251.00	1.0%
115,805.844	PIMCO FOREIGN BOND FUND UNHEDGED INSTL CL	722005220	1,159,216.50 10.010	0.00	1,250,000.00 10.794		-90,783.50	41,574.30	3.6
	<b>Total International Developed Bonds</b>		<b>\$1,871,471.40</b>	<b>\$2,380.00</b>	<b>\$1,959,271.60</b>		<b>-\$87,800.20</b>	<b>\$48,825.30</b>	<b>2.6%</b>
	<b>Total Fixed Income</b>		<b>\$17,083,854.15</b>	<b>\$135,508.04</b>	<b>\$16,410,609.59</b>		<b>\$673,244.56</b>	<b>\$736,973.51</b>	<b>4.3%</b>
<b>Real Estate</b>									
	<b>Public REITs</b>								
15,000.000	PLUM CREEK TIMBER CO INC	729251108	\$566,400.00 37.760	\$0.00	\$427,743.00 28.516		\$138,657.00	\$25,200.00	4.4%
	<b>Total Public REITs</b>		<b>\$566,400.00</b>	<b>\$0.00</b>	<b>\$427,743.00</b>		<b>\$138,657.00</b>	<b>\$25,200.00</b>	<b>4.4%</b>
	<b>Total Real Estate</b>		<b>\$566,400.00</b>	<b>\$0.00</b>	<b>\$427,743.00</b>		<b>\$138,657.00</b>	<b>\$25,200.00</b>	<b>4.4%</b>
	<b>Total Portfolio</b>		<b>\$37,791,283.73</b>	<b>\$173,434.05</b>	<b>\$29,454,585.94</b>		<b>\$8,336,697.79</b>	<b>\$1,139,585.60</b>	<b>3.0%</b>
	<b>Accrued Income</b>		<b>\$173,434.05</b>						
	<b>Total</b>		<b>\$37,964,717.78</b>						